

# SALISBURY/WICOMICO METROPOLITAN PLANNING ORGANIZATION

## Prospectus and Bylaws

**Adopted January 24, 2005**

**Amended April 30, 2007**

**Amended November 24, 2015**

**Amended March 22, 2017**

**Amended June 1, 2017**

**Amended June 23, 2020**

Salisbury/Wicomico Metropolitan Planning Organization  
P.O. Box 870  
Salisbury, MD 21803-0870

Federal Project Number: MD-81-0007

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**RESOLUTION BY THE SALISBURY/WICOMICO  
METROPOLITAN PLANNING ORGANIZATION COUNCIL  
AMENDING THE PROSPECTUS AND BYLAWS  
RESOLUTION NO. 04-2015  
Amended November 24, 2015**

**WHEREAS**, the Salisbury/Wicomico Metropolitan Planning Organization (S/WMPO) was established to conduct regional transportation planning for the S/WMPO area in accordance with applicable federal requirements;

**WHEREAS**, the S/WMPO Council is the governing body for the S/WMPO;

**WHEREAS**, the purpose of the S/WMPO's Prospectus and Bylaws is to provide information regarding its history, regulatory authority, regional geography of the Urbanized Area (UA), organizational structure and operations, and work products produced by the S/WMPO;

**WHEREAS**, on November 24, 2015, the S/WMPO's Prospectus and Bylaws included the following proposed amendments: (1) revise geography description based on the 2010 Urbanized Area boundary; (2) outline responsibilities of DelDOT in support of the S/WMPO, including, but not limited to funding and distribution formula, planning coordination, responsible for air quality conformity analysis, and voting membership of DelDOT on Technical Advisory Committee (TAC) and Council; (3) modify composition of Council from nine (9) voting and two (2) non-voting members to 12 voting members by adding one (1) representative from DelDOT, Sussex County, and City of Seaford; (4) revise voting procedures to include provision of member to participate via telephone; use of electronic votes via e-mail; establish quorum number and composition for Council; (5) revise listing of eligible organizations to serve on TAC, limit TAC membership not to exceed 17 persons/organizations, and establish a quorum consisting of nine (9) members; (6) and correct grammar; and

**WHEREAS**, the aforementioned amendments to the Prospectus and Bylaws were reviewed by the S/WMPO Technical Advisory Committee, which made a favorable recommendation to forward them to the S/WMPO Council for their review and action; and

**WHEREAS**, the proposed amendments to the S/WMPO's Prospectus and Bylaws have undergone appropriate review by the Council and were considered at a public hearing on November 24, 2015, and consistent with the requirements of the Organization's Adopted Public Participation Plan a 15-day comment period was instituted; and

**NOW, THEREFORE, BE IT RESOLVED** that the S/WMPO Council does hereby adopt the Prospectus and Bylaws, dated November 24, 2015, which supersede all previous versions of the S/WMPO's Prospectus and Bylaws concerning regional transportation planning for the UA and the member organizations entrusted to carry out such Bylaws.

11/24/15  
Date

  
Matthew E. Creamer, Chairman, S/WMPO Council

**RESOLUTION BY THE SALISBURY/WICOMICO  
METROPOLITAN PLANNING ORGANIZATION COUNCIL  
AMENDING THE PROSPECTUS AND BYLAWS  
RESOLUTION NO. 03-2017**

**WHEREAS**, the Salisbury/Wicomico Metropolitan Planning Organization (S/WMPO) was established to conduct regional transportation planning for the S/WMPO area in accordance with applicable federal requirements;

**WHEREAS**, the S/WMPO Council is the governing body for the S/WMPO;

**WHEREAS**, the purpose of the S/WMPO's Prospectus and Bylaws is to provide information regarding its history, regulatory authority, regional geography of the Urbanized Area (UA), organizational structure and operations, and work products produced by the S/WMPO;

**WHEREAS**, the S/WMPO's Prospectus and Bylaws include the following proposed amendments:

- (1) PP. 12, Article 4, Technical Committee: Revise voting membership from 17 to 18 voting members;
- (2) PP. 12, Article 4, Technical Committee: Add Delaware Department of Natural Resource and Environmental Control (DNREC) – Division of Air Quality as a new voting member; and
- (3) PP. 12, Article 4, Technical Committee: Revise quorum for 9 to 10 members.

**WHEREAS**, the aforementioned amendments to the Prospectus and Bylaws were reviewed by the S/WMPO Technical Advisory Committee on January 11, 2017, which made a favorable recommendation to forward them to the S/WMPO Council for their review and action; and

**WHEREAS**, the proposed amendments to the S/WMPO's Prospectus and Bylaws have undergone appropriate review by the Council and were considered at a public hearing on March 17, 2017, and consistent with the requirements of the Organization's Adopted Public Participation Plan a 15-day comment period was instituted. No comments were received; and

**NOW, THEREFORE, BE IT RESOLVED** that the S/WMPO Council does hereby adopt the revisions to the Prospectus and Bylaws, which supersede all previous versions of the S/WMPO's Prospectus and Bylaws concerning regional transportation planning for the UA and the member organizations entrusted to carry out such Bylaws.

MARCH 23, 2017  
Date

Keith D. Hall  
Keith D. Hall, Acting Chairman, S/WMPO Council

**RESOLUTION BY THE SALISBURY/WICOMICO  
METROPOLITAN PLANNING ORGANIZATION COUNCIL  
AMENDING THE PROSPECTUS AND BYLAWS  
RESOLUTION NO. 05-2017**

**WHEREAS**, the Salisbury/Wicomico Metropolitan Planning Organization (S/WMPO) was established to conduct regional transportation planning for the S/WMPO area in accordance with applicable federal requirements;

**WHEREAS**, the S/WMPO Council is the governing body for the S/WMPO;

**WHEREAS**, the purpose of the S/WMPO's Prospectus and Bylaws is to provide information regarding its history, regulatory authority, regional geography of the Urbanized Area (UA), organizational structure and operations, and work products produced by the S/WMPO;

**WHEREAS**, the S/WMPO's Prospectus and Bylaws include the following proposed substantive amendments:

- (1) PP. 12, Article 2, Section 5: Time, Place, and Conduct of Meetings:
  - a. Deleted "5) Appointment of Technical Committee members for the following fiscal year."; and
  - b. Added new fourth paragraph "On a biennial basis, to be determined by the Council no later than June 30<sup>th</sup> and beginning on an odd calendar year, the Council shall perform the following activities regarding the appointment of members and officers of the TAC:
    - 1) Confirmation of Technical Advisory Committee members for a term of two-fiscal years; and
    - 2) Confirmation of Technical Advisory Committee Chairperson and Vice-Chairperson for a term of two-fiscal years."
- (2) PP. 14, Article 4, Section 2: Technical Committee:
  - a. 1<sup>st</sup> paragraph, 1<sup>st</sup> sentence: Replaced "even" with "odd"; and
  - b. 3<sup>rd</sup> paragraph: Replaced with "The TAC shall elect its own Chairperson and Vice-Chairperson biennially, beginning on an odd calendar year, from among its members, subject to the confirmation of the Council. Upon completion of serving in the capacity of TAC Vice-Chairperson, the Vice-Chairperson will assume the role of Chairperson. Subsequently, an election will be held to fill the vacancy of the TAC Vice Chairperson."
- (3) PP. 17, Article 6, Section 2: Liability:
  - a. 2<sup>nd</sup> paragraph, 1<sup>st</sup> sentence: Added "and June 1, 2017,"

**WHEREAS**, the aforementioned amendments to the Prospectus and Bylaws were reviewed by the S/WMPO Technical Advisory Committee on April 13, 2017, which made a favorable recommendation to forward them to the S/WMPO Council for their review and action; and

**WHEREAS**, the proposed amendments to the S/WMPO's Prospectus and Bylaws have undergone appropriate review by the Council and were considered at a public hearing on June 1, 2017, and consistent with the requirements of the Organization's Adopted Public Participation Plan a 15-day comment period was instituted. No comments were received; and

**NOW, THEREFORE, BE IT RESOLVED** that the S/WMPO Council does hereby adopt the above mentioned revisions to the Prospectus and Bylaws, which supersede all previous versions of the S/WMPO's Prospectus and Bylaws concerning regional transportation planning for the UA and the member organizations entrusted to carry out such Bylaws.

6/5/17  
Date

  
Matthew E. Creamer, Chairman, S/WMPO Council

**RESOLUTION BY THE SALISBURY/WICOMICO  
METROPOLITAN PLANNING ORGANIZATION COUNCIL  
AMENDING THE PROSPECTUS AND BYLAWS  
Dated February 27, 2018  
RESOLUTION NO. 02-2020**

**WHEREAS**, the Salisbury/Wicomico Metropolitan Planning Organization (“S/WMPO”) was established to conduct regional transportation planning for the S/WMPO area in accordance with applicable federal requirements;

**WHEREAS**, the S/WMPO Council is the governing body for the S/WMPO;

**WHEREAS**, the purpose of the S/WMPO’s Prospectus and Bylaws is to provide information regarding its history, regulatory authority, regional geography of the Urbanized Area (“UA”), organizational structure and operations, and work products produced by the S/WMPO;

**WHEREAS**, the S/WMPO’s Prospectus and Bylaws include the following proposed amendments:

- (1) PP. 13, Article 2, Section 4: Voting:
  - a. 1<sup>st</sup> paragraph, 2<sup>nd</sup> sentence: Deleted “(telephone or conference call);
  - b. 2<sup>nd</sup> paragraph, 1<sup>st</sup> sentence: Added “in person”;
  - c. 2<sup>nd</sup> paragraph, 1<sup>st</sup> sentence: Replaced “via telephone or conference call” with “remotely”;
  - d. 2<sup>nd</sup> paragraph, 2<sup>nd</sup> sentence: Replaced “can” with “may”;
  - e. 3<sup>rd</sup> paragraph, 2<sup>nd</sup> sentence: Replaced “electronic” with “remote”;
  - f. 3<sup>rd</sup> paragraph, 2<sup>nd</sup> sentence: Added “and a platform is made available for the public to participate.”;
  - g. 3<sup>rd</sup> paragraph, 4<sup>th</sup> – 6<sup>th</sup> sentences: Deleted “The Chairman shall establish a time limit for Council members to respond to an action via electronic vote. The time limit will remain in effect even if a quorum is achieved prior to the closing date. Specific instructions about the method to respond must be made clearly and concurrently when the vote is canvassed.”
  - h. 3<sup>rd</sup> paragraph, new 4<sup>th</sup> sentence: Added new sentence “Procedures for remote meetings are contained in Appendix A of the S/W MPO’s Public Participation Plan.”
  - i. 3<sup>rd</sup> paragraph, 5<sup>th</sup> sentence: Added “In the event of a remote meeting occurring,”;
- (2) PP. 14, Article 2, Section 5: Time, Place, and Conduct of Meetings:
  - a. 5<sup>th</sup> paragraph, 1<sup>st</sup> sentence: Deleted “upon seven (7) days notice”;
- (3) PP. 18, Article 6, Section 2: Liability:
  - a. 2<sup>nd</sup> paragraph, 1<sup>st</sup> sentence: Deleted “November 8, 2017”; and
  - b. 2<sup>nd</sup> paragraph, 1<sup>st</sup> sentence: Added “and TBD”

**WHEREAS**, the aforementioned amendments to the Prospectus and Bylaws were reviewed by the S/WMPO Technical Advisory Committee on April 13, 2017, which made a favorable recommendation to forward them to the S/WMPO Council for their review and action; and

**WHEREAS**, the aforementioned amendments to the Prospectus and Bylaws were reviewed by the S/WMPO Technical Advisory Committee ("TAC") on January 28, 2020. At which time, the TAC made a favorable recommendation to forward them to the S/WMPO Council for their review and action;

**WHEREAS**, prior to Council action a 15-day public review and comment period was instituted. No comments were received;

**WHEREAS**, the proposed amendments to the S/WMPO's Prospectus and Bylaws have undergone appropriate review by the Council and were considered at a Public Hearing on June 23, 2020; and

**NOW, THEREFORE, BE IT RESOLVED** that the S/WMPO Council does hereby adopt the above mentioned amendments to the Prospectus and Bylaws, which supersede all previous versions of the S/WMPO's Prospectus and Bylaws concerning regional transportation planning for the UA and the member organizations entrusted to carry out such Bylaws."

June 23, 2020  
Date

Matthew E. Creamer  
Matthew E. Creamer, Chairman, S/WMPO Council

# Salisbury/Wicomico Metropolitan Planning Organization Prospectus

## Introduction

This document is designed to provide background information for locally elected officials, agencies, the general public and other interested parties who participate in the activities of the Salisbury/Wicomico Metropolitan Planning Organization (“S/W MPO”). It will serve as the agency “PROSPECTUS” as required by the Maryland Department of Transportation (“MDOT”), the Delaware Department of Transportation (“DelDOT”), the Federal Transit Administration (“FTA”), and the Federal Highway Administration (“FHWA”).

The purpose of this document is to provide information regarding S/W MPO’s history, regulatory authority, regional geography and organizational structure, and products produced by the S/W MPO. It is intended to provide a general overview. Specific information regarding projects, work products, etc., will be found in other documents such as the Unified Planning Work Program (“UPWP”), the Transportation Improvement Program (“TIP”), and the Long Range Transportation Plan (“LRTP”), produced by the S/W MPO.

The S/W MPO serves as the federally designated Metropolitan Planning Organization for the region. Established to conduct regional transportation planning, the S/W MPO promotes a cooperative, comprehensive and continuing process designed to enhance the movement of people and goods throughout the S/W MPO region. S/W MPO’s planning process brings together representatives of the S/W MPO entities into a single regional transportation forum.

## Overview

The S/W MPO was designated by Maryland Governor Robert L. Ehrlich on February 19, 2004. The framework creating the S/W MPO was officially established by a Memorandum of Understanding, which was executed by its prospective members on January 21, 2004. This MOU was signed by the participating entities which included: MDOT; DelDOT; Wicomico County; City of Salisbury; City of Fruitland; Town of Delmar, MD; Town of Delmar, DE; and the Tri-County Council of the Lower Eastern Shore of Maryland.

As a result of the Urbanized Area expansion, based on the 2010 U.S. Decennial Census, the S/W MPO’s Prospectus and Bylaws were amended on November 24, 2015, to include one full voting representative on the S/W MPO Council from each of the following entities: Delaware municipality; Sussex County, Delaware; and DelDOT. In addition, representation of the S/W MPO’s Technical Advisory Committee has been modified to increase participation from government agencies or organizations located in Delaware.

The Maryland and Delaware Departments of Transportation entered into a new MOU on March 10, 2015. The MOU recognizes the following: DelDOT will have full voting membership; DelDOT commits to provide financial support to the S/W MPO; DelDOT will receive copies of all materials and technical products produced by the S/W MPO; DelDOT will participate in technical committee meetings of the S/W MPO; either party may at a future time rescind or revise the MOU and any revisions in funding and participation will be negotiated and reduced to writing and agreed to by both parties; and DelDOT will be responsible for compliance with Federal air quality conformity requirements for the non-attainment portion of the Urbanized Area located in Sussex County.

In support of the S/W MPO operations and planning activities both parties (S/W MPO and DelDOT) agree to the following terms and conditions: DelDOT is a voting member of the Technical Advisory Committee and Council; DelDOT will be responsible for compliance with Federal air quality conformity standards for the non-attainment area of Sussex County; DelDOT will be responsible for funding the S/W MPO, at a minimum, consistent with the per person distribution formula used by MDOT for the S/W MPO unless otherwise negotiated to and agreed to by both parties in writing; DelDOT will be responsible for covering the 20 percent local match (State and local) unless otherwise agreed to by both parties in writing via the annual PL Funding Agreement; DelDOT will provide the S/W MPO with copies of all transportation planning related studies and reports for projects located within the Urbanized and Metropolitan Planning Areas; and DelDOT will prepare and submit a Transportation Improvement Program to the S/W MPO for review and action.

## Purpose and Authority

As the designated Metropolitan Planning Organization for the region, S/W MPO has the responsibility to implement the federal requirements relating to Metropolitan Planning as set forth in the Code of Federal Regulations (“CFR”).

The Urbanized Area designation, delineated by the U.S. Census Bureau, is based upon population density and several other factors. The purpose of the designation is to develop a metropolitan planning organization to perform the requirement(s) of the regulations as described in the guidelines and as referenced below:

“...to implement Titles 23 U.S.C. 134 and 49 U.S.C. 5303-5306 which require that a Metropolitan Planning Organization be designated for each urbanized area and that a metropolitan area have a continuing, cooperative, and comprehensive transportation planning process that results in plans and program that consider all transportation modes and support metropolitan community development and social goals. The transportation plan and program shall facilitate the development, management and operation of an integrated, intermodal transportation system that enables the safe, efficient, economic movement of people and goods.” (*Federal Register; Thursday, May 25, 2000; Part III Department of Transportation; Federal Highway Administration; Federal Transit Administration; 23 CFR Parts 450 & 1410; 49 CFR Parts 613 & 621; “Statewide Transportation Planning; Metropolitan Transportation Planning; Proposed Rule.”*)

The primary mission of S/W MPO is to perform transportation planning and coordination within the region. S/W MPO will work to insure prevailing Federal transportation guidelines are followed and will work to establish regional consensus on the transportation planning, products, and programs.

S/W MPO will work to coordinate its activities with the appropriate authorities and departments of all impacted state and local governments. It shall work to strengthen the continuing local transportation planning processes of the states, counties and municipalities. S/W MPO will work to coordinate the efforts of the individual governmental units to help solve regional problems and implement regional goals and policies.

As S/W MPO works to fulfill its mission, the major goals include:

- The efficient movement of people and goods;
- The use of existing facilities to the fullest extent practical;
- The use of limited financial resources to generate maximum benefit to the transportation system;

- To limit impacts on air quality, the built environment, as well as historic, cultural and natural resources; and
- To ensure public involvement throughout the transportation planning and project development process.

## Regional Geography and Demographics

The S/W MPO is comprised of the U.S. Census Bureau designated Urbanized Area. This is a contiguous statistical geographic entity, consisting of a central core and adjacent densely settled areas that together contain at least 50,000 people. The minimum density is generally 1,000 people per square mile. According to the U.S. 2010 Decennial Census, the population of the Urbanized Area was 98,081, with 73,493 persons or 74.9 percent residing in Maryland and the remaining 24,588 persons or 25.1 percent residing in Delaware.

The Salisbury Urbanized Area is centrally located on the Delmarva Peninsula. This Urbanized Area is located at the intersection of the major thoroughfares of the Eastern Shore, U.S. Route 50 (East-West) and U.S. Route 13 (North-South). Its geographic location has been utilized as a central point for distribution and commerce for the entire Eastern Shore and enabled Wicomico County to develop commercially throughout the years. The largest city in the area is Salisbury with a 2010 Decennial population of 30,343 persons, which represented roughly 31 percent of the total population of the UA.

Within Maryland, the Urbanized Area runs from the northern end of Somerset County (Allen Road from Wicomico Creek to Eden Allen Road and to U.S. Route 13) extending in a northerly direction along U.S. Route 13 Business through Fruitland, Salisbury, Delmar, and unincorporated portions of Wicomico County. The westerly limit of the UA is the Town of Hebron and the easterly limit is the intersection of U.S. Route 50 and Forest Grove Road.

The portion of the UA located in Delaware extends in a northerly direction approximately 17 miles from Maryland Route 54, also known as Line Road, from the Town of Delmar to the intersection of U.S. Route 13 and Camp Road near Bridgeville, Delaware. This linear corridor includes portions of the Towns of Delmar, Laurel, Blades, City of Seaford, and unincorporated portions of Sussex County, DE.

## Organizational Structure

The primary governing body of the S/W MPO is the Council. As outlined in the agency Bylaws, the Council consists of twelve (12) voting members. The proportionality of members from each state is determined by the percent of population residing within the Maryland and Delaware portions of the UA. Therefore, of the twelve (12) voting members of the Council, nine (9) members, or 75 percent, are from Maryland and three (3) members, or 25 percent, are from Delaware

The voting constituency of the S/W MPO Council shall be comprised of representatives from the following governments and agencies:

- MDOT (1 position)
- Wicomico County (3 positions)
- City of Salisbury (2 positions)
- City of Fruitland (1 position)
- Town of Delmar, MD (1 position)
- Tri-County Council for the Lower Eastern Shore of MD (1 position)
- DelDOT (1 position)
- Sussex County (1 position)
- Delaware municipality – two year rotating term (Laurel, Blades, and Seaford)

The Council meets on an annual basis and as needed to act on items of regional significance and the Transportation Improvement Program.

The representatives of the local governments are designated by their respective local governmental entities. The representatives of the Department of Transportation for both states are designated by their respective agencies.

Other issues relative to the organizational structure such as alternatives, officers, staff structure, committees, financial organization and other relative items, can be found in the Bylaws located at the end of this document.

## **Products**

The products produced by the S/W MPO consist primarily of three (3) separate items. The annual UPWP, TIP, and the LRTP updated on a four-year cycle. In addition to the aforementioned S/W MPO work products, DelDOT is responsible for conducting and complying with Air Quality Conformity Analysis for the non-attainment portion of the S/W MPO Urbanized Area in Sussex County, Delaware.

The UPWP is developed on an annual basis and includes the transportation planning activities being proposed for each fiscal year and the budget for performing these activities. The UPWP identifies the costs of each activity by funding source, and provides a narrative description of the activities undertaken each year.

The TIP is a staged multi-year program of federally-funded transportation improvement projects consistent with the LRTP for the S/W MPO Area. It is a vital link between the plan development and implementation, wherein general transportation plans are converted into specific improvement projects. The TIP is developed and approved annually in cooperation with the state Departments of Transportation. Updates to the document are reviewed and approved by the S/W MPO as they are needed.

The LRTP is the actual guide for transportation improvements in the S/W MPO region over the next twenty to twenty five (20 to 25) year period. This plan is multimodal in nature and is developed in conjunction with the State Departments of Transportation and according to the Federal Guidelines governing the development of transportation plans in metropolitan areas. The LRTP is required to be updated on either a three (3), four (4) or five (5) year cycle (the particular cycle is based upon the air quality attainment status of the region). The S/W MPO is on a four (4) year transportation plan update cycle because of the non-attainment status of Sussex County.

The portion of the Urbanized Area in Sussex County, Delaware, is in Non-Attainment for Ozone. In accordance with the 1990 Clean Air Act Amendments (“CAAA”) and 23 CFR 450.322(I), the FHWA and the FTA must make a joint air quality conformity determination to ensure the Organization’s LRTP, TIP, as well as the Sussex County portion of Delaware’s STIP conform to the 2008 8-hour Ozone National Ambient Air Quality Standards (“NAAQS”). The Delaware Department of Transportation will be responsible for completing the Air Quality Conformity Analysis for the Sussex County, Delaware, portion of the S/W MPO. In addition, the Delaware Department of Transportation will be responsible for ensuring conformity between the 2008 8-hour NAAQS and applicable Delaware portions of the TIP and fiscally constrained projects contained in the LRTP.

# Salisbury/Wicomico Metropolitan Planning Organization Bylaws

## Article 1 – MISSION AND AUTHORITY

### Section 1: Mission Statement/Goals/Objectives

The primary mission of the S/W MPO is to perform transportation planning and coordination within the region. In that role, the S/W MPO shall prepare a fiscally constrained LRTP for the region in accordance with prevailing Federal transportation guidelines and establish regional consensus on the TIP. In addition, the S/W MPO shall assure consistency of the TIP with the LRTP.

The S/W MPO shall coordinate its activities with the appropriate authorities and departments of all impacted state and local governments. It shall work to strengthen the continuing local transportation planning processes of the states, counties, and municipalities. The S/W MPO is an organization through which individual governmental units can work on regional problems and coordinate their efforts. However, it is not a substitute for local, county, or state government.

The Urbanized Area of the S/W MPO region includes the City of Salisbury, City of Fruitland, Town of Delmar, MD, Town of Hebron, and unincorporated portions of Wicomico and Somerset counties in Maryland. The Delaware portion consist of the Town of Delmar, DE, Town of Laurel, Town of Blades, City of Seaford, and unincorporated portions of Sussex County, Delaware.

The major goals of the S/W MPO are as follows:

- The efficient movement of people and goods;
- The use of existing facilities to the fullest extent practical;
- The use of limited financial resources to generate maximum benefit to the transportation system;
- To limit impacts on air quality, the built environment, as well as historic, cultural and natural resources; and
- To ensure public involvement throughout the transportation planning and project development process.

### Section 2: Authority

Authority for the State of Maryland and the State of Delaware to participate in the S/W MPO is granted through the respective State Codes and through the executive power of the Governors. Powers of the S/W MPO and its officers and member groups are derived from and are commensurate with the applicable sections of the respective state codes and applicable federal law.

## **Article 2 – MEMBERSHIP**

### **Section 1: S/W MPO Council**

The voting membership of the S/W MPO Council shall consist of twelve (12) members representing the following governments or agencies:

- MDOT (1 position)
- Wicomico County (3 positions)
- City of Salisbury (2 positions)
- City of Fruitland (1 position)
- Town of Delmar, MD (1 position)
- Tri-County Council of the Lower Eastern Shore of MD (1 position)
- DelDOT (1 position)
- Sussex County (1 position)
- Delaware municipality – two-year rotating term - Laurel, Blades, and Seaford (1 position)

Each member shall be appointed for a term of two years or until a successor is duly appointed. Eligible members may be reappointed.

### **Section 2: Council Alternates**

Each Council member may from time to time designate an alternate to attend meetings. Designated alternates shall have the privilege of voting on any Council matters.

### **Section 3: Officers**

Once the Council is formed, a Chairperson and Vice-Chairperson shall be elected to serve for one year. Annual elections shall be held thereafter. Officers may be appointed for successive years.

The Council Chairperson will preside at all meetings, act as the spokesperson for the Council, sign all Council resolutions or correspondence, and perform such other duties as appropriate for the office. The Vice-Chairperson shall act in the absence of the Chairperson. In the absence of both the Chairperson and Vice-Chairperson, the members present will designate a Chairperson Pro Tempore for that meeting. Alternates shall not serve as the Chairperson Pro Tempore.

Council members shall serve without compensation except that members of the Council may be reimbursed for reasonable and necessary out of pocket expenses associated with Council meetings or other S/W MPO activities.

### **Section 4: Voting**

Voting of the S/W MPO Council shall require the presence of a quorum of the Council voting members, which shall be defined as seven (7) voting members, which comprises a majority of Maryland's and Delaware's representatives, thus including five (5) Maryland voting members and two (2) Delaware voting members. Except as otherwise provided in these Bylaws, no action of the S/W MPO Council will be effective or binding unless adopted by affirmative vote of a majority of a quorum of members present or

participating remotely at the Council meeting, except that in no event shall regional projects or programs directly impacting a state be approved without the agreement of a majority of that State's members. Furthermore, projects determined to be of primarily local interest by the Council, upon recommendation of the TAC, shall only require a majority vote of the affected state's membership.

In the event a member of the S/W MPO Council is unable to attend a meeting in person, the member may participate in the meeting remotely provided all participants can concurrently hear all of the conversation. However, given the importance of representation of our local governments and participating entities, a member may exercise this option only if an alternate is not available and only one (1) time within a twelve-month period during a given fiscal year (July 1<sup>st</sup> to June 30<sup>th</sup>).

The S/W MPO Council shall strive to conduct the majority of voting activities at their regularly scheduled meetings. However, remote votes of the Council membership may be authorized by the Chairperson between meetings provided all voting members of the S/W MPO Council are canvassed simultaneously and a platform is made available for the public to participate. Such votes shall be conducted under the same requirements as votes at meetings (e.g. quorum and in accordance with applicable section(s) of the Organization's Public Participation Plan). Procedures for remote meetings are contained in Appendix A of the S/W MPO's Public Participation Plan. In the event of a remote meeting occurring, documentation confirming a vote has taken place and the results thereof shall be ratified and included in the minutes of the next scheduled meeting of the S/W MPO Council.

#### **Section 5: Time, Place and Conduct of Meetings**

All meetings of the S/W MPO shall be open to the public, and all actions will be taken in public, except for special electronic votes (although ratification and documentation of electronic votes shall occur in a public meeting, pursuant to Section 4) or executive sessions to discuss privileged matters in accordance with the appropriate State Open Meetings Law as determined by the location of the meeting.

Consistent with the requirements outlined in the S/W MPO Public Participation Plan, the public will be given notice of all S/W MPO Council and special meetings as soon as reasonably possible in accordance with the appropriate State Open Meetings Law, as determined by the location of the meeting.

On an annual basis, to be determined by the Council no later than June 30, at least one meeting shall be held. Each year, the Council shall perform the following:

- 1) Review of the Unified Planning Work Program and budget for the current fiscal year;
- 2) Adoption of the Unified Planning Work Program and budget for the following fiscal year;
- 3) Adoption of the Transportation Improvement Program (TIP) for the following fiscal year; and
- 4) Election of officers for the following fiscal year.

On a biennial basis, to be determined by the Council no later than June 30<sup>th</sup> and

beginning on an odd calendar year, the Council shall perform the following activities regarding the appointment of TAC officers and members:

- Confirmation of Technical Advisory Committee members for a term of two-fiscal years; and
- Confirmation of Technical Advisory Committee Chairperson and Vice-Chairperson for a term of two-fiscal years.

The Council may have additional meetings as needed. Special meetings may be called by the Chairperson of the Council at any time, which notice must indicate the time, place, and general business to be transacted, as well as include a platform for the public to participate. Requests for special meetings can be made by members of the Council or S/W MPO staff. The calling of the special meeting is discretionary with the Chairperson of the Council; however, the presiding officer must call a special meeting when requested by not less than four (4) voting members of the Council.

### **Section 6: Conduct of Meetings**

The S/W MPO staff will prepare in coordination with the appropriate presiding officer the agenda for all meetings. All meeting agendas will be made available to each member at least seven (7) days in advance of the meeting. Except as otherwise provided herein, all meetings of the Council and related subcommittees shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

## **Article 3 – ORGANIZATION**

### **Section 1: MPO Staff**

The S/W MPO staff person shall act as both the Secretary and Treasurer for the Council without vote. The S/W MPO staff person shall oversee the daily operations of the MPO and be responsible for carrying out the directives of the Council.

The S/W MPO staff person shall have the responsibility to negotiate consensus among the member agencies on the full range of issues which are likely to arise; to develop recommendations for the Council's actions; to provide or coordinate appropriate technical analysis and studies; and to articulate the regional position to various legislative, executive, business, civic, citizen audiences, and the media. The S/W MPO staff person shall be responsible for developing the budget, approving all expenditures, finance, administration, and execution of all contracts.

In the event the S/W MPO staff person position becomes vacant, the Director of the Salisbury/Wicomico County Department of Planning, Zoning and Community Development shall work with the S/W MPO Council Chairperson on designating an interim S/W MPO staff person until the position is filled.

## Article 4 – COMMITTEES

### Section 1: Executive Committee

The S/W MPO Chairperson, Vice-Chair, and one other Council member appointed by the Chair shall make up the Executive Committee. The Executive Committee shall meet at the call of the Chairperson to provide guidance or conduct minor business of the MPO, which may arise between Board meetings.

A majority of the members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee are subject to ratification by an affirmative vote of a majority of the Council members present or participating remotely (telephone or conference call) at the next meeting.

### Section 2: Technical Committee

The S/W MPO Council shall establish a Technical Advisory Committee charged with the responsibility for:

1. Review of technical work of S/W MPO;
2. The preparation of key products in conjunction with the S/W MPO staff; and
3. The development of recommendations for Council approval of relevant projects and programs.

The Technical Advisory Committee shall consist of not more than nineteen (19) voting members and should generally be filled by individuals working in a technical capacity for the member local governments and agencies. The S/W MPO Council shall establish a Technical Advisory Committee (TAC), which may include no more than one (1) representative from each of the following agencies:

Maryland Department of Transportation  
Maryland Department of Planning  
Wicomico County Department of Public Works  
City of Salisbury Dept. of Infrastructure and Development  
City of Fruitland  
Town of Delmar, MD and DE  
Town of Hebron  
Shore Transit  
Delmarva Water Transport Advisory Committee  
Salisbury Regional Airport  
Wicomico County Dept. of Planning, Zoning & Community Development  
Salisbury/Wicomico Planning and Zoning Commission  
Salisbury University  
DelDOT  
Delaware Transit Corporation (DTC) Sussex County Planning  
Department  
Delaware Office of State Planning Coordination  
Delaware municipality (Laurel, Blades, or Seaford)

Delaware Department of Natural Resources and Environmental Control  
(DNREC)  
- Division of Air Quality

Ex-Officio  
Federal Highway Administration  
Federal Transit Administration  
Maryland State Highway Administration  
Maryland Transit Administration

Membership on the TAC can be altered by vote of the Council, which shall appoint the TAC members biennially beginning in an odd year. The TAC shall seek the input of other agencies and experts as appropriate, so that all needed technical issues are considered in the transportation planning and programming processes. To accomplish the latter, and by a majority vote, the TAC may designate task forces to address specific issues; TAC members, and non-member agencies and individuals may be appointed to serve on such task forces.

Voting on the TAC shall be one (1) vote for each agency. A quorum of the TAC, which is defined as 10 voting members, is required for a vote to be taken. When the TAC forms special task forces, each member of the task force shall have one (1) vote, unless otherwise provided at the time the task force is formed.

The TAC shall elect its own Chairperson and Vice-Chairperson biennially, beginning on an odd calendar year, from among its members, subject to the confirmation of the Council. Upon completion of serving in the capacity of TAC Vice-Chairperson, the Vice-Chairperson will assume the role of Chairperson. Subsequently, an election will be held to appoint the TAC Vice Chairperson.

The TAC shall generally communicate to Council their positions, recommendations and advisements through committee motions approved by a majority of the members acting through a quorum of the TAC membership.

S/W MPO staff shall provide appropriate logistical and staff support to the TAC.

### **Section 3: Standing and Special Interest Committees**

The Council, at its sole discretion, may create, abolish and establish rules for advisory committees (standing and special interest) for the purpose of assisting and advising Council on defined areas of interest.

The committees shall generally communicate to Council their positions, recommendations and advisements through committee motions approved by a majority of the members acting through a quorum of the committee membership. Council action and/or inaction shall constitute the official policies of S/W MPO on these matters.

S/W MPO staff shall provide appropriate logistical and staff support to committees established by Council.

## **Article 5 – FINANCE**

### **Section 1: Annual Work Program**

An annual Unified Work Program (UPWP) for the following fiscal year shall be prepared and presented by the S/W MPO staff person for approval of the Council no later than June 30<sup>th</sup> of each year according to federal and/or state requirements and such other provisions as required by the S/W MPO Council.

Unless otherwise recommended by the TAC and approved by the S/W MPO Council, the Maryland portion of the budget including federal, state, and local match will be used exclusively to support S/W MPO activities in Maryland and the Delaware funding allocation to the S/W MPO budget, including federal, State, and local match, will be used exclusively in support of S/W MPO activities in Delaware.

### **Section 2: Apportionment of Costs**

Funds for S/W MPO operations will be drawn from federal, state, and local public agencies, as well as private sources, as appropriate. The non-federal share of funding for the proposed program shall be either: (1) provided in whole by a state DOT; or (2) a combination of local match between a state DOT and member jurisdiction(s) in the same state; or apportioned among the member jurisdictions on the basis of an annual funding agreement that shall be entered into by May 30 of each year, prior to the fiscal year for which the agreement is made.

Federal funding shall be provided to the S/W MPO through the State of Maryland and State of Delaware as specified by federal requirements. The distribution formula (federal and local) for Delaware will be consistent with the per person allocation utilized by MDOT, and executed via an annual PL funding agreement. Any revisions in funding or participation will be negotiated and reduced to writing and agreed to by both parties. Additional state or local funds may be provided to S/W MPO, as needed, to fulfill the work program, as well as to conduct special studies for member agencies.

### **Section 3: Annual Budget**

The S/W MPO will prepare an annual budget for a fiscal year consisting of a twelve (12) month period extending from July 1 through June 30. The budget shall state anticipated expenditures of S/W MPO, in accordance with the UPWP and expected administrative costs; and the anticipated revenue in accordance with formulae for contributions mutually agreed upon by the members of the S/W MPO Council, subject in all cases to budgetary approval by each contributing body. The S/W MPO staff shall prepare the budget for review and adoption by the S/W MPO Council by June 30 of each year for the following fiscal year.

### **Section 4: Audit Requirements**

A financial audit of the operations, activities, and records of S/W MPO shall be made annually by a firm of independent certified public accountants. A copy of the audit shall be made part of the permanent records of the Council and available to the public at the S/W MPO offices. Copies shall be made available to all participating governments and public agencies, in addition to appropriate state and federal agencies.

### **Section 5: Contracts**

All binding contracts on behalf of S/W MPO advertised as part of a competitive bid process (Request for Proposals) shall require the selection of a preferred vendor(s) by an evaluation team consisting of members of the S/W MPO TAC and / or S/W MPO Council. As long as the contract amount is within the budgeted amount, S/W MPO staff person shall have the authority to enter into professional service contract(s) with member agencies and vendors, as well as continuing approved contracts that are specified in the current budget or work program, without additional approval of the S/W MPO Council, MDOT or DelDOT. In addition, the S/W MPO staff person has the authority to approve change orders up to the amount of ten (10) percent of the original contract amount of an approved contract as long as the revised new contract amount is within the current budget amount. Any executed contract including change orders, shall be reported to the S/W MPO Council at its next meeting.

### **Section 6: Fiscal Year**

The fiscal year of the Council will begin on July 1 of each year and end on June 30 of the following year.

## **Article 6 - MISCELLANEOUS**

### **Section 1: Amendments or Repeal of Bylaws**

These Bylaws may be amended at any meeting of the S/W MPO Council by a majority vote of the members present or participating remotely (by telephone or conference call) consistent with provisions contained within Article 2, Section 4, provided: a) the vote includes a quorum of seven (7) members, which constitutes a majority of members from both Maryland and Delaware, five (5) of which are Maryland voting members and two (2) of which are Delaware voting members; b) written notice of the proposed amendment has been provided to each member at least ten (10) days prior to the meeting at which it is to be voted upon, and c) the matter appears on the published agenda for the meeting.

### **Section 2: Liability**

The private property of the appointed members and Staff of this organization shall be wholly exempt from corporate liability.

The Bylaws adopted this date, January 24, 2005, and amended on April 30, 2007, November 24, 2015, March 22, 2017, June 1, 2017, and June 23, 2020 supersede all previous bylaws concerning regional transportation planning for the Salisbury Urbanized Area and the member organizations entrusted to carry out such bylaws.