

1 **CHITTENDEN COUNTY METROPOLITAN PLANNING ORGANIZATION**
2 **BY-LAWS**

3
4 **1. ENABLING LEGISLATION**
5

6 These by-laws shall regulate and govern the affairs of the Chittenden County Metropolitan
7 Planning Organization (CCMPO). The CCMPO was designated by the Governor of Vermont on
8 June 10, 1983 pursuant to Federal Highway Act of 1962, as amended (23 U.S.C. 101 et. seq.);
9 the Urban Mass Transportation Act of 1964, as amended (49 U.S.C. 1601 et. seq.); and by
10 agreements dated April 20, 1983 and January 28, 1998.

11
12 In an agreement dated January 28, 1998 the CCMPO added membership to include the nine rural
13 communities formerly members of the Rural Planning Organization. The CCMPO shall
14 encompass all cities, towns and the village in Chittenden County.

15
16 **2. PURPOSE**
17

18 The purpose of the CCMPO is to provide a forum for the development of regional transportation
19 policies for Chittenden County and to act as a vehicle to coordinate the implementation of these
20 policies.

21
22 **3. VOTING MEMBERSHIP & ITS DUTIES AND RESPONSIBILITIES.**
23

24 The voting membership of the CCMPO shall be:

25 Town of Bolton	City of Burlington
26 Town of Charlotte	Town of Colchester
27 Town of Essex	Village of Essex Junction
28 Town of Hinesburg	Town of Huntington
29 Town of Jericho	Town of Milton
30 Town of Richmond	Town of St. George
31 Town of Shelburne	City of South Burlington
32 Town of Underhill	Town of Westford
33 Town of Williston	City of Winooski

34 plus the Vermont Agency of Transportation.
35

36 Consonant with its purpose, the CCMPO will have the following duties and responsibilities:
37

- 38 A. Set policy to insure the requirements of Federal transportation law are met.
39
- 40 B. Develop transportation plans and/or plans to manage transportation demand in order
41 to assure that the development of transportation facilities and programs takes place in an
42 orderly fashion that is environmentally sound, economically efficient, and in line with the
43 policies of the involved municipalities.
44
- 45 C. Coordinate and prioritize transportation projects to be implemented with Federal
46 and/or State assistance.
47
- 48 D. Monitor and participate in transportation policy making activities with the Vermont
49 Agency of Transportation and the transportation or other relevant committees of the
50 Vermont General Assembly.

- 1
2 E. Develop an annual Unified Planning Work Program (UPWP), annually review and/or
3 update the Transportation Improvement Program (TIP) and the Metropolitan
4 Transportation Plan (MTP).
5
6 F. Develop public transit and multi-modal plans.
7
8 G. Adopt and utilize a Public Involvement Plan.
9
10 H. Perform, or cause to be performed, the necessary administrative and technical
11 activities needed to accomplish the above listed functions.
12
13 I. Employ an executive director and approve employee compensation and benefits.
14
15 J. Member communities provide local match funds for CCMPO programs funded in the
16 annual work program under State and Federal law. Communities shall be assessed
17 their reasonable fair share based on their community's proportional equalized
18 education grand list of the CCMPO region. The most current data available for this
19 grand list shall always be utilized in this distribution.
20

21 **4. APPOINTMENT OF REPRESENTATIVES & TERM OF OFFICE**

22

23 Each member municipality's legislative body shall appoint a representative on the CCMPO and
24 that representative's alternate, with the alternate having voting privileges in the absence of the
25 representative. Representatives and alternates shall serve at the pleasure of their respective
26 legislative bodies and may be removed during their term. The term of the representatives and
27 alternates will be for two years beginning July 1st. Communities whose beginning letter falls
28 between A through K shall appoint a representative in even numbered years; and, communities
29 whose beginning letter falls from L through Z shall appoint a representative in odd numbered
30 years. Appointments by legislative bodies to fill a vacancy shall be for the unexpired term. The
31 Vermont Secretary of Transportation or his/her designated alternate will represent the State of
32 Vermont Agency of Transportation.
33

34 **5. NON-VOTING, EX-OFFICIO MEMBERS AND THEIR ROLE**

35

36 The CCMPO shall include as non-voting, ex-officio members a representative of each of the
37 following:

- 38 a. Chittenden County Transportation Authority
39 b. Vermont Transportation Authority
40 c. Burlington International Airport Commission
41 d. Chittenden County Regional Planning Commission
42 e. The railroad industry
43 f. Affected Federal agencies such as Federal Highway Administration and Federal Transit
44 Administration.
45

46 The role of the non-voting, ex-officio members is to advise the CCMPO concerning matters of
47 policy.
48

6. STAFF

- 1) Executive Director who shall:
 - a) Be responsible to the CCMPO.
 - b) Carry out all aspects of the regional transportation planning program.
 - c) Manage contracts with consultants for the purpose of implementing the duly adopted Unified Planning Work Program.
 - d) Recommend changes to the bylaws, etc. to reflect the passage of new Federal or state legislation.
 - e) Be responsible for the office.
 - f) Hire and manage staff.
 - g) Be in charge of all general correspondence of the CCMPO.
 - h) Assist the Secretary-Treasurer, and in this capacity shall be responsible for:
 - i) keeping minutes of regular and special meetings of the CCMPO
 - ii) notifying members of their election to office or appointment to committees
 - iii) receiving all money due the CCMPO
 - i) Prepare an annual UPWP, including estimated revenues and expenditures, for the fiscal year to be reviewed by the Executive Committee of the CCMPO prior to submission for approval by the full Board
 - j) Disburse the funds in accordance with the budget and as authorized by the Secretary-Treasurer, and
 - k) Keep accounts which shall at all times be open to inspection by the Members
 - l) Undertake such other duties as the CCMPO shall assign.
- 2) Job descriptions and responsibilities for additional staff shall be on file.

7. OFFICERS & EXECUTIVE COMMITTEE

The CCMPO shall annually elect three officers, a Chair, Vice-Chair, and Secretary/Treasurer. Officers may be nominated by a nominating committee appointed by the Chair or from the floor. The election shall take place at the MPO's June Meeting, with the new term beginning July 1st of that year and ending June 30th of the subsequent year.

A) As a qualification for office, the Chair shall have served at least one year as a representative on the CCMPO. The Chair shall have the power to call special meetings, and establish agendas, preside over CCMPO meetings and, with concurrence of the CCMPO, establish and appoint committees and their members. The CCMPO will have at least those advisory committees delineated in Article 13 of these by-laws.

B) The Vice-Chair shall serve in the absence of the Chair, and in his/her absence have the same powers as the Chair.

C) The Secretary/Treasurer shall be responsible for such secretarial and financial duties as are customary to the office.

The purpose of the Executive Committee shall be to facilitate the administration of the CCMPO, ensure that policy and planning recommendations are brought before the Board, and ensure that the decisions of the CCMPO are implemented.

The Executive Committee shall be subject to the orders of the CCMPO voting membership, and none of its acts shall conflict with action taken by the CCMPO. The duties of the Executive Committee will include, but not be limited to, the following:

- 1
- 2 (1) to ensure that the instructions of the CCMPO voting membership are carried out;
- 3
- 4 (2) to oversee the affairs of the CCMPO between its regular meetings and to act on behalf of the
- 5 CCMPO Board in emergencies. An emergency is defined as an action required to carry out
- 6 the responsibilities of the CCMPO, when waiting for a regular board meeting would
- 7 jeopardize the CCMPO's ability to carry out its responsibilities.
- 8
- 9 (3) to determine, with the assistance of the Executive Director and the UPWP Committee, the
- 10 Unified Planning Work Program scope and content, and to transmit it to the CCMPO for final
- 11 approval;
- 12
- 13 (4) to oversee the operating expenditures of the CCMPO as recommended by the Executive
- 14 Director;
- 15
- 16 (5) to recommend the annual budget of the CCMPO as drafted by the Executive Director and to
- 17 transmit it to the CCMPO for approval;
- 18
- 19 (6) to determine, with the assistance of the Executive Director, general personnel policies of the
- 20 CCMPO, including salary categories and amounts, vacation times, and other matters which
- 21 would tend to promote good working conditions and morale among the CCMPO staff;
- 22
- 23 (7) to employ and annually review an Executive Director, subject to CCMPO approval;
- 24
- 25 (8) to submit a written report of its activities and/or minutes prior to each CCMPO meeting;
- 26

27 The members of the Executive Committee shall consist of six members: the Chair, Vice-Chair,
28 Secretary-Treasurer, immediate past Chair and two At-Large members elected at the
29 organizational meeting. The Executive Committee shall include representation from both the
30 large and the small communities. No one individual shall serve more than a total of five
31 consecutive years on the Executive Committee, with the exception of someone serving in the
32 capacity of immediate past chair or in the role of Vice Chair in the fifth year of service, in which
33 case the individual may serve an additional year if elected as Chair.

34
35 Officers of the CCMPO will serve on the Executive Committee in accordance with their
36 respective terms of office. The At-Large Members of the Executive Committee shall be elected
37 each year for a one-year term commencing after the July 1st of that year. In the event of a
38 vacancy between annual elections, the CCMPO shall elect an At-Large Member of the Executive
39 Committee to serve until the next organizational meeting. Members of the Executive Committee
40 may be nominated by a Nominating Committee that has been appointed by the Chair or may be
41 nominated from the floor, and elected by the CCMPO as a whole at the organizational meeting.

42
43 The duly elected CCMPO Chair, Vice-Chair, and Secretary-Treasurer shall also serve as officers
44 of the Executive Committee.

45
46 Meetings will be held, at a minimum, in advance of the regular meeting of the CCMPO. Special
47 meetings can be called at the request of the Chair or the Executive Director. A quorum to
48 conduct business shall consist of four members. Notices of Executive Committee meetings shall
49 be sent to all members of the CCMPO.

8. MEETING PROCEDURE

The rules of procedures of the CCMPO shall be Robert's Rules of Order. These procedures will be followed except where superseded by these by-laws.

Members will be sent their meeting notification, agendas, and appropriate documents at least one week prior to the actual meeting date, except in the case of special meetings. Special meetings may be called by the Chair or by a combined group of 50 percent or more of the voting members. The CCMPO Board will employ a "Consent Agenda" process when appropriate for expediting minor administrative actions related to the efficient operation of the CCMPO and the management of CCMPO programs and documents (e.g., the TIP). Any administrative change to CCMPO documents, policies, or procedures, other than a "major amendment" as defined in Section 12 of these by-laws, may be identified and included in the Consent Agenda element of the full agenda for a regularly-schedule Board meeting. Each such administrative change listed in a Consent Agenda will include information pertaining to:

1. Project Name & CCMPO Project Number (if applicable)
2. Municipality(ies) affected (if applicable)
3. Brief description of the change
4. Reason for the change
5. Description of funding change (if applicable)
6. Name of requesting agency and/or municipality(ies) (if applicable)
7. Date request for change received
8. Date request for change approved

At the beginning of each Board meeting, under the "Changes to the Agenda" item, the Chair will entertain requests from any Board member to move individual Consent Agenda items to the Deliberative Agenda for discussion and action. The Board will then act on the Consent Agenda. If a Consent Agenda item is moved to the Deliberative Agenda for discussion and action, Board members will have the opportunity to request additional information on the item from staff, municipalities, and/or agencies, as appropriate. The Board may then (1) move and vote to approve the item moved from the Consent Agenda to the Deliberative Agenda, at which time the subject administrative change becomes effective, or (2) move and vote to send the change to the appropriate body (e.g., Executive Committee, TAC, or staff) for further review and recommendation.

9. FISCAL YEAR & MEETING DATES

The CCMPO fiscal year shall be July 1st through June 30th.

The Annual Meeting shall be set by the Executive Committee and affirmed by the CCMPO Board.

The June Meeting of the MPO shall each year include the election of the organizations Officers and the Executive Committee.

The CCMPO board shall establish the day, time, and location of the CCMPO regular meetings annually, with the Chair calling special meetings. Meetings of the CCMPO shall be conducted at least quarterly.

1 **10. QUORUM & VOTING**

2
3 The voting power of the CCMPO shall consist of a total of 24 votes apportioned as follows:
4

Municipality	Votes	Municipality	Votes
Bolton	1	Burlington	4
Charlotte	1	Colchester	2
Essex	1	Essex Junction	1
Hinesburg	1	Huntington	1
Jericho	1	Milton	1
Richmond	1	St. George	1
Shelburne	1	South Burlington	2
Underhill	1	Westford	1
Williston	1	Winooski	1
VTrans	1		

5
6 A majority of the voting power (i.e. 13 of 24 votes) shall constitute a quorum for the transaction
7 of business at meetings.

8
9 Motions, other than those to adopt or make major amendments to the Transportation
10 Improvement Program (TIP), the Unified Planning Work Program (UPWP), and the
11 Metropolitan Transportation Plan (MTP), shall be carried by a simple majority of the voting
12 power present after having established a quorum.

13
14 When the CCMPO votes to adopt or make major amendments to the Transportation
15 Improvement Program (TIP), the Unified Planning Work Program (UPWP), the MTP, a
16 Memorandum of Understanding with the VTrans, Board Policies, or the Bylaws, a majority of
17 the voting power (i.e. 13 of 24 votes) and a majority of the municipalities (10 of 18) is required
18 to amend or adopt.

19
20 Notwithstanding the need to make adjustments as a result of official corrections to the decennial
21 census, the CCMPO shall review, and amend as it deems appropriate, its voting mechanisms and
22 voting distribution within one year of the publication of each decennial census.

23
24 **11. ADOPTION OR AMENDMENT FOR MPO DOCUMENTS.**

25
26 Before the CCMPO may adopt or make other than minor amendments or administrative changes
27 to the Transportation Improvement Program (TIP), the Unified Planning Work Program
28 (UPWP), the Metropolitan Transportation Plan (MTP), a Memorandum of Understanding with
29 the VTrans, or the Bylaws, a minimum of fifteen days notice shall be given to the member
30 municipalities’ legislative bodies by delivery of a copy of the full text of the document to be
31 adopted or amended, as well as the public hearing notice. In addition, notice of the public
32 hearing shall be published in a newspaper of general circulation not less than fifteen (15) days
33 prior to the scheduled vote. This published notice shall include locations where the public shall
34 have access to the proposed documents for review. At a minimum, the locations will include the
35 CCMPO office and the municipal offices of the CCMPO member communities.

36
37 Minor amendments to the UPWP, such as reallocating dollars between approved tasks, can be
38 done with CCMPO board approval, without a public hearing.

1
2 The CCMPO board shall adopt a Board Policy to amend the TIP. This Board Policy shall be
3 adopted at a regular meeting of the CCMPO board. Before the CCMPO may adopt such
4 policies, a minimum of fifteen days notice shall be given to the member municipalities'
5 legislative bodies by delivery of a copy of the full text of the document to be adopted or
6 amended.

7
8 No person shall challenge the validity of the TIP, the UPWP, or MTP as adopted according to
9 this article, for procedural defects, after thirty (30) days following the day on which it was
10 adopted.

11 **12. STANDING COMMITTEES**

13
14 There shall be five standing committees of the MPO as described herein. All CCMPO board
15 members are encouraged to participate in a minimum of at least one standing committee.

- 16
17 A. There will be a standing committee, which will be called the Transportation Advisory
18 Committee (TAC)

19
20 The TAC will review and make recommendations to the CCMPO on transportation planning
21 efforts in the Chittenden County area. Staff shall be responsible for having the TAC develop
22 and review documents, amendments, and reports in a timely fashion. All recommendations
23 to the CCMPO Board will be presented by staff, through the Executive Director with a
24 written record of recommendations by the TAC, and/or a formal recommendation signed by
25 the TAC chair.

26
27 This committee will include representatives from the eighteen CCMPO communities,
28 Burlington International Airport Commission, Campus Area Transportation Management
29 Association (CATMA), Chittenden County Transportation Authority, Vermont
30 Transportation Authority, Chittenden County Regional Planning Commission, Special
31 Services Transportation Agency, the Vermont Agency of Transportation and representatives
32 appointed by the MPO Chair from each of the following interest groups:

- 33 1. Business Community 6. Pedestrian/Biking Community
34 2. Disabled Community 7. Private and inter-city bus providers
35 3. Elderly Community 8. Rail Industry
36 4. Environmental Comm. 9. Trucking industry
37 5. Freight shippers and receivers

38
39 Additionally, the TAC shall include one member of the CCMPO Board, who shall represent
40 the interests and view of the Board, for the purpose of assuring that the flow of information
41 and knowledge between the Board and TAC is consistent in both directions. This member
42 shall be appointed by the Chair of the CCMPO Board.

43
44 The terms of all TAC members will be for two years beginning July 1st, so that communities
45 whose beginning letter falls between A and K and interest groups 1-5 shall appoint a
46 representative in odd numbered years and communities whose beginning letter falls from L
47 through Z and interest groups 6-9 shall appoint a representative in even numbered years.
48 Appointments to fill a vacancy shall be for the unexpired term.
49

1 It is recommended that not every member of the TAC be required to review every request or
 2 report coming before the TAC, but that the Chair of the TAC, with the assistance of staff,
 3 appoint a sub-committee of 5 or more members of those municipal or special interest
 4 representatives having the greatest interest and/or expertise.

5
 6 Voting on the TAC will be by majority vote of the members present and voting upon a
 7 quorum being established. A presence of 9 members of the 35 member TAC shall constitute
 8 a quorum for transaction of business. The TAC shall meet monthly or as needed. The
 9 Transportation Advisory Committee shall annually elect a Chair and Vice-Chair.

10
 11 The TAC shall have the following roles and responsibilities:

12
 13 **The Transportation Advisory Committee may review and make recommendations to the**
 14 **CCMPO on:**

- 15
 16 1. Updates, revisions and amendments to the Metropolitan Transportation Plan.
 17 2. Contents of the annual Transportation Improvement Program update.
 18 3. Technical planning/engineering studies to be considered in the Unified Planning Work
 19 Program.
 20 4. Completed scoping reports and planning studies.
 21 5. The development and implementation of the Public Involvement Plan.
 22 6. Any other activities as requested by the CCMPO Board.

23
 24 **The TAC, without CCMPO approval, may:**

- 25
 26 1. Oversee selection of consultants to be retained for CCMPO technical work based on a
 27 recommendation of the Selection Committee after review of proposals.
 28 2. Evaluate and prioritize technical assistance from the CCMPO members.
 29 3. Review and suggest revisions to all staff and consultant technical assistance work.
 30 4. Establish subcommittee(s) to address significant areas of interest

- 31
 32 B. There will be a standing committee called the Unified Planning Work Plan
 33 Committee (UPWPC)

34
 35 The UPWPC will be responsible to provide recommendations to the Board for the
 36 development of the annual work plan, sometimes known as the Unified Planning Work
 37 Program (UPWP). Further the UPWPC will assist the board by developing and modifying
 38 appropriate indicators to track progress of the CCMPO in accomplishing its work plan.
 39

40 Staff shall be responsible for having the UPWPC develop and review documents,
 41 amendments, and reports in a timely fashion. All recommendations to the CCMPO will be
 42 presented by staff, through the Executive Director with a written record of recommendations
 43 by the UPWPC.

44
 45 Membership on the UPWPC will be approved on a yearly basis by the CCMPO Board, with
 46 membership generally consisting of the following categories:

- 47
 48 ○ 3 Board members
 49 ○ 2 TAC members
 50 ○ 3 – 5 Interest related or public members

- 1 ○ VTrans
- 2 ○ FHWA (ex-officio)
- 3 ○ CCTA (ex-officio)_
- 4 ○ CCRPC (ex-officio)

5
6 The UPWPC shall fulfill the following responsibilities:

- 7 ○ Develop draft UPWP for consideration by the board
- 8 ✍ On an annual basis, develop draft annual work plan for the organization
- 9 ✍ Provide input to the organization in developing performance indicators
- 10 and tracking same
- 11 ○ Develop policy recommendations for consideration of the Board

12
13 C. There will be a standing committee called the Metropolitan Transportation Plan

14 Committee (MTPC)

15
16 The MTPC will be responsible to provide recommendations to the Board for the

17 development of the Metropolitan Transportation Plan for the region, sometimes known as the

18 Long Range Plan. Further the MTPC will assist the board by providing input to the other

19 standing committees and Board to assure that recommended activities identified in the MTP

20 are considered in the development of the annual work plan, TIP and other such

21 implementation related tools of the CCMPO.

22
23 Staff shall be responsible for having the MTPC develop and review documents, amendments,

24 and reports in a timely fashion. All recommendations to the CCMPO will be presented by

25 staff, through the Executive Director with a written record of recommendations by the

26 MTPC.

27
28 Membership on the MTPC will be approved on a bi-annual basis by the CCMPO Board, with

29 membership generally consisting of the following categories:

- 30 ○ 3 Board members
- 31 ○ 2 TAC members
- 32 ○ 5 - 9 Interest related or public members
- 33 ○ VTrans
- 34 ○ FHWA (ex-officio)
- 35 ○ CCTA (ex-officio)_
- 36 ○ CCRPC (ex-officio)

37
38
39 The MTPC shall fulfill the following responsibilities:

- 40 ○ At a minimum of every five years develop a new or updated Metropolitan
- 41 Transportation Plan
- 42 ○ Develop policy recommendations for consideration of the Board
- 43 ○ Provide guidance to UPWP and TIP related to issues or projects that arise from
- 44 the long term planning.
- 45 ○ Coordinate activities with TAC to assure all are informed and the opportunity for
- 46 consistent recommendations to Board are achieved

47
48 D. There will be a standing committee called the Public Transportation Committee

49 (PTC)

50

1 The PTC will be responsible to provide recommendations to the Board for the development
2 of a comprehensive public transportation system in the region. This work will include
3 understanding the necessary components of such a public transit system as well as
4 developing funding models and indicators of success.

5
6 Staff shall be responsible for having the PTC develop and review documents, amendments,
7 and reports in a timely fashion. All recommendations to the CCMPO will be presented by
8 staff, through the Executive Director with a written record of recommendations by the PTC.

9
10 Membership on the PTC will be approved on a bi-annual basis by the CCMPO Board, with
11 membership generally consisting of the following categories:

- 12
- 13 ○ 3 Board members
- 14 ○ 2 TAC members
- 15 ○ 3 – 7 Interest related or public members
- 16 ○ VTrans
- 17 ○ SSTA or para-transit provider (ex-officio)
- 18 ○ CCTA (ex-officio)_
- 19 ○ CCRPC (ex-officio)
- 20

21 The PTC shall fulfill the following responsibilities:

- 22 ○ Develop policy recommendations related to the public transportation system(s) in
23 the region
 - 24 ✍ How to improve the system
 - 25 ✍ How to fund the system
- 26 ○ Provide opportunity for participants to learn of existing or new issues or
27 opportunities in the public transportation sector
- 28 ○ Provide input and ideas into the MTP, TIP and or UPWP as is requested or
29 deemed relevant
- 30

31 E. There will be a standing committee called the Regional Initiatives Committee

32
33 The RIC will be responsible to provide recommendations to the Board for the development
34 of and coordination of projects and issues that are of regional significance and or require the
35 perspective that spans communities.

36
37 Staff shall be responsible for having the RIC develop and review documents, amendments,
38 and reports in a timely fashion. All recommendations to the CCMPO will be presented by
39 staff, through the Executive Director with a written record of recommendations by the RIC.

40
41 Membership on the RIC will be approved on a bi-annual basis by the CCMPO Board, with
42 membership generally consisting of the following categories:

- 43
- 44 ○ 3 Board members
- 45 ○ 3 – 5 Interest related or public members
- 46 ○ VTrans
- 47 ○ FHWA (ex-officio)
- 48 ○ CCTA (ex-officio)_
- 49 ○ CCRPC (ex-officio)
- 50

- 1 The RIC shall fulfill the following responsibilities:
- 2 o Provide interface between the Board and work groups and functions related to
- 3 issues that cut across the region.
- 4 o Develop policy recommendations for consideration of the Board
- 5 o Provide guidance to MTP, UPWP and TIP related to issues or projects of a
- 6 regional nature.
- 7 o Coordinate activities with TAC to assure all are informed and the opportunity for
- 8 consistent recommendations to Board are achieved

9

10 F. The Board may designate other advisory committees.

11

12 Adopted by the Chittenden County Metropolitan Planning Organization July 15, 1983.

13 Amended March 16, 1984, December 17, 1984, May 28, 1985, July 23, 1985, July 11, 1988,

14 April 17, 1990, August 25, 1993, January 28, 1998, March 17, 1999, December 18, 2002, July

15 21, 2004, and [MONTH], [DATE], 2007.