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(Note: affected numbering will be updated upon completion)



## BYLAWS OF THE TRANSPORTATION COMMISSION

Adopted on May 17, 2017

Updated on

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### Article 1

#### NAME

The name of this commission is the Transportation Commission.

### Article 2

#### ENABLING AUTHORITY

The Transportation Commission was established by ordinance of the Ann Arbor City Council on November 21, 2016. Ann Arbor City Code, Chapter 8, Section 1:207.

### Article 3

#### PURPOSE, OBJECTIVES, AND DUTIES

3.1 The purpose of the Transportation Commission (the "Commission") is to foster excellence in the planning, design, construction, and maintenance of a sustainable and resilient multimodal transportation network for the City of Ann Arbor.

3.2 The Commission is an advisory body except for certain decision- and rulemaking authority delegated to it under Ann Arbor City Code, Chapter 85 (Taxicabs). The Commission is limited to performing the tasks enumerated in these bylaws, Chapter 85, or otherwise delegated to it by City Council. The Commission is subject to City administrative policies and directives. By ordinance, the Commission is charged with the following powers and duties:

- (1) To serve as an advisory body to the City Council and the City Administrator on transportation policy with a focus on accessibility, mobility, equity, and safety for all citizens.
- (2) To advise the City Council and City Administrator on:
  - (a) Transportation grants.
  - (b) Streets and highways.
  - (c) The use of, restrictions on, and upkeep of public rights-of-way.
  - (d) Bus and rail service.
  - (e) Pedestrian and bikeway programs and projects.
  - (f) Safety-related programs and projects.

- (g) Regulation of vehicles for hire, including taxicabs, transportation network and ride-sharing entities, pedicabs, and other transportation vehicles; and all related matters including permits, annual permits, franchise permits, transportation franchise requests, renewals, rate adjustments, and hours of operation.
- (3) Provide comments to the Planning Commission, City Council, Downtown Development Authority, and the Ann Arbor Area Transportation Authority on transportation policy, and the impact of proposed projects to the same.
- (4) Recommend to the City Council and the City Administrator priorities and budget allocations related to transportation.
- (5) Provide recommendations on the City's transportation master plans including the City Transportation Plan and Non-Motorized Transportation Plan.
- (6) Report annually to the City Council and the City Administrator regarding activities of the Transportation Commission, which shall reflect the effectiveness of the City's transportation strategy process and make recommendations for any changes thereto.
- (7) Make proposals and recommendations to achieve and maintain a holistic and inclusive transportation ecosystem that meets the mobility needs of all people, including the mobility-impaired.
- ~~(8) Have the powers and duties set forth in Chapter 85 (Taxicabs) of Ann Arbor City Code.~~
- (9) Form special purpose task forces and subcommittees to carry out the business of the Commission.
- (10) Perform other duties as directed by City Council.

#### **Article 4 MEMBERSHIP**

4.1 The Commission consists of 18 members. Eleven members are voting members and seven members are nonvoting. Insofar as possible, appointments of voting members are to be of individuals who have an interest in the various forms and modes of transportation needs of the community. Members are appointed by the Mayor and approved by the City Council unless otherwise stated. Voting members are as follows:

- (1) Six members of the public.
- (2) One owner or operator of a transportation business operating in Ann Arbor.
- (3) One member of the Planning Commission, appointed by the Planning Commission, which may also appoint one or more alternates.
- (4) One member of the Commission on Disability Issues, appointed by the Commission on Disability Issues, which may also appoint one or more alternates.
- (5) One ~~individual~~ member appointed by the board of the Ann Arbor Area Transportation Authority, which may also appoint one or more alternates.

(6) One member of the City Council.

Nonvoting members are as follows:

- (1) The City Administrator or designee.
- (2) ~~A City Traffic Engineer.~~ The City Transportation Manager or designee.
- (3) ~~A representative of the City Systems Planning Unit.~~
- (4) The Chief of Police or designee.
- (5) A representative of the Regional Transit Authority of Southeast Michigan.
- (6) A representative of the University of Michigan.
- (7) A representative of the Ann Arbor Public Schools.

4.2 All members of the Commission shall serve without compensation.

4.3 Members appointed by the Mayor and City Council receive a three-year term, which are to be staggered so that one third of the terms expire each year. The Council Member is appointed for a one-year term. Members appointed by another City board or commission or a non-City entity serve until replaced by the appointing entity.

4.4 Consistent with City Charter § 12.2, each member of the Commission shall be a registered elector of the City of Ann Arbor at the time of appointment, unless this requirement is waived by a resolution concurred in by at least seven members of City Council.

4.5 A member whose term has expired may hold over and continue to serve as a member of the Commission until a successor has been appointed. Consistent with City Code § 1:171, no member shall be allowed to hold over for more than 60 days beyond the appointed term whether or not a successor has been appointed, except that City Council may extend terms for periods of 90 days upon the recommendation of the Mayor and vote of at least six members of Council.

4.6 Consistent with City Code § 1:171, the Mayor shall notify City Council of the expiration of a member's term at least 30 days prior and shall present to City Council all proposed reappointments no later than 60 days after the expiration of the term.

4.7 Consistent with City Code § 1:171, any vacancy on the Commission occurring in the middle of a term shall be filled for the remainder of the term in the same manner as for full-term appointments.

4.8 Members are expected to attend regularly scheduled meetings and to notify the Chair and staff liaison in advance if they expect to be tardy or absent. If a member misses more than three regularly scheduled meetings in a 12 month period, the Chair shall notify the Mayor and may recommend removal of the member.

4.9 Consistent with City Code § 1:171, a member of the Commission may be removed for cause by the Mayor with the approval of City Council.

## **Article 5**

### **ETHICS AND CONFLICTS OF INTEREST**

5.1 A member of the Commission shall abstain from discussion or voting on any matter in which that member has a real or apparent conflict of interest. Decisions regarding conflicts of interest shall be evaluated on a case-by-case basis with reasonable application of the principles provided in this Article. A conflict of interest shall at a minimum include, but is not necessarily limited to:

- (1) Discussing, voting on, or otherwise acting on a matter in which a member or any member of his/her immediate family, his/her partner, or an entity with whom the member has family or business ties has a direct financial or beneficial interest.
- (2) Discussing, voting on, or otherwise acting on a matter involving work on property which is owned by that member or which is adjacent to property owned by that member.
- (3) Discussing, voting on, or otherwise acting on a matter when the member's employee or employer is an applicant or agent for an applicant, or has a direct financial or beneficial interest in the outcome.

5.2 A member of the Commission shall neither solicit nor accept gratuities, favors, or anything of monetary value from entities in a position to benefit from a decision of the Commission.

5.3 A member of the Commission shall not obtain, for himself/herself or for any person with whom he/she has business or family ties, any financial or beneficial interest in a matter which may be affected by a decision of the Commission. This restriction shall apply during the member's tenure on the Commission and for one year thereafter.

5.4 A member of the Commission shall disclose the general nature of any potential conflict, real or apparent, and, except when it violates a confidence, shall disclose all pertinent facts relating to the conflict. These disclosures shall be made prior to discussion and voting when possible and shall be recorded in the minutes of the proceedings. The member may then abstain from discussion and voting on the matter.

5.5 A member who cannot vote due to a conflict of interest shall, during deliberation of the matter before the Commission, leave the meeting or the area where the members sit until action on the matter is concluded.

5.6 When a question has arisen as to whether a member is ineligible to participate in discussion or vote on a matter because of a conflict of interest, the Commission may determine that the member is ineligible due to a conflict of interest by a vote of a majority of the other members present. Upon such a determination, the ineligible member shall not participate in discussion or vote on the matter.

5.7 Members of the Commission shall complete an annual disclosure of organization affiliations that could conceivably present a conflict of interest and shall update this disclosure in writing at any time during the year when such affiliations change. These statements will be available for viewing by City staff and Commission members and the public may request copies in accordance with City policies for public records and/or FOIA.

5.8 Members shall not act, hold themselves out, or permit themselves to be perceived as official representatives or spokespersons for the Commission without authorization from the

Commission or the Chair. When communicating for personal purposes on matters that may relate to the Commission's business, members shall clearly indicate that their statements are made in a personal capacity and do not necessarily reflect the views of the Commission. Whenever a member is asked to speak on behalf of the Commission, the member shall seek permission of the Commission or the Chair in advance.

5.9 To maintain public confidence in the objectivity of the Commission and to avoid the appearance of bias or prejudice, a member shall not speak or appear before the Commission on behalf of or as a representative of a potential or actual petitioner. A member should avoid speaking or appearing before another entity on behalf of or as a representative of a potential or actual petitioner and shall inform the Commission and recuse themselves from such a petition if the member does so. Outside of a Commission meeting, a member shall not advise an actual or potential petitioner regarding a petition, except to inform the petitioner of factual procedures of the Commission. This section does not preclude a member from discussing a petition within the scope of the Commission's duties at a Commission meeting.

5.10 Members of the Commission shall communicate with City staff through the Commission's designated staff liaison unless otherwise authorized by the City Services Area that supports the Commission.

5.11 Members shall conduct themselves in a fair, courteous, and understanding manner at all times in the discharge of their duties, and shall avoid exchanges or actions based upon personal differences.

## **Article 6 OFFICERS**

6.1 The officers of the Commission shall be a Chair and Vice-Chair. The officers shall be elected each year from among the voting members of the Commission. The officers shall be elected for a one-year term. No member shall serve more than three consecutive full terms in the same office. The term of each officer shall run from March 1 to the last day of February of the following year. Elections of officers shall be held no later than the month before the officers' terms expire.

6.2 The Chair shall preside at all meetings and shall decide points of order and procedure, subject to the provisions of these bylaws. The Chair shall have the privilege of discussing and voting on all matters before the Commission. The Vice-Chair shall assume the duties of the Chair in the Chair's absence.

6.3 When an office becomes vacant before the expiration of the current term (whether by resignation, removal, incapacity, or other circumstance), the vacancy shall be filled by election in the same manner as for full-term officers and the new officer shall serve the remainder of the term. The replacement officer shall be elected at the next regularly scheduled meeting or as soon as practicable. The Vice-Chair may be elected as replacement Chair, in which case a replacement Vice-Chair shall be elected at the same time.

6.4 No member may hold multiple offices at the same time.

## **Article 7 MEETINGS**

7.1 The Commission shall schedule regular monthly meetings. The entire schedule of regular meetings for the upcoming year shall be posted within 10 days after approval at the first meeting of the year. A change in the schedule of regular meetings must be approved by the Commission, and notice of the change shall be posted within 3 days after the meeting at which the change is approved.

7.2 Special meetings may be called by the Chair or by the written concurrence of a majority of the voting members currently serving on the Commission. When practicable, notice of the special meeting shall be provided to staff and all members of the Commission at least 48 hours in advance. Public notice of the special meeting shall be posted at least 18 hours prior to the scheduled starting time. Except when the special meeting is a rescheduled regular meeting, the purpose of the special meeting shall be stated in the public notice and the Commission may not conduct any business beyond the purpose stated in the public notice, except by unanimous consent of the voting members present.

7.3 Public notice of regularly scheduled committee meetings shall be posted in the same manner as the schedule of regular Commission meetings. Public notice of irregular or special committee meetings shall be posted at least 18 hours prior to the scheduled starting time.

7.4 Public notice of all meetings shall be posted at City Hall or at any location designated by the City Administrator or City Council.

7.5 When practicable, meetings shall be scheduled to allow the staff liaison to provide notice to all members of the Commission at least 48 hours in advance.

7.6 The Chair may cancel a meeting if there is no business on the agenda or if it is clear that a quorum will not be present. The Chair may cancel a meeting due to weather, emergency, or other circumstances that may substantially limit the ability of members of the Commission or the public to attend. The Chair shall give notice of cancellation to members of the Commission and the staff liaison as soon as possible and at least 2 hours prior to the scheduled meeting time, when practicable. The staff liaison shall post public notice of the cancellation as soon as practicable. Cancelled regular meetings may be rescheduled in the same manner as special meetings.

7.7 The presence of six voting members shall constitute a quorum. The concurring vote of a majority of all members present and eligible to vote is required for the Commission to act. The right to vote is limited to members of the Commission actually present at the time the vote is taken at a lawfully called meeting. A member who is not eligible to vote on a matter because of a conflict of interest shall not be counted in establishing a quorum for that matter.

7.9 Voting shall be by voice or a show of hands. If the vote is not unanimous, a roll call vote shall be taken and recorded in the minutes.

7.10 Minutes of all regular and special meetings of the Commission shall be kept in accordance with City administrative policies and direction.

7.11 All meetings of the Commission shall be open to the public and conducted in accordance with the Michigan Open Meetings Act. Closed sessions may be called for purposes listed in the Open Meetings Act. Consistent with City Council Resolution R-642-11-91, all meetings of the Commission's committees and subcommittees shall be open to the public in the spirit of section 3 of the Open Meetings Act.

7.12 Public comment shall be allowed at all meetings. An individual may speak for up to three minutes on any item open for public comment. The Chair may extend an individual's speaking time in the Chair's discretion. Public comment on non-agenda items may be limited in the Chair's discretion.

## **Article 8 AGENDA AND ORDER OF BUSINESS**

8.1 An agenda for each meeting of the Commission shall be developed by the Chair and the staff liaison in consultation with members of the Commission as needed. Agendas for all regular meetings shall be made available to the public and other members of the Commission at least 48 hours before the meeting's scheduled starting time.

8.2 The order of business at regular meetings shall be as follows. The order of business may be suspended or modified by a majority vote of those members present.

- (1) Call to Order
- (2) Roll Call
- (3) Approval of Agenda
- (4) Approval of Minutes of Previous Meetings
- (5) Public Comment
- (6) Regular Business
- (7) Communications
- (8) Adjournment

## **Article 9 COMMITTEES**

9.1 The Commission may create standing or special committees to advise the Commission. Standing committees may, but need not be, described in the bylaws. Committees shall be limited to performing the tasks delegated to them by the Commission and shall report to the Commission on their activities. Each committee shall include at least one member of the Commission and may contain other community members, in the Commission's discretion.

9.2 Members of committees shall be appointed by the Chair and approved by the Commission.

9.3 Meetings of committees, subcommittees, task forces, or other groups created by the Commission shall be held in City facilities unless otherwise approved by the City Administrator. In the interest of managing and preserving City resources, the timing and location of such meetings are subject to the approval of the City Administrator.

9.4 Committees may not speak or act for the Commission except when formally given such authority for specific and time-limited purposes. Committee expectations and authority will be carefully stated in order not to conflict with the authority of the Commission.

9.5 Committees will take notes and provide them in a timely manner to be included in the next regular Commission meeting's agenda packet, as well as occasional written and oral reports.

9.6 Committees will have a charge approved by the Commission including purpose, goals, member composition, and tenure.

## **Article 10 PARLIAMENTARY AUTHORITY**

10.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised may provide guidance to the Commission; however, parliamentary procedure shall be flexible and may be adjusted in the Chair's discretion to best serve the needs of the Commission. Nevertheless, all parliamentary procedures must be consistent with these bylaws and City policies and directives.

10.2 The Commission shall not adopt or follow any operating rules, regulations, guidelines, or procedures not expressly prescribed by these bylaws or Chapter 85 of Ann Arbor City Code.

## **Article 11 AMENDMENT OF BYLAWS**

11.1 Amendments to these bylaws may be approved at any regular meeting. Proposed amendments must have been submitted in writing at the previous regular meeting to be considered. Proposed amendments must be submitted to the Office of the City Attorney for review prior to adoption by the Commission. After adoption by the Commission, the bylaws shall not be effective until approved by City Council.

11.2 These bylaws shall be reviewed by the Commission for possible amendment at least once annually.

## **Article 12 MISCELLANEOUS**

12.1 ~~The Systems Planning Unit shall be the primary provider of administrative support and professional advice to the Commission and shall designate a staff member to be the liaison between the Commission and City staff.~~ The City Administrator has final discretion regarding staffing and providing administrative support and professional advice to the Commission and shall designate a staff member to be the liaison between the Commission and City Staff.



12.2 The Ann Arbor City Attorney's Office shall be the legal consultant to the Commission.