

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

NAME AND PURPOSE

1.1 The name of this organization is the West 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 coordinate and deliver consultation toward the implementation of transportation plans in nonmetropolitan areas of the state. Consultation means that one party (TDOT) confers with another identified party following an established process. The purpose of the RPO is to ensure quality, competence, and fairness in transportation planning issues and projects throughout the nonmetropolitan-designated counties of Lauderdale, Tipton, and a portion of Fayette County, including their incorporated municipalities. This continuing, comprehensive, coordinated transportation planning and programming process shall be carried out per the following considerations:

- a. The RPO considers long-range local and regional multimodal transportation needs in cooperation with the TDOT. When evaluating and prioritizing these needs, 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 the resiliency and reliability of the transportation system and reduce or mitigate stormwater impacts of surface transportation
 9. Enhance travel and tourism.
- b. Provide and ensure a forum for public participation in the transportation planning process.

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- c. Develop and prioritize suggestions for transportation projects that the RPO believes should be considered for funding by TDOT and for inclusion in the State's Transportation Improvement Program (STIP).
- d. Conduct transportation-related studies and surveys and 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.

EXECUTIVE BOARD

- 2.1 The Executive Board is now established with the responsibility for serving as a forum for multimodal transportation decision-making and recommendations for 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, for project prioritization, and for helping ensure meaningful public participation in the transportation planning process.
- 2.2 The Executive Board will be responsible for carrying out the following:
 - a. Establish the goals, priorities, and objectives of the transportation planning process.
 - b. Review and approve changes to the long-range transportation plan as recommended by the Technical Committee. In addition to the review of the Long-Range Transportation Plan, the Executive Board shall consider the prioritization and recommended approval of short, intermediate, and long-term transportation projects necessary to support and improve regional rural transportation.
 - c. Review and approve documents such as the bylaws, memoranda of understanding and agreement, prospectuses, and work programs governing the operation and procedure of this organization to include those recommended by the Technical Committee and staff.
 - d. Provide and ensure a forum for public participation in the rural transportation planning process.

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- e. 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 comprises elected representatives from local governments as follows:

a. Voting members:

1. The county representation shall include the county mayor (ex-officio) or their designee.
2. The municipal representation shall include 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. Five state legislative members or their designees (two senators and three representatives) whose areas include some portion of a rural area (not an MPO area) as chosen by the Development District (Memphis Area Association of Governments—MAAG) Executive Committee.

b. Nonvoting members:

1. TDOT regional director (or their designee)
2. FHWA division administrator (or their designee)
3. The MAAG executive director (or their designee)
4. The rural public transit director or designee for the region
5. Executive Board representation from neighboring RPOs and MPOs
6. The TDOT representative
7. Transportation planner/RPO coordinator (ex-officio) from the represented agency

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 reconfirmed 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:

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- a. Each voting member has one vote. The Executive Board chair may declare a quorum with one-third of the WTRPO Executive Board voting members present. 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. Any member may be granted permission for electronic voting (email or internet balloting) for items requiring a vote not held during a regularly 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 allowed to vote. Voting may be done by email, online submission forms, websites, or other forms 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 agenda 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.

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 are elected by a majority vote of those in attendance at a meeting for which a quorum has been declared. Officers shall consist of a chairperson and a vice-chairperson serving a two- (2-) year term elected at the first official meeting of the fiscal year.
- 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.

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3. Decide all points of order or procedure.
 4. Approve meeting agendas.
- b. In the absence of the chairperson, the vice-chairperson shall conduct the duties of the chairperson. If the vice-chairperson is not available, the WTRPO Executive Board can elect a voting member of the WTRPO Executive Board to call to order and conduct the WTRPO Executive Board meeting.

MEETINGS

- 6.1 The Executive Board will hold meetings as necessary to conduct the 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 the business of the RPO as it arises. The selection of RPO meeting places and event venues is the decision of the RPO coordinator. The Executive Board may hold joint meetings with the Technical Committee as necessary.
- 6.2 Every meeting is open to the public, and time is allotted on the agenda for public comment. Comments from the public are 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 must be distributed to Board members and relevant persons not less than least seven (7) business days before the meeting.
- 6.4 Properly advertised RPO meetings shall follow Chapter 422 of the Public Act of 1974, "The Sunshine Law."
- 6.5 Virtual, in-person, and hybrid WTRPO meetings follow the same regulations and bylaws.

STAFF RESPONSIBILITIES

- 7.1 The administrative coordination for the Board shall be performed by the Development District (MAAG) under a 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 RPOs, and these Bylaws in completing the following duties (see the contract scope of work for details):

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- a. Coordinate regular and special meetings of the organization's various bodies promptly, as well as public meetings, and document all meetings.
- b. Coordinate the collection of data and performance of analysis promptly on multimodal transportation projects presented for consideration. Work closely with TDOT staff, local officials, and others in this regard.
- c. Coordinate the preparation and updating of comprehensive reports and plans for long-term multimodal transportation needs for the area regularly.
- 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, housing, public areas, and buildings.
- g. Note that RPO staff from time to time may receive other duties and responsibilities described in the TDOT contract or these Bylaws.

TECHNICAL COMMITTEE

- 8.1 The RPO Technical Committee has responsibility for the 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 shall be responsible for the implementation of the following:
 - a. Develop and prioritize suggestions for multimodal transportation projects that the RPO believes should be funded by TDOT and included in State Transportation Improvement Program (STIP).

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- b. Submit recommendations for prioritized projects to the RPO Executive Board for review before 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. Take responsibility 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.
- 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 comprises 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 other 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

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incorporated municipalities (not in an MPO) in each county, serving on a two-year rotation. The representative shall possess a background as an urban or rural planner, engineer, or other with knowledge and interest 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 Regional Public Transit Agency or designee. This position is suspended until further interest.
5. Aviation representative: This position requires an indefinite suspension until a candidate possessing the knowledge and experience becomes available.
6. Freight/trucking representative: This position requires an indefinite suspension until a candidate possessing the knowledge and experience becomes available.
7. Rail representative: This position requires an indefinite suspension until a candidate possessing the knowledge and experience becomes available.
8. Bike/pedestrian representative: This position requires an indefinite suspension until a candidate possessing the knowledge and experience becomes available.
9. Water (Port Authority) representative: This position requires an indefinite suspension.
10. MAAG Executive Director (ex-officio) or designee.
11. Citizen representative: One person representing an organization primarily serving the underserved citizens of the area, as selected by the MAAG Executive Board.
12. Greenways/trails representative: This position requires an indefinite suspension.

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13. Environmental representative: This position requires an indefinite suspension until a candidate possessing the knowledge and experience becomes available.

14. Memphis Metropolitan Planning Organization (MPO) representative: A person currently serving as the MPO's executive director or their appointed designee. The person may serve as a member of either the Executive Board or the Technical Committee. The Memphis MPO shall select their representative.

b. Nonvoting members:

1. Federal Highway Administration Division staff person
2. Transportation planner/RPO coordinator (ex-officio) from the represented Development District (MAAG)
3. TDOT Transit, Rail, Bike/Pedestrian, and Water Division representative
4. Assigned TDOT regional transportation engineer/planner
5. A representative from each contiguous RPO Technical Committee shall serve
6. A representative from each MPO adjacent to the RPO shall serve
7. Regional and community planner representing areas served by the RPO shall serve.
8. Municipal mayors not serving as voting members
9. Five ad hoc members

9.2 Membership Term

- a. Ex-officio members serve as long as they serve in their appropriate official duty or position. The terms of office for membership on the Technical Committee are subject to the appointing authority and are to be reconfirmed or appointed every two (2) years by that body. Upon the expiration of a member's term, said member might 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. The Technical Committee chair may declare a quorum with one-third of the WTRPO Technical Committee voting members present. Any action requiring a vote will require a majority vote of voting Committee members present at the meeting.

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Proxies are accepted if presented in writing by the time of the election; however, an individual may not serve as a proxy for more than one absent voting member.

- b. Electronic Voting: Permitted is the use of electronic voting for items requiring a vote not held during a regular or called meetings. In such cases, the RPO coordinator shall be responsible for ensuring that every member is contacted at least seven (7) days prior and allowed to vote. Methods for voting shall comprise email, online submission forms, websites, or other forms 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 agenda item was scheduled for a vote on or during the called meeting. Elections held during called meetings must be made in person or by a designated proxy as provided for in the Bylaws.

ATTENDANCE

- 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 the proxy has full voting authority.

OFFICERS

- 11.1 Officers become elected by a majority vote of members present at a meeting declared as having a legal quorum. Officers shall consist of a chairperson and vice-chairperson serving two- (2-) year terms elected at the first official meeting of the fiscal year.
- 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, and
 - 4. Approve meeting agendas.

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- b. The vice-chairperson shall conduct the duties of the chairperson in the event of the chairperson's absence. If the vice-chairperson is not available, the WTRPO Technical Committee Board can elect a voting member of the WTRPO Technical Committee to call to order and conduct the WTRPO Technical Committee meeting.

MEETINGS

- 11.3 The Technical Committee will hold meetings as necessary to conduct the 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 the business of the RPO as it arises. All meeting locations are at the discretion of the RPO coordinator. The Technical Committee may hold joint meetings with the Executive Board as necessary. Virtual, in-person, and hybrid WTRPO meetings follow the same regulations /bylaws.
- 11.4 Meetings will be open to the public, and people in attendance shall receive time on the agenda for 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 comment.
- 11.5 Meeting notices and materials to Committee members and others must be distributed seven (7) business days before the meeting.

STAFF RESPONSIBILITIES

- 12.1 The administrative coordination for the Technical Committee shall be performed by the Development District (MAAG) under a grant contract with TDOT. The transportation planner/ RPO coordinator assigned will work with TDOT planners and staff to comply with the contract, federal law, 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 for regular meetings of the Committee with copies of the agenda and any other supporting documents necessary to adequately inform and educate RPO board members.
 - c. Give notice of special meetings called under Tennessee's open meetings law.

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- 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 shall serve to guide the actions of this board and staff persons.

BYLAWS AMENDMENT


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

ROBERT'S RULES OF ORDER

14.1 When there is conflict within the WTRPO Bylaws procedure, the WTRPO shall follow the current Robert's Rules of Order.

These Bylaws are hereby adopted by the West Tennessee Rural Planning Organization (RPO) on this day May 31, 2022 and shall be the guiding document for the operation of said organization.


Executive Board Chairman


Date