

## **BYLAWS**

### **WILMINGTON URBAN AREA METROPOLITAN PLANNING ORGANIZATION BOARD**

#### **ARTICLE I – NAME**

The name of this organization shall be the Wilmington Urban Area Metropolitan Planning Organization Board, hereinafter referred to as the “Board.”

#### **ARTICLE II – PURPOSE**

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

#### **ARTICLE III – MEMBERS**

Section I – Number of Qualifications: The Board 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 Board may serve for the length of their elected terms. A member may serve successive terms.

Section III – Alternates: Each of the member boards may appoint one (1) Alternate provided each Alternate also meets the same qualifications of membership. The Alternate member will serve as a full voting member during any meeting where the board’s representative(s) is not in attendance. Proxy and absentee voting are not permitted.

#### **ARTICLE IV – OFFICERS**

Section I – Officers Defined: The Board 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 Wilmington Urban Area Metropolitan Planning Organization 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 Board, 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 Board at the last meeting of the calendar year. If there is insufficient reason for a regularly scheduled meeting, as determined by the Chairman, the Secretary will notify Board 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 Board 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- Board Sub-Committees:** The Board may create Sub-Committees to assist with forwarding the mission and goals of the Wilmington MPO. These Sub-Committees shall be created by a formal vote of the Board. The notice of Sub-Committee meetings shall 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 all Board members and news organizations.

**Section III– 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 Board, plus as many additional members as may be required to ensure that 51% of the possible votes are present.

**Section IV– Attendance:** Each member shall be expected to attend each scheduled meeting. Any Board member asking to be excused shall require a call to the MPO’s Executive Director at least 24 hours in advance of the meeting. The Executive Director will at the beginning of the Board meeting, list the members requesting to be excused which will require a vote from the Board to approve these excused absences. If an Alternate attends a meeting in place of the member, this will not count as an absence for the member. For members not attending three (3) consecutive Board meetings, the Chairman will send to the chief elected officer of the jurisdiction of the member in question, a letter indicating the number of absences and requesting re-affirmation or re-designation of the jurisdiction’s representative.

## **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 Board 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 Board meeting. Agenda items originate from the Executive Director or as a carry-over from previous meetings, are placed on the agenda prior to its distribution by any member of the Board, 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 Board members may submit an item(s) to their respective TCC and Board agendas. In order for a Board member to submit an item(s) to the TCC or Board, 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.). The Board shall approve

the agenda at the beginning of each meeting. At this time, the Board shall have the ability to add or remove any item on the agenda by a super-majority vote of the Board's voting members present. An item added to the agenda will be placed for consideration at the end of the meeting.

#### **ARTICLE VII – AMENDMENTS TO BYLAWS**

Amendments to these Bylaws of the Board 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 8/30/17

  
Signature of Chairman