

# **Bylaws and Rules of Procedure**

**For the**

## **Washtenaw Area Transportation Study**

**200 N. Main**

Ann Arbor, Michigan 48104

(734) 994-3127

[www.miwats.org](http://www.miwats.org)

Amended June 15, 2022

BYLAWS AND RULES OF PROCEDURE  
OF THE  
WASHTENAW AREA TRANSPORTATION STUDY (WATS)

ARTICLE I. NAME

The name of this organization shall be the WASHTENAW AREA TRANSPORTATION STUDY, hereinafter referred to as the "Agency".

ARTICLE II. PURPOSE

The general purposes of the Agency shall be to:

- (1) Develop and maintain a multimodal transportation plan for Washtenaw County or other federally recognized planning area based on a continuing, comprehensive, coordinated planning process;
- (2) Develop and maintain a multi-year program of proposed transportation projects and programs for the County or other federally recognized planning area;
- (3) Determine project, program, and planning priorities for the use of certain classes of federal, state, and/or local funds under the jurisdiction of the Agency and review all proposed transportation projects, programs and studies contemplated in Washtenaw County or other federally recognized planning area for conformance with the Agency's transportation plan and policies, and
- (4) Assist local government members in transportation-related matters.

ARTICLE III. CREATION AND DUTIES

The Committee was formally established in 1965 in response to the requirements of the Federal Aid Highway Act of 1962. This Act stipulates that after July 1, 1965, federally-aided highway projects in urban areas of more than 50,000 population must be based on a coordinated, continuing, comprehensive planning process, carried on cooperatively by the states and local communities. In 1965, the units of government in the Ann Arbor-Ypsilanti Urbanized Area signed Memorandums of Understanding with the Michigan Department of State Highways and Transportation to give formal status to this required process in order that this urbanized area would be eligible for federal highway funds.

In 1974, based on requests from the Michigan Department of State Highway and Transportation that the Committee achieve legal status, the Committee reorganized under Public Act 200 of 1957 of the Public Acts of Michigan. This reorganization was accomplished through passage of a resolution to establish an Intermunicipality Committee under P.A. 200 of 1957. Each unit and agency of government that was to hold voting membership on the Policy Committee passed the Resolution.

In addition to the duties implicit in the Purpose, Article II, the Agency's duties shall encompass but not be limited to the following:

1. Development of operational procedures and the administrative organization necessary to provide a sound basis for collecting, analyzing and projecting data needed to develop comprehensive transportation plans.
2. Develop transportation plans compatible with local, regional, and state development programs

3. Inform the decision-making bodies of Washtenaw County or other federally recognized planning area and the public of significant developments in the comprehensive transportation planning process
4. Prepare recommendations for implementation of transportation plans agreeable to the parties concerned.
5. Review, comment, and locally approve proposed federally aided urban and rural highway system and transportation projects in the planning area
6. Establish procedures for periodic review and updating of the basic data from which alternative transportation plans are developed as changing conditions dictate

#### ARTICLE IV POLICY COMMITTEE MEMBERSHIP

Section 1. Voting membership on the Policy Committee shall be the following:

- A. A duly appointed or elected official from each local unit of government in Washtenaw County or other federally recognized planning area as defined by the most recent Census that chooses membership and fulfills the necessary responsibilities including annual payment of dues.
- B. A duly appointed representative from any (of the following) public agencies, commissions or public educational entities located in Washtenaw County or from another federally recognized planning area, so long as the entity :

1. Washtenaw County Board of Commissioners
2. Washtenaw County Road Commission
3. Transit Providers
4. Michigan Department of Transportation
5. Public universities and colleges
6. Others as approved by the WATS Policy Committee

Representatives of the Federal Highway Administration and Southeastern Michigan Council of Governments shall be non-voting ex-officio members of the Committee.

Upon election or designation, voting members' units shall appoint their representative and designate one official alternate and shall supply the names and addresses of representatives and delegates to the Agency's Executive Director.

- C. Communities outside the most recent officially recognized urbanized boundaries may apply for membership as a group with the entire group receiving one designated vote on the Policy Committee. The communities would pay the dues as set by the Policy Committee based on their combined population counts from the most recent census.

#### ARTICLE V. POLICY COMMITTEE OFFICERS

Section 1. The Policy Committee shall have a Chair, Vice-Chair, and Secretary-Treasurer.

Section 2. The Chair of the Policy Committee shall preside at all meetings, appoint such committees or task

forces as shall be deemed necessary, including the standing committees; the latter with the approval of the Policy Committee, and perform such other duties as may be delegated by the Policy Committee. The Policy Chair shall oversee the work of the paid staff where required. The Policy Committee Chair shall have the full right to propose motions and vote on all motions and resolutions. The Policy Committee Chair shall be an ex-officio member of all committees.

Section 3. The Vice-Chair shall preside in the absence or disability of the chair and perform such other duties as may be delegated by the Policy Committee from time to time.

Section 4. The Secretary-Treasurer shall keep a record of the minutes of all meetings of the Committee, keep an accurate record of all receipts and disbursements, keep a record of all records, plans, etc., brought before the Committee, notify the membership of meetings and provide agenda in consultation with the Chair, and generally perform the duties of this office. The duties of the Secretary-Treasurer may be delegated to the Agency's Executive Director. The Secretary-Treasurer shall preside over the Committee meetings in the absence or disability of the Chair and Vice-Chair.

Section 5. Except where specific rules and procedures as set forth herein, Robert's Rules of Order shall govern all Policy Committee meetings.

#### ARTICLE VI. POLICY COMMITTEE MEETINGS

Section 1. Regular meetings of the Policy Committee shall be held each month, the time, day, and place to be set by the action of the Policy Committee at their Annual Meeting, or when changes are deemed appropriate. The Policy Committee meetings may be cancelled by the Executive Director in consultation with the WATS Policy Committee Chair due to lack of business.

Section 2. The chair or three or more members of the Policy Committee may request in writing the calling of a special meeting.

Section 3. All meetings shall be open to the public subject to the Open Meetings Act.

Section 4. In the event a regular meeting falls upon a holiday, the Chair at the previous meeting, with the Policy Committee approval, shall set a substitute date.

Section 5. Cancellation or changes in the date of regularly scheduled meetings shall be communicated to members as promptly as possible.

Section 6. The Annual Meeting of the Committee shall be held in June of each year.

Section 7. Notices of all regular meetings, including an agenda of business to be transacted, shall be posted on the Agency website, applicable social media and provided by email not less than five days before such meetings. Notices of special meetings may be communicated to members by telephone and shall be posted on the Agency's website.

Section 8. Voting shall be in person by the designate or their alternate unless approved by a vote of the Policy

Committee in advance. Each dues paying member may only have one voting member acting as a member of the Policy Committee at each meeting. If both the designated member and the alternate attend the same meeting, the alternate shall be recognized as a member of the public unless the designated member leaves the meeting prior to the adjournment.

Section 9. Quorum shall be one more than fifty percent of the eligible voting members at any meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting. If an agency does not send an appointed or alternate representative to three consecutive Policy Committee meetings, that agency shall, beginning at the third such meeting, forfeit their vote at Policy Committee meetings and no longer be counted towards the quorum requirement; provided, however, that the agency shall immediately resume eligibility to vote and be counted towards the quorum requirement as soon as its appointed or alternate member attends a Policy Committee meeting.

#### ARTICLE VII. ELECTION AND DUTIES OF POLICY COMMITTEE OFFICERS

Section 1. In an election year, at the monthly meeting preceding the Annual Meeting the Chair shall, appoint a three person nominating committee to present a slate at the Annual Meeting for the offices of Chair, Vice-Chair, and Secretary-Treasurer. Members may make nominations for all offices from the floor if the nominee agrees to serve if elected.

Section 2. Election of officers of the Policy Committee shall be held biennially at the Annual Meeting in June. In the event of a vacancy, the Chair shall appoint a nominations committee to offer a slate that includes a replacement at the next meeting following the vacancy. In the event that the officer position of Chair becomes vacant or is vacated, the Vice-Chair shall appoint a nominations committee. In the event both the Chair and Vice-chair positions are vacant, the Secretary-Treasurer shall appoint a nominations committee. In the event that all three officer positions are vacant, the Executive Director will call for nominations for each of the officer positions.

Section 3. The term of the Officers shall be two years. There are no term limits.

Section 4. As a condition of election, the officers shall sign the necessary documents, be eligible, and make themselves available to be one of the two signatures needed for payment of bills or other obligations of the Agency.

#### ARTICLE VIII. STANDING COMMITTEES

Section 1. The following standing committees shall be appointed:

Technical Advisory Committee (TC)  
Urban Federal Aid Committee (FAC-U)  
Rural Federal Aid Committee (FAC-R)

Special committees or task forces may be authorized and appointed as necessity dictates.

Section 2. The responsibilities of the Technical Committee are:

- 1) Advise the Agency staff and recommend technical methods, procedures, and standards necessary for the technical work of the Policy Committee.
- 2) Help coordinate the work of agencies and governmental units participating in the work of the Committee.
- 3) Each agency represented on the Technical Committee shall furnish information deemed appropriate or necessary for fulfilling the continuing transportation planning process requirements.
- 4) Recommend alternative plans and proposals to the Policy Committee.
- 5) Respond to the Policy Committee's requests for technical information and assistance.
- 6) Make a recommendation to the Policy Committee for multi-year federal and state funding programs.

Section 3. The voting membership of the Technical Committee shall be a designated professional planning or engineering senior staff representative from each voting and ex-officio member of the Policy Committee. The Technical Committee shall also have member representatives of the following interest groups appointed by the Policy Committee Chair with Policy Committee concurrence as voting members:

- Non-motorized representative or advocate
- Environmental representative or advocate
- Senior representative or advocate
- Disabled Community representative or advocate
- Freight representative or advocate
- Equity Representative or advocate

The Technical Committee interest group voting members shall be appointed in December of each year for a two-year term by the Policy Committee Chair with Policy Committee concurrence. There shall be the ex-officio representatives of Federal Highway Administration and Southeast Michigan Council of Governments, and the Policy Committee Chair.

Voting member units shall designate one official representative and one official alternate to serve on the Technical Committee and shall supply these names and contact information to the Agency's Executive Director at the Annual Meeting or at such time as changes occur. The Interest Group member shall submit an application to the WATS staff by September 30 for consideration and appointment by the Policy Committee in the following December for a calendar year beginning in January. WATS staff shall post and notify as many groups as possible about the opportunity to submit applications to represent an interest group by the end of each fiscal year.

Section 4. Election of officers of the Technical Committee shall be held biennially at the Annual Meeting in

June. In the event of a vacancy, the Chair shall appoint a nominations committee to offer a slate that includes a replacement at the next meeting following the vacancy. In the event that the officer position of Chair becomes vacant or is vacated, the Vice-Chair shall appoint a nominations committee. In the event both the Chair and Vice-chair positions are vacant, the Secretary-Treasurer shall appoint a nominations committee. In the event that all three officer positions are vacant, the Executive Director will call for nominations for each of the officer positions.

Election of officers of the Technical Committee shall be held biennially at the Annual Meeting in June. Officers include Chair, Vice-Chair and 2nd Vice-Chair . Notices of all regular meetings, including an agenda of business to be transacted, shall be posted on the Agency website, applicable social media and provided by email not less than five days before such meetings. Notices of special meetings may be communicated to members by telephone and shall be posted on the Agency's website. The Technical Committee shall set its own rules of meeting procedures, consistent with Robert' Rules of Order.

Section 5. The Urban Federal Aid Committee's duties shall include, but not limited to, the following:

- 1) Submit projects for urban federal funding consideration to the Agency; and
- 2) Review and recommend a multi-year urban federal funding program to the Technical Committee.

Section 6. The Urban Federal Aid Committee's membership shall be made up of one member from a planning or engineering department of each Agency eligible for urban federal funding and a Policy Committee representative that is recommended by the Policy Committee Chair and approved by the Committee as a whole. The Urban Federal Aid Committee shall set its own rules of meeting procedures, consistent with Robert's Rules of Order.

Section 7. The Rural Federal Aid Committee's duties shall include, but are not necessarily limited to, the following:

- 1) Submit projects for rural and Transportation Economic Development Fund (TEDF-D) federal and state funding consideration to the Agency; and
- 2) Review, prioritize, and recommend a multi-year rural and TEDF-D federal funding program to the Technical Committee.

Section 8. The Rural Federal Aid Committee's membership shall be made up of one member from a planning or engineering department of each Agency eligible for rural federal funding. The Rural Federal Aid Committee shall set its own rules of meeting procedures, consistent with Robert's Rules of Order.

Section 9. Quorum shall be one more than fifty percent of the eligible voting members at any meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting. If an agency does not send an appointed or alternate representative to three consecutive Policy Committee meetings, that agency shall, beginning at the third such meeting, forfeit their vote at Policy Committee meetings and no longer be counted towards the quorum requirement; provided, however, that the agency shall immediately resume eligibility to vote and be counted towards the quorum requirement as soon as its appointed or alternate member attends a Policy Committee meeting.

#### ARTICLE IX. FUNDS AND BUDGET

Section 1. All monies accruing to the Agency through annual membership payments or other sources shall be deposited in one of the specially designated member banks of the Federal Deposit Insurance Corporation (FDIC) as the Committee shall select. Reserve funds of the Agency shall be invested according to the most recent investment policy approved by the Policy Committee and in accordance with the FDIC rules.

Section 2. The Agency staff shall develop and the Policy Committee shall approve the Annual Work Program at a regularly scheduled meeting of the Policy Committee.

Section 3. The Policy Committee shall set the membership dues structure at the same meeting the Administrative Budget is adopted. At a minimum, the Policy Committee shall review the dues structure after the decennial census releases the official population numbers.

Section 4. These By-laws and Rules of Procedure may be amended or altered at any regularly scheduled meeting by a majority vote of the Policy Committee membership, providing the proposed changes have been read at a preceding meeting and said proposed changes incorporated in the minutes of that meeting. The bylaws shall be presented to the Policy Committee at their annual meeting and the most recent copy shall be posted on the Agency's website.

#### Article X Internal Financial Controls

Section 1. All checks over \$500 shall require two signatures.

Section 2. The Executive Director shall be one of the two signatures on the checks with one of the Policy Committee officers providing the second signature.

Section 3. If the amount of the check is less than \$500, a second signature of an officer is not needed. Any checks made payable to the Executive Director shall require a second signature regardless of the amount.

Section 4. The Executive Director will provide a listing of the checks and explanatory documentation to the Policy Committee Treasurer-Secretary at each meeting and to any member of the Policy Committee at their request. The Executive Director will retain the permanent record of all receipts and checks in the Agency files



for provision to auditors, MDOT auditors, or members at their request.

Section 5. The Policy Committee shall create policies governing the use of credit or debit cards. Such policy/ies shall, at a minimum, describe how such cards are stored, who may authorize purchases, and maximum balances.

Adopted by the Committee 8/22/73

Amended January 1975, June 1976, June 16, 2004, August 19, 2009 and September 2010, September 2018, June 2022