

**BY-LAWS
OF THE
FAYETTE/RALEIGH METROPOLITAN PLANNING ORGANIZATION (MPO)**

**FIRST AMENDMENT
ADOPTED NOVEMBER 22ND, 2021**

**ARTICLE I
NAME, AREA TO BE COVERED,
ESTABLISHMENT AND AUTHORIZATION**

- Section 1. The organization shall be known as the “Fayette/Raleigh Metropolitan Planning Organization”, hereinafter referred to as the “Organization.”
- Section 2. These By-Laws, herein referred to as the “Articles” shall govern the establishment, powers, duties, purposes, and membership of the Organization,
- Section 3. The area to be included within the jurisdiction of the Organization shall be the entire area designated by the Governor of the State of West Virginia based upon the determination by the U.S. Bureau of Census as an Urbanized Area (23 CFR 134(b)(6)) and any other property within the identified County Planning Areas, and referred to as “region.”
- Section 4. This Organization is organized to fulfill the requirements governing urban transportation planning under Federal Highway Administration Regulations title 23 CFR, Part 450, subpart C, and Federal Transit Administration program regulations title 49 CFR, Part 613, subpart A to implement 23 U.S.C. §134-135 and 49 U.S.C. §303.
- Section 5. Said Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Organization

shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by a Organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II PURPOSE, POWERS AND DUTIES

- Section 1. The Organization, as a condition of the receipt of Federal capital or operating assistance, is required to have a continuing, cooperative, and comprehensive transportation planning process that results in plans and programs consistent with the planned development of the region.
- Section 2. The Organization shall develop long-range transportation plans and transportation improvement programs for the region. In so doing, the Organization may make studies, maps, plans, and other reports relative to the region and shall recommend procedures and policies to the appropriate authorities, based on physical, social, economic, and governmental conditions and trends, to promote the coordinated development of the region and the general health, welfare, convenience, and prosperity of the people of the region. Such planning and coordination may reflect the following planning criteria:
- A. Goals, objectives, standards, and principles for the development of the region;
 - B. The distribution and intensity of general land use and open space;
 - C. The general circulating pattern for the region, including land, water and air transportation, communication facilities and continuing comprehensive transportation planning;
 - D. The general location, character, and extent of public and private works and facilities which are area-wide or regional, as distinguished from purely local, concern;

- E. Long-range transportation planning, programming and financing of capital projects and facilities;
- F. Support the economic vitality of the metropolitan area, especially by enabling global competitiveness, productivity and efficiency;
- G. Increase the safety and security of the transportation system for motorized and non-motorized users;
- H. Increase the accessibility and mobility of people and freight;
- I. Protect and enhance the environment, promote energy conservation, improve the quality of life and promote consistency between transportation improvements and state and local planned growth and economic development patterns;
- J. Enhance the integration and connectivity of the transportation system across and between modes for people and freight;
- K. Promote efficient system management and operation; and
- L. Emphasize the preservation of the existing transportation system.

Section 3. The Organization shall:

- A. Review plans and proposals for projects and programs of interstate or regional significance which may be proposed by others;
- B. Review and make recommendations concerning administrative and regulatory measures to implement area-wide or regional transportation plans;
- C. Review and make recommendations concerning effective utilization of such federal and state assistance as may be available on a regional basis or as may have a regional impact;
- D. Collect, analyze, and report on statistics and other information concerning traffic, housing, population, and social, economic, and physical conditions of the region;
- E. Conduct necessary investigations and research, and cooperate with other public and private agencies or persons to conduct such investigations or research on planning problems affecting the region;
- F. Make recommendations to governmental bodies within the region for such actions as are necessary and proper to further the coordinated development of the region; and

G. Exercise such other powers as are necessary and proper to further the coordinated development of the region.

Section 4 The following principles may inform the Organization's decision making process pertaining to transportation planning in the region:

- A. Emphasis on a holistic approach give priority to community livability when making tradeoffs among transportation choices, economic forces, and community concerns;
- B. Use of open and inclusive processes, providing an opportunity for all parties and stakeholders to engage in the issues and influence outcomes;
- C. Flexibility and adaptability to respond to changing conditions and unforeseen events;
- D. Informed and transparent decision making in which decision are made openly and based on the best information and analysis available;
- E. Public education to support innovation, consensus-building, and continuing investment; and
- F. The goal of a coordinated transportation system which is safe, responsive, and sustainable for all citizens.

ARTICLE III
MEMBERSHIP,
REPRESENTATION AND VOTING

Members of the Organization's Policy Committee shall be the only voting members of the Organization and shall be designated by the government agencies located within Urban Area as defined by the 2010 census and representatives of multi-modal transportation agencies.

Section 1. Organization Policy Committee member representation shall be as follows:

- A. One representative of the City of Beckley;
- B. One representative of the Town of Sophia;
- C. One representative of the Town of Mabscott;
- D. One representative of the County of Raleigh;
- E. One representative of the County of Fayette;
- F. One representative of the City of Oak Hill;
- G. One representative of the Town of Mt. Hope;
- H. One representative of the Town of Fayetteville;
- I. One representative of the Region 1 Planning & Development Council;
- J. One representative of the Region 4 Planning & Development Council;
- K. One representative of the New River Transit Authority; and
- L. One representative of the West Virginia Department of Transportation.

Section 2. Representative appointments shall be made within thirty (30) days after official notice has been sent of a vacancy on the board. Written notice of all said appointments shall be given to the Chairman, who shall in turn notify each representative of the date, time, and place of the organizational meeting at least five (5) days prior thereto.

Section 3. Members serving by virtue of their being elected to public office shall serve the Organization for the term of their elected office. When the elected official's term of office expires, the vacancy shall be filled by the next duly elected official or his/her appointee appointed by that governing body.

ARTICLE IV
ORGANIZATION – OFFICERS AND DIRECTORS

- Section 1. The Mayor of Beckley or their representative will be the Chairperson, and the Mayor of Oak Hill or their representative will be the Vice-Chairperson. The Vice-Chairperson shall have the authority to act as Chairperson of the Organization during the absence or disability of the Chairperson. If the Chairperson resigns, the Vice-Chairperson shall perform the duties of the Chairperson until a new Chairperson is elected.
- Section 2. The Chairperson shall preside at all meetings and public hearings of the Organization and, in general, act as spokesperson for, and provide general leadership for the Organization.
- Section 3.
- Section 4.
- Section 5. The position of Director shall be jointly held by the Directors of Region 1 and Region 4 Planning and Development Council or either as designated by the Organization. . The Organization shall contract for the staff services of the Region 4 and Region 1 Planning and Development Councils, who may act as support staff for the Organization The duties of the Director include responsibility for the maintenance of Organization Records including financial records, minutes of meetings, and other records as required by local, state or federal agencies. The Director shall execute contracts approved by the Organization in the absence of an Officer. The Director shall develop a budget annually.. The Director may approve expenditures for activities approved by the Organization. The Director shall be appointed by a minimum of two-thirds vote and shall serve until such time as he/she shall be removed by a minimum two-thirds vote or he/she shall submit a letter of resignation to the Chairperson.
- Section 6. The Organization may employ or contract with engineers, planners, consultants, and other professionals to complete the Organization goals, subject to any limitations set forth in Section 8-26-5 of the West Virginia Code.

ARTICLE V
ADMINISTRATION AND VOTING

- Section 1. Regular meetings of the Organization shall be held at least quarterly at a time and place to be designated by the Chairperson. A quorum shall consist over fifty percent (50%) of those voting members or properly designated proxies present and voting where proper notice has been given. Designated proxies must be identified by the official member and submitted to the Chairperson prior to the meeting. Proxies must be elected or appointed from the same agency as the voting member principal or from Organization staff.. Special meetings shall be at the call of the Chairperson. Proper notification shall constitute notice seven(7) days before regular meetings and twenty-four (24) hours verbal or electronic notice before special meetings. Meetings may be held by Conference call on a speakerphone or by teleconference in a location open to and accessible to the public. Members may attend and vote via teleconference and such participation of a member shall be considered when determining a quorum. When the Chairperson deems appropriate, the members may vote on a given issue via electronic mail vote.
- Section 2. Meetings shall be conducted in accordance with Roberts' Rules of Order.
- Section 3. Voting on all matters shall require a majority vote of members present.
- Section 4. As a publicly funded entity, all meetings of the Organization and its committees shall be subject to compliance with the Open Government Proceeding Act as cited in W.Va Code §6-9A-1, *et seq.* Subject to rules promulgated by the organization, public comment shall be permitted at all meetings of the Organization.

ARTICLE VI FINANCIAL OBLIGATIONS

- Section 1. The cost of maintaining the Organization shall be assumed by the Fayette-Raleigh Metropolitan Planning Organization.
- Section 2. The fiscal year of the Organization begins on July 1 of each year and ends on June 30 of each year.
- Section 3. The Organization is authorized to receive and expend any funds, or other assistance made available by Federal or State governments, or any of their agencies or from individuals or foundations; and may enter into agreements or contracts for the purposes of receiving and using Federal or State grants.
- Section 4. At the close of each fiscal year, the Organization shall arrange for an audit of its financial affairs, and within sixty (60) days after the end of such fiscal year shall furnish an itemized account of its receipts and disbursements to the governing bodies of all member government units.
- Section 5. Quarterly financial reports shall be provided by the Organization to the representative(s) of the governing bodies of all member government units.

ARTICLE VII COMMITTEES

- Section 1. The Organization may designate certain Advisory Committees which shall be classified as Advisory Committees for the purpose of assisting the Organization in select phases of its operation. The chairpersons of these committees shall be selected by the Organization. The Organization shall appoint members and a chairperson of a committee may appoint additional members. Committee Members may include persons with special expertise from the general public. The chairperson of each committee shall attend meetings of the Organization. Chairperson positions shall be reviewed annually.
- Section 2. The Executive Committee shall be a Standing Committee consisting of the representatives of: Fayette County, Raleigh County, City of Beckley, City of Oak Hill, and the Executive Directors of Region I and Region IV Planning and Development Councils. When requested by the Organization, this committee shall be responsible for reviewing a suggested annual budget to the Organization. All matters of financing will be subject to review and comment by this Standing Committee.

Section 3. The Technical Advisory Committee (TAC) shall be a Standing Committee consisting of the representatives of: MPO Policy Committee, the County EDA representatives, Raleigh County Chamber of Commerce, Fayette County Chamber of Commerce, Mountain Transit Authority, Raleigh Airport Authority, Local WV Department of Highway Districts, Local Planners, the University of Charleston and other such persons and/or organizations as appointed by the Policy Committee of the Organization. The Director will act as Chairperson of the Committee. This Committee will make technical recommendations to the Organization's governing Board. Items to be reviewed by the Committee may include but not be limited to: long range transportation plans, short range transportation plans, corridor studies, multi-modal transportation plans, Unified Planning Work Program, grant applications to be submitted to the West Virginia Department of Transportation (WVDOT), Transportation Improvement Programs, and other documents to be submitted to the WVDOT or Federal agencies. The Committee shall also work to coordinate the activities of member governments and the WVDOT as possible.

ARTICLE VIII AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds (50%) vote of the Organization members present at any legally constituted meeting provided that such proposed amendments be stated in writing and mailed to the membership ten (10) days prior to such meeting.

ARTICLE IX TERMINATION, DISPOSAL OF PROPERTY, AND WITHDRAWAL

Section 1. Termination of the Organization shall be by a vote of two-thirds (2/3) of the voting members, or if the Organization should cease to exist for any other reason, then all of the assets of the Organization shall be converted into cash, all liabilities of the Organization satisfied, and any remaining assets disbursed to the participating member governments in the same proportion that the annual contributions were made to the Organization; provided the recipients of such assets qualify pursuant to the requirements of Section 2, below.

Section 2. Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such corporations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X EFFECTIVE DATE

These by-laws shall become effective and in full force upon the adoption as a binding agreement among and between all of the parties hereto, when it has been executed by said parties.

Executed this the day of, 2021.

Chairperson

Vice-Chairperson