

APPENDIX A



**BYLAWS  
OF THE  
GRAYSON COUNTY METROPOLITAN  
PLANNING ORGANIZATION (MPO)**

Adopted on: September 29, 2021

Amended on: June 1, 2022

Amended on: October 1, 2025

**PREPARED BY:**

The Grayson County Metropolitan Planning Organization

As part of the continuing, cooperative and comprehensive transportation planning process for the Grayson County Metropolitan Planning Area

**SPONSORING AGENCIES:**

Cities of: Sherman and Denison in cooperation with urban area small cities

County of: Grayson

Texas Department of Transportation

**IN COOPERATION WITH:**

U.S. Department of Transportation

Federal Highway Administration

Federal Transit Administration

# **ARTICLE I – ORGANIZATION AND MANAGEMENT**

## **A. ORGANIZATIONAL STRUCTURE**

The Grayson County Metropolitan Planning Organization shall be comprised of:

1. MPO Policy Board;
2. Technical Advisory Committee;
3. MPO Director and staff; and
4. Other Committees and/or Sub-committees as may be needed.

The MPO Policy Board is responsible for providing policy guidance for the study area. The MPO Policy Board may create other committees and subcommittees as needed.

### **CODE OF ETHICS**

The Grayson County MPO Policy Board shall adopt an Ethics Policy applicable to the Grayson County Policy Board and Technical Advisory Committee and employees representing the Grayson County MPO. Each new employee or official representing the Grayson County MPO shall receive a copy of the Ethics Policy no later than the third business day after the date the person begins employment or the person qualifies for office. Grayson County MPO staff shall keep a record of the Ethics Policy distribution method.

## **B. MPO POLICY BOARD MEMBERSHIP**

Participation by policy makers, technical staff, and citizens is required in order for the MPO to fulfill its responsibilities for transportation planning and programming. The Grayson County MPO Policy Board shall be made up of the following representatives from the following entities, each having one (1) vote:

### **VOTING MEMBERS:**

- County Judge, Grayson County
- Mayor, City of Denison
- Mayor, City of Sherman
- Mayor, Small Cities Representative
- TxDOT Paris District Engineer

### **EX-OFFICIO (NON-VOTING) MEMBERS:**

- Texoma Area Paratransit System (TAPS) One (1) representative, appointed by TAPS Board
- Mayor of any city with a population in excess of 2,000 as determined by the most recent information released by the Texas Demographics Center.

All elected MPO Policy Board members shall be residents of the entity he/she represents. The Grayson County representative shall represent the unincorporated areas of the MPO planning areas and all incorporated areas with a population of less than 10,000 within the MPO planning area. The Metropolitan

Planning Area (MPA) shall be defined as covering the area delineated by the Grayson County boundaries – north, south, east, and west.

### **SMALL CITIES REPRESENTATIVE**

The term of the current Small Cities Representative, Van Alstyne, shall be extended one year, until September 30, 2023, and then Van Alstyne shall be allowed to immediately repeat its next two-year term beginning on October 1, 2023, which would end on September 30, 2025, after which the next small city in the rotation – Howe – will begin its two-year term on October 1, 2025. Thereafter, each city will resume its place in the rotation – Pottsboro, Gunter, Van Alstyne and Howe – with each Small Cities Representative serving a two-year term. The MPO Policy Board small city representative can only represent the city in which they are elected.

### **ADDITION OF NEW MEMBERS**

There are two categories of membership on the MPO Policy Board: permanent membership and small city (rotating) membership. The four permanent seats are comprised of the City of Denison, City of Sherman, Grayson County, and TxDOT District Engineer. The small city rotating membership currently consists of the cities of Howe, Pottsboro, Gunter, and Van Alstyne.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, in the small city rotating membership category must have, at a minimum, a population of 10,000.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, as a permanent member must have, at a minimum, a population of 25,000.

## **C. MPO POLICY BOARD OFFICERS**

### **CHAIRMAN**

The MPO Policy Board Chairman shall be the elected representative from Denison, Sherman or Grayson County and shall serve a two (2) year rotating term. Effective October 1, 2022, the rotation order shall be Sherman, Denison and Grayson County. The Chairman may vote on any item, not solely for tie breaker.

If the representative from the designated city is unable or does not wish to be the chairman, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

If the current Chairman loses representation, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

If the representative next in the rotation loses office at the same time as the current Chairman, the next entity in the rotation shall be Chairman. In the event that all three (3) entities lose office at the same time, the position shall be filled in accordance with the rotation cycle.

## **DUTIES OF THE CHAIRMAN**

1. The Chairman shall preside at all meetings of the MPO Policy Board and shall be an ex-officio member of any subcommittees formed within this body;
2. The Chairman shall authenticate, by signature, all minutes of Policy Board meetings and resolutions adopted by the MPO Policy Board; and
3. Notify members when not in conformance with minimum attendance standards and take appropriate action.

## **VICE-CHAIRMAN**

The MPO Policy Board Vice-Chairman shall be a current member of the MPO Policy Board, shall be elected by the entire MPO Policy Board, and shall serve a two (2) year term beginning on October 1.

## **DUTIES OF THE VICE-CHAIRMAN**

In the absence of, or in case of the inability of the Chairman to act, it shall be the duty of the Vice-Chairman to perform all duties of the Chairman.

## **PRESIDING OFFICER**

In the event that the Chairman and Vice-Chairman are both absent from a meeting and a quorum still exists, prior to the commencement of the meeting the Chairman shall appoint a representative from the remaining officials to conduct the meeting until the conclusion of the meeting or until the Chairman or Vice-Chairman arrives. If the Chairman is not able to appoint someone to stand in, the Vice-Chairman shall do so.

# **ARTICLE II – OPERATIONAL PROCEDURES**

## **A. ATTENDANCE POLICY**

Attendance at the MPO Policy Board meetings is necessary to fulfill the obligations entrusted to the MPO Policy Board. If a member fails to attend two (2) MPO Policy Board meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent MPO Policy Board member stating the attendance requirements and of the absences. In the case that it is the Chairman who has the absences, this issue will be addressed by the Vice-Chairman. If the small cities representative is absent three (3) times in a calendar year, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term. If the Chairman is absent three (3) times in a calendar year, the position shall go to the entity next in the rotation cycle. That person will then also serve a full two (2) year term in addition to the unexpired term.

## **B. BOARD RESPONSIBILITIES**

The MPO Policy Board shall have the following responsibilities:

1. Provide policy for the MPO and the transportation planning process;
2. Review and adopt changes in the continuing planning process at appropriate intervals and annually review the Metropolitan Transportation Plan (MTP);
3. Review and approve the Unified Planning Work Program (UPWP) and its revisions;
4. Review and adopt the Transportation Improvement Program (TIP) and its revisions, including project priorities and any changes in the priority schedule;
5. Review the limits of the Study Area and make revisions if necessary (not to include deletion or addition of any political subdivision);
6. Act on recommendations of the Technical Advisory Committee, including those relative to certification and re-certification action for the study;
7. Serve as liaison representatives between various agencies in the study area to obtain optimum cooperation of all governmental agencies in implementing the various elements of the Transportation Plan; and
8. Designate such other committees or task forces necessary to carry out the planning process.

### **C. FREQUENCY OF MEETINGS**

This Board shall meet as often as necessary to perform its functions but no less than once every four (4) months. All meetings will be held within the MPO study area.

### **D. METHODS OF CALLING MEETINGS**

Meetings of the MPO Policy Board may be called in any of the following ways:

1. Chairman may call meeting through the MPO Director; or
2. MPO Director may call meeting with Chairman's concurrence.

The Chairman shall approve the agenda before it is posted.

### **E. MEETING NOTICES**

The MPO Director shall be responsible for notifying board members and the public of the date, time, place and agenda items for meetings in accordance with the Texas Open Meetings Act and with concurrence from the Chairman prior to posting.

### **F. QUORUM**

A quorum shall be established by having a majority (three fifths) of Board Members present.

### **G. VOTE OF THE MEMBERSHIP**

The following guidelines shall govern voting by the MPO Policy Board:

- Each member shall have one (1) vote;

- There must be a majority vote of the quorum at a duly called meeting to authorize an action to be taken on behalf of the board;
- Voting on all issues shall be open; and
- In the event any Mayor resigns their position or is unable to fulfill their duties, the Mayor Pro Tem may serve on the Policy Board in their absence.

## **H. EXECUTIVE SESSIONS**

The MPO Policy Board will hold executive sessions in accordance with the Texas Open Meetings Act. Executive sessions are not open to the public, but the subject matter shall be posted on the agenda and no action shall be taken during the Executive Session.

## **I. MEETING MINUTES**

The MPO staff shall produce minutes of all MPO Policy Board meetings.

## **ARTICLE III – TECHNICAL ADVISORY COMMITTEE**

A standing Technical Advisory Committee (TAC), in addition to other committees created by the MPO Policy Board, shall assist the MPO Director in ensuring that plans and programs are developed and conducted in accordance with current legislation. This includes: technical tasks associated with the development of the MTP and the TIP, and review projects and make recommendations regarding these to the MPO Policy Board.

The TAC will advise the MPO Policy Board on technical matters. All official action of adopting policies, endorsing the UPWP, approving the MTP, and adopting the TIP resides with the MPO Policy Board. The MPO Policy Board may direct the TAC to present alternatives for its consideration with accompanying recommendations and supporting documentation.

### **A. TAC MEMBERSHIP**

The TAC shall be made up of the following representatives from the following entities each having one (1) vote:

#### **VOTING MEMBERS:**

- MPO Director – Chairman
- Grayson County
- City of Denison
- City of Sherman
- Any municipality with a population of 2,000 or greater; and
- TxDOT Sherman Area Engineer (Alternate: TxDOT Assistant Sherman Area Engineer)

### **EX-OFFICIO (NON-VOTING) MEMBERS:**

- Texoma Area Paratransit System (TAPS)
- TxDOT TPP Division
- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- Other agencies as appropriate

All voting members on the TAC shall be professional employees (i.e. city manager, engineering staff, or planning staff) appointed by their respective governments through a resolution. An original of the resolution shall be forwarded to the MPO Director. The voting member for Grayson County shall be a resident of the MPO study area and a professional (i.e. licensed engineer, certified planner, or real estate broker) with experience in transportation planning appointed by the Commissioners Court through a resolution. An original of the resolution shall be forwarded to the MPO Director prior to serving on the TAC. All new appointees to the TAC shall become voting members on October 1 following receipt of the applicable resolution.

Consultants may be substituted for professional employees only if they: 1) serve in the same capacity for the municipality; 2) are a resident of the MPO study area or a contiguous county; 3) do not have any contracts with any other MPO in Texas; and 4) do not serve as a member of any body of any other MPO in Texas. Consultants cannot represent more than one (1) municipality at a time. Each voting member may have designated alternate member(s) who may serve at any TAC meeting in the voting member's absence. Alternate member(s) shall meet the same qualifications as voting members and shall have the same rights and privileges as voting members when serving in the absence of the voting member. In the event that a member becomes unable to serve, the MPO Director shall notify the appropriate city at which time said city shall nominate a replacement within thirty (30) days.

The MPO Director shall serve as the facilitator and chairperson of the TAC, and will be considered a voting member of the TAC. There shall be no officers elected for the TAC.

A quorum shall be established by having a majority of the TAC members present.

### **B. TAC ATTENDANCE POLICY**

Attendance at the TAC meetings is necessary to fulfill the obligations entrusted to the TAC by the Policy Board. If a voting member or an alternate fails to attend two (2) TAC meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent TAC member stating the attendance requirements and of the absences. If there are three (3) absences in a calendar year, the MPO Director shall draft a letter for the Chairman's signature requesting that the entity represented by the absentee TAC member appoint another voting member and/or alternate member(s). If a TAC member from a municipality with a population less than 20,000 and 2,000 or greater is absent three (3) times in a calendar year, the member shall be removed from the TAC unless the absences are otherwise approved by the Policy Board. The TAC member of any

municipality removed due to nonconformance with the attendance policy with a population less than 20,000 and 2,000 or more may serve on the TAC upon passage of a resolution on October 1 two (2) years after removal.

## **ARTICLE IV – MPO DIRECTOR AND MPO STAFF**

The MPO Director serves as staff to the MPO Policy Board and any other sub-committees created by the MPO Policy Board. The MPO Director and MPO staff shall comply with the requirements of the contract between the MPO Policy Board, the Texas Department of Transportation and the Fiscal Agent (Grayson County) and any additional requirements as designated by the MPO Policy Board.

No current or former Policy Board member may serve as MPO Director until two years after the expiration of the term for which he or she was elected.

## **ARTICLE V – AMENDMENT OF BYLAWS**

These Bylaws may be amended by a three-fifths affirmative vote of the membership present and voting at any scheduled MPO Policy Board meeting of the members.