By-Laws

Winston-Salem Urban Area Transportation Advisory Committee

Article I - Name

The name of this organization shall be the Winston-Salem Urban Area Transportation Advisory Committee, hereinafter referred to as the "TAC."

Article II - Purpose

The purpose and goals of this committee shall be:

1. To develop and direct a Continuing Comprehensive transportation planning process carried on Cooperatively by the State and local communities in conformance with the Federal guidelines for that process within the Winston-Salem Urban Area Planning Area;

2. To advise the policy boards within the Winston-Salem Urban Area Planning Area on the status and needs identified through the continuing transportation planning process;

3. To facilitate coordination and communication between the policy boards and agencies represented on the TAC and the staff group, known as the Technical Coordinating Committee (TCC);

4. To facilitate coordination between the policy boards of the Winston-Salem Urban Area TAC and the North Carolina Department of Transportation (NCDOT);

5. To assist the general public in understanding decisions and policies of the policy boards;

6. To act as a forum for cooperative decision-making by elected officials of the Winston-Salem Urban Area TAC in cooperation with the State, thereby fulfilling the requirements for a cooperative planning process; and

7. Other duties and responsibilities as outlined in the most recent “Memorandum of Understanding” approved by the participating members of the Winston-Salem Urban Area TAC.
ARTICLE III - MEMBERS

Section 1 - Number and Qualifications: As specified in the most recent “Memorandum of Understanding” and “Addendums” thereto, the TAC shall include the following voting members:

- Three elected officials from the City of Winston-Salem City Council, one of which shall be the Mayor;
- Two elected officials from the Forsyth County Board of Commissioners;
- One elected official from the Town of Bermuda Run Town Council;
- One elected official from the Town of Bethania Town Council;
- One elected official from the Village of Clemmons Village Council;
- One elected official from the City of King City Council;
- One elected official from the Town of Kernersville Town Council;
- One elected official from the Town of Lewisville Town Council;
- One elected official from the Town of Midway Town Council;
- One elected official from the Town of Rural Hall Town Council;
- One elected official from the Village of Tobaccoville Village Council;
- One elected official from the Town of Walkertown Town Council;
- One elected official from the Town of Wallburg Town Council;
- One elected official from the Davidson County Board of Commissioners;
- One elected official from the Davie County Board of Commissioners;
- One elected official from the Stokes County Board of Commissioners;
- One member of the Board of Directors of the Winston-Salem Transit Authority;
- One representative of the North Carolina Department of Transportation, from the Board of Transportation; and
- One elected official from each municipality added to the MPO and granted voting rights by the TAC.

The Chairman of the City-County Planning Board (CCPB), the Secretary to the TAC, the Chairman of the Forsyth County Airport Commission, and the Division Administrator, North Carolina Division, Federal Highway Administration, United States Department of Transportation, shall all serve as advisory, non-voting members of the TAC.

As permitted in the Memorandum of Understanding, the TAC may add members by majority vote of the Committee's membership. At the pleasure of the TAC, those new members may be full voting members, partial voting members, or advisory, non-voting members, provided that new member(s) must become a party to the Memorandum of Understanding by adopting and executing an Addendum to the Memorandum of Understanding.

Section 2 - Terms of Office: Members of the TAC shall remain in office until; (1), their designation has been rescinded by their respective governing board; (2), their governing board has designated a duly qualified replacement member, or; (3), their membership in their respective
governing board has ceased.

Section 3 - Alternates: Each board represented on the TAC may appoint one (1) alternate member for each regular member, provided the alternate meets the membership qualifications. That alternate member may serve as a full voting member during any meeting where one of that board's representatives is not in attendance. Proxy and absentee voting are not permitted.

ARTICLE IV - OFFICERS

Section 1 - Officers Defined: The officers of the TAC shall consist of a Chairman and Vice-Chairman, elected by the members of the committee. The Transportation Planning Coordinator of the City-County Planning Board shall serve as Secretary to the TAC.

Section 2 - Duties: The Chairman shall call and preside at meetings and appoint committees. In the absence of the Chairman, the Vice-Chairman shall preside and complete all other duties of the Chairman. The Secretary will provide staff services for the committee, as needed, and will maintain a current copy of the By-Laws as an addendum to the Memorandum of Understanding, to be distributed to the public on request.

Section 3 - Elections: Officers shall be elected annually at the TAC's first regular meeting of the calendar year, as the first agenda item. The newly elected Chairman and Vice-Chairman shall take office immediately following the election.

ARTICLE V - MEETINGS

Section 1 - Regular Meetings: Meetings shall be held bi-monthly but may be canceled due to the lack of agenda items. Meetings will be held on the third Thursday of the months of January, February, March, May, July, September and November.

Section 2 - Special Meetings: Special meetings may be called by the Chairman or at the request of a majority of the eligible voting members. At least seven (7) days notice shall be given.

Section 3 - Quorums: A quorum is constituted by the presence of at least fifty-one percent (51%) of the eligible voting members at the beginning of the meeting, who together represent a minimum of fifty-one percent (51%) of the votes.

Section 4 - Attendance: Each member shall be expected to attend each regular meeting and each special meeting provided at least seven (7) days notice is provided.

Section 5 - Agenda: The Agenda is the list of considerations for discussion at a meeting. Items on the agenda originate as a carryover from previous TAC meetings or are placed on the agenda.
prior to its distribution by any member of the TAC, by request from any jurisdiction party to the
Memorandum of Understanding, or by request of the Chairman of the TCC. Additional items
may be placed on the regular agenda following discussion of the last item on the regular agenda,
as long as a majority concurrence of the eligible voting members present at any meeting is
received. Items may be placed on the agenda by citizens with two-thirds concurrence by eligible
voting committee members present at any meeting.

Section 6 - Voting Procedures: The Chairman and any member may call for a vote on any issue,
provided that the motion is seconded and within the purposes set forth in Article II, and provided
the issue is on the agenda as outlined in Section 5 of this article. A majority vote of the voting
members shall be sufficient for approval of matters coming before the TAC with the exception
that a TAC member may invoke the weighted voting schedule on any matter. If the weighted
voting schedule is invoked, an item coming before the TAC that receives a majority of the
number of eligible votes for the item shall be deemed approved. The Chairman is permitted to
vote, but advisory members are not. Abstentions shall be considered affirmative votes. In the
absence of any direction from the By-Laws, procedures governing voting shall be decided by the
Chairman.

As outlined in the Memorandum of Understanding, a weighted voting schedule is established as
part of these By-laws to include 100 (one hundred) total votes to be apportioned based on the
population of each jurisdiction as of the most recent decennial census with a minimum of one (1)
vote per voting member. Votes for the North Carolina Board of Transportation Representative
and the Winston-Salem Transit Authority Board Member will be allocated by the TAC from the
total votes or from the apportioned votes of the most populous jurisdiction. The following
weighted vote schedule is established:

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<tr>
<th>JURISDICTION</th>
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<tr>
<td>Village of Tobaccoville</td>
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ARTICLE VI – PARLIAMENTARY PROCEDURES

The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised*, shall govern the TAC in all cases to which they are applicable and in which they are not inconsistent with the “Memorandum of Understanding”, these bylaws and/or any special rules of order the TAC may adopt.

ARTICLE VII - AMENDMENTS TO BY-LAWS

Amendments to the By-laws of the TAC shall require the affirmative vote of at least two-thirds (2/3) of the eligible votes provided, however, that written notice of the proposed amendment has been sent to each member of the committee at least seven (7) days prior to the meeting at which the amendment is to be considered, and provided that such amendment does not conflict with the letter or fundamental intent of the Memorandum of Understanding (MOU) governing this document. The MOU shall carry precedence over the By-laws of the TAC in the event of any conflict.