

# **BYLAWS OF THE EXECUTIVE COMMITTEE**

**FOR THE  
OAHU METROPOLITAN PLANNING ORGANIZATION**

**Approved by the  
OahuMPO Policy Board  
on July 20, 2015**

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## **PREAMBLE**

The following constitutes the bylaws of the Executive Committee of the Oahu Metropolitan Planning Organization (OahuMPO) Policy Board. They provide a summary of the procedures and responsibilities by which the Executive Committee will establish, organize, and guide the proper functioning of the continuing, cooperative, and comprehensive multimodal transportation planning process (3-C Planning Process) for the island of Oahu.

The intent of these bylaws is to ensure that the OahuMPO meets all pertinent Federal requirements as outlined in 23 United States Code (U.S.C.), Section 134 and 49 U.S.C. Section 5303.

Further, the OahuMPO shall carry out any other transportation planning and programming functions as set forth in any agreements entered into by this Policy Board with the State of Hawaii, the Honolulu Authority for Rapid Transportation, the City and County of Honolulu and, the United States Department of Transportation, or in such manner as events shall dictate.

### **I. GENERAL PROVISIONS**

#### **A. Definition**

The Executive Committee of OahuMPO:

1. Shall provide a forum for informal conversation and discussion about matters important to OahuMPO and the 3-C planning process;
2. Shall consider, evaluate, and vet ideas and strategies, as needed, before they are ready to be put before the full Policy Board for action;
3. Shall provide informal guidance to OahuMPO staff between Policy Board meetings or as needed when timely meetings of the full Policy Board are not possible;

4. Shall be a standing sub-committee of the Policy Board;
5. Is not a decision-making body, but rather, a deliberative one which may make recommendations to the Policy Board.

**B. Vision and Mission**

As the TMA metropolitan planning organization for Oahu, the OahuMPO is guided by the following Vision and Mission to carry out the 3-C Planning Process:

1. The Vision of the OahuMPO is to *Provide high quality regional planning services to Oahu.*
2. The Mission of the OahuMPO is to *Create value in regional planning through exemplary service, public engagement, innovation, leadership, and strong partnerships at all levels.*

**C. Responsibilities**

The responsibilities of the OahuMPO Executive Committee are generally to support the continuing, cooperative and comprehensive (3-C) multimodal transportation planning process that results in plans and programs consistent with the comprehensively planned development of the transportation management area. The Executive Committee is the forum for more informal, open conversations and deliberations about topics important to OahuMPO and the 3-C multimodal transportation planning process. The specific duties to meet the requirements of the law include that the Policy Board shall:

1. Serve as a forum for joint, cooperative discussion and deliberation of ideas and strategies;

2. Provide policy direction to OahuMPO staff, as needed, when meetings of the full Policy Board cannot be held in a timely fashion or when agency policies are being considered and developed;
3. Recommend transportation plans, policies, program and priorities to the OahuMPO Policy Board;
4. Examine and consider regionally significant issues, plans, and programs as they relate to multimodal transportation planning for the region, deliberate and discuss those items, and work toward developing a consensus opinion which can then be recommended to the Policy Board.

**D. Organizational Structure and Voting Membership**

1. The OahuMPO Policy Board shall consist of the following voting membership of the Policy Board:
  - The Policy Board Chair
  - The Policy Board Vice-Chair
  - Two other members of the Policy Board as elected by the Policy Board
2. The Executive Committee shall be supported by the independent OahuMPO Executive Director and staff.
3. Executive Committee members shall serve until they are replaced through election.

**E. Open Meetings**

1. Every meeting of the Executive Committee shall be accessible and open to the public and all persons shall be permitted to attend any meeting unless otherwise provided in the Hawaii State Constitution or as closed pursuant to

Hawaii Revised Statutes (HRS) §§92-4 and 92-5; provided that the removal of any person or persons who willfully disrupts a meeting to prevent and compromise the conduct of the meeting shall not be prohibited. The Executive Committee shall afford all interested persons an opportunity to submit data, views, or arguments, in writing, on any agenda item.<sup>1</sup>

## **II. MEMBERSHIP**

### **A. Membership Changes**

1. Changes to the membership composition can be made by a vote of the majority of Policy Board voting members present at a duly-noticed meeting of the Policy Board when Executive Committee membership changes are an agenda item.

### **B. Non-Voting Membership**

1. The Policy Board may, by majority vote of those voting members present at a meeting where the Executive Committee membership is an agenda item, appoint non-voting members to the Executive Committee as is deemed essential or necessary.
2. Non-voting members serve in an advisory capacity to the Executive Committee, and their presence does not count towards determining quorum.

### **C. Delegated and Alternate Membership**

1. When a Policy Board member who is also a member of the Executive Committee delegates their Policy Board membership to another individual,

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<sup>1</sup> HRS §92-3

as allowed by the Policy Board Bylaws, their Executive Committee membership shall also be delegated to that individual.

2. When a Policy Board member who is also a member of the Executive Committee has an alternate as specified in the Policy Board bylaws, that alternate will also serve as a recognized alternate for the Executive Committee.

### **III. RULES AND PROCEDURES FOR MEMBERS**

#### **A. Quorum**

1. Quorum for the Executive Committee shall consist of any three duly-elected members or alternates.
2. Policy Board members present at a meeting that must be canceled for lack of quorum may nonetheless receive testimony and presentations on items on the agenda and question the testifiers or presenters, consistent with HRS §92-2.5.

#### **B. Officers**

1. The Chair of the Policy Board shall also serve as Chair of the Executive Committee.
2. The Vice-Chair of the Policy Board shall also serve as the Vice-Chair of the Executive Committee, and shall serve as Chair of the Executive Committee in the absence of the Chair.
3. The Chair shall be responsible for the establishing the meeting agenda of the Executive Committee.

4. Any written request for matters to be placed on the agenda from any Policy Board member, governmental agency, or OahuMPO staff member should be directed to the Chair, with a copy to the Executive Director.

**C. Relationship to the Policy Board**

1. The Policy Board may refer issues to the Executive Committee for discussion, deliberation, and recommendation to the Policy Board.
2. The Executive Committee may make recommendations to the Policy Board on any subject of importance to the OahuMPO and/or the 3-C multimodal transportation planning process.
3. The Executive Director may request a meeting of the Executive Committee as necessary, subject to the approval of the Executive Committee Chair.

**D. Executive Director**

1. The Executive Director shall assist the Executive Committee in preparation and dissemination of agendas, notices, correspondence, and reports.

**IV. CONDUCT OF BUSINESS**

**A. Order of Business**

1. The business of the OahuMPO shall be taken up for consideration and disposition in the following order, unless changed by a unanimous vote of those Policy Board members.
  - Call to order by Chair
  - Approval of minutes of previous meeting
  - Invitation to interested members of the public to be heard on matters which may or may not be included in the agenda

- Items Considered for Recommendation to the Policy Board
  - Discussion Items
  - Adjournment
2. After discussion of each agenda item listed under Items Considered for Recommendation to the Policy Board or Discussion Items, members of the public in attendance shall be afforded the opportunity to comment. Public comment shall occur after OahuMPO members have had the floor for discussion, but prior to any action or vote being taken by the voting members.

**B. Meeting Schedule**

1. Meetings of the Executive Committee shall be held as necessary. The date, time, and location for the meetings shall be arranged by the OahuMPO staff.
2. The Executive Committee members shall be provided the agenda package no later than seven (7) days in advance of the meeting date. Members shall receive the agenda package via both electronic mail (e-mail) and the U.S. Postal Service.

**C. Meeting Agenda**

1. The agenda for each meeting shall be set by the Chair.
2. Once publically noticed, items may only be added to the agenda by a two-thirds recorded vote of all members provided that no item shall be added to the agenda if it is of reasonably major importance and action thereon by the Executive Committee will affect a significant number of persons. Items of reasonably major importance not decided at a scheduled meeting shall be

considered only at a meeting continued to a reasonable day and time.<sup>2</sup>

3. Meetings shall be conducted in the order of which the agenda is set unless otherwise proposed by a member. It is at the Chair's discretion to approve changes to the order of the agenda at the request of the membership.
4. If a member (or members) of the public is present and would like to speak to the Executive, it is at the Chair's discretion as to the duration of the presentation and at what point in the meeting the presentation (or presentations) will occur.
5. Meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order* (particularly the "Conduct of Business in Committees" section thereof), only in cases where *Bylaws of the Executive Committee for the OahuMPO* or HRS Chapter 92, and applicable laws are silent.
6. All OahuMPO meetings shall be accessible and open to the public and shall comply with applicable provisions of HRS Chapter 92.

**D. Voting Procedures**

1. A vote by voice shall be by an affirmative vote of a majority of the members once quorum is reached, consistent with HRS §92-15.
2. Any member may also request a roll call vote in addition to a vote by voice.
3. Only voting members may move and second formal motions, and cast votes.

**E. Meeting by Interactive Conference Technology**

1. The Executive Committee may hold a meeting by interactive conference

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<sup>2</sup> HRS §92-7

technology as provided for under HRS §92-3.5, provided that the interactive conference technology used by the Executive Committee allows interaction among all members participating in the meeting and all members of the public attending the meeting.

**F. Minutes**

1. Minutes shall be kept for all meetings and distributed in accordance with HRS Chapter 92.
2. Copies of the approved minutes shall be made available to the public via its Web site and, by paper copy, at the business office of the OahuMPO as stated in the OahuMPO *Office Policy Regarding Duplication and Distribution of Meeting Materials*.

**V. AMENDMENTS**

**A. Bylaws Amendments**

1. Amendments to these bylaws may be proposed by a voting member of the Executive Committee or the Executive Director after they have been submitted in writing to the Chair and placed on the agenda by the Chair for vote by the membership. The Executive Director or his or her designated staff shall mail to each member a copy of the proposed amendment to the bylaws at least seven (7) days prior to the meeting where a vote of approval is to be taken. Amendments must be approved by an affirmative vote of at least two-thirds of the voting membership.