

TPO RESOLUTION #10-18

RESOLUTION ACCEPTING THE REFORMATTED AND UPDATED BY-LAWS OF THE TRANSPORTATION PLANNING ORGANIZATION IN ITS ROLE AS THE METROPOLITAN PLANNING ORGANIZATION FOR THE MIAMI URBANIZED AREA

WHEREAS, the Interlocal Agreement creating and establishing the Miami-Dade Metropolitan Planning Organization (MPO), for the Miami Urbanized Area, now known as the Transportation Planning Organization (TPO), requires that the TPO provide a structure to evaluate the adequacy of the transportation planning and programming process; and

WHEREAS, the Executive Policy Committee was established to provide policy direction in the development of transportation plans and work programs including the TPO Prospectus for Transportation Improvements; and

WHEREAS, the Rules Governing the Internal Organization Chapter of the TPO Prospectus is currently being updated to include Board action since the last major revision in 2015; and

WHEREAS, the updating process presents a beneficial opportunity to reformat the Internal Governing Rules structure in a more simplified manner, which includes renaming the section as By-Laws, based on the Best Practices model of large and successful MPOs in the nation,

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE TRANSPORTATION PLANNING ORGANIZATION (TPO) IN ITS ROLE AS THE MPO FOR THE MIAMI URBANIZED AREA, that the attached reformatted and updated By-Laws of the Transportation Planning Organization in its Role as the Metropolitan Planning Organization for the Miami Urbanized Area, is hereby accepted.

The adoption of the foregoing resolution was sponsored by Executive Policy Committee and moved by Board Member Roberto Martell. The motion was seconded by Board Member Oliver G. Gilbert, III, and upon being put to a vote, the vote was as follows:

Chairman Esteban L. Bovo, Jr.-Absent
Vice Chairman Francis Suarez-Aye

Board Member Bruno A. Barreiro	-Absent	Board Member Vince Lago	-Aye
Board Member Juan Carlos Bermudez	-Aye	Board Member Daniella Levine Cava	-Aye
Board Member Jose "Pepe" Diaz	-Absent	Board Member Roberto Martell	-Aye
Board Member Audrey M. Edmonson	-Aye	Board Member Joe A. Martinez	-Nay
Board Member Dan Gelber	-Absent	Board Member Jean Monestime	-Aye
Board Member Oliver G. Gilbert, III	-Aye	Board Member Dennis C. Moss	-Aye
Board Member Perla Tabares Hantman	-Nay	Board Member Jeff Porter	-Absent
Board Member Carlos Hernandez	-Absent	Board Member Rebeca Sosa	-Nay
Board Member Sally A. Heyman	-Aye	Board Member Javier D. Souto	-Nay
Board Member Barbara J. Jordan	-Aye	Board Member Xavier L. Suarez	-Absent
Board Member Smith Joseph	-Absent		

The Chairperson thereupon declared the resolution duly passed and approved this 22nd day of February, 2018.

TRANSPORTATION PLANNING ORGANIZATION

By Zainab Salim
Zainab Salim, Clerk
Miami-Dade TPO



BY-LAWS

OF THE

TRANSPORTATION PLANNING ORGANIZATION

IN ITS ROLE AS

METROPOLITAN PLANNING ORGANIZATION

FOR THE MIAMI URBANIZED AREA

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BY-LAWS

PART I
GOVERNING BOARD

ARTICLE I
DESCRIPTION OF ORGANIZATION

The Transportation Planning Organization (TPO) in its role as the Metropolitan Planning Organization for the Miami Urbanized Area is a quasi-legislative agency created by Interlocal Agreement pursuant to Florida Statutes Chapter 163 and is vested with the power and authority to conduct a continuing, cooperative and comprehensive transportation planning and programming process for the Miami Urbanized Area.

ARTICLE II
COMPOSITION

The Transportation Planning Organization is headed by a Governing Board consisting of voting members and may also include non-voting members. If established by the TPO Governing Board, non-voting members shall sit with the same rights and privileges as other members except that non-voting members shall not have the right to present resolutions, motions or second same or to vote upon any motions or resolutions of the TPO. At the beginning of each TPO Board Member's term, an Oath of Office form shall be signed by the respective Board Member and returned to the TPO Clerk of the Board. A Board Member's term is defined as the election/re-election to office or appointment/reappointment by the Governor or respective governing body to the TPO Governing Board.

The composition of the Governing Board of the TPO shall be in accordance with Florida Statutes Section 339.175 and 339.176, which may be amended. Each municipality with a population at or above the 50,000 resident threshold, as determined by the decennial census performed by the United States Bureau of the Census or as determined by United States Bureau of Census annual Population Estimates Census, shall have a voting member of the TPO Governing Board. The voting member shall be appointed by the applicable municipality's governing body. Alternatively, any municipality which believes it has reached the 50,000 resident threshold for representation on the TPO Governing Board may, at its own expense, sponsor an interdecennial census to be performed by the United States Bureau of the Census. If said interdecennial census confirms that a municipality has a population of 50,000 or more residents, an additional voting member appointed by that municipality's governing body shall be added to the TPO Governing Board.

ARTICLE III
APPOINTMENT

The Governing Board of the TPO shall be appointed by the Governor of Florida and shall serve at the Governor's pleasure provided:

(1) In the event that any of the Commissions, Boards or Agencies decline to participate or withdraw from the TPO, the Governor shall designate replacement(s) from the applicable governmental entity in the urban area.

(2) Further, if the performance of a Governing Board member is unsatisfactory to the Governor and the member is, therefore, removed from the TPO, the Governor may appoint a replacement from any appropriate governmental entity in the urbanized area.

(3) Where vacancies on the TPO occur for any reason, the Governor may also exercise the option of designating no replacement to fill the vacancies.

ARTICLE IV CHAIRPERSON AND VICE CHAIRPERSON

The Chairperson and Vice Chairperson of the TPO Governing Board shall be, elected for a term of two (2) years by a majority vote of the voting members of the Governing Board present at the first meeting of each off-numbered year. Notwithstanding any provision to the contrary, the Chairperson for the term commencing in 2019 must be a member of the Governing Board who is not a Miami-Dade County Commissioner. For every term thereafter, eligibility for the position of Chairperson shall alternate between County Commissioners and non-County Commissioners. Notwithstanding any provision to the contrary, the Vice Chairperson for the term commencing in 2019 must be a Governing Board member who is a Miami-Dade County Commissioner. For every term thereafter, eligibility for the position of Vice Chairperson shall alternate between non-County Commissioners and County Commissioners. Upon adjournment of the first meeting of each off-numbered year, the newly elected Chairperson and Vice Chairperson shall commence their respective terms. In the event of a vacancy in the position of Chairperson or Vice Chairperson during a term, a special election to fill the position for the remainder of the term shall be scheduled for the next regular meeting of the TPO Governing Board. In said special election, the vacancy left by a non-County Commissioner must be filled by a non-County Commissioner and the vacancy left by a County Commissioner must be filled by a County Commissioner. The Chairperson shall preside at all meetings, hearings and conferences when present. In the absence of the Chairperson, the Vice Chairperson shall preside.

ARTICLE V QUORUM

A majority of voting members currently serving on the Governing Board shall constitute a quorum. No resolution or motion shall be adopted by the Governing Board except upon the affirmative vote of a majority of the members present.

(1) Any member of the Governing Board who announces a conflict of interest on a particular matter shall leave the meeting chamber until the consideration of the matter is concluded.

(2) Should no quorum be attained within thirty minutes after the hour appointed for the meeting of the Governing Board, the Chairperson or the Vice Chairperson or in their absence, the TPO Board Clerk, may adjourn the meeting. In that event, those members present may, by

unanimous agreement, select another hour or day. The name of the members present and their action at such meeting shall be recorded in the minutes by the TPO Board Clerk.

ARTICLE VI MINUTES

All official actions of the Governing Board are recorded and kept in permanent minutes files by the TPO Board Clerk of the TPO Office, which are open to public inspection during regular office hours at the principal office of the TPO in Miami-Dade County, Florida.

ARTICLE VII RESOLUTIONS AND MOTIONS

All actions of the Governing Board shall be by resolution or motion as follows:

- (1) Action by resolution shall be required for:
 - (a) all matters relating to approval of agreements or contracts of any nature;
 - (b) adoption of budgets; approval of transportation plans programs or amendments thereto;
 - (c) adoption of policy directives;
 - (d) adoption of rules or amendments to the By-Laws ; establishment for changes in internal organizational structure of Governing Boards and Committees; and
 - (e) any other matters deemed by the Governing Board to be of sufficient importance to warrant adoption by formal resolution.
- (2) All official and formal resolutions of the TPO shall be recorded and kept in the TPO Board Clerk's permanent files located within the principal office of the TPO.
- (3) Action by motion shall be for approval of purely administrative matters including directives or authorizations to the Chairperson, Committees, the technical staff, the public involvement structure or the TPO Executive Director.
- (4) All official and formal motions shall be recorded in the minutes of the meeting at which the action is taken.

ARTICLE VIII MEETINGS

A. **REGULAR MEETINGS** – The Governing Board shall adopt a calendar for the anticipated regularly scheduled monthly meetings prior to the commencement of each calendar year. Any changes to these dates may be made by the Chairperson provided that advance notice of any rescheduled meeting shall be made public at least seven (7) days before such meeting is scheduled to take place. A regular meeting may be canceled by the Chairperson provided advance notice of such cancellation shall be made public at least seven (7) days before such meeting was to have taken place.

B. SPECIAL MEETINGS, EMERGENCY MEETINGS, HEARINGS & WORKSHOPS

(1) A special meeting of the TPO Governing Board may be called by the majority of the members of the TPO. The TPO Board Clerk shall notify each Governing Board

Member of such special meeting stating the date, hour and place of the meeting and the purpose for which such meeting is called, and no other business shall be transacted at that meeting.

(2) No less than seven (7) days before such special meeting, the TPO Board Clerk shall give public notice of the date, hour and place of the special meeting including a statement of the general subject matter to be considered unless such notice is impossible under the circumstances.

(3) An emergency meeting of the TPO may be called by the Chairperson whenever, in his/her opinion, an emergency exists which requires immediate action by the TPO. Whenever such emergency meeting is called, the Chairperson shall notify the TPO Board Clerk who shall forthwith notify each TPO Governing Board Member, stating the date, hour and place of the meeting and the purpose for which it is called, and no other business shall be transacted at that meeting. At least twenty-four hours shall elapse between the time the TPO Board Clerk receives notice of the meeting and the time the meeting is to be held.

(4) If after reasonable diligence, it becomes impossible to give notice to each Governing Board Member, such failure shall not affect the legality of the meeting if a quorum be in attendance. The minutes of each special or emergency meeting shall show the manner and method by which notice of such special or emergency meeting was given to each Governing Board Member of the TPO, or shall show a waiver of notice. All special or emergency meetings shall be open to the public and shall be held and conducted in a suitable facility within Miami-Dade County, Florida. Minutes thereof shall be kept by the TPO Board Clerk.

(5) Anything herein to the contrary notwithstanding, notice of any special emergency meeting of the TPO may be waived only by a majority of the entire membership of the TPO. No special or emergency meeting shall be held unless notice thereof has been given in compliance with this section, or notice thereof is waived by a majority of the entire membership of the TPO.

(6) Public hearings and workshops may be called by the TPO Governing Board and may be scheduled before or after regular meetings at the same meeting place or may be scheduled at other times and places provided: The TPO Board Clerk shall give public notice of the date, hour and place of the hearing or workshop including a statement of the general subject matter to be considered no less than seven (7) days before the event, and no formal business, for which notice has not been given, shall be transacted at such public hearings or workshops.

ARTICLE IX AGENDA

There shall be an official agenda for every meeting of the TPO Governing Board, which shall determine the order of business conducted at the meeting.

(1) The TPO Governing Board shall not take action upon any matter, proposal, or item of business which is not listed upon the official agenda, unless two-thirds (2/3) of the voting members present shall have first consented to the presentation thereof for consideration and action.

(2) No public hearing on the agenda may be deferred until a later time unless two-thirds (2/3) of the voting members present shall vote in favor of such deferral.

(3) The agenda shall be prepared by the TPO Board Clerk.

(4) Matters may be placed on the agenda by any TPO Governing Board Member, the County Attorney or the TPO Executive Director.

(5) A copy of each resolution shall be furnished to the TPO members not later than four (4) calendar days before a vote may be called on the resolution.

(6) The provisions of subsection (5) of this rule shall be deemed waived unless asserted by a voting member before a vote may be called on the resolution.

(7) This rule is not applicable to special or emergency meetings called pursuant to Article VIII B.

ARTICLE X CONDUCT OF MEETINGS

At the TPO Governing Board meetings, TPO Board Members will be seated in any available seat of their choosing with the exception of the Chair who shall sit in the center of the dais, the Vice Chair shall be to the right of the Chair, and the TPO Executive Director to the left of the Chair. Members must be physically present at the meeting to receive seating. All meetings of the TPO Governing Board shall be conducted in accordance with the following:

- (1) The Chairperson shall preside at all meetings at which he/she is present.
- (2) In the absence of the Chairperson, the Vice Chairperson shall preside.
- (3) The presiding officer shall preserve strict order and decorum at all meetings.
- (4) The Chairperson shall state every question coming before the Governing Board and announce the decision of the Governing Board on all matters coming before it.
- (5) A majority vote of the members present shall govern and conclusively determine all questions of order not otherwise covered.
- (6) The presiding officer may vote on all questions, his/her name being called last.
- (7) The TPO Board Clerk shall, upon request, certify all resolutions adopted by TPO.
- (8) The County Attorney or his/her designee shall act as parliamentarian, and shall advise and assist the presiding officer in matters of parliamentary law.
- (9) The County Attorney or his/her designee shall be available to the TPO at all meetings.
- (10) The Chairperson shall take the chair at the hour appointed for the meeting, and shall call the Governing Board meeting to order immediately.
- (11) In the absence of the Chairperson and the Vice Chairperson, the TPO Board Clerk shall then determine whether a quorum is present and in such event shall call for the election of a temporary Chairperson. Upon the arrival of the Chairperson, or the Vice Chairperson, the temporary Chairperson shall relinquish the chair upon the conclusion of the business immediately before the TPO Governing Board.
- (12) Before proceeding with the business of the Governing Board, the TPO Board Clerk or his/her designee shall call the roll of the members in alphabetical order, and the names of those present shall be entered in the minutes.
- (13) In the event the roll call reflects the absence of any members, that fact shall be noted in the voting of resolutions.

(14) Any member who intends to be absent from any Governing Board Meeting shall notify in writing the TPO Board Clerk of the intended absence at least 24-hours prior to the scheduled time of meeting.

(15) All meetings of the Governing Board shall be open to the public. Promptly at the hour for each meeting, the members of the Governing Board, the TPO Attorney, and the Executive Director shall be seated in the meeting chamber, and the business of the Governing Board shall be taken up for consideration and disposition in accordance with the agenda for the meeting.

(16) The minutes of prior meetings may be approved by a majority of the members present, and upon such approval shall become the official minutes.

(17) Upon every roll call vote the names of the members shall be called alphabetically by surname, however, the Vice Chairperson and Chairperson shall always cast his/her vote last.

(18) The TPO Board Clerk shall call the roll, tabulate the vote, and announce the results.

(19) Other than public hearing matters, the vote upon any resolution, motion, or other matter may be a voice vote, provided that the Chairperson or any member may require a roll call to be taken upon any resolution or motion.

(20) All proceedings and the order of business at all meetings of the TPO Governing Board shall be conducted in accordance with the official agenda. Any departure from the order of business set forth in the official agenda shall be made only upon majority vote of the voting members of the TPO Governing Board present at the meeting.

(21) Any citizen shall be entitled to speak on any matter appearing on the official agenda under the sections entitled "Reasonable Opportunity for the Public to be Heard" and "Public Hearings".

(22) No citizen shall be permitted to address the TPO Governing Board on any matter not appearing on the official agenda, unless the TPO Governing Board shall first grant permission to be heard by a two-thirds vote of the members present.

(23) Each person, other than members of the TPO staff, who address the TPO Governing Board shall give the following information in an audible tone of voice for the minutes:

- (a) His/her name;
- (b) His/her address;
- (c) Whom he/she speaks for.

(24) Each person shall limit his/her address to the time limit specified by the Chairperson.

(25) All remarks shall be addressed to the TPO Governing Board as a body and not to any member thereof. No person, other than Governing Board members and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member, without the permission of the presiding officer. No question shall be asked to a Governing Board member except through the presiding officer.

ARTICLE XI RULES OF DEBATE

The conduct of business of the TPO Governing Board shall be governed by Mason's Manual of Legislative Procedure (Latest Edition) in all cases to which they are applicable except as otherwise provided by the following:

(1) When a motion is presented and seconded, it is under consideration and no other motion shall be received thereafter, except to adjourn, to lay on the table, to postpone, or to amend until the question is decided. These motions shall have preference in the order in which they are mentioned and the first two shall be decided without debate. Final action upon a pending motion may be deferred until a date certain by a majority of the members present.

(2) Upon relinquishing the chair, the presiding officer may move, second and debate, subject only to such limitations of debate as are by these rules imposed upon all members.

(3) Every member desiring to speak for any purpose shall address the presiding officer, and upon recognition shall confine himself to the question under debate, avoiding all personalities and indecorous language.

(4) A member once recognized, shall not be interrupted when speaking unless the Chairperson has called him/her to order or as herein otherwise provided. If a member while speaking, be called to order, he/she shall cease speaking until the question of order be determined by the presiding officer, and if in order he/she shall be permitted to proceed. Any member may appeal to the Governing Board from the decision of the Chairperson upon a question of order, when without debate the Chairperson shall submit to the Governing Board the question, "Shall the decision of the Chair be sustained?" and the Governing Board shall decide by a majority vote.

(5) The member moving the adoption of a motion or resolution shall have the privilege of closing the debate.

(6) Upon any roll call there shall be no discussion by any member before casting his/her vote, and he shall vote yes or no. Notwithstanding, any member, upon voting, may give a brief statement to explain his/her vote. A member shall have the privilege of filing with the TPO Board Clerk a written explanation of his/her vote.

(7) Any member who announces a conflict of interest on a particular matter shall leave the meeting chambers until the consideration of that matter is concluded.

(8) An action of the Governing Board may be reconsidered only at the same meeting at which the action was taken or at the next regular meeting thereafter.

(a) A motion to reconsider may be made only by a member who voted on the prevailing side of the question and must be concurred by a majority of those present at the meeting.

(b) A motion to reconsider shall not be considered unless at least the same number of members are present as participated in the original vote under reconsideration, on upon affirmative vote of two-thirds (2/3) of those members present.

(c) Adoption of a motion to reconsider shall rescind the action reconsidered.

ARTICLE XII ADJOURNMENT

A motion to adjourn shall always be in order and decided without debate.

ARTICLE XIII
FILES OF THE TPO

The TPO Board Clerk shall keep and maintain the official files of the TPO, which files shall be open for public inspection during normal business hours at the TPO's principal office in Miami-Dade County, Florida.

PART II
GOVERNING BOARD COMMITTEES

ARTICLE I
PERMANENT STANDING COMMITTEES

There shall be three permanent TPO Committees tasked as follows:

- (1) Executive Policy Committee composed of five (5) to seven (7) TPO Board Members:
 - (a) review the following: grant applications, legislative proposals, Work Program and Budget, and items for the TPO Board's consideration as deemed appropriate by the Chairperson
 - (b) provide policy direction in the development of transportation plans and work programs including the TPO Prospectus for Transportation Improvements
 - (c) survey other comparable regional planning bodies, evaluate the scope of responsibilities vested in the boards referenced above, and submit any recommendations for changes to the structure and composition of the TPO Board and the committees that assist the Miami-Dade TPO
 - (d) evaluate the annual performance of the TPO Executive Director and making relevant recommendations to the TPO Governing Board

- (2) Transportation and Mobility Committee composed of seven (7) to nine (9) TPO Board Members:
 - (a) be responsible for identifying immediate opportunities to increase the integration and utilization of existing transportation services
 - (b) will be asked to forward recommendations to improve the connectivity of the current mass transit providers (municipal circulators, jitney services, Miami-Dade Transit and Tri-Rail)
 - (c) monitor and provide advice concerning the transportation planning process to ensure adequate consideration of regional values such as land use, economic development, and other social, economic and environmental factors in plan development

(d) review projects and planning affecting regional transportation

(e) advise on the compliance of the regional transportation planning process with all applicable federal requirements for maintaining certification

(f) monitor the status of and make recommendations for amendments to the Long Range Transportation Plan (LRTP), Transportation Improvement Program (TIP), and any other planning document that impacts transportation and mobility

(3) Fiscal Priorities Committee composed of seven (7) to nine (9) TPO Board Members:

(a) concentrate on the programming of transportation dollars to better reflect the immediate priorities of the community

(b) thoroughly evaluate funding recommendations embedded in the planning documents routinely submitted to the TPO for approval

(c) provide recommendations to advance and defer projects in order to respond to the needs of current demographic-employment commuting trends based on the Long Range Transportation Plan (LRTP)

(d) to the extent solutions require additional dollars for capital investments for new intermodal facilities, bus and rail rapid transit, or any other transportation project, the FPC will identify and recommend to the TPO potential funding sources

(e) review the TPO Priority List of Projects and recommend actions for project prioritization and funding to the TPO Governing Board.

ARTICLE II CHAIRPERSON AUTHORITY

In addition to the permanent standing committees provided for in the preceding section, the Chairperson of the TPO Governing Board shall be empowered to:

- (1) Establish standing and ad hoc TPO advisory committees composed of TPO members who volunteer to serve;
- (2) Determine the subject matter of each committee;
- (3) Appoint the Chairperson, Vice Chairperson and membership of each standing and ad hoc committee;
- (4) Determine the number of TPO members on each committee; and
- (5) Establish any additional procedural rules of order consistent with this rule which is necessary for the efficient and effective operation of the committee system.

Standing and ad hoc committees shall be advisory and shall not be empowered to lay items on the table or delay items indefinitely.

ARTICLE III
COMMITTEE MEETINGS

A. REGULAR MEETINGS – A Committee shall adopt a calendar for the anticipated regularly scheduled monthly meetings prior to the commencement of each calendar year. Any changes to these dates may be made by the Chairperson provided that advance notice of any rescheduled meeting shall be made public at least seven (7) days before such meeting is scheduled to take place. A regular meeting may be canceled by the Committee Chairperson provided advance notice of such cancellation shall be made public at least seven (7) days before such meeting was to have taken place.

B. SPECIAL MEETINGS, EMERGENCY MEETINGS, HEARINGS & WORKSHOPS

(1) A special meeting of a Committee may be called by the majority of the members of the TPO. The TPO Board Clerk shall notify each Committee Member of such special meeting stating the date, hour and place of the meeting and the purpose for which such meeting is called, and no other business shall be transacted at that meeting.

(2) No less than seven (7) days before such special meeting, the TPO Board Clerk shall give public notice of the date, hour and place of the special meeting including a statement of the general subject matter to be considered unless such notice is impossible under the circumstances.

(3) An emergency meeting of a Committee may be called by the Chairperson whenever, in his/her opinion, an emergency exists which requires immediate action by the Committee. Whenever such emergency meeting is called, the Committee Chairperson shall notify the TPO Board Clerk who shall forthwith notify each Committee Member, stating the date, hour and place of the meeting and the purpose for which it is called, and no other business shall be transacted at that meeting. At least twenty-four hours shall elapse between the time the TPO Board Clerk receives notice of the meeting and the time the meeting is to be held.

(4) If after reasonable diligence, it becomes impossible to give notice to each Committee Member, such failure shall not affect the legality of the meeting if a quorum be in attendance. The minutes of each special or emergency meeting shall show the manner and method by which notice of such special or emergency meeting was given to each Committee Member, or shall show a waiver of notice. All special or emergency meetings shall be open to the public and shall be held and conducted in a suitable facility within Miami-Dade County, Florida. Minutes thereof shall be kept by the TPO Board Clerk.

(5) Anything herein to the contrary notwithstanding, notice of any special emergency meeting of a Committee may be waived only by a majority of the entire membership of the Committee. No special or emergency meeting shall be held unless notice thereof has been given in compliance with this section, or notice thereof is waived by a majority of the entire membership of the Committee.

(6) Public hearings and workshops may be called by a Committee and may be scheduled before or after regular meetings at the same meeting place or may be scheduled at other times and places provided: The TPO Board Clerk shall give public notice of the date, hour and place of the hearing or workshop including a statement of the general subject matter to be

considered no less than seven (7) days before the event, and no formal business, for which notice has not been given, shall be transacted at such public hearings or workshops.

ARTICLE IV AGENDA

There shall be an official agenda for every meeting of a Committee, which shall determine the order of business conducted at the meeting.

(1) A Committee shall not take action upon any matter, proposal, or item of business which is not listed upon the official agenda, unless two-thirds (2/3) of the voting members present shall have first consented to the presentation thereof for consideration and action.

(2) The agenda shall be prepared by the TPO Board Clerk.

(3) Matters may be placed on the agenda by any Committee Member, the County Attorney or the TPO Executive Director.

(4) A copy of each resolution shall be furnished to the Committee members not later than four (4) calendar days before a vote may be called on the resolution.

(5) The provisions of subsection (4) of this rule shall be deemed waived unless asserted by a voting member before a vote may be called on the resolution.

(6) This rule is not applicable to special or emergency meetings called pursuant to Article VIII B.

ARTICLE V CONDUCT OF MEETINGS

At Committee meetings, Committee Members will be seated in any available seat of their choosing with the exception of the Chair who shall sit in the center of the dais, the Vice Chair shall be to the right of the Chair, and the TPO Executive Director to the left of the Chair. Members must be physically present at the meeting to receive seating. All Committee meetings shall be conducted in accordance with the following:

(1) The Chairperson shall preside at all meetings at which he/she is present.

(2) In the absence of the Chairperson, the Vice Chairperson shall preside.

(3) The presiding officer shall preserve strict order and decorum at all meetings.

(4) The Chairperson shall state every question coming before the Committee and announce the decision of the Governing Board on all matters coming before it.

(5) A majority vote of the members present shall govern and conclusively determine all questions of order not otherwise covered.

(6) The presiding officer may vote on all questions, his/her name being called last.

(7) The County Attorney or his/her designee shall act as parliamentarian, and shall advise and assist the presiding officer in matters of parliamentary law.

(8) The County Attorney or his/her designee shall be available at all Committee meetings.

(9) The Chairperson shall take the chair at the hour appointed for the meeting, and shall call the Governing Board meeting to order immediately.

(10) In the absence of the Chairperson and the Vice Chairperson, the TPO Board Clerk shall then determine whether a quorum is present and in such event shall call for the election of a temporary Chairperson. Upon the arrival of the Chairperson, or the Vice Chairperson, the temporary Chairperson shall relinquish the chair upon the conclusion of the business immediately before the Committee.

(11) Before proceeding with the business of a Committee, the TPO Board Clerk or his/her designee shall call the roll of the members in alphabetical order, and the names of those present shall be entered in the minutes.

(12) Any member who intends to be absent from any Committee Meeting shall notify in writing the TPO Board Clerk of the intended absence at least 24-hours prior to the scheduled time of meeting.

(13) All Committee meetings shall be open to the public. Promptly at the hour for each meeting, the members of the Committee, the TPO Attorney, and the Executive Director shall be seated in the meeting chamber, and the business of the Committee shall be taken up for consideration and disposition in accordance with the agenda for the meeting.

(14) The minutes of prior meetings may be approved by a majority of the Committee members present, and upon such approval shall become the official minutes.

(15) Upon every roll call vote the names of the members shall be called alphabetically by surname, however, the Vice Chairperson and Chairperson shall always cast his/her vote last.

(16) The TPO Board Clerk shall call the roll, tabulate the vote, and announce the results.

(17) Other than public hearing matters, the vote upon any resolution, motion, or other matter may be a voice vote, provided that the Chairperson or any member may require a roll call to be taken upon any resolution or motion.

(18) All proceedings and the order of business at all Committee meetings shall be conducted in accordance with the official agenda. Any departure from the order of business set forth in the official agenda shall be made only upon majority vote of the voting members of the Committee present at the meeting.

(19) Any citizen shall be entitled to speak on any matter appearing on the official agenda under the sections entitled "Reasonable Opportunity for the Public to be Heard" and "Public Hearings".

(20) No citizen shall be permitted to address the Committee on any matter not appearing on the official agenda, unless the Committee shall first grant permission to be heard by a two-thirds vote of the members present.

(21) Each person, other than members of the TPO staff, who address the Committee shall give the following information in an audible tone of voice for the minutes:

- (a) His/her name;
- (b) His/her address;
- (c) Whom he/she speaks for.

(22) Each person shall limit his/her address to the time limit specified by the Chairperson.

(23) All remarks shall be addressed to the Committee as a body and not to any member thereof. No person, other than Committee members and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member, without the permission of the presiding officer. No question shall be asked to a Committee member except through the presiding officer.

ARTICLE VI RULES OF DEBATE

The conduct of business of the Committee shall be governed by Mason's Manual of Legislative Procedure (Latest Edition) in all cases to which they are applicable except as otherwise provided by the following:

(1) When a motion is presented and seconded, it is under consideration and no other motion shall be received thereafter, except to adjourn, to lay on the table, to postpone, or to amend until the question is decided. These motions shall have preference in the order in which they are mentioned and the first two shall be decided without debate. Final action upon a pending motion may be deferred until a date certain by a majority of the members present.

(2) Upon relinquishing the chair, the presiding officer may move, second and debate, subject only to such limitations of debate as are by these rules imposed upon all members.

(3) Every member desiring to speak for any purpose shall address the presiding officer, and upon recognition shall confine him or herself to the question under debate, avoiding all personalities and indecorous language.

(4) A member once recognized, shall not be interrupted when speaking unless the Chairperson has called him/her to order or as herein otherwise provided. If a member while speaking, be called to order, he/she shall cease speaking until the question of order be determined by the presiding officer, and if in order he/she shall be permitted to proceed. Any member may appeal to the Committee from the decision of the Chairperson upon a question of order, when without debate the Chairperson shall submit to the Committee the question, "Shall the decision of the Chair be sustained?" and the Committee shall decide by a majority vote.

(5) The member moving the adoption of a motion or resolution shall have the privilege of closing the debate.

(6) Upon any roll call there shall be no discussion by any member before casting his/her vote, and he shall vote yes or no. Notwithstanding, any member, upon voting, may give a brief statement to explain his/her vote. A member shall have the privilege of filing with the TPO Board Clerk a written explanation of his/her vote.

(7) Any member who announces a conflict of interest on a particular matter shall leave the meeting chambers until the consideration of that matter is concluded.

(8) An action of the Committee may be reconsidered only at the same meeting at which the action was taken or at the next regular meeting thereafter.

(a) A motion to reconsider may be made only by a member who voted on the prevailing side of the question and must be concurred by a majority of those present at the meeting.

(b) A motion to reconsider shall not be considered unless at least the same number of members are present as participated in the original vote under reconsideration, on upon affirmative vote of two-thirds (2/3) of those members present.

(c) Adoption of a motion to reconsider shall rescind the action reconsidered.

ARTICLE VII
ADJOURNMENT

A motion to adjourn shall always be in order and decided without debate.

ARTICLE VIII
FILES OF COMMITTEES

The TPO Board Clerk shall keep and maintain the official files of the Committees, which files shall be open for public inspection during normal business hours at the TPO's principal office in Miami-Dade County, Florida.

PART III
TRANSPORTATION PLANNING COUNCIL

ARTICLE I
DESCRIPTION OF COUNCIL

The Transportation Planning Council (TPC) is responsible for the overall technical adequacy of the TPO planning program and advises the Governing Board on the various proposed program actions. While the agencies participating in the planning process are responsible for the day-to-day conduct and management of transportation planning work activities, as specified in the Unified Planning Work Program (UPWP), the TPC has ultimate responsibility for the technical adequacy of the various products that are transmitted to the Governing Board for acceptance and adoption.

ARTICLE II
COMPOSITION

The TPC is composed of voting and nonvoting members. The TPO Executive Director, or designee, serves as the chair of the TPC. Council members are composed of senior technical staff from partner agencies, as well as the directors of County departments participating in the transportation planning process. Nonvoting members include technical staff of pertinent federal, state, and regional agencies. Only in the absence of the respective directors at Council meetings may the alternates exercise their right to vote.

The TPO Clerk of the Board develops and prepares the TPC agenda, gives notice of its meetings, keeps minutes and records of its proceedings, prepares resolutions, and sees that the policies and directives of the Council are carried out. Membership on the TPC shall be consistent with Florida Statutes Section 339.175 (6)(d).

ARTICLE III
MINUTES

All official actions of the TPC are recorded and kept in permanent minutes files by the TPO Board Clerk of the TPO Office, which are open to public inspection during regular office hours at the principal office of the TPO in Miami-Dade County, Florida.

ARTICLE IV
RESOLUTIONS AND MOTIONS

- (1) All recommendations of the TPC to the TPO Governing Board shall be by resolution.
- (2) All official and formal resolutions of the TPC shall be recorded and kept in the TPO Board Clerk's permanent files located within the principal office of the TPO.
- (3) All official and formal motions shall be recorded in the minutes of the meeting at which the action is taken.

PART IV
CITIZENS' ADVISORY COMMITTEES

ARTICLE I
EXISTING CITIZENS' ADVISORY COMMITTEE

The following Citizens' Advisory Committees have been established:

1. Citizens' Transportation Advisory Committee (CTAC)
2. Bicycle Pedestrian Advisory Committee (BPAC)
3. Transportation Aesthetics Review Committee (TARC)
4. Freight Transportation Advisory Committee (FTAC)

ARTICLE II
STATE AND FEDERAL REQUIREMENTS

The Citizens' Advisory Committees shall be subject to applicable State and Federal requirements.

ARTICLE III
AUTHORIZATION

- (1) To the extent allowable under federal and state law, the TPO Governing Board shall be authorized to create or eliminate any Citizen Advisory Committee.
- (2) Citizens' Advisory Committees shall be authorized to adopt their own respective By-Laws or Rules of Procedures.

ARTICLE IV
CONDUCT OF MEETINGS

- (1) The TPO Board Clerk, shall upon request, certify all resolutions adopted by a Citizens' Advisory Committee.
- (2) All meetings of a Citizens' Advisory Committee shall be open to the public.
- (3) The minutes of prior meetings may be approved by a majority of the committee members present, and upon such approval shall become the official minutes.
- (4) Any citizen shall be entitled to speak on any matter appearing on the official agenda under the section reserved for "Reasonable Opportunity for Public to be Heard".
- (5) Any Committee member who announces a conflict of interest on a particular matter shall leave the meeting chambers until the consideration of that matter is concluded.

ARTICLE V
FILES OF THE CITIZENS' ADVISORY COMMITTEES

The TPO Board Clerk shall keep and maintain the official files of the Citizens' Advisory Committees, which files shall be open for public inspection during normal business hours at the TPO's principal office in Miami-Dade County, Florida.