

INTERIM BYLAWS
OF
DOVER/KENT COUNTY METROPOLITAN PLANNING ORGANIZATION, INC.

Adopted December 15, 1994
Amended May 22, 1996

ARTICLE I
Statement of Purpose

To provide a forum for continuing, cooperative, and comprehensive transportation planning which promotes the public welfare of the residents of the Dover urbanized area by establishing transportation programs and policies for the Dover urbanized metropolitan area, and to perform such other duties as are necessary to satisfy requirements consistent with Titles 23, 49, and 42 of the United States Code and with the Dover/Kent County Metropolitan Planning Organization Agreement dated November 2, 1992, and subsequent Supplemental Agreements (MPO Agreement and its supplements).

ARTICLE II

SECTION 1. Control. The entire and complete control of the corporation, including all powers contemplated or provided by the laws of Delaware for members of non-stock corporations, shall be vested in a Board of Directors which shall be known as the Dover/Kent County Metropolitan Planning Organization Council.

SECTION 2. Board of Directors. The Council shall consist of the highest ranking elected or appointed official from each of the following: the State of Delaware, the Levy Court of Kent County, the City of Dover, the Delaware Department of Transportation, the Delaware Transit Corporation, and other transportation or government agencies as designated in supplemental agreements to the MPO Agreement. Such elected or appointed officials may designate a representative to serve as the voting member of the MPO Council.

SECTION 3. Alternates. Each member of the Council may appoint one person to serve as an alternate member, who may exercise all of the powers of a regular member in their absence.

SECTION 4. Meetings. A regular meeting schedule shall be established by the Council each year and shall be advertised in accordance with the Delaware Code. An annual meeting of the Council shall be held on the fourth week in September each year, at such time and place as may be designated by the Council. Special meetings shall be held at the written request of the chairman or any two (2) Council members. Council members shall be notified by the MPO staff of all meetings at least two (2) days prior to the date of the meeting.

SECTION 5. Quorum. A majority of the voting members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, in accordance with the MPO Agreement and its supplements.

SECTION 6. Manner of Acting. The act of a majority of the members of the Council appointed at a meeting at which a quorum is present shall be the act of the Council unless the act of a greater number is required by law or by these bylaws.

SECTION 7. Compensation. Members of the Council and members of its committees shall not receive any salaries for their services as members of the Dover/Kent County MPO.

ARTICLE III
Membership

Membership in this corporation shall be limited, at all times, to the members of the MPO Council.

ARTICLE IV

Functions

The Council shall conduct the business of the corporation, including, inter alia:

1. Determining the goals, general policies and physical strategy of the corporation;
2. Ensuring the completion of all plans, programs, and policies as outlined in the federal regulation establishing the Dover/Kent County Metropolitan Planning Organization (23 CFR Part 450), and in accordance with any other federal regulation which guides the activities of a metropolitan planning organization;
3. Approving the administrative budget of the corporation at the Annual Meeting;
4. Approving the Annual Report of the Corporation;
5. Approving the Annual Financial Statement of the corporation;
6. Electing officers and filling vacancies in said offices as may occur from time to time during the year;
7. Hiring and firing the Executive Director;
8. Setting salary ranges and job descriptions;
9. Approving personnel decisions made by the Executive Director; and
10. Amending the bylaws of the corporation.

ARTICLE V

Officers

SECTION 1. Officers. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such assistants as may be elected by the Council. The Secretary, Treasurer and assistants do not have to be members of the MPO Council or its committees. The officers shall perform such duties as are described in this Article and shall receive no compensation for these stated services. The offices of Secretary and Treasurer are the only offices which may be filled by the same individual.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Council at the regular annual meeting of the Council. New offices may be created and filled at any meeting of the Council. Each officer shall hold office until his successor shall have been duly elected.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.

SECTION 4. Chairperson. The Chairperson shall:

1. Call all regular meetings of the Council;
2. Preside at all meetings of the Council;
3. Make appointments to all committees except the Technical Advisory Committee and Public Advisory Committee which shall be appointed in accordance with the MPO Agreement and its supplements;
4. Serve as a member of any committee;
5. Sign, with the Secretary, or any other proper officer of the corporation authorized to so act by the Council, any deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council or by these bylaws

or by statute to some other office or agent of the corporation; and

6. Generally shall perform all duties as may be prescribed by the Council from time to time.

7. Supervise and be responsible all of the business and affairs of the corporation.

SECTION 6. Vice-Chairperson. In the absence of the Chairperson or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson or by the Council.

SECTION 7. Secretary. The Secretary shall:

1. Keep the minutes of the meetings of the Council in one or more books provided for that purpose;

2. Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

3. Be custodian of the corporate records and of the seal of the corporation; and

4. Ensure that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

SECTION 8. Treasurer. If required by the Council, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Council shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws, and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned him by the Chairperson or by the Council.

ARTICLE VI

Committees

SECTION 1. Executive Committee. The Chairperson, Vice-Chairperson, and one other member serving at the pleasure of the Chairperson shall make up the Council's Executive Committee. The Executive Committee shall meet at the call of the Chairperson and shall conduct the business and affairs of the Dover/Kent County MPO which arise between Council meetings. The executive committee shall:

1. Oversee the finances and administrative procedures of the Dover/Kent County MPO,
2. Work with the Executive Director to set the meeting agenda for the Council
3. Provide routine oversight of the activities of the Executive Director, and shall make recommendations to the Council concerning selection, length of service, salary, and periodic performance evaluations of the Executive Director.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. All activities of the Executive Committee are subject to ratification by an affirmative vote of a majority of the Council members present at the next meeting.

SECTION 2. Technical Advisory Committee (TAC) - The TAC shall conduct transportation-related studies as directed by the Council, and shall subsequently advise and make recommendations to the Council on the technical aspects of such studies.

1. Members to the TAC are appointed by the MPO Council as described in the MPO Agreement and its supplements.
2. Any member of the TAC may be removed by the appointing Council member whenever, in its judgement, the best interests of the corporation would be served thereby; such vacancy must be filled by a new appointment to maintain the TAC representation agreed upon in the MPO Agreement and its supplements.
3. The TAC shall establish a regular meeting schedule which is coordinated with the Council's schedule to provide for a meeting prior to each Council's meeting, and publish that schedule in accordance with the Delaware Code.
4. The TAC shall elect a chairperson and a vice-chairperson to preside at committee meetings.
5. The business of the TAC shall be conducted by a quorum as outlined in the MPO Agreement and its supplements.

SECTION 3. Public Advisory Committee (PAC). The PAC shall review proposed plans and programs of the Dover/Kent County MPO at the direction of the Council, and shall subsequently comment on said plans and programs to the Council.

1. Members of the PAC are appointed, in accordance with the MPO Agreement and its supplements, by the members of the MPO Council. When a vacancy occurs, the appointing member of the Council may designate the new appointee to either begin a full two-year term or to complete the unexpired term of the vacancy.
2. The term of each PAC member shall be two years from the date of the appointment, and shall be limited to two consecutive years.
3. Any member of the PAC may be removed by the appointing Council member whenever, in its judgement, the best interests of the corporation would be served thereby; such vacancy must be filled by a new appointment to maintain the number of PAC members specified in the MPO Agreement and its supplements.
4. The PAC shall elect a chairperson and a vice-chairperson to preside at meetings.
5. The business of the PAC shall be conducted by a quorum as outlined in the MPO Agreement and its supplements.

SECTION 2. Special Committees. The Council, by resolution, may designate and appoint one or more special committees, each of which shall consist of three or more members. Said special committees shall act in an advisory capacity and shall not have nor exercise the authority of the Council in the management of the corporation.

1. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Council and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
2. Chairperson. One member shall be appointed chairperson by the Chairperson of the Council.
3. Removal. Any officer or committee member appointed by the Council may be removed by the Council whenever, in its judgement, the best interests of the corporation would be served thereby.
3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
4. Quorum. Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Council.

ARTICLE VII

Organization

SECTION 1. Executive Director. The Executive Director shall be the chief administrative officer of the Council's staff. As such, the Executive Director shall:

1. Conduct the daily operations of the Dover/Kent County MPO and be responsible for carrying out the requirements and directives of the Council,
2. Employ and have general supervision over the staff and work program of the MPO,
3. Have the responsibility to negotiate consensus among the member agencies on the full range of issues which are likely to arise,
4. Provide adequate technical analyses and studies,
5. Articulate the MPO's position to various legislative, executive, business, civic, and citizen audiences, and the press,
6. To take the initiative in defining policy issues for the Council's consideration
7. Attend all meetings of the Council and its committees, unless otherwise directed, and keep minutes of said meetings, and
8. Establish procedures consistent with the Council rules for management of the MPO's work program and business affairs.

SECTION 2. Staff. Within the limitations of the annual budget, the Executive Director shall retain such professional, technical, and clerical staff as is necessary to carry out the responsibilities and duties of the Dover/Kent County MPO. The Executive Director may set the salary and benefits of the staff in accordance with the provisions of Article VIII, Section 3 and with the approval of the Council. Where arrangements are specified in the annual unified planning work program or other agreement, the Executive Director may utilize the staff of member agencies to carry out the responsibilities and duties of the Dover/Kent County MPO.

ARTICLE VIII

Reports and Budgets

SECTION 1. Annual Report. The Council shall direct the Executive Director to prepare an Annual Report of the Activities of the Corporation to be submitted for action at the Annual Meeting. Said report shall thence be released for public dissemination.

SECTION 2. Annual Financial Statement. The Council shall direct the Executive Director to prepare an Annual Financial Statement of the corporation to be submitted for action at the Annual Meeting. Said statement shall thence be released for public dissemination.

SECTION 3. Administrative Budget. The Council shall direct the Executive Director to prepare an Administrative Budget of the corporation to be submitted for action at the Annual Meeting.

SECTION 4. Annual Audit. The Council shall direct the Treasurer to conduct or arrange for the conduct of an annual audit of the organization's financial operations at the end of each fiscal year (June 30).

ARTICLE IX

Execution of Instruments

SECTION 1. Checks, Drafts, and Orders for Payment of Money. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be signed by the Treasurer or Assistant

Treasurer and the Chairperson or Vice-Chairperson of the corporation.

SECTION 2. Contracts. When the execution of any contract, conveyance or other instrument has been authorized, without specification of the executing officer, the Chairperson and the Secretary or Treasurer may execute the same in the name and on behalf of the corporation, and may affix the corporate seal thereto. The Council shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of this corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Council shall designate.

ARTICLE X

Gifts

The members of the Council and its committees may not accept any contribution, gift, bequest, or devise from which it might reasonably be inferred that such contribution, gift, bequest, or devise was given or offered for the purpose of influencing the member in the performance of his official duties with the Dover/Kent County MPO.

ARTICLE XI

Internal Revenue Service Status

The corporation shall have no capital stock and is not organized for gain or profit, but is exclusively an organization for public, educational, charitable and philanthropic purposes.

ARTICLE XII

Corporate Seal

The Council shall provide a corporate seal.

ARTICLE XIII

Amendment of Bylaws

These bylaws may be amended by a vote of two-thirds of all of the directors serving on the Council or by unanimous consent given in writing.

ARTICLE XIV

SECTION 1. Rules. Unless otherwise specified, the Council shall observe Roberts Rules of Order in the conduct of all of its business.

SECTION 2. Suspension of the Rules. The Council may approve suspension of the rules by a vote of two-thirds of its members.

ARTICLE XV

Conflict of Interest

No director, officer or employee of the corporation shall have or shall acquire any interest, direct or indirect, in any project which the corporation is promoting, or in any contract or proposed contract for materials or services or in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or to the corporation, without forthwith making written and complete disclosure to the corporation of all material facts, including the nature and extent of his interest, and such disclosure shall be entered in writing upon the minute book of the corporation. No director who has such an interest shall vote on any matter relating to such interest.

ARTICLE XVI

Indemnification

The wording for this Article has not been finalized and approved.

AMENDMENT I

Article VI, Section 3,2 is amended to read: The term of each PAC member shall be two years from the date of the appointment.