

**NILES-BUCHANAN-CASS AREA TRANSPORTATION STUDY
TECHNICAL ADVISORY COMMITTEE
BYLAWS**

ARTICLE I: COMMITTEE NAME AND PURPOSE

SECTION 1.1: NAME

The name of this committee shall be the Niles-Buchanan-Cass Area Transportation Study (NATS) Technical Advisory Committee, hereinafter referred to as the TAC.

SECTION 1.2: PURPOSE

The purpose of the Technical Advisory Committee shall be to provide technical advice to the NATS Policy Committee in all aspects of the continuing, comprehensive and cooperative transportation planning process carried out by the Southwest Michigan Planning Commission (SWMPC), the Metropolitan Planning Organization (MPO) responsible for coordinating the transportation planning process in the Niles-Buchanan-Cass Urban Area as it relates to NATS. Such advisory services shall be provided in cooperation with SWMPC staff level transportation planning activities for the NATS area.

The TAC shall:

- Provide updates on the progress of federal-aid transportation projects as they go through preliminary design work, the MDOT Local Agency Programs process or MDOT Transit Contract process, and construction or implementation.
- Review the Long Range Plan (LRP) and recommend updates as necessary.
- Review the Transportation Improvement Program (TIP) and review the allocation of federal eligible projects within the each year the TIP.
- Ensure the LRP and TIP conform to the to the Michigan Transportation Conformity Air Quality State Implementation Plan (SIP), as required by Regulation 23 CFR 450.312(d) and as determined in accordance with the U.S. EPA conformity regulation (40 CFR Part 51).
- Review the Unified Planning Work Program that details work activities and proposed budget.
- Review and update a Public Participation Process that outlines the promotion and utilization of public involvement and is described in the Participation Plan.
- Ensure the efficient and effective use of Federal Highway Administration (FHWA) Metropolitan Planning (PL) and Federal Transit Administration (FTA) Section 5303 funds.

ARTICLE II: MEMBERSHIP AND OFFICERS

SECTION 2.1: MEMBERSHIP

TAC voting membership shall consist of each of the following:

- Niles City Public Works Director
- City of Niles Community Development Director
- City of Niles public transportation provider (Dial-A-Ride)
- City of Buchanan public transportation provider (Dial-A-Ride)
- City of Buchanan representative
- Village of Edwardsburg representative
- Berrien County Community Development Department
- Berrien County Road Commission Engineer-Manager
- Representative of the Cass County Planning Commission
- Cass County Road Commission Engineer-Manager
- Four Flags Area Chamber of Commerce representative
- Jerry Tyler Memorial Airport representative

- Michigan Department of Transportation, Bureau of Transportation Planning representative
- Michigan Department of Transportation, Transportation Service Center representative
- Michigan Department of Transportation, Southwest Region representative
- Southwestern Michigan Economic Growth Alliance representative
- Bertrand Township
- Buchanan Township
- Howard Township representative
- Mason Township representative
- Milton Township representative
- Niles Charter Township representative
- Ontwa Township representative
- Pokagon Band of Potawatomi Indians representative
- Kinexus

TAC non-voting members shall include a representative from:

- Federal Highway Administration, Michigan Division
- Federal Transit Administration
- Michiana Area Council of Governments
- Michigan Department of Environmental Quality, Air Quality
- Michigan Department of Transportation Modeling
- Michigan Department of Transportation UPTRAN
- Southwest Michigan Planning Commission

SECTION 2.2: ALTERNATE REPRESENTATIVES

The legislative or policy-level body of each governmental unit and agency identified in Section 2.1 may appoint an alternate representative for its respective TAC member. The alternate representative may vote in the absence of the duly appointed TAC member at the TAC meeting. In no case shall more than one vote for each governmental unit or agency be cast on any given item of business.

SECTION 2.3 APPOINTMENT OF REPRESENTATIVES

TAC member jurisdictions can appoint a new representative to TAC at any time. To appoint new members, a manager, supervisor, or local governing board chair must send a formal letter or email to the MPO staff specifying the change.

SECTION 2.4 ATTENDANCE

SWMPC staff shall publish an annual attendance report showing attendance of representatives from each jurisdiction. This report will be available via the NATS website, and will also be provided to the manager, supervisor, or governing board member from each NATS member community.

SECTION 2.5: OFFICERS

From among its Voting Membership, the TAC shall elect a Chair and a Vice-Chair who shall be elected bi-annually at the August TAC meeting. Said officers shall serve a two-year term. In the event that the Chair vacates the position before the two-year term has expired, the Vice Chair shall serve as Chair for the remainder of the term. In the event that the Vice Chair position is vacated prior to expiration of the term, the office shall be filled by a simple majority vote of the voting members at the next TAC meeting following the office being vacated.

SECTION 2.6 DUTIES OF THE CHAIR AND VICE-CHAIR

The Chair shall preside over all TAC meetings and shall assure that the transaction of business is carried out in an orderly and efficient manner, in accordance with these bylaws. The Chair, with approval of the TAC, may appoint special subcommittees as necessary and shall serve as an ex-officio member of any such

subcommittee. The Chair shall also have the authority to cancel or reschedule a meeting, pursuant to sections 3.4 and 3.5 of the bylaws.

The Chair shall advise the full TAC and SWMPC staff on any stated conflicts of interest by committee members, pursuant to section 4.2 of the bylaws.

In the event of absence or incapacity of the Chair, the Vice-Chair shall carry out the duties and responsibilities of presiding over the TAC meeting. If both the Chair and Vice-Chair are incapacitated or absent, the TAC shall appoint a temporary acting chair to carry out the responsibilities and activities of the TAC.

SECTION 2.7 NOMINATION OF OFFICERS

The Chairperson shall, at the August meeting of each even numbered calendar year, entertain nominations for the position of Chair and Vice-Chair. Should the Chair deem it necessary, the Chair may appoint a nominating committee to present nominations for the officers of Chair and Vice-Chair. Nominations for all offices may be presented from the floor before voting occurs at the August meeting.

SECTION 2.8 STAFF

SWMPC staff shall act as staff and Recording Secretary and shall publish and maintain the official record of the proceedings and actions of the TAC.

ARTICLE III: RULES OF PROCEDURE

SECTION 3.1: MEETINGS

TAC meetings shall be held on a regularly scheduled basis on the fourth Tuesday of each month, except November and December, which shall be scheduled on the third Tuesday. Said meeting shall take place at a time and location established by the TAC.

In January of each year, the schedule of regular meetings will be distributed to the TAC members, be made available to the public, and published on the SWMPC website.

SECTION 3.2 NOTICES OF MEETINGS

Notices of all regular meetings including agenda and minutes of the previous meeting shall be e-mailed to the members no later than five (5) business days prior to the meeting. Members who do not maintain e-mail addresses shall receive notices of regular meetings via postal mail. Notices of special meetings may be communicated to members by telephone and/or e-mail.

SECTION 3.3 OPEN MEETINGS ACT

All meetings shall be held at convenient and accessible locations and times in accordance with federal requirements. The meeting locations will also be at sites which comply with the Americans with Disabilities Act (ADA) and are accessible via public transit. All meetings will be held in accordance with the Act 267 of the Public Acts of Michigan of 1976 known as the "Open Meeting Act".

SECTION 3.4 SPECIAL MEETINGS

Special meetings may be called by the SWMPC Staff or TAC Chairperson or by a majority vote of the membership of the TAC.

SECTION 3.5: CANCELLATION AND RESCHEDULING

If the Berrien County Government and/or Cass County Government are closed due to inclement weather or other emergency, the Chair shall promptly determine whether to cancel the meeting and notify SWMPC staff.

Meetings may be cancelled when Berrien County offices and Cass County offices are open if the Chair determines that travel to the meeting poses a serious safety issue to TAC members, or there are other circumstances that warrant cancellation. The Chair shall communicate the intent to cancel a meeting to the Vice-Chair and SWMPC Staff.

SWMPC staff shall convey to all committee members via email when a meeting is cancelled, as soon as possible. A notice will be posted at the meeting location, in compliance with the Open Meetings Act. SWMPC staff will make reasonable attempts to telephone committee members who do not have email addresses.

In the event a regular meeting needs to be rescheduled, SWMPC staff will set a substitute meeting date. All changes in the date of scheduled meetings of the TAC shall be communicated to the members as soon as a substitute meeting date is set via e-mail, US mail, or telephone, and be noticed to the public and published on the SWMPC website.

SECTION 3.6 QUORUM

For purposes of conducting official TAC business, the voting members present for a duly called meeting shall constitute a quorum.

SECTION 3.7: VOTING

Business items brought before the TAC for official action shall be voted on for approval and a simple majority of those present and qualified to vote shall constitute the official action of the TAC regarding the matter, except as provided in Section 4.2.

SECTION 3.8: PARLIAMENTARY PROCEDURE

At the Chair's discretion, an informal, practical parliamentary procedure shall be followed.

SECTION 3.8 PHONE PARTICIPATION

A conference call phone line shall be furnished to allow participation in meetings by committee members working outside the NATS MPO area, as circumstances dictate. All committee members are eligible to phone in. However, voting members will be unable to vote if participating over the phone.

SWMPC staff shall make reasonable attempts to set up the phone in such a way to allow good audio quality for participants. However, SWMPC does not take responsibility for technical issues that participants may have with their phone service while participating.

If no participants have dialed in to the conference call line within fifteen minutes after the scheduled start of the meeting, the conference phone line will be disconnected.

SECTION 3.9 SUBCOMMITTEES

The TAC shall establish such subcommittees as it deems necessary and appropriate. Subcommittees shall be established by the approval of the voting membership. Minutes of each subcommittee meeting will be recorded and distributed to the TAC members at or before the next TAC meeting.

SECTION 3.10: PARLIAMENTARY PROCEDURE

At the Chair's discretion, an informal, practical parliamentary procedure shall be followed.

ARTICLE IV: GENERAL PROVISIONS

SECTION 4.1: ADMISSION OF ADDITIONAL OR NEW AGENCIES AND ORGANIZATIONS

Any new community or organization seeking either voting or non-voting membership on the TAC shall request membership by completing a required application form. The community or organization shall also be required to give a brief presentation to the TAC on what they hope to gain from joining NATS TAC and what expertise or advice of value they will provide to TAC.

New voting and non-voting members on TAC shall be admitted by a simple majority vote of current voting TAC members. Discretion as to whether a new member should be admitted as a voting or non-voting participant shall be left up to current TAC voting members. Said admission shall require amendment to these bylaws.

All new admitted members will be subject to a six month trial period, during which time they may choose to terminate their membership in NATS should they find that they are not receiving value for their participation, and during which time a simple majority vote of the TAC could terminate their membership due to lack of attendance or participation.

Any city, village, or township that falls within the NATS Urban Area (UZA) as designated by the United States Census, shall automatically be eligible to have a voting representative on the TAC, and will not be subject to the application process and trial period.

SECTION 4.2: CONFLICTS OF INTEREST

Any current or newly admitted voting member shall make any foreseeable conflicts of interest known to the Chair as soon as they are aware of such conflicts. Any voting committee member with a conflict of interest shall recuse his- or herself from voting on any matters where such a conflict exists. The Chair shall be responsible for notifying all committee members when a conflict of interest exists.

Conflicts of interest may, but will not always, arise under the following circumstances:

- A committee member owns substantial non-residential property in an area that would benefit financially from a particular transportation project that he or she is proposing.

A conflict of interest does NOT arise when a committee member merely lives in or represents the jurisdiction in which a particular project is proposed. The committee member need not recuse themselves under these conditions.

SECTION 4.3 AMENDMENT OF THE BYLAWS

Any voting member of the TAC may submit a proposed amendment to these bylaws. Prior to any action by the TAC, the proposed amendment and an explanatory written statement must be sent to each member,

both voting and non-voting, at least 30 calendar days before the TAC may consider action on the proposed amendment. An affirmative vote of two-thirds of those present and eligible to vote shall be required for approval of any bylaw amendment.

ARTICLE V: EFFECTIVE DATE OF BYLAWS

These bylaws shall become effective upon approval by the NATS TAC. The approval date of these bylaws shall be the date of the approval action. Each TAC member shall be given a copy of the approved bylaws.

Approved: June 24, 2014

NATS TAC Chair