

TRAVERSE TRANSPORTATION COORDINATING INITIATIVE
(TTCI)
BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the organization shall be the TRAVERSE CITY AREA TRANSPORTATION AND LAND USE STUDY, an Intermunicipality Committee established under Act 200 of 1957 of the Public Acts of Michigan, and shall be hereinafter referred to as the TTCI.

ARTICLE II PURPOSE AND RESPONSIBILITY

Section 1. Purpose. TTCI is established to provide coordinated leadership and direction for the development and conduct of a continuing, cooperative, and comprehensive transportation planning process in the Traverse City Urbanized Area. As a program of Networks Northwest, TTCI shall constitute the forum for cooperative transportation decision-making by principal elected officials of general purpose local governments and representatives of transportation based agencies to develop Traverse City Urbanized Area multi-modal transportation plans and programs.

Section 2. Responsibility. TTCI shall develop transportation plans and programs for the Traverse City area, in coordination with local, county, regional, and state plans and programs. The Traverse City Urbanized Area is defined as the geographic area including the City of Traverse City, the Charter Townships of Garfield, Elmwood and East Bay and the General Law Township of, Acme

Section 3. Objectives.

- a) Maintain a transportation planning process and improvement plan for the Traverse City area which meets Federal and State requirements and ensures the area's eligibility for capital and operating funds.
- b) Pursue, develop and maintain system and subsystem plans and programs for the various modes of transportation which use the area's major streets, roads and highways.
- c) Integrate and coordinate transportation plans and programs with existing and future plans and programs within the region, as defined by the State of Michigan, and the Michigan Department of Transportation.
- d) Recommend transportation programs and projects which are consistent with the general transportation goals of the community and its transportation based agencies,
- e) Maintain continuously updated pertinent information about the area's transportation systems.
- f) Assist local and state implementation agencies in developing transportation projects.
- g) Collaborate with local, regional, state, and federal transportation planning

- agencies in developing transportation plans and projects.
- h) Operate the urbanized area transportation planning program in a responsible and efficient manner.
 - i) Provide for and encourage public involvement in TTCI's transportation planning activities.
 - j) Solicit and accept appropriate gifts and grants which will assist in the accomplishment of TTCI objectives.

ARTICLE III. MEMBERSHIP

Section 1. General. Voting membership shall consist of the municipalities and entities which are listed in Section 4 and which execute the Memorandum of Understanding. Each member shall be entitled to representation on the Board of Directors as hereinafter provided. With administrative and staffing assistance from Networks Northwest or other 3rd party as determined by the Board, all affairs of TTCI shall be managed by the Board. Voting members whose sponsoring agency becomes delinquent in any cost assessments, matching funds or other financial obligations to TTCI, shall be subject to review by the TTCI Board of Directors

Section 2. New Members. New members may be added to the Board according to the following procedures. Voting members may be added to the Board upon approval of the majority of the representatives present at any meeting where such membership is proposed. The addition of a voting member to the Board constitutes a change in the Bylaws and the appropriate procedure to change must be followed.

Section 3. Withdrawal of Membership. Any member may terminate its membership by providing written notice to the Secretary. The financial obligations of this member (if any) shall cease at the end of the fiscal year of the local government or transportation agency in which the notice is received except as otherwise provided and subject to paragraph 5 of the TTCI Memorandum of Understanding Agreement.

Section 4. Voting Members. Voting members shall consist of one member from each of the following:

- City of Traverse City
- Charter Township of Garfield (G.T. County)
- Charter Township of Elmwood (Leelanau Co.)
- Charter Township of East Bay (G.T. County)
- Acme Township (G.T. County)
- Grand Traverse County Board of Commissioners
- Leelanau County Road Commission
- Grand Traverse County Road Commission
- Michigan Department of Transportation
- Bay Area Transportation Authority

Section 5. Designation of Representatives and Alternates.

Governmental units, agencies and organizations which are members shall designate in writing and by name, its representative(s) and alternate(s) to the Board. Representatives from cities, counties, and townships must be elected officials and must include the chief elected official or his/her duly appointed representative. Representatives from other units of government, agencies, and organizations, and alternates for all representatives may be any official associated with that unit, agency or organization. A list of alternative representatives shall be maintained and kept current by the Secretary. Alternates of voting representatives shall only be eligible to vote in the absence of that representative; however, alternates are encouraged to attend all meetings. If neither the representative nor alternate is able to attend a meeting, the unit of government, agency or organization may designate, a special alternate representative for that specific meeting.

ARTICLE IV. OFFICERS

Section 1. General. The TTCI Executive Board shall consist of the Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Board of Directors members are eligible to be elected to the Executive Board once they have served on the Board of Directors for a minimum of one year. The four-member Executive Board shall have at least one elected City, County or Township plus one representative of a Transportation Agency.

Section 2. Duties of the Chairperson. The Chairperson shall set the Board of Directors meeting agenda, preside at all meetings, appoint such committees as shall be deemed necessary, appoint standing committees with the approval of the TTCI, and perform such other duties as may be delegated by the TTCI. The Chairperson shall have the full right to propose motions and vote on all motions and resolutions. The Chairperson shall be an ex-officio member on all committees.

Section 3. Duties of the Vice-Chairperson. The Vice-Chairperson shall preside at meetings in the absence of the Chairperson and perform such other duties as may be delegated by the Chairperson or the Board.

Section 4. Duties of the Secretary. The Secretary shall keep a record of all meetings of the TTCI; keep a record of all plans, programs, and other material brought before the Committee; notify the TTCI of all meetings; and provide agenda for all meetings.

Section 5. Duties of the Treasurer. The Treasurer shall keep a record of all financial transactions of the TTCI, provide periodic financial reports to the TTCI, and generally perform the traditional duties of this office.

Section 6. Delegation of Duties. The duties of the Secretary and/or Treasurer may be delegated to the Director Technical Staff Administrator, another staff member, or another appropriate individual. The secretarial and financial duties may be delegated separately or together and may be delegated to different individuals.

Section 7. Nomination of Officers. The Chairperson shall at the November meeting (or as soon as possible thereafter) appoint a Nominating Committee to present nominations for the offices of Chairperson, Vice-Chairperson, Secretary and Treasurer at the December meeting (or as soon as

possible thereafter). Nominations for all officers may be presented from the floor with the consent of the nominee.

Section 8. Election of Officers. Election of officers of the TTCI shall be at the first meeting of each calendar year or as soon as possible thereafter.

Section 9. Terms of Office. The terms of office shall be for one calendar year or until a successor is elected.

Section 10. Vacancy of Office. If a vacancy occurs in any office during the year, the TTCI Board of Directors may fill the vacancy at any regular meeting by a simple majority vote of those representatives present.

ARTICLE V. STAFFING

Section 1. Personnel. The Board contracts with Networks Northwest or other 3rd party as determined by the Board to coordinate and conduct administration and staffing relating to its purpose, responsibilities and objectives. Personnel assigned to TTCI will adhere to a staffing plan approved by the Board of Directors.

Section 2. Other Agencies. The Board may enter into agreements with other public and private agencies, including consultants, for all types of surveys and studies relating to its purpose, responsibilities and objectives. Such surveys and studies shall be identified and described in the annual Unified Work Program.

ARTICLE VI. SUBCOMMITTEES/ADVISORY COMMITTEES/TASK FORCES

Section 1. Establishing Subcommittees, Advisory Committees, and Task Forces. The Board may establish such subcommittees, advisory committees and/or task forces as are deemed necessary to further its purpose in keeping with its responsibilities and objectives.

Section 2. Standing Subcommittees, Advisory Committees and Technical Advisory Committee Standing subcommittees or advisory committees shall be established by the approval of the Board. Standing committees and advisory committees may develop their own Bylaws, subject to the approval of the Board.

Section 3. Other Subcommittees and Special Topic Groups. Other subcommittees and/or special topic groups may be established to address specific functional areas or individual issues as deemed appropriate.

Section 4. Executive Board. The Board hereby establishes the Executive Board as a standing subcommittee. The Executive Board is responsible for reviewing various items relating to TTCI's management and administration. The membership of the Executive Board is described in Article IV, Section 1.

Section 5. Technical Committee. The Technical Committee shall advise the Governing Board on matters requiring technical planning expertise. The Technical Committee's makeup shall consist of only one (1) representative from each member agency of TTCI. TTCI requests that each member agency designate its Technical Committee representation with preference to engineers, planners, and zoning administrators (in order of preference). Governing Board members may not serve on the Technical Committee as means to better delineate roles and diversify participation in TTCI. Technical Committee meetings are open to the public; however, all deliberations and actions for the purposes of advising the Governing Board are done by Technical Committee membership only.

ARTICLE VII. MEETINGS AND AGENDAS

Section 1. Regular Meetings. The schedule of regular meetings of the TTCI shall be established at the first meeting of the calendar year. These meetings shall take place at a time and location established by the Board.

Section 2. Special Meetings. Special meetings may be called by the Chairperson, by a majority vote of the Board, or upon written request to the Chairperson by three (3) or more Board members.

Section 3. Changes in Meetings. In the event that a regular meeting falls on a holiday, a substitute meeting shall be set by the Board. A cancellation or change in the date of a scheduled meeting shall be communicated to the representatives as promptly as possible.

Section 4. Open Meetings. All Board meetings shall be open to the public and shall be held in conformance with Act 267 of the Public Acts of Michigan of 1976, as amended, known as the "Open Meetings Act."

Section 5. Notices of Meetings. Notices of all regular meetings, including agenda, shall be provided to the Board members and posted to the general public no later than five (5) days prior to the meeting.

Section 6. Agendas. An agenda shall be provided to Board members no later than five (5) days prior to all regular meetings. Where practicable, an agenda will also be mailed for special meetings. The Chairperson has the responsibility of determining the agenda.

ARTICLE VIII. RULES

Section 1. General. Except where specific rules and procedures are set forth herein, Robert's Rules of Order shall govern all meetings.

Section 2. Quorum. A quorum shall be required before any formal action can be taken on agenda items. The presence of a simple majority of the current active voting members (members as defined in Article III, Section 4) OR the presence of three-fifths (3/5) of transportation

implementing agencies (BATA, City of Traverse City, GTCRC, LCRC, MDOT) and two (2) municipalities shall constitute a quorum for the purpose of conducting business. Active voting members are those duly appointed representatives whose membership dues were paid in the prior budget year.

Section 3. Actions by the Board. Except where otherwise specifically stated, formal adoption of a motion or resolution or other action shall be with the assent of a simple majority of the assigned votes of those representatives at the meeting, with at least a quorum present.

ARTICLE IX. FUNDS AND BUDGET

Section 1. Budget and Cost Allocation Formula. The Board shall annually adopt a budget. The budget shall be prepared and approved thirty (30) days before the end of the fiscal year. The fiscal year shall start October 1 and end September 30. No funds shall be expended without an approved budget.

Section 2. Receipt of Funds. All funds received from local contributions or other sources shall be deposited in a specially designated account by the designated fiscal agent of TTCI. A record will be maintained of all funds received by the TTCI, including interest payments.

Section 3. Expenditure or Obligation of Funds. The TTCI Board, assigned Networks Northwest staff, or other 3rd party as determined by the Board may cause the expenditure or obligation of funds, if such expenditure or obligation is within the budget approved by the Board and appears to be reimbursable. Examples of such approved expenditures or obligations include salary and fringe benefit costs, indirect costs of operation associated with the conduct of doing business, and direct costs identified in the budget. The expenditure or obligation of funds which are either not budgeted, not reimbursable or may not be reimbursable requires the approval by a simple majority vote of the Board. A continuous record of all funds expended or obligated by the TTCI Board, assigned Networks Northwest staff, or other 3rd party as determined by the Board shall be maintained.

Section 4. Audit. A competent and independent individual or firm on an annual basis shall audit the records of receipts, expenditures and obligations in conjunction with the overall Networks Northwest audit or other 3rd party as determined by the Board, and the results of the audit shall be provided to the TTCI Board.

Section 5. Financial Reports. The Treasurer, assigned Networks Northwest staff, or other 3rd party as determined by the Board shall provide financial reports to the Board at each regularly scheduled Board meeting, and shall prepare an annual report which can be included in the final Audit Report.

Section 6. Code of Conduct. The Board shall maintain a written Code of Conduct which shall govern the participation of its members, officers, agents and employees engaged in the award and administration of all contracts.

ARTICLE X. AMENDMENTS

Section 1. Procedure of Amendment. These Bylaws may be altered, amended or replaced at any regular or special meeting of the Board by at least two-thirds vote of the representatives of the voting members, each having one (1) vote for the purpose of Bylaw amendment. A copy of the proposed changes shall be filed with the Secretary at least ten (10) days prior to the meeting where such action is proposed to be taken, and the secretary shall send a copy of the proposed change to each representative along with written notice of the time and place of such meeting. The Secretary shall also ensure that representatives receive their notices at least five (5) days prior to such meeting.

Section 2. Continuation and/or Conflict. The Bylaws will remain in full force and effect until such time as amendments are made and approved or until it may be determined the Bylaws are found to be in conflict with the laws or regulations of the State of Michigan or the United States of America.

Approved by the TC-TALUS Board of Directors on August 30, 1990

Amended by the TC-TALUS Board of Directors on January 28, 1993

Amended by the TC-TALUS Board of Directors on September 23, 1993

Amended by the TC-TALUS Board of Directors on January 27, 1994

Amended by the TC-TALUS Board of Directors on September 17, 1998

Amended by the TC-TALUS Board of Directors on April 12, 2006

Amended by the TC-TALUS Board of Directors on May 15, 2007

Amended by the TC-TALUS Board of Directors on January 27, 2009

Amended by the TC-TALUS Board of Directors on June 16, 2009

Amended by the TC-TALUS Board of Directors on October 16, 2012

Amended by the TC-TALUS Board of Directors on August 18, 2015

Amended by the TTCI (formerly named TC-TALUS) Board of Directors on May 17, 2016

Amended by the TTCI Board of Directors on September 18, 2018