Bylaws of the
Knoxville Regional Transportation Planning Organization
Executive Board

Adopted by the Executive Board on
August 26, 2015
Amended: XX XX, 2026

Underline blue is new proposed language
Underline green is existing language that has been clarified, reformatted, or moved to a new section
~~Strike~~ through wording in red is language proposed to be deleted

A **Metropolitan** ~~**Transportation**~~ Planning Organization (**MPO**) is the agency responsible for preparing the Metropolitan Transportation Plan (**MTP** ~~Plan~~) and Transportation Improvement Program (TIP) and demonstrating that the **MTP** ~~Plan~~ and TIP meet air quality conformity before they are adopted. A MPO is established for each metropolitan area that has an urbanized population of 50,000 or more and is that organization designated as being responsible, together with the State of Tennessee, for conducting the continuing cooperative, and comprehensive planning process under *Parts 450 and 500* of Title 23, United States Code, and *Part 613* of Title 49, United States Code.

ARTICLE I – Name/Planning Area

The name of the **MPO** ~~**Transportation Planning Organization**~~ shall be the Knoxville Regional Transportation Planning Organization (TPO). The TPO planning area shall include the Knoxville Urban Area as defined by the latest decennial U.S. Census, as amended by the TPO Executive Board, and may include that area projected to become urbanized in 20 years.

ARTICLE II – Composition

1. The Executive Board **membership** ~~**shall be comprised of principal elected officials of**~~ **may include, but is not limited to, transportation service providers, transportation related organizations or agencies, and** governmental jurisdictions.
2. **Governmental jurisdictions include incorporated areas and county governments that must have some portion of their boundary within the TPO planning area and have a population of 5,000 or greater (withing the planning area) according to the latest decennial US Census. The population of any member jurisdiction cannot be allocated to another overlapping jurisdiction, i.e., no double counting is permitted.**
3. **Even when a new jurisdiction meets the population threshold requirement, their inclusion is not automatic. The Executive Board must approve all new members.**
4. **Any jurisdiction seeking membership into the TPO, who does not meet these requirements, can petition the Executive Board for inclusion.**
5. **The Executive Board has the option of adding voting members or non-voting members.**
6. **When approving a new provider, organization, agency, or governmental jurisdiction, the Executive Board is adding the entity and not the individual representing the member (representative).**
7. **The individual representatives on the Executive Board are the principal elected official of a jurisdiction or the chief executive office of an agency or organization unless specified in these**

bylaws.

8. **The representative of the East Tennessee Development District (ETDD) must be an elected official from a local government within the planning area and is appointed by the Chair of the ETDD Executive Committee.**
9. **The representative from the Tennessee County Highway Officials Association (TCHOA) must reside within the planning area of the TPO and be appointed by the TCHOA Executive Director.**
10. **The public transit representative is the Federal Transit Administration (FTA) Section 5307 Urban Area Designated Recipient and acts of behalf of all public transit operators within the planning area.**

The Executive Board membership is as follows:

Governor	State of Tennessee
Mayor	City of Knoxville
Vice Mayor	City of Knoxville
Mayor	Knox County
Chairman	Knox County Commission
Mayor	City of Alcoa
Mayor	Anderson County
Mayor	Blount County
Mayor	City of Clinton
Mayor	Town of Farragut
Mayor	City of Lenoir City
Mayor	City of Loudon
Mayor	Loudon County
Mayor	City of Maryville
Mayor	City of Oak Ridge
Mayor	Sevier County
Elected Official	East Tennessee Development District (ETDD)
Public Transportation Representative	FTA Section 5307 Designated Recipient
Representative	TCHOA
*Division Administrator	Federal Highway Administration, Tennessee Division
*Director	Federal Transit Administration, Region IV
*non-voting members	

ARTICLE III – Responsibilities

The Executive Board constitutes the forum for cooperative transportation decision making in the TPO planning area with responsibilities as follows:

1. Provide administrative and fiscal control.
2. Review and approve **the Transportation Planning Work Program** ~~transportation~~ **and** planning ~~and programming~~ studies and reports.
3. Establish study committees as required to ensure cooperative, comprehensive, and continuing transportation planning.
4. Carry out the provisions of ~~Section 134 (~~ **the most current** Metropolitan Transportation Planning~~)~~

act ~~of the Infrastructure Investment and Jobs Act (IIJA)~~ or its successor.

5. **Approve the Technical Committee membership and bylaws.**
6. **When approving the Technical Committee membership, the Executive Board is confirming the entity and not the individual representing the member. The individual representatives on the Technical Committee are determined by the principal elected official of a jurisdiction or the chief executive office of an agency or organization unless specified in the Technical Committee bylaws.**

~~7. Transportation Improvement Program (TIP) cost overruns shall be administrated according to the policies outlined in the approved TIP as amended.~~

ARTICLE IV – ~~Organization~~ Officers

1. The Executive Board shall elect a Chair and Vice Chair from the member~~ship~~ **representatives**. Such election shall be by a majority of the voting member~~ship~~ **representatives**.
2. Election of officers shall take place on the first meeting of the calendar year, and the term of office shall be for **one year** ~~two years~~.
3. An officer is eligible to serve a maximum of two consecutive terms.
4. **After completion of two consecutive terms as Chair of Vice-Chair, the individual representative may serve in that capacity again but must sit out a least two years.**
5. **If the Chair is vacated, the Vice Chair automatically becomes the Chair and will finish that term. A new Vice Chair will be elected. Any partial term will not count against the two allowable terms.**
6. **If the Vice Chair is vacated, a new one will be elected. Any partial term will not count against the two allowable terms.**
7. **The Chair, or in their absence, the Vice Chair, shall preside at all meetings of the Executive Board.**
8. **The Chair shall authenticate, by their signature, all resolutions adopted by the Executive Board.**
9. **The Chair, or their designated representative, may represent the Executive Board at hearings, conferences, or other events as required.**
10. **The Chair may call special meetings when necessary. In the absence or refusal of the Chair, a majority of the Executive Board may call a special meeting.**
11. **The Chair shall have the right to debate and vote on any issue before the Executive Board.**
12. The TPO Coordinator shall serve as permanent Secretary to the Executive Board, coordinate and schedule all meetings thereof, record proceedings and prepare minutes, prepare resolutions as adopted, and disseminate said minutes and resolutions as appropriate. The TPO Coordinator shall be designated by the Executive Director of Knoxville-Knox County Planning.

~~13. The TPO Director shall coordinate all activities of the TPO with professional staff assistance to accomplish analyses and documentation as assigned.~~

~~ARTICLE V – Duties of Chair~~

~~1. The Chair, or in his/her absence, the Vice Chair, shall preside at all meetings of the Executive Board.~~

~~2. The Chair shall authenticate, by his/her signature, all resolutions adopted by the Executive Board.~~

~~3. The Chair, or his/her designated representative, may represent the Executive Board at hearings, conferences, or other events as required.~~

~~4. The Chair may call special meetings when necessary. In the absence or refusal of the Chair, a majority of the Executive Board may call a special meeting.~~

~~5. The Chair shall have the right to debate and vote on any issue before the Executive Board.~~

ARTICLE V~~I~~ – Meetings and Voting

1. The Executive Board shall meet at least quarterly as required to accomplish administrative control of the planning process and maintain certification.
2. **If an Executive Board member cannot attend meetings, they can appoint a proxy in writing. As the Executive Board sets policy and approves funding, it is preferred that the proxy be another elected official or the City Manager from that jurisdiction.**
3. Each Executive Board member may designate, in writing, a **temporary** representative to serve at meetings during said member's absence.
4. **Executive Board members can appoint, in writing, a permanent representative. They can also name a secondary person to act as a proxy if the permanent representative is not available. A representative, whether temporary, permanent, or secondary, cannot appoint a proxy themselves.**
5. **All proxy letters should be submitted to the Secretary of the Executive Board.**
6. The presence of a simple majority of the Executive Board **voting** membership shall constitute a quorum for business transaction.
7. Each Executive Board member shall have one vote~~, unless they have a proxy letter from another Board member – in this case, a Board member may have up to two votes.~~
8. **It is preferred that any action item on the agenda be heard by the Technical Committee prior to the Executive Board meeting. However, if the Technical Committee cannot reach a quorum or an emergency action item occurs after the regular scheduled Technical Committee meeting, but before the Executive Board meeting, nothing in these bylaws prevents staff from bringing an action item directly to the Executive Board, even if not on the agenda. Any such item will be noted. The Executive Board has the right to send the item back to the Technical Committee to be heard.**
9. **Meetings of the Executive Board shall be conducted in person.** If permitted by state law or by Executive Order of the Governor of Tennessee, meetings of the Executive Board may **also** be conducted ~~**in person,**~~ by conference call, by videoconferencing or other electronic means, or by any combination thereof ("hybrid"). An Executive Board member's participation in a meeting pursuant to this section shall constitute attendance for the purposes of establishing a quorum. The Executive Board shall use good faith efforts to provide public access to and participation in meetings conducted pursuant to this section, and members of the public shall be provided with notice of the nature of the meeting and the manner in which public participation shall be made available. If contemporaneous public access cannot be provided despite reasonable efforts, the Executive Board shall make a clear audio or video recording of the meeting available to the public as soon as practicable following the meeting. A meeting conducted pursuant to this section shall so state in the minutes of the meeting and shall indicate the manner in which the meeting was conducted.

ARTICLE VI~~I~~ – Rules of Order

The Executive Board shall conduct business as prescribed in Robert's Rules of Order Revised unless prescribed otherwise by these bylaws.

ARTICLE VII~~I~~ – Amendment to Bylaws

1. These bylaws may be amended at any regular meeting of the Executive Board by a majority vote of the member~~ship~~ representatives, provided that the amendment has been submitted in writing at a ~~the~~ previous regular meeting.
2. These bylaws can be amended at any regular meeting of the Executive Board by emergency vote provided that the amendment is ~~was~~ included in the agenda published in advance of the meeting. To amend the bylaws by emergency requires a 2/3 vote of the member~~ship~~ representatives.

~~ARTICLE IX – Relationship to the East Tennessee South Rural Planning Organization~~

~~The Tennessee Department of Transportation created Rural Planning Organizations (RPO) to facilitate rural transportation decision-making. The East Tennessee South RPO for this area overlaps the air quality maintenance/nonattainment area where the TPO has responsibility for regional long-range transportation planning. The TPO Executive Board and the East Tennessee South RPO Board shall cooperate in regional decision-making for the Knoxville air quality maintenance/nonattainment area.~~

ARTICLE X – Memorandum of Agreement for the Development of Transportation Conformity Determinations

There shall be in place a Memorandum of Agreement between the Tennessee Department of Transportation, the Knoxville Regional Transportation Planning Organization, and the Lakeway Area Metropolitan Transportation Planning Organization for the development of the Transportation Conformity Determination(s) under the Ozone and PM 2.5 standards.

ARTICLE XI – Allocation of Funds Administered and/or Distributed Directly by the TPO

The Executive Board may approve by 2/3 majority vote the allocation of funds that are administered and/or distributed directly by the TPO to a project, plan, or program that occurs partially outside the planning area.

Bylaws of the
Knoxville Regional Transportation Planning Organization
Executive Board

Adopted by the Executive Board on
August 26, 2015
Amended: April 27, 2022

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ARTICLE I – Name/Planning Area

The name of the Transportation Planning Organization shall be the Knoxville Regional Transportation Planning Organization (TPO). The TPO planning area shall include the Knoxville Urban Area as defined by the latest decennial U.S. Census, as amended by the TPO Executive Board, and may include that area projected to become urbanized in 20 years.

ARTICLE II – Composition

The Executive Board shall be composed of principal elected officials of governmental jurisdictions with a population of 5,000 or greater according to the latest decennial US Census figures, participating in the Knoxville Regional Transportation Planning Process. Membership by jurisdiction is as follows:

Governor	State of Tennessee
Mayor	City of Knoxville
Vice Mayor	City of Knoxville
Mayor	Knox County
Chairman	Knox County Commission
Mayor	City of Alcoa
Mayor	Anderson County
Mayor	Blount County
Mayor	City of Clinton
Mayor	Town of Farragut
Mayor	City of Lenoir City
Mayor	City of Loudon
Mayor	Loudon County
Mayor	City of Maryville

Mayor	City of Oak Ridge
Mayor	Sevier County
Elected Official	East Tennessee Development District (ETDD)
Public Transportation Representative	Federal Transit Administration Section 5307 Urban Area – Designated Recipient
County Highway Officials Representative	Appointed by the Tennessee County Highway Officials – Association pursuant to Tennessee Pubic Chapter No. 479
*Division Administrator	Federal Highway Administration, Tennessee Division
*Director	Federal Transit Administration, Region IV
*non-voting members	

The official representing the ETDD must be an elected official from a local government within the planning area and is appointed by the Chair of ETDD for a term of two years. The representative of the Tennessee County Highway Officials Association must reside within the planning area of the TPO. The public transit representative acts on behalf of all public transit operators within the planning area.

ARTICLE III – Responsibilities

The Executive Board constitutes the forum for cooperative transportation decision making in the Knoxville Regional Area with responsibilities as follows:

1. Provide administrative and fiscal control.
2. Review and approve transportation planning and programming studies and reports.
3. Establish study committees as required to ensure cooperative, comprehensive, and continuing transportation planning.
4. Carry out the provisions of Section 134 (Metropolitan Transportation Planning) of the Infrastructure Investment and Jobs Act (IIJA) or its successor.
5. Transportation Improvement Program (TIP) cost overruns shall be administrated according to the policies outlined in the approved TIP as amended.

ARTICLE IV – Organization

1. The Executive Board shall elect a Chair and Vice Chair from its membership. Such election shall be by a majority vote of that membership.
2. Election of officers shall take place on the first meeting of the calendar year and the term of office shall be for two years.
3. An officer is eligible to serve a maximum of two consecutive terms.
4. The TPO Director shall serve as permanent Secretary to the Executive Board, coordinate and schedule all meetings thereof, record proceedings and prepare minutes, prepare resolutions as adopted, and disseminate said minutes and resolutions as appropriate. The TPO Director shall be designated by the Executive Director of Knoxville-Knox County Planning.
5. The TPO Director shall coordinate all activities of the TPO with professional staff assistance to accomplish analyses and documentation as assigned.

ARTICLE V – Duties of Chair

1. The Chair, or in his/her absence, the Vice Chair, shall preside at all meetings of the Executive Board.
2. The Chair shall authenticate, by his/her signature, all resolutions adopted by the Executive Board.
3. The Chair, or his/her designated representative, may represent the Executive Board at hearings, conferences, or other events as required.
4. The Chair may call special meetings when necessary. In the absence or refusal of the Chair, a majority of the Executive Board may call a special meeting.
5. The Chair shall have the right to debate and vote on any issue before the Executive Board.

ARTICLE VI – Meetings and Voting

1. The Executive Board shall meet at least quarterly as required to accomplish administrative control of the planning process and maintain certification.
2. Each Executive Board member may designate, in writing, a representative to serve at meetings during said member's absence.
3. The presence of a simple majority of the Executive Board membership or designated representatives at Board meetings shall constitute a quorum for business transaction.
4. Each Executive Board member shall have one vote, unless they have a proxy letter from another Board member – in this case, a Board member may have up to two votes.
5. Meetings of the Executive Board shall be conducted in person, subject to the provisions of paragraph 6, below.
6. If permitted by state law or Executive Order of the Governor of Tennessee, meetings of the Executive Board may be conducted in person, by conference call, by videoconferencing or other electronic means, or by any combination thereof ("hybrid"). An Executive Board member's participation in a meeting pursuant to this section shall constitute attendance for the purposes of establishing a quorum. The Executive Board shall use good faith efforts to provide public access to and participation in meetings conducted pursuant to this section, and members of the public shall be provided with notice of the nature of the meeting and the manner in which public participation shall be made available. If contemporaneous public access cannot be provided despite reasonable efforts, the Executive Board shall make a clear audio or video recording of the meeting available to the public as soon as practicable following the meeting. A meeting conducted pursuant to this section shall so state in the minutes of the meeting and shall indicate the manner in which the meeting was conducted.

ARTICLE VII – Rules of Order

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ARTICLE VIII – Amendment to Bylaws

1. These bylaws may be amended at any regular meeting of the Board by a majority vote of the membership, provided that the amendment has been submitted in writing at the previous regular meeting.

2. These bylaws can be amended at any regular meeting of the Board by emergency vote provided that the amendment was included in the agenda published in advance of the meeting. To amend the bylaws by emergency requires a 2/3 vote of the membership.

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