

ATTACHMENT A

WAKE COUNTY

TRANSIT PLANNING ADVISORY COMMITTEE

BYLAWS

(July XX, 2016)

ARTICLE I - NAME

The name of this body shall be the Wake County Transit Planning Advisory Committee, hereinafter referred to as the "TPAC".

ARTICLE II - PURPOSE

The purpose and goals of the TPAC shall be:

- To coordinate the ongoing planning and implementation aspects of the Wake County Transit Plan as defined in the "Transit Governance Interlocal Agreement Between Research Triangle Regional Public Transportation Authority, Capital Area Metropolitan Planning Organization, and Wake County," hereinafter referred to as the "ILA," fully executed by the three parties on July XX, 2016.
- To serve in a structured advisory role to the Capital Area Metropolitan Planning Organization (CAMPO) Executive Board and Research Triangle Regional Public Transportation Authority (GoTriangle) Board of Trustees in their decision-making responsibilities outlined in the ILA related to the implementation and ongoing maintenance of and updates to the Wake County Transit Plan.
- To develop or delegate to a party of the ILA the planning and programming work products involved in the execution/implementation of Wake County Transit Plan projects and programs.
- To develop timely and efficient processes and make timely and efficient recommendations to carry out the implementation of all components of the Wake County Transit Plan.

ARTICLE III - RESPONSIBILITIES

As specified in the ILA, the responsibilities of the TPAC shall include:

- Identification of one or more Party(ies) to the ILA to serve as lead agency(ies) for each of its responsibilities enumerated in Section 3.03 of the ILA;
- Identification of and request to a partner agency or agencies of staff resources to meet its administrative needs;
- Developing or delegating to one or more agencies the development of the Wake County Transit Work Plan, as defined in the ILA;
- Developing or delegating to one or more agencies the development of detailed elements of a multi-year service implementation plan, as defined in the ILA;
- Developing or delegating to one or more agencies the development of a staffing model and staffing expectations plan, including requested consideration of any costs associated with additional staff required to administer the Wake County Work Plan;
- Developing or delegating to one or more agencies the development of a program management policy and plan for the Community Funding Areas identified in the Wake County Transit Plan;
- Developing or delegating to one or more agencies the development of templates containing minimum standards for project status and financial reports for the Wake Transit Major Funds;
- Receiving, reviewing and providing feedback on quarterly and annual financial and project status reports relating to the Wake County Transit Work Plan;
- Developing or delegating to one or more agencies the development of a project prioritization policy that guides the development of the multi-year capital improvement plan, multi-year operating program, and annual budgets, as defined in the ILA;
- Designating or delegating to one or more agencies the designation of agencies responsible for each respective implementation element, as defined in the ILA;
- Developing or delegating to one or more agencies the development of the Wake County Transit Vision Plan, as defined in the ILA;

- Developing or delegating to one or more agencies the development of a strategy for incorporating or accounting for public outreach, involvement, and communication for items comprising the Wake County Transit Work Plan;
- Developing or delegating to one or more agencies the development of an articulated strategy for each implementation element, as defined in the ILA, or agreement, which shall include scope, geography, purpose and goals, processes for allowing amendments, and processes for addressing Significant Concerns, as defined in the ILA (Very detailed strategies shall be developed for capital/infrastructure projects exceeding \$1,000,000); and
- Developing an ongoing schedule for completion of work products for which it is responsible for producing.

ARTICLE IV - MEMBERS

Section 1 - Number and Qualifications:

As specified in the ILA, the TPAC shall include staff members from the three (3) Parties to the executed ILA in addition to staff members from specified municipalities and North Carolina State University. Further, it is within the authority of the TPAC's initial membership to expand the committee's permanent voting and non-voting membership to include additional members deemed necessary to fully execute the responsibilities of the TPAC outlined in the ILA. An expansion of permanent voting membership shall be considered an amendment to the bylaws subject to the provisions of Article VIII of these bylaws. Each member agency's representative(s) shall be by action of the designated authority of each member. The TPAC shall include as voting members:

The voting membership of the **Transit Planning Advisory Committee**

- NC Capital Area Metropolitan Planning Organization (2 representatives)
- Research Triangle Regional Public Transportation Authority (2 representatives)
- Wake County (2 representatives)
- City of Raleigh (2 representatives)
- Town of Cary (2 representatives)
- Town of Apex (1 representative)
- Town of Fuquay-Varina (1 representative)
- Town of Garner (1 representative)
- Town of Holly Springs (1 representative)
- Town of Knightdale (1 representative)
- Town of Morrisville (1 representative)
- Town of Rolesville (1 representative)
- Town of Wake Forest (1 representative)
- Town of Wendell (1 representative)

- Town of Zebulon (1 representative)
- North Carolina State University (1 representative)
- Research Triangle Park Foundation (1 representative)

Non-voting members of the TPAC shall be authorized to attend regular and special meetings of the TPAC and may participate in discussions and deliberations on items coming before the TPAC for its consideration. An expansion of non-voting membership shall not be considered an amendment to these bylaws subject to Article VIII and may be executed by a simple majority vote of TPAC members. A list of active non-voting members of the TPAC will be maintained by the Clerk of the Committee.

Section 2 - Terms of Office:

There shall be no limitation on the length of time a voting member may serve on the TPAC subject to the authorization to do so by the respective agency’s designated authority.

Section 3 - Alternates

Each member agency’s designated authority may appoint an alternate to its primary representative(s) provided each alternate also meets the same qualifications of membership. The alternate member may serve as a full voting member during any meeting at which that agency’s representative(s) is/are not in attendance. Alternates must also be appointed by action of the designated authority of each member in the same manner as regular voting members. Proxy and absentee voting are not permitted.

ARTICLE V - OFFICERS

Section 1 - Officers Defined:

The officers of the TPAC shall consist of a Chair and Vice-Chair, to be elected by the members of the TPAC.

Section 2 - Elections:

The Chair and Vice-Chair shall be elected annually at the first regular meeting of each calendar year (January 1 – December 31) to serve for the respective calendar year. The inaugural election of TPAC officers under the jurisdiction of these bylaws shall occur at the first regular meeting of the TPAC following adoption of these bylaws by the CAMPO Executive Board and GoTriangle Board of Trustees.

Section 3 - Terms of Office:

The term of office for officers shall be one (1) year. Officers may serve successive terms. Each officer shall hold office until his/her successor has been duly elected or until his/her earlier death, resignation, disqualification, incapacity to serve, or removal in accordance with the law.

Section 4 - Duties of Officers:

The Chair shall call and preside at meetings and appoint sub-committees or working groups. In the absence of the Chair, the Vice-Chair shall preside and complete all other duties of the Chair.

ARTICLE VI -- MEETINGS

Section 1- Clerk of the Committee

The Capital Area Metropolitan Planning Organization shall provide staff to serve as Clerk of the Committee. The Clerk shall provide or otherwise delegate routine administrative staff services for the TPAC, as needed, and will be responsible for taking summary minutes of the TPAC's proceedings. The Clerk shall maintain a current copy of these Bylaws, to be distributed to the CAMPO Executive Board and GoTriangle Board of Trustees as required by the ILA and to the public upon request.

Section 2 - Regular Meetings:

At the first regular meeting of each calendar year (January 1 – December 31), in addition to electing a Chair and Vice Chair, the TPAC shall adopt a regular meeting schedule and adopt an approximate work schedule, including milestones and due dates, for completion of component documents of the Wake County Transit Work Plan, as defined in the ILA, for the respective calendar year. Meetings may be held more frequently as needed if deemed necessary by the Chair. At a minimum, meetings shall be held quarterly throughout the respective calendar year. Unless a special meeting is called, meeting notices and agendas for regular meetings are to be distributed electronically in sufficient time for them to have been received by each TPAC member at least seven (7) days prior to the meeting. Meetings will be held at a time and place established by the Chair, and notice of meetings will be provided to the public. Regular meetings may be canceled by the Chair should there be insufficient business on the TPAC's tentative agenda.

For the inaugural regular meeting of the TPAC under the jurisdiction of these bylaws, in addition to electing a Chair and Vice Chair, the TPAC shall adopt a regular meeting schedule and an approximate work schedule, including milestones and due dates, for completion of component documents of the Wake County Transit Work Plan, as defined in the ILA, for the remainder of the respective calendar year.

Section 3 - Special Meetings:

Special meetings may be called by the Chair or at the request of the majority of the eligible voting members with three (3) days notice. Whenever possible, at least seven (7) days notice shall be given.

Section 4 - Quorum:

In accordance with the ILA, a quorum of the TPAC shall consist of five (5) of the six (6) eligible members respectively appointed by the Capital Area Metropolitan Planning Organization, Research Triangle Regional Public Transportation Authority, and Wake County that are present at the beginning of a regular or special meeting.

Section 5 - Attendance:

Each member shall be expected to attend each regular meeting and each special meeting provided at least three (3) days notice is provided. Alternates appointed in accordance with Article IV may serve in the absence of members. ~~An official attendance record will be established by a roll call conducted by the Chair at the beginning of each meeting that will indicate who each voting member for each respective meeting will be. provided that the member informs the Clerk of the Committee prior to the meeting that the alternate will attend such that it is clear who the voting members for each respective meeting will be. This notification shall authorize the alternate to vote in the member's absence.~~

Section 6 - Agenda:

The agenda is a list of considerations for discussion and/or action at a meeting. Agendas may include consent items, regular items of business and informational or discussion items. Items on the agenda originate as a carryover from previous TPAC meetings or are placed on the agenda prior to its distribution by any member of the TPAC, by request from any party to the ILA, or by the request of the Chair of the TPAC. The officers shall work with the Clerk to assemble manageable agendas that prioritize items in most need of consideration or discussion at the respective meeting and will have the authority to ultimately determine agenda topics and their respective order of consideration on the agenda. Agendas shall be posted at the time notice is provided for the respective meeting.

Section 7 - Voting Procedures:

The Chair or any member may call for a vote on any motion, provided the motion pertains to an issue that is on the agenda as outlined in Section 5 of this article, that it is seconded, and it is within the purposes set forth in Article II. A majority vote of the present voting membership shall be sufficient for approval of matters coming before the TPAC and any recommendations made by the TPAC to the GoTriangle Board of Trustees and CAMPO Executive Board with the exception that a TPAC member may invoke weighted voting procedures (with a second from another voting member) on any matter. In the event that voting is not unanimous for items of consideration that are advisory and subsequently forwarded to the CAMPO Executive Board and GoTriangle Board of Trustees, both the majority and minority perspectives on the matter will be provided to both governing boards.

The Chair, voting members, and qualified alternates are permitted to vote. Any regular or special meeting attendees or unauthorized/undesignated alternates are not permitted to vote. If

a voting member is absent during a vote, the Chair may recognize an alternate member that is present for the vote. Upon returning to the meeting the voting member shall be considered in attendance. Abstentions shall be considered affirmative votes. By approval of the TPAC, a member may withdraw from voting on an issue. In the absence of any direction from these Bylaws or other duly adopted voting procedures pursuant to certain approval actions, Robert's Rules of Order will designate procedures governing voting.

Section 8 – Weighted Voting:

When weighted voting is invoked by any member, it must be seconded by another voting member representing a separate agency from that of the invoking member. Each member agency, regardless of population, receives a minimum of one (1) weighted vote.

For the purposes of weighted voting, weight shall be assigned to each member county and municipal government based upon the most recent Certified Population Estimates released by the North Carolina Office of State Budget and Management (NCOSBM) utilizing a vote weighting formula of one vote for each 50,000 in population, or portion thereof. A municipality shall only receive weight based on the population within its respective corporate boundaries within Wake County. Wake County's population used to determine its weight is the most recent county population estimate released by the NCOSBM less the population of the Wake County portions of the municipalities otherwise represented on the TPAC. This includes the populations of municipalities' extraterritorial jurisdictions that are not included within municipalities' corporate limits. The Research Triangle Regional Public Transportation Authority and CAMPO shall each retain the same weighted vote as Wake County.

The data used to determine weighted voting shall be updated annually and reviewed by the TPAC at the first regular meeting of each calendar year. The Clerk of the Committee will maintain an updated table illustrating the population data and corresponding weighted vote for each member agency of the TPAC (Exhibit A).

ARTICLE VII – SUB-COMMITTEES AND STEERING COMMITTEE

The TPAC may establish sub-committees for subject areas or projects. The TPAC will specifically charge the subcommittee with a specific goal or assignment or with detailed review of a task that has been assigned. All meetings of sub-committees shall be advertised to all TPAC members at least three (3) days prior to the meeting. Sub-committees must develop milestones for completion of assigned work that are in compliance with the TPAC Work Schedule.

The TPAC may establish a steering committee to assist with the preparation of high-level, non-project and non-subject area, TPAC tasks. Such tasks might include the development of the draft Work Schedule, bylaws development or changes, or conflict resolution. The TPAC will specifically charge the steering committee with a specific goal or assignment. All meetings of the steering committee shall be advertised to all TPAC members at least three (3) days prior to the meeting. The steering committee must develop milestones for completion of assigned work. A steering committee must have a member from at least CAMPO, Go Triangle and Wake County.

ARTICLE VIII - AMENDMENTS TO BYLAWS:

Amendments to these Bylaws of the TPAC shall require the affirmative vote of two-thirds of the eligible voting members, provided that written notice of the proposed amendment has been received by each member at least seven (7) days prior to the meeting at which the amendment is to be considered and provided that such amendment does not conflict with the letter or fundamental intent of the ILA governing this document. In the event of any conflict, the ILA shall carry precedence over these Bylaws.

These Bylaws were originally approved by the Wake County Transit Planning Advisory Committee on July XX, 2016.