



**TRI-LAKES
METROPOLITAN PLANNING ORGANIZATION**
(Formerly Hot Springs Area Metropolitan Planning
Organization)

**BYLAWS &
OPERATING PROCEDURES**

Adopted February 24, 2003

Modified: May 21, 2020

City of Hot Springs, Arkansas
City of Mountain Pine, Arkansas
Town of Fountain Lake
Hot Springs Village, Arkansas
Garland County, Arkansas
Hot Spring County, Arkansas
Greater Hot Springs Chamber of Commerce
Arkansas Department of Transportation

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TRI LAKES MPO ARTICLES OF ORGANIZATION

WHEREAS, 23 CFR 450.306 (a) “Scope of the Metropolitan Transportation Planning Process” requires that Metropolitan Planning Organizations (MPO), in cooperation with the State, shall develop transportation plans and programs for urbanized areas; and

WHEREAS, in the Hot Springs Urbanized Area (UZA) the transportation study process has been established by an AGREEMENT OF UNDERSTANDING dated February 24, 2003, between local governments and the State of Arkansas for the purpose of developing a suitable transportation planning process; and

WHEREAS, the main function of this Policy Board shall be to establish policies and procedures to perform the 3-C (continuing, comprehensive and cooperative) process, as authorized in 23 CFR 450.306 (b) “Scope of the Metropolitan Transportation Planning Process”, which makes the MPO area eligible to receive federal highway and transit funding, and

WHEREAS, participation by policy makers, technical staff, and citizens is required in order for the MPO to fulfill its responsibilities for transportation planning and programming.

NOW, THEREFORE, the members of the Policy Board do hereby agree and so hereby associate themselves together for the purpose aforesaid, and in consideration of the mutual promises hereby made, do agree as follows:

ARTICLE I ORGANIZATION AND MANAGEMENT

I-1 ORGANIZATION NAME.

The name of this organization shall be the Tri-Lakes Metropolitan Planning Organization (Tri- Lakes MPO).

I-2 LOCATION OF THE MPO

The principal offices of the MPO shall be the same as the principal offices of the West Central Arkansas Planning and Development District. The registered agent shall be the Executive Director of the West Central Arkansas Planning and Development District or his successor.

I-2 ORGANIZATIONAL STRUCTURE.

The Tri-Lakes MPO shall be comprised of a Policy Board which shall be assisted in the accomplishment of its duties and responsibilities by a Technical Committee, Study Director and staff, and other study groups and committees as may be appointed by the Policy Board.

The Policy Board is the governing body of the Tri-Lakes MPO and is responsible for providing policy guidance for the Hot Springs Area Transportation Study (HSATS). The Technical Committee is responsible for providing technical support to the Policy Board and for the HSATS. The Policy Board may create such other study groups, committees and subcommittees as may be necessary or desirable to ensure adequate pro-active participation in the transportation planning process, including participation by the general public and various interest groups. The Study Director and staff shall be responsible for overall management and administration for TRI- LAKES MPO affairs as outlined

hereinafter. As used throughout these bylaws, the term “Study Director” shall be the person employed by the West Central Arkansas Planning and Development District (WCAPDD) subject to the approval of the Policy Board as the Study Director or such other person as may be designated by the Policy Board to serve in the capacity of Study Director.

I-3 MANAGEMENT.

Management of the Tri-Lakes MPO shall be under the general direction of a Study Director. Provided, however, that the Policy Board may, by resolution thereof, contract with a third party or designate a lead agency from among its membership, to conduct business on behalf of the organization and thereby serve in the capacity of the Study Director. Management of the organization shall include, but not be limited to, proper accounting of all funds received and expended in accordance with Generally Accepted Accounting Principles (GAAP) governed by the Governmental Accounting Standard Board (GASB) and such general administrative functions as may be required by the Policy Board, Technical Committee, Arkansas Department of Transportation or the U.S. Department of Transportation.

I-4 FINANCIAL PROVISIONS

The Metropolitan Planning Organization shall share a common integrated financial system with West Central Arkansas Planning and Development District, Inc.

1. All staff shall be hired through West Central Arkansas Planning and Development District, Inc. and all employment/tax/reports are filed under TIN 71-0396391.
2. All financial data shall be audited jointly and an audit report shall be issued each year containing the composite information.
3. The annual information return IRS Form 990 shall include all of the financials, as audited.

Authority To Receive Grants

The MPO may accept, receive and expend funds and services from the Federal Government or its agencies, from departments, agencies and instrumentalities of state or local government or from civic sources, trusts, foundations or similar organizations and contract with respect thereto, and provide such information and reports as may be necessary to secure such financial aid. The Study Director shall maintain records of all such applications and expenditures.

Expenditures and Disbursements

The Fiscal Officer or such person authorized to sign checks for the West Central Arkansas Planning and Development District (as fiscal agent of the MPO) shall sign all checks or demands for money and notes of the MPO.

ARTICLE II. POLICY BOARD BYLAWS AND OPERATIONAL PROCEDURES

II-1 MEMBERSHIP.

The Policy Board shall be composed of representatives from the participating governmental jurisdictions and organizations as enumerated hereinafter.

II-1.1 Voting members.

The following persons or their proxies or designees shall serve as voting members of the Policy Board and as the official governing body:

- City of Hot Springs (2) -Two positions, including the Mayor and a Board member appointed by the Board of Directors. *These officials shall represent the City in general plus Hot Springs Intracity Transit (IT) and the Hot Springs Memorial Airport. (IT and the Memorial Airport are departments of the City of Hot Springs.)*
- Garland County (2) - Two positions, including the County Judge and a Quorum Court member selected by the Quorum Court. *These officials represent Garland County in general and towns or cities within the study area with a population of less than 1,000, unless the town or city requests in writing to be a voting member of the Policy Board. The County will not be afforded additional votes for this representation. If the County Judge serves as representative, those cities or towns are removed from the enumerated members of the Policy Board for purposes of a quorum.*
- Hot Spring County (1) - One position to be the County Judge
- City of Mountain Pine (1) (optional, County Judge will represent unless town requests membership) - One position to be the Mayor
- Town of Fountain Lake (1) (optional, County Judge will represent unless town requests membership) - One position to be the Mayor
- Hot Springs Village Property Owners Association (1) -One elected member of the POA Board to be appointed by the POA Board
- Hot Springs Metro Partnership (1) - One position to be the Transportation Committee chairperson or his/her designee.
- Arkansas Department of Transportation (2) - Two positions named by the District 6 Engineer and Transportation Planning & Policy Division Engineer.

II-1.2 Ex-officio members (non-voting).

The following persons shall serve as ex-officio members of the Policy Board and as such shall be entitled to participate in discussion of business before the Board but may not vote.

- City of Hot Springs City Manager;
- Superintendent of Hot Springs National Park;
- Greater Hot Springs Chamber of Commerce President;
- HSV Member of the Governmental Affairs Committee appointed by Chairman of the Committee;
- City of Hot Springs Planning Commission Chairperson;
- All State legislators or United States Congressmen whose districts include the study area and who desire to serve in an ex-officio capacity;
- Executive Director of West Central Arkansas Planning and Development District; and
- Federal Highway Administration.

II-1.3 Additional members.

Following each decennial census, the Mayor from each new city of the first or second class with a population of 1,000 or more within the TRI-LAKES MPO planning area will be added to the Policy Board. The mayor from each new city with a population of less than 1,000 will be added upon written request to the Study Director by the City. If the new city has a population of less than 1,000, and no request is received, the County Judge will represent the City.

II-1.4 Appointment of a Designee.

If a Policy Board member chooses to appoint a designee, by written request to the Study Director, that designee will become the voting member of the Policy Board and be afforded the full responsibilities and privileges of membership on the Board.

II-2 POLICY BOARD RESPONSIBILITIES.

The Policy Board is the governing body for the Tri-Lakes MPO and is responsible for providing policy guidance for the Hot Springs Area Transportation Study (HSATS) as required by the Code of Federal Regulations, Title 23, Part 450, Sub-part C, Metropolitan Transportation Planning and Programming. In this regard, the Policy Board shall have the following responsibilities:

- Provide policy for the MPO and the transportation planning process;
- Ensure that existing and future expenditures for transportation projects and programs are based on a comprehensive, cooperative, and continuing (3C) planning process;
- Review and adopt changes in the continuing planning process at appropriate intervals and review the Metropolitan Transportation Plan (MTP) (also known as the Long Range Transportation Plan) as needed;
- Review and approve the Unified Planning Work Program (UPWP) and its revisions;
- Review and adopt the Transportation Improvement Program (TIP) and its revisions, including project priorities and any changes in the priority schedule;
- Establish the boundary of the Study Area and periodically review the limits of the Study Area and make revisions as necessary to meet the requirements of 23 CFR Part 450-312;
- Review the Annual Report of the past year's activities;
- Review and adopt changes to the Public Participation Plan as needed;
- Before July 1 each year, review and adopt an annual operating budget including the provision of membership dues and staff salary increases;

- Adopt such policies and procedures as necessary to provide for the proper management and administration of the TRI-LAKES MPO;
- Consider the recommendations from the Technical Committee, including those relative to certification and re-certification action for the study;
- Meet at intervals necessary to perform its function and provide for public input to planning activities to comply with 23 CFR 450 and in compliance with the MPO's adopted Public Participation Plan; Serve as liaison representatives between various agencies in the Study Area to obtain optimum cooperation of all governmental agencies in implementing the various elements of the Transportation Plan;
- Designate a Technical Committee or task forces necessary to carry out the planning process;
- Employ MPO staff or otherwise provide for the proper management and administration of the TRI-LAKES MPO affairs; and
- Study area: The Policy Board shall review the MPO study area boundary following each decennial Census to update the Hot Springs UZA and the contiguous geographic area likely to become urbanized within the twenty (20) year forecast period. The Policy Board may, from time to time, revise the Study Area as the Policy Board may deem necessary to fulfill the requirements of 23 CFR 450.312; provided, however, that a political subdivision may not be added or deleted from the Study Area without concurrence of the political subdivision.

II-3 POLICY BOARD MEETINGS

II-3.1 Frequency of meetings

The Policy Board shall meet at least semi-annually or as often as needed to facilitate the implementation of the metropolitan transportation planning process.

II-3.2 Methods of calling meetings

Meetings of the Policy Board may be called in any of the following ways:

- The Chairperson may call a meeting; or
- A majority of the voting members as a group may call a meeting by written request to the Chairperson or Study Director.

The Study Director, or person serving in the capacity of Study Director, shall be notified of all meetings in a timely manner.

II-3.3 Meeting notices

The Study Director shall be responsible for notifying committee members, the news media and the public of the date, time, place and agenda items for meetings. Such notice shall be provided in accordance with the Arkansas Freedom of Information Act (FOIA).

II-3.4 Quorum

Fifty-one percent (51%) of the voting members of the Policy Board, including at least three (3) elected officials shall constitute a quorum of the Board. Should a quorum not be present in person or by phone via a conference call or electronically via skype or other visual real-time medium for any duly called meeting, the Board may hear reports and discuss agenda items but may not vote or otherwise approve, deny or modify any agenda items.

II-3.5 Attendance

Membership on the Policy Board is based on public trust by virtue of the office or position held by individual members. As a result, voting members owe a duty to the citizens they represent and serve to attend a minimum of one-half (50%) of all duly called Board meetings within each calendar year. If a member fails to attend the minimum number of meetings, the Study Director shall notify the Chairperson. The Chairperson shall take whatever action is deemed appropriate (i.e., phone call, memorandum, request appointment of designee, etc.). Should the Chairperson be deficient in attendance, the Vice-Chairperson shall act as the Chairperson for purposes of attendance requirement enforcement.

II-3.6 Proxies

In the case of an absence, an Alternate may represent an official member of the Policy Board and shall have one (1) vote. The form of such proxy shall be written by the Policy Board member with electronic submittals acceptable. The proxy holder shall be counted in the quorum. A Policy Board member may serve as proxy for one other Policy Board member. The proxy shall stand as a voting member for the purpose of establishing a quorum. No MPO staff member may serve as a proxy for a Policy Board member.

II-3.7.1 Voting.

The following guidelines shall govern voting by the Policy Board:

Each voting Board member or proxy or designee shall have one (1) vote.

- A majority vote of the quorum, at a duly called meeting, shall be sufficient to authorize an action to be taken on behalf of the Board unless a greater number is required by these bylaws;
- Each member may designate a representative to serve at Policy Board meetings in the member's absence. Designees will have the voting rights and privileges of membership when serving in the absence of a Policy Board member. Written notice designating the representative must be presented to the Study Director prior to the first meeting at which the designee will serve.
- Voting on all issues shall be open and announced either by roll call of the members or by voice vote; and
- Each member shall either vote Aye, Nay or Abstain.
- No MPO Staff member may serve as proxy or designee for a Board member.

II-3.7.2 Action by Written, Facsimile or Electronic Ballot.

Any action that may be taken at any annual, regular or special meeting of the Policy Board may be taken without any meeting if the Study Director delivers a written ballot to every Member entitled to vote on the matter. Such action should only be taken when Policy Board approval is required prior to the next regularly scheduled Policy Board meeting. Delivery via email or facsimile shall constitute a written ballot. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of officers; and (3) specify the time by which a ballot must be received by the TRI-LAKES Metropolitan Planning Organization in order to be counted.

II-3.7.3 Action Without A Meeting.

Any action required or permitted to be taken at a meeting of the Policy Board may be taken without a meeting pursuant to II.3.7.2. If the action is voted on by at least a quorum of all voting members of the Board, the action must be evidenced by the written action of at least a quorum or more of voting members and be included in the prior regularly scheduled meeting minutes submitted for approval at the next regularly scheduled meeting.

II-3.7.4 Telephonic Participation in Meetings Permitted.

One or more members of the Policy Board, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Such presence shall count towards the establishment of a quorum.

II-3.8 Executive sessions.

The Policy Board may hold executive sessions for the purposes as permitted under the Arkansas Freedom of Information Act (FOIA) and for no other purposes. Executive sessions shall not be opened to the public. Any action taken as a result of an executive session shall be ratified in open public session.

II-3.9 Meeting facilities.

The Study Director shall be responsible for securing a meeting place. The Board's meeting place shall be accessible to the general public including persons with disabilities.

II-3.10 Meeting minutes.

The Study Director shall cause to be produced minutes of all Policy Board meetings.

II-4 OFFICERS.

Officers of the Policy Board shall include a Chairperson and Vice-Chairperson. Officers shall be voting members of the Policy Board. The Chairperson and Vice-Chairperson will be from different jurisdictions.

II-5 OFFICER DUTIES.

II-5.1 Chairperson.

The Chairperson of the Policy Board shall have the following duties and responsibilities:

- Preside at all meetings of the Policy Board;
- Be an ex-officio member of any subcommittees formed within the Policy Board;
- Vote on all matters before the Policy Board and vote last in the order of voting;
- Authenticate, by signature, all minutes of Policy Board meetings and resolutions, Bylaws or actions approved by the Policy Board; and
- Notify members when not in conformance with minimum attendance standards and take appropriate action.

II-5.2 Vice-Chairperson.

The Vice-Chairperson of the Policy Board shall have the following duties and responsibilities:

- Perform all duties of the Chairperson in the absence of, or in case of the inability of the Chairperson to act;
- Notify the Chairperson should the Chairperson not be in conformance with minimum attendance standards and take appropriate action.

II-5.3 Presiding officer.

In the event the Chairperson and Vice-Chairperson are both absent from a meeting with a quorum present, the attending members shall elect a presiding officer to conduct the meeting until the conclusion of the meeting or until the Chairperson or Vice-Chairperson arrives. The Chairperson or Vice-Chairperson shall sign all actions taken in their absence at their earliest convenience.

II-6 OFFICER ELECTIONS.

The Policy Board shall elect a Chairperson and Vice-Chairperson from among its voting members. The Officers shall be chosen by a majority of the voting members present at any meeting in odd numbered years.

II-6.1 Term of office.

Officers shall serve two (2) year terms. Officers shall continue in office until such time as new officers are duly elected and seated. An officer may serve no more than two (2) consecutive terms in any one office. A Policy Board member may not continue to serve on the Policy Board if that officer becomes ineligible for membership on the Policy Board by virtue of the expiration of their

term of office as an elected official.

II-6.2 Time of election.

Officer elections will be held at any meeting in odd numbered years and shall take office on January 1st of even numbered years. Officers shall be elected and shall serve until December 31st of the next odd numbered year.

II-6.3 Special elections.

In the event that the Chairperson is unable to serve, or otherwise becomes ineligible to hold office, the Vice-Chairperson shall assume the office of the Chairperson and call a special election at the next regular Board meeting to fill the office of Vice-Chairperson for the remaining portion of the two (2) year term. Should the Vice-Chairperson be unable to serve, or otherwise becomes ineligible to hold office, the Chairperson shall call a special election at the next meeting to fill the office of Vice Chairperson for the remaining portion of the two (2) year term. If both the Chairperson and the Vice-Chairperson are unable to serve, or otherwise become ineligible to hold office, the Study Director, or person acting in the capacity of Study Director, shall call a special election at the next duly called meeting to fill these vacancies for the remaining portion of the two (2) year terms.

II-7 OTHER STUDY GROUPS, COMMITTEES AND SUBCOMMITTEES.

The Policy Board shall establish other study groups, committees and/or sub-committees of the Policy Board as may be necessary or desired for special purposes or to ensure adequate proactive public participation in the transportation planning process. When such study groups or committees are formed, the Policy Board shall provide guidance as to the membership, purpose and duration of said study groups or committees and provide for the manner of appointment of members thereof. Sub-committees of the Policy Board shall be appointed by the Chairperson.

II-8 MEMBERSHIP DUES.

The Policy Board shall, by resolution of the Board, establish a dues structure and methodology payable by the Policy Board voting member organizations. The dues, together with all other revenue sources, shall be such amount as necessary to provide for the financial needs of the TRI-LAKES MPO as represented by the duly adopted annual budget. The dues methodology may be revised by a two-thirds affirmative vote of the Policy Board membership present and voting at any regular, special or annual meeting of the members.

II-9 FISCAL YEAR.

The fiscal year for the Policy Board and TRI-LAKES MPO shall be from July 1 through June 30 of the following year.

ARTICLE III. TECHNICAL COMMITTEE

III-1 MEMBERSHIP.

The Technical Committee shall provide planning assistance and advice to the Policy Board. This group should consist of officials involved in planning activities for their respective organizations. Participation by policy makers, technical staff and citizens is required in order for the MPO to fulfill its responsibilities for transportation planning and programming. The membership will be as follows:

III-1.1 Voting members.

The following persons shall serve as voting members of the Technical Committee:

City of Hot Springs (3)

Three staff members or citizens appointed by the City Manager

Garland County (2)

Two staff members or citizens appointed by the County Judge

Hot Spring County (1)

One staff member or citizen appointed by the County Judge

City of Mountain Pine (1) (unless represented by the County)

One staff member or citizen to be appointed by the Mayor

Town of Fountain Lake (1) (unless represented by the County)

One staff member or citizen to be appointed by the Mayor

Hot Springs Village (1)

One staff member or citizen appointed by the POA Board

Hot Springs Metro Partnership (1) Committee designee

Chamber of Commerce (1)

Railroad Representative (1)

General Manager or his/her designee

Hot Springs Transit Director (1)

Hot Springs Airport Director (1)

Arkansas Department of Transportation (2).

The District 6 Engineer and Transportation Planning & Policy Division Planner/Engineer

III-1.2 Ex-officio members (non-voting):

The following persons shall serve as ex-officio members of the Technical Committee and as such shall be entitled to participate in discussion of business before the Committee but may not vote.

Federal Highway Administration (1): One staff member to be appointed by the Administration.

National Park Service of Hot Springs (1): Superintendent or his/her designee.

Study Group Chairpersons: The Chairperson of any special study groups shall serve on the Technical Committee in an ex-officio capacity.

III-1.3 Additional members.

Following each decennial census, a representative from each new city of the first or second class with a population of 1,000 or more within the TRI-LAKES MPO planning area will be added to the Technical Committee. If the new city has a population of less than 1,000, and no request for representation on the Technical Committee is received, the County representatives will represent the City.

III-2 COMMITTEE RESPONSIBILITIES.

The Technical Committee shall have the following responsibilities:

- Provide technical assistance to the MPO staff in developing, preparing and reviewing the Unified Planning Work Program (UPWP), Transportation Improvement Program (TIP), and the Metropolitan Transportation Plan/Long Range Transportation Plan (MTP/LRTP) and recommend their adoption to the Policy Board.
- Advise the Policy Board on technical and policy matters with accompanying recommendations and supporting rationale.
- Conduct a complete review and, if necessary, revision of all elements of the MTP at approximate five-year intervals.
- Review studies related to transportation within the study area and make recommendations to the Policy Board and other agencies.
- Meet at intervals necessary to perform its function.
- Review the limits of the Study Area and make recommendations to the Policy Board for adoption of revisions as necessary.

III-3 COMMITTEE MEETINGS.

III-3.1 Frequency of meetings.

- The Technical Committee shall meet at least semi-annually or as often as needed to facilitate the implementation of the metropolitan planning process.
- Meetings may be called by either the Study Director, or person acting in the capacity

of Study Director, or any five members as a group may call a meeting by a written request to the Study Director.

- Technical Committee meetings shall be coordinated with Policy Board meetings in such a manner as to provide timely preparation of agenda items for the Policy Board.

III-3.2 Responsibility of meeting agenda and notices.

The Study Director shall be responsible for establishing the meeting agenda, setting the date and time for the meetings and arranging for a meeting location. The Study Director shall be responsible for notifying every member of the Technical Committee of the date, time, place and agenda items of the meeting no later than one (1) week prior to any scheduled meeting. Members desiring items to be included on a meeting agenda shall notify the Study Director no later than ten (10) days prior to the next scheduled meeting. The Study Director shall provide adequate public notice in advance of each meeting.

III-3.3 Meeting facilities.

It will be the responsibility of the Study Director to make arrangements for a meeting place. All Technical Committee meetings shall be held in public facilities open to and accessible by the general public including persons with disabilities.

III-3.4 Quorum.

Fifty-one percent (51%) of the voting members of the Technical Committee shall constitute a quorum of the Committee for the conduct of business. Provided, however, that the quorum must include representation from not less than four (4) different jurisdictions or organizations. Should a quorum not be present for any duly called meeting, the Committee may hear reports and discuss agenda items but may not vote or otherwise approve, deny or modify any agenda items.

III-4.0 VOTING, OFFICERS AND TERMS OF OFFICE.

III-4.1.1 Voting.

The following guidelines shall govern voting by the Technical Committee:

- Each voting member shall have one (1) vote. Ex-officio members shall not have a vote.
- A majority vote of the quorum at any duly called Technical Committee meeting shall be sufficient to authorize any action to be taken on behalf of the committee.
- Voting on all issues shall be by voice vote or a show of hands.
- Results of voting shall be reported as totals only, to include total votes for, against and abstaining.
- Each member may designate a proxy to serve at any Technical Committee meeting in the member's absence. Proxies will have the voting rights and privileges of membership when serving in the absence of a Technical Committee member. Written notice designating the proxy must be presented to the Study Director prior to the Technical Committee meeting.
- No MPO staff member may serve as proxy for any Technical Committee member.

III-4.1.2 Action by Written, Facsimile or Electronic Ballot.

Any action that may be taken at any annual, regular or special meeting of the Technical Committee may be taken without any meeting if the Study Director delivers a written ballot to every Member entitled to vote on the matter. Such action should only be taken when Technical Committee approval is required prior to the next regularly scheduled Technical Committee meeting. Delivery via email or facsimile shall constitute a written ballot. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter; and (3) specify the time by which a ballot must be received by the Tri-Lakes Metropolitan Planning Organization in order to be counted.

III-4.1.3 Action Without A Meeting.

Any action required or permitted to be taken at a meeting of the Technical Committee may be taken without a meeting pursuant to III-4.1.2. If the action is voted on by at least a quorum of all voting members of the Committee, the action must be evidenced by the written action of at least a quorum or more of voting members and be included in the prior regularly scheduled meeting minutes submitted for approval at the next regularly scheduled meeting.

III-4.1.4 Telephonic Participation in Meetings Permitted.

Members of the Technical Committee, or any committee designated by the Committee, may participate in a meeting of such Committee or designated committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Such presence shall count towards the establishment of a quorum.

III-4.2 Officers.

No officers shall be elected from the membership of this committee. The Study Director or his/her designee shall serve as the Chairperson of the Technical Committee and MPO staff shall perform the necessary secretarial duties including preparation of committee minutes and correspondence of committee actions to the Policy Board.

III-4.3 Terms of office.

All members of the Technical Committee shall serve at the pleasure of the official authorized to appoint them.

III-4.4 Attendance.

Membership on the Technical Committee and active participation in committee work are vital to the

accomplishment of TRI-LAKES MPO objectives. In this regard, it is important that members attend as many meetings as possible; hence, members must attend a minimum of one-half (50%) of all duly called committee meetings within each calendar year. If a member fails to attend the minimum number of meetings, the Study Director shall notify the official responsible for appointing the member and request a replacement or renewed commitment to attendance.

III-4.5 Duties of the Chairperson.

- The Chairperson shall preside at all meetings of the Technical Committee but shall not be entitled to vote.
- The Chairperson shall represent the Technical Committee at hearings, conferences, and other events as required or designate another Technical Committee member or MPO staff to represent the Chairperson.

ARTICLE IV. STUDY DIRECTOR AND STAFF

The Study Director and staff shall:

- Take direction from, and report to, the Policy Board.
- Coordinate the duties of all MPO staff as identified in the UPWP. Maintain necessary staff to continually execute the transportation planning process.
- Assure compliance with the Federal and State Transportation Planning Regulations by providing reports and certifications to the sponsoring organizations.
- Develop and revise, with cooperation of ARDOT and other participants in MPO activities, the MTP, UPWP, TIP and other reports or documents as required by state or Federal law for the Hot Springs Metropolitan Area and obtain their approval.
- Prepare expenditure claims and submit them to ARDOT for reimbursement of expenditures.
- Prepare an Annual Performance and Expenditure Report on behalf of the Policy Board.
- Assist in the preparation of applications for Statewide Transportation Enhancement Programs, Recreational Trails Grants and other appropriate programs.
- Provide staff support for the Policy Board and the Technical Committee.
- Study Director attests by signature all resolutions, by-laws amendments, minutes or actions approved by the Policy Board and minutes or other actions by the Technical Committee.
- Monitor Technical Committee members' participation in meetings, workshops, etc., to ensure adequate involvement in committee activities.
- Serve as or designate a Chairperson of the Technical Committee.
- Prepare and present to the Policy Board the TRI-LAKES MPO Annual Operating Budget.
- Identify and prioritize transportation needs for the study area,
- Annually publish a list of obligated projects.
- Ensure that all program documents and publications are available on the MPO website.

ARTICLE V.
AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds affirmative vote of the Policy Board membership present and voting at any regular or special meeting of the members, provided that official notice of the proposed amendment is included in the notice of the meeting.

Revised:

July 17, 2008
July 11, 2013
August 24, 2017
October 26, 2017
July 20, 2018
May 23, 2019
May 21, 2020

Bylaws Modifications

Approved July 20, 2018.

II-3 POLICY BOARD MEETINGS

II-3.1 Frequency of meetings

Previous language, Bylaws: The Policy Board shall meet as necessary to perform its functions, no less than quarterly. A meeting shall be held in the month of May for the adoption of the annual budget as presented in the UPWP for the next operating year. A meeting shall also be held in August for presentation of the Annual Performance & Expenditure Report (APER).

New language, Bylaws: The Technical Committee shall meet at least semi-annually or as often as needed to facilitate the implementation of the metropolitan transportation planning process.

Previous language, Bylaws: Technical Committee meetings shall be held as necessary in order for the committee to perform its functions, at least quarterly.

New language, Bylaws: The Policy Board shall meet at least semi-annually or as often as needed to facilitate the implementation of the metropolitan transportation planning process.

Approved May 23, 2019.

II-6 Officer Elections: The Policy Board shall elect a Chairperson and Vice-Chairperson from among its voting members. The Officers shall be chosen by a majority of the voting members present at the August any meeting at any meeting in odd numbered years.

II-6.2 Time of election: Officer elections will be held at the August any meeting in odd numbered years and shall take office on January 1st of even numbered years. Officers shall be elected and shall serve until December 31st of the next odd numbered year.

III-1.1 Voting Members: Replace "Genesee & Wyoming Railroad" with "Railroad Representative."

III-1.1 Voting Members: Remove National Park Service as a TAC voting member, per Laura Miller's (Superintendent) request.

III-1.2 Ex-Officio members (non-voting): Add National Park Service of Hot Springs Superintendent or his/her designee as an ex-officio non-voting member.

Approved May 21, 2020.

ARTICLE II. POLICY BOARD BYLAWS AND OPERATIONAL PROCEDURES

II-1.1 Voting members.

- Hot Springs Metro Partnership (1) - One position to be the Metro Partnership chairperson or his/her designee.

ARTICLE III. TECHNICAL COMMITTEE

III-1.1 Voting members.

- Hot Springs Metro Partnership (1) - One position to be the Metro Partnership chairperson or his/her designee.

Resolution 2019-04

Bylaws Modifications

WHEREAS, the Tri-Lakes MPO is the designated Metropolitan Planning Organization (MPO) for the Hot Springs Area Transportation Study (HSATS); and

WHEREAS, the Policy Board is the MPO's decision making body, which is governed by the MPO Bylaws; and

WHEREAS, the current Bylaws state that officer elections will be held at the August meeting in odd numbered years and shall take office on January 1st of even numbered years. Officers shall be elected and shall serve until December 31st of the next odd numbered year; and

WHEREAS, the MPO staff recommend that the Bylaws should be modified to state that officer elections will be held at any meeting in odd numbered years and shall take office on January 1st of even numbered years. Officers shall be elected and shall serve until December 31st of the next odd numbered year; and

WHEREAS, the MPO staff recommend that "Genesee & Wyoming Railroad" should be replaced with "Railroad Representative"; and

WHEREAS, the current Hot Springs National Park Superintendent informed the current MPO Study Director that the National Park Service (NPS) ethics rules do not permit NPS employees to vote on MPO matters; and

WHEREAS, the MPO staff proposes modifying the Bylaws by moving the National Park Service from the Technical Advisory Committee (TAC) voting members list to the TAC Ex-Officio members (non-voting) list ; and

NOW THEREFORE, BE IT RESOLVED THAT, on this 23rd day of May 2019, the Policy Board of the Tri-Lakes MPO hereby approves the above mentioned Bylaws modifications.

Approve:

Ray Owen

Policy Board Vice-Chairman

Signature:

Date 5-23-2019



Attest:

Emmily Tiampati

MPO Study Director

Signature: TIAMPATI EMMILY

Date: 5-23-2019