

**Bylaws for the
Saint Cloud Area Planning Organization
Technical Advisory Committee**

1. NAME

The name of the Committee will be the Technical Advisory Committee (TAC).

2. ORGANIZATION

The purpose of the TAC is to research, analyze, and report on all issues of a technical nature as well as to provide assistance and to make recommendations to the Saint Cloud Area Planning Organization's (APO's) Policy Board in carrying out the goals and objectives of the APO. The TAC will also provide guidance to APO staff and consultants in conducting the work specified in the Unified Planning Work Program (UPWP). Additional and specific responsibilities may be defined, as needed, by the APO Policy Board.

3. MEMBERSHIP & VOTING

3.1 Members

3.1.1 **At a minimum**, TAC membership shall include:

- a. Any political subdivision of the State of Minnesota whose jurisdiction overlaps – in whole or in part – with the approved geographic metropolitan planning area (MPA) of the APO AND whose governing body has approved the APO's Joint Powers Agreement (JPA); and
- b. The Minnesota Department of Transportation District 3; and
- c. The Saint Cloud Metropolitan Transit Commission or successor agency thereof.

3.1.2 At its sole discretion, the APO Policy Board may approve additional individuals, organizations, agencies, advocacy groups, non-profits, or other entities to be members of the TAC. Such members may be either voting members or non-voting members.

3.2 Primary Voting Representatives

3.2.1 Each TAC member identified in section 3.1.1 (above) shall appoint one Primary Voting Representative to serve on the TAC with the exception of the City of Saint Cloud, which is allowed to appoint two Primary Voting Representatives.

3.2.2 Entities approved for TAC membership under subsection 3.1.2 (above) shall also appoint a Primary Representative to serve on the TAC. If the Policy Board approved the entity as a voting member of the TAC, then the representative of that entity shall be a Primary Voting Representative. Otherwise, they shall be a non-voting Primary Representative.

3.2.3 All voting and non-voting Primary Representatives shall serve until replaced by the member's appointing body or until the member withdraws their APO membership.

3.2.4 Primary Representatives may be changed at any time by the member, however, the appointment of a new Primary Voting Representative must be communicated in writing or via email to the TAC Chair at least 24 hours prior to the next scheduled meeting of the APO's TAC. Failure to provide sufficient notice may result in the member's Primary Voting Representative not to be recognized as the duly appointed voting representative for that member.

3.2.5 All Primary Voting Representatives are allowed one vote.

3.3 Alternate Voting Representatives

3.3.1 Voting members may also appoint Alternate Voting Representatives. These representatives shall be recognized as the member’s official voting representative only if the member’s Primary Voting Representative is absent from a meeting.

3.3.2 If a member’s Primary Voting Representative and Alternate Voting Representative both attend the same meeting at the same time, only the Primary Voting Representative’s vote shall count and the presence of the Alternate Voting Representative shall not be considered for purposes of determining quorum.

3.3.3 Alternate Voting Representatives may be changed at any time by the member unit, but the appointment of an Alternate Voting Representative must be communicated in writing or via email to the TAC Chair at least 24 hours prior to the next scheduled meeting of the APO TAC. Failure to provide sufficient notice may result in the member’s Alternate Voting Representative not being recognized as the duly appointed representative for that member.

3.4 Ex-Officio Members & Representatives

3.4.1 Ex-officio representatives are individuals who are members of the TAC by virtue of holding another position or office. The following are ex-officio members of the TAC:

- a. APO Policy Board members.
- b. Air Quality Specialist for U.S. Environmental Protection Agency (EPA): Regional Office.
- c. Community Planner for Federal Highway Administration (FHWA): Minnesota Division Office.
- d. Transportation Program Specialist for Federal Transit Administration (FTA): Region 5 Office.
- e. Minnesota Pollution Control Agency Principal State Planner.
- f. MnDOT District 3 State Aid Engineer.
- g. MnDOT Office of Transit and Active Transportation (OTAT) Transit Mobility Coordinator.
- h. MnDOT Office of Transportation System Management Metropolitan Planning Organization Planning Program Coordinator.
- i. Saint Cloud APO Active Transportation Advisory Committee (ATAC) Representative.

3.4.2 Ex-officio members and representatives are non-voting members and representatives.

3.4.3 Ex-officio members do not count toward determining the presence of a quorum.

3.5 Attendance

There is no attendance requirement for individual representatives. However, attendance records of each Primary Voting Representative and Alternate Voting Representative will be kept and annually reported to member units to help ensure that each member unit is being represented to the extent that they so desire.

4. OFFICERS

4.1 TAC Chair

The APO Senior Transportation Planner will serve as the TAC Chair.

4.1.1 Duties of the TAC Chair

Duties of the TAC Chair include: Drafting of an agenda of business to be transacted at any Regular or Special Meeting of the TAC; presiding at TAC meetings to assure a comprehensive, cooperative, and continuing (3-C) process; calling special meetings as the TAC Chair deems necessary or upon request by a one-third vote of TAC members; and facilitating and/or coordinating special committees created by the TAC membership.

4.2 TAC Vice Chair

The APO Executive Director shall serve as the TAC Vice Chair.

4.2.1 Duties of the TAC Vice Chair

Perform the duties of the Chair in the absence of the Chair.

4.3 Absence of TAC Chair and Vice Chair

In the absence of the TAC Chair and Vice Chair, the most senior-level APO staffer will preside at the Regular or Special Meeting of the TAC as temporary chair until such a time that (a) the Chair or Vice Chair arrive; or (b) the meeting has adjourned.

4.4 TAC Secretary

The APO Administrative Assistant will serve as the TAC Secretary.

4.4.1 Duties of the TAC Secretary

Duties of the TAC Secretary include: Taking minutes at all meetings and submit them for approval to the membership at the following meeting; serving as custodian of the TAC's records; and keeping the official membership roll.

5. MEETINGS

5.1 Regular Meetings

Meetings of the TAC shall be held monthly based upon a schedule adopted by the TAC annually. The TAC Chair shall determine the meeting location and time. The TAC Chair or Vice Chair may cancel a regularly scheduled meeting. Notices of regular meetings shall be emailed to the membership at least 10 days in advance of the meeting.

5.2 Special Meetings

The TAC Chair or Vice-Chair, when they deem necessary, may call a Special Meeting of the TAC. At least one representative from each member unit must be contacted personally a minimum of three business days in advance of the meeting for such Special Meeting to be valid.

5.2.1 A written petition signed by one-third of the member units and presented to the TAC Chair and/or Vice Chair a minimum of three business days prior to the requested date for a Special Meeting shall constitute a call for such meeting.

5.2.2 The call for any Special Meeting shall designate the date, time, place, the business to be transacted, and who called the meeting. As such Special Meetings, no business shall be considered other than as designated in the call.

5.2.3 The agenda for said meeting may be delivered via email to each representative of the TAC as far in advance of the Special Meeting as practicable.

5.3 Conduct of Meetings

5.3.1 All agendas of the TAC will be posted to the APO's website 10 days in advance of Regular Meetings of the TAC.

5.3.2 All meetings of the TAC will be conducted in-person unless the threshold to conduct meetings through the use of Internet means has been met as outlined in Section 5.5.

5.3.3 Pursuant to the Americans with Disabilities Act and the policies of the APO's Stakeholder Engagement Plan, meeting locations shall be accessible to all people of all abilities.

5.3.4 All meetings of the TAC will be open to the public.

5.3.5 All Regular and Special Meetings of the TAC will have a designated time for the public to address the TAC membership.

5.4 Quorum

In order for business to be transacted, there must be a recognized quorum of voting representatives. Quorum for the TAC will be no less than one-half of voting members.

5.4.1 A quorum is not lost when a member or members abstain from voting.

5.4.2 If a quorum is not reached within 15 minutes of the scheduled meeting time, those members present may, by unanimous agreement, select to continue the meeting as an informational meeting to discuss items on the agenda that do not require approval or action by the TAC voting membership.

5.5 Video and Teleconference Meeting

5.5.1 Meetings of the TAC may be conducted through use of Internet meeting services designated by the Chair (a) when the Chair or Vice-Chair has obtained written consent for this from a majority of the TAC membership; (b) in the case of special meetings, when so directed by those calling the special meeting; or (c) when it is prohibitive to conduct a meeting in-person due, but not limited, to local, State, or Federal declaration of emergency.

5.5.2 In the event that an in-person meeting of the TAC is not practical or prudent because of a health pandemic or an emergency declared under Minnesota Statute Chapter 12, the TAC may conduct its business in an electronic format as outlined in Minnesota Statute 13D.021.

5.5.3 Internet meetings of the TAC shall be subject to all rules adopted by the APO's Policy Board for the conduct of the TAC. Any such rules adopted by the APO Policy Board for the conduct of the TAC shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the TAC.

5.5.4 If communication is lost by a voting representative and cannot be restored in a timely fashion, the voting representative participating through electronic means will be considered to have left the meeting. In that event, the Secretary will ascertain whether quorum continues.

5.6 Agenda

The TAC Chair shall draft all meeting agendas.

5.6.1 Regular Meeting agendas may be amended at the meeting pursuant to Robert's Rules for amending agendas. Special Meeting agendas are restricted to the business designated in the meeting notice.

5.7 Voting

Voting privileges are bestowed upon representatives of voting members as identified in Sections 3.

6. SUB-COMMITTEES

6.1 Permanent Sub-Committees

6.1.1 The APO Policy Board may, by a two-thirds vote of voting representatives present at a duly called meeting noticed for such purpose, approve the formation or dissolution of permanent advisory sub-committees of the TAC.

6.1.2 The following committees have been formally approved by the Policy Board to serve as a sub-committee of the TAC:

- a. Active Transportation Advisory Committee (ATAC), as established by the APO's Policy Board, shall serve as a permanent citizen advisory committee to the TAC for the purpose of identifying and addressing the needs of active transportation modes such as bicycling and walking.

6.2 Temporary Working Groups

A temporary working group of the TAC may be appointed by the TAC Chair on the recommendation of TAC membership. Temporary working groups shall be created for a specific task or function delegated by a majority vote of voting representatives present at a duly called meeting.

7. PARLIAMENTARY AUTHORITY

Roberts Rules of Order (current edition) shall govern the conduct of meetings where not otherwise specifically provided by these bylaws.

8. AMENDMENT OF BYLAWS

8.1 Amendments

8.1.1 The Bylaws of the TAC must be approved by a two-thirds vote of the APO's Policy Board present at a duly called meeting noticed for such purpose.

8.1.2 All amendments shall be recorded by date with clearly identified changes and permanently appended to these Bylaws in an appendix.

These Bylaws for the Technical Advisory Committee were adopted by the Saint Cloud Area Planning Organization Policy Board on Oct. 8, 2020.