

## **BYLAWS**

### **PORTLAND AREA COMPREHENSIVE TRANSPORTATION SYSTEM**

Amended January 25, 2018

#### **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**

##### **Members**

Section 1. Eligibility for active membership in this metropolitan planning organization is based upon rules published on, February 14, 2007, in 23 CFR Part 450, 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.

Each municipality which has a single representative on the Policy Committee shall also appoint two alternates to the Policy Committee. Likewise, each multiple-representative municipality

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

Section 2. Subregional representatives on the Executive Committee must also be members of the Policy Committee. Policy Committee “alternates” may not be selected to serve on the Executive Committee.

Section 3. Participation by an individual as a representative of a municipality, the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), the Greater Portland Council of Governments (GPCOG), 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 Policy Committee Chairperson 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 Policy Committee Chairperson is advised in writing of a new individual representative.

Section 4. Participation by an Executive Committee Appointee on the Technical, Planning and Transit Committees (per Article VI, Section 1, Subsection 9) shall be for a three-year term, and may be for successive terms. The individuals shall be selected from a pool developed by various means, including a memorandum sent to individuals known to be interested in transportation affairs, a memorandum sent to existing PACTS committee members, and other means.

Section 5. The SMPDC and GPCOG representatives shall represent all communities within the SMPDC and GPCOG service areas that are not otherwise represented on the committees. The SMPDC and GPCOG Executive Committees shall appoint the individuals, respectively. Participation by those individuals shall continue until the Policy Committee Chairperson is advised in writing of new representative(s).

Section 6. The public transportation seats on the Policy, Executive, Technical and Planning Committees shall be filled by votes of the Transit Committee. The representatives shall serve for two years, and may serve successive terms.

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Section 7. The PACTS Capital Management Area is the area on a map (Appendix A) adopted by the Policy Committee in May, 2014. The Policy Committee also adopted the PACTS Study Area map (Appendix B) on January 24, 2013. PACTS will spend federal transportation planning funds throughout the Study Area. The Policy Committee also approved the PACTS Subregion Map (Appendix C) on January 24, 2013. The subregions involve the municipalities as follows:

- Southern Subregion: Arundel, Biddeford, Old Orchard Beach, Saco and Scarborough
- Central Subregion: Cape Elizabeth, Portland and South Portland
- Northern Subregion: Cumberland, Falmouth, Freeport, North Yarmouth and Yarmouth
- Western Subregion: Gorham, Raymond, Standish, Westbrook and Windham

## **ARTICLE IV**

### Officers

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

Section 3. The Chairperson and Vice Chairperson of the Policy Committee shall represent different subregions.

Section 4. The officers of the Policy Committee shall be elected for one-year terms and may be reappointed for only one consecutive year. A majority vote of those present and voting shall elect. The terms shall be based upon PACTS' fiscal years, July 1 to June 30. The officers of the Policy Committee shall also serve as the officers of the Executive Committee. Effort shall be made, but it is not required, that at least one of the officers of the Policy Committee be an elected official.

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Section 5. 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.

Section 6. 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. Nominating Committees comprised of the existing Chairperson and the immediate past Chairperson of the Technical, Planning and Transit Committees shall recommend a slate of officers for their respective committees.

Section 7. The officers of the Transit Committee shall be representatives of two of the region's seven transit agencies.

Section 8. Vacancies in any office shall be filled by vote of the membership of each committee.

## **ARTICLE V**

### Policy Committee

Section 1. The Policy Committee shall be the policy making body of PACTS. The Policy Committee shall have the following functions and powers:

1. To establish and modify the Executive Committee's, the Technical Committee's, the Transit Committee's and the Planning Committee's structures.
2. To set the tone, establish the regional vision, and do high level policy development. This includes:
  - a. To 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 (UPWP).
  - 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.

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3. To adopt annually the PACTS Transportation Improvement Program (TIP) – as federally required of metropolitan planning organizations – for submission to the FHWA and FTA.
4. To appoint the five subregional representatives to serve on the Executive Committee. Effort shall be made, but it is not required, that at least two elected officials serve on the Executive Committee.
5. To establish and amend the PACTS bylaws.
6. To approve, and to direct the GPCOG Transportation Director to sign long-term contracts regarding the location of the PACTS office and other multi-year administrative services.
7. To ratify the following budget decisions made by the Executive Committee:
  - a. The biennial UPWP.
  - b. The biennial list of MPO Allocation projects.
8. To return the budget decisions (in subsection 7 above) 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.
9. To challenge subsequent Executive Committee amendments to the budget decisions (in subsection 7 above) 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.

10. To perform any other duties required by the Federal and State governments.

Section 2. The membership of the Policy Committee shall be as follows:

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

Section 3. Each voting representative shall have one vote. Attendance by representatives of nine municipalities shall constitute a quorum. However, if so many members are absent or

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disqualified due to a conflict of interest, bias, or other legal reason that the Policy 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 Policy 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.

Section 4. The Policy Committee shall meet quarterly, or as needed, to conduct PACTS business.

## **ARTICLE VI**

### Executive Committee

Section 1. The Executive Committee shall have the following functions and powers:

1. To 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.
2. To develop the biennial Unified Planning Work Program (UPWP). The members’ roles include:
  - a. 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.
  - b. Oversee the development of a UPWP which is consistent with the strategic direction provided by the Policy Committee.
  - c. Submit a draft final UPWP to the Policy Committee for ratification.
  - d. Submit a revised draft final UPWP to the Policy Committee for ratification in the event that the Policy Committee makes an inconsistency finding (per Article V, Section 1, subsection 7).
  - e. Make all subsequent amendments to the UPWP.
  - f. Submit a revised draft amendment to the Policy Committee in the event that the Policy Committee makes an inconsistency finding regarding a UPWP

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- amendment of the Executive Committee (per Article V, Section 1, subsection 8).
- g. Enter into all contracts not in the purview of the Policy Committee.
  3. To 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 our TIP Policies and Procedures document (per Article V, Section 1, subsection 2).
  4. To 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.
  5. To adopt updates of the PACTS Transit Six Year Capital and Operating Plan developed by the Transit Committee.
  6. To respond to Policy Committee challenges made to Executive Committee budget decisions (per Article V, Section 1, subsection 7).
  7. To provide guidance and oversight to the GPCOG Transportation Director and committees. See Article XIII for details.
  8. To create and disband special committees.
  9. To appoint “appointees” to the Planning, Transit and Technical Committees (per Article III, Section 4).
  10. Adopt policies and procedures as needed to carry out the expressed functions and powers of the Executive Committee.
  11. To take on other responsibilities as requested by the Policy Committee.

Section 2. The membership of the 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)
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)



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- 8. A representative of the Western Subregion (2 years)
- 9. A representative of the Northern Subregion (2 years)

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.

Section 3. When the Policy Committee Chair or Vice Chair is from a multi-Policy-Committee-member municipality in the Southern, Western or Northern Subregion, then effort shall be made, but it is not required, that the subregional representative for that municipality’s subregion be from another municipality. In the case of the Central Subregion, effort shall be made, but it is not required, that subregional representatives be from municipalities that are not represented by the Chair or Vice-Chair.

Section 4. Attendance by six members shall constitute a quorum. All members may send substitutes to meetings. Subregional substitutes must be Policy Committee members (not alternates) from the same subregion.

Section 5. Each member shall have one vote. However, the members shall strive to make decisions through consensus rather than by voting.

Section 6. The Executive Committee shall meet monthly, or as needed.

**ARTICLE VII**

Technical Committee

Section 1. The Technical Committee shall 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

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systems). The Technical Committee shall also advise the Planning Committee and the Executive Committee on questions related to strategic transportation planning issues. The Technical Committee shall also 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 2. 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, GPCOG and SMPDC
- c. Two voting Executive Committee Appointees.

Section 3. The members appointed by the Executive Committee will be selected based on their 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.

Section 4. Each voting representative shall have one vote. Attendance by representatives of five municipalities shall constitute a quorum.

Section 5. The Technical Committee shall meet monthly, or as needed.

Section 6. The Technical Committee shall select a member to serve on the Policy Committee in the event that the Chairperson chooses not to serve on that Committee.

## **ARTICLE VIII**

### Planning Committee

Section 1. The Planning Committee shall 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

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enhancement. The Planning Committee shall also actively 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 2. 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, GPCOG and SMPDC
- c. Two voting Executive Committee appointees.

Section 3. The members appointed by the Executive Committee will be selected based on their 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.

Section 4. Each voting representative shall have one vote. Attendance by representatives of five municipalities shall constitute a quorum.

Section 5. The Planning Committee shall meet monthly, or as needed.

Section 6. The Planning Committee shall select a member to serve on the Policy Committee in the event that the Chairperson chooses not to serve on that Committee. The Planning Committee shall also appoint a member to serve on the Transit Committee.

## **ARTICLE IX**

### Transit Committee

Section 1. The Transit Committee shall:

1. 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.

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2. 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.
3. Update the PACTS Six Year Transit Capital and Operating Plan and send it to the Executive Committee for adoption.
4. 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.
5. Recommend amendments to the PACTS Transportation Improvement Program to the Executive Committee regarding the allocation of FTA formula funds.
6. 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 2. The membership of the Transit Committee shall be as follows:

<u>Organization</u>	<u>Representatives</u>
CBITD	1
MaineDOT	1
Maine Turnpike Authority	1
METRO	1
NNEPRA	1
Executive Com. Appointees	2
Private Trans. Operator	1
RTP	1
ShuttleBus/ZOOM	1
South Portland Bus	1
YCCAC	1
Planning Committee	1

Section 3. The members appointed by the Executive Committee shall be 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. In addition, the private transportation operator seat shall be filled by an organization that provides passenger transportation services in Greater Portland. The term of service shall be

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three years. The seat will be filled by a vote of the Executive Committee after a region wide solicitation has been done.

Section 4. Each voting representative shall have one vote. Attendance by representatives of four of the transit providers shall constitute a quorum.

Section 5. The Transit Committee shall meet monthly, or as needed.

## **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**

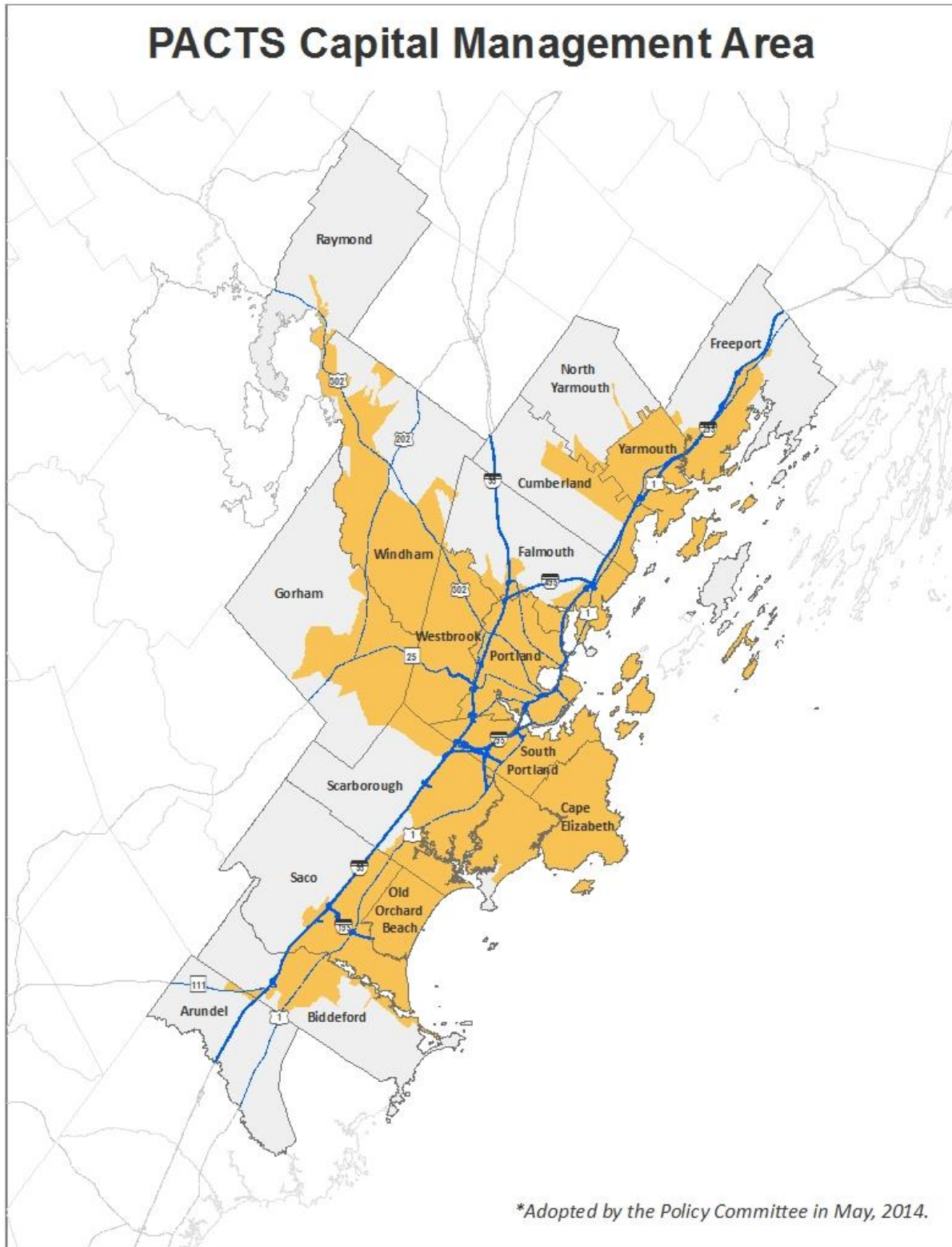
These bylaws may be amended by a simple majority vote of the representatives present and voting at any scheduled meeting of the Policy Committee. Members must be notified of a proposed amendment(s) prior to the meeting at which a vote is taken.

**ARTICLE XIII****GPCOG Transportation Director**

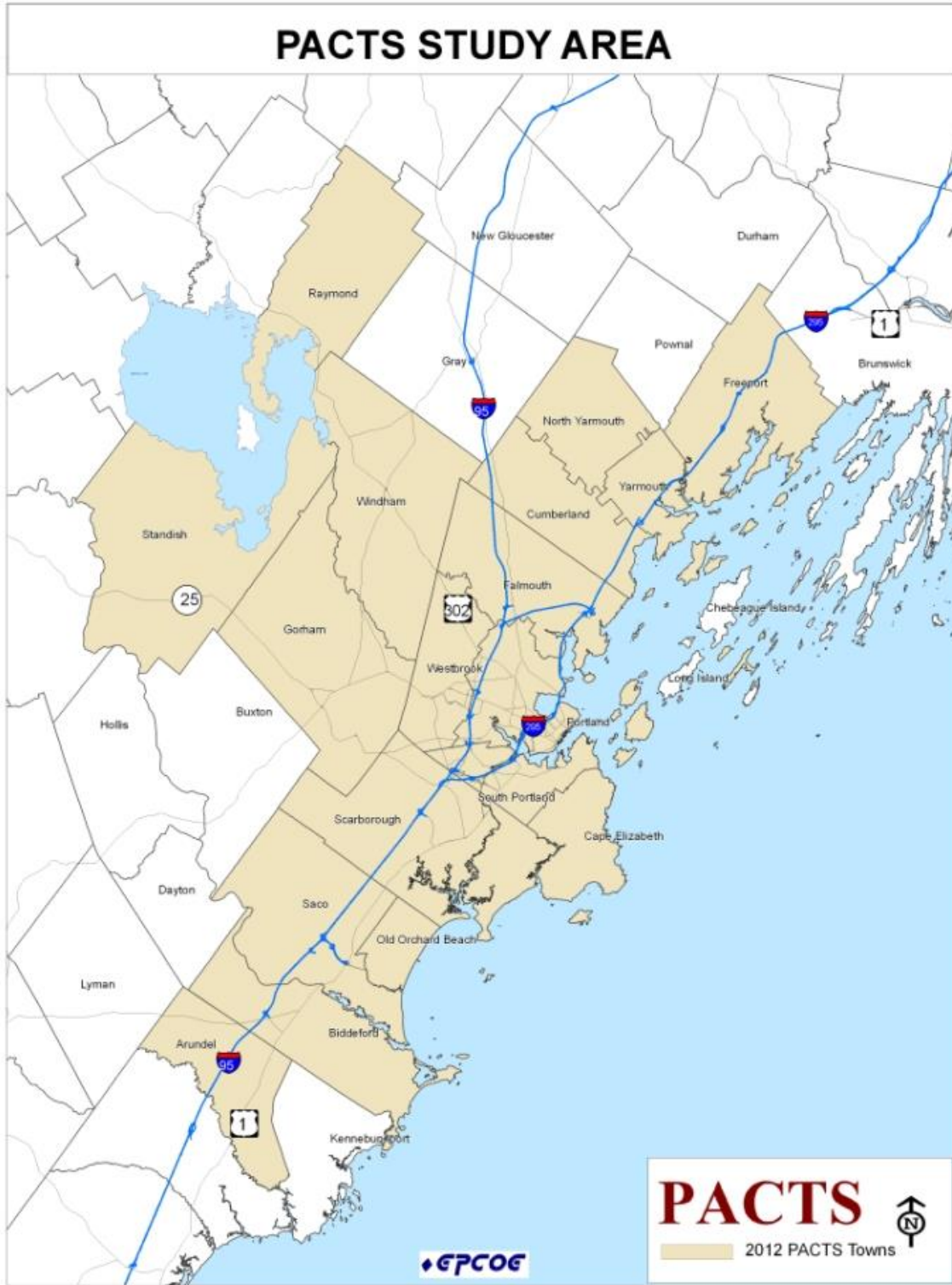
Section 1. Responsibilities of the GPCOG Transportation Director. The GPCOG Transportation Director is the chief executive officer of PACTS, responsible for the administration of all PACTS affairs, with the following powers and duties:

- A. Supervision of other GPCOG staff working on PACTS matters;
- B. Attendance at all PACTS Executive and Policy Committee meetings unless excused by the Chair, participating but not voting;
- C. Faithful execution of all laws, Bylaw provisions and acts of the Executive and Policy Committees;
- D. Timely preparation and submission of a biennial budget and capital program to the Executive Committee;
- E. Approval and execution of all amendments to the biennial UPWP with MaineDOT and any other appropriate parties;
- F. Execution of consultant contracts and contract amendments within approved budget limits;
- G. Preparation and delivery to the Executive Committee of 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;
- H. Preparation of any additional reports that the Executive Committee may require; and
- I. Performance of other duties concerning the affairs of PACTS as required by the Executive Committee.

**APPENDIX A: PACTS Capital Management Area Map**



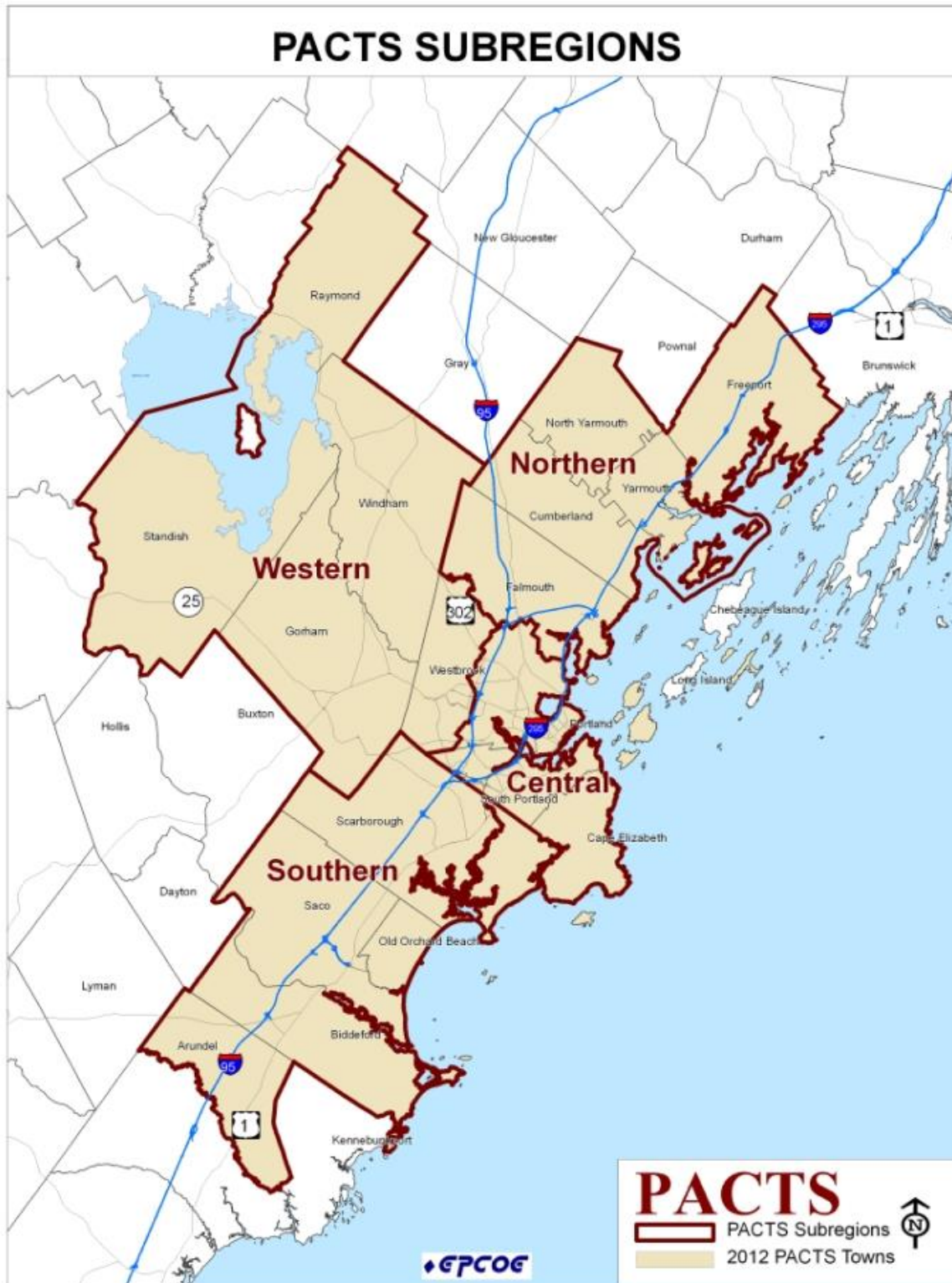
**Appendix B: PACTS Study Area**



Produced by the Greater Portland Council of Governments - May 2, 2013



**Appendix C: FACTS Subregions**



Produced by the Greater Portland Council of Governments - May 2, 2013