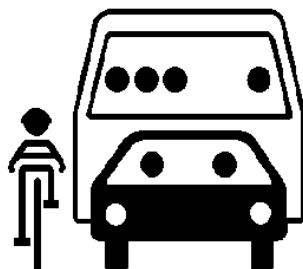


**Bylaws and Rules of Procedure**  
**For the**  
**Washtenaw Area Transportation Study**



705 N. Zeeb Road  
Ann Arbor, Michigan 48103-1560  
(734) 994-3127  
(734) 994-3129 fax  
[www.miwats.org](http://www.miwats.org)



BYLAWS AND RULES OF PROCEDURE  
OF THE  
WASHTENAW AREA TRANSPORTATION STUDY (WATS)

ARTICLE I. NAME

The name of this organization shall be the WASHTENAW AREA TRANSPORTATION STUDY, hereinafter referred to as the “Agency”.

ARTICLE II. PURPOSE

The general purposes of the Agency shall be to: (1) develop and maintain a multimodal transportation plan for Washtenaw County or other federally recognized planning area based on a continuing, comprehensive, coordinated planning process; (2) develop and maintain a multi-year program of proposed transportation projects and programs for the County or other federally recognized planning area; (3) determine project, program, and planning priorities for the use of certain classes of federal, state, and/or local funds under the jurisdiction of the Agency and review all proposed transportation projects, programs and studies contemplated in Washtenaw County or other federally recognized planning area for conformance with the Agency’s transportation plan and policies, and (4) assist local government members in transportation-related matters.

ARTICLE III. CREATION AND DUTIES

The Committee was formally established in 1965 in response to the requirements of the Federal Aid Highway Act of 1962. This Act stipulates that after July 1, 1965, federally-aided highway projects in urban areas of more than 50,000 population must be based on a coordinated, continuing, comprehensive planning process, carried on cooperatively by the states and local communities. In 1965 the units of government in the Ann Arbor-Ypsilanti Urbanized Area signed Memorandums of Understanding with the Michigan Department of State Highways and Transportation to give formal status to this required process in order that this urbanized area would be eligible for federal highway funds.

In 1974, based on requests from the Michigan Department of State Highway and Transportation that the Committee achieve legal status, the Committee reorganized under Public Act 200 of 1957 of the Acts of Michigan. This reorganization was accomplished through passage of a resolution to establish an Intermunicipality Committee under P.A. 200 of 1957. Each unit and agency of government that was to hold voting membership on the Policy Committee passed the Resolution.

In addition to the duties implicit in the Statements of Purpose, Article II, the Agency’s duties shall encompass but not be limited to the following:

1. Development of operational procedures and the administrative organization necessary to provide a sound basis for collecting, analyzing and projecting data needed to develop comprehensive transportation planning.

2. Develop transportation plans compatible with local, regional, and state development programs.
3. Inform the decision-making bodies of the Washtenaw County or other federally recognized planning area and the general public of significant developments in the comprehensive transportation planning process.
4. Preparation of recommendation for implementation of transportation plans agreeable to the parties concerned.
5. Review, comment, and local approval of proposed federally aided urban highway system and transportation projects in the urban area.
6. Establishment of the procedures for periodic review and updating of the basic data from which alternative transportation plans are developed as changing conditions dictate.

#### ARTICLE IV AGENCY MEMBERSHIP

Sec. 1. Voting membership on the Policy Committee shall be the following:

- A. A duly appointed elected official from each local unit of government in Washtenaw County or other federally recognized planning area as defined by the most recent Census that chooses membership and fulfills the necessary responsibilities.
- B. A duly appointed representative from each (of the following) public agencies, commissions or universities located in Washtenaw County or other federally recognized planning area:
  1. Washtenaw County Board of Commissioners
  2. Washtenaw County Road Commission
  3. Transit Providers
  4. Michigan Department of Transportation
  5. Public universities and colleges

Representatives of the Federal Highway Administration and Southeastern Michigan Council of Governments shall be non-voting members of the Committee.

Upon election or designation, voting members' units shall appoint their representative and designate one official alternate and shall supply the names and addresses of representatives and delegates to the Agency's Executive Director. The official alternate shall be 1) an elected or appointed official from the Agency/Community or 2) the Agency Director or Community's Manager. Staff that are eligible to vote on the Technical Committee from the Agency or Community may not vote on the Policy Committee.

- C. Communities outside the most recent officially recognized urbanized boundaries may apply for membership as a group with the entire group receiving one designated vote on the Policy Committee. The communities

would pay the dues as set by the Policy Committee based on their combined population counts from the most recent census.

#### ARTICLE V. POLICY COMMITTEE OFFICERS

Sec.1. The Policy Committee shall have a Chair, Vice-Chair, and Secretary-Treasurer.

Sec. 2. The Chair of the Policy Committee shall preside at all meetings, appoint such committees as shall be deemed necessary, including the standing committees; the latter with the approval of the Policy Committee, and perform such other duties as may be delegated by the Policy Committee. The Policy Chair shall oversee the work of the paid staff where required. The Policy Committee Chair shall have the full right to propose motions and vote on all motions and resolutions. The Policy Committee Chair shall be an ex-officio member of all committees.

Sec. 3. The Vice-Chair shall preside in the absence or disability of the chair and perform such other duties as may be delegated by the Policy Committee from time to time.

Sec. 4. The Secretary-Treasurer shall keep a record of the minutes of all meetings of the Committee, keep an accurate record of all receipts and disbursements, keep a record of all records, plans, etc., brought before the Committee, notify the membership of meetings and provide agenda provided by the Chair, and generally perform the duties of this office. The duties of the Secretary-Treasurer may be delegated to the Agency's Executive Director. The Secretary-Treasurer shall preside in the absence or disability of the Chair and Vice-Chair.

Sec. 5. Except where specific rules and procedures as set forth herein, Roberts' Rules of Order shall govern all Policy Committee meetings.

#### ARTICLE VI. POLICY COMMITTEE MEETINGS

Sec. 1. Regular meetings of the Policy Committee shall be held each month, the time, date and place to be set by the action of the Policy Committee at their Annual Meeting, or when changes are deemed appropriate.

Sec. 2. The chair or three or more members of the Policy Committee may request in writing the Chair call a special meeting.

Sec. 3. All meetings shall be open to the public subject to the Open Meetings Act.

Sec. 4. In the event a regular meeting shall fall upon a holiday, the Chair at the previous meeting, with the Policy Committee approval, shall set a substitute date.

Sec. 5. Cancellation or changes in the date of regularly scheduled meetings shall be communicated to members as promptly as possible.

Sec. 6. The Annual Meeting of the Committee shall be held in June of each year.

- Sec. 7. Notices of all regular meetings, shall be provided by mail, email or fax, as requested by the Policy Committee member, to all members not less than five days before such meetings. The full agenda packet for the meeting shall be available on the Agency's website no less than 7 days prior to the meeting. Notices of special meetings may be communicated to members by telephone.
- Sec. 8. Voting shall be in person by the designate or their alternate unless approved by a vote of the Policy Committee in advance.
- Sec. 9. Quorum shall be one more than fifty percent of the eligible voting members at any meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting.

#### ARTICLE VII. ELECTION AND DUTIES OF OFFICERS

- Sec. 1. Election of officers of the Policy Committee shall be held at the Annual Meeting in June.
- Sec. 2. The term of the office shall be one year
- Sec. 3. The Chair shall, at the monthly meeting preceding the Annual Meeting, appoint a three person nominating committee to present at the Annual Meeting for the offices of Chair, Vice-Chair, and Secretary-Treasurer. Nominations for all offices may be presented from the floor if consent of the nominee has previously been obtained.
- Sec. 4. The officers shall sign the bank signature cards and be eligible to be one of the two signatures needed for payment of bills or other obligations of the Agency.

#### ARTICLE VIII. SUBCOMMITTEES

- Sec. 1. The following standing subcommittees shall be appointed:

Technical Advisory Committee  
Urban Federal Aid Committee (FAC-U)  
Rural Federal Aid Committee (FAC-R)

Special subcommittees may be authorized and appointed as necessity dictates.

- Sec. 2. The responsibilities of the Technical Advisory Subcommittee are:
- 1) Advise the Agency staff and recommend technical methods, procedures, and standards necessary for the technical work of the Committee.
  - 2) Help coordinate the work of agencies and governmental units participating in the work of the Committee.

- 3) Each agency represented on the Technical Advisory Subcommittee shall furnish information deemed appropriate or necessary for the continuing transportation planning process.
- 4) Recommend alternative plans and proposals to the Committee.
- 5) Respond to the Committee's requests for technical information and assistance.

Sec. 3. The voting membership of the Technical Advisory Subcommittee shall be a designated professional planning or engineering senior staff representative from each voting and ex-officio member of the Policy Committee.

There shall be the ex-officio representatives of Federal Highway Administration and Southeast Michigan Council of Governments.

Voting member units shall designate one official representative and one official alternate and shall supply these names and addresses to the Agency's Executive Director at the Annual Meeting or at such time as changes occur.

Sec. 4. The Technical Advisory Subcommittee shall elect its own officers to include a Chair, 1<sup>st</sup> Vice-Chair, and 2<sup>nd</sup> Vice-Chair at the Annual Meeting to be held each June. The Technical Committee shall hold regularly scheduled monthly meetings, shall keep minutes of all meetings held. Notices of meetings shall be emailed to all members of the Technical Advisory Committee. The complete meeting packet will be provided on the Agency's website at least one week prior to monthly meeting. The Technical Advisory Committee shall set its own rules of meeting procedures, consistent with Robert' Rules of Order.

Sec. 5. The Urban Federal Aid Committee's duties shall include, but are not necessarily limited to, the following:

- 1) Submit projects for urban federal funding consideration to the Agency; and
- 2) Review, prioritize and make recommendation of a multi-year urban federal funding program to the Technical Committee.

Sec. 6. The Urban Federal Aid Committee's membership shall be made up of one member from a planning or engineering department of each Agency eligible for urban federal funding and a Policy Committee representative that is recommended by the Policy Committee Chair and approved by the Committee as a whole. The Urban Federal Aid Committee shall set its own rules of meeting procedures, consistent with Robert' Rules of Order.

Sec. 7. The Rural Federal Aid Committee's duties shall include, but are not necessarily limited to, the following:

- 1) Submit projects for rural federal funding consideration to the Agency; and
- 2) Review, prioritize and make recommendation of a multi-year federal funding program to the Technical Committee.

- Sec. 8. The Rural Federal Aid Committee's membership shall be made up of one member from a planning or engineering department of each Agency eligible for rural federal funding and a rural transit provider representative that is selected by the rural transit providers. The Rural Federal Aid Committee shall set its own rules of meeting procedures, consistent with Robert' Rules of Order.
- Sec. 9. Quorum shall be one more than fifty percent of the eligible voting members at any meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting.

#### ARTICLE IX. FUNDS AND BUDGET

- Sec. 1. All monies accruing to the Agency through annual membership payments or other sources shall be deposited in one of the specially designated member banks of the Federal Deposit Insurance Corporation (FDIC) as the Committee shall select. Reserve funds of the Agency shall be invested according to the most recent investment policy approved by the Policy Committee.
- Sec. 2. The Agency shall develop and the Policy Committee shall approve the Annual Work Program at a regularly scheduled meeting of the Policy Committee. The Policy Committee at their annual meeting shall set dues for the Policy Committee voting members when the Administrative Budget is adopted.
- Sec.3. The dues structure shall be set by the Policy Committee at a regular meeting of the Policy Committee.
- Sec. 4. The Executive Director may be one of the two signatures on the checks with at least one of the Policy Committee officers providing the second signature. If the amount of the check is less than \$500, a second signature of an officer will not be needed. Any checks made payable to the Executive Director shall require two signatures regardless of the amount. A listing of the checks and explanatory documentation will be provided to the Policy Committee members in attendance at each meeting. A permanent record will be retained in the Agency files for provision to members or auditors at their request.
- Sec. 5. These By-laws and Rules of Procedure may be amended or altered at any regularly scheduled meetings by a majority vote of the Policy Committee membership, providing the proposed changes have been read at a preceding meeting and said proposed changes incorporated in the minutes of that meeting. The bylaws shall be presented to the Policy Committee at their annual meeting.

Adopted by the Committee 8/22/73  
Amended January 1975, June 1976, June 16, 2004 and August 17, 2005