

ATTACHMENT A

WAKE COUNTY

TRANSIT PLANNING ADVISORY COMMITTEE

BYLAWS

(June 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 June 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 VII of these bylaws. An expansion of non-voting membership shall not be considered an amendment to these bylaws subject to Article VII and may be executed by a simple majority vote of voting TPAC members. 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 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)

Comment [BM1]: TOWN OF FV: Suggested addition
TPAC STAFF RESPONSE: Added to bylaws language.

Comment [BM2]: TOWN OF MORRISVILLE:
 Potential additional members:
 -RTP
 -RDU
 -TJCOG (Non-Voting?)
 -NCDOT Division 5 (Non-Voting?)
 -Other NCDOT Staff (Non-Voting?)
TPAC STAFF RESPONSE: Discuss at meeting

Comment [BM3]: TOWN OF APEX: Add NCDOT – Public Transportation Division
TPAC Staff Response: Discuss at meeting

- Town of Wake Forest (1 representative)
- Town of Wendell (1 representative)
- Town of Zebulon (1 representative)
- North Carolina State University (1 representative)

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 Chairperson and Vice-Chairperson, to be elected by the members of the TPAC.

Section 2 - Elections:

The Chairperson and Vice-Chairperson shall be elected annually at the first regular meeting of ~~of~~ each calendar year (January 1 – December 31) to serve for the respective ~~calendar~~ ~~year~~ 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 Chairperson shall call and preside at meetings and appoint sub-committees or working groups. The Chairperson shall request staff support from the Capital Area Metropolitan Planning

Comment [BM4]: WAKE COUNTY: Add a Section 4– Duties and Voting

“It is the duty of each member of the TPAC, including the Chair, to vote unless excused due to a conflict of interest. The TPAC may excuse members from voting on matters involving their own financial interest or other conflict of interest as provided in Article IX. A member who fails to vote on a matter before the TPAC in a meeting at which the member is in attendance, or once in attendance has not been excused as provided in these rules, shall be recorded as voting in the affirmative.”

TPAC STAFF RESPONSE:
The last paragraph in Article VI addresses this issue, just with fewer words.

~~Organization appoint a staff member of an assigned agency~~ 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.

In the absence of the Chairperson, the Vice-Chairperson shall preside and complete all other duties of the Chairperson.

ARTICLE VI -- MEETINGS

Section 1 - Regular Meetings:

At the first regular meeting of each calendar year (January 1 – December 31), in addition to electing a Chairperson and Vice Chairperson, 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 Chairperson. 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 Chairperson. Regular meetings may be canceled by the Chairperson 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 Chairperson and Vice Chairperson, 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 2 - Special Meetings:

Special meetings may be called by the Chairperson 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 3 - 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 4 - Attendance:

Comment [BM5]: TOWN OF FV: No set meeting dates set in bylaws but set minimum frequency for meetings.

TPAC STAFF RESPONSE: Discuss at meeting

Comment [BM6]: TOWN OF MORRISVILLE: I think it would be good to include a Regular Meeting Schedule – something like the TPAC shall meet (at a minimum) monthly, but allow for regular meetings to be cancelled by Chair/Vice-Chair, with allowance for the TPAC to set the months/days/times at their first meeting of the year.

TPAC STAFF RESPONSE: Discuss at meeting

Comment [BM7]: WAKE COUNTY: Was a decision made about public notice requirements? North Carolina's Open Meetings Law (Article 33C, N.C. General Statute Chapter 143) applies to all "public bodies." Meetings included in the law are:
•All groups and boards established through Board action

TPAC STAFF RESPONSE: Discuss at meeting

Each member shall be expected to attend each regular meeting and each special meeting provided at least three (3) days notice is provided. Subject to his/her member agency's designated authority, a member may appoint an alternate to serve in his/her absence 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 5 - 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 Chairperson of the TPAC. The Chairperson 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. Additional items may be placed on the regular agenda following discussion of the last item on the regular agenda, as long as a majority concurrence of the present and eligible voting members is received. Agendas shall be posted at the time notice is provided for the respective meeting.

Section 6 - Voting Procedures:

The Chairperson 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. 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. The weighted voting procedures shall be approved annually at the first regularly scheduled meeting of the fiscal year. 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.

Comment [BM8]: WAKE COUNTY OTHER SUGGESTED LANGUAGE: "At the beginning of each meeting, the Clerk to the Committee shall take roll, and any alternates attending in place of a voting member shall state that they are serving in place of a voting member at the time of attendance."

TPAC STAFF RESPONSE: The language provided should be enough to allow the Clerk and members the flexibility to determine how this will be accomplished, whether it be taking roll, doing so on a pre-meeting sign-in sheet, etc.

Comment [BM9]: Comment first made by Town of Cary prior to meeting that requiring this may be an unnecessary burden on voting members/alternates and the Clerk. However, further discussion at the meeting suggested that there still needs to be a way for the Clerk and Chairperson to know who the actual voting members for each respective meeting will be.

Comment [BM10]: TOWN OF APEX: Agree that it would be burdensome to provide prior notification and a method at start of meeting is preferable.

TPAC STAFF RESPONSE: Discuss at meeting

Comment [BM11]: TOWN OF MORRISVILLE: Revise to say the Chair and Vice-Chair?

TPAC STAFF RESPONSE: Will change with no objection from the group. This was worded as such to be overtly gender-neutral.

Comment [BM12]: TOWN OF MORRISVILLE: I like the idea discussed at the meeting of having a "For the Good of the Order" section at the end of each agenda to allow members to bring items up for discussion.

TPAC STAFF RESPONSE: Discuss language at meeting. Not sure any further specification of language is needed here to achieve this.

Comment [BM13]: TOWN OF MORRISVILLE: Does there need to be guidance in the Bylaws on how this should be done? Who provides or how is the Minority (or Majority) perspective provided? Is this a written report?

TPAC STAFF RESPONSE: Discuss at meeting

Comment [BM14]: WAKE COUNTY SUGGESTED LANGUAGE: "To the extent not provided for in, and not conflicting with the spirit of these rules or State law, the Chair shall refer to *Robert's Rules of Order* to resolve procedural questions."

TPAC STAFF RESPONSE: The last paragraph in Article VI addresses this in fewer words.

WEIGHTED VOTING SCHEDULE
(To be updated **annually/periodically**)

MEMBER*	MEMBERS	WEIGHTED VOTE PER MEMBER***	TOTAL WEIGHTED VOTE
Apex	1	1	1
Capital Area Metropolitan Planning Organization	2	1	2
Cary	2	1.5	3
Fuquay-Varina	1	1	1
Garner	1	1	1
Holly Springs	1	1	1
Knightdale	1	1	1
Morrisville	1	1	1
Raleigh	2	4.5	9
Rolesville	1	1	1
Wake County**	2	2.5	5
Wake Forest	1	1	1
Wendell	1	1	1
Zebulon	1	1	1
North Carolina State University	1	1	1
Research Triangle Regional Public Transportation Authority	2	1	2
TOTAL	21	--	32

Comment [BM15]: TOWN OF APEX: The TPAC's actions associated with the development of a program management policy and plan for the Community Funding Areas should be excluded from weighted voting. Adding this exclusion would ensure the votes of members representing municipalities identified as part of community funding areas have equal weight in the program specifically addressing their communities.

TPAC STAFF RESPONSE: Discuss at meeting

Note: Each member gets a minimum of one (1) weighted vote regardless of population.

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*Each local government member is apportioned weighted voting at the beginning of each respective calendar year based on 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.

**Wake County's population 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 ~~expand further than~~ municipalities' corporate limits.

Comment [BM16]: TOWN OF APEX: Not clear to me how this will be determined. Perhaps a map/example would help. Is it intending that any population in an ETJ is counted toward the county rather than the municipality?

TPAC STAFF RESPONSE: Change to language made. Confirm it provides clarity.

***When weighted voting is applied to the Town of Cary, City of Raleigh, and Wake County, each member will have a weighted vote of 1.5, 4.5, and 2.5, respectively.

Comment [BM17]: There was discussion at the meeting that this should be changed to allow agencies with two members to only vote as one voting block should weighted voting be invoked instead of allowing a potential split between members from the same agency. This change can be considered once a weighted voting structure has been determined.

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

ARTICLE VIII – 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 – CONFLICTS OF INTEREST

To preserve public confidence in the integrity of the TPAC, each member shall have the duty to avoid even the appearance of a personal conflict of interest. Conflicts of interest under this Article shall apply to personal conflicts of interest in which a personal interest independent of the member's official representative capacity of a TPAC member agency competes with the professional interests of the TPAC. –A member, therefore, shall ask the Chair to be excused from participation in any matter before the TPAC in which the member's impartiality might reasonably be questioned including, but not limited to, instances in which:

- a. The member has a personal bias or prejudice concerning any interested party, or representative(s) of a party, to a matter before the TPAC; or
- b. The member has a close personal or financial relationship with any party or party representative; or
- c. The member, or a member of the member's household, has a personal or financial interest that may be substantially affected (directly or indirectly) by the TPAC's action on the matter.

Comment [BM18]: CITY OF RALEIGH:
Specify this article is limited to personal conflicts of interest as Raleigh should be able to vote on service issues in its own jurisdiction.

TPAC STAFF RESPONSE: Language added to address. Confirm it satisfies the request for clarity.

Comment [BM19]: TOWN OF MORRISVILLE:
Is there a method for how this would be determined, or is it on the honor system?

TPAC STAFF RESPONSE: It is on the honor system, as the only person who would exactly know they have a conflict is the subject member. Can discuss further at meeting.

On concurring that an actual or apparent conflict of interest exists, the Chair shall excuse the member from participation in the matter. On finding that an actual or apparent conflict of interest does not exist, the Chair shall refuse the request and allow the member to fully participate in the matter.

If excused from participation in a matter, a member may not sit with the TPAC during its consideration of the matter, and may not vote on, discuss, advocate, influence, or otherwise take part in the TPAC's consideration of the matter, either in public or in private.

Comment [BM20]: TOWN OF MORRISVILLE:
It would be better to have the entire TPAC vote (instead of just the Chair) on excusing members due to apparent or actual conflict of interest.
TPAC STAFF RESPONSE: Discuss at meeting

ARTICLE ~~IXVII~~ - AMENDMENTS TO BYLAWS:

Amendments to these Bylaws of the TPAC shall require the affirmative vote of two-thirds of the eligible voting members, or eligible voting members who together represent at least two-thirds of the weighted ~~vote should weighted voting be invoked~~, 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.

Comment [BM21]: TOWN OF MORRISVILLE:
I think it would be better if weighted voting were not allowed to be invoked for amendment to the Bylaws.
TPAC STAFF RESPONSE: Discuss at meeting

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

North Carolina Office of State Budget and Management Population Estimates
Certified for July 2014

Jurisdiction	July 2014 Population*	Weighted Votes (Per 50,000 Population)
Apex	42,672	1
Cary	145,972	3
Fuquay-Varina	21,796	1
Garner	27,289	1
Holly Springs	28,832	1
Knightdale	13,102	1
Morrisville	22,856	1
Raleigh	430,875	9
Rolesville	5,016	1
Wake County**	203,775	5
Wake Forest	32,291	1
Wendell	6,224	1
Zebulon	4,610	1
TOTAL	985,310	

*Populations for municipalities are for the portions of each within the boundaries of Wake County

**Wake County population share includes the County's unincorporated population and the population of parts of municipalities in Wake County that are not represented with voting membership on the TPAC.