

FLORIDA-ALABAMA TRANSPORTATION PLANNING ORGANIZATION
BOARD OF DIRECTORS
&
ADVISORY COMMITTEES
BYLAWS

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FLORIDA-ALABAMA TPO BOARD OF DIRECTORS BYLAWS

1.01 TPO BOARD PREAMBLE

The Florida-Alabama Transportation Planning Organization (TPO) serves as the Metropolitan Planning Organization (MPO) for the Pensacola FL-AL Urbanized Area and is created in accordance with federal and state requirements to perform the area-wide transportation planning process in the TPO area. The TPO area includes the Pensacola FL-AL Urbanized Area which includes Escambia County, Santa Rosa County, and portions of Baldwin County Alabama. The powers, privileges, and authority of the TPO are contained in the Interlocal Agreement for the Florida-Alabama TPO. In compliance with the interlocal agreement, the following sets forth the operating rules and procedures of the TPO.

1.02 TPO BOARD PURPOSE AND FUNCTIONS

- (1) The purposes of the TPO shall be the following:
 - (a) To carry out a continuing, cooperative, and comprehensive transportation planning process in the Florida-Alabama TPO Area consistent with applicable federal, state, and local laws in cooperation with the Florida Department of Transportation and Alabama Department of Transportation;
 - (b) To develop transportation systems embracing various modes of transportation to maximize the mobility of people and goods within and through the Florida-Alabama TPO Area and minimize, to the maximum extent feasible, transportation-related fuel consumption and air pollution;
 - (c) To develop transportation plans and programs, in cooperation with the Florida Department of Transportation and Alabama Department of Transportation, which provide for the development of transportation facilities that will function as a multi-modal and intermodal transportation system for the TPO Area; and
 - (d) To assure the continued eligibility for the receipt of federal and state capital and operating assistance for transportation projects in the Florida-Alabama TPO Area.
- (2) The TPO shall:
 - (a) Generate and maintain a Long-Range Transportation Plan.
 - (b) Generate and maintain a Unified Planning Work Program (UPWP).
 - (c) Generate and maintain a Transportation Improvement Program (TIP) and Project Priorities.

- (d) Generate and maintain a Congestion Management Process (CMP).
- (e) Assist the Florida Department of Transportation and Alabama Department of Transportation in mapping transportation planning boundaries required by federal and state law.
- (f) Ensure the compatibility of TPO plans and projects with state, and local county and city transportation plans and projects.
- (g) Ensure that all jurisdictional areas within the Florida-Alabama TPO Area are included in the transportation planning process.
- (h) Ensure that all transportation modes are considered in the transportation planning process.
- (i) Ensure that the transportation needs of all persons, including senior citizens and persons with disabilities, are considered in the transportation planning process.
- (j) Ensure meaningful citizen participation in the transportation planning process by each TPO member appointing a member from his/her district to the Citizens' Advisory Committee (CAC).
- (k) Ensure local technical review and coordination with state and local plans in the transportation planning process and establish/maintain a Technical Coordinating Committee (TCC).
- (l) Ensure local technical review and coordination of bicycle/pedestrian projects to improve safety and encourage these modes.
- (m) Ensure collaboration with neighboring TPOs by participation in regional transportation planning and coordination events by the ECRC (the designated Regional Transportation Area). Events to coordinate the region's three (3) contiguous MPOs shall take place annually and the coordination of the event shall include the region's three (3) TPO chairs as well as ECRC chair.
- (n) Establish other standing or ad hoc advisory committees as necessary or specified in state statutes, such as the Local Coordinating Boards for the Transportation Disadvantaged Programs in Escambia and Santa Rosa counties, corridor management teams; or freight advisory committees.
- (o) Perform other duties delegated by federal and state laws or rules and regulations.

1.03 TPO BOARD MEMBERSHIP

- (1) The voting membership of the TPO is apportioned among the local governmental entities, which constitute the TPO. Local governments within the TPO must appoint the allocated number of members to the TPO from elected officials, based on the Governor approved TPO Apportionment Plan.
- (2) A TPO voting member's term of office shall be held for the duration of his/her elected office. The membership of a member who is a public official automatically terminates upon said official leaving the elected or appointed office for any reason, including resignation, or may be terminated by a majority vote of the total membership of the governmental entity represented by the member. A vacancy shall be filled by the original appointing entity.
- (3) The local government appointing body shall appoint members to fill any TPO board vacancies.
- (4) The local government appointing body may appoint alternate voting members from eligible officials to vote at TPO meetings in place of voting members who cannot attend.
- (5) Alternate voting members sit with the same rights and privileges as voting members.
- (6) Non-voting advisory members may be appointed by the TPO as deemed necessary.
- (7) All non-voting advisory members shall not have the right to present resolutions, motions or second same, or to vote upon any motions or resolutions of the TPO.

1.04 TPO BOARD OFFICERS AND ELECTIONS

- (1) The officers of the TPO shall be the chair and vice-chair. The officers shall be voting members elected by the TPO membership.
- (2) The chair shall preside over TPO meetings and be responsible for the preparation of agendas and minutes (with staff assistance).
- (3) In the absence or incapacity of the TPO chair, the vice-chair shall assume the duties of the chair. In the absence or incapacity of the TPO chair and vice chair, the TPO staff representative shall determine whether a quorum is present and shall call for election of a temporary chair. Upon the arrival of the chair or vice chair the temporary chair shall relinquish the chair upon conclusion of the business immediately before the TPO.
- (4) Nominations and elections of TPO officers shall be part of the regular TPO meeting in June (or in the event there is not a meeting in June, the election shall take place at the next TPO meeting). In the event of multiple nominations for an officer position, the staff will ask for

a roll call vote, the majority winner shall be the new officer. Newly elected officers shall assume their duties at the next meeting following the election.

- (5) Officer positions shall serve a term of one year, or until their successors are elected, and they shall be eligible for reelection. Officers may serve multiple terms.
- (6) If either the chair or vice-chair position becomes vacant, a replacement shall be elected at the next scheduled TPO meeting.
- (7) The TPO shall elect a member and alternate to the Florida Metropolitan Planning Organization Advisory Council (MPOAC). The TPO shall annually at the end of each calendar year, elect a voting member and alternate. They shall hold office for one year, or until their successors are elected, and they shall be eligible for reelection.

1.05 TPO BOARD REGULAR MEETINGS

- (1) Regular meetings of the TPO shall be held as needed, at a time and place designated by the TPO chair; normally scheduled on the second Wednesday of the month.
- (2) If the TPO chair wishes to cancel or change the meeting time of a regular TPO meeting, advance notice of such cancellation or change shall be made at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) At least seven (7) days prior to a regular TPO meeting, public notice and tentative agendas shall be sent to the members of the TPO and local media services.

1.06 TPO BOARD SPECIAL MEETINGS

- (1) A special meeting of the TPO may be called by the TPO chair or a majority of the voting members at a regular TPO meeting. Each member of the TPO shall receive a notification of such special meeting stating the date, hour and place of the meeting and the purpose for which such meeting is called no other business shall be transacted at that meeting.
- (2) If the TPO chair wishes to cancel or change the meeting time of a special TPO meeting, advance notice of such cancellation or change shall be made at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) At least seven (7) days prior to a special TPO meeting, public notice and tentative agendas shall be sent to the members of the TPO and local media services stating the date, hour and place of the special meeting including a statement of the general subject matter to be considered.

1.07 TPO BOARD EMERGENCY MEETINGS

- (1) The TPO chair may call an emergency meeting of the TPO when in his or her opinion an emergency exists which requires immediate action by the TPO. When such a meeting is called, each TPO member shall be notified, stating the date, hour, and place of the meeting and the purpose for which it is called. No other business shall be transacted at that meeting. At least twenty-four (24) hour advance public notice of such emergency meeting shall be given to local media services before the time the meeting is held.
- (2) If after reasonable diligence, it becomes impossible to give notice to each TPO member, such failure shall not affect the legality of the emergency meeting if a quorum is present. The minutes of each emergency meeting shall show the manner and method by which notice of such meeting was given to each member of the TPO or shall show a waiver of notice.

1.08 TPO BOARD PUBLIC HEARINGS AND WORKSHOPS

- (1) A public hearing or workshop may be called by the TPO and may be scheduled before, during or after a regular meeting at the same meeting place or may be scheduled at another time and place.
- (2) Public notice shall be given to local media services and each TPO member stating the date, hour and place of a public hearing or workshop including a statement of the general subject matter to be considered at least seven (7) days prior to the event.
- (3) Only agenda items that are included in the advertisement shall be discussed at a public hearing or workshop and no formal action shall be taken.

1.09 TPO BOARD MEETING AGENDA

- (1) There shall be an official agenda for every meeting of the TPO, which shall determine the order of business conducted at the meeting.
- (2) Requests for agenda changes to any TPO meeting must be received by the chair by twenty-four (24) hours prior to the meeting date.
- (3) The TPO shall not act upon any matter, proposal or item of business not listed on the official agenda; however, following call to order, addition of new business to the agenda may be authorized with the approval of two thirds (2/3) of the voting members present.
- (4) No agenda item listed on the TPO agenda for public hearing or vote thereon may be deferred until a later time unless two-thirds (2/3) of the voting members present shall vote in favor of such deferral.
- (5) Action on the following agenda items shall require a recorded roll call vote and approval by two-thirds (2/3) majority of voting members present constituting a quorum:

- (a) Long Range Transportation Plan
 - (b) Transportation Improvement Program (TIP)
 - (c) Project Priorities
 - (d) Each Amendment to Such Plans and Programs
- (6) All agenda item requests shall be reviewed by the TPO staff and approved by the TPO chair.

1.10 TPO BOARD OFFICIAL ACTIONS

- (1) All official actions of the TPO shall be by adoption of resolutions or motions as follows:
- (a) Action by adoption of a resolution shall occur for all matters where adoption of a resolution is required by federal, or state regulations and any other matters deemed by the TPO to be of sufficient importance to warrant adoption by a formal resolution.
 - (b) All other actions of the TPO shall be by adoption of a motion.
- (2) All official actions of the TPO shall be recorded in the TPO Actions Report and meeting minutes and kept in the TPO's permanent files. Verbatim minutes are not required but minutes should include an accurate summary of discussions and actions taken. Summary minutes shall be supported by a recording of each meeting.

1.11 TPO BOARD CONDUCT OF MEETINGS

- (1) All TPO meetings shall be consistent with the Florida Sunshine Law open to the public and press.
- (2) Roberts Rules of Order shall be followed at all TPO meetings.
- (3) Ten (10) TPO voting members shall constitute a quorum. Virtual attendees do not count towards a quorum but shall be allowed to vote if an in-person quorum is determined. No official action shall be taken without a quorum.
- (4) The TPO chair shall adjourn the meeting if he or she determines that no quorum is in attendance fifteen (15) minutes after the hour appointed for the meeting. Those members present may, by unanimous agreement, select another hour or day to meet. Those members present may also, by unanimous agreement, select to continue the meeting as a workshop to discuss items on the agenda as per paragraph 1.08. The names of the members present, and items discussed at such meeting shall be recorded in summary minutes.
- (5) All meetings of the TPO shall be conducted in accordance with the following:
- (a) When a conflict of interest exists, it shall be declared by the member(s) with a conflict

upon opening of discussion of a matter by the TPO. Any member of the TPO who has a conflict of interest on a matter is required to fill out the necessary conflict of interest form that will be attached to the minutes for the meeting and shall be deemed absent for the purpose of constituting a quorum, voting or for any other purpose for that matter only.

- (b) No member may abstain from voting on any matter unless a conflict of interest is declared. The TPO vote upon any resolution or motion may be by a voice vote unless the chair or any member requests that a show of hands or a roll call vote be taken.
- (c) Upon every TPO roll call vote the TPO staff representative shall call the roll, tabulate the votes, and announce the results.
- (d) The minutes of prior TPO meetings shall be approved by a majority of the members present and upon approval shall become the official minutes.
- (e) Unless a reading of the minutes of a TPO meeting is requested by a majority of the TPO, the minutes shall not be read for approval provided the TPO staff delivers a copy thereof to each TPO member at least twenty-four (24) hours prior to the meeting.
- (f) Each person, other than TPO staff members and presenters on the agenda, who addresses the TPO shall give the following information for the minutes:
 - (1) name
 - (2) address
 - (3) party being represented
- (g) Unless further time is granted by the TPO, each person shall limit his or her comments to three (3) minutes; and
- (h) All remarks shall be addressed to the TPO as a body and not to any member thereof. No person, other than TPO members and the persons having the floor, shall be permitted to enter any discussion, either directly or through a member, without permission of the chair. No question shall be asked a governing board member except through the chair.

1.12 TPO BOARD PUBLIC PARTICIPATION

- (1) Public participation in the TPO transportation planning process is strongly encouraged and any member of the public shall be entitled to speak during public forum or when recognized by the TPO Board chair to speak on agenda items.
- (2) The regular TPO Board meeting agenda shall include a "Public Forum" agenda item to provide an opportunity for the public to address the TPO at each TPO meeting for any item including agenda action items.

1.13 TPO BOARD AD HOC COMMITTEES

- (1) TPO ad hoc committees may be designated by the TPO as necessary to investigate and report on specific subject areas of interest to the TPO.
- (2) Ad hoc committee members shall be appointed by the TPO.
- (3) Ad hoc committee meetings have the same meeting notice requirements as regular meetings of the TPO.
- (4) Ad hoc committee meetings shall be held as needed, at a time and place designated by the TPO.

1.14 TPO BOARD CORRESPONDENCE AND POSITIONS OF COMMITTEE MEMBERS

- (1) TPO stationery and stationery which resembles the official TPO stationery, is only to be used in correspondence by the TPO chairperson and the TPO staff. Any and all correspondence on TPO stationery or any stationery resembling TPO stationery shall never be used to present any position that contradicts the official policy or position of the Florida-Alabama TPO.
- (2) Any correspondence conducted by individual TPO Board (including TCC or CAC) members concerning TPO matters shall be represented as individual comments and opinions. Only when a position has been adopted by the TPO as a whole shall it be represented as the opinion of the TPO.

1.15 TPO BOARD ADMINISTRATION

- (1) The West Florida Regional Planning Council (WFRPC) doing business as Emerald Coast Regional Council (ECRC) transportation staff shall serve as the planning staff of the TPO.
- (2) The ECRC transportation staff is responsible for producing all notices and agendas for TPO meetings and recording the minutes of all meetings.
- (3) The ECRC transportation staff shall furnish a recording for all TPO meetings.
- (4) The ECRC transportation staff shall prepare, duplicate, and distribute all materials necessary for TPO meetings.
- (5) All official actions of the TPO are to be recorded and kept in permanent files by the ECRC. These files shall be open for public inspection.
- (6) The TPO is responsible for the supervision and review of all financial matters pertaining to the TPO. To best execute this, the ECRC will keep, maintain, and manage all accounts,

records, and documents, both technical and financial nature, for the TPO as specified in the Memorandum of Agreement between the TPO and the ECRC.

FLORIDA-ALABAMA TPO TECHNICAL COORDINATING COMMITTEE (TCC) BYLAWS

2.01 TCC PREAMBLE

The TPO's Technical Coordinating Committee (TCC) has been created in accordance with federal and state requirements to provide technical assistance to the TPO in the performance of the transportation planning process in the Florida-Alabama TPO Area. The following sets forth the operating rules and procedures of the TCC.

2.02 TCC PURPOSE AND FUNCTIONS

- (1) The purpose of the TCC shall be the following:
 - (a) To ensure coordination and consistency with local, state, and regional plans, programs, and projects; and
 - (b) To provide technical review of TPO plans, programs, and projects to determine the need, feasibility, and technical accuracy.
- (2) The TCC shall assist the TPO in carrying out the TPO's planning function through recommendations to the TPO on various transportation issues.
- (3) As an advisory committee to the TPO, all TCC recommendations shall be in the form of recommendations to the TPO and not to other governmental entities, Florida Department of Transportation, Alabama Department of Transportation, private organizations, or individuals.
- (4) The functions of the TCC shall include, but not be limited to the following:
 - (a) Identify studies and projects to be considered by the TPO and/or the Florida Department of Transportation or Alabama Department of Transportation.
 - (b) Provide data to the TPO to assist the TPO with achieving coordination and consistency with local comprehensive plans, programs, and projects and TPO plans, programs, and projects. For example: accident data, parcel data, GIS files, local transportation revenue resources, capital improvement programs, existing and future land use, and other data.
 - (c) Identify projects with safety concerns in the TPO's Long Range Transportation Plan and Transportation Improvement Program (TIP); and
 - (d) Conduct any other functions assigned to the TCC by the TPO.

2.03 TCC MEMBERSHIP

- (1) The TCC includes technically qualified persons representing the various local and state governmental entities, including local government representatives, aviation, port, and public transit agency representatives, utility and transportation authority representatives, school board representatives, and other appropriate representatives with some level of expertise in transportation planning.
- (2) TCC voting memberships are attained through the appointment of members by the local governments represented on the TPO and other agencies to fill TPO approved standing TCC positions.
- (3) TCC voting members who fill the standing TCC positions serve at the pleasure of the appointing agency and the TPO.
- (4) If the appointed member is unable to attend a TCC meeting, an alternate from their department or agency may serve as their representative at the meeting.
- (5) TCC voting members shall retain their membership so long as the local government or agency employs them in the position approved by the TPO.
- (6) If a voting member chooses to no longer serve on the TCC, or is removed from the committee, the local government or agency he/she represents shall appoint a replacement who holds a similar position in that organization.
- (7) No county commissioner, city council member or mayor shall serve on the TCC, either as a member or an alternate.

2.04 TCC OFFICERS AND ELECTIONS

- (1) The officers of the TCC shall be the chair and vice-chair. The officers shall be voting members elected by the TCC membership. Alternates are not eligible to be officers.
- (2) The chair shall preside over TCC meetings and be responsible for assisting the TPO staff in communicating TCC actions to the TPO.
- (3) In the absence or incapacity of the TCC chair, the vice-chair shall assume the duties of the chair. In the absence of the TCC chair and vice-chair, the TPO staff representative shall determine whether a quorum is present and shall call for a temporary chair. Upon arrival of the chair or vice chair the temporary chair shall relinquish the chair upon conclusion of the business immediately before the TCC.
- (4) Nominations and election of officers shall be part of the regular monthly meeting in June (or in the event there is not a meeting in June, the election shall take place at the next TCC

meeting). Newly elected officers shall assume their duties at the next meeting following the election. In the event of multiple nominations for an officer position, the staff will ask for a roll call vote, the majority winner shall be the new officer. Newly elected officers shall assume their duties at the next meeting following the election.

- (5) Officer positions shall serve a term of one year, or until their successors are elected, and they shall be eligible for reelection. Officers may serve multiple terms.
- (6) If either the chair or vice-chair position becomes vacant, a replacement shall be elected at the next scheduled TCC meeting.

2.05 TCC REGULAR MEETINGS

- (1) Regular meetings of the TCC shall be held as needed, at a time and place designated by the TCC chair; normally the day before the TPO meeting is scheduled.
- (2) If the TCC chair wishes to cancel or change the meeting time of a regular TCC meeting, advance notice of such cancellation or change shall be made at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) At least seven (7) days prior to a regular TCC meeting, public notice and tentative agendas shall be sent to the members of the TCC and local media services.

2.06 TCC SPECIAL MEETINGS

- (1) A special meeting of the TCC may be called by the TCC chair or a majority of the voting members at a regular TCC meeting. Each member of the TCC shall receive a notification of such special meeting stating the date, hour and place of the meeting and the purpose for which such meeting is called, and no other business shall be transacted at that meeting.
- (2) If the TCC chair wishes to cancel or change the meeting time of a special TCC meeting, advance notice of such cancellation or change shall be made at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) Seven (7) days before such special meeting, public notice shall be given of the date, hour and place of the special meeting including a statement of the general subject matter to be considered.

2.07 TCC EMERGENCY MEETINGS

- (1) The TCC chair may call an emergency meeting of the TCC when in his or her opinion an emergency exists which requires immediate action by the TCC. When such a meeting is

called, each TCC member shall be notified, stating the date, hour and place of the meeting and the purpose for which it is called, and no other business shall be transacted at that meeting. At least twenty-four (24) hour advance notice of such emergency meeting shall be given before the time the meeting is held.

- (2) If after reasonable diligence, it becomes impossible to give notice to each TCC member, such failure shall not affect the legality of the emergency meeting if the chair deems a quorum is present. The minutes of each emergency meeting shall show the manner and method by which notice of such meeting was given to each member of the TCC or shall show a waiver of notice.

2.08 TCC WORKSHOPS

- (1) A workshop may be called by the TCC and may be scheduled before, during or after a regular meeting at the same meeting place or may be scheduled at another time and place.
- (2) Public notice shall be given to local media services and each TCC member stating the date, hour and place of the workshop including a statement of the general subject matter to be considered at least seven (7) days before the event.
- (3) Only agenda items that are included in the advertisement shall be discussed at a workshop and no formal action shall be taken.

2.09 TCC MEETING AGENDA

- (1) There shall be an official agenda set by the TPO Board chair for every meeting of the TCC, which shall determine the order of business conducted at the meeting.
- (2) Requests for agenda changes to any TCC meeting must be received by the TPO Staff and approved by the TPO Board chair at least twenty-four (24) hours prior to the meeting date.
- (3) The TCC shall not act upon any matter, proposal or item of business not listed on the official agenda.
- (4) No agenda item listed on the TCC agenda for a vote thereon may be deferred until a later time unless two-thirds (2/3) of the voting members present vote in favor of such deferral.

2.10 TCC OFFICIAL ACTIONS

- (1) As an advisory committee to the TPO, all TCC actions shall be in the form of recommendations to the TPO and not to other governmental entities, including FDOT, ALDOT, private organizations, or individuals. The TCC shall have the authority, however, to adopt motions to request information to assist in formulating a recommendation to the TPO.

- (2) All official actions of the TCC shall be by adoption of motions as follows:
 - (a) Action by adoption of a motion to recommend the TPO Board approve, not approve, or consider TCC-recommended changes to resolutions on the agenda.
 - (b) All other actions of the TCC shall be by adoption of a motion.
- (3) All official actions of the TCC shall be recorded in the meeting minutes and kept in the TPO's permanent files. Verbatim minutes are not required but minutes should include an accurate summary of discussions and actions taken.

2.11 TCC CONDUCT OF MEETINGS

- (1) All TCC meetings shall be consistent with the Florida Sunshine Law and open to the public and press.
- (2) Roberts Rules of Order shall be followed at all TCC meetings.
- (3) The TCC chair shall have the authority to determine when a representative number of members are present to declare a quorum and conduct committee business. Virtual attendees do not count towards a quorum but shall be allowed to vote if an in-person quorum is determined. No official action shall be taken unless the TCC chair declares there is a quorum present.
- (4) The TCC chair shall adjourn the meeting if he or she determines that no quorum is in attendance fifteen (15) minutes after the hour appointed for the meeting. Those members present may, by unanimous agreement, select another hour or day to meet. Those members present may, by unanimous agreement, select to continue the meeting as a workshop to discuss items on the agenda as per paragraph 2.08. The names of the members present and their discussion at such meeting shall be recorded in summary minutes.
- (5) All meetings of the TCC shall be conducted in accordance with the following:
 - (a) When a conflict of interest exists, it shall be declared by the member(s) with a conflict upon opening of discussion of a matter by the TCC. Any member of the TCC who has a conflict of interest on a matter is required to fill out the necessary conflict of interest form that will be attached to the minutes for the meeting and shall be deemed absent for the purpose of constituting a quorum, voting or for any other purpose for that matter only.
 - (b) No member may abstain from voting on any matter unless a conflict of interest is declared.
 - (c) The TCC vote upon any resolution or motion may be by a voice vote unless the chair

or any member requests that a show of hands or a roll call vote be taken.

- (d) The minutes of prior TCC meetings shall be approved by a majority of the members present and upon approval shall become the official minutes.
- (e) Unless a reading of the minutes of a TCC meeting is requested by a majority of the TCC members present, the minutes shall not be read for approval provided the TPO staff delivers a copy thereof to each TCC member at least twenty-four (24) hours prior to the meeting.
- (f) Each person, other than TPO staff members and presenters on the agenda, who addresses the TCC shall give the following information for the minutes:
 - (1) name
 - (2) address
 - (3) party being represented
- (g) Unless adjusted by the TCC chair, each person (other than TCC members, TPO staff and presenters on the agenda) shall limit his or her address to three (3) minutes; and
- (h) All remarks shall be addressed to the TCC as a body and not to any member thereof. No person, other than TCC members, and the persons having the floor, shall be permitted to enter any discussion, either directly or through a member, without the permission of the chair. No question shall be asked of a TCC member except through the chair.

2.12 TCC CORRESPONDENCE AND POSITIONS OF COMMITTEE MEMBERS

- (1) TPO stationery and stationery which resembles the official TPO stationery, is only to be used in correspondence by the TPO chair and the TPO staff. All correspondence on TPO stationery or any stationery resembling TPO stationery shall never be used to present any position that contradicts the official policy or position of the Florida-Alabama TPO.
- (2) Any correspondence conducted by individual TCC members concerning TPO matters shall be represented as individual comments and opinions. Only when a position has been adopted by the TPO as a whole shall it be represented as the opinion of the TPO.

2.13 TCC ADMINISTRATION

- (1) The West Florida Regional Planning Council (WFRPC) doing business as Emerald Coast Regional Council (ECRC) transportation staff shall serve as the planning staff of the TCC.
- (2) The ECRC transportation staff is responsible for producing all notices and agendas for TCC meetings and recording the minutes of all meetings.

- (3) The ECRC transportation staff shall furnish a recording secretary for all TCC meetings.
- (4) The ECRC transportation staff shall prepare, duplicate, and distribute all materials necessary for TCC meetings.
- (5) All official actions of the TCC are to be recorded and kept in permanent files by the ECRC. These files shall be open to public inspection.

FLORIDA-ALABAMA TPO CITIZENS' ADVISORY COMMITTEE (CAC) BYLAWS

3.01 CAC PREAMBLE

The TPO's Citizens' Advisory Committee (CAC) has been created in accordance with federal and state requirements to provide a forum for citizen review and input to the TPO on the performance of the transportation planning process in the Florida-Alabama TPO area. The following sets forth the operating rules and procedures of the CAC.

3.02 CAC PURPOSE AND FUNCTIONS

- (1) The purpose of the CAC shall be the following:
 - (a) To provide citizen review of planning proposals and to provide comment to the TPO with respect to the concerns of various segments of the population in regard to their transportation needs; and
 - (b) To provide citizen review of TPO plans, programs, and projects to determine the need, feasibility, and desirability from the citizen perspective.
- (2) The CAC shall assist the TPO in carrying out the TPO's planning function through recommendations to the TPO on various transportation issues.
- (3) As an advisory committee to the TPO, all CAC recommendations shall be in the form of recommendations to the TPO and not to other governmental entities, private organizations, or individuals.
- (4) The functions of the CAC shall include, but not be limited to the following:
 - (a) Assist in carrying out the processes described in the TPO's adopted "Public Participation Plan," which includes the establishment of a CAC.
 - (b) Assist in updating transportation goals and objectives for TPO approval, which guide the TPO's planning efforts, including the development of the Long-Range Transportation Plan.
 - (c) Assist in the evaluation of the effects of TPO transportation plans, programs, and projects on various segments/interest groups of the community and provide recommendations to the TPO based on this evaluation.
 - (d) Assist in any other functions as deemed desirable by the TPO Board.

3.03 CAC MEMBERSHIP

- (1) CAC voting memberships are appointed by the Board of Directors and serve at the pleasure of the TPO. Each CAC member shall serve a term of corresponding length to that of the appointing member's term and can be removed from the committee at any time by the appointing member or by a majority vote of the TPO Board. The CAC members may continue to serve on the committee after their appointing member leaves office until the successor fills the position.

- (2) CAC Membership will be obtained as follows:

Each member of the TPO elected body will appoint a member to the CAC who is representative of his/her respective jurisdiction. The CAC membership will constitute nineteen (19) seats. Members of CAC shall serve at the pleasure of the TPO members who appoint them. TPO staff will correspond with new elected officials selected to serve on the TPO board regarding this CAC membership recruitment process. The appointment of CAC members by TPO board members will represent the Metropolitan Planning Area as follows:

- Baldwin County - 1
- City of Orange Beach - 1
- Escambia County - 5
- City of Pensacola - 5
- Santa Rosa County - 5
- City of Milton - 1
- City of Gulf Breeze - 1

The number of representatives for each area is based on urban population

- (3) There is a limit of nineteen (19) voting members who may serve on the CAC.
- (4) CAC voting members shall not be elected officials or employees of public agencies directly involved in transportation or land use planning.
- (5) Prospective new members must complete and apply along with a resume or background form for TPO consideration. Prospective new members must have read and understood all provisions in the application form. The TPO strives to maintain an equitable balance in CAC membership to represent all segments of the Florida-Alabama TPO study area population, the varied interests/ groups in the community, and all geographic areas of the community.
- (6) Any member who expects to be absent from a meeting shall inform the TPO staff if a member is consistently absent, the CAC may recommend to the TPO that the member be removed from the CAC. Three (3) consecutive absences by a member shall be grounds for such a recommendation.
- (7) No county commissioner, city council member, or mayor shall serve on the CAC.

3.04 CAC OFFICERS AND ELECTIONS

- (1) The officers of the CAC shall be the chair and vice-chair. The officers shall be voting members elected by the CAC membership.
- (2) The CAC chair shall preside over CAC meetings and assist the TPO staff in communicating CAC actions to the TPO.
- (3) In the absence or incapacity of the CAC chair, the vice-chair shall assume the duties of the chair. In the absence of the CAC chair and vice-chair, the TPO staff representative shall determine whether a quorum is present and call for the election of a temporary chair. Upon the arrival of the chair or vice-chair, the temporary chair shall relinquish the chair upon conclusion of the business immediately before the CAC.
- (4) Nominations and election of officers shall be part of the regular monthly meeting in June (or in the event there is not a meeting in June, the election shall take place at the next CAC meeting). In the event of multiple nominations for an officer position, the staff will ask for a roll call vote, the majority winner shall be the new officer. Newly elected officers shall assume their duties at the next meeting following the election.
- (5) Officer positions shall serve a term of one year, or until their successors are elected, and they shall be eligible for reelection. Officers may serve multiple terms.
- (6) If either the chair or vice-chair position becomes vacant, a replacement shall be elected at the next scheduled CAC meeting.

3.05 CAC REGULAR MEETINGS

- (1) Regular meetings of the CAC shall be held as needed, at a time and place designated by the CAC chair.
- (2) If the CAC chair wishes to cancel or change the meeting time of a regular CAC meeting, advance notice of such cancellation or change shall be made at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) Seven (7) days prior to a regular CAC meeting, public notice and tentative agendas shall be sent to the members of the CAC and local media services.

3.06 CAC SPECIAL MEETINGS

- (1) A special meeting of the CAC may be called by the CAC chair. Each member of the CAC shall receive a notification of such special meeting stating the date, hour and place of the

meeting and the purpose for which such meeting is called, and no other business shall be transacted at that meeting.

- (2) If the CAC chair wishes to cancel or change the meeting time of a special CAC meeting, advance notice of such cancellation or change shall be made at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) Seven (7) days before such special meeting, public notice shall be given of the date, hour and place of the special meeting including a statement of the general subject matter to be considered.

3.07 CAC EMERGENCY MEETINGS

- (1) An emergency meeting of the CAC may be called by the CAC chair when in his or her opinion, an emergency exists which requires immediate action by the CAC. When such a meeting is called, each CAC member shall be notified, stating the date, hour, place of the meeting, and the purpose for which it is called. No other business shall be transacted at that meeting. At least twenty-four (24) hour advance notice of such emergency meeting shall be given before the time the meeting is held.
- (2) If after reasonable diligence, it becomes impossible to give notice to each CAC member, such failure shall not affect the legality of the emergency meeting if the CAC chair deems a quorum is present. The minutes of each emergency meeting shall show the manner and method by which notice of such meeting was given to each member of the CAC or shall show a waiver of notice.

3.08 CAC WORKSHOPS

- (1) A CAC workshop may be called by the CAC chair and may be scheduled before, during or after a regular meeting at the same meeting place or may be scheduled at another time and place.
- (2) Public notice shall be given to local media services and each CAC member stating the date, hour and place of the hearing or workshop including a statement of the general subject matter to be considered at least seven (7) days before the event.

Only agenda items that are included in the advertisement shall be discussed at a workshop and no formal action shall be taken.

3.09 CAC MEETING AGENDA

- (1) There shall be an official agenda set by the TPO staff and approved by the TPO Board Chair for every meeting of the CAC, which shall determine the order of business conducted at the meeting.

- (2) Requests for agenda changes to any CAC meeting must be received by TPO staff and approved by TPO Board chair at least twenty-four (24) hours prior to the meeting time.
- (3) The CAC shall not act upon any matter, proposal or item of business not listed on the official agenda.
- (4) No agenda item listed on the CAC agenda for public hearing or vote thereon may be deferred until a later time unless two-thirds (2/3) of the voting members present shall vote in favor of such deferral.

3.10 CAC OFFICIAL ACTIONS

- (1) As an advisory committee to the TPO, all CAC actions shall be in the form of recommendations to the TPO Board and not to other governmental entities, including FDOT, ALDOT, private organizations, or individuals. The CAC shall have the authority, however, to adopt motions to request information to assist in formulating a recommendation to the TPO.
- (2) All official actions of the CAC shall be by adoption of motions as follows:
 - (a) Action by adoption of a motion to recommend the TPO Board approve, not approve, or approve with CAC-recommended changes, resolutions on the agenda; and
 - (b) All other actions of the CAC shall be by adoption of a motion.
- (3) All official actions of the CAC shall be recorded in the minutes and kept in the TPO's permanent files. Verbatim minutes are not required but minutes shall include an accurate summary of discussions and actions taken.

3.11 CAC CONDUCT OF MEETINGS

- (1) All CAC meetings shall be consistent with the Florida Sunshine Law and open to the public and press.
- (2) Roberts Rules of Order shall be followed at all CAC meetings.
- (3) The CAC chair shall have the authority to determine when a representative number of members are present to declare a quorum and conduct committee business. Virtual attendees do not count towards a quorum but shall be allowed to vote if an in-person quorum is determined. No official action shall be taken unless the CAC chair declares there is a quorum present.

- (4) The CAC chairman shall, within fifteen (15) minutes of the appointed hour of the meeting, determine if a quorum is present. The CAC members present may, by unanimous agreement, select to continue the meeting as a workshop to discuss items on the agenda as per paragraph 3.08. The names of the members present and their actions at such meeting shall be recorded in summary minutes.
- (5) All meetings of the CAC shall be conducted in accordance with the following:
- (a) When a conflict of interest exists, it shall be declared by the member(s) with a conflict upon opening of discussion of a matter by the CAC. Any member of the CAC who has a conflict of interest on a matter is required to fill out the necessary conflict of interest form that will be attached to the minutes for the meeting and shall be deemed absent for the purpose of constituting a quorum, voting or for any other purpose for that matter only.
 - (b) No member may abstain from voting on any matter unless a conflict of interest is declared.
 - (c) The CAC vote upon any resolution or motion may be by a voice vote unless the chair or any member requests that a show of hands or a roll call vote be taken.
 - (d) The minutes of prior CAC meetings shall be approved by a majority of the members present and upon approval shall become the official minutes.
 - (e) Unless a reading of the minutes of a CAC meeting is requested by a majority of the CAC members present, the minutes shall not be read for approval provided the TPO staff delivers a copy thereof to each CAC member at least two (2) full working days prior to the meeting.
 - (f) Each person, other than TPO staff members and presenters on the agenda, who addresses the CAC shall give the following information for the minutes:
 - (1) Name
 - (2) Address
 - (3) party being represented
 - (g) Unless further time is granted by the CAC chair, each person shall limit his or her comments to three (3) minutes; and
 - (h) All remarks shall be addressed to the CAC as a body and not to any member thereof. No person, other than CAC members, and the persons having the floor, shall be permitted to enter any discussion, either directly or through a member, without the permission of the chair. No question shall be asked of a CAC member except through the chair.

3.12 PUBLIC PARTICIPATION

- (1) Public participation in the TPO transportation planning process is encouraged and any citizen shall be entitled to speak during public forum or when recognized by the CAC chair to speak on agenda items.
- (2) The regular CAC meeting agenda shall include a "Public Forum" agenda item to provide an opportunity for citizens to address the CAC at each CAC meeting for any item including agenda action items.

3.13 CAC CORRESPONDENCE AND POSITIONS OF COMMITTEE MEMBERS

- (1) TPO stationery and stationery which resembles the official TPO stationery, is only to be used in correspondence by the TPO chairperson and the TPO staff. Any and all correspondence on TPO stationery or any stationery resembling TPO stationery shall never be used to present any position that contradicts the official policy or position of the Florida-Alabama TPO.
- (2) Any correspondence conducted by individual CAC members concerning TPO matters shall be represented as individual comments and opinions. Only when a position has been adopted by the TPO Board of Directors shall it be represented as the opinion of the TPO Board.

3.14 CAC ADMINISTRATION

- (1) The West Florida Regional Planning Council (WFRPC) doing business as Emerald Coast Regional Council (ECRC) transportation staff shall serve as the planning staff of the CAC.
- (2) The ECRC transportation staff is responsible for producing all notices and agendas for CAC meetings and recording the minutes of all meetings.
- (3) The ECRC transportation staff shall furnish a recording secretary for all CAC meetings.
- (4) The ECRC transportation staff shall prepare, duplicate, and distribute all materials necessary for CAC meetings.
- (5) All official actions of the CAC are to be recorded and kept in permanent minute files by the ECRC. These files shall be open to public inspection.