

## **EXHIBIT 'A'**

# **Oregon MPO Consortium (OMPOC) BYLAWS**

### **ARTICLE I**

This committee shall be known as the Oregon MPO Consortium (OMPOC).

### **ARTICLE II MISSION**

It is the mission of OMPOC to work in partnership to advance interests common to Oregon's designated Metropolitan Planning Organizations (MPOs).

### **ARTICLE III PURPOSE**

Section 1. The purpose of OMPOC is as follows:

- a. To provide a forum for Oregon's MPOs to address common needs, issues and solutions to transportation and land use challenges facing Oregon's metropolitan areas.
- b. To provide recommendations for individual action by Oregon MPOs.
- c. To advocate for Oregon MPO policy, regulatory and funding interests at the state and federal level.

Section 2. In accordance with these purposes, the principal duties of OMPOC are as follows:

- a. Meet quarterly, or as needed, to conduct OMPOC business.
- b. Develop an annual work plan to guide OMPOC discussions.
- c. Periodically adopt OMPOC positions on common policy, regulatory or funding issues such as federal planning requirements, state rulemaking and state legislation.
- d. Participate in cooperative regional organizations as advocates for common Oregon MPO interests.

e. Discuss emerging trends and policy options and practices for addressing common MPO issues in Oregon.

#### **ARTICLE IV CONSORTIUM MEMBERSHIP**

##### Section 1. Membership.

- a. The Consortium will be made up of representatives from Oregon’s designated MPOs.
- b. Each MPO will appoint two voting representatives to participate in each meeting of the Consortium
- c. Alternates may be appointed to serve in a voting capacity in the absence of the regular members; alternates may attend and participate in all OMPOC discussions and deliberations.

##### Section 2. Appointment of Members and Alternates

- a. Members and alternates from the designated Oregon MPOs shall be current voting members of the respective MPO policy boards.
- b. Voting at Consortium meetings is limited to elected officials of respective MPO policy boards.
- c. MPO staff and MPO member-agency staff are not eligible for appointment as members or alternates to OMPOC.
- d. MPO Directors shall serve as non-voting ex-officio members of the Consortium.

#### **ARTICLE V MEETINGS, CONDUCT OF MEETINGS, QUORUM**

- a. Regular meetings of OMPOC will be held at least annually at a time and place established by the committee at the prior meeting. A meeting host will be specified for each meeting. Additional or emergency meetings may be called by the chairperson or a majority of the membership. An annual meeting schedule will be established as part of developing the annual work plan.
- b. A majority of the voting members (or designated alternates) of OMPOC shall constitute a quorum for the conduct of business. The act of a majority of those present at meetings at which a quorum is present shall be the act of the OMPOC. No formal committee actions may be taken in the absence of a quorum.

c. Subcommittees to develop recommendations for OMPOC can be appointed by the Chair. The Chair will consult on subcommittee membership and charge with the full membership at a regularly scheduled meeting. Subcommittee members can include OMPOC members, alternates, other Oregon MPO board members and/or outside experts and MPO staff.

d. All meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

e. OMPOC may establish other rules of procedure as deemed necessary for the conduct of business.

f. Each member shall be entitled to one (1) vote on all issues presented at regular and special meetings of the Committee. In the absence of the member, the alternate shall be entitled to one (1) vote.

h. The Committee shall follow Oregon public meeting law and make its meeting summaries, reports and findings available to the public.

i. Meeting hosts shall provide staff, as necessary, to record the actions of OMPOC and to handle committee business, correspondence and public information related to hosted meetings.

## **ARTICLE VI OFFICERS AND DUTIES**

a. The chair and vice-chairperson of OMPOC shall be elected by the membership for one calendar year of service. Elections for chair positions shall be conducted at the first meeting of a calendar year.

b. The chair shall preside at all meetings he/she attends and shall be responsible for the expeditious conduct of the Committee's business.

c. The chair shall convene a pre-meeting teleconference to establish the agenda for OMPOC meetings.

d. In the absence of the chair, the vice-chair shall assume the duties of the chairperson.

**ARTICLE VII  
ROLE OF MPO STAFF**

a. Oregon MPO Directors and Program Managers shall constitute that Technical Advisory Committee (TAC) to OMPOC. The Consortium will take into consideration the alternatives and recommendations of the TAC in the conduct of its business.

b. Oregon MPO staff shall serve as staff to OMPOC, as needed, to provide necessary support for committee activities.

**ARTICLE VIII  
AMENDMENTS**

a. These bylaws may be amended or repealed only by a two-thirds vote of the full membership of OMPOC.

b. Written notice, including proposed changes, must be delivered to all members and alternates at least 30 days prior to any proposed action to amend or repeal bylaws.