

**AMENDED AND SUBSTITUTED BYLAWS
OF THE
DES MOINES AREA METROPOLITAN PLANNING ORGANIZATION**

Adopted October 18, 2018

ARTICLE I.

DES MOINES AREA METROPOLITAN PLANNING ORGANIZATION

Metropolitan Planning Organization (MPO) has been established by a 28E Agreement as amended and substituted, as a voluntary organization of certain county and city governments in the MPO's Metropolitan Planning Area for the purposes and with the authority contemplated by Part 450 of Title 23 of the Code of Federal Regulations.

ARTICLE II.

PURPOSE

The MPO has been designated by the Governor of Iowa as the official Metropolitan Planning Organization for the Des Moines metropolitan area. As such, it has responsibility for carrying out the continuing, comprehensive, and cooperative (3-C) transportation planning process for this metropolitan area, pursuant to Section 134 of Title 23 of the United States Code.

ARTICLE III.

MEMBERS

- Section 1. Any county or city government located wholly or partially within the Metropolitan Planning Area boundary, and meeting the requirements of Article III. of the applicable 28E agreement, shall be eligible for MPO membership.
- Section 2. Any county or city government located wholly or partially within the Metropolitan Planning Area boundary and not meeting the requirement for full membership as stated in the applicable 28E agreement, shall be eligible for an associate, non-voting membership in the MPO after an affirmative vote of three-fourths of the current MPO members, and the payment of dues, if any, established by the MPO.¹

¹Amended October 16, 1997

- Section 3. Any county or city government not located wholly or partially within the Metropolitan Planning Area boundary, yet within Boone, Dallas, Jasper, Madison, Marion, Polk, Story, and Warren counties, shall be eligible for an associate, non-voting membership in the MPO after an affirmative vote of three-fourths of the current MPO members and the payment of dues, if any, established by the MPO.
- Section 4. Appointments by member governments of their primary and alternate representatives to serve on the MPO shall be made by resolution of the member governments and conveyed in writing from each member's governing body to the MPO's Executive Director.
- Section 5. During December of each year, the MPO Executive Director shall contact member governments to request the names of each member government's primary and alternate representatives to serve on the MPO for the upcoming calendar year, not to exceed the total number of representatives for a government as determined by the methodology outlined in the current 28E Agreement.
- Section 6. The MPO staff also shall review its MPO primary representatives list after local elections, to determine whether or not a need exists to solicit updated primary representative information from members based on the election results.
- Section 7. Each representative to the MPO shall serve at the pleasure of the governing body appointing that representative.
- Section 8. If a member government's appointed representative(s), or an alternate representative, fails to attend three consecutively scheduled meetings of the MPO, the MPO's Executive Director shall notify the member government to request consideration of a new appointment of that member government's representatives.
- Section 9.² If an MPO member government obtains a revised and certified population figure, the assessment for any population change will be handled by the following process:
- a. A member government will notify the MPO, in writing, of its newly certified, revised population total, and transmit any associated materials documenting the population recertification;
 - b. If a member government, based on its newly certified population, becomes eligible to receive a different number of representatives to the MPO, any additional representative(s) would be "seated" at the next MPO meeting following the MPO's receipt of the required written notice of that government's revised population figure and identification of any new or eliminated representative;

²Amended 2/26/95

- c. The newly certified population would be effective for any weighted vote situation only after appropriate notification of the revised population figures; and
- d. For assessment purposes, the newly certified population would be first recognized for the next fiscal year beginning on July 1.

ARTICLE IV.

MEETINGS

Section 1. The MPO shall hold regularly scheduled meetings and MPO staff will publish a calendar of those meetings in December of each year. By formal action, the MPO may amend the meeting schedule.

Section 2. Special meetings of the MPO may be called by the MPO Chair, or called based upon a written request to the MPO Chair and signed by a minimum of two member governments, specifying the day, the hour, and the subject of the requested special meeting. At least three day's notice shall be given for a special meeting.

Section 3.³ Iowa Open Meetings Law - Iowa Code Chapter 21 (2018).

- a. All MPO meetings shall be conducted in accordance with the provisions of the Iowa Open Meetings Law. Notice of all MPO meetings shall be posted and sent to the local news media, member governments, and interested parties requesting such notice.
- b. Unless otherwise charged, all advisory groups of the MPO will report to the MPO Executive Committee and will not make public policy recommendations to the MPO. The meetings of these advisory groups, and any subgroups, subcommittees, or task forces created by them, will not comply with the Iowa Open Meetings Law unless required by resolution of the MPO. Advisory groups created by the MPO only to gather information without making a public policy recommendation will not comply with the Iowa Open Meetings Law unless required by resolution of the MPO. Any advisory group charged by the MPO to make a public policy recommendation to the MPO will conduct their meetings in accordance with the Iowa Open Meetings Law.
- c. The MPO Transportation Technical Committee meetings will be conducted in accordance with the Iowa Open Meetings Law.

³Amended June 1999

- d. The MPO Executive Committee meetings will be conducted in accordance with the Iowa Open Meetings Law.
- e. The MPO retains the prerogative, from time-to-time, to require any advisory group to conduct meetings in accordance with the Iowa Open Meetings Law.

Section 4. All MPO, MPO Executive Committee, and MPO Transportation Technical Committee (TTC) meetings shall be conducted in general accordance with the current edition of Robert's Rules of Order.

Section 5. The MPO's recording secretary shall determine whether a quorum exists. The recording secretary shall inform the MPO's presiding officer. The MPO's recording secretary shall enter into the meeting minutes the names of those MPO representatives present.

Section 6. The presiding officer, recognizing a quorum, shall call the meeting to order.

Section 7. Ordinary conduct of MPO business shall be determined by majority vote of those representative(s) present and eligible to vote, each representative having one vote. Proxy voting will not be permitted.

Section 8. The presiding officer may vote and participate in discussion, but shall not make or second a motion.

Section 9. In the normal conduct of business, an item shall be voted upon by voice vote, with nay votes and abstentions being recorded by name. If requested, an item shall be voted upon by roll call vote. All weighted votes will be roll call votes.

Section 10. On all roll call votes, the recording secretary shall list the MPO representatives and their corresponding votes.

Section 11.³ Agendas and supporting materials for regularly scheduled MPO meetings shall be made available to the MPO designated primary and advisory representatives at least six days prior to such meetings.

Section 12. The Chair shall act as final arbiter of any disputes on points of order, subject to appeal to the full body.

³Proposed amendment May 1999

ARTICLE V

EXECUTIVE COMMITTEE

- Section 1. The MPO's Executive Committee shall be constituted by representatives chosen from designated member governments. Designated member governments and their number of representatives shall include the following: one representative from each member community that exceeds a population of 50,000 (Des Moines shall receive two representatives), one representative from Polk County, and two representatives each from three subareas (Northwest area, Southwest area, and East area) that represent communities under 50,000 in population. Identification of the communities in each of the subareas identified above are attached hereto as Exhibit A. The immediate past Chair of the Executive Committee shall remain on the Executive Committee so long as that person remains their community's primary representative and shall count as one of the Executive Committee representatives from the aforementioned designated member governments. All members of the Executive Committee, at the time of appointment to the Executive Committee, shall be holders of a federal, state, or local government elective office, EXCEPT that one person on the Executive Committee may be other than a holder of a government elective office. All Executive Committee members must be a community's primary representative at the time of their appointment to the Executive Committee. The Executive Committee shall exercise only such powers as may be delegated by the MPO as set forth in the Bylaws of the Des Moines Area Metropolitan Planning Organization. Executive Committee recommendations shall be reported to the full Policy Committee. The Executive Committee shall only act with a quorum of at least one-half of its members plus one additional member. The Executive Committee shall conduct its meetings in accordance with Chapter 21, Code of Iowa (2018), the Iowa Open Meetings Act.
- Section 2. The Executive Committee representatives for each subarea identified in Exhibit A shall be appointed after a vote of a Selection Committee in each of the three identified areas during February, consistent with Article V, Section 1. The Selection Committee in each subarea shall be comprised of the mayor of each member city located in the subarea and, if one of the subarea's member governments is a county, the Chair of the Board of Supervisors from said county. Each mayor or Board of Supervisor's Chair serving on the Selection Committee may nominate a person to serve as the member of the Executive Committee representing such subarea. Any nomination of a member of the Executive Committee must be approved in advance by the city council of the mayor or by the Board of Supervisors of the Board's Chair making such nomination before submission to the Selection Committee. Any impasse by the Selection Committee in the selection of the two Executive Committee members from a subarea shall be resolved by the use of a weighted vote, in which the mayor of each city is entitled to one vote for each person residing within the city of which they are mayor and in which the Chair of the Board of Supervisors is entitled to one vote for each person residing within the unincorporated portion of the county which is located within the subarea, according to the most recent federal census or official

intercensal estimate. The Executive Committee members from each subarea may not represent the same member government. The results of this selection process shall be reported in writing to the MPO Executive Director and such members should thereafter be eligible to serve.

Section 3. The Chair of the MPO will preside at the Executive Committee meetings. In the absence of the Chair, the Vice Chair will preside. In the absence of the Vice Chair, the Secretary/Treasurer will preside.

Section 4. The MPO's Executive Committee shall have general supervision of the MPO's administrative, personnel, and financial affairs, and have and exercise such additional powers as may be delegated by the MPO from time to time. All Executive Committee recommendations will be subject to approval by the full MPO. The MPO Executive Committee is delegated day-to-day decision-making authority for and on behalf of the MPO on all matters upon the determination by the Executive Committee that any such matter is time sensitive and the interests of the MPO will be advanced by the exercise of this delegated authority prior to the next regular meeting of the MPO Policy Committee, subject to the following guidelines and limitations:

- a. The authority is exercised in accordance with the Iowa Open Meetings Law.
- b. Except as otherwise permitted by the Iowa Open Meetings Law, the agenda item being considered under this delegated authority is distributed at least twenty-four (24) hours in advance to the member representatives on the MPO Policy Committee.
- c. The minutes of the MPO Executive Committee reflect that the determination was made that the decision was time sensitive and the interests of the MPO would be advanced by the exercise of this delegated authority or, alternatively, reference this resolution.
- d. This delegation of authority does not permit the Executive Committee to expend more than twenty-five thousand dollars (\$25,000), unless the expenditure is within the then-existing budget of the MPO that has been previously approved by the MPO Policy Committee.
- e. This delegation of authority does not permit the MPO Executive Committee to amend the MPO's then-existing budget.
- f. This delegation of authority does not permit the MPO Executive Committee to alter or amend the MPO 28E Agreement or the MPO Bylaws.
- g. This delegation of authority does not permit the Executive Committee to hire or terminate the MPO Executive Director.

- h. This delegation of authority does not permit the MPO Executive Committee to make any decision on which the member representatives are entitled to a weighted vote if, prior to the exercise, a request in writing is received by the MPO Executive Director or any MPO Executive Committee member from a sufficient number of member governments that could require a weighted vote at a meeting of the MPO Policy Committee.
- i. If this delegated authority is exercised as above provided, it will be effective and binding upon and inure to the benefit of the MPO; the exercise of the authority will be reported to the next meeting of the MPO Policy Committee and duly noted in the minutes of the MPO Policy Committee meeting.

Section 5. The MPO's Executive Committee shall meet at least monthly.

Section 6. The MPO Executive Committee shall act only with a quorum of at least one-half of its members plus one additional member.

Section 7. Special meetings of the MPO's Executive Committee may be called by any of the members of the MPO Executive Committee.

Section 8. All decisions of the MPO Executive Committee or the Executive Director are subject to review by the MPO.

ARTICLE VI.

OFFICERS

Section 1. The MPO's officers shall consist of a Chair, a Vice Chair, and a Secretary/Treasurer.

Section 2. The MPO Chair:

- a. Shall preside at all meetings of the MPO.
- b. Shall call special MPO meetings, consistent with Article IV, Section 2.
- c. May sign all contracts, agreements, applications, and other instruments associated with MPO operations and administration, upon authorization by the MPO.
- d. Shall appoint members of any subcommittee deemed necessary for the conduct of the MPO's business.
- e. Shall serve as a member of the MPO's Executive Committee.

- f. Shall have such additional duties and powers as customary to the office or delegated by the MPO.

Section 3. The MPO Vice-Chair:

- a. Shall exercise the duties and powers of the MPO Chair in the absence of the Chair.
- b. Shall serve as a member of the MPO's Executive Committee.
- c. Shall have such additional duties and powers as customary to the office or assigned by the Chair.

Section 4. The MPO Secretary/Treasurer:

- a. Shall exercise the duties and powers of the MPO Chair in the absence of the MPO Chair and Vice-Chair.
- b. Shall serve as a member of the MPO's Executive Committee.
- c. Shall cause to have a full record kept of the proceedings of the MPO.
- d. Shall cause to have all funds received by the MPO deposited in the name of the MPO in a federally insured financial institution, as the MPO may so choose.
- e. Shall cause to be disbursed payments of MPO authorized expenditures in the name of MPO and require two signatures of individuals duly authorized by the MPO to disburse the MPO's funds.
- f. Shall cause to be reviewed and approved, or the Chair or Vice Chair in the absence of the Secretary/Treasurer, all requests for payment to subcontractors by the MPO.
- g. Shall cause to be prepared all reimbursement requests to state and federal funding agencies.
- h. Shall cause to have prepared a monthly financial statement and progress report for the MPO.
- i. Shall cause to have all financial records kept in accordance with generally accepted accounting procedures.
- j. Shall cause to have an annual audit of all MPO financial records and accounts, and of all its subcontractors, in accordance with the Office of Management and Budget Circular A-102, Attachment P, requirements.

The audit shall be conducted by an independent individual or company of recognized professional standing, or by an approved governmental entity.

- k. Shall cause to have all financial records of the MPO kept in a safe place.
- l. Shall attest to the signature of the MPO Chair on MPO documents when attestation is required.
- m. Shall cause to have maintained a current inventory of all furniture, equipment, computer hardware and software owned by the MPO, with all new acquisitions, transfers, or disposals of property to be recorded and the inventory adjusted appropriately.
- n. Shall cause to have an investment policy adopted for the investment of all MPO funds.
- o. Shall cause to have appropriate insurance in effect for MPO employees (i.e., worker's compensation, liability, property, automobile).
- p. Shall have such additional duties and powers as are customary to the office or assigned by the Chair.

Section 5. The MPO's officers shall be elected annually during February, once representatives from three subareas are selected consistent with Article V, Section 2. The MPO officers shall be selected from among the MPO Executive Committee Members who are appointed consistent with Art. V, Section 1. No Chair shall be eligible for election to serve more than two full, consecutive one-year terms as Chair.

Section 6. The MPO's officers shall serve from March 1 through the end of the following February.

Section 7. The respective MPO's officers shall hold office until successors for their office have been duly elected.

Section 8. Each of the MPO's officers shall be from different designated members of the MPO.

Section 9. Any vacancy occurring in an office of the MPO during the calendar year shall be filled for the un-expired portion of that office's term by election from among the remaining MPO Executive Committee members.

Section 10. The MPO's officers shall perform the duties prescribed by these bylaws and by the authority assigned from time to time by the MPO.

ARTICLE VII.

EXECUTIVE DIRECTOR

- Section 1. The day-to-day operations of the MPO shall be conducted under the direction and supervision of an Executive Director, in accordance with the policies, procedures, goals, and objectives adopted by the MPO.
- Section 2. The Executive Director will be employed by and, for cause, discharged by action of the MPO.
- Section 3. The Executive Director:
- a. Shall, after consultation with the MPO Executive Committee, hire, supervise, and discharge all other employees of the MPO, in accordance with employment policies and procedures adopted from time to time by the MPO Executive Committee.
 - b. Shall be responsible for MPO staff evaluations.
 - c. Shall abide by and fulfill the terms and provisions of his/her employment contract and job description.
 - d. Shall act as the Assistant Secretary/Treasurer of the MPO.
 - e. Shall assist the Chair in developing agendas for meetings of the MPO and the MPO Executive Committee.
 - f. Shall periodically make recommendations to the MPO and MPO Executive Committee on matters relevant to the efficient, effective operation of the MPO.
 - g. Shall cause to be developed and published annually, during the month of December, a schedule of the MPO's regular meeting dates, the MPO Executive Committee's regular meeting dates, and the MPO Transportation Technical Committee's regular meeting dates for the forthcoming calendar year.
 - h. Shall sign all contracts, agreements, applications, and other instruments associated with MPO operations and administration, upon authorization by the MPO or MPO Executive Committee, as the case may be and consistent with the authority delegated to the MPO Executive Director.
 - i. Shall perform such other duties and functions as may be assigned by the MPO or the MPO Executive Committee.

ARTICLE VIII.

COMMITTEES

- Section 1. The MPO shall establish policies and procedures for the operation of the MPO Transportation Technical Committee.
- Section 2.⁵ The MPO Chair may appoint such advisors or create such technical, advisory, or ad hoc committees as may be deemed desirable to carry out the MPO's responsibilities.
- Section 3. The MPO Chair will annually appoint a Nominating Committee for the election of officers from the members of the MPO Executive Committee, with no more than one representative from any one member government.
- a. The nominating committee shall consist of three primary representatives of the MPO and may be MPO Executive Committee members or MPO Policy Committee members. The nominating committee shall select one of the three committee members as chairperson.
 - b. The nominating committee shall present a slate of officer candidates at the regular February MPO Executive Committee meeting consisting of candidates for Chair, Vice Chair and Secretary/Treasurer to aid the nominating committee, the MPO staff will supply the following:
 1. A list of primary representatives to the MPO;
 2. A history of attendance for those representatives;
 3. An indication of the tenure of each primary representative to the MPO; and
 4. A list of previous MPO offices held, including committees and subcommittees.
 - c. The nominating committee will not be constrained by any rules or presumption of ascendancy from one office or position to another.
- Section 4. The MPO also may establish other committees of the MPO.
- Section 5. The MPO Chair may appoint resource persons to serve on a committee if that action would be deemed of potential benefit to that committee and the issue(s) being addressed, who shall serve at the pleasure of the MPO Chair.
- Section 6. Representation to the MPO Transportation Technical Committee shall be reviewed and updated during January of each year, at a minimum. Appointments to other committees shall be reviewed and updated annually after the formation of

⁵Amended April 16, 1998

the new MPO Executive Committee, and updated as appropriate by the MPO Chair.

ARTICLE IX.

AMENDMENTS TO BYLAWS

These bylaws may be amended at any regularly scheduled meeting of the MPO, upon an affirmative vote of the majority of those representatives present and voting at that meeting, provided that the amendment has been submitted in writing and adopted at the previous MPO regularly scheduled meeting. These bylaws also may be similarly amended at any special meeting of the MPO called solely for that purpose.