

**CHARTER AGREEMENT  
OF THE  
HAMPTON ROADS PLANNING DISTRICT COMMISSION**

This Charter Agreement to organize a planning district COMMISSION is made as of the 1st day of July, 1990, by and between the undersigned governmental subdivisions as authorized by the Virginia Area Development Act. (Title 15.1, Chapter 34, 515.1-1400, et seq., VA Code Ann., (1950), as amended);

NOW THEREFORE, it is agreed that:

**ARTICLE I**

**ORGANIZATION**

1. Name. The name of this organization shall be the Hampton Roads Planning District Commission (the "COMMISSION").
2. Principal Office. The principal office of the COMMISSION shall be in Chesapeake, Virginia. The location of the principal office may be changed by the concurrence of the COMMISSION.
3. Effective Date of Organization. The effective date of organization shall be July 1, 1990 or upon the date as of which the Virginia Department of Housing & Community Development declares that Planning Districts Twenty and Twenty-One are merged, whichever occurs later.

**ARTICLE II**

**MEMBERSHIP**

1. Method of Appointment. Members of the COMMISSION shall be appointed by the respective governing bodies (the "Governing Bodies") of those governmental subdivisions which are parties to this Charter Agreement (the "Subdivisions").
2. Composition. The Governing Bodies shall appoint members to the COMMISSION on the following basis:
  - (a) Each Subdivision shall be entitled to two (2) initial members;

(b) Each Subdivision with a population greater than or equal to 100,000 and less than 200,000 shall be entitled to one additional member, for a total of three. Each Subdivision with a population greater than or equal to 200,000 but less than 300,000 shall be entitled to three additional members, for a total of five. Each Subdivision with a population greater than or equal to 300,000 shall be entitled to five additional members for a total of seven. Of the two initial members, one shall be an elected official of the Subdivision, and one shall be the Chief Administrative Officer of the Subdivision. At least one-half of the additional members for each Subdivision shall be elected official of the Subdivision.

3. Basis for Representation. The population on which representation on the COMMISSION is based shall be established annually by the COMMISSION, using the most recent United States Census at the time at which any provision dependent upon population is being applied, or the time as of which it is being construed, unless there is available a final annual estimate of population prepared by the Center for Public Service, the University of Virginia, in which even that estimate shall govern. If a Subdivision is determined to be entitled to increased membership on the COMMISSION, such increase shall become effective on the 1st of July immediately following such determination.

4. Term. Of the first members appointed to the Commission, one-half (1/2) of the members from each Subdivision shall be appointed for one year terms and the remaining half shall be appointed for two year terms. Where the number of members representing a Subdivision is not divisible by two, then the Subdivision shall appoint the extra member to a two-year term. The term of appointment for all subsequent members shall be two (2) years. This section intends as near as possible to have such Subdivision appoint one-half of its representation annually. Any additions to or reductions in representation on the COMMISSION shall be carried out in accordance with the stated intent of this section.

5. Vacancies. Any member of the COMMISSION may be removed from office at any time, with or without cause, by the Governing Body that appointed the member. Any COMMISSION member who is an elected representative of the Subdivision shall be removed immediately upon the termination of his employment by the Subdivision. Vacancies on the COMMISSION shall be filled for the unexpired portion of the term in the same manner as the original appointment was made.

6. Voting. Each member of the COMMISSION shall have one equal vote in all matters before the COMMISSION.

## **ARTICLE III**

### **OFFICERS**

1. Officers. The Officers of the COMMISSION shall consist of a Chairman, a Vice-Chairman and such other officers as may be deemed advisable by the COMMISSION. The Vice-Chairman shall serve, and may also be known, as the Chairman-Elect. All officers shall be elected by the COMMISSION from amongst its members, except that it may elect a secretary and treasurer who need not be members of the COMMISSION.

2. Term of Office. All officers shall be elected for a term of one year or until their successors are elected or until they resign or are removed from office. The Chairman and Vice-Chairman must be from different Subdivisions. The Chairman and Vice-Chairman may serve not more than two (2) consecutive one (1) year terms in succession.

3. Election. Election of Officers shall be held at the annual meeting of the COMMISSION. Any vacancy occurring in an office shall be filled at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. If the vacancy occurs in the office of Secretary or Treasurer, an acting officer shall be appointed by the Chairman pending such election.

4. Bylaws. The COMMISSION may adopt bylaws and such other rules as it may deem necessary or advisable for the conduct of its business, providing they are not inconsistent with the provisions of the Charter Agreement and the Virginia Area Development Act.

## **ARTICLE IV**

### **MEETINGS**

1. Regular Meetings. The COMMISSION shall hold regular meetings at such times as the bylaws may provide or as the COMMISSION may determine.

2. Special Meetings. Special meetings will be held upon call by the Chairman and in accordance with the procedures as may be established by the bylaws or the COMMISSION.

## **ARTICLE V**

### **COMMISSION MERGER**

Upon the effective date of this Charter Agreement, Southeastern Virginia Planning District Commission and the Peninsula Planning District Commission shall merge into the

Hampton Roads Planning District Commission, which shall be the surviving entity and which shall be entitled to all the assets and shall assume all the liabilities of the two entities.

## ARTICLE VI

### **ADDITION OR WITHDRAWAL OF PARTY TO THIS CHARTER AGREEMENT**

1. Addition. Any governmental subdivision within Planning District Nos. Twenty or Twenty-One which is not a party to this Charter Agreement at the effective date hereof, may thereafter join the COMMISSION at the end of the COMMISSION'S then current fiscal year, provided that such governmental subdivision is eligible for membership and that the governing body of the governmental subdivision previous thereto adopts and executes this Charter Agreement.

2. Withdrawals. Any Governing Body may withdraw its Subdivision from the COMMISSION by submitting to the COMMISSION in writing, at least sixty days before the end of the COMMISSION'S then current fiscal year, a notice of intent to withdraw. All withdrawals shall become effective at the end of the fiscal year. A notice of intent to withdraw may be withdrawn or canceled by the Governing Body concerned at any time prior to the effective date of the withdrawal.

3. Change of Charter. Within sixty days of receipt of such notification of intent to join or withdraw, the COMMISSION shall submit a report to the remaining Governing Bodies that would recommend any modifications to the Charter Agreement or bylaws of the COMMISSION which are necessary as a result of said addition or withdrawal.

4. Assets and Liabilities. Upon withdrawal of a Subdivision from the COMMISSION, all of its interest in the assets and responsibilities for the liabilities of the COMMISSION shall cease and terminate as of the effective date of such withdrawal.

5. Operating Costs. Upon the addition of a Subdivision to the COMMISSION, its responsibilities for its pro rata share of the operation of the COMMISSION shall begin on the effective date of such addition.

## ARTICLE VII

### **FINANCES**

1. Funds. Funds for the operation and administration of the COMMISSION shall be appropriated by the participating Governing Bodies on a pro rata basis based on population of

the Subdivisions as established for purposes of representation on the COMMISSION under Article II of this Charter Agreement.

2. Annual Payments. Payments to the COMMISSION shall be made quarterly, due within thirty days of the beginning of each quarter. No refund or adjustment of payments is authorized to any Subdivision until the close of the fiscal year. Any Subdivision which is more than sixty days delinquent in its payments to the COMMISSION shall stand suspended from membership on the COMMISSION until such delinquency is paid in full. During the period of any suspension, the members of the COMMISSION representing such Subdivision shall stand suspended from office and may not speak or vote on any matter before the COMMISSION. Any Subdivision that is more than six months delinquent in its payments to the COMMISSION shall automatically cease to be a member of the COMMISSION. Nothing contained herein shall be construed as a relieving an expelled Subdivision of the obligation to pay its pro rata share of the COMMISSION'S budget which is the basis for its expulsion.

3. Contracts. The COMMISSION shall have no authority or power to obligate in any manner any participating Subdivision beyond those funds duly appropriated by such Subdivision for the use of the COMMISSION.

## **ARTICLE VIII**

### **AMENDMENTS**

1. Approval. This Charter Agreement may be amended, supplemented or superseded only after concurring resolutions have been adopted by the Governing Bodies of two-thirds of the Subdivisions.

2. Procedure. Any proposal to amend, supplement or supersede this Charter Agreement must be submitted in writing to the COMMISSION and to each Governing Body. Thereafter, the COMMISSION shall review the proposal and submit its comments and recommendations thereon to each Governing Body. After comments and recommendations, each Governing Body may proceed to consider a resolution concurring in the proposed change.

**BYLAWS OF  
THE HAMPTON ROADS PLANNING DISTRICT COMMISSION**

**ARTICLE I**

**NAME**

The name of this organization is The Hampton Roads Planning District Commission (the "COMMISSION"). The COMMISSION was organized and exists pursuant to a Charter Agreement (the "Agreement") adopted by the Joint Resolution of the governing bodies (the "Governing Bodies") of its constituent member governmental subdivisions (the "Subdivisions") in accordance with the Virginia Area Development Act, Title 15.1, Chapter 34 § 15.1-1400 et seq., Va. Code Ann., (1950), as amended.

**ARTICLE II**

**PURPOSE**

The purpose of the COMMISSION is to promote the orderly and efficient development of the physical, social and economic elements of the twenty and twenty-first planning districts by planning and encouraging, and assisting Governing Bodies to plan for the future.

**ARTICLE III**

**MEMBERSHIP**

The members of the COMMISSION shall be appointed by the participating subdivisions in the manner and for terms as provided by the Agreement.

**ARTICLE IV**

**MEETINGS**

1. The meetings of the COMMISSION shall be held at 9:30 a.m. on the 3rd Thursday of each month during the months of January, April, July and October at a place to be determined by the Chairman of the COMMISSION. The October meeting shall be the annual meeting of the COMMISSION. The COMMISSION or the Executive Committee may change the date and time of any regular meeting at any prior meeting. The COMMISSION may adjourn any meeting from time to time or to another place.

2. Special Meetings. Special meetings may be called by the Chairman at his discretion or by any two members of the COMMISSION upon 48 hours notice to all members in

writing or by telephone of the time, place and purpose of the special meeting. A special meeting may be held without notice provided all members of the COMMISSION are present.

3. Quorum. A majority of the COMMISSION shall constitute a quorum, provided a member from at least a majority of the Subdivisions shall be present.

4. Voting. Each member of the COMMISSION shall be entitled to one vote on the COMMISSION. All actions of the COMMISSION may be taken by a majority vote of all members present and voting, provided that any action shall require the affirmative vote of members representing at least a majority of the Subdivisions for approval.

5. Procedures. Upon all questions not governed by the Agreement, these bylaws or any other adopted rule of the COMMISSION, the general principle of parliamentary procedure as set forth in Roberts Rules of Order shall govern.

## **ARTICLE V**

### **OFFICERS**

1. Officers and Duties. The officers of the COMMISSION shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such subordinate officers as may from time to time be elected or appointed by the COMMISSION. The Vice Chairman shall serve, and may also be known, as the Chair-Elect. No person may hold more than one office; provided, however, that the offices of the Secretary and the Treasurer may be held by the same person. All offices must be held by members of the COMMISSION; provided, however, the offices of Secretary and Treasurer may be held by persons who are not members of the COMMISSION. The office of Chairman shall be held by a member of the Governing Body of the Subdivision he or she represents. The offices of Chairman and Vice-Chairman shall be held by members representing different Subdivisions. Each of such officers shall serve without compensation.

2. Term of Office. All officers shall be elected for a term of one year or until their successors are elected or until they resign or are removed from office. The Chairman and Vice-Chairman may serve not more than two (2) consecutive one (1) year terms in succession. Any Chairman or Vice-Chairman who serves a partial term shall not be considered as serving a full term.

3. Election. Prior to the annual meeting at which an officer will be elected, the Chairman shall appoint a Nominating Committee, consisting of at least one member from at least half of the Subdivisions. The Nominating Committee shall, at the annual meeting, submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any member at the meeting at which the election is held. The election of officers shall be by voice vote, unless changed by majority vote of those present.

4. Vacancies. Any vacancy occurring in an office shall be filled for the unexpired term by the COMMISSION at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. If the vacancy occurs in the office of the

Secretary or Treasurer, an acting officer shall be appointed by the Chairman pending such election.

5. Chairman. The Chairman shall preside at all meetings of the COMMISSION at which he is present and shall vote as any other member. He shall be responsible for the implementation of the policies established and the actions taken by the COMMISSION, shall have all of the powers and duties customarily pertaining to the office of the chairman of the board, and shall perform such other duties as may be assigned to him by the COMMISSION.

6. Vice-Chairman. The Vice-Chairman shall, in the event of the death or absence of the Chairman, or of his inability to perform any of the duties of his office or to exercise any of his powers, perform such duties and possess such powers as are conferred upon the Chairman, and shall perform such other duties as may from time to time be assigned to him by the Chairman or by the COMMISSION. The Vice-Chairman shall be expected to serve as Chairman, following the expiration of the incumbent Chairman's term of office.

7. Secretary. The Secretary shall give the members notice of all regular and special meetings of the COMMISSION and shall attend all meetings and keep a record of their proceedings, which shall be a public record, and copies of which shall be mailed with the notice of the next regular meeting to all members of the COMMISSION. In general, he shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Chairman or by the COMMISSION. The Secretary may, with the permission of the COMMISSION, delegate certain of his duties and responsibilities to the staff of the COMMISSION.

8. Treasurer. The Treasurer shall have general charge and supervision of all of books and accounts of the COMMISSION, shall have custody of the monies and securities of the COMMISSION and keep an accurate record of the source of all monies. Unless otherwise provided, he shall sign or countersign such checks, vouchers or other instruments as require signature; shall make a brief financial report at each regular meeting of the COMMISSION; shall prepare an annual report as soon as practicable after the end of each fiscal year; and shall perform all other duties incident to his office that may be required of him by the COMMISSION. The Treasurer may, with the permission of the COMMISSION, delegate certain of his duties and responsibilities to the staff of the COMMISSION.

## **ARTICLE VI**

### **COMMITTEES**

1. Executive Committee. There shall be, as one of the standing committees, an Executive Committee consisting of one member from each Subdivision designated prior to the annual meeting of the Commission by each respective Governing Body. If the Chairman or Vice-Chairman is not otherwise appointed as an Executive Committee member by his respective jurisdiction, that officer shall also serve as a member of the Executive Committee during his elected term of office. Except for the Chairman and Vice-Chairman, who shall serve while in

office, each member of the Executive Committee shall serve for a term of one (1) year or until his successor is appointed by the appropriate Governing Body, or until he resigns or is removed from the COMMISSION. The Chairman will serve as Chairman of the Executive Committee. Each member of the Executive Committee shall have one vote. However, if the Chairman or Vice-Chairman is not the Executive Committee member appointed by the Governing Body of his Subdivision, then the Subdivision's appointed member and the officer from that Subdivision who is also serving on the Executive Committee shall each be entitled to a vote counted one-half the vote of other Executive Committee members or, if only one of them is in attendance at a meeting, then that one shall have one full vote on behalf of his Subdivision. The Executive Committee shall hold regular monthly meetings upon the call of the Chairman. The Executive Committee shall hold special meetings upon the call of the Chairman or any two of its members. A majority of the members shall constitute a quorum. Every other member shall be an alternate member of the Executive Committee for the purpose of representing his jurisdiction on the Executive Committee, but an alternate member of the Executive Committee may vote only in the absence of the regular member from his jurisdiction. Subject to the control and direction of the COMMISSION, the Executive Committee shall supervise and manage the affairs of the COMMISSION between regular meetings of the full COMMISSION. The Executive Committee may act on all matters by, for or on behalf of the COMMISSION, and may exercise any and all powers granted to the COMMISSION by the Virginia Area Development Act, the Agreement, or these bylaws, except amending the Agreement or these bylaws. The Executive Committee shall have such specific duties as may from time to time be assigned to it by the COMMISSION.

2. Standing Committees. The COMMISSION may establish such other special and standing committees, advisory, technical or otherwise, as it shall deem desirable for the transaction of its affairs.

## **ARTICLE VII**

### **ADMINISTRATION**

1. Staff. The COMMISSION shall employ a staff of qualified professional and other persons, pay to them such compensation as it shall deem advisable to carry out its duties; and implement projects, programs and other functions.

2. Director. The chief executive officer of the staff shall be the Executive Director, who shall have direct supervision of all the other employees of the COMMISSION, and, subject to the authority of the COMMISSION and its officers, shall have direct control of the management of the affairs of the COMMISSION.

3. Duties of Executive Director. The Executive Director shall act as disbursing officer, and shall be responsible for the payment of all bills, or of all warrants or requisitions, after payment thereof is authorized by the Treasurer. He shall be responsible for keeping a record of all monies paid out and received and of receipts and vouchers to cover such expenditures.

4. Execution of Instruments. The Executive Director, upon specific authorization by the COMMISSION, shall have the power to sign in its behalf any agreement or other instrument to be executed by the COMMISSION. Unless otherwise provided, he may sign or countersign checks and vouchers in payment of obligations of the COMMISSION.

## **ARTICLE VIII**

### **FINANCES**

1. Finances. The monies of the COMMISSION shall be deposited in such bank as the COMMISSION shall designate, and all payments (with the exception of those from petty cash) shall, so far as is practicable, be made by checks. Checks and drafts may be signed in the name of the COMMISSION by the Executive Director, the Secretary, the Treasurer, or their designee.

2. Audit. The COMMISSION, at least once each year, shall cause an audit to be made by an independent certified public accountant of the general funds of the COMMISSION and any special project funds which are not audited by the federal or state government or by other independent accountants.

3. Bonds. The COMMISSION shall cause fidelity bonds to be issued covering each of its employees who receive or disburse funds in amounts deemed by it to be adequate.

## **ARTICLE IX**

### **SEAL**

1. Seal. The COMMISSION may adopt a seal for the Commission in such form as it deems appropriate.

## **ARTICLE X**

### **AMENDMENTS**

1. Any proposed amendment of these bylaws shall be presented in writing and read for a first time at any regular or special meeting of the COMMISSION. Such proposal may be considered and amended at such meeting, but shall not be acted upon by the COMMISSION until a subsequent meeting which may be held no earlier than thirty (30) days after the first meeting. At the subsequent meeting, the proposal may be adopted only by the affirmative vote of at least two-thirds (2/3) of the entire COMMISSION members.

As Amended Through April 2011

**Bylaws of the Hampton Roads Transportation Planning Organization**

**ARTICLE I**

**Preamble**

1.01 The Bylaws of the Hampton Roads Transportation Planning Organization (TPO) shall serve to guide the proper functioning of the metropolitan transportation planning and programming process by the Metropolitan Planning Organization for Hampton Roads, Virginia. These bylaws provide general procedures and policies for the TPO Board for fulfilling the requirements of the Metropolitan Planning Agreement for the Hampton Roads area; 23 CFR 450.300 *et seq.* and other applicable provisions of federal law; the State's Designation Letter of July 1, 1991; and Virginia Code § 33.1-23.03:01 (or, if recodified or otherwise relocated, the successor provisions).

**ARTICLE II**

**Definitions**

**Metropolitan Planning Area (MPA)** – The geographical area determined by agreement between the MPO for the area and the Governor and in which the metropolitan transportation planning and programming process is carried out.

**Metropolitan Planning Organization (MPO)** – The policy board of an organization created and designated to carry out the metropolitan transportation planning and programming process. The Hampton Roads TPO is the MPO for the Hampton Roads MPA.

**Metropolitan Planning Agreement** – A written agreement among the MPO, State, and public transportation operators serving the MPA that identifies the mutual responsibilities of those entities in carrying out the metropolitan transportation planning and programming process.

**Metropolitan Transportation Planning and Programming Process** – The federally-mandated continuing, cooperative, and comprehensive transportation planning and programming process that results in plans and programs that consider all surface transportation modes and supports metropolitan community goals.

**Planning District Commission (PDC)** – A political subdivision of the Commonwealth of Virginia chartered under the Regional Cooperation Act by the local governments of each planning district. The purpose of PDCs is to encourage and facilitate local government cooperation and state-local cooperation in addressing regional problems of greater than local significance.

**Transportation Management Area (TMA)** – An urbanized area with a population over 200,000, as defined by the Bureau of the Census and designated by the U.S. Secretary of Transportation, or any additional area where TMA designation is requested by the Governor and the MPO and designated by the U.S. Secretary of Transportation.

**Urbanized Area (UZA)** – A geographical area with a population of 50,000 or more, as designated by the Bureau of the Census.

**Unified Planning Work Program (UPWP)** – A statement of work identifying the planning priorities and activities to be carried out within the metropolitan planning area. A UPWP includes a description of the planning work and resulting products, and specifies who will perform the work, time frames for completing the work, and the source(s) of funds.

### **ARTICLE III**

#### **Membership**

3.01 **General.** The Metropolitan Planning Area consists of the Cities of Chesapeake, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach, and Williamsburg, as well as, the Counties of Gloucester, Isle of Wight, James City, and York. Voting Membership in the TPO Board is as follows:

|  |  |
|--|--|
| City of Chesapeake   | City of Virginia Beach                                   |
| Gloucester County  | City of Williamsburg                                     |
| City of Hampton  | York County  |
| Isle of Wight County   | Williamsburg Area Transit Authority                      |
| James City County  | Transportation District Commission of<br>Hampton Roads   |
| City of Newport News   | Virginia Department of Transportation                    |
| City of Norfolk  | Virginia Department of Rail and Public<br>Transportation |
| City of Poquoson   | Virginia Port Authority                                  |
| City of Portsmouth   |  |
| City of Suffolk  |  |
| 4 General Assembly representatives (Two Senators, Two Delegates) |  |

#### **Non-Voting Members:**

Virginia Department of Aviation  
Federal Transit Administration  
Federal Highway Administration  
Federal Aviation Administration  
Chief Administrative Officers for all Member Localities  
Chair of the Citizens Transportation Advisory Committee  
Chair of the Freight Transportation Advisory Committee

## Peninsula Airport Commission and Norfolk Airport Authority

3.02 Voting Representation. The representative of each voting locality shall be an elected official appointed by the governing body of the locality. Each public transit organization shall be represented by its Executive Director, and each state agency shall be represented by an official designated by the State Secretary of Transportation. . With respect to the General Assembly representatives, one of the two senators shall reside in a Southside locality, and the other shall reside in a Peninsula locality, and both senators shall be selected by the Senate Rules Committee. Similarly, one of the two delegates shall reside in a Southside locality, and one delegate shall reside in a Peninsula locality, and both delegates shall be selected by the Speaker of the House. The appointed senators and delegates shall continue to serve as TPO Board members until his or her current term of elected office concludes.

3.03 Alternates. Each voting member shall designate an alternate authorized to act in the absence of the voting member's representative. In the case of localities, the alternate shall be an elected official. For public transit members, the alternate should be an official of the agency's management team authorized to act in the absence of the Director. The State Secretary of Transportation shall designate alternates for state agency members.

3.04 Non-Voting Members. In addition to those non-voting members listed in 3.01, the TPO Board may extend an invitation to any additional parties deemed necessary and appropriate to become a non-voting member of the TPO Board. The Director of an agency invited as a non-voting member shall appoint the agency's representative to the TPO Board and shall notify the Chair and Executive Director/Secretary of the appointment.

## **ARTICLE IV**

### Voting

4.01 General. Any proposed action item brought before the TPO Board shall meet three criteria in order to receive approval: 1) the members voting for the action must represent a simple majority of the total number of voting members on the Board; 2) those members representing local governments voting for the action must cumulatively represent at least 66 percent of the population of the MPA, based on the most recent official figures from the Weldon Cooper Center for Public Service; and 3) those members representing local governments voting for the action must represent at least 60 percent of the local government members in attendance. Each local government in the MPA shall have one vote. In addition, the Williamsburg Area Transit Authority, the Transportation District Commission of Hampton Roads, the Virginia Department of Transportation, the Virginia Department of Rail and Public Transportation, and the Virginia Port Authority shall each have one (1) vote.

4.02 Reconsideration. Any member who voted on the prevailing side may make a motion for reconsideration at the meeting during which the vote was taken. Such a member may make a motion to reconsider at the next regularly scheduled meeting, but only if the member informed the Chair and the Executive Director, in writing, within five business days of the original vote, of the member's intention to make the motion to reconsider. The Executive Director shall provide a copy of any such written notice to all TPO Board members. A motion to reconsider cannot be renewed if it has been voted on and defeated except by unanimous consent of those present at the meeting.

#### 4.03 Alternate Voting Members

4.03.01 Voting. At any given meeting, if a TPO Board voting member is absent, the TPO Board member's alternate may vote in place of the absent member.

4.03.02 Notice. Each TPO Board voting member shall provide the Executive Director with the name and contact information for the member's alternate.

## **ARTICLE V**

### **Meetings**

5.01 Regular Meetings. Regular meetings of the TPO Board shall be held at 10:30 a.m. to 12:30 p.m. on the 3<sup>rd</sup> Thursday of each month at a place to be determined by the TPO Chair. The TPO Board may change the date and fix the time and place of any regular meeting at any prior meeting and may adjourn any meeting from time-to-time or to another place. The October meeting shall be the Annual Meeting of the TPO Board.

5.02 Special Meetings. Special meetings of the TPO Board may be called by the Chair at the Chair's discretion or by any five (5) voting members of the TPO Board upon five (5) business days notice to all members, of the time, place and purpose of the special meeting. In accordance with the provisions of the Virginia Freedom of Information Act, public notice of special meetings shall be given contemporaneously with the notice provided to members of the TPO Board (ref.: Va. Code § 2.2-3707). The contents of the notice and the locations for notice placement shall be as set forth below in subsection 5.04.

5.03 Quorum. A majority of the voting members of the TPO Board shall constitute a quorum for the transaction of business.

5.04 Notices. Public notice of each regular TPO Board, committee, or subcommittee meeting shall be given not less than three working days prior to the date of such meeting, in accordance with the provisions of the Virginia Freedom of Information Act (ref.: Va. Code § 2.2-3707). Such notice shall provide the date, time, and location of the

meeting and shall be posted in both the reception area of the Regional Building in Chesapeake and the administrative offices of the Hampton Roads Planning District Commission. Notice also shall be posted on the TPO Web site and, if feasible, in TPO newsletters. Staff is also charged on an on-going basis with improving and further disseminating notice of meetings in order to encourage and facilitate public participation.

5.05 Meetings Open to the Public. In accordance with the provisions of the Virginia Freedom of Information Act, all meetings of the TPO Board or any committees or subcommittees established by the TPO Board shall be open to the public unless lawfully convened into a closed session in accordance with the Act (ref.: Va. Code §§ 2.2-3707 and -3712). No meeting during which TPO business is discussed shall be conducted through telephonic or electronic means where the members are not physically assembled. In accordance with the Act, a “meeting” is any gathering of three or more members of the TPO Board or any TPO-appointed committee or subcommittee (unless the committee or subcommittee has only three members, in which case the gathering of two members shall constitute a “meeting”) (ref.: Va. Code § 2.2-3701). In accordance with the Act, any person may photograph, film, record or otherwise reproduce any portion of an open meeting (ref.: Va. Code § 2.2-3707(H)).

5.06 Public Comment. Time shall be allotted for public comment at TPO Board meetings. Any person desiring to address the TPO Board shall register with the staff of the Executive Director prior to the opening of the meeting. The time limit for speakers is three minutes per person. The Executive Director of the TPO shall assign a staff member to keep time for each speaker. Time cannot be pooled or assigned to any person other than the person who registered to speak. A member of the public may submit written comments or other materials to the Executive Director for distribution to the TPO Board.

5.07 Minutes and Materials Furnished to Members. In accordance with the provisions of the Virginia Freedom of Information Act, minutes shall be recorded at all open meetings, and at least one copy of all agenda packets and, unless exempt under the Act, all materials furnished to members of the TPO Board shall be made available for public inspection at the same time such documents are furnished to members of the TPO Board, and, when feasible, shall be posted on the TPO Web site prior to the meeting (ref.: Va. Code § 2.2-3707). Minutes shall include a record of any votes taken and shall be in conformance with the requirements of the Freedom of Information Act (ref.: Va. Code § 2.2-3707(I)).

## **ARTICLE VI**

### **Officers and Duties**

6.01 Officers. The officers of the TPO Board shall consist of a Chair, Vice-Chair, Secretary, and such subordinate officers as may from time-to-time be elected or

appointed by the TPO Board. The TPO Board shall hold an annual organizational meeting for the purpose of electing officers at the first meeting after October 1 of each year. The officers shall be elected by a majority of those present and voting.

6.02 Chair. The Chair shall be a voting TPO Board member and preside at all meetings of the TPO Board at which the Chair is present, and shall vote as any other voting TPO Board member. The Chair shall be responsible for the implementation of the policies established and the actions taken by the TPO Board; shall have all of the powers and duties customarily pertaining to the office of Chair of the TPO Board; and shall sign official documents of the TPO Board and perform such further duties as may be assigned to the Chair by the TPO Board.

6.03 Vice-Chair. The Vice-Chair shall be a voting TPO Board member and, in the event of the death, resignation or absence of the Chair, or of the Chair's inability to perform any of the duties of the office of the Chair or to exercise any of the Chair's powers, perform such duties and possess such powers as are conferred upon the Chair including without limitation the power to call meetings as provided in Article IV hereof; shall sign official documents of the TPO Board; and shall perform such other duties as may from time-to-time be assigned to the Vice-Chair by the Chair or by the TPO Board.

6.04 Secretary. The Secretary shall cause TPO Board members to be given notice of all regular and special meetings of the TPO Board, and shall attend all such meetings and cause to be kept a record of their proceedings, which shall be a public record, and copies of which shall be provided to TPO Board members with the notice of the next succeeding regular meeting of the TPO Board. The Secretary shall perform all of the duties incident to the office of the Secretary and such other duties as may from time-to-time be assigned to the Secretary by the Chair or by the TPO Board.

6.04 Terms of Office. All officers shall be elected at the Annual Meeting of the TPO Board to serve for a term of one (1) year, or until their successors are elected or until they resign or are removed from office by the TPO Board. Any vacancy occurring in an office shall be filled for the unexpired term by the TPO Board at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose.

6.05 Term Limitations. The Chair and Vice-Chair may serve not more than two (2) consecutive one (1) year terms in succession, provided however that each such officer may serve for a third or fourth consecutive term if an extension is approved by a majority of the voting members of the TPO Board. Any Chair or Vice-Chair who serves a partial term shall not be considered as serving a full term for purposes of this limitation. No person shall simultaneously serve as the Chair of both the TPO Board and the Hampton Roads Planning District Commission. Additionally, if the Chair of the Hampton Roads Planning District Commission is a member who represents a Southside locality, then the Chair of the TPO Board shall be a member who represents a Peninsula locality. If the Chair of the Hampton Roads Planning District Commission

represents a Peninsula locality, then the Chair of the TPO Board shall be a representative of a Southside locality.

6.06 Election. At least ninety (90) days prior to the Annual Meeting at which officers will be elected, the Chair shall appoint a Nominating Committee as defined in subsection 7.08. At the annual meeting, the Nominating Committee shall submit the names of one or more persons who are willing to serve for each office to be filled. Further nominations may be made by any voting TPO Board member at the meeting at which the election is held. Election of officers shall be by recorded vote.

## **ARTICLE VII**

### **Committees**

7.01 Standing Committees. The standing committees of the TPO Board shall be: the Transportation Technical Advisory Committee, the Transportation Advisory Committee, the Citizen Transportation Advisory Committee, and the Freight Transportation Advisory Committee. Each standing committee shall establish bylaws to guide its function and the functions of its subcommittees. The bylaws of each committee must be submitted to the TPO Board and approved prior to the effective date thereof. The TPO Board may establish additional standing committees as necessary.

7.02 Ad Hoc Committees. The Nominating Committee shall be an ad hoc committee of the TPO Board. The TPO Chair or the TPO Board may establish additional ad hoc committees from time to time to advise the TPO Board.

7.03 Committee Meetings. The meetings of any standing or ad hoc committee (or subcommittee thereof) shall be open to the public as described in subsection 5.05, and public notice of such meetings shall be provided as described in subsection 5.04.

7.04 Transportation Technical Advisory Committee. The Transportation Technical Advisory Committee (TTAC) shall be an advisory committee to the TPO Board and shall provide technical advice and support to the TPO staff. Its voting membership shall be comprised of three members of each locality in the MPA, three members from the Virginia Department of Transportation (one of whom shall be a representative from the central office), one member from the Virginia Department of Rail and Public Transportation, one member from the Virginia Port Authority, and one member from each public transit agency. Representatives from the Federal Highway Administration, Federal Transit Administration, and liaisons of the branches of the military shall be non-voting members. The representatives of each locality shall be appointed by the Chief Administrative Officer of the locality, the members from the state agencies shall be appointed by the State Secretary of Transportation and the members from each public transit agency shall be appointed by the respective executive director. On an as-needed basis, the TPO Chair may invite additional persons to participate in committee

meetings in a non-voting capacity. The committee shall maintain a regular meeting schedule.

7.04.1 Duties. The TTAC shall provide technical review and assistance in transportation planning, programming, and transportation-related air quality planning. Members are responsible for providing, obtaining, and validating the required latest official travel and socioeconomic planning data and assumptions for the metropolitan planning area. Members are to ensure proper use of the data and assumptions by the TPO with appropriate travel forecast related models. Additional and specific responsibilities may be defined from time to time by the TPO Board.

7.05 Transportation Advisory Committee. The Transportation Advisory Committee (TAC) shall be comprised of the Chief Administrative Officer of each TPO member locality, the Williamsburg Area Transit Authority, the Transportation District Commission of Hampton Roads, and the Virginia Port Authority. The committee shall also include the VDOT Hampton Roads District Administrator, and an Executive Staff Representative from the Virginia Department of Rail and Public Transportation. A representative of the Federal Highway Administration and of the Federal Transit Administration shall be non-voting members. TPO Board voting members shall inform the Chair and Executive Director of the names of the designated members. The committee shall be a standing advisory committee of the TPO Board and shall meet from time to time as circumstances require to act upon matters referred to it by the TPO Board.

7.06 Citizen Transportation Advisory Committee. The Citizen Transportation Advisory Committee (CTAC) shall serve as an advisory committee to the TPO Board and shall provide public input to the TPO Board on transportation issues. The CTAC shall consist of up to thirty members, each of whom shall be a resident of a TPO-member locality, and shall fairly reflect the geographic diversity of the TPO membership. Members shall be appointed by the TPO Board based on recommendations from the Nominating Committee. Initial terms shall be staggered: one-third of the members shall be appointed for one-year terms; one-third of the members shall be appointed for two-year terms; and one-third of the members shall be appointed for three-year terms. Thereafter, all members shall be appointed to three-year terms. In the event that an appointed member does not complete his or her term, then the Nominating Committee shall recommend a replacement for appointment by the TPO Board to serve the unexpired portion of the term. No member shall serve more than two successive terms (even if one of the terms was for less than three years). The TPO Chair shall appoint one of the members of the CTAC as Chair of the CTAC for a three-year term. Staff assistance shall be provided to the CTAC as set forth in Article VIII.

7.07 Freight Transportation Advisory Committee. The Freight Transportation Advisory Committee (FTAC) shall advise the TPO Board on regional freight transportation requirements. The FTAC will conduct public outreach activities that help TPO efforts to explain and help raise awareness of the importance of freight

transportation to the region and to collect region-wide public input on these matters. The FTAC shall consist of nine members appointed to five-year terms by the TPO Board based on recommendations from the Nominating Committee. In the event that an appointed member does not complete his or her term, then the Nominating Committee shall recommend a replacement for appointment by the TPO Board to serve the unexpired portion of the term. Each term may be renewed for an additional five-year term, upon recommendation by the Nominating Committee. The TPO Chair shall appoint two members of the FTAC to serve as co-chairs of the FTAC for three-year terms; one shall be a private sector freight expert, and one shall be a voting member from the TPO Board. The private sector co-chair shall be a non-voting member of the TPO Board. Staff assistance shall be provided to the FTAC as set forth in Article VIII.

7.08 Nominating Committee. The Nominating Committee shall be an ad hoc committee of the TPO Board. It shall be composed of seven voting TPO Board members, each representing a TPO member locality, a representative of VDOT, and a transportation professional who is a voting member of the TPO Board. The Nominating Committee and its Chair shall be appointed by the TPO Chair. The committee shall nominate candidates for TPO Board officer positions as well as candidates for the Citizen Transportation Advisory Committee and the Freight Transportation Advisory Committee. The Nominating Committee may convene a closed meeting to discuss potential nominees if it does so in accordance with the Freedom of Information Act. (ref.: Va. Code § 2.2-3712). No votes may be taken during any closed meeting. (ref.: Va. Code § 2.2-3712(G)). At the conclusion of the closed meeting, the committee shall immediately reconvene in an open meeting and take a roll call or other recorded voted to certify the meeting, in accordance with the Act. (ref.: Va. Code § 2.2-3712(D)). Following certification of the closed meeting, the Chair may entertain a vote on one or more candidates for nomination. The Chair shall promptly provide to the TPO Chair and Executive Director a report of any nominations approved by the committee for consideration by the TPO Board.

## **ARTICLE VIII**

### **Staff**

8.01 Executive Director/Secretary. The Executive Director of the TPO shall be the Executive Director of the Hampton Roads Planning District Commission, and for TPO matters, he or she shall be directly assisted by the Deputy Executive Director, TPO. The Executive Director shall plan, organize, and direct the activities of the TPO staff in support of the TPO mission and the directions of the TPO Board. The Executive Director shall perform the duties of the Secretary, as set forth in Article V, Section 5.04. The Executive Director shall provide staff support to the TPO Board and its committees and shall plan, organize and direct the activities of the staff in support of the mission and the directions of the TPO Board. The Executive Director/Secretary shall work in coordination with the Chair to prepare the agendas for the TPO Board meetings and, as may be required, the meetings of advisory committees established by the TPO Board.

8.02 Additional Duties. The Executive Director and his staff, in addition to the duties set forth in 8.01, shall provide professional support and advice to the TPO Board and its committees, and shall prepare reports, analyses, and recommendations as required by state and federal regulations.

8.03 Financial Transactions. All financial transactions by or on behalf of the TPO Board shall be coordinated and managed by the Executive Director/Secretary or by a designated financial manager. All revenues and expenditures shall be received and disbursed by and through the established financial system of the Planning District Commission (PDC) as it applies to the TPO, subject to approval of the TPO Board, in accordance with PDC financial procedures. In addition to managing the TPO's transportation funding, the PDC shall serve as the fiscal and contracting agency for the TPO. The PDC shall provide staff to the TPO, pursuant to a memorandum of understanding between the PDC and the TPO. Financial transactions, if applicable, shall be in accordance with the UPWP.

## **ARTICLE IX**

### **Procedures**

9.01 Parliamentary Procedure. Except as otherwise provided in these rules, the most recent edition of *Roberts – Rules of Order*, shall be used to conduct all meetings of the TPO and its committees.

9.02 Governmental Agency and Public Body. The TPO Board is a “governmental agency,” as that term is used in the State and Local Government Conflict of Interests Act, and it is a “public body,” as that term is used in both the Virginia Freedom of Information Act and the Virginia Public Procurement Act (ref.: Va. Code §§ 2.2-3101, -3701, and -4301). Accordingly, TPO Board members and committee and subcommittee members shall be subject to the state laws and regulations that govern governmental agencies and public bodies in Virginia, including the Virginia Freedom of Information Act, the State and Local Government Conflict of Interests Act, and the Virginia Public Procurement Act, except where specifically exempted by act of the General Assembly.

## **ARTICLE X**

### **Public Participation Plan**

The TPO shall develop and use a documented Public Participation Plan, as approved by the TPO Board, that defines a process for providing citizens, affected public agencies, representatives of public transportation, freight shippers, providers of freight transportation services, private providers of transportation, representatives of users of public transportation, representatives of users of pedestrian walkways and bicycle

transportation facilities, representatives of the disabled, and other interested parties with reasonable opportunities to participate in the metropolitan transportation planning process in accordance with 23 CFR 450.316.

## **ARTICLE XI**

### **Amendments**

Any TPO Board voting member may propose amendments to these bylaws by placing such proposed amendments in writing before the TPO Board at a TPO Board meeting. No vote shall be taken on the proposed amendments until the meeting that follows the meeting at which the written amendments were provided to the TPO Board. The public shall be provided access to inspect the proposed amendments. Approval of amendments shall require an affirmative vote of 2/3 of the voting membership of the TPO Board.

**Amendments to the Bylaws of the  
Hampton Roads Transportation Planning Organization**

**HRTPO Board Amendment Action – November 17, 2010**

**Before Amendment:**

5.01 Regular Meetings. Regular meetings of the TPO Board shall be held at 10:30 a.m. on the 3<sup>rd</sup> Wednesday of each month at a place to be determined by the TPO Chair.

**After Amendment:**

5.01 Regular Meetings. Regular meetings of the TPO Board shall be held at 10:30 a.m. to 12:30 p.m. on the 3<sup>rd</sup> Thursday of each month at a place to be determined by the TPO Chair.

**First**  
**Memorandum of Understanding**  
**Between**  
**The Hampton Roads Transportation Planning Organization**  
**And**  
**The Hampton Roads Planning District Commission**

This Memorandum of Understanding is executed as of July 15, 2009 by and between the Hampton Roads Transportation Planning Organization, hereinafter referred to as HRTPO; and the Hampton Roads Planning District Commission, hereinafter referred to as HRPDC.

**WHEREAS**, the HRTPO is the Metropolitan Planning Organization for the Hampton Roads Metropolitan Planning Area; and

**WHEREAS**, the HRPDC shall provide the planning and administrative staff to the HRTPO, hereinafter referred to as Staff, in accordance with regulations as determined by the Federal Highway Administration and the Virginia Department of Transportation; and

**WHEREAS**, responsibilities of Staff are defined in the annual Unified Planning Work Program which outlines the specific work to be carried out by Staff; and

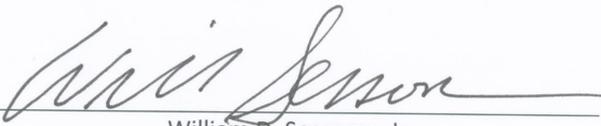
**WHEREAS**, Staff shall provide planning, technical, and administrative support to the HRTPO Board and Advisory Committees; and

**WHEREAS**, Staff will execute the following five core functions:

1. Establish a setting: Establish and manage a fair and impartial setting for effective regional decision-making in the metropolitan area.
2. Evaluate alternatives: Evaluate transportation alternatives, scaled to the size and complexity of the region, to the nature of its transportation issues, and to the realistically available options.
3. Maintain a Long-Range Transportation Plan: Develop and update a fiscally-constrained long-range transportation plan for the metropolitan area covering a planning horizon of at least 20 years that fosters
  - a. mobility and access for people and goods,
  - b. efficient system performance and preservation, and
  - c. quality of life.

4. Maintain a Transportation Improvement Program: Develop and update a fiscally-constrained program of transportation projects consistent with the long-range transportation plan. Projects must be included in the Transportation Improvement Program to be eligible for federal funding.
5. Involve the public: Involve the general public and all the significantly affected sub-groups in the four essential functions listed above.

**NOW, THEREFORE**, it is by mutual agreement that the staff of the HRPDC shall also serve as the staff of the HRTPO pursuant to this Memorandum of Understanding.



William D. Sessoms, Jr.  
Chairman

Hampton Roads Transportation Planning Organization



Bruce C. Goodson  
Chairman

Hampton Roads Planning District Commission

**Second  
Memorandum of Understanding  
Between  
The Hampton Roads Transportation Planning Organization  
And  
The Hampton Roads Planning District Commission**

This Second Memorandum of Understanding is executed as of September 16, 2009, by and between the Hampton Roads Transportation Planning Organization, hereinafter referred to as HRTPO, and the Hampton Roads Planning District Commission, hereinafter referred to as HRPDC.

**WHEREAS**, the HRTPO and the HRPDC are separate and distinct entities that have shared certain facilities, staff and equipment in the past; and

**WHEREAS**, the HRTPO is fully responsible for the conduct of its affairs and the establishment and oversight of its policies but has limited legal powers under existing laws of the Commonwealth of Virginia; and

**WHEREAS**, the HRTPO has determined to formally provide for the continued provision of certain services by the HRPDC, and

**WHEREAS**, by Memorandum of Understanding dated as of July 15, 2009, the HRTPO and the HRPDC set forth certain terms by which the HRPDC will provide planning and administrative staff support to the HRTPO; and

**WHEREAS**, the HRTPO desires that the HRPDC serve as fiscal agent for the HRTPO, the HRPDC is willing to act in that capacity, and the parties now desire to set forth certain terms and conditions that will govern the provision of those fiscal services by the HRPDC, and the related rights and responsibilities of the respective parties with respect to those services.

**WHEREAS**, the HRTPO is committed to expeditiously pursue through the legislative process the codification of the rights, duties, powers and responsibilities of Metropolitan Planning Organizations in Virginia and it is the expectation of the parties that this Memorandum of Understanding will be modified accordingly upon the successful enactment of that legislation;

**NOW, THEREFORE**, the parties hereby agree as follows:

1. All fiscal policies, practices and decisions of the HRTPO shall be established by and under the control and direction of its Board and authorized agents and officers.
2. The HRPDC shall receive, hold and disburse grant and other funds payable or belonging to the HRTPO. All funds and other assets of the HRTPO shall be separately identified in the books and records of the HRPDC.

3. Assets of the HRTPO shall be held and invested only in such accounts or in such form as are authorized for the investment of public funds under the laws of the Commonwealth of Virginia and any other applicable law, regulation or grant requirement.
4. Monthly, the HRPDC staff shall prepare and submit to the HRTPO Board a financial report reflecting all receipts and disbursements through the period covered by the report, and cash and cash equivalents on hand as of the date of the report. The books and records of the HRPDC relating to HRTPO funds and assets shall be open to review and inspection at all times by the officers and Board of the HRTPO, or their designee, upon reasonable notice.
5. To the extent requested by the HRTPO Board or required by any third party, the HRPDC shall serve as the applicant for and recipient of state, Federal and other grants for and on behalf of the HRTPO. The HRPDC shall submit grant applications on behalf of the HRTPO upon approval by the Boards of both parties.
6. In the provision of staff services to the HRTPO, HRPDC staff shall prepare and submit to the Board of the HRTPO for its approval a proposed annual budget. Allocable costs of HRPDC staff performing services for and on behalf of the HRTPO, costs of supplies and equipment to carry out the work of the HRTPO, and allocable costs of overhead and third party services shall be reflected in the proposed budget. Upon approval of the annual budget by the HRTPO, payments and disbursements of HRTPO funds shall be made only in accordance with the approved budget and any amendments thereto approved from time to time by the HRTPO.
7. The provision of all fiscal services by the HRPDC shall in all events conform to and comply with the requirements of all applicable regulations as determined by the Federal Highway Administration, the Virginia Department of Transportation, the provisions of state, Federal or other grants, and all other applicable law.

***In Witness Whereof***, the parties have caused this Second Memorandum of Understanding to be executed by their duly authorized officers as of the date first set forth above.



William D. Sessoms, Jr.  
Chairman

Hampton Roads Transportation Planning Organization



Bruce C. Goodson  
Chairman

Hampton Roads Planning District Commission

**Third  
Memorandum of Understanding  
Between  
The Hampton Roads Transportation Planning Organization  
And  
The Hampton Roads Planning District Commission**

This Memorandum of Understanding is executed as of January 16, 2014 by and between the Hampton Roads Transportation Planning Organization, hereinafter referred to as HRTPO; and the Hampton Roads Planning District Commission, hereinafter referred to as HRPDC.

**WHEREAS**, the HRTPO is the Metropolitan Planning Organization for the Hampton Roads Metropolitan Area; and

**WHEREAS**, the HRPDC is the Regional Planning Organization for the Hampton Roads Region; and

**WHEREAS**, the HRPDC shall provide the planning and administrative staff, hereinafter referred to as Staff, to the HRTPO as per the First MOU. Responsibilities of Staff are defined in the annual Unified Planning Work Programs which outline the specific work to be carried out by Staff, and

**WHEREAS**, the Personnel and Budget Committee, hereinafter referred to as P&B Committee, previously established by the HRPDC, shall be reorganized to include representatives of both organizations to include: the Chair and Vice Chair of the boards of HRPDC and HRTPO, the Treasurer, the Secretary, two Chief Administrative Officers (CAOs) – one from the Southside and one from the Peninsula, and one additional elected official from the HRPDC (currently Mr. Louis Jones of Virginia Beach).

**NOW, THEREFORE**, it is by mutual agreement that the P&B Committee shall serve both the HRPDC and the HRTPO pursuant to this Memorandum of Understanding.

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McKinley Price  
Chairman  
Hampton Roads Transportation  
Planning Organization

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Kenneth I. Wright  
Chairman  
Hampton Roads Planning  
District Commission