

**BYLAWS
FOR THE SOUTHWEST TENNESSEE RURAL
PLANNING ORGANIZATION (RPO)**

NAME AND PURPOSE

- 1.1 The name of this organization is the Southwest Tennessee Rural Planning Organization (RPO).

- 1.2 The Tennessee Department of Transportation's (TDOT's) consultation process with local officials in rural areas of the state will provide affected local officials with responsibility for transportation in the RPO an opportunity to be involved in transportation plans, on a consultation basis, for portions of the plan in non-metropolitan areas of the state. Consultation means that one party (TDOT) confers with another identified party in accordance with an established process. The purpose of the RPO is to ensure quality, competence, and fairness in transportation planning issues and projects throughout the non-metropolitan designated counties of Chester, Decatur, Hardeman, Hardin, Haywood, Henderson, and McNairy and their incorporated municipalities. This continuing, comprehensive, coordinated transportation planning and programming process shall be carried out in accordance with the following considerations:
 - a. The RPO will consider long range local and regional multimodal transportation needs in cooperation with the Tennessee Department of Transportation (TDOT). They will evaluate and prioritize these needs, which will consider the following:
 1. Support the economic vitality of the area
 2. Increase the safety and security of transportation systems
 3. Increase the accessibility and mobility (multimodal) options available to people and for freight, emphasizing the movement of people and goods rather than the movement of vehicles
 4. Protect and enhance the environment, promote energy conservation, and improve quality of life
 5. Enhance the integration and connectivity of the transportation system, across and between modes
 6. Promote efficient system management and operation
 7. Preserve the existing transportation system
 8. Improve resiliency and reliability of the transportation system
 9. Enhance travel and tourism
 - b. Provide and insure a forum for public participation in the transportation planning process.
 - c. Develop and prioritize suggestions for transportation projects that the RPO believes should be considered for funding by TDOT and included in the State's Transportation Improvement Program (STIP).
 - d. To conduct transportation-related studies and surveys and to provide transportation-related information to local governments and other interested organizations and persons.
 - e. Undertake mutually agreed upon transportation-related tasks to enhance transportation system development, coordination and efficiency.

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EXECUTIVE BOARD

- 2.1 The Executive Board is hereby established with the responsibility for serving as a forum for multimodal transportation decision making and recommendations for the Tennessee Department of Transportation (TDOT). The Executive Board shall have the responsibility for keeping the member governmental entities informed of the status and requirements of the transportation planning process, project prioritization, and helping to ensure meaningful public participation in the transportation planning process.
- 2.2 The Executive Board will be responsible for carrying out the following:
- a. Establishment of the goals, priorities, and objectives for the transportation planning process.
 - b. Review and approval of changes to identified long-range transportation needs and recommendations as submitted by the Technical Committee.
 - c. Review and approval of documents such as the by-laws, memoranda of understanding/agreement, prospectus, and work programs governing the operation and procedure of this organization to include those recommended by the Technical Committee and staff.
 - d. Review and approval of projects recommended for funding to TDOT which support and enhance rural transportation locally and regionally.
 - e. Provide and insure a forum for public participation in the rural transportation planning process.
 - f. Make recommendations to the respective local and state governmental agencies regarding any necessary actions relating to the continuing transportation planning process.

EXECUTIVE BOARD MEMBERSHIP AND VOTING

- 3.1 The RPO Executive Board is comprised of elected representatives from local governments as follows:
- a. Voting members:
 1. The County Representation will be the County Mayor (ex-officio) or their designee.
 2. The Municipal Representation will be a City Mayor from each County as selected by each county's Mayor. The County Mayor may have the option to delegate the selection of this representative to the Municipal Mayors.
 3. Any City Mayor of a municipality with a population equal to or greater than the population of the smallest county represented in the RPO.
 4. Two State Legislative members or their designee (one Senator and one Representative) whose area include some portion of the rural area (not an MPO area) as chosen by the Development District Executive Committee.

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b. Non-voting members:

1. Tennessee Department of Transportation (TDOT) Regional Director (or their designee).
2. FHWA Division Administrator (or their designee).
3. The Development District Executive Director (or their designee). OR Other Agency Director holding the RPO Contract
4. The Executive Director of the Southwest Tennessee Human Resource Agency or their Public Transit Director or designee.
5. Executive Board representation from neighboring RPOs and MPOs.
6. The TDOT Commissioner or a designee appointed by the Commissioner.
7. Transportation Planner / RPO Coordinator (ex-officio) from the represented Development District.
8. Municipal and county planners not serving on the Technical Committee.

3.2 Membership Term:

- a. Ex-officio members serve as long as they are in office. Others serve subject to the appointing authority and are to be re-confirmed or appointed every two years by that body. Upon the expiration of a member's term, said member may continue to serve as a voting member until the appropriate appointing authority has reconfirmed or appointed a different member.

3.3 Voting:

- a. Each voting member has one vote. A quorum consists of three (3) members present at the meeting. Any action requiring a vote will require a majority vote of voting Board members present at the meeting. Proxies will be accepted if presented in writing by the time of the vote; however, an individual may not serve as a proxy for more than one absent voting member.
- b. Electronic voting may be permitted for items requiring a vote that is not held during a regular called meeting. In such cases, the RPO Coordinator shall be responsible for ensuring that every member has been contacted at least seven (7) days prior and afforded an opportunity to vote. Voting may be done by email, online submission forms, websites, or other form of electronic media prepared by the RPO Coordinator for the specific vote. The RPO Coordinator shall keep an official record of all electronic votes received, and shall transmit the results back to all members via a signed document by the Chairman and the RPO Coordinator showing tallied results. However, an electronic vote by a non-present member shall not be an acceptable form of voting for items appearing on an agenda of an official called meeting if the item is to be voted on during the called meeting. Votes held during called meetings must be made in person or by a designated proxy as provided for in these bylaws.

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ATTENDANCE

- 4.1 Any member missing three consecutive meetings may be replaced by the appointing authority. Members who anticipate being absent from a meeting may send a representative with the understanding of that person having full voting authority in writing as stated in 3.3.

OFFICERS

- 5.1 Officers will be elected by majority vote of those in attendance at a meeting for which a quorum is established. Officers shall consist of a Chairperson and a Vice Chairperson serving a two (2) year term.
- 5.2 Duties of Officers
- a. The Chairperson shall call meetings of the Executive Board to order and shall act as Chairperson of such meetings. The Chairperson will:
1. Sign all official documents and correspondence of the Board.
 2. Preside at all meetings of the Board.
 3. Decide all points of order or procedure.
 4. Approve meeting agendas.
- b. The Vice-Chairperson shall conduct the duties of the Chairperson in the event of the Chairperson's absence.

MEETINGS

- 6.1 The Executive Board will hold meetings as necessary to conduct business of the RPO. Special meetings may be called by the Chair or a majority of the members to address specific issues, or a meeting may be called by the RPO Coordinator to conduct business of the RPO as it arises. Meetings will be held at locations decided upon by the RPO Coordinator. The Executive Board may hold joint meetings with the Technical Committee as necessary.
- 6.2 Every meeting will be open to the public and time will be allotted on the agenda for public comment. Comments from the public will be limited to five (5) minutes per individual, and the Chairperson will set the maximum allotted time during the meeting for public comments.
- 6.3 Meeting notices and materials will be distributed to Board members and relevant persons at least seven (7) business days prior to the meeting.
- 6.4 Meetings shall be properly advertised in accordance with Chapter 442, Tennessee Public Act of 1974, "The Sunshine Law".

STAFF RESPONSIBILITIES

- 7.1 The administrative coordination for the Board shall be performed by the Southwest Tennessee Development District under grant contract with TDOT. The Transportation

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Planner / RPO Coordinator assigned will work with TDOT Planners and staff to comply with the Contract, Federal Law and Regulations regarding RPO's, and these Bylaws in completing the following duties (see contract Scope of Work for details):

- a. Coordinate regular and special meetings of the organization's various bodies in a timely manner, as well as public meetings, and document all meetings.
- b. Coordinate the collection of data and performance of analysis in a timely manner on multimodal transportation projects presented for consideration. Work closely with TDOT staff, local officials, and others in this regard.
- c. Coordinate the preparation and update of comprehensive reports and plans for long-term multimodal transportation needs for the area on a regular basis.
- d. Maintain files, records, and correspondence of the Board.
- e. Prepare and distribute recommendations of the Technical Committee in ample time for proper and timely consideration.
- f. Work closely with other organizations involved in various aspects of comprehensive planning to determine transportation needs assessments related to community goals such as economic development, health care, education, employment centers, etc.
- g. Other duties and responsibilities described in the TDOT Contract or these Bylaws.

TECHNICAL COMMITTEE

- 8.1 The RPO Technical Committee is hereby established with the responsibility for general review, guidance, and coordination of the multimodal transportation planning process for the RPO and the responsibility for making recommendations to the RPO Executive Board regarding any necessary actions relating to the multimodal transportation planning process and project priorities.
- 8.2 The Technical Committee will be responsible for the implementation of the following:
 - a. Develop and prioritize suggestions for multimodal transportation projects which the RPO believes should be funded by TDOT and included in the State Transportation Improvement Program (STIP).
 - b. Submit recommendations for prioritized projects to the RPO Executive Board for review prior to submittal to TDOT for funding consideration.
 - c. Make recommendations to the respective local, state, and federal governmental agencies and the RPO Executive Board regarding necessary actions relating to the continuing transportation planning process.
 - d. Be responsible for the completion of all required transportation studies, plans, and programming recommendations required under state and federal law, and as requested by the RPO Executive Board.

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- e. Provide transportation-related information to local governments and other interested organizations and persons to undertake mutually agreed upon transportation related tasks to enhance transportation system development, coordination, and efficiency.
- f. Provide a forum for public participation in the rural transportation planning process.
- g. Coordinate the review and scoring of grant applications for various TDOT grant programs.

TECHNICAL COMMITTEE MEMBERSHIP AND VOTING

9.1 The RPO Technical Committee is comprised of representatives from local governments as follows:

a. Voting Members:

- 1. County Highway Superintendent (ex-officio) or their designee (one from each county).
- 2. County Representatives – A representative from each county as chosen by the county mayor. This representative will be a planner, engineer or others interested in transportation issues.
- 3. Municipal Representatives (one from each county) – A representative from one of the incorporated municipalities in the county as chosen by the City Mayors of all incorporated municipalities (not in an MPO) in each county, serving on a two year rotating basis. This representative will be a planner, engineer or others interested in transportation issues. The appointed municipal representative serving on the RPO Executive Board shall consult with the Municipal Mayors on this appointment and report the Mayors' selection back to the RPO.
- 4. Public Transit Representative – the Executive Director of the (NAME OF RPO) Tennessee Human Resource Agency (SETHRA) or their Public Transit Director or designee.
- 5. Aviation Representative – One person for the whole region with current responsibilities and/or expertise in aviation management and/or operation in the area; selected by the Development District Executive Board.
- 6. Freight/Trucking Representative – One person for the whole region with current responsibilities and/or expertise in freight/trucking management and/or operation in the area; selected by the Development District Executive Board.
- 7. Rail Representative – One person for the whole region with current responsibilities and/or expertise in rail management and/or operation in the area; selected by the Development District Executive Board.
- 8. Bike/Pedestrian Representative – One person for the whole region with interest and involvement in biking and/or walking (hiking), or a recognized area advocate for biking and walking for recreation, as well as transportation; selected by the Development District Executive Board.
- 9. Water (Port Authority) Representative, if applicable – One person for the whole region with current responsibilities and/or expertise in significant commercial

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water transportation management and/or operation in the area; selected by the Development District Executive Board.

10. Southwest Tennessee Development District Executive Director (ex-officio) or designee.
11. Citizen Representative – One person representing an organization primarily serving the underserved citizens of the area; selected by the Development District Executive Board.
12. Greenways/Trails Representative – One person for the whole region with current responsibilities and/or expertise in trail development, parks and recreation, or a similar area; selected by the Development District Executive Board.
13. Environmental Representative – One person for the whole region with current responsibilities and/or expertise in environmental law, preservation and protections of natural areas and wildlife, etc; selected by the Development District Executive Board.
14. A representative of the (MPO) adjacent to or within the boundaries of the RPO, IF ANY,

b. Non-voting members:

1. Federal Highway Administration Division staff.
2. Transportation Planner / RPO Coordinator (ex-officio) from the represented Development District.
3. TDOT Transit, Rail, Bike/Pedestrian and Water Division representative.
4. TDOT regional transportation engineer/planner assigned.
5. A representative from each contiguous RPO Technical Committee.
6. A representative from each MPO adjacent to the RPO.
7. Regional & Community Planners representing areas served by the RPO.
8. City and County Engineers and public works directors.

9.2 Membership Term

- a. Ex-officio members serve as long as they are in office or position. The terms of office for membership on the Technical Committee are subject to the appointing authority and to be re-confirmed or appointed every two (2) years by that body. Upon the expiration of a member's term, said member may continue to serve as a voting member until the appropriate appointing authority has reconfirmed or appointed a different member.

9.3 Voting

- a. Each voting member has one vote. A quorum consists of two (2) members present at the meeting. Any action requiring a vote will require a majority vote of voting Committee members present at the meeting. Proxies will be accepted if presented in writing by the time of the vote; however, an individual may not serve as a proxy for more than one absent voting member.
- b. Electronic voting may be permitted for items requiring a vote that is not held during a regular called meeting. In such cases, the RPO Coordinator shall be responsible for ensuring that every member has been contacted at least seven (7) days prior and afforded

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an opportunity to vote. Voting may be done by email, online submission forms, websites, or other form of electronic media prepared by the RPO Coordinator for the specific vote. The RPO Coordinator shall keep an official record of all electronic votes received, and shall transmit the results back to all members via a signed document by the Chairman and the RPO Coordinator showing tallied results. However, an electronic vote by a non-present member shall not be an acceptable form of voting for items appearing on an agenda of an official called meeting if the item is to be voted on during the called meeting. Votes held during called meetings must be made in person or by a designated proxy as provided for in these bylaws.

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- 10.1 Any member missing three consecutive meetings may be replaced by the appointing body. Members who anticipate being absent from a meeting may designate a proxy with the understanding that proxy has full voting authority.

OFFICERS

- 11.1 Officers will be elected by majority vote of those present at a meeting in which a quorum is established. Officers shall consist of a Chairperson and a Vice Chairperson serving two-year (2) terms.
- 11.2 Duties of Officers
- a. The Chairperson shall call meetings of the Technical Committee to order and shall act as Chairperson of such meetings. The Chairperson will:
 - 1. Sign all official documents, recommendations, and correspondence of the Committee.
 - 2. Preside at all meetings of the Board.
 - 3. Decide all points of order or procedure.
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 - b. The Vice-Chairperson shall conduct the duties of the Chairperson in the event of the Chairperson's absence.

MEETINGS

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11.3 Meeting notices and materials will be distributed to Committee members and relevant persons at least seven (7) business days prior to the meeting.

STAFF RESPONSIBILITIES

12.1 The administrative coordination for the Technical Committee shall be performed by the Southwest Tennessee Development District under grant contract with TDOT. The Transportation Planner / RPO Coordinator assigned will work with TDOT Planners and staff to comply with the Contract, Federal Law and Regulations regarding RPO's, and these Bylaws in completing the following duties (see contract Scope of Work for details):

- a. Keep minutes of the Committee meetings in proper form for the approval of the Committee at its next regular meeting.
- b. Mail (or email) notices of regular meetings of the Committee with copies of the agenda in accordance with the prospectus.
- c. Give notice of special meetings called in accordance with Tennessee's open meetings law.
- d. Maintain all files, records, and correspondence of the Committee.
- e. Transmit all recommendations of the Committee to the Executive Board.
- f. Other duties and responsibilities described in the TDOT Contract or these Bylaws.

BYLAWS AMENDMENT

13.1 These Bylaws can be amended by majority vote of the Executive Board at a meeting for which a quorum has been established.

These bylaws are hereby adopted by the Southwest Tennessee Rural Planning Organization (RPO) on this 25th day of May 2022, and shall be the guiding document for the operation of said organization.

Executive Board Chairman

November 16, 2022
Date