

BYLAWS

KALAMAZOO AREA TRANSPORTATION STUDY (KATS) POLICY COMMITTEE

ARTICLE I

NAME OF ORGANIZATION

The name of the organization shall be the Policy Committee of the Kalamazoo Area Transportation Study (“KATS”), an Intermunicipality Committee established under Act 200 of 1957 of the Public Acts of Michigan (MCL 123.631 – MCL 123-637) and shall be referred to in these Bylaws as the “Committee.”

ARTICLE II

PURPOSE AND RESPONSIBILITY

Section 1

Purpose. KATS is a “Metropolitan Planning Organization” pursuant to 23 U.S.C. 134 and 49 U.S.C.1603, 1605 and 1607, which provides coordinated leadership and direction for the development and conduct of the continuing, cooperative, and comprehensive transportation planning process to implement the provisions of, and in accordance with, the applicable sections of the Federal Highway Act of 1962, the Urban Mass Transportation Act of 1964, and the applicable Federal legislation, all as amended, as well as such other federal statutes, regulations and rules which apply to Metropolitan Planning Organizations. The Committee shall constitute the forum for cooperative transportation decision making by principal elected officials of general purpose local government organized to develop area-wide multi-modal transportation plans and programs.

Section 2

Responsibility. The Committee shall develop transportation plans and programs for the ~~KATS Kalamazoo Study Area (Kalamazoo County)~~, integrally considering local, county, regional and state plans and programs. In addition, the Committee’s broad objectives encompass, but are not limited to, the following:

- A. To develop transportation plans and programs and establish processes for the continuing review of plans, recommendations, and programs to facilitate the movement of persons and goods in the ~~KATS Kalamazoo Study~~ Area;
- B. To design and carry out the assembling and analysis of information pertaining to transportation within the area;
- C. To review and evaluate the planning and programming of transportation related activities, projects and programs within the ~~KATS Kalamazoo Study~~ Area, as they may impact the transportation system;

- D. To assist in project implementation where such projects require organizational, functional and operational analysis and/or to undertake those implementation functions not reserved to other agencies or as may be appropriately delegated by such agencies;
- E. To establish and implement a continuing program of public information regarding transportation planning, programs and projects;
- F. To integrate air quality and congestion management analysis into transportation planning, as required;
- G. To ensure that the transportation planning process complies with federal Title VI and environmental justice requirements; and
- H. To promote coordination and cooperation in transportation planning and projects between transportation service providers.
- I. To conduct other planning activities deemed appropriate for the ***KATS Study Area***.

ARTICLE III

MEMBERSHIP

Section 1

General. Membership on the Committee shall be made of local elected and/or appointed officials from ***governmental units or public transportation service providers*** ~~cities, townships and villages~~ within the Kalamazoo Area Transportation Study Metropolitan Area Boundary (hereafter the “Study Area”), representatives of designated State and Federal transportation agencies, and such other organizations as the Committee shall admit as Members as provided by these Bylaws. Members will be classified as voting or non-voting. ***KATS staff will maintain a current listing of voting and non-voting members.***

Section 2

Voting Members. ***Voting (active) members are those officials from governmental units or public transportation service providers that are currently meeting the Policy Committee’s established contributions/dues structure established separately from these Bylaws or identified within the annual Unified Planning Work Program (UPWP). Elected representatives from cities, townships, and villages within the Study Area may be voting members. The Kalamazoo County Road Commission, the Michigan Department of Transportation, and any and all public transportation authorities formed pursuant to the laws of the State of Michigan which service any part of the Study Area may also have voting membership. Any of the previously identified municipalities or agencies that are not voting members may request voting member status using the provisions in Section 3, Additional Voting Members. Current voting members is listed in Appendix A.***

Section 3

Additional Voting Members. Additional voting members may be admitted to the Committee ***with a two thirds majority vote of the members present, each voting***

member shall have one vote for this purpose ~~upon approval following the procedures required for Bylaw amendments.~~ Additional voting members must meet the criteria of Article III Section 2.

- Section 4 Non-Voting Members. Non-voting members may be added to the Committee by simple majority of voting members present at any regularly scheduled meeting. Non-voting members can and are encouraged to participate in all discussions. Non-voting members can recommend the consideration of motions, however, may not specifically make a motion. Standing non-voting members of the Policy Committee are listed in Appendix B.
- Section 5 Assignment of Votes. Each governmental unit shall be assigned *weighted voting privileges per the adopted tiered voting structure (Appendix A).* ~~one vote for each 20,000 population or portion thereof within the Study Area. The population used shall be based on the most recent decennial Federal Census. The Kalamazoo County Board of Commissioners, the Board of County Road Commissioners of Kalamazoo County, the Michigan Department of Transportation Statewide Planning, the Michigan Department of Transportation Southwest Region, and all Kalamazoo County public transportation authorities shall each have one vote.~~
- Section 6 Designation of Members and Alternates. Governmental units and/or agencies with membership on the Committee shall designate by name, one member and one alternate from among the elected officials of that unit or members of that agency, whichever is applicable. A list of members and alternates will be maintained and kept current. Alternates of voting members will only be eligible to vote in the absence of that member, however, are encouraged to attend the meetings.
- Section 7 Voting Privileges, Suspension of Voting Privileges, Reinstatement and Withdrawal. Voting Members *and their agency* who fail to *contribute as instructed by the Policy Committee shall suffer loss of voting privileges. Such consideration shall be subject to the policy adopted and in place at the time a member has failed to contribute as determined. Those agencies choosing to withdraw from participating must notify the Policy Committee in writing with their anticipated withdrawal date. Those choosing to withdrawal shall forfeit any contribution/dues made up to the date of their withdrawal. attend and/or whose alternate fails to attend three (3) consecutive regular monthly meetings may have their voting privileges suspended by a majority vote of any meeting of the Committee where a quorum is present. Before such a vote is taken, the Chairperson of the Committee shall confer with the representative of the Voting Member subject to losing voting privileges, and shall report the results of that conversation to the Committee. A Member's voting privileges may be reinstated upon attending three (3) consecutive regularly scheduled meetings of the Committee after the suspension of voting privileges, or upon a majority vote of any meeting of the Committee where a quorum is present.*

ARTICLE IV

OFFICERS

- Section 1 Officers. The Committee shall have a Chair, Vice-Chair, Treasurer, and a Secretary.
- Section 2 Duties of the Chair. The Chair shall preside at all meetings, appoint such Committees as shall be deemed necessary, appoint standing committees with the approval of the voting membership, and perform such other duties as may be delegated by the membership. The Chair shall have the full right to propose motions and vote on all motions and resolutions. The Chair shall be an ex-officio member on all committees. The Chair shall be one of the Policy Committee Officers who is authorized to sign checks and payment vouchers
- Section 3 Duties of the Vice-Chair. The Vice Chair shall preside at meetings in the absence of the Chair, and perform such other duties as may be delegated by the membership. The Vice Chair shall be one of the Policy Committee Officers who is authorized to sign checks and payment vouchers.
- Section 4 Duties of the Treasurer. The Treasurer shall act as the reviewer of financial information and transactions of the Kalamazoo Area Transportation Study. The Treasurer shall screen and question any transactions as necessary. The Treasurer shall be one of the Policy Committee Officers who is authorized to sign checks and payment vouchers.
- Section 5 Duties of the Secretary. The Secretary shall keep a record of all meetings of the Committee, keep a record of all plans, programs, etc., brought before the Committee, notify the membership of meetings and provide agenda, and generally perform the duties of this office. **The duties of the Secretary may be delegated to the Study Director, the Chair of the Technical Committee, or such individual considered appropriate, with the approval of the Committee.** *In the absence of a member as Secretary, KATS staff shall assume the duties of Secretary.*
- Section 6 Election of Officers. Election of officers of the Committee shall be at the last meetings of each calendar year. Officers will take their positions at the first meeting of the new calendar year.
- Section 7 Vacancy of Office. If a vacancy occurs in any of the offices during the year, the membership may fill the vacancy at any regular meeting by a simple majority vote of those present.
- Section 8 Terms of Office. The terms of office shall be for one year.
- Section 9 Nomination of Officers. The Chair shall appoint a nominating committee to present nominations for the officers of Chair, Vice-Chair, Treasurer, and Secretary prior to the election of officers. Nominations for all offices may be presented from the floor with the consent of the nominee.

ARTICLE V**SUBCOMMITTEES**

- Section 1 Establishing Subcommittees. The Committee shall establish such subcommittees as it deems necessary or appropriate.

Section 2 Standing Subcommittees. Standing subcommittees, established to act in an advisory capacity to the Committee on a continuing basis, shall be established by the approval of the voting membership. Standing subcommittees may develop their own bylaws, such bylaws subject to the approval of the Committee.

Section 3 Other Subcommittees. Other subcommittees shall be established to address specific functional areas or individual issues as deemed appropriate.

ARTICLE VI **MEETINGS AND AGENDAS**

Section 1 Regular Meetings. Regular meetings of the Committee shall be held on the dates approved by the Committee, at times and locations established by the Committee.

Section 2 Special Meetings. Special meetings may be called by the Chair, by a majority vote of the membership, or upon written request to the Chair by four (4) or more voting members of the Committee.

Section 3 Changes in Meetings. Cancellation or changes in the date of scheduled meetings shall be communicated to the members and public as promptly as possible.

Section 4 Open Meetings. All meetings shall be open to the public and shall be held in conformance with Act 267 of the Public Acts of Michigan of 1976 known as the “Open Meeting Act.”

Section 5 Notices of Meetings. Notices of all regular meetings, including an agenda, shall be communicated to the members no later than five (5) business days prior to the meeting. Notices of special meetings may be communicated to the members by telephone and/or e-mail.

Section 6 Agendas. An agenda shall be sent to the membership no later than five (5) business days prior to a meeting. The Chair has the responsibility of determining the agenda. Any member may submit items to the Chair for inclusion on the agenda.

ARTICLE VII **RULES**

Section 1 General. Except where specific rules and procedures are set forth herein, the most current version of Robert’s Rules of Order shall govern all meetings.

Section 2 Quorum. A quorum shall be required before any formal action can be taken on agenda items. A simple majority of the voting membership shall constitute a quorum for purposes of conducting business.

Section 3 Actions by the Committee. Except where otherwise specifically stated, formal adoption of a motion or resolution or other action shall be with the assent of a simple majority of the assigned votes of those present at the meeting, with at least a quorum of the voting membership present at such meeting. Any item, not

included on the agenda as sent, requires a 2/3 majority of the assigned votes of those present at the meeting *to be adopted*.

ARTICLE VIII

FUNDS AND BUDGET

- Section 1 Budget and Cost Allocation Formula. The membership shall annually adopt a budget ~~and appropriately recommend~~ *including a **cost contribution** allocation and dues **formula structure*** to cover the local costs to the member units.
- Section 2 Disbursement of Funds. All monies accruing to the Committee through local contributions or other sources shall be deposited ~~in a specially designated account with one of the member agencies or~~ in such member banks of the Federal Deposit Insurance Corporation that the membership shall select. The signature of the Study Director and/or designated Committee Officers following committee procedures shall be required to disburse Committee funds.
- Section 3 Expenditure or Obligation of Funds. The Study Director may cause the expenditure or obligation of funds, if such expenditure or obligation is within and contemplated by the budget approved by the Committee and is within the procedures established by the Committee for expenditure or obligation of funds.
- Section 4. ~~A membership dues structure is set by the Committee at a regular meeting of the Committee prior to the adoption of the next fiscal year budget.~~

ARTICLE IX

AMENDMENTS

- Section 1 Procedure of Amendment. These Bylaws may be altered, amended or replaced at any regular or special meeting of the Committee by 2/3 vote of the voting members, each member having one (1) vote for purposes of Bylaw amendment. A copy of the proposed changes shall be filed with the Secretary at least ten (10) days prior to the meeting, where such action is proposed to be taken, and the Secretary shall send a copy of the proposed changes to each member, so they will have them at least five (5) days prior to the meeting, together with written notices as to the time and place of such meeting. *Action on the proposed amendment shall be postponed to a future meeting if there are significant changes to the amendment as determined by the Chair. Any member of the Policy Committee or KATS staff may request that the Policy Committee postpone action until the next Policy Committee meeting on an amendment that has been changed during discussion to allow for time to consider the changes.*
- Section 2 Continuation and/or Conflict. The Bylaws will remain in full force and effect until such time as amendments are made and approved or if the Bylaws are in conflict with laws or regulations of the State of Michigan or the United States.

These bylaws were formally adopted by the Kalamazoo Area Transportation Study Policy Committee on December 19, 2012.

Appendix A ~~Current Voting Members~~ Voting Structure

Tier 1 Agencies receiving three (3) votes:

City of Kalamazoo

City of Portage

Kalamazoo County Road Commission

Van Buren County Road Commission

Tier 2 Agencies receiving two (2) votes:

Comstock Township

Kalamazoo County

Kalamazoo County Transportation Authority

City of Kalamazoo Metro Transit

Kalamazoo Township

Oshtemo Township

Texas Township

Western Michigan University

Tier 3 Agencies receiving one (1) vote:

All other local governmental units within the Study Area

Van Buren Public Transit

Michigan Department of Transportation- Statewide Planning

Michigan Department of Transportation- Southwest Region

~~City of Kalamazoo~~

~~City of Portage~~

~~City of Parchment~~

~~City of Galesburg~~

~~Village of Schoolcraft~~

~~Village of Vicksburg~~

~~Charter Township of Comstock~~

~~Charter Township of Cooper~~

~~Charter Township of Kalamazoo~~

~~Charter Township of Oshtemo~~

~~Charter Township of Texas~~

~~Township of Brady~~

~~Township of Pavilion~~

~~Township of Richland~~

~~Township of Ross~~

~~Township of Schoolcraft~~

~~Kalamazoo County Board of Commissions~~

~~Board of County Road Commissioners of Kalamazoo County~~

~~Public transportation authorities formed pursuant to the laws of the State of Michigan, which service any part of the Study Area.~~

Appendix B

Standing Non-Voting Members

Federal Highway Administration
Federal Transit Administration
~~Federal Aviation Administration~~

~~Village of Augusta~~
~~Village of Climax~~
~~Village of Richland~~

~~Alamo Township~~
~~Charleston Township~~
~~Climax Township~~
~~Prairie Ronde Township~~
~~Wakeshma Township~~

~~Southeentral Michigan Planning Council~~

~~Kalamazoo Area Transportation Study Citizens Advisory Committee~~

~~Kalamazoo Area Transportation Study Technical Committee Chairperson~~