

1 *Adopted in September 2013; to be effective upon execution of the amended MOU by all parties.*
2 *Effective January 16, 2014*

3
4 **BY-LAWS**
5 **WINSTON-SALEM URBAN AREA**
6 **TRANSPORTATION ADVISORY COMMITTEE**

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8 **ARTICLE I - NAME**

9
10 The name of this organization shall be the Winston-Salem Urban Area Transportation Advisory
11 Committee, hereinafter referred to as the "TAC."

12
13 **ARTICLE II - PURPOSE**

14
15 The purpose and goals of this committee shall be:

- 16
17 1. To develop and direct a Continuing Comprehensive transportation planning
18 process carried on Cooperatively by the State and local communities in
19 conformance with the Federal guidelines for that process within the Winston-
20 Salem Urban Area Planning Area;
- 21
22 2. To advise the policy boards within the Winston-Salem Urban Area Planning Area
23 on the status and needs identified through the continuing transportation planning
24 process;
- 25
26 3. To facilitate coordination and communication between the policy boards and
27 agencies represented on the TAC and the staff group, known as the Technical
28 Coordinating Committee (TCC);
- 29
30 4. To facilitate coordination between the policy boards of the Winston-Salem Urban
31 Area TAC and the North Carolina Department of Transportation (NCDOT);
- 32
33 5. To assist the general public in understanding decisions and policies of the policy
34 boards;
- 35
36 6. To act as a forum for cooperative decision-making by elected officials of the
37 Winston-Salem Urban Area TAC in cooperation with the State, thereby fulfilling
38 the requirements for a cooperative planning process; and
- 39
40 7. Other duties and responsibilities as outlined in the most recent "Memorandum of
41 Understanding" approved by the participating members of the Winston-Salem
42 Urban Area TAC.

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4 **ARTICLE III - MEMBERS**

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

- 7 • Three elected officials from the City of Winston-Salem City Council, one of
8 which shall be the Mayor;
- 9 • Two elected officials from the Forsyth County Board of Commissioners;
- 10 • One elected official from the Town of Bermuda Run Town Council;
- 11 • One elected official from the Town of Bethania Town Council;
- 12 • One elected official from the Village of Clemmons Village Council;
- 13 • One elected official from the City of King City Council;
- 14 • One elected official from the Town of Kernersville Town Council;
- 15 • One elected official from the Town of Lewisville Town Council;
- 16 • One elected official from the Town of Midway Town Council;
- 17 • One elected official from the Town of Rural Hall Town Council;
- 18 • One elected official from the Village of Tobaccoville Village Council;
- 19 • One elected official from the Town of Walkertown Town Council;
- 20 • One elected official from the Town of Wallburg Town Council;
- 21 • One elected official from the Davidson County Board of Commissioners;
- 22 • One elected official from the Davie County Board of Commissioners;
- 23 • One elected official from the Stokes County Board of Commissioners;
- 24 • One member of the Board of Directors of the Winston-Salem Transit Authority;
- 25 • One representative of the North Carolina Department of Transportation, from the
26 Board of Transportation; and
- 27 • One elected official from each municipality added to the MPO and granted voting
28 rights by the TAC.

29 The Chairman of the City-County Planning Board (CCPB), the Secretary to the TAC, the
30 Chairman of the Forsyth County Airport Commission, and the Division Administrator, North
31 Carolina Division, Federal Highway Administration, United States Department of
32 Transportation, shall all serve as advisory, non-voting members of the TAC.
33

34 As permitted in the Memorandum of Understanding, the TAC may add members by majority
35 vote of the Committee's membership. At the pleasure of the TAC, those new members may be
36 full voting members, partial voting members, or advisory, non-voting members, provided that
37 new member(s) must become a party to the Memorandum of Understanding by adopting and
38 executing an Addendum to the Memorandum of Understanding.
39

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

1 governing board has ceased.
2

3 Section 3 - Alternates: Each board represented on the TAC may appoint one (1) alternate
4 member for each regular member, provided the alternate meets the membership qualifications.
5 That alternate member may serve as a full voting member during any meeting where one of that
6 board's representatives is not in attendance. Proxy and absentee voting are not permitted.
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8 9 **ARTICLE IV - OFFICERS** 10

11 Section 1 - Officers Defined: The officers of the TAC shall consist of a Chairman and Vice-
12 Chairman, elected by the members of the committee. The Transportation Planning Coordinator
13 of the City-County Planning Board shall serve as Secretary to the TAC.
14

15 Section 2 - Duties: The Chairman shall call and preside at meetings and appoint committees. In
16 the absence of the Chairman, the Vice-Chairman shall preside and complete all other duties of
17 the Chairman. The Secretary will provide staff services for the committee, as needed, and will
18 maintain a current copy of the By-Laws as an addendum to the Memorandum of Understanding,
19 to be distributed to the public on request.
20

21 Section 3 - Elections: Officers shall be elected annually at the TAC's first regular meeting of the
22 calendar year, as the first agenda item. The newly elected Chairman and Vice-Chairman shall
23 take office immediately following the election.
24

25 26 **ARTICLE V - MEETINGS** 27

28 Section 1 - Regular Meetings: Meetings shall be held bi-monthly but may be canceled due to the
29 lack of agenda items. Meetings will be held on the third Thursday of the months of January,
30 February, March, May, July, September and November.
31

32 Section 2 - Special Meetings: Special meetings may be called by the Chairman or at the request
33 of a majority of the eligible voting members. At least seven (7) days notice shall be given.
34

35 Section 3 - Quorums: A quorum is constituted by the presence of at least fifty-one percent (51%)
36 of the eligible voting members at the beginning of the meeting, who together represent a
37 minimum of fifty-one percent (51%) of the votes.
38

39 Section 4 - Attendance: Each member shall be expected to attend each regular meeting and each
40 special meeting provided at least seven (7) days notice is provided.
41

42 Section 5 - Agenda: The Agenda is the list of considerations for discussion at a meeting. Items
43 on the agenda originate as a carryover from previous TAC meetings or are placed on the agenda

1 prior to its distribution by any member of the TAC, by request from any jurisdiction party to the
 2 Memorandum of Understanding, or by request of the Chairman of the TCC. Additional items
 3 may be placed on the regular agenda following discussion of the last item on the regular agenda,
 4 as long as a majority concurrence of the eligible voting members present at any meeting is
 5 received. Items may be placed on the agenda by citizens with two-thirds concurrence by eligible
 6 voting committee members present at any meeting.

7
 8 Section 6 - Voting Procedures: The Chairman and any member may call for a vote on any issue,
 9 provided that the motion is seconded and within the purposes set forth in Article II, and provided
 10 the issue is on the agenda as outlined in Section 5 of this article. A majority vote of the voting
 11 members shall be sufficient for approval of matters coming before the TAC with the exception
 12 that a TAC member may invoke the weighted voting schedule on any matter. If the weighted
 13 voting schedule is invoked, an item coming before the TAC that receives a majority of the
 14 number of eligible votes for the item shall be deemed approved. The Chairman is permitted to
 15 vote, but advisory members are not. Abstentions shall be considered affirmative votes. In the
 16 absence of any direction from the By-Laws, procedures governing voting shall be decided by the
 17 Chairman.

18
 19 As outlined in the Memorandum of Understanding, a weighted voting schedule is established as
 20 part of these By-laws to include 100 (one hundred) total votes to be apportioned based on the
 21 population of each jurisdiction as of the most recent decennial census with a minimum of one (1)
 22 vote per voting member. Votes for the North Carolina Board of Transportation Representative
 23 and the Winston-Salem Transit Authority Board Member will be allocated by the TAC from the
 24 total votes or from the apportioned votes of the most populous jurisdiction. The following
 25 weighted vote schedule is established:

JURISDICTION	VOTES
City of Winston-Salem	
Mayor	26
Council Member	10
Council Member	10
Forsyth County	
Commissioner	7
Commissioner	7
Town of Bermuda Run	1
Town of Bethania	1
Village of Clemmons	5
Town of Kernersville	6
City of King	2
Town of Lewisville	3
Town of Midway	1
Town of Rural Hall	1
Village of Tobaccoville	1

1	Town of Walkertown	1
2	Town of Wallburg	1
3	Davidson County	5
4	Davie County	2
5	Stokes County	3
6	North Carolina Board of Transportation Member	5
7	Winston-Salem Transit Authority	2

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.