

**BY-LAWS
FOR THE NORTHWEST TENNESSEE RURAL
PLANNING ORGANIZATION (RPO)**

NAME AND PURPOSE

- 1.1 The name of this organization is the Northwest Tennessee Rural Planning Organization (RPO).
- 1.2 The Tennessee Department of Transportation's (TDOT's) consultation process with local officials in rural areas of the state will provide affected local officials with responsibility for transportation in the RPO an opportunity to be involved in transportation plans, on a consultation basis, for portions of the plan in non-metropolitan areas of the state. Consultation means that one party TDOT confers with another identified party in accordance with an established process. The purpose of the RPO is to ensure quality, competence, and fairness in transportation planning issues and projects throughout the non-metropolitan designated counties of Benton, Carroll, Crockett, Dyer, Gibson, Henry, Lake, Obion, and Weakley Counties and their incorporated municipalities. This continuing, comprehensive, coordinated transportation planning and programming process shall be carried out in accordance with the following considerations:
 - a. The RPO will consider long range local and regional multimodal transportation needs in cooperation with the TDOT. They will evaluate and prioritize these needs, which will consider the following:
 1. Support the economic vitality of the RPO area.
 2. Increase the safety and security of the transportation system for motorized and non-motorized users.
 3. Increase accessibility and mobility of people and freight, with an emphasis on the movement of people and goods rather than the movement of vehicles.
 4. Protect and enhance the environment, promote energy conservation, improve the quality of life.
 5. Enhance the integration and connectivity of the transportation system, across and between modes.
 6. Promote efficient system management and operation.
 7. Emphasize the preservation of the existing transportation system.
 8. Improve the resiliency and reliability of the transportation system and reduce or mitigate stormwater impacts of surface transportation.
 9. Enhance travel and tourism.
 - b. Provide and insure a forum for public participation in the transportation planning process.
 - c. Develop and provide project priorities for transportation projects that the RPO believes should be considered for funding by TDOT and included in the State's Transportation Improvement Program (STIP).
 - d. To conduct transportation-related studies and surveys and to provide transportation-related information to local governments and other interested organizations and persons.
 - e. Undertake mutually agreed upon transportation-related tasks to enhance transportation system development, coordination, and efficiency.

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THE NORTHWEST TENNESSEE RURAL PLANNING ORGANIZATION

- 2.1 The Northwest Tennessee Rural Planning Organization is hereby established with the responsibility for serving as a forum for multimodal transportation decision making and recommendations for the Tennessee Department of Transportation (TDOT). The Rural Planning Organization shall have the responsibility for keeping the member governmental entities informed of the status and requirements of the transportation planning process, project prioritization, and helping to ensure meaningful public participation in the transportation planning process.
- 2.2 The Rural Planning Organization will be responsible for carrying out the following:
- a. Establishment of the goals, priorities, and objectives for the transportation planning process.
 - b. Develop and provide project priorities for multimodal transportation projects which the RPO believes should be funded by TDOT and included in the State Transportation Improvement program (STIP).
 - c. Review and approval of changes to identify long-range transportation needs and recommendations.
 - d. Review and approval of documents such as the by-laws, memoranda of understanding/agreement, prospectus, and work programs governing the operation and procedure of this organization.
 - e. Review and approval of projects recommended for funding to TDOT which support and enhance rural transportation locally and regionally.
 - f. Provide and ensure a forum for public participation in the rural transportation planning process.
 - g. Make recommendations to the respective local and state governmental agencies regarding any necessary actions relating to the continuing transportation planning process.
 - h. Be responsible for the completion of all required transportation studies, plans, and programming recommendations required under state and federal law.
 - i. Provide transportation-related information to local governments and other interested organizations and persons to undertake mutually agreed upon transportation related tasks to enhance transportation system development, coordination, and efficiency.
 - j. Coordinate the review and scoring of grant applications for various TDOT grant programs.

RURAL PLANNING ORGANIZATION BOARD MEMBERSHIP AND VOTING

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3.1 The Northwest Tennessee RPO Board is comprised of elected and appointed representatives from local governments as follows:

a. Voting Members:

Elected Officials

1. The County Representative shall be the County Mayor (ex-officio) or their designee.
2. The municipal representative shall be a City Mayor or designee from each County as selected by each county's Mayor. The County Mayor may have the option to delegate the selection of this representative to the Municipal Mayors.
3. A Mayor of a municipality with a population equal to or greater than the population of the smallest county represented in this RPO.
4. Two State Legislative members or their designee, one Senator and one Representative whose area include a portion of the rural area as chosen by the Development District Executive Committee.
5. County Highway Superintendent (ex-officio) or their designee (one from each county).

Appointed Members

1. County Representatives: A representative from each county as chosen by the Highway Superintendent. This representative will be a planner, engineer, public works, or others interested in transportation.
2. Municipal Representative: A representative from one of the incorporated municipalities in the county as chosen by the City Mayor serving on the RPO in each county. This representative should be a planner, engineer or other interested in transportation. The appointed municipal representative serving on the Northwest Tennessee Rural Planning Organization Board shall consult with the City Mayors on this appointment and report the Mayors' selection back to the RPO.
3. Northwest Tennessee Development District (NWTDD) Executive Director (ex-officio) or designee.
4. The Executive Director of the Northwest Tennessee Human Resource Agency (NWHRA) (ex-officio) or their Public Transit Director or their designee.

b. Non-Voting Members:

Special-Interest Members

1. Aviation Representative: One person for the whole region with current responsibilities and/or expertise in aviation management and/or operation in the area; selected by the Development District Executive Board.
2. Bike/Pedestrian Representative: One person for the whole region with interest and involvement in biking, walking, and/or hiking, or a recognized area advocate for biking, walking, and hiking for recreation, as well as transportation; selected by the Development District Executive Board.
3. Environmental Representative: One person for the whole region with current responsibilities and/or expertise in environmental law, preservation and

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- protections of natural areas and wildlife, etc.; selected by the Development District Executive Board.
4. Freight/Trucking Representative: One person for the whole region with current responsibilities and/or expertise in freight/trucking management and/or operation in the area; selected by the Development District Executive Board.
 5. Greenways/Trails Representative: One person for the whole region with current responsibilities and/or expertise in trail development, parks and recreation, or a similar area; selected by the Development District Executive Board.
 6. Port Authority Representative, if applicable: One person for the whole region with current responsibilities and/or expertise in significant commercial transportation management and/or operation in the area; selected by the Development District Executive Board.
 7. Rail Representative: One person for the whole region with current responsibilities and/or expertise in rail management and/or operation in the area; selected by the Development District Executive Board.
 8. Citizen Representative: One person representing an organization primarily serving the underserved citizens of the area; selected by the Development District Executive Board.

Transportation Representatives

1. TDOT Regional Director or designee.
2. TDOT Transit, Rail, Bike/Pedestrian and Water Division representative or designee.
3. TDOT Office of Community Transportation Planning Manager or designee.
4. TDOT Director of Project Management or designee.
5. FHWA Division Administrator or their designee.
6. Regional & Community Planners representing areas served by the RPO.

3.2 Membership Term:

- a. Members serve if in office, typically 4-years. Others serve subject to the appointing authority. Upon the expiration of a member's term, a member may continue to serve as a voting member until the appropriate appointing authority has reconfirmed or appointed a different member.

3.3 Voting:

- a. Each voting member has one vote. A quorum is one-third of the total voting membership. Any action requiring a vote will require a majority vote of voting Board members present at the meeting. Proxies will be accepted if presented in writing by the time of the vote prior to the start of the official meeting; however, an individual may not serve as a proxy for more than one absent voting member.
- b. Electronic voting may be permitted in such cases, the RPO Coordinator shall be responsible for ensuring that every member has been contacted at least seven (7) days prior and afforded an opportunity to vote. Voting may be done by email, online submission forms, websites, or other form of electronic media prepared by the RPO Coordinator for the specific vote. The RPO Coordinator shall keep an official record of all electronic votes received and shall transmit the results back to all members via a signed document by the Chair and the RPO Coordinator showing tallied results.

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ATTENDANCE

- 4.1 Any member missing three consecutive meetings may be replaced by the appointing authority. Members who anticipate being absent from a meeting may send a representative with the understanding of that person having full voting authority in writing as stated in 3.3.

OFFICERS

- 5.1 Officers will be elected by majority vote of those in attendance at a meeting for which a quorum is established. This election will take place at the Spring meeting of an election year. Officers shall consist of a Chair and a Vice-Chair, each serving a 4-year term. The Chair will be elected from the County Mayors and the Vice-Chair will be elected from the Highway Superintendents. These positions shall rotate every election between Mayors and Highway Superintendents.

5.2 Duties of Officers

- a. The Chair shall call meetings of the Northwest Tennessee Rural Planning Organization Board to order and shall serve as Chair of such meetings. The Chair will:
1. Sign all official documents and correspondence of the Board.
 2. Preside at all meetings of the Board.
 3. Decide all points of order or procedure.
 4. Approve meeting agendas.
- b. The Vice-Chair shall conduct the duties of the Chair in the event of their absence.

MEETINGS

- 6.1 The Northwest Tennessee Rural Planning Organization Board will hold meetings as necessary to conduct business of the RPO. Special meetings may be called by the Chair or a majority of the members to address specific issues, or a meeting may be called by the RPO Coordinator to conduct business of the RPO as it arises. Meetings will be held at locations decided upon by the RPO Coordinator.
- 6.2 Every meeting will be open to the public and time will be allotted on the agenda for public comment. Comments from the public will be limited to five (5) minutes per individual, and the Chair will set the maximum allotted time during the meeting for public comments.
- 6.3 Meeting notices and materials will be distributed to Board members and relevant persons at least seven (7) business days prior to the meeting.
- 6.4 Meetings shall be properly advertised in accordance with Chapter 442, Tennessee Public Act of 1974, "The Sunshine Law".

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STAFF RESPONSIBILITIES

- 7.1 The administrative coordination for the Organization shall be performed by the under-grant contract with TDOT. The RPO Coordinator assigned will work with TDOT Planners and staff to comply with the Contract, Federal Law and Regulations regarding RPO's, and these by-laws in completing the following duties (see contract Scope of Work for details):
- a. Coordinate regular and special meetings of the organization's various bodies in a timely manner, as well as public meetings, and document all meetings.
 - b. Coordinate the collection of data and performance of analysis in a timely manner on multimodal transportation projects presented for consideration. Work closely with TDOT staff, local officials, and others in this regard.
 - c. Coordinate the preparation and update of comprehensive reports and plans for long-term multimodal transportation needs for the area on a regular basis.
 - d. Keep minutes of the RPO's meetings in proper form for approval at its next regular meeting.
 - e. Send notification of regular meetings of the RPO with copies of the agenda in accordance with the prospectus.
 - f. Give notice of special meetings called in accordance with Tennessee's open meetings law.
 - g. Maintain files, records, and correspondence of the Planning Organization.
 - h. Work closely with other organizations involved in various aspects of comprehensive planning to determine transportation needs assessments related to community goals such as economic development, health care, education, employment centers, etc.
 - i. Other duties and responsibilities described in the TDOT Contract or these by-laws.

BY-LAWS AMENDMENT

8.1 These by-laws can be amended by majority vote of the RPO at a meeting for which a quorum has been established.

These by-laws are hereby adopted by The Northwest Tennessee Rural Planning Organization Board (RPO) on this day, December 4, 2024, and shall be the guiding document for the operation of said organization.



NWTRPO Board Chair

12-4-2024

Date