HAGERSTOWN / EASTERN PANHANDLE (HEP) METROPOLITAN PLANNING ORGANIZATION

BY-LAWS AND ORGANIZATION

ARTICLE 1 – MISSION AND AUTHORITY

Section A: Mission Statement/Goals/Objectives

The primary mission of the Hagerstown/Eastern Panhandle MPO is to perform transportation planning and coordination within the region. In that role, the MPO shall prepare a long range transportation plan for the region in accordance with prevailing Federal transportation guidelines and establish regional consensus on the Transportation Improvement Program. In addition, the MPO shall assure consistency of the TIP with the long range transportation plan.

The MPO shall coordinate its activities with the appropriate authorities and departments of all impacted state and local governments. It shall work to strengthen the continuing local transportation planning processes of the states, counties and municipalities. The MPO is an organization through which individual governmental units can work on regional problems and coordinate their efforts. It is not a substitute for local or State government.

The MPO region is defined as portions of Washington County, Maryland, Berkeley County, West Virginia, Jefferson County, West Virginia and Franklin County, Pennsylvania. It includes the cities of Hagerstown (MD), Martinsburg (WV), Ranson (WV), and Charles Town (WV) as well as smaller towns and municipalities in the region.

The major goals of the MPO are as follows:

- Move people and goods efficiently and safely
- Use existing facilities to the fullest extent practical
- Use limited financial resources to generate maximum benefit to the transportation system
- Limit impacts on air quality, the built environment, as well as historic, cultural and natural resources
- Ensure public involvement throughout the transportation planning and project development process

Section B: Authority

Authority for the State of Maryland, State of West Virginia and Commonwealth of Pennsylvania to participate in the HEPMPO is granted through the respective State Codes and through the executive power of the Governors. Powers of the MPO, its officers and member groups are derived from and are commensurate with the applicable sections of the respective state codes and applicable federal law.

ARTICLE II – MEMBERSHIP

Section A: Interstate Council

The Interstate Council shall consist of 17 members, of which 8 members will be from West Virginia, 7 members from Maryland, 2 members from Pennsylvania and 1 member from Virginia. Of these members, 15 shall be voting and three shall be non-voting.

The voting membership of the MPO Interstate Council shall consist of 15 members representing the following governments or agencies:

Number of Positions	Region/Agency	Appointed By:
1	West Virginia Department of Transportation	Secretary of Transportation of WV
1	Eastern Panhandle Regional Planning & Development Council (Region 9)	Region 9 Council
1	City of Martinsburg, WV	Martinsburg City Council
1	Cities and Towns of Jefferson County, WV	Jefferson County, WV Commissioners
2	Berkeley County, West Virginia	Berkeley County, WV Commissioners
1	Jefferson County, West Virginia	Jefferson County, WV Commissioners
1	Eastern Panhandle Transit Authority	Transit Authority Board
1	Maryland Department of Transportation	Secretary of Transportation of MD
1	Washington County Transit	Washington County, MD Commissioners
2	City of Hagerstown, Maryland	Hagerstown City Council
2	Washington County, Maryland	Washington County, MD Commissioners
1	Washington County at Large	Washington County, MD Commissioners

Voting membership and composition of the Interstate Council shall be reviewed in concurrence with the release of the US Census Bureau's most recent decennial census to ensure equitable representation among member governments and agencies.

The non-voting membership of the MPO Interstate Council shall consist of three (3) members representing each of the following governments or agencies:

1	Pennsylvania Department of Transportation	Secretary of Transportation of PA
1	Franklin County, Pennsylvania	Franklin County, PA Commissioners
1	Winchester-Frederick MPO	Winchester-Frederick MPO

The Interstate Council shall meet on an annual basis or as needed to act on items of regional significance and the TIP program.

Representation of the local governments shall be limited to elected officials appointed by the local governmental unit. The representatives of the Departments of Transportation for both States shall be the Secretary of Transportation or their designee. The representative of Eastern Panhandle Regional Planning & Development Council (Region 9) shall be appointed by the Council and shall be an elected official or the Executive Director from the Region 9 Council.

Each member shall be appointed for a term of two (2) years, with eligibility for reappointment.

Section B: Council Alternates

Any Interstate Council member may request, in writing, to designate an alternate to attend Interstate Council meetings. The request must specify the reason for the designation and length of time for the appointment. An alternate must be either an elected official or senior staff member from the represented local government. An alternate must be approved in advance by a majority vote of the Interstate Council. The letter of request and the letter of approval shall be kept on file at the MPO offices. Designated alternates shall have the privilege of voting on any Council matters.

Section C: Officers

At the first meeting of each calendar year, the Interstate Council shall elect a Chairperson and Vice-Chairperson with one officer position being held by a member from Maryland and the other by a member from West Virginia. The term of office shall be for one (1) year or until the first meeting of the next calendar year. In the event the Chairperson or Vice-Chairperson is unable to fulfill their duties, the Interstate Council may conduct a special election to fill the position for the remainder of the term.

The Interstate Council Chairperson will preside at all meetings, act as the spokesperson for the Council, sign all Council resolutions and appropriate correspondence, and perform such other duties as appropriate for the office. In the event that the Chairperson will not be available, he/she may delegate the chair's duties/responsibilities to the Vice-Chairperson.

Council members shall serve without compensation except that members of the Council may be reimbursed for reasonable and necessary out-of-pocket expenses associated with Council meetings or MPO activities as approved by the Interstate Council.

Section D: Voting

Voting of the Interstate Council at a regularly scheduled meeting shall require the presence of a quorum of the Council voting members, which shall be defined as nine (9) members including a majority of each state's representatives. In the event that a member of the Interstate Council is unable to attend a particular meeting, they have the option to delegate their proxy to another member of the Interstate Council, provided that alternate is from the same state as the member they are to represent. A member can exercise this option only one (1) time during a twelve month period. The proxy constitutes a portion of the quorum and shall have the privilege of voting on Council matters. However, given the importance of representation of our local governments on the Interstate Council and the importance of a quorum for conducting business, the Interstate Council may review the attendance of all members and may request the replacement of any member who does not participate (in person) in a majority of all Interstate Council meetings in a twelve month period. Furthermore, Interstate Council members may participate in the meetings via telephone or conference call provided that all participants can concurrently hear all of the conversation. The Interstate Council or an appointed committee or subcommittee should strive to conduct the majority of voting activities at their regularly scheduled meetings. However, electronic voting is allowed when deemed necessary by the Chairperson or Interstate Council. Electronic votes of the membership of the MPO may be authorized by the Chairperson between meetings of the Interstate Council, provided all voting members of the Interstate Council are canvassed simultaneously. Such votes shall be conducted under the same requirements as votes at meetings. Specific instructions regarding the method of response and the allotted time to respond must be made clearly and concurrently when the vote is canvassed. Documentation that an electronic vote took place and the results thereof shall be ratified and then documented in the Minutes of the next regularly scheduled meeting of the Interstate Council.

Except as otherwise provided in these By-laws, no action of the Interstate Council will be effective or binding unless adopted by the affirmative votes of a majority of a quorum of the members present at the Council meeting, except that in no event shall regional projects or programs that directly impact an individual state be approved without agreement of a majority of that state's members. A meeting quorum shall consist of **nine (9)** members; five from West Virginia and four from Maryland.

Section E: Time, Place and Conduct of Meetings

Any regular or special meeting of the MPO or any meeting of any committee of the MPO may occur by means of in-person meetings, teleconference, videoconference, or using other similar communications equipment if all persons participating in such meeting can address the entire group. Members of the public may join any scheduled virtual meetings through instructions noted on the MPO's website at time of advertisement.

All meetings of the Interstate Council shall be open to the public and all actions will be taken in public, except for special electronic votes (although ratification and documentation of electronic votes shall occur in a public meeting, see above) or executive sessions to discuss privileged matters in accordance with the appropriate State "Open Meetings Law" as determined by the location of the meeting. All meetings and public notices shall also comply with the Americans with Disabilities Act.

The public shall be given notice of all meetings of the Interstate Council as required by the approved Public Participation Process of the MPO. The approved Public Participation Process details specific direction regarding advanced notification, where to publish and how often to publish. All official meetings of the MPO Interstate Council are subject to the requirements of the Public Participation Process. Through notice published in newspapers of general circulation within the planning area of the MPO and in compliance with the approved public participation process.

The public will be given notice of all Interstate Council special meetings as soon as reasonably possible in accordance with the Public Participation Process and the appropriate State "Open Meetings Law" as determined by the location of the meeting.

The Interstate Council will hold an annual meeting no later than June 30th, at a place and time designated by the Chairperson. The annual meeting agenda may include, but not be limited to:

(1) the review of the work program and budget for the current fiscal year,
(2) the adoption of the work program and budget for the succeeding fiscal year,
(3) the adoption of the Transportation Improvement Program for the succeeding fiscal year, and
(4) Certify annually to the FHWA and the FTA that the planning process is addressing the major issues facing the region and is being conducted in accordance with the applicable Federal laws and regulations.

Special meetings may be called by the presiding officer of the Interstate Council at any time upon three (3) days notice, which notice must indicate the time, place, and general business to be transacted. Requests for special meetings can be made by members of the Interstate Council, State or Federal Funding agencies or MPO Staff. The calling of a special meeting is discretionary with the presiding officer; however, the presiding officer must call a special meeting when requested by not less than four (4) voting members of the Interstate Council as appropriate.

Section F: Conduct of Meetings

The MPO Staff will prepare in coordination with the appropriate presiding officer the agenda for all meetings. All annual meeting agendas will be made available to each member at least seven (7) days in advance of the meeting. Except as otherwise provided herein, all meetings of the Interstate Council shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

ARTICLE III – ORGANIZATION

Section A: MPO Coordinator

An MPO Coordinator shall be appointed by the Interstate Council who shall act as both the Secretary and the Treasurer for the Interstate Council without vote. The MPO Coordinator shall oversee the daily operations of the MPO and be responsible for carrying out the directives of the Interstate Council.

The MPO Coordinator shall have the responsibility to negotiate consensus among the member agencies on the full range of issues which are likely to arise; to develop recommendations for the Interstate Council's actions; to provide or coordinate appropriate technical analysis and studies, and to articulate the regional position to various legislative, executive, business, civic, citizen, audiences, and the press. The MPO Coordinator shall be responsible for developing the budget, approving all expenditures, finance administration, and execution of all contracts.

In the event that the MPO Coordinator position becomes vacant, an interim MPO Coordinator will be appointed by the Interstate Council until the Interstate Council has an opportunity to appoint a new MPO Coordinator.

Section B: Staff

The Interstate Council in conjunction with the MPO Coordinator will have the responsibility to determine the specific staff needs of the MPO. The staff of the MPO may be comprised from existing staff (on a timesharing basis) from the various member governments, agencies and organizations and/or the Interstate Council may employ dedicated full time staff to carry out specific activities of the MPO.

The Interstate Council may enter into contracts with Consultants or governmental agencies to provide staff services or to provide expertise on a specific project, study, matter or issue.

ARTICLE IV – COMMITTEES

Section A: Executive Committee

The Interstate Council Chairperson (either from West Virginia or Maryland), Interstate Council Vice-Chairperson (from the state not being represented by the chairperson). The Chairperson and Vice Chair person shall appoint one other member from their respective states. The Executive Committee shall meet at the call of the Chairperson to provide guidance, conduct minor business and/or serve as general oversight on issues as determined by the Interstate Council.

The Executive Committee shall provide routine oversight of the finances, administrative procedure, and activities of the MPO and shall make recommendations to the Interstate Council concerning staffing, personnel matters, finances, and operations.

A majority of the members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee are subject to ratification by the Interstate Council at the next regular or special meeting.

Section B: Technical Committee

The Interstate Council shall establish a Technical Committee charged with the responsibility for:

(1) oversight of technical work,
(2) coordination of the Long Range Transportation Plan,
(3) compliance with State or Federal regulations,
(4) review and recommendation of TIPs and amendments, and
(5) review and recommendation of new projects and proposals.

The Technical Committee shall be made up of not more than fifteen (15) voting members and should generally be filled by individuals working in a technical capacity (planners, engineers, GIS, IT and transportation providers such as public transit agencies) for the member local governments or agencies. In addition, other non-voting members as recommended by the MPO Coordinator and approved by the voting members of the Technical Committee may also participate on the Technical Committee.. Each voting member of the Technical Committee shall be representatives of the governments or agencies outlined in Article II Section B and shall be appointed by the MPO Coordinator through a consultative process. Though not represented on the Interstate Council, the Pennsylvania Department of Transportation shall participate as a voting member on the Technical Committee. In addition, a voting position on the Technical Committee will be available for filling by a Pennsylvania local government representative. A meeting quorum shall consist of eight (8) members with Technical Committee actions approved by a majority vote of those present.

The MPO Coordinator shall be the Chairperson for the Technical Committee and will sit on the Technical Committee as a non-voting member, if not appointed as a voting member.

In order to fulfill its responsibilities, the Technical Committee may seek the input of other agencies and experts, as appropriate, so that all needed technical issues are considered in the transportation planning, engineering and programming process. In addition, the Technical Committee may designate subcommittees or task forces to address specific issues. Agencies, organizations and individuals may be appointed to serve on a subcommittee or task force who are not represented on the Interstate Council or the Technical Committee. All appointments to subcommittees shall be with the approval of the Interstate Council.

Potential standing subcommittees of the Technical Committee are:

(1) Transit
(2) Long Range Plan
(3) Data Collection/Modeling
(4) Air Quality Conformity/Congestion Management
(5) Bicycle/Pedestrian/Enhancement

The subcommittees shall report to the Technical Committee who shall make any recommendations to the Interstate Council.

Section C: Special Committees

The Interstate Council may establish special committees or task forces to address specific concerns or to undertake special studies. Special committees shall disband at the end of one year of existence, unless otherwise specifically provided for by the Interstate Council.

ARTICLE V – FINANCE

Section A: Annual Work Program

An annual Unified Planning Work Program (UPWP) for the following fiscal year shall be prepared by the MPO Coordinator for approval by the Interstate Council by June 30th of each year according to federal and/or state requirements and such other provisions as required by the Interstate Council.

Section B: Apportionment of Costs

Funds for the Hagerstown/Eastern Panhandle MPO will be drawn from Federal, State and local governments, as well as private sources as appropriate. The non-federal share of funding for the Annual Work Program shall be apportioned among the jurisdictions represented on the Interstate and State Councils or Technical Committee as appropriate on the basis of an annual funding agreement that shall be entered into by June 30th of each year prior to the fiscal year for which the agreement is made.

Federal funds shall be provided to the MPO through the State of Maryland, the State of West Virginia and the Commonwealth of Pennsylvania as specified by Federal requirements. The requirement to provide local or state matching funds shall be addressed on a state basis with the local governments in each state responsible for meeting the local match obligation for that state. In the case of Pennsylvania, if no local government participation is forthcoming, then any local funding match would be in accordance with the directives of the Interstate Council.

Additional state or local funds may be required or provided on an as needed basis to conduct special studies for member agencies.

Section C: Annual Budget

The MPO will prepare an annual budget for a twelve (12) month period. The budget shall state the anticipated expenditures in accordance with the UPWP and expected administrative costs and the anticipated revenue in accordance with formula for contributions mutually agreed upon by the members of the Interstate Council, subject in all cases to budgetary approval by each contributing body. The MPO Coordinator shall prepare the budget for review by the Executive Committee and/or the Interstate Council during the third quarter of the fiscal year or as determined by the Interstate Council. The budget shall be adopted by the Interstate Council by June 30th of each year for the following fiscal year.

Section D: Audit Requirements

A financial audit of the operations, activities, and records of the MPO shall be made by a firm of independent certified public accountants on an annual basis or as specifically directed by the Interstate Council. A copy of the audit shall be made part of the permanent records of the Interstate Council and available to the public at the MPO offices. Copies shall be made available to all Interstate and State Council member governments and agencies, in addition to the appropriate state and federal agencies.

Section E: Contracts

All binding contracts on behalf of the MPO shall require the approval of the Interstate Council or Executive Committee acting at a properly called meeting. However, the MPO Coordinator shall have the authority to enter into service contracts with member agencies that are specified in the current budget or work

program without additional approval as long as the contract amount is within the budgeted amount. In addition, the MPO Coordinator has the authority to approve change orders up to the amount of ten (10) percent of the original contract amount of an approved contract as long as the revised new contract amount is within the current budget amount. Any contract made or executed by the Executive Committee or MPO Coordinator, including change orders, shall be reported to the Interstate Council at its next meeting.

Section F: Fiscal year

The fiscal year of the MPO with begin on July 1st of each year and end on June 30th of the following year.

ARTICLE VI – MISCELLANEOUS

Section A: Amendments or Repeal of By-laws

These By-laws may be amended at any meeting of the Interstate Council by a majority vote of the members present provided:

(1) the vote includes a majority of the members from both states,
(2) written notice of the proposed amendment has been provided to each member at least ten (10) days prior to the meeting at which it is to be voted upon, and
(3) the matter appears on the published agenda for the meeting.

Section B: Liability

The private property of the appointed Members and Staff of this organization shall be wholly exempt from corporate liability.

The by-laws adopted this date, December 1, 2010 supersede all previous by-laws and agreements concerning regional transportation planning for the Hagerstown Urbanized Area and the organizations created to carry out such by-laws and agreements.

HAGERSTOWN/EASTERN PANHANDLE
METROPOLITAN PLANNING ORGANIZATION

Chairman

ATTEST: