

**BY LAWS OF THE
LEWIS-CLARK VALLEY METROPOLITAN PLANNING ORGANIZATION**

I. PRINCIPLES

The MPO Policy Board will

1. Pursue a regional view and perspective of transportation planning activities within the Lewis Clark Valley;
2. Strive for consensus in all its decisions;
3. Consider and promote Washington and Idaho projects equally;
4. Demonstrate equal representation in a manner that provides for a united effort among all entities;
5. Engage in a cooperative process with the respective State Departments of Transportation and member agencies; and
6. Seek to keep its level of bureaucracy as low as possible while creating a structure that optimizes the benefits available to the region.

II. MEMBERSHIP

1. The Policy Board shall consist of eight elected officials or their designee, with four members from the State of Idaho and four members from the State of Washington. Each member unit of government shall be allowed voting representation as follows:
 - Three (3) members from the City of Lewiston
 - One (1) member from the Nez Perce County Commission
 - One (1) member from the City of Asotin
 - Two (2) members from the Asotin County Commission
 - One (1) member from the City of Clarkston

In the event an entity chooses to remove themselves from voting membership or fails to appropriate a sufficient amount, they will become ex-officio members. The remaining units of government from the affected State shall determine a new voting structure allocating the votes of the non-participating government among themselves. The nature of the revised voting structure shall be communicated in writing to the full Policy Board at the earliest opportunity.

a. Term of Office

Voting members of the MPO Policy Board shall be elected officials appointed by their respective governing bodies (or their appointed designee) and shall serve for a term of two years except that members of the respective governing bodies holding memberships by virtue of their elected positions shall hold office only during their respective terms of office.

b. Vacancies

Any vacancy shall be filled in the same manner as is provided for the original designation. If a voting member is voted out of office, the governing body shall appoint a replacement who will fulfill the original voting members' term.

c. Certification

Each voting member shall be certified as a member by means of written notification from his or her respective governing body. Member certifications shall become part of the records of the Board.

d. Officers

The Officers shall be elected, in a manner prescribed in these bylaws, from among the voting membership. The officers shall alternate between Idaho and Washington and shall be elected in a manner that ensures one from each state serving in one of the officer positions at any given time. The Officers shall consist of a Chairperson and a Vice Chairperson. The Vice Chairperson shall automatically become the Chairperson and shall serve in this position for one year. A new Vice Chairperson shall be elected from among the voting membership.

e. Chairperson

The Chairperson shall preside at all meetings of the Board. The chairperson can act and vote.

f. Vice Chairperson

The Vice Chairperson shall exercise the functions of the authorized recording officer of the Board and shall be empowered to execute official instruments of the Policy Board as authorized by the Board. The Vice Chairperson will perform the functions of the Chairperson in the event the chair is not available.

g. Ex Officio Membership

The MPO Policy Board will add or delete ex officio members as it determines appropriate. Ex officio members will participate in the MPO Policy Board meetings in a non-voting capacity. Specific ex officio members will be designated by the responsible agency via written notification. MPO ex officio members include:

- Port of Lewiston (1 representative)
- Port of Clarkston (1 representative)
- Washington Department of Transportation (1 representative)
- Idaho Transportation Department (1 representative)
- Lewiston-Nez Perce County Regional Airport Authority (1 representative)

- ❑ Nez Perce Tribe (1 representative)
- ❑ Palouse Regional Transportation Planning Organization (1 representative)
- ❑ City of Lewiston Public Transportation Provider (1 representative)
- ❑ Asotin County Public Transportation Provider (1 representative)

III. MEETINGS

1. The Policy Board shall meet at least quarterly each year and shall fix a time and place for the meetings. Special meetings may be called at the discretion of the Chairperson or at the request of three of the voting members. Seven (7) days written notice stating the time, location and meeting purpose must be provided for special meetings.
2. The Policy Board shall keep records of all its meetings. The Board's records shall be public records available for inspection by any interested parties at reasonable times during regular office hours.
3. All Policy Board meetings shall be open to the public. Executive sessions of the MPO Policy Board may be held in accordance with Washington and Idaho State Law.
4. Quorum: A quorum for the transaction of the Policy Board business shall consist of five (5) voting members.
5. For any voting member absent more than three (3) consecutive meetings without being excused, a letter shall be sent to the governmental board that appointed the voting member requesting that the voting member be replaced. An unexcused absence would be a meeting for which the voting member does not provide a proxy.
6. Proxy: Voting MPO Policy Board members may, in their absence, appoint a proxy to represent them at the Board meeting. The proxy will be identified via written notification from the voting member on file with the MPO or presented to the Policy Board at the given meeting.
7. A prevailing vote will consist of affirmative votes being cast by the majority of the voting members of the Policy Board present at the time of the vote.

IV. POWERS AND DUTIES

1. The MPO Policy Board, in cooperation with the States and other interested entities, shall be responsible for carrying out the metropolitan transportation planning process consistent with federal guidance. It shall cooperatively develop the Unified Planning Work Program, Long Range Transportation Plan and Transportation Improvement Program. That planning shall be coordinated with other providers of transportation. The Board shall harmonize the general plans of the cities and counties within the area and the plans and planning activities of the federal, state and local agencies.

The MPO Policy Board will review, adopt and certify the following three plans:

a. Unified Planning Work Program

The Unified Planning Work Program (UPWP) is a statement of work that describes regional issues, identifies state and county-specific decisions and priorities and outlines the responsibilities for entities that will cooperatively carry out transportation planning activities and what activities federal funds will support within the subsequent one to two years.

b. Long Range Transportation Plan

The Long Range Transportation Plan (LRTP) shall cover a minimum 20-year forecast period providing for consideration of all modes of transportation based upon the complexity of existing and forecasted transportation challenges, consistent with federal guidance and customized to meet the regional need. It will be updated in a manner consistent with federal code.

c. Transportation Improvement Program

The Transportation Improvement Program (TIP) is a three to five year, fiscally constrained document that is transmitted to the state for the State Transportation Improvement Program (STIP), and it includes projects for which funding has been identified and construction is imminently possible.

2. Other powers and duties of the MPO Policy Board shall be:
 - a. To provide, when possible, technical services to the member units of government;
 - b. To receive and dispense grants and funds from federal, state, or local governments or from individuals and foundations within the budget established or amended by the Board;
 - c. To enter into agreements or contracts for any service necessary to carry out the direction of the Board; and
 - d. To acquire, hold, improve, maintain, own, manage or lease personal or real property, equipment, or other services and to implement plans.

V. ADVISORY COMMITTEES

1. Executive Committee

An Executive Committee shall be comprised of the Lewis-Clark Valley MPO Policy Board Chairperson, Vice Chairperson, and the immediate past president of the Policy Board unless the immediate past president is not a member of the Board, then one

member shall be elected by the Policy Board. The elected third member's term shall be coincident with the Chairperson's term. The Executive Committee shall review and oversee miscellaneous activities of the MPO to include:

- a. Annual review of the MPO Director, and
- b. Review miscellaneous personnel matters and make recommendations to the MPO Policy Board, if necessary, and
- b. Review and approve other matters as the MPO Policy Board may direct.

2. Technical Advisory Committee (TAC)

A Technical Advisory Committee of skilled and experienced persons is established to study and report on matters related to any of the functions of the MPO Policy Board. The TAC will advise the Policy Board of the professional and technical considerations of the work being considered and will include opportunities for outreach throughout the region. All TAC work products are subject to direction and approval of the MPO Policy Board for all its work products.

VI. STAFF

The MPO Policy Board may hire staff as needed and appropriate.

VII. CODE OF ETHICS

A standard of conduct shall govern the performance of the MPO's officers, employees, board members, or agents engaged in the business of the MPO. MPO Policy Board members will excuse themselves from discussions or decisions respective to issues that may be a conflict of interest.

MPO Policy Members will conduct themselves consistent with the governing bodies' individual policy manuals and federal, state and local regulations.

The MPO will adopt an Ethics Policy setting out the MPO's ethical responsibilities of its officers, members, policy board, technical advisory council and staff when acting on behalf of the MPO.

VIII. FILING REPORTS

The MPO shall file such reports as are now, or may be, required by agencies that govern the activities of statutorily obligated MPOs.

IX. FINANCIAL

The MPO Policy Board shall make provisions for required administrative and planning funding matches that will be collected from members on a mutually agreeable basis.

X. AMENDMENTS

These By-laws may be amended or new by-laws adopted at any regular or special meeting provided written notice with proposed changes is given one meeting in advance that such business is included on the MPO Policy Board's agenda. A vote of at least five (5) Policy Board members will be required to amend these by-laws.