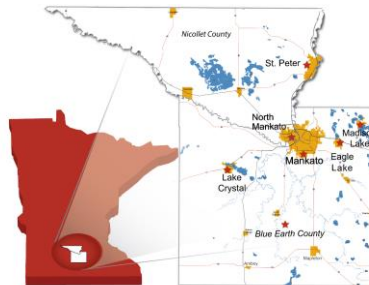


Mankato/North Mankato Area Planning Organization (MAPO)

Policy Board Bylaws



Originally Approved by the Policy Board

March 7, 2013

Reviewed and Updated by the Policy Board

July 2, 2015

Review by the Policy Board

May 4, 2017

Reviewed, Updated, & Adopted by the Policy Board

May 7, 2020

**ARTICLE I.
MISSION STATEMENT**

The Mankato/North Mankato Area Planning Organization (MAPO) is committed to coordinated long-range planning, a Unified Planning Work Program (UPWP), and a Transportation Improvements Program (TIP), in a fair and mutually beneficial manner, on selected issues transcending jurisdictional boundaries, for the betterment of the entire Mankato/North Mankato Area. The Mankato/North Mankato Area Planning Organization will promote coordinate, implement and encourage the planning of infrastructure systems embracing all modes in a manner that efficiently maximizes the safety and mobility of people and goods through the urbanized area.

**ARTICLE II.
PURPOSE**

The MAPO is responsible for preparing, updating and maintaining three primary transportation planning documents; a Long Range Transportation Plan (LRTP), a Transportation Improvement Program (TIP), and Unified Planning Work Program (UPWP). In addition, the MAPO is responsible for developing and maintaining a public involvement process. The MAPO is also responsible for a variety of supporting work products such as traffic/transportation data collection analysis, analysis of pertinent socioeconomic data, analysis to assure nondiscrimination in the delivery of transportation services, and other technical studies and needs analysis.

The Technical Advisory Committee (TAC), which was established under the Joint Powers Agreement shall review, evaluate, comment upon, and make recommendations to the Policy Board for the required plans and programs. The MAPO Policy Board shall also review evaluate, comment upon, make recommendations and ultimately endorse the required plans and programs such that federal and state funding eligibility is maintained.

Prior to adoption of the Long Range Transportation Plan (LRTP), a Transportation Improvement Program (TIP), and Unified Planning Work Program (UPWP), the local units of government represented on the Policy Board shall provide formal consent to the adoption of the plans.

**Article III.
MEMBERSHIP AND DUES**

SECTION 1. Membership: The Mankato/North Mankato Area Planning Organization will consist of 6 Policy Board members. Each member (or their appointed alternate) will be entitled to one full vote. No eligible voting member will have more than one vote. All of the membership will be local elected officials or their alternates.

Membership will be as follows:

<u>City of Eagle Lake</u>	<u>1 Representative</u>
<u>City of Mankato</u>	<u>1 Representative</u>
<u>City of North Mankato</u>	<u>1 Representative</u>
<u>Blue Earth County</u>	<u>1 Representative</u>
<u>Nicollet County</u>	<u>1 Representative</u>
<u>Townships</u>	<u>1 Representative</u>

SECTION 2. Attendance: Two or more unexcused absences by a delegate during a period of twelve consecutive months shall constitute reason for MAPO to request a replacement for that delegate by the unit or units of government appointment said delegate.

**ARTICLE IV.
AUTHORITY**

The MAPO is authorized under a Joint Powers Agreement and by Section 134, Title 23, United States Code (23 USC 134), as amended.

The Joint Powers Agreement authorizes the MAPO to appoint and maintain such technical advisory, citizen and/or other committees as deemed appropriate and effective to carry out a comprehensive, cooperative, and continuing urban transportation process in the planning area.

MAPO activities will be governed by a Policy Board and attendant bylaws. The Bylaws herein have been adopted by the MAPO Policy Board, and made effective on March 7, 2013 and updated July 2, 2015.

ARTICLE V. ADMINISTRATION

The administrative agency shall be the City of Mankato. The administrative agency shall keep and distribute minutes of all meetings of the MAPO, countersign all documents as necessary to be executed, publish open meeting requirements, keep and preserve all resolutions, transactions, findings and determinations of the MAPO. The administrative agency shall accept and keep all the funds, deposits, records of all payments, transactions, disbursements, and receipts of the MAPO in a dedicated account, follow all local, federal and state requirements for administering those funds and supervise the MAPO staff. The administrative agency shall be responsible for the appointment of the MAPO Executive Director, who shall be under the supervision of the City of Mankato City Manager. The administrative agency shall also be responsible for the hiring of all MAPO staff.

ARTICLE VI. OFFICERS

SECTION 1. Officers: The officers of MAPO shall be a Chair and Vice Chair. The officers, who shall be elected by the General Membership, shall take office upon election on a biennial basis during the fall Policy Board meeting in the appropriate year.

SECTION 2. Terms: The Chair and Vice Chair shall serve for a two-year term. No officer's term can extend beyond his or her office terms. If for any reason the Policy Board Chair or Vice Chair resigns from their position, the Policy Board shall elect a new Chair or Vice Chair by majority vote of the members present.

ARTICLE VII. OFFICER'S DUTIES

SECTION 1. Chair: It shall be the duty of the Chair to preside at all meetings of the MAPO. The Chair shall have general responsibility for the affairs of the MAPO including signatory authority on all contracts, documents and other official instruments of the MAPO.

SECTION 2. Vice Chair: The Vice Chair shall perform the duties of the Chair the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the MAPO shall select a new Chair. The Vice Chair shall have signatory authority on all contracts, documents and other official instruments of the MAPO.

SECTION 3. Executive Director: The Executive Director shall be appointed by the administrative agency and fall under the supervision of the City Manager. The Executive Director of the MAPO shall be responsible for the general supervision, management and administration of the business and affairs of the Organization. He/She shall have the care and custody of all funds of the MAPO and shall deposit the same in the name of the Organization in such bank or banks as the administrative agency may select. He/She shall have signatory authority for the disbursement of all monies under the direction of the Organization shall countersign all such disbursements. He/She shall keep all official records and financial accounts of the Organization. The administrative agency shall be responsible for the appointment of the MAPO Executive Director.

The Executive Director shall also serve as the Secretary for the MAPO Policy Board.

SECTION 4. Complaints of Misconduct/Conflict of Interest

MAPO Policy Board members, Technical Advisory Committee members, and staff will avoid any action, whether or not specifically prohibited, which may result in, or create the appearance of:

1. Using public office for private gain.
2. Giving preferential treatment to any organization or person.
3. Impeding governmental efficiency or economy.
4. Making decisions outside official channels.
5. Losing independence or impartiality of action.
6. Denying any citizen or group access to the decision making process of the MPO, and
7. Affecting adversely the confidence of the public in the integrity of the MPO.

If it is believed an individual has engaged in the prohibited activities described above, a complainant shall deliver a written detailed description of the complaint to the individual's respective agency/jurisdiction, the MAPO Policy Board Chair, and the MAPO TAC Chair. Complaints against MAPO staff shall be delivered by the TAC Chair and Policy Board Chair to the administrative chief officer of the MAPO host agency. The written complaint shall specifically identify:

1. The individual(s) accused of misconduct or conflict of interest.
2. The exact nature of misconduct or conflict of interest, including specific actions taken by the individual on specific dates/date ranges.
3. An explanation of how the actions taken by the accused individual constitute misconduct or conflict of interest.

Any disciplinary action, including removal of an individual from MAPO participation, shall be a prerogative of that individual's respective agency/jurisdiction. The MAPO Policy Board shall maintain the authority to expel an individual from the MAPO TAC or MAPO Policy Board.

SECTION 4. Additional Personnel: The MAPO may employ such personnel, as it deems necessary to exercise its powers, duties and functions. The Policy Board shall be subject to the laws of the State of Minnesota shall determine the selection and compensation of such personnel.

ARTICLE VIII. MEETINGS

SECTION 1. Regular Meetings: Regular MAPO Policy Board meetings are scheduled on an as-needed basis and are open to the public with comments welcomed at all meetings. At a minimum, the MAPO Policy Board will meet quarterly to approve the Unified Planning Work Program and the Transportation Improvement Program (TIP). A Public Notice will be provided as defined in the Public Participation Plan. The MAPO TAC Chair or Vice Chair will be present and provide recommendations to the Policy Board at their meetings. In instances where neither the TAC Chair nor Vice Chair can attend, the MAPO Executive Director will fulfill this role. At the Policy Board meeting, the Executive Director shall only serve as secretary in that defined role i.e. overseeing taking of minutes and executing contracts as approved by the Board.

SECTION 2. Special Meetings: In consultation with the MAPO Policy Board Chair, the Executive Director shall call meetings of the Policy Board. All members of the Policy Board shall be notified 10 days prior to the date of the meeting. An exception to the 10 day notice may be granted by the chairs of the Policy Board. A Public Notice shall be printed in the officially designated local newspaper. The notice shall state the purpose, time, and location of the meeting as well as staff contact information. The public notice shall be printed in the local newspaper at least 5 days prior to the meeting.

SECTION 3. Rules of Order: All meetings shall operate under "Roberts Rules of Order" and any other special rules that are specifically adopted by the Policy Board. Such special rules for the MAPO shall govern and supersede "Roberts Rules of Order," insofar as they do not conflict with or are inconsistent with the provisions of these Bylaws. All meetings of the MAPO shall be open to the public.

SECTION 4. Agenda: In consultation with the chair of the Policy Board, the MAPO administrative agency shall prepare an agenda for the Policy Board meetings. A copy of the proposed agenda, together with the copies of reports, recommendations, documents, and the like will be furnished to each Policy Board member one week prior to the regular Policy Board meetings. Only items that have been recommended or reviewed by the MAPO TAC shall appear on Policy Board agendas, including presentations and updates. If Policy Board members raise an issue or

item at the meeting to be discussed by the Board that is not on the agenda, the issue or item shall be referred back to the TAC for review and recommendation before the Board considers any action. Any correspondence to the Board from a member jurisdiction or any other party requesting Board action or supplying information to the Board shall be referred to the TAC for review and recommendation.

The Policy Board shall have the option of deleting any item from the agenda or deferring an item on the agenda to a subsequent Policy Board meeting. Deleting or deferring agenda items is subject to a majority vote by the Policy Board members.

SECTION 5. Quorum: At all meetings of the Policy Board, four members who are present and eligible to vote shall constitute a quorum. A simple majority vote of a quorum present at any meeting shall suffice to adopt motions, adopt resolutions and other transactions of business.

SECTION 6. Voting: Any act or other business of the Council may be enacted, constituted or approved by a majority of the votes of this Council present at any duly called meeting.

SECTION 7. Agency Review: On an annual basis the Policy Board Chair, with assistance of the TAC Chair and Vice Chair will perform an agency review. This shall entail outreach to member jurisdictions to determine if there are any issues with MAPO, including administrative oversight. After review the MAPO Policy Board Chair will meet with the Mankato City Manager to summarize the agency review. Member jurisdictions shall be invited to the summary meeting between the Policy Board Chair and Mankato City Manager.

SECTION 8. Special Studies: As part of the solicitation process for projects for the Unified Planning Work Program (UPWP), member jurisdictions may make requests for studies within their jurisdictions. Requests shall be made by the chief administrative officer of the jurisdiction or by resolution of the governing body. Based on TAC recommendation, the Policy Board may approve the study for inclusion in the UPWP. Before commencing the study, MAPO will:

1. Review the RFP for any services with the jurisdiction.
2. Establish a project management team upon review and approval of the jurisdiction.
3. MAPO staff will only serve as administrative and technical support staff for the study. Unless otherwise requested by the jurisdiction, the Transportation Planner shall serve as the support staff on the PMT.
4. If the study impacts another jurisdiction, such as a corridor that has segments in more than one jurisdiction, the above applies for the other jurisdiction as well. Until formal concurrence is reached between the jurisdictions regarding the scope, RFP, and PMT for the study, MAPO shall not take any action on including the study in the UPWP or contracting for the work be completed.

SECTION 9. Amendments: These bylaws may be amended by majority vote of the Policy Board. The amended bylaws must note the version number and date of approval.