

BYLAWS OF THE POLICY BOARD

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 Policy Board of the Oahu Metropolitan Planning Organization (OahuMPO). They provide a summary of the procedures and responsibilities by which the Policy Board will serve to 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

1. The Policy Board of OahuMPO, shall serve as the official decision-making body for the multimodal 3-C Planning Process for the Oahu Transportation Management Area (TMA), in cooperation with the jurisdictions and authorities set forth in the preamble to these bylaws.
2. The OahuMPO is the organization designated by the Governor as being responsible, together with the State, for carrying out the provisions and responsibilities defined under 23 U.S.C. 134, 23 U.S.C. 135, 49 U.S.C. 5303, 49 U.S.C. 5304, 23 Code of Federal Regulations (CFR) 450 Subpart C, and 2

CFR 200, as well as other Federal regulations, guidelines, and executive orders as may be promulgated or amended from time to time.

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 are generally to provide a 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 OahuMPO is the forum for cooperative decision-making by local elected officials, operators of public transportation, and decision-makers of general purpose local governments. 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 decision-making.
2. Provide policy direction in the development of the area-wide transportation plans and work programs.
3. Recommend transportation plans, policies, program and priorities to the

participating agencies for their adoption as appropriate.

4. Help participating jurisdictions and authorities coordinate their respective implementation programs.
5. Give guidance to the multimodal 3-C Planning Process, and have the overall responsibility for review and approval of all plans and programs which are developed by the process.
6. Organize and elect a Chair and Vice-Chair.
7. Consider recommendations of the designated advisory committees on issues relevant to the *Oahu Regional Transportation Plan*, the *Transportation Improvement Program*, and other matters pertaining to furthering the multimodal 3-C Planning Process.
8. Annually adopt an *Overall Work Program*, which documents the transportation related planning activities to be performed with planning assistance provided under Federal Highway Administration (FHWA) and Federal Transit Administration (FTA) planning funds and other funding sources.
9. Review and approve the *Oahu Regional Transportation Plan* to confirm its validity and its consistency with current transportation and land use conditions as required by the State and Federal regulations.
10. Review and approve the *Congestion Management Process* consistent with Federal requirements of a TMA MPO.
11. Adopt a *Transportation Improvement Program* that is updated as required by Federal and State regulations.

12. Examine and consider regionally significant land use issues, plans, and programs as they relate to multimodal transportation planning for the region. This includes, but is not limited to transit oriented development, sustainable communities, complete streets, targeted development areas, and other economic development incentives.
13. Prepare other planning documents, which may be required to carry out the multimodal 3-C Planning Process.

D. Organizational Structure

1. The OahuMPO Policy Board shall consist of the voting membership of the Policy Board as defined in the Comprehensive Agreement among the OahuMPO, State, Operator, and City.
2. The OahuMPO shall be supported by the following advisory committees, which serve to advise both the Policy Board and the Executive Director:
 - Technical Advisory Committee
 - Citizen Advisory Committee
 - Transit-Oriented Development Advisory Committee
3. Each advisory committee shall be governed by its own set of bylaws, amendments to which must be approved by the Policy Board.
4. The Policy Board may form additional advisory committees as deemed necessary to advise the OahuMPO on technical or other issues.
5. The OahuMPO and its advisory committees shall be supported by the independent OahuMPO Executive Director and staff.

E. Non-Member Participation

1. Every meeting of the OahuMPO 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 OahuMPO shall afford all interested persons an opportunity to submit data, views, or arguments, in writing, on any agenda item.¹

II. MEMBERSHIP

A. Voting Membership

1. The voting members of the OahuMPO Policy Board shall be defined in the Comprehensive Agreement Section B.1.
2. For ex officio members specified in the Comprehensive Agreement Section B.2, and for core non-voting members as identified in Comprehensive Agreement Section B. 3, and at the discretion of the department director or administrator, a deputy director or designee may be delegated to serve as the Policy Board member in lieu of the department director or administrator. The designee may not be the Technical Advisory Committee member serving from said agency or department. Such delegation shall be effective only if provided in writing to the OahuMPO Executive Director by the department director or administrator.

¹ HRS §92-3

B. Tenure of Membership

1. Policy Board members shall serve until they are replaced by their respective appointer or participating agency.
2. For Policy Board members that are elected officials, if a member fails to meet the required attendance specified under HRS Chapter 92, the Chair may request the appointer specified in the Comprehensive Agreement Section B.1 to provide a replacement member. The replacement member must be approved by the Policy Board.
3. For Policy Board members that are department Directors and are appointed by position, if a member fails to meet the required attendance specified under HRS Chapter 92, the Chair may recommend a replacement member to the Policy Board for approval. The proposed replacement member shall serve in the same department as the original member.

C. Membership Changes

1. Additional changes to the membership composition shall be decided by voting members of the Policy Board. A request shall be sent by the Policy Board Chair to the Governor and other signatories to approve the membership composition revision as specified in the Comprehensive Agreement Section B.1.

D. Non-Voting Membership

1. The Policy Board may appoint non-voting members as is deemed essential or necessary.
2. Non-voting members serve in an advisory capacity to the Policy Board, and

their presence does not count towards determining quorum.

3. For purposes of HRS Chapter 92, non-voting members of the Policy Board shall be “ex officio” members and shall be exempt from HRS §92-15.5
4. The core non-voting members of the Policy Board are identified in the Comprehensive Agreement Section B. 3
5. In addition to the core non-voting members, the Policy Board may designate supplemental non-voting members.

E. Alternate Membership

1. Except as provided in II.A.2, above, the use of proxies or member alternates is prohibited.

III. RULES AND PROCEDURES FOR MEMBERS

A. Meeting Attendance

1. HRS §92-15 shall define quorum for the Policy Board.
2. HRS §92-15.5 shall define the required meeting attendance of each Policy Board member and the process for termination of a Policy Board members’ term for unexcused absences.

B. Officers

1. Officers of the OahuMPO Policy Board shall include a Chair and Vice-Chair chosen by the members.
2. The Chair shall be elected by the majority of the members in a duly constituted meeting on a rotating basis between members of the City Council and members of the State Legislature. In years where the rotating Chair is a City Council member, the Vice-Chair shall be a member from the

State Legislature. In years where the rotating Chair is a member of the State Legislature, the Vice-Chair shall be a member from the City Council.

3. The Chair's term of office shall be two (2) years or until a successor is appointed. The term extends from January 1st until December 31st of the following year.
4. A Vice-Chair shall be elected by the majority of the members in a duly constituted meeting to serve in the Chair's absence or in case of the Chair vacating elected office. The Vice-Chair's term of office shall be two (2) years, concurrent with the term of the Chair.
5. Election of officers shall occur at the first Policy Board meeting following January 1st of every even numbered year.
6. The Chair shall be responsible for the establishing the meeting agenda of the Policy Board. The Chair shall place on the agenda for full hearing any issues, projects, or subject matter related to transportation which is requested by at least three (3) voting members of the Policy Board or its Executive Committee.
7. Any written request for matters to be placed on the agenda from any governmental agency should be directed to the Chair, with a copy to the Executive Director.
8. The Chair shall be authorized to execute all documents approved by the Policy Board.

C. Executive Committee

1. The purpose of the Executive Committee is:

- i. To provide a forum for informal conversation and discussion about important matters
 - ii. To consider, evaluate, and vet ideas and strategies before they are ready to be put before the full Policy Board for action
 - iii. To provide informal guidance for OahuMPO staff between Policy Board meetings or as needed when timely meetings of the full Policy Board are not possible
2. The Executive Committee shall be a standing sub-committee of the Policy Board.
3. The Executive Committee is not a decision-making body, but rather, a deliberative assembly. It may, however, make recommendations to the Policy Board.
4. The Executive Committee shall consist of the following members:
 - The Policy Board Chair, who shall serve as the Chair of the Executive Committee
 - The Policy Board Vice-Chair, who shall serve as the Vice-Chair of the Executive Committee
 - Two additional members of the Policy Board as elected by the Policy Board
 - The election of Executive Committee members shall occur immediately following the election of the Policy Board Chair and Vice-Chair.
5. The Executive Committee shall meet when necessary, as determined by the

Executive Committee Chair.

6. The Executive Committee Chair shall set the meeting agenda.
7. The Policy Board may refer issues to the Executive Committee for discussion, deliberation, and recommendation to the Policy Board.
8. The Executive Director may request a meeting of the Executive Committee as necessary, subject to the approval of the Executive Committee Chair.
9. The presence of three (3) Executive Committee members shall constitute a quorum provided that the Chair (or Vice-Chair serving in the Chair's absence) is present.
10. Executive Committee meetings shall be subject to the provisions of HRS Chapter 92 (Part I).

D. Executive Director

1. The Executive Director is responsible to the Policy Board and will oversee and coordinate all aspects of the multimodal 3-C transportation planning process.
2. The Executive Director will act as a liaison between the Policy Board and its advisory committees.
3. The Executive Director shall assist the Policy Board and its advisory committees in preparation and dissemination of agendas, notices, correspondence, and reports.
4. The Executive Director shall be responsible for procurement and administration of grants and contracts and coordination of the work of consultants and other independent contractors.

5. The Executive Director shall be responsible for other aspects and responsibilities required for the day-to-day management of the OahuMPO, its staff, and other such duties as the Policy Board may prescribe.
6. The Executive Director shall be authorized to take such actions as may be required, consistent with applicable statutes, ordinances, and agreements, to enable the OahuMPO to achieve its purposes.
7. The Executive Director and his or her assigned staff shall supply the administrative duties required to support the activities and correspondence of the OahuMPO. In this capacity, the Executive Director shall record and distribute, or supervise the recording and distribution to members, the minutes of all meetings of the OahuMPO consistent with HRS Chapter 92.

E. New Member Orientation

1. At least once per calendar year during a regularly scheduled meeting of the Policy Board, the Executive Director shall provide “refresher” orientation to members of the roles and responsibilities of the OahuMPO, including its Policy Board and any standing committees, under Federal, State, and local laws, the programs, processes and procedures, and work products and programs that are the responsibility of the OahuMPO.
2. Upon designation to the Policy Board, each new member must participate in a formal educational and orientation session with the Executive Director. Participation of this new member in the educational and orientation session is necessary for that member to receive voting rights.

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
 - Roll call
 - Approval of minutes of previous meeting
 - Reports of Executive Committee, Executive Director, and advisory committees
 - Old business
 - New business
 - Invitation to interested members of the public to be heard on matters not included in the agenda
 - Announcements
 - Announcement of next scheduled meeting
 - Adjournment
2. After discussion of each agenda item listed under Old Business or New Business, 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 Policy Board shall be held monthly with no less than eight (8) meetings scheduled per calendar year. The Chair shall establish a regular meeting schedule (i.e., predetermined day and time) with consideration of the majority preferences of the members as determined by an annual written poll. The location for the meetings shall be arranged by the OahuMPO staff.
2. The Policy Board 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.
3. Special meetings of the Policy Board may be called at any time by the Chair or by a majority of voting membership. Notice of said meeting shall be made in accordance with the requirements of HRS Chapter 92 (the “Sunshine Law”), and applicable laws.
4. Emergency meetings of the OahuMPO may be called by a two-thirds vote of the membership as deemed necessary and in accordance with HRS §92-8.
5. A Permitted Interaction Group of the OahuMPO may be formed by majority vote under HRS §92-2.5(b) and shall consist of two or more members of the OahuMPO but less than the number of members which would constitute a quorum. Meetings of a Permitted Interaction Group are not required to be publically noticed. The Permitted Interaction Group must report back to the full OahuMPO at a publically-noticed meeting the matters presented and discussed. This meeting must be an informational meeting or presentation where no action on the subject matter is taken by the OahuMPO. Following

the information meeting, the OahuMPO shall schedule a subsequent meeting where formal action may be taken concerning the subject matter discussed and deliberated by the Permitted Interaction Group.

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 Policy Board 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.²
6. 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.
7. If a member (or members) of the public is present and would like to speak to the Policy Board prior to the members voting on a matter, or would like to bring something to the attention of the OahuMPO, 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.
8. Meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*, only in cases where *Bylaws of the Policy Board for the OahuMPO* or HRS Chapter 92, and applicable laws are silent.

² HRS §92-7

9. All OahuMPO meetings shall be accessible and open to the public and shall comply with applicable provisions of HRS Chapter 92.

D. Quorum

1. A quorum shall consist of a majority of voting members, consistent with HRS Chapter 92.
2. The Chair or Vice-Chair serving in the Chair's capacity must be included in the quorum.
3. No action shall be taken by the Policy Board without a quorum.
4. If a quorum is not present at a scheduled meeting, those present may tentatively reschedule the meeting to another day when a quorum can be obtained.
5. 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

E. 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.

F. Meeting by Interactive Conference Technology

1. The Policy Board may hold a meeting by interactive conference technology under HRS §92-3.5, provided that the interactive conference technology

used by the Policy Board allows interaction among all members participating in the meeting and all members of the public attending the meeting.

2. Notice must be given of all locations where participating members will be physically present and indicates that members of the public may join board members at any of the identified locations.
3. Any member participating in a meeting by interactive conference technology shall be considered present at the meeting for the purpose of determining compliance with the attendance, quorum and voting requirements of this Section.
4. A meeting held by interactive conference technology shall be terminated when audio communication cannot be maintained with all locations where the meeting by interactive conference technology is being held, even if a quorum of the Policy Board is physically present in one location.
5. If copies of visual aids required by or brought to the meeting by Policy Board members or members of the public are not available to all meeting participants, at all locations where audio-only interactive conference technology is being used, within fifteen minutes after audio-only communication is used, those agenda items for which visual aids are not available for all participants at all meeting locations cannot be acted upon at the meeting.
6. An Policy Board member with a disability that limits or impairs the member's ability to physically attend the meeting may participate in a board

meeting from a location not accessible to the public; provided that the member with a disability is connected to other members of the board and the public by both visual and audio means, and the member identifies where the member is located and who, if anyone, is present at that location with the member.

G. 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 Policy Board 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.

VI. RULES OF ORDER

A. Parliamentary Authority

1. The current edition of *Robert's Rules of Order* shall govern only in cases where the *Bylaws of the Policy Board for the OahuMPO* or HRS Chapter 92, and applicable laws are silent.