

**BYLAWS
WILMINGTON URBAN AREA TRANSPORTATION
ADVISORY COMMITTEE**

ARTICLE I – NAME

The name of this organization shall be the Wilmington Urban Area Transportation Advisory Committee, hereinafter referred to as the “TAC”.

ARTICLE II – PURPOSE

The purposes of the TAC are outlined in the most recent “Memorandum of Understanding” approved by the appropriate local governments.

ARTICLE III – MEMBERS

Section I – Number of Qualifications: The TAC shall consist as specified in the “Memorandum of Understanding”. The eligible voting member list consists of a representative from each of the appropriate boards with the City of Wilmington having two representatives.

Section II – Terms of Office: All elected representatives serving on the TAC may serve for the length of their elected terms. A member may serve successive terms.

Section III – Alternates: Each of the appropriate boards shall designate all members of their governing board who are not members of the TAC as alternate members of the TAC. In the event that a member is unable to attend, that member or the chief elected officer of that jurisdiction will designate an alternate to attend and participate in the member’s absence. That alternate member may serve as a full voting member during any meeting where one of that board’s representatives is not in attendance. Proxy and absentee voting are not permitted.

ARTICLE IV – OFFICERS

Section I – Officers Defined: The TAC shall, upon majority vote of its membership, appoint one voting member of the Committee to act as Chairman and one voting member to act as Vice-Chairman. A member of the staff of the City of Wilmington Development Services Department will serve as Secretary to the Committee.

Section II – Duties: The Chairman shall call and preside at meetings and appoint committees. In absence of the Chairman, the Vice-Chairman shall preside and complete all duties of the Chairman.

Section III – Elections: The Chairman and Vice-Chairman shall be elected annually by the voting members of the TAC, with their terms to begin at that meeting. In the event that there is no Chairman or Vice-Chairman, the TCC Chairman shall preside until a Chairman and Vice-Chairman are elected. The Chairman and Vice-Chairman shall serve for a period of one (1) year from their election and may be re-elected.

ARTICLE V - MEETINGS

Section I – Meetings: Regular schedules will be adopted by the TAC at the first meeting of the calendar year. If there is insufficient reason for a regularly scheduled meeting, as determined by the Chairman, the Secretary will notify TAC members of the meeting's cancellation. Meetings shall be conducted under parliamentary procedures consistent with Robert's Rules of Order.

A Special or Emergency meeting is a separate session of society held at a time different from that of a regular meeting, and convened only to consider one or more items of business specified in the call of the meeting. Notice of the time, place and exact purpose of the meeting must be mailed to all members a reasonable number of days in advance. The reason for the special or emergency meeting is to deal with important matters that may arise between regular meetings and that urgently require action by the society before the next regular meeting. As in the case of a regular meeting, the session of a special or emergency meeting in an ordinary society is normally concluded in a single meeting, unless the assembly at the special meeting schedules an adjourned meeting.

Special Meetings – The Chairman or a majority of board members may at any time call a special meeting of the Committee by signing a notice stating the time and place of the meeting and the subjects to be discussed. The person or persons calling the meeting shall cause the notice to be posted at City Hall in downtown Wilmington or the door of the regular meeting place at least forty-eight hours before the meeting. In addition, the notice shall be e-mailed or mailed to individuals and news organizations. Only items of business specified in the notice may be transacted at a special meeting.

Emergency Meetings- If a special meeting is called to deal with an unexpected circumstance requiring immediate consideration, the notice requirements of this rule do not apply. However, the person or persons calling an emergency meeting shall take responsible action to inform the other board members and the public of the meeting. Local news organizations having requested notice of the special meetings shall be notified of such emergency meetings by the same method

used to notify the board members. Only business connected to the emergency may be discussed at this meeting.

Section II – Quorums and Majority Vote: A quorum is required for the transaction of all business, including conducting meetings or hearings, participating in deliberations or voting upon or otherwise transacting public business. A quorum consists of 51% of the members of the TAC, plus as many additional members as may be required to ensure that 51% of the possible votes are present.

Section III – Attendance: Each member shall be expected to attend each scheduled meeting.

ARTICLE VI – VOTING PROCEDURES

Section I – Majority Votes: Any member may call for a vote on any issue provided that it is seconded and within the purposes set forth in the “Memorandum of Understanding.” Each voting member of the TAC shall have one vote, and a majority vote of those present and voting shall constitute approval of any motion, provided a quorum exists. Abstentions are not included in the tally of the votes. Proxy and absentee voting are not permitted.

Section II – Agenda: The agenda is the list of items suggested for discussion at a TAC meeting. Agenda items originate as a carry-over from previous meetings, are placed on the agenda prior to its distribution by any member of the TAC, by request from any jurisdiction party to the “Memorandum of Understanding,” or by the request of a member of the Technical Coordinating Committee (TCC). TCC and TAC members may submit an item(s) to their respective TCC and TAC agendas. In order for a Board member to submit an item(s) to the TCC or TAC, the item(s) must be submitted no later than 5:00 p.m. the first business day of the calendar month in which the item is requested to be considered. The item must include all pertinent background materials (resolution, maps, etc.). An item may also be placed on the agenda for consideration at the end of the meeting by a majority vote of the voting members present.

ARTICLE VII – AMENDMENTS TO BYLAWS

Amendments to these Bylaws of the TAC shall require the affirmative vote of at least two-thirds (2/3) of the eligible voting members, provided that written notice of the proposed amendment has been received by each member at least seven (7) days prior to the meeting at which the item is to be considered and provided that such amendment does not conflict with the letter or the fundamental intent of the “Memorandum of Understanding” governing this document. In the event of any conflict, the “Memorandum of Understanding” shall carry precedence over these Bylaws.

Date Adopted 8/10/11



Signature of Chairman