

Request for City Council Action

Date: December 11, 2012

Agenda Section: General Business No. 5	Originating Department: City Manager
Item: Resolution Authorizing the Signing of an Intergovernmental Cooperative Agreement Empowering the Southern Illinois Metropolitan Planning Organization No. 5.5	Approved:

Background:

A Metropolitan Planning Organization (MPO) is a transportation policy-making organization composed of representatives from local government and transportation implementers. The 1962 Federal-Aid Highway Act required the formation of an MPO for all urbanized areas with a population greater than 50,000. MPO's were established to ensure that existing and future expenditures for transportation projects and programs were based on a comprehensive, cooperative, and continuing (3-C) planning process. Federal funding for transportation projects and programs are channeled through this planning process. Through successive authorizations of highway bills, Congress has maintained the use of MPO's for this planning process.

The planning process includes a number of steps:

- * Forecasting future population and employment growth
- * Assessing projected land uses in the region
- * Forecasting future travel demand
- * Identifying major growth corridors and analyzing various transportation improvements
- * Developing a financial plan that covers operating costs, maintenance of the system, system preservation costs and new capital investments

As a result of the 2010 Federal Census, the cities of Carbondale, Carterville, Herrin, and Marion, the Villages of Cambria, Colp, Crainville, Energy, and Spillertown and portions of unincorporated Jackson and Williamson Counties, have exceeded a population of 50,000 and met density criteria for receiving designation as an urbanized area.

Representatives from each of the cities, villages and counties noted above, along with representatives from the Illinois Department of Transportation and the Federal Highway Administration have been meeting regularly since early 2012, preparing for the formation of the local MPO, which shall be known as the Southern Illinois Metropolitan Planning Organization (SIMPO).

To officially be recognized and approved by the State and Federal governments, the local units of government must formally establish the MPO through the passage of an Intergovernmental Agreement and the adoption of By-laws. The Policy Committee of SIMPO will be contracting with Greater Egypt Regional Planning and Development Commission for staffing and administrative services.

Engineering Approval Obtained	Finance Approval Obtained	Legal Approval Obtained	Approval Obtained	Manager's Approval Obtained
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Council Action: Motion by _____ 2nd by _____ to _____

Attached for Council review are copies of the proposed SIMPO Intergovernmental Cooperative Agreement and By-Laws.

Recommendation:

It is recommended that the City Council adopt a Resolution authorizing the Mayor to sign an Intergovernmental Cooperative Agreement Empowering the Southern Illinois Metropolitan Planning Organization.

RESOLUTION NO. 2012-R-_____

A RESOLUTION AUTHORIZING THE MAYOR TO EXECUTE AN INTERGOVERNMENTAL COOPERATIVE AGREEMENT EMPOWERING THE SOUTHERN ILLINOIS METROPOLITAN PLANNING ORGANIZATION

WHEREAS, the City of Carbondale, Illinois, is a home rule unit of local government under the Illinois Constitution, 1970, Article VII, Section 6; and

WHEREAS, pursuant to Article VII, Section 6(a) of the Illinois Constitution, 1970, the City of Carbondale may exercise any power and perform any function pertaining to its government and affairs including, but not limited to, the power to regulate for the protection of the public, health, safety, morals and welfare; and

WHEREAS, as a result of the 2010 federal Census, the Cities of Carbondale, Carterville, Herrin, and Marion, and certain surrounding incorporated and unincorporated areas, have exceeded a population of 50,000 and met density criteria, thus receiving designation as an urbanized area as noted in the Federal Register, Volume 77, N. 59 published on March 27, 2012; and

WHEREAS, 23 U.S.C. 134 and 49 U.S.C. 16024 of the Moving Ahead for Progress in the 21st Century Act (“MAP-21”) requires that each urbanized area with a population of 50,000 or more as a condition to the receipt of federal transportation assistance, have a continuing, cooperative, and comprehensive transportation planning process that results in plans and programs consistent with the comprehensively planned development of the urbanized area; and

WHEREAS, the Parties of the Intergovernmental Cooperative Agreement desire to create the Southern Illinois Metropolitan Planning Organization (SIMPO) as the transportation planning body serving as the forum for cooperative transportation decision-making for the Carbondale Urbanized Area to fulfill the requirements of MAP-21; and

WHEREAS, the City Council finds that it is in the best interest of the City of Carbondale to enter into an Intergovernmental Cooperative Agreement empowering the Southern Illinois Metropolitan Planning Organization, a copy of which is attached hereto and made a part hereof as Exhibit “A”.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CARBONDALE, ILLINOIS, AS FOLLOWS:

SECTION 1. That the City of Carbondale enter into the Intergovernmental Cooperative Agreement Empowering the Southern Illinois Metropolitan Planning Organization with the Parties;

SECTION 2. That the Mayor, on behalf of the City of Carbondale, be authorized to sign the Intergovernmental Cooperative Agreement Empowering the Southern Illinois Metropolitan Planning Organization.

SECTION 3. That the City Manager is directed to take any and all actions necessary to implement the Intergovernmental Cooperative Agreement Empowering the Southern Illinois Metropolitan Planning Organization, a copy of which is attached hereto and made a part hereof as Exhibit “A”.

SECTION 4. That this Resolution be spread at length upon the minute records of the City Council of the City of Carbondale, Illinois.

This Resolution is adopted at a regular meeting of the City Council of the City of
Carbondale, Illinois on the 11th day of December, 2012.

APPROVED: _____
Joel Fritzler, Mayor

FOR: _____
AGAINST: _____
PASSED: _____
APPROVED: _____
RECORDED: _____
PUBLISHED: _____

ATTEST: _____
Jennifer Sorrell, Acting City Clerk

APPROVED AS TO LEGALITY AND FORM:

P. Michael Kimmel, City Attorney

**INTERGOVERNMENTAL COOPERATIVE AGREEMENT
EMPOWERING THE
SOUTHERN ILLINOIS METROPOLITAN PLANNING ORGANIZATION**

This Cooperative Agreement, hereinafter referred to as the “Agreement”, is made and entered into by the following jurisdictions within the state of Illinois: Jackson County, Williamson County, the City of Carbondale, the City of Carterville, the City of Herrin, the City of Marion, the Village of Cambria, the Village of Colp, the Village of Crainville, the Village of Energy, the Village of Spillertown and the State of Illinois acting by and through the Illinois Department of Transportation (IDOT) (collectively, the “Parties”). This Agreement seeks to establish a cooperative intergovernmental framework for the purpose of continuing cooperative and comprehensive transportation planning in and around the Census designated Carbondale Urbanized Area.

WITNESSETH THAT:

WHEREAS, as a result of the 2010 federal Census, the Cities of Carbondale, Carterville, Herrin, and Marion, and certain surrounding incorporated and unincorporated areas, have exceeded a population of 50,000 and met density criteria, thus receiving designation as an urbanized area as noted in the Federal Register, Volume 77, N. 59 published on March 27, 2012;

WHEREAS, 23 U.S.C. 134 and 49 U.S.C. 16024 of the Moving Ahead for Progress in the 21st Century Act (“MAP-21”) requires that each urbanized area with a population of 50,000 or more as a condition to the receipt of federal transportation assistance, have a continuing, cooperative, and comprehensive transportation planning process that results in plans and programs consistent with the comprehensively planned development of the urbanized area; and

WHEREAS, the undersigned agencies desire to create the Southern Illinois Metropolitan Planning Organization (SIMPO) as the transportation planning body serving as the forum for cooperative transportation decision-making for the Carbondale Urbanized Area to fulfill the requirements of MAP-21.

NOW, THEREFORE, THE PARTIES HEREBY AGREE AS FOLLOWS:

Article 1. Name

Upon ratification of this Agreement by the legislative authorities of all participating local entities including Jackson County, Williamson County, the City of Carbondale, the City of Carterville, the City of Herrin, the City of Marion, the Village of Cambria, the Village of Colp, the Village of Crainville, the Village of Energy, the Village of Spillertown and the State of Illinois acting by and through the Illinois Department of Transportation, a joint transportation planning organization called the Southern Illinois Metropolitan Planning Organization, hereafter referred to as “SIMPO” is hereby constituted with the purposes, powers, and structure set forth below.

Article 2. Purpose, Duties, and Responsibilities of SIMPO

SIMPO is created to perform and carry out a continuing, cooperative and comprehensive transportation

planning process for the Carbondale Urbanized Area in accordance with applicable federal laws, policies and procedures, and with the cooperation and assistance of its members and the U.S. Department of Transportation. Unless otherwise specified by the subsequent amendments to MAP-21, the duties of SIMPO shall include:

1. Providing a forum for cooperative transportation planning and decision-making, and establishing a public involvement process that ensures opportunities for early and continuing involvement of local governmental units, transit operators, and the general public in the review and evaluation of all transportation plans and programs.
2. Formulating, approving, and periodically updating a multi-modal transportation plan for the metropolitan area which shall conform to all applicable federal requirements and schedules to make more efficient use of existing and proposed transportation systems.
3. Formulating and annually approving the Transportation Improvement Program (“TIP”) for the metropolitan planning area, which shall cover a period of not less than three (3) years consistent with the transportation plan.
4. Complying with all applicable federal, State, and local laws, policies, and federal requirements regarding transportation planning and programming.
5. Formulating and annually approving a transportation planning work program which shall identify all transportation-related planning activities funded with State and federal financial aids and technical assistance, including transit planning and programming, in accordance with the provisions of this Agreement.
6. Other planning and project development activities necessary to address transportation issues in the metropolitan planning area.

Article 3. Organization, General Powers and Duties

1. SIMPO shall include a Policy Committee, a Technical Committee, an Advisory Committee, and other standing or temporary/special purpose committees as needed to carry out the duties and functions of SIMPO.
2. SIMPO planning shall be guided by the Policy Committee, which shall have final authority over all matters within the jurisdiction of SIMPO.
3. The Technical Committee shall be established for the purpose of providing technical advice and recommendation to the Policy Committee and conducting or overseeing the technical planning functions and duties of SIMPO.
4. The Advisory Committee shall include non-voting members from federal and State transportation agencies and other interest groups, and shall be established for the purpose of providing technical assistance, as needed, to the Technical and Policy Committees on all transportation and related issues.

5. For administrative purposes, a local Lead Agency shall be designated. Unless otherwise changed by the Policy Committee, the Lead Agency for SIMPO shall be the Greater Egypt Regional Planning and Development Commission.
6. IDOT, the Jackson and Williamson County Highway Engineer's Offices, and each municipality shall assist the Lead Agency in securing data and source materials necessary to the effective accomplishment of the transportation planning process.

Article 4. Policy Committee Membership

The chief elected, appointed or administrative officials from each eligible unit of local government shall serve as active members and to thereby decide transportation policy issues for the area. In cases where it is not possible for the chief elected, appointed or administrative official to personally participate, an alternate appointment can be provided. If an alternate is appointed, such alternate has the full responsibility and power of the member.

The SIMPO Policy Committee shall be composed of the following representatives, each having one vote:

- Carbondale (Mayor);
- Carterville (Mayor);
- Herrin (Mayor);
- Marion (Mayor);
- Jackson County (Board Chair);
- Williamson County (Board Chair);
- Villages under 5,000 in population (Cambria, Colp, Crainville, Energy, Spillertown will be represented by a single Village President elected by the Villages under 5,000 in population within the Urbanized Area);
- Jackson County Mass Transit or Rides Mass Transit (CEO); and
- IDOT District 9 (Regional Engineer).

Alternate Members – The members designated in this Article, may appoint another person as an alternate to represent them provided that:

1. Such appointment is submitted in writing to the Chairman of the Policy Committee, including the alternate's title and the time period of such appointment.
2. If the member attends with the alternate, the member's actions take precedence over the alternate's.

Hereafter in the Agreement, the word "member" means either member or alternate as defined above.

Article 5. Technical Committee Membership

The Technical Committee of the SIMPO is responsible for providing technical advice and recommendations to the Policy Committee and Lead Agency staff on all matters pertaining to the SIMPO planning function, as well as other related matters referred to them by the Policy Committee. This responsibility includes reviewing and providing advice for the development of the annual Unified Work

Program, and the assignment of funding and prioritization of projects for the annual Transportation Improvement Program.

The SIMPO Technical Committee shall be composed of the following representatives.

- Carbondale – 1 voting member;
- Carterville – 1 voting member;
- Herrin – 1 voting member;
- Marion – 1 voting member;
- Jackson County – 1 voting member;
- Williamson County – 1 voting member;
- Villages under 5,000 in population (Cambria, Colp, Crainville, Energy, Spillertown) – 1 voting member;
- Jackson County Mass Transit or Rides Mass Transit – 1 voting member; and
- IDOT District 9 – 1 voting member.

Article 6. Advisory Committee Membership

- IDOT Office of Planning;
- Federal Highway Administration - Illinois Division;
- Federal Transit Administration - Region Five;
- The City of Murphysboro;
- Greater Egypt Regional Planning and Development Commission;
- Southern Illinois Airport;
- Williamson County Airport; and
- Southern Illinois University.

Article 7. Powers and Duties of the Policy Committee

1. The SIMPO Policy Committee and IDOT shall jointly share the responsibility for developing and maintaining the transportation plans and programs as required by State and federal law. To the extent possible and depending upon State and federal appropriations, IDOT shall make funding available to SIMPO for the purpose of carrying out such responsibilities.
2. The Policy Committee shall have the power to establish and appoint members to the Technical Committee or other temporary or special purpose committees as needed to carry out the duties of SIMPO. Membership on these committees may consist of individuals or representatives of organizations not otherwise represented on the Technical or Policy Committees. The business of said temporary or special purpose committee shall be conducted in a manner similar to that outlined for the Technical Committee and as further directed by the Policy Committee.
3. The Policy Committee shall elect a Chairman and Vice-Chairman from its membership, said election to occur every two (2) years in June. The Chairman of the Policy Committee shall not be the District 9 Regional Engineer of the Illinois Department of Transportation.
4. The Policy Committee shall have the authority to enact by-laws governing or directing the activities and procedures of SIMPO provided such by-laws do not conflict with the terms of

this Agreement.

5. Subject to approval by the Policy Committee, SIMPO is empowered to enter through the Lead Agency into contracts and agreements with units of federal, State, and local government, private corporations, not-for-profit organizations, partners, and individuals for purposes within the authority of SIMPO.
6. Subject to approval of the Policy Committee, SIMPO is empowered through the Lead Agency to receive grants and funding from federal, State, and local units of government, and from public and private sources. All said funding shall be coordinated annually through the Unified Transportation Work Program.
7. The Policy Committee shall approve and maintain the transportation plan, and shall annually review and approve the Transportation Improvement Program (TIP).
8. The Policy Committee shall direct and oversee the planning process to ensure the following in accordance with applicable federal laws: involvement of appropriate public and private transportation providers; non-discrimination on the basis of age, race, income, color or national origin; appropriate involvement of minority business enterprises, women owned enterprises, handicapped owned business enterprises; and maintain adequate plans and provision for the transportation-handicapped.
9. The Policy Committee shall have the authority to assess fees to the entities eligible to be represented by the Policy Committee to provide the required non-federal share of the Program.

Article 8. Powers and Duties of the Technical Committee

1. The Technical Committee shall elect a Chairman and a Vice-Chairman from its membership, said election to occur every two (2) years in June. The Chairman of the Technical Committee shall not be a representative of the Illinois Department of Transportation.
2. The Technical Committee shall provide technical advice and recommendations to the Policy Committee on all matters pertaining to the technical planning functions of SIMPO and on other related matters referred to them by the Policy Committee.
3. The Technical Committee shall establish and appoint members to other temporary or special purpose committees as needed to assist the Technical Committee in carrying out its duties. Membership on these committees may consist of individuals or representatives from organizations not otherwise represented on the Technical or Policy Committees. The Policy and/or Technical Committee shall direct temporary or special purpose committees, with business to be conducted in a manner similar to that outlined for the Technical Committee.

Article 9. Powers and Duties of the Advisory Committee

1. Advisory Committee members shall be non-voting members.

2. The Advisory Committee shall provide technical assistance to the Policy Committee, Technical Committee, and any special purpose or ad hoc committees on transportation and related issues as requested by the Policy or Technical Committees.

Article 10. Powers and Duties of the Lead Agency

1. The Lead Agency shall supervise and coordinate the activities and act as the administrative agent for SIMPO. The Executive Director shall oversee the Lead Agency's responsibilities as the administrative and financial agent for SIMPO.
2. After approval by the Policy Committee, The Executive Director will enter into contracts, as needed, to obtain and utilize funding available for transportation planning purposes.
3. The Lead Agency shall designate a Director of Transportation Planning who is qualified to facilitate the necessary highway and mass transit planning.
4. The Director of Transportation Planning, working through the Lead Agency, shall be responsible for the following general tasks:
 - Administrative and adjutant services of SIMPO, including record keeping, correspondence, local funding disbursement and management, document maintenance, general information dissemination to the public, and other supportive services to and directed by the SIMPO Committees;
 - Schedule meetings, prepare agendas, issue notices, prepare minutes and generally ensure that all meetings are conducted in accordance with the Illinois Open Meetings Act;
 - Obtain preliminary assurance, as needed, of matching funds sufficient to obtain available State and federal funding available for transportation planning purposes (with actual match to be provided by agencies or entities using said funds);
5. Other member agencies may provide assistance to the Lead Agency as needed.

Article 11. Required Local Funds

The Federal Highway and Federal Transit Planning Programs (hereinafter referred to as "Program") require 20% of the Program is funded with non-federal funds. Local entities, eligible to be represented by the Policy Committee, are required to contribute on an annual basis, up to 20% of SIMPO's annual operating budget for the Program. To maintain voting privileges, entities must be current with their local contribution. An exception to this rule requires a unanimous vote of the Policy Committee.

Calculation of the Required Local Funds

1. Any state contribution to the Program is applied. In the event the state contributes 100% of SIMPO's required match, a 3.5% contribution will be collected and reserved to offset the

cost of future local matching contributions. The reserve fund shall be capped at 20% of SIMPO's annual operating budget for the Program.

2. The remaining balance of the required 20% non-federal share, or reserve fund contribution, will be divided among the local entities in the following manner:

Counties

Will be calculated using a per capita rate based on the non-incorporated population¹ within the Urbanized Area.

Municipalities (population of 5,000 or more)

Will be calculated using a per capita rate based on the population¹ within the Urbanized Area.

Municipalities (population under 5,000) and Mass Transit Districts

A flat fee set by the Policy Committee.

¹ Population from current U.S. Census data

Article 12. Meetings, Voting, and Miscellaneous

1. The Policy Committee shall meet as needed, typically one week after the Technical Committee meetings. In regard to Policy Committee meetings, the Policy Committee Chairman or, in the absence of the Chairman, the Vice Chairman shall have the authority to cancel or reschedule meetings, to call special or emergency meetings, to continue meetings, or to change the schedule of regular meetings, as needed to conduct the business of SIMPO.
2. The Technical Committee shall meet as needed throughout the calendar year. In regard to Technical Committee meetings, the Chairman of the Technical Committee shall have the authority to cancel or reschedule meetings, to call special or emergency meetings, as needed to conduct the business of SIMPO.
3. A quorum of the Policy or Technical Committees and/or any other temporary or special purpose committee established under the powers established herein shall consist of a simple majority of the respective committee's members.
4. Policy Committee actions on issues which determine the use or allocation of federal funds shall require a majority vote of not less than the total number of Policy Committee members minus one (1). Unless otherwise more strictly specified in other parts of this Agreement, all other activities of the Policy Committee and all activities of the other committees shall be decided by a simple majority vote of the members present for the meeting.
5. Minutes shall be kept of all Policy and Technical Committee meetings.
6. All meetings shall be open to the public, held in places accessible to the handicapped and conducted in accordance with the Illinois Open Meetings Act.

7. Voting and representation through another person authorized to act for a member (Proxy) is permitted on the Policy Committee. Authorization must be in the form of a written statement from the official member granting proxy. Absentee voting is not allowed.
8. Proxy voting and representation is permitted on the Technical Committee, to the extent needed. Written authorization is required. Absentee voting is not provided for and no single person may represent or vote for more than one member agency at any given meeting.
9. The business of the Policy and Technical Committee meetings shall be conducted in accordance with the following and in the same order of priority to avoid conflict: (1) the terms of this Agreement, (2) applicable by-laws of the Committee or SIMPO, if any, and (3) Roberts Rules of Order.
10. Policy Committee actions approving the Long Range Transportation Plan, Transportation Improvement Program, Unified Work Program, and other substantive planning documents shall be made in the form of written resolutions through formal motions at the meetings. Policy Committee actions or directions to the Technical Committee or Lead Agency staff may be made in the form of motions. All official actions and the votes thereon shall be recorded in the minutes. Most Technical Committee actions will be in the form of motions, which make recommendations or deliver information to the Policy Committee.
11. It is understood that agencies eligible for membership in SIMPO can choose not to participate. Their non-participation will not prevent their use of federal funds, but it will prevent their direct participation in the planning and priority- setting process of SIMPO. It is further understood that each agency shall initiate its own projects, whether or not it chooses to participate in the transportation planning process outlined in this Agreement; and
12. To assure area-wide coordination of transportation planning, SIMPO cooperatively determines the priorities of federally-funded transportation projects within the urbanized area under the monetary control of SIMPO.

Article 13. New Membership Criteria and Terms-Policy Committee

New members may be added to the Policy Committee by simple amendment to this Agreement whereby the amendment is unanimously agreed to by the Policy Committee. However, it is agreed that all the following criteria be met when considering new Policy Committee membership:

1. The existing members and the petitioning entity must reach mutual agreement regarding voting powers and any other factors considered relevant. Decisions on issues involving the use of federal funds should continue to require a majority approval of no less than the total Policy Committee membership, minus one.
2. A formal written request must be made to the Policy Committee for consideration.

Article 14. New Membership Criteria and Terms - Technical Committee

Technical Committee membership may occasionally need to be changed or added to in response to changes in local government structure or changes in transportation planning emphasis. The Policy Committee by unanimous agreement of its members shall have the authority, without qualification to change or add Technical Committee members. The Policy Committee may also appoint new Technical Committee members by simple majority vote if the entity meets all of the following criteria:

1. The entity provides transportation services or has comprehensive land use and/or transportation planning responsibility, totally or partially, within the Carbondale Urbanized Area.
2. The entity is eligible to receive, directly or indirectly, funds from the U.S. Department of Transportation.
3. The entity is able to enter into legal contracts with other entities, either as an autonomous entity itself or as an empowered department or agency of an autonomous entity.
4. The entity is: (a) a special purpose unit of government; or (b) a city, village, or township that provides transportation services or facilities as part or all of its functions; or (c) a not-for-profit corporation whose chartered function under the laws of the State is to provide transportation; or (d) a member agency of the SIMPO Technical Committee.

Article 15. Equal Opportunity Assurance

The Parties hereby certify that as a condition of receiving federal assistance to conduct transportation-planning activities, the Parties will ensure:

1. That the intent of Title VI of the 1964 Civil Rights Act (42 U.S.C. 2000d-1) which states, "No person in the United States shall, on the ground of race, color, or national origin be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity receiving federal financial assistance," is met.
2. SIMPO will compile, maintain, and submit in a timely manner Title VI information required by DPTS Circular 1160.1A and in compliance with the U.S. Department of Transportation's Title VI regulation, 49 CFR Part 21.9.
3. SIMPO will make it known to the public that the person or persons alleging discrimination on the basis of age, race, income, color, or national origin, as it relates to the provision of transportation services and transit-related benefits, may file a complaint with the Federal Transit Administration and/or the U.S. Department of Transportation.

Article 16. Severability

If any one or more of the provisions of this Agreement, or subsequent by-laws which may be added to direct or govern the activities of SIMPO, or subsequent application thereof are declared unconstitutional

or contrary to law by a court of competent jurisdiction, such ruling shall not affect any other provision of this Agreement not specifically included in such rulings or which can be given effect without the unconstitutional or invalid provision or application; and to this end, the provisions of this Agreement are declared severable.

Article 17. Ratification, Amendment and Termination

1. The Mayors, Village Presidents, Chairman of County Boards, and the Department of Transportation shall make ratification of this Agreement by signing in the appropriate space below, when so empowered to do so by formal action of the appropriate member organization.
2. Except for changes to the membership of the Policy, Technical or Advisory Committees made by the Policy Committee, amendment to this Agreement shall be made in the same manner as initial ratification.
3. Additional parties of this Agreement may participate through adoption of an authorizing resolution or ordinance similar to those adopted by the original members; each current Party to the Agreement must authorize participation of additional Parties through adoption of a resolution.
4. This Agreement shall become effective upon ratification and shall supersede agreements for cooperative Transportation Planning in the Carbondale Urbanized Area.
5. This Agreement shall remain in force continuously and shall be automatically renewed on each succeeding June 30th following initial ratification unless a signatory member presents written notice of intention to terminate its participation in this Agreement at least ninety (90) days prior to the annual automatic renewal date. Such termination shall not affect the rights and duties of the remaining members or affect the continuing validity of this Agreement as to such remaining members.

NOW THEREFORE BE IT RESOLVED, approval of this Agreement by the State shall become effective upon ratification and shall supersede all previous agreements in the continuing, cooperative, and comprehensive transportation planning process for the Carbondale Urbanized Area.

**BYLAWS OF THE
SOUTHERN ILLINOIS METROPOLITAN PLANNING ORGANIZATION-"SIMPO"**

ARTICLE I - CREATION

SIMPO was created by the Intergovernmental Cooperative Agreement Empowering the Southern Illinois Metropolitan Planning Organization, approved by the Governor of the State of Illinois on _____ (Agreement).

ARTICLE II - PURPOSE

The purpose and objectives of the SIMPO BYLAWS are:

- (a) to facilitate a structured working relationship between the participating member agencies of SIMPO; and
- (b) to provide a procedural framework to guide the work of the Policy, Technical, Advisory and all other Committees (Committee(s)) referenced in the Agreement.

ARTICLE III - ORGANIZATION

A. General

The composition of the Policy and Technical Committees, their purpose and the election of its officers are set forth in the Agreement. To the extent that any provisions in these Bylaws conflict with or are inconsistent with the Agreement, the provisions of the Agreement shall prevail.

B. Chairperson

The Chairperson shall be the principal executive officer of each Committee and shall, in general, control all the business and affairs of the Committee. The Chairperson may appoint such special committees and define their duties and functions, as the Chairperson deems necessary and desirable.

C. Vice-Chairperson

In absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be assigned by the Chairperson.

D. Election

Every odd numbered year, in the month of April the Chairperson shall ask for volunteers for the Nominating Committee. In the June meeting, a slate of officers shall be presented by the Nominating Committee. The Chairperson shall ask three times for other nominations from the members. Once all nominees are determined, the members present shall vote to approve the slate of officers.

ARTICLE IV - PROCEDURE

A. Meetings

During the July meeting the Policy and Technical Committees will adopt a schedule of regular meetings for the next fiscal year.

B. Special Meetings

Special meetings may be called by the Chairperson or the Lead Agency at such times and locations as deemed necessary.

C. Notice

(1) The Lead Agency- shall ensure proper public notice of Committee or special committee meetings as required by law.

(2) Agendas of all regular or special meetings shall be provided to all Committee members no less than five days in advance of a meeting. Agendas for emergency meetings will be provided as soon as possible.

D. Order of Business

The order of business to be transacted at any meeting shall be determined by the Chairperson in advance of the meeting. A majority of the Committee members present may agree with a voice vote to allow an agenda to be presented at the meeting and may amend any agenda being considered at said meeting. Once an agenda is approved, no other business shall be submitted at a regular meeting for action without the consent of two-thirds (2/3) of the members present.

E. Rules of Order

All proceedings shall be governed in accordance with the following and in the same order of priority to avoid conflict: (1) the terms of the Intergovernmental Agreement, (2) applicable by-laws of the Committee or SIMPO, if any, and (3) the most recent edition of Roberts Rules of Order.

F. Interest of members

(1) Voting. No member of the Committee who himself, member of immediate family, or whose private for-profit partnership or business has any monetary interest in any project or issue before the Committee shall in any way act or vote upon such issue.

(2) Record. The Recording Secretary provided by the Lead Agency shall show in the minutes and records of the Committee the fact of the non-participation in the issue by such member and the reason for the non-participation.

(3) Duty to Disclose. Each member of the Committee shall immediately disclose to the Chairperson any such interest for inclusion on the agenda for priority consideration prior to any act or vote on the issue.

(4) Avoid Appearance of Impropriety. Each member shall avoid acting or voting on any issue which, though not strictly prohibited, gives the appearance of impropriety or would tend to bring the Committee into disrepute.

(5) If a Technical Committee member anticipates being absent from a Committee meeting, the individual will contact the Lead Agency. If the member is absent three (3) times within a twelve (12) month period, the member will be deemed to have resigned and the position declared vacant. If a member is represented at a meeting by proxy, the member is then considered present.

(6) Proxy voting and representation is permitted on the Technical Committee, to the extent needed. Written authorization is required. Absentee voting is not provided for and no single person may represent or vote for more than one member agency at a given meeting.

G. Amendments to Bylaws

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted in the following manner:

(1) Proposal by Members. A proposal that the Bylaws be altered may be made by a member of either Committee by filing with the Lead Agency a written statement setting forth the proposal signed by the proposer(s), together with a request that the proposal be submitted at the next regular meeting or that a special meeting be called to consider such proposal.

(2) Notice. When a proposal has been made to alter the Bylaws, the agenda of a meeting at which it is intended to alter the Bylaws shall contain a statement of the proposed Bylaw change.

(3) Approval. No alteration to the Bylaws shall be considered approved until approved by two thirds (2/3) of the members of the Policy Committee.

ARTICLE V

A. Effective Date of Bylaws

These Bylaws shall take effect on the date of their adoption by the Policy Committee.

B. Adoption

These Bylaws were adopted at the regular meeting of the Policy Committee on _____.