

BYLAWS

PORTLAND AREA COMPREHENSIVE TRANSPORTATION SYSTEM

Amended April 23, 2020

ARTICLE I

Name

The name of this organization shall be the PORTLAND AREA COMPREHENSIVE TRANSPORTATION SYSTEM (known as PACTS).

ARTICLE II

Mission

PACTS is a “Metropolitan Planning Organization” established pursuant to Federal statute and rules. As such, PACTS is a collaborative effort of municipal, regional, State and Federal representatives responding to the transportation related goals and objectives of the greater Portland region and its citizens. PACTS develops plans, programs and funding priorities that seek to improve the safety, mobility, productivity, environmental quality and energy conservation of our region’s transportation facilities, systems and services.

ARTICLE III

Membership, Structure and Operation

Section 1. Eligibility. Eligibility for active membership in this metropolitan planning organization is based upon rules published on, February 14, 2007, in 23 CFR Part 450, as amended, and upon a vote of the PACTS Policy Committee effective January 24, 2013. In accordance with the Federal rules, the organizational structure of PACTS is based upon agreement among the units of general-purpose local governments in the urbanized area and the Governor of the State of Maine. The Federal rules further state that the elected officials of general-purpose local governments shall be represented in the organization.

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Section 2. Appointments. Participation by an individual as a representative of a municipality, the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), the Southern Maine Planning and Development Commission (SMPDC), and the seven public transportation organizations listed in Article IX, Section 2, shall be established by correspondence to the Executive Director of GPCOG from the chief elected or administrative officer of that organization, except in cases for which no such officer exists. Participation by that individual shall continue until the Executive Director of GPCOG is advised in writing of a new individual representative. Nothing in this Article III, Section 2 prohibits the PACTS Policy Committee from adopting term limits and staggered terms for itself or for any other PACTS committee.

Section 3. SMPDC. The Southern Maine Planning and Development Commission (SMPDC) representatives shall represent all communities within the SMPDC service area that are not otherwise represented on the committees. The SMPDC Executive Committee shall appoint its representatives. Participation by those individuals shall continue until they are replaced.

Section 4. PACTS Regions.

- A. The PACTS Capital Management Area is the area on a map (Appendix A) adopted by the Policy Committee in May, 2014.
- B. The PACTS Study Area is the area on a map (Appendix B) adopted by the Policy Committee on January 24, 2013. PACTS will spend federal transportation planning funds throughout the PACTS Study Area.
- C. The areas described as four subregions on the PACTS Subregion Map (Appendix C) was adopted by the Policy Committee on January 24, 2013. The four subregions include the following municipalities:
 - Southern Subregion: Arundel, Biddeford, Old Orchard Beach, Saco and Scarborough
 - Central Subregion: Cape Elizabeth, Portland and South Portland

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- Northern Subregion: Cumberland, Falmouth, Freeport, North Yarmouth and Yarmouth
- Western Subregion: Gorham, Raymond, Standish, Westbrook and Windham

Section 5. Voting. Each voting member of every PACTS committee will have one vote.

Section 6. Rule of Necessity. Whenever any PACTS Committee is unable to act due to so many members being absent or disqualified due to a conflict of interest, bias, or other legal reason that the Committee will not be able to meet its quorum requirement, those members present may take actions under the legal theory of “Rule of Necessity.” The members present may apply this rule when failure of the Committee to act at that meeting would seriously risk or certainly prevent a member organization from receiving federal or state transportation funds related to an item on the meeting agenda.

ARTICLE IV

Officers

Section 1. The officers of PACTS shall consist of Chairpersons and Vice Chairpersons for the Policy Committee, the Technical Committee, the Planning Committee and the Transit Committee.

Section 2. The two officers of each Committee shall represent different organizations. Effort shall be made, but it is not required, that the Chairpersons of each committee represent different organizations.

ARTICLE V

Portland Area Comprehensive Transportation System (PACTS) Policy Committee

Section 1. Name. Portland Area Comprehensive Transportation System (PACTS) Policy Committee.

Section 2. Members. The Committee membership will be established by the PACTS Policy Committee pursuant to 23 U.S. Code Section 134.

The PACTS Policy Committee members are:

<u>Organization</u>	<u>Representatives</u>
Arundel	1
Biddeford	2
Cape Elizabeth	1
Cumberland	1
Falmouth	1
Federal Highway Admin	1 (non-voting)
Federal Transit Administration	1 (non-voting)
Freeport	1
Gorham	1
MaineDOT	1
MTA	1
North Yarmouth	1
Old Orchard Beach	1
Portland	6
Raymond	1
Saco	2
Scarborough	2
SMPDC	1 (non-voting)
South Portland	2
Standish	1
Westbrook	1
Windham	1
Yarmouth	1
Planning Committee	1
Technical Committee	1
Transit Committee	1

The basis for the number of municipal representatives is: one vote for the first 18,000 population or part thereof, and one additional vote for each additional 12,000 population or part thereof. The number of votes allocated to each municipality is adjusted, as warranted, after the release of decennial census data.

Section 3. Appointment of Members and Alternates; Qualifications.

- A. Municipal Councils or Select Boards will select their PACTS Policy Committee representatives, who must be elected officials or their designees. Designees must be senior municipal staff with experience in transportation issues.
- B. Municipal Councils or Select Boards will also select their Committee alternates, who must be either elected representatives or senior municipal staff with experience in transportation issues. Each municipality which has a single representative on the Policy Committee shall also appoint two alternates to the Policy Committee. Likewise, each

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multiple-representative municipality shall appoint two alternates to the Policy Committee beyond the number of seats in accordance with Article V, Section 2.

- C. The Executive Director or Chief Executive Officer of the following agencies/organizations will select their Committee representatives: the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), and the Southern Maine Planning and Development Commission (SMPDC).
- D. The Transit, Planning, and Technical Committees will each appoint a representative as noted elsewhere in these Bylaws. In each case the Committee Chair will serve as a member of the Policy Committee, or if the Chair elects, the Committee will select a member to serve on the Policy Committee in the event that the Chairperson chooses not to serve on that Committee.
- E. The Federal Highway Administration and the Federal Transit Administration will appoint their own representatives.
- F. All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director's designee.

Section 4. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 5. Terms. Committee members will serve until a replacement member is appointed.

Section 6. Duties and Functions.

- A. The Committee will perform all duties and functions required by federal law as the region's Metropolitan Planning Organization. The Committee is established as a standing, permanent committee within GPCOG with full and exclusive authority over all matters relating to PACTS's responsibilities as the region's MPO, including the PACTS budget.
- B. The Committee has full authority to establish subcommittees, working groups and other organizational structures, as well as operating procedures and guidelines, in the exercise of its authority under this Article.
- C. The Committee will have a formal role in the GPCOG Executive Committee's hiring, evaluation and termination of the GPCOG Executive Director. This participation must include a formalized process to include a representation of municipal PACTS Policy Committee members which are not members of GPCOG.
- D. In addition, the Committee will:

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1. Set the tone, establish the regional vision, and do high level policy development. This includes:
 - a. To set the strategic direction for and endorse updates to the long-range transportation plan for the region.
 - b. To collaborate with others to integrate our transportation work with other regional issues, such as housing, economic development and conservation.
 - c. To set the overall strategic direction for the biennial Unified Planning Work Program.
 - d. To endorse the biennial update of the PACTS TIP Policies and Procedures document which guides the programming of MPO Allocation projects and Federal Transit Administration (FTA) public transit funds.

- E. Adopt annually the PACTS Transportation Improvement Program (TIP) – as federally required of metropolitan planning organizations – for submission to the FHWA and FTA.

- F. Appoint the five sub-regional representatives to serve on the PACTS Executive Committee. Effort shall be made, but it is not required, that at least two elected officials serve on the PACTS Executive Committee.

- G. Establish and amend the PACTS bylaws in conformity with the bylaws of GPCOG.

- H. Approve, and to direct the GPCOG Executive Director or the Director’s designee to sign long-term contracts on behalf of PACTS.

- I. Ratify the following budget decisions made by the Executive Committee:
 - a) The biennial UPWP.
 - b) The biennial list of MPO Allocation projects.

- J. Return the budget decisions to the Executive Committee in the event that the Policy Committee finds them inconsistent with the Policy Committee’s strategic direction. The Policy Committee does not have the authority to amend these documents/actions.

- K. Challenge subsequent Executive Committee amendments to the budget decisions if the members determine that the Executive Committee has not adequately followed the Policy Committee’s strategic direction. The challenge process goes as follows:
 - a) The Executive Committee makes an amendment to a document ratified by the Policy Committee.
 - b) Staff advises the Policy Committee of the amendment.
 - c) At least five (5) municipalities challenge the amendment as inconsistent, and must say how it is inconsistent.
 - d) The Policy Committee acts within 45 business days of the Executive Committee’s action. (If the Committee members convene but fail to have a quorum then the matter is closed.)

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- e) An inconsistency finding only undoes the amendment made by the Executive Committee. The Policy Committee does not have the authority to amend the amendment made by the Executive Committee.
- L. Perform any other duties required by the Federal and State governments.

Section 7. Quorum. 10 members will comprise a quorum.

Section 8. Meeting Frequency. The Committee will meet quarterly, or more frequently if needed.

Section 9. Officers. The Committee will have a Chair and a Vice Chair.

- a) Criteria. The two officers will represent different organizations and different subregions. Effort shall be made, but it is not required, that the Chairpersons represent different organizations. Effort shall be made, but it is not required, that at least one of the officers of the Policy Committee be an elected official.
- b) Selection. A three-member Nominating Committee comprised of Policy Committee members chosen by the Executive Committee shall recommend a slate of officers for the Policy Committee.
- c) Election. Officers will be elected by majority vote of the Policy Committee at the Committee's first meeting of the PACTS fiscal year.
- d) Duties. The officers of the Policy Committee shall also serve as the officers of the Executive Committee.
- e) Term. The officers of the Policy Committee shall be elected for one-year terms and may be reappointed for only one consecutive year. The terms shall be based upon PACTS' fiscal year, July 1 to June 30.
- f) Vacancies. Vacancies in any office shall be filled by vote of the membership of the Policy Committee.

ARTICLE VI

PACTS Executive Committee

Section 1. Members.

The membership of the PACTS Executive Committee shall be as follows:

1. The Chairperson of the Policy Committee (1 year)
2. The Vice-Chairperson of the Policy Committee (1 year)
3. The Chairperson, or a designated member, of the Transit Committee (2 years)
4. A representative of the Maine Department of Transportation (2 years)

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5. A representative of the Maine Turnpike Authority (2 years)
6. A representative of the Southern Subregion (2 years)
7. Two representatives of the Central Subregion (2 years)
8. A representative of the Western Subregion (2 years)
9. A representative of the Northern Subregion (2 years)

Section 2. Terms.

The years in parentheses above are the terms of each position. The individuals serving in the positions may be re-appointed, except for the Chairperson and Vice-Chairperson positions who may be reappointed for only one additional consecutive year. The Chairperson and Vice-Chairperson are eligible to represent subregions after their terms as officers.

The public transportation representative on the Executive Committee shall serve for two years, and may serve successive terms.

Section 3. Appointment of Members.

- a) The Chair and Co-chair will be elected as provided in Article V, section 9.
- b) The public transportation seat will be filled by vote of the Transit Committee as provided in Article IX, Section 5.
- c) The Executive Director or Chief Executive Officer of the Maine Department of Transportation (MaineDOT) and the Maine Turnpike Authority (MTA) will select their Committee representatives.
- d) The Policy Committee will appoint two representatives from the Central Subregion, and one representative each from the Northern, Western, and Southern Subregions as provided in Article V, Section 6 (F).

All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director's designee.

Section 4. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 5. Qualifications. Sub-regional representatives on the PACTS Executive Committee must also be members of the PACTS Policy Committee. Policy Committee "alternates" may not be selected to serve on the Executive Committee.

Section 6. Substitutes for Members. All members may send substitutes to meetings. Sub-regional substitutes must be Policy Committee members (not alternates) from the same subregion.

Section 7. Duties and Functions. The Executive Committee will:

- A. Develop the updates to the long-range transportation plan for the region, and submit to the Policy Committee for endorsement. The members will follow the strategic direction provided by the Policy Committee.
- B. Develop the biennial Unified Planning Work Program (UPWP). These duties include:
 - i. Offer strategic direction recommendations every two years for the upcoming UPWP to the Policy Committee prior to the official start of the development of the UPWP.
 - ii. Oversee the development of a UPWP which is consistent with the strategic direction provided by the Policy Committee.
 - iii. Submit a draft UPWP to the Policy Committee for ratification.
 - iv. Submit a revised draft UPWP to the Policy Committee for ratification in the event that the Policy Committee makes an inconsistency finding.
 - v. Make all subsequent amendments to the UPWP.
 - vi. Submit a revised draft amendment to the Policy Committee in the event that the Policy Committee makes an inconsistency finding regarding a UPWP amendment of the Executive Committee.
 - vii. Enter into all contracts not in the purview of the Policy Committee.
- C. Develop the biennial list of MPO Allocation projects and submit them to the Policy Committee for ratification. The members will follow the strategic direction provided by the Policy Committee in PACTS TIP Policies and Procedures.
- D. Amend the PACTS Transportation Improvement Program for MPO Allocation capital projects, FTA capital and operating assistance projects, and all other federally funded projects in the PACTS region.
- E. Adopt updates of the PACTS Transit Six Year Capital and Operating Plan developed by the Transit Committee.
- F. Respond to Policy Committee challenges made to Executive Committee budget decisions.
- G. Provide guidance and input to GPCOG staff and other PACTS Committees consistent with Article XIII of these Bylaws.
- H. Create and disband special committees.
- I. Appoint two members to each of the Technical and Planning Committees, and three members to the Transit Committee as detailed elsewhere in these Bylaws

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- J. Adopt policies and procedures as needed to carry out the expressed functions and powers of the Executive Committee.
- K. Take on other responsibilities as directed by the Policy Committee.
- L. Select a Nominating Committee of three members drawn from the Policy Committee to nominate Policy Committee Officers and subregional representatives for the Executive Committee.

Section 8. Quorum. Attendance by five members of the Executive Committee will constitute a quorum.

Section 9. Meeting Frequency. The Committee will meet monthly, or as needed.

Section 10. Officers. The Chair and Vice Chair of the Policy Committee will also serve as the Chair and Vice Chair, respectively, of the Executive Committee.

ARTICLE VII

PACTS Technical Committee

Section 1. Members. The membership of the Technical Committee shall be as follows:

- a. One voting member from each of the 18 PACTS municipalities, MaineDOT, MTA, and the Transit Committee.
- b. Non-voting members from FHWA, FTA and SMPDC.
- c. Two voting Executive Committee Appointees.

Section 2. Appointments.

- A. Municipal Councils or Select Boards will select their Technical Committee representatives.
- B. The Executive Director or Chief Executive Officer of the following agencies/organizations will select their Technical Committee representatives: the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), and the Southern Maine Planning and Development Commission (SMPDC).
- C. The Executive Committee will select two members to serve on the Technical Committee based on potential members' interest in freight, marine, and air transport, and alternative transportation modes, energy, air and water pollution, and other environmental protection and community quality of life issues. These members shall be from the eighteen-municipality PACTS region.

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- D. The Transit Committee will vote to appoint a representative pursuant to Article IX of these Bylaws.
- E. The Federal Highway Administration and the Federal Transit Administration will appoint their Technical Committee representatives.
- F. All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director's designee.

Section 3. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 4. Terms. Committee members will serve until replaced with the following exceptions:

- A. Committee members appointed by the Transit Committee shall serve for two years and may serve successive terms.
- B. Participation by an Executive Committee Appointee on the Technical Committee shall be for a three-year term, and may be for successive terms.

Section 5. Duties and Functions. The Technical Committee will:

- A. Advise the Executive Committee on any and all matters for which the Executive Committee seeks its advice. The Technical Committee shall focus on technical project and program review issues which relate to a broad scope of transportation issues (including, but not limited to, road and highway preservation and construction, traffic control, different modes of transportation and alternative transportation systems).
- B. Advise the Planning Committee and the Executive Committee on questions related to strategic transportation planning issues.
- C. Work with staff to develop and monitor performance measures for assessing progress in attaining objectives contained in the Congestion Mitigation Plan and the long range transportation plan for the region.

Section 6. Quorum. Attendance by representatives of five municipalities shall constitute a quorum.

Section 7. Meeting Frequency. The Technical Committee shall meet monthly, or as needed.

Section 8. Officers. The Technical Committee will have a Chair and a Vice Chair.

- A. Selection: The officers of the Technical Committee shall be elected by a majority vote of the Committee. The terms shall be based upon PACTS' fiscal year, July 1 to June 30.

- B. **Qualifications:** The two officers of the Committee shall represent different organizations. Effort shall be made, but it is not required, that officers represent different subregions.
- C. **Term:** The officers of the Technical Committee shall be elected for two year terms or until their successors are elected. A majority vote of those present and voting shall elect. The terms shall be based upon PACTS' fiscal year.
- D. **Vacancies:** Vacancies in any office shall be filled by a vote of the membership of the committee.

ARTICLE VIII

PACTS Planning Committee

Section 1. Members. The membership of the Planning Committee shall be as follows:

- a. One voting member from each of the 18 PACTS municipalities, MaineDOT, MTA, and the Transit Committee.
- b. Non-voting members from FHWA, FTA, and SMPDC.
- c. Two voting Executive Committee appointees.

Section 2. Appointments.

- A. Municipal Councils or Select Boards will select their Planning Committee representatives.
- B. The Executive Director or Chief Executive Officer of the following agencies/organizations will select their Planning Committee representatives: the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), and the Southern Maine Planning and Development Commission (SMPDC).
- C. The Executive Committee will select two members to serve on the Planning Committee based on potential members' interest in freight, marine, and air transport, and alternative transportation modes, energy, air and water pollution, and other environmental protection and community quality of life issues. These members shall be from the eighteen-municipality PACTS region.
- D. The Transit Committee will vote to appoint a representative pursuant to Article IX of these Bylaws.
- E. The Federal Highway Administration and the Federal Transit Administration will appoint their Planning Committee representatives.

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- F. All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director's designee.

Section 3. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 4. Terms. Committee members will serve until replaced with the following exceptions:

- C. Committee members appointed by the Transit Committee shall serve for two years and may serve successive terms.
- D. Participation by an Executive Committee Appointee on the Planning Committee shall be for a three-year term, and may be for successive terms.

Section 5. Duties and Functions. The Planning Committee will:

- A. Advise the Executive Committee, the Technical Committee, and staff on strategic transportation planning issues. The Committee shall focus on long-range planning issues and relationships with other public planning issues, such as land use, economic development, environmental protection, resource conservation and community enhancement.
- B. Work with staff to implement the long-range transportation plan for the region, to monitor performance measures for assessing progress in attaining objectives contained in the Congestion Mitigation Plans and to report annually to the Executive Committee on their progress.

Section 6. Quorum. Attendance by representatives of five municipalities shall constitute a quorum.

Section 7. Meeting Frequency. The Planning Committee shall meet monthly, or as needed.

Section 8. Officers. The Planning Committee will have a Chair and a Vice Chair.

- A. Selection: The officers of the Planning Committee shall be elected by a majority vote of the Committee. The terms shall be based upon PACTS' fiscal year, July 1 to June 30.
- B. Qualifications: The two officers of the Committee shall represent different organizations. Effort shall be made, but it is not required, that officers represent different subregions.
- C. Term: The officers of the Planning Committee shall be elected for two year terms or until their successors are elected. A majority vote of those present and voting shall elect. The terms shall be based upon PACTS' fiscal year.

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- D. Vacancies: Vacancies in any office shall be filled by a vote of the membership of the committee.

ARTICLE IX

PACTS Transit Committee

Section 1. Members. The membership of the Transit Committee shall be as follows:

<u>Organization</u>	<u>Representatives</u>
Casco Bay Lines	1
MaineDOT	1
Maine Turnpike Authority	1
METRO	1
Northern New England Passenger Rail Authority	1
Executive Committee Appointees	3
Regional Transportation Program	1
Biddeford Saco Old Orchard Beach Transit	1
City of South Portland Bus Service	1
York County Community Action Corporation	1
Planning Committee Appointee	1

Section 2. Appointments.

- A. The Executive Director or Chief Executive Officer of the following agencies/organizations will select their Transit Committee representatives: Casco Bay Lines, the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), METRO, Northern New England Passenger Rail Authority, , Regional Transportation Program, Biddeford Saco Old Orchard Beach Transit, City of South Portland Bus System, and York County Community Action Corporation.
- B. The Executive Committee will appoint three members to the Transit Committee who are representatives of either an organization or a member of the public concerned with public passenger transportation, and interested in promoting the goals of the long range transportation plan for the region. These members shall be from the eighteen-municipality PACTS region.
- C. The Planning Committee will appoint a member to the Transit Committee.
- D. All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director’s designee.

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Section 3. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 4. Terms. Members will serve until their replacement is appointed with the following exception:

Participation by an Executive Committee Appointee on the Transit Committee shall be for a three-year term, and may be for successive terms.

Section 5. Duties and Functions. The Transit Committee will:

- A. Advise the Executive Committee on strategic public passenger transit issues, in support of the principles outlined in the long-range transportation plan for the region.
- B. Develop and recommend to the Policy Committee a set of transit planning and programming policies and procedures for incorporation into the PACTS TIP Policies and Procedures document.
- C. Update the PACTS Six Year Transit Capital and Operating Plan and send it to the Executive Committee for adoption.
- D. Authorize the FTA-required Split Letters regarding the sub-allocation of FTA formula funds before the transit agencies send the Split Letters to MaineDOT and FTA.
- E. Recommend amendments to the PACTS Transportation Improvement Program to the Executive Committee regarding the allocation of FTA formula funds.
- F. Select representatives to the Policy Committee, the Technical Committee, the Planning Committee and the Executive Committee. The representatives shall serve for two years, and may serve successive terms.

Section 6. Quorum. Attendance by representatives of four of the transit providers shall constitute a quorum.

Section 7. Meeting Frequency. The Transit Committee shall meet monthly, or as needed.

Section 8. Officers. The Transit Committee will have a Chair and a Vice Chair.

- A. Selection: The officers of the Transit Committee shall be elected by a majority vote of the Committee. The terms shall be based upon PACTS' fiscal years, July 1 to June 30.

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- B. **Qualifications:** The two officers of the Committee shall represent different organizations. The officers of the Transit Committee shall be representatives of two of the region's seven transit agencies.
- C. **Term:** The officers of the Transit, Planning and Technical Committees shall be elected for two year terms or until their successors are elected. A majority vote of those present and voting shall elect. The terms shall be based upon PACTS' fiscal years, July 1 to June 30.
- D. **Vacancies:** Vacancies in any office shall be filled by vote of the membership of each committee.

ARTICLE X

Meeting Procedures

The Parliamentary authority shall be the current edition of Robert's Rules of Order Newly Revised for all matters not covered in the bylaws.

ARTICLE XI

Administration of the Unified Planning Work Program

Section 1. The fiscal year of PACTS shall begin on the first day of July and shall end on the thirtieth day of June. The fiscal year shall constitute the budget and accounting year.

Section 2. PACTS activities are financed typically with Federal, State and local funds, but the activities may be financed with any sources of funds felt to be appropriate by the Policy Committee.

Section 3. GPCOG staff shall administer the work of PACTS in accordance with the agreement between GPCOG and PACTS dated January 25, 2018.

ARTICLE XII

Amendments

These bylaws may be amended by a simple majority vote of the representatives present and voting at any scheduled meeting of the Policy Committee. Members must be notified of a proposed amendment(s) prior to the meeting at which a vote is taken.

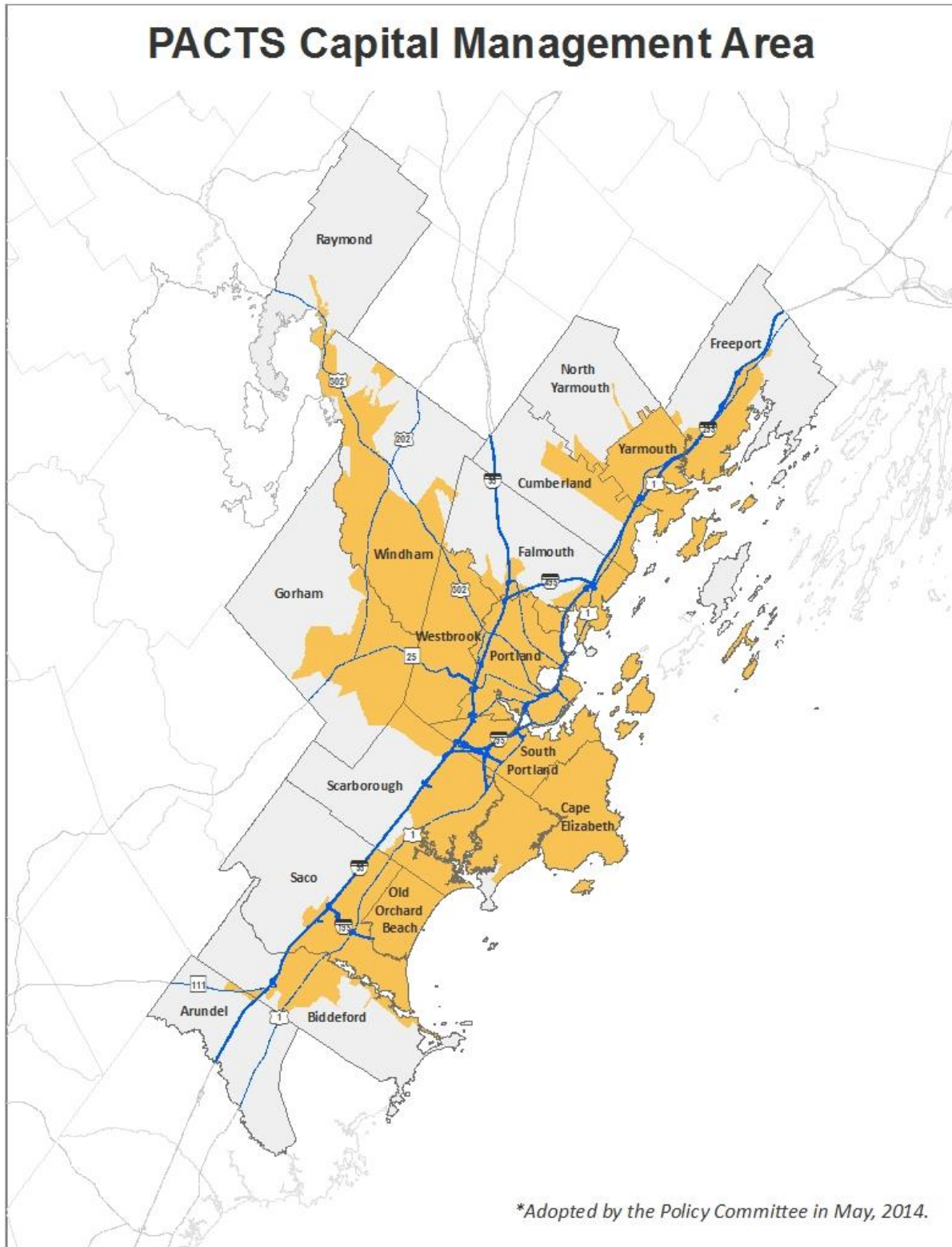
ARTICLE XIII**GPCOG Administration of PACTS****Section 1. Duties and Responsibilities.**

- A. The Executive Director of GPCOG is responsible for the administration of all PACTS affairs. The Executive Director will supervise the GPCOG Director of Transportation who will serve as PACTS senior staff leader.

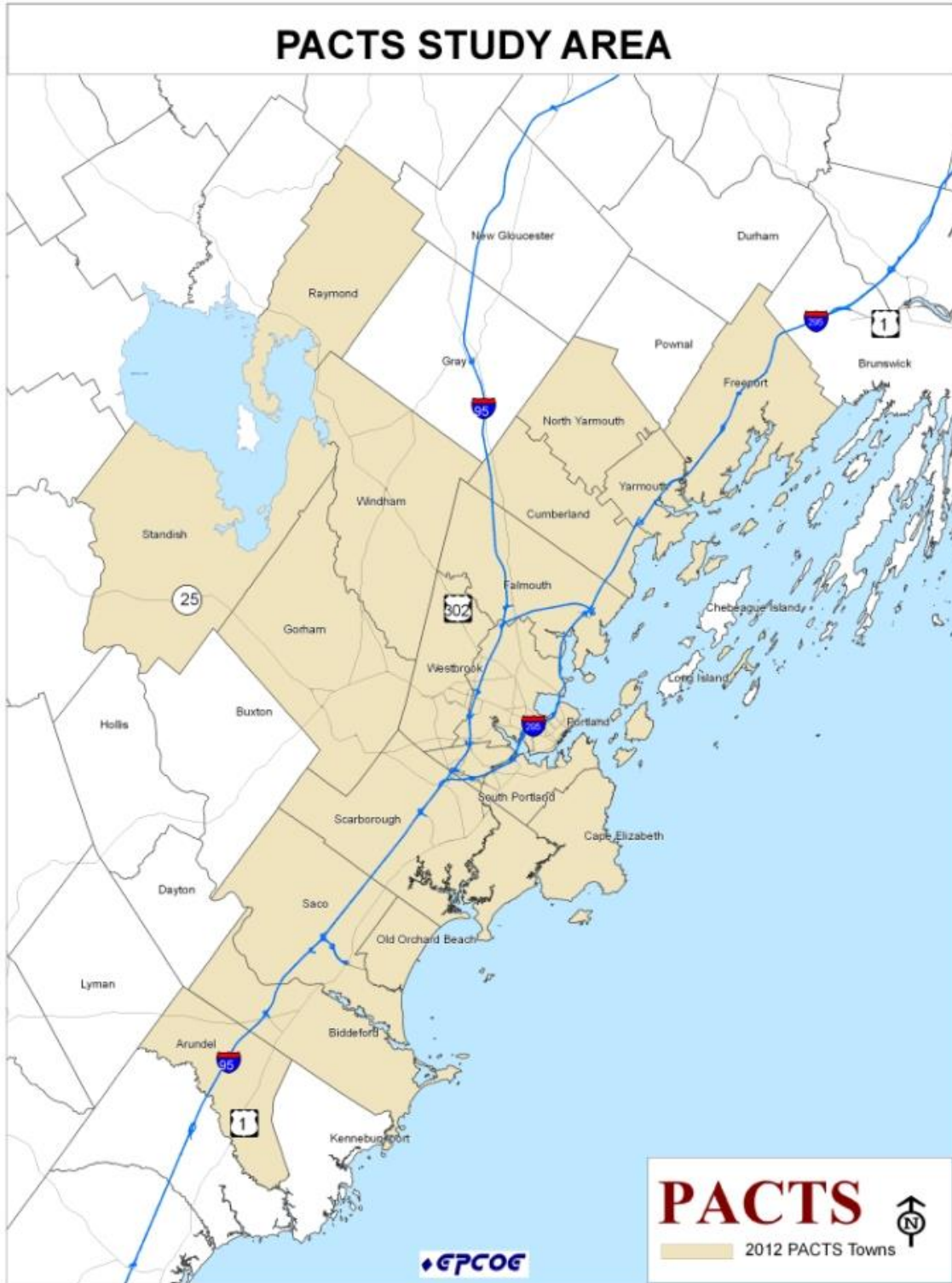
- B. GPCOG staff will:
 - 1. Attend all PACTS Executive and Policy Committee meetings unless excused by the Chair, participating but not voting;
 - 2. Faithful execution of all laws, Bylaw provisions and acts of the Executive and Policy Committees;
 - 3. Prepare and submit a biennial budget and capital program to the Executive Committee on time;
 - 4. Execute all amendments to the biennial UPWP with MaineDOT and any other appropriate parties;
 - 5. Execute consultant contracts and contract amendments within approved budget limits;
 - 6. Prepare and deliver to the Executive Committee a complete report on the financial and administrative activities of PACTS as of the end of each fiscal year, within 45 days of the fiscal year end unless the Executive Committee extends the reporting deadline for good cause for no more than an additional 45 days. These reports must be made available to the public;
 - 7. Prepare any additional reports that the Executive Committee may require; and
 - 8. Perform other duties concerning the affairs of PACTS as required by the Executive Committee.

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APPENDIX A: PACTS Capital Management Area Map



Appendix B: PACTS Study Area



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Appendix C: FACTS Subregions

