

## Central Virginia Transportation Planning Organization (CVTPO) Bylaws

*These bylaws were initially adopted by the Central Virginia Transportation Planning Council (CVTPC) on October 25, 1979. The CVTPC or its successors (Central Virginia Metropolitan Planning Organization and Central Virginia Transportation Planning Organization) amended these bylaws on January 24, 1980; January 28, 1982; March 18, 1999; November 18, 1999, and July 18, 2019 (pursuant to locality and state approval as required).*

### ARTICLE I - NAME AND AUTHORITY

**Section 1 - Name.** The name of the organization shall be the Central Virginia Transportation Planning Organization (hereinafter referred to as the Transportation Planning Organization, or TPO).

**Section 2 - Authority.** Originally known as the Central Virginia Transportation Planning Council and subsequently as the Central Virginia Metropolitan Planning Organization, the TPO was established pursuant to a cooperative agreement executed on September 13, 1979 and as amended or updated, by the City of Lynchburg and the Counties of Amherst, Bedford and Campbell, as authorized under Title 33.2, Subtitle IV, Chapter 32 of the Code of the Commonwealth of Virginia. On November 27, 1979, the organization was designated by the Governor of the Commonwealth of Virginia as the Metropolitan Planning Organization (MPO) for the Greater Lynchburg Area Transportation Study, also known as the Central Virginia TPO Urbanized Area (hereinafter also referred to as the “urbanized area” or “study area”).

The TPO shall have such authority as prescribed in a “Memorandum of Understanding on Metropolitan Transportation Planning Responsibilities for the Central Virginia Metropolitan Planning Area” dated June 1, 2018, (as amended or updated) between the TPO, the Commonwealth of Virginia (hereinafter referred to as the COMMONWEALTH), the Greater Lynchburg Transit Company (the primary local transit provider, hereinafter referred to as GLTC), and the Central Virginia Planning District Commission (formerly Region 2000 Local Government Council (hereinafter referred to as the PDC), acting as a regional clearinghouse responsible for carrying out Executive Order 12372, Intergovernmental Review of Federal Programs.

### ARTICLE II - PURPOSE AND POWERS

**Section 1 - Purpose.** The TPO shall be the policy decision-making body for the purpose of carrying out the continuing, cooperative, comprehensive (3-C) transportation planning and programming process as defined in the United States Code Title 23, Section 134 and Title 49 Section 1607; and in accordance with the constitution and statutes of the Commonwealth of Virginia, particularly Title 33, Chapter 32 of the Code of Virginia. In carrying out its responsibilities, the TPO shall:

- a. Establish policy for the continuing, comprehensive and cooperative (3-C) transportation planning process;
- b. Develop the long-range transportation plan (LRTP) for the study area known as the Central Virginia TPO Urbanized Area;
- c. Review the LRTP for the study area on an annual basis;
- d. Update the LRTP no less frequently than every five years or as required by the COMMONWEALTH;
- e. Recommend action by other appropriate agencies;
- f. Coordinate and conduct transportation planning and conceptual design studies with local
- g. Governments, GLTC, and the COMMONWEALTH;
- h. Revise the Central Virginia TPO Urbanized Area, defined by the "cordon boundary," as required, and in conjunction with the COMMONWEALTH;
- i. Develop, in coordination with local governments and the COMMONWEALTH, socio-economic data for the regional traffic model;
- j. Review systems and proposals required by federal and state agencies;
- k. Develop and approve the annual planning and programming documents as described in the U.S. Department of Transportation regulations, as amended; and
- l. Perform other studies, reviews, evaluations, and tasks that may be required.

**Section 2 - Powers.** The TPO shall have the power to enter into or assign contracts and receive and disperse funds necessary to carry out its purpose, as defined in Article II, Section 1.

### **ARTICLE III - MEMBERSHIP**

**Section 1 - Voting Members.** The voting membership of the TPO shall be composed of two (2) representatives from each local government wholly or partially within the Central Virginia TPO Urbanized Area. One of the representatives from each local jurisdiction shall be an elected member from the appointing local jurisdiction's governing body, and the other representative shall be either an elected member of the governing body or an appointed representative designated by the governing body, and who is a qualified voter and resident of the appointing jurisdiction. If the governing body is a member of the Central Virginia Planning District Commission (hereinafter referred to as PDC), at least one of the two appointees shall be one of the governing body's representative on the PDC. The voting membership shall also include one (1) designated by the Secretary of Transportation of the COMMONWEALTH.

**Section 2 - Non-Voting Members.** Non-voting members of the TPO shall include one (1) representative each designated by and representing the following agencies or organizations: the PDC, Federal Highway Administration, Federal Transit Administration, Federal Aviation Administration, Virginia Department of Transportation (hereinafter referred to as VDOT), Virginia Department of Rail & Public Transportation (hereinafter referred to as VDRPT), Greater Lynchburg Transit Company, and Liberty University. Upon two-thirds vote, the TPO may designate other appropriate non-voting members.

**Section 4- Vacancies.** If for any reason an appointing authority's position on the TPO becomes vacant, the affected appointing authority shall appoint a replacement in a like-for-like manner.

### **ARTICLE IV - TERMS OF OFFICE AND VOTING**

**Section 1-Terms of Office.** The terms of office of TPO members shall be as follows:

- a. TPO members who are specifically appointed as members of the PDC shall serve coincident with their terms of office on said PDC.
- b. TPO members who are also members of the local governing body shall serve coincident with their elected terms of office or such shorter terms, as their governing bodies shall determine.
- c. TPO members who are not members of local governing bodies or the PDC, as described in Article IV, Section 1 (a) herein, shall serve for a three (3) year term on a fiscal year basis.
- d. The TPO member appointed by Secretary of Transportation of the COMMONWEALTH, Federal Highway Administration, Federal Transit Administration, Federal Aviation Administration, VDOT, VDRPT, Greater Lynchburg Transit Company, and Liberty University shall serve continuously at the respective pleasure of each appointing authority.

**Section 2 -Voting Rights.** Each TPO member with voting rights shall have one (1) equal vote in all matters before the TPO.

**Section 3 - Recorded Vote.** The vote of each TPO member, including affirmative, negative or absentia votes, shall be recorded in the official minute book of the TPO.

**Section 4 - Proxy Votes.** Voting by proxy shall be permitted only by the designated representative of the voting member. The proxy shall be designated in a like-for-like manner (i.e., an elected official for an elected official, a non-elected person for a non-elected person).

**Section 5- Voting in Lieu of a Meeting.** Any action required or permitted to be taken by the TPO may be taken in emergency situations without a meeting if seventy-five percent of the full TPO voting membership consent via a written or electronic ballot authorizing the action. Said action shall be ratified at the next meeting of the TPO.

## **ARTICLE V- OFFICERS**

**Section 1 - Types of Officers.** Officers of the TPO shall consist of a chair, vice-chair and secretary. The secretary shall be a non-voting officer and shall be the executive director of the PDC, or his/her official designee.

**Section 2 - Terms of Office.** The chair and vice-chair shall be elected by and from the membership of the TPO, shall serve for one year or until their successors are elected. The chair and vice chair may serve no more than two consecutive terms.

**Section 3 - Election of Officers.** The election of officers shall be held at the TPO's last regular meeting of the fiscal year and the members elected to office shall assume their duties at the first convened meeting of the next fiscal year. A majority vote of the full TPO voting membership shall be required for election to any office. The chair and vice chair must be voting members.

**Section 4 - Vacancies.** If for any reason any office becomes vacant during the year, an election to fill the office shall be held at the next regular meeting of the TPO, and the new officer so elected shall complete the unexpired term of the succeeded officer.

**Section 5 - Powers and Duties of the Officers.** The powers and duties of the officers of the TPO shall be as follows:

- a. The chair shall have the recognized and inherent duties and powers of the office of the chair, including the following. The chair shall:
  - i. preside over all meetings of the TPO;
  - ii. be eligible to vote on all issues;
  - iii. appoint all committees necessary to the TPO;
  - iv. have the authority to delegate any routine function to the secretary or an official designee; and
  - v. perform such other duties as may from time to time be required to carry out the duties of the MPO chair.
- b. The vice-chair shall, in the absence or inability of the chair, perform all the duties and exercise all the powers of the chair and such other duties assigned by the TPO.
- c. The secretary shall keep a record of all resolutions, proceedings, and actions of the TPO and give notice of all meetings and perform such other duties as the TPO may direct.

**Section 6 - Line of Succession.** At any given meeting when the chairman and the vice-chairman are absent, the first order of business at the meeting shall be the election of a temporary chairman for that meeting.

## **ARTICLE VI- STAFF SUPPORT AND FINANCIAL RESPONSIBILITIES**

**Section 1 - General Staff Support.** The staff of the TPO shall be the staff of the PDC with the assistance of the staffs of VDOT and VDRPT.

**Section 2 - Allocation of Funds.** The TPO shall prepare the required annual Unified Transportation Planning Work Program (UTPWP) which allocates available transportation planning funds for the metropolitan area.

**Section 3 - Financial Records.** The PDC shall maintain the financial records of the TPO at the direction of the TPO.

**Section 4 - Fiscal Year.** The fiscal year of the TPO shall be July 1- June 30.

**Section 5 - TPO Member Liability.** Individual TPO members, acting as members of the TPO, shall not be personally liable for any loss of funds as a result of acts performed in good faith while conducting the usual business of the TPO.

## **ARTICLE VII - COMMITTEES**

**Section 1 - Transportation Technical Committee.** The TPO shall create a Transportation Technical Committee composed of individuals with technical knowledge in transportation and land use matters to provide technical review, comment, and recommendations on transportation plans, programs, studies and other appropriate documents, and on regional transportation issues. The Committee shall integrate land use and environmental considerations into all of its activities in order to forge a stronger link between transportation, land use and the environment. The committee shall be composed of members with technical knowledge in multi-modal

transportation matter(s) and shall include one (1) representative each of the following jurisdictions, agencies, and organizations:

- the Planning Division (Community Development Department) and Engineering Division (Public Works Department) of the City of Lynchburg;
- the Community Development Department of each county comprising Planning District Commission Eleven (11);
- A planning or management staff representative of each town within Planning District Commission Eleven (11);
- Up to one (1) citizen with technical knowledge in transportation matters from each member jurisdiction (preferably a member of the local planning commission) appointed by the local governing body;
- VDOT's Transportation Planning Division;
- VDOT's Lynchburg and Salem Construction Districts;
- VDRPT;
- the Greater Lynchburg Transit Company;
- the Lynchburg Regional Airport;
- One representative from Liberty University;

The TPO may request any additional appropriate agency or organization to appoint a representative or may directly appoint a specific individual to serve on the committee as an advisory (non-voting) member. The Federal Highway Administration (FHWA), Federal Transit Administration (FTA), VDOT resident engineers for each member county, and the Virginia Department of Aviation each shall have a non-voting representative on the committee. The committee shall meet as frequently as necessary to fulfill its responsibility to the TPO. Twenty Five Percent (25%) of the currently seated voting members shall constitute a quorum of the committee for official action to be taken. The election of a chair shall be held at the committee's last regular meeting of the fiscal year and chair shall assume his/her duties at the first convened meeting of the next fiscal year and shall be eligible for reelection.

**Section 3 - Special Committees.** The chair may from time to time establish such special committees as deemed desirable for the effective promulgation of TPO affairs and shall appoint the members thereto with concurrence of the TPO.

**Section 4 - Nominating Committee.** The chair shall appoint a nominating committee of three members of the TPO no later than twenty-five (25) days prior to the regular TPO meeting at which time the election of TPO officers is held.

## **ARTICLE VIII - MEETINGS**

**Section 1 - Regular Meetings.** Regular meetings of the TPO shall be held during the first month of each quarter and shall be held at the offices of the PDC unless otherwise designated by the chair. The chair shall have the right to cancel any regular monthly meeting when no action items are required.

**Section 2 - Special Meetings.** Special meetings may be called by the chair or must be called by the chair on petition of one-third of the TPO voting members.

**Section 3 - Public Hearings.** The TPO shall conduct public hearings as determined to be in the public interest or as required by law or regulation.

**Section 4 - Meetings Open to the Public.** Meetings of the TPO shall be open to the public. The TPO, however, may hold executive sessions in accordance with the Virginia Freedom of Information Act. At least one period will be set aside during each meeting for general comments from the public. Public hearings will be held and other public involvement efforts will be made prior to major decisions in accordance with the TPO Public Participation Plan. At the discretion of the Chair, the floor may be opened during a meeting for additional public comments; for example, the Chair may ask for public comments prior to calling for a vote on a significant issue.

**Section 5 - Quorum.** Five of the voting members of the full TPO shall be required in order to constitute a quorum for regular and special meetings. Vacancies shall not be considered in the establishment of a quorum.

**Section 6 - TPO Minutes.** The secretary of the TPO shall assist the chair and vice-chair in preparing the agenda, conducting the meeting and preparing the minutes of each meeting. The minutes shall be presented at the next TPO meeting for approval. After the minutes have been duly approved, said minutes shall be distributed to all members of any transportation-related and other appropriate organizations, agencies, or individuals, and shall be recorded in an official minute book of the TPO.

## **ARTICLE IX - COORDINATION RESPONSIBILITIES**

**Section 1- Coordination.** The TPO shall be responsible for the coordination of all transportation planning activities of the various transportation-related agencies that have both a direct and indirect impact on the LRTP and the Central Virginia TPO Urbanized Area. This can include the coordination, conduction, and participation by TPO staff in any related transportation planning and conceptual design studies.

**Section 2 - Intergovernmental Regional Review Agent.** The TPO shall act as the agent for those agencies applying for federal and state funds through the Unified Transportation Planning Work Program and Transportation Improvement Program, except when a funding agency otherwise directs, and shall submit the notice of intent application to the area-wide clearinghouse.

**Section 3- Citizen Complaint Process.** The TPO is to be responsive to all citizens served by the TPO. Policies and procedures for public participation and inclusion, along with complaint

procedures, may be found in the TPO's Public Participation Plan and Title VI Plan, which are made publicly available.

#### **ARTICLE X - PARLIAMENTARY PROCEDURE**

Except as herein provided, all matters of procedure shall be governed by Roberts Rules of Order, latest revised edition.

#### **ARTICLE XI -AMENDMENTS**

Proposed amendments to these bylaws shall be presented in writing to the members at a regular TPO meeting. The members of the TPO shall have at least twenty-five (25) days to review the proposed amendments. At a regular meeting of the MPO thereafter, a majority vote of the full TPO voting membership shall be required to adopt any proposed amendment to the bylaws.

#### **ARTICLE XII - EFFECTIVE DATE**

These bylaws, and any amendments thereto, shall become effective immediately upon adoption by the TPO.