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**Transportation Planning Board**  
A Metropolitan Planning Organization (MPO)

**RULES AND OPERATING  
PROCEDURES**

**Approved April 5, 2017**

## Introduction

The Madison Area Transportation Planning Board (MATPB), a Metropolitan Planning Organization (MPO), is the policy body responsible for cooperative, comprehensive regional transportation planning and decision making for the Madison Metropolitan Planning Area as designated by the Governor of the State of Wisconsin under Federal law and regulations. The MATPB was created through an intergovernmental agreement redesignating the MPO signed by the Governor and local units of government representing over 75% of the Madison Metropolitan Planning Area population, effective May 2, 2007. This agreement superseded and voided a redesignation agreement dated November 29, 1999.

The responsibilities of the MATPB (MPO) include:

1. Carrying out a cooperative, continuous and comprehensive planning process for making transportation investment decisions in the metropolitan area with program oversight from the Federal Highway Administration, the Federal Transit Administration and the Wisconsin Department of Transportation.
2. Preparing and maintaining a long-range multi-modal transportation plan.
3. Preparing and implementing an annual work program.
4. Preparing a transportation improvement program (TIP) to provide for transportation investments to meet metropolitan transportation needs.
5. Other duties as required to comply with State and Federal regulations.

These rules and operating procedures are adopted by the MATPB to facilitate the performance of its transportation planning and programming responsibilities<sup>1</sup> and establish guidance on issues pertaining to the MATPB that are not otherwise addressed in other documents.

### **SECTION I – AUTHORITY**

The MATPB, an MPO, has authority granted under the redesignation agreement, effective May 2, 2007, and federal laws and regulations, including but not limited to 23 U.S.C. 134 and 23 C.F.R. Section 450. Because the MATPB is not a corporate entity, the City of Madison serves as its fiscal and administrative agent.

### **SECTION II – BOARD MEMBERSHIP AND OFFICERS**

#### **A. Board Membership<sup>2</sup>**

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<sup>1</sup> These responsibilities are outlined under United States Code (23 USC 134 and 49 USC 5303-5306), 23 CFR 450, as most recently amended by the Fixing America's Surface Transportation (FAST) Act, Public Law 114-357.

<sup>2</sup> The composition of the Madison Area Transportation Planning Board is outlined under "An Agreement Redesignating the Metropolitan Planning Organization for the Madison Urbanized Area," signed by then Governor Jim Doyle and those local units of government representing at least 75% of the population in the MPO Planning Area, including the largest incorporated city (Madison), effective on May 2, 2007.

The MATPB consists of fourteen (14) members appointed by the local units of government within the Madison Metropolitan Planning Area, Dane County, and the Wisconsin Department of Transportation. Each appointee to the MATPB must reside within the Madison Metropolitan Planning Area and shall serve until their successor is appointed.

The appointments to the MATPB are made as follows:

- The Mayor of the City of Madison appoints six (6) members. Appointees serve a period of two (2) years. A minimum of two-thirds or four (4) and a maximum of five (5) of the six appointees must be elected officials.<sup>3</sup>

Representation by Public Transportation Provider: One of the City of Madison appointments must include a representative of Metro Transit, the city-owned transit agency that is the major provider of public transportation in the metropolitan area and the designated recipient of Federal Transit Administration funding under the Section 5307 Urbanized Area Formula Program. The Metro Transit representative may be the Transit General Manager or a non-elected citizen member of the City of Madison's Transit & Parking Commission, which oversees and sets policy for the transit system functioning as its board of directors. The Metro Transit representative should consider the needs of all eligible public transportation providers that provide service in the Metropolitan Planning Area. The MPO Policy Board shall make a recommendation on the Metro Transit representative for consideration by the Mayor.

While not reflected in the 2007 redesignation agreement, this provision for a Metro Transit representative as one of the City of Madison Mayor's appointments reflects the MATPB's intent to institutionalize the long-standing practice since the MPO was last redesignated in 2007 to include a Metro Transit representative on the board (historically the General Manager) and meet the new federal requirement of representation by providers of public transportation in MPOs serving a transportation management area (TMA).<sup>4</sup> While meeting the federal requirement, continued representation by Metro Transit on the board will also better enable the MATPB to meet transit-related planning requirements of the FAST Act and develop plans and TIPs that support a multi-modal regional transportation system.

- The Dane County Executive appoints three (3) members. Appointees serve a period of two (2) years. A minimum of two-thirds or two (2) of the three appointees must be elected officials.<sup>3</sup>

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<sup>3</sup> Appointments that are not elected officials must be officials of public agencies or departments that administer or operate major modes of transportation in the metropolitan planning area, including local planning or engineering staff or members from local boards and commissions with a focus on transportation or land use.

<sup>4</sup> At its November 6, 2013 meeting, the MATPB voted to direct the City of Madison to continue to appoint a Metro Transit representative to the board to meet the new federal requirement for public transportation provider representation while also addressing the issue of appropriate central city and suburban community representation in light of the expanded planning area following the 2010 Census. One of the City of Madison representatives now becomes the Metro Transit representative. This avoided the need to go through essentially a redesignation process (without the Governor's signature) in order to formally change the board structure as required in the 2007 redesignation agreement. See Section II.B below.

- Three (3) members of the policy board shall be appointed by a simple majority vote of the chief elected officials of the cities and villages within the Metropolitan Planning Area other than Madison. Appointees serve a period of two (2) years. A minimum of two-thirds or two (2) of the three appointees must be elected officials.<sup>3</sup>
- One (1) member of the policy board shall be appointed by a simple majority vote of the Chairpersons of the towns with land area within the Metropolitan Planning Area. The appointee serves a period of two (2) years. The appointee must be an elected official.
- One (1) member shall be appointed by the Secretary of the Department of Transportation. The appointee serves a two-year term.

When making appointments, the appointing authorities are encouraged to keep in mind the MATPB's commitment to meeting the transportation needs of all citizens, particularly those who have traditionally been under-represented in the transportation planning process. These include the transit dependent, low-income and minority populations, and persons with disabilities. The appointing authorities are also encouraged to consider the desirability of maintaining geographic balance within the municipality or among municipalities of board members appointed.

#### **B. Changes to Policy Board Composition**

Future changes to the composition of the policy board may be made to ensure appropriate representation as the number of local units of government within the MPO Planning Area increases. Per the 2007 redesignation agreement, such a change requires notification of the appointing authorities and all local units of government in the MPO Planning Area, a public hearing, and ratification by those units of government with at least 75 percent of the population within the MPO Planning Area, including the City of Madison. A simple majority vote of the board is required to initiate this process to submit a change to the local units of government for ratification.

#### **C. Procedure for Nomination and Voting on City/Village and Town Appointments**

The MATPB Planning Manager shall send a memo (either electronically or by mail) to the chief elected officials of all cities and villages and towns in the MPO Planning Area informing them of expiring or open appointments and requesting nominations to fill them. The memo shall include information on the appointment requirements and a deadline for submitting candidate names. Following receipt of the nominations, the MATPB Planning Manager shall send out another memo/email to the chief elected officials with the list of candidates requesting a vote either via email or regular mail. It should be noted that voting for the candidates via this method is a matter of public record and therefore not confidential. The city/village appointee(s) must receive a vote from a majority of the chief elected officials of the cities/villages in the MPO Planning Area other than Madison. The town appointee must receive a vote from a majority of the Chairpersons of the towns in the MPO Planning Area. If no candidate receives a vote of the majority of the elected officials, the two or more candidates with the most votes will be resubmitted for a second vote. Following the voting, the Planning Manager shall send out a final memo/email informing the chief elected officials of the new appointment(s).

#### **D. Changes to Appointments**

While the terms of all appointments to the Board are two years, members may be replaced prior to the end of their two-year term by the appointing authority. In such case, the new member fills the remainder of the term of the member replaced.

For the city/village and town appointments, the process for removal of an appointment prior to the expiration of the term can be initiated by a written request submitted to the MATPB Planning Manager by at least one-third of the chief elected officials of the cities/villages or Chairpersons of the towns in the MPO Planning Area. Upon receipt of a request by the requisite number of chief elected officials, the Planning Manager shall send a memo or email to all chief elected officials for a vote on the removal of the appointee. If a majority of the chief elected officials vote for removal, the procedure for nomination and voting on appointments shall be followed to appoint a new member to fill the remainder of the term of the member removed.

#### **E. Officers**

The officers of the MATPB shall consist of a Chair and Vice Chair. Nominations for the Chair and Vice Chair shall be made from the floor by board members. Once nominations are closed, the Chair shall call a vote with separate votes for each officer. Election shall be by simple majority vote.

The terms for the Chair and Vice Chair shall be one year, unless extended by a majority vote of the Board. Election of the Chair and Vice Chair shall generally take place at the July meeting. In the event that a vacancy occurs in either office, a successor shall be elected at the next Board meeting to serve out the unexpired term.

1. Chair – The duties of the Chair shall be to: (a) consult with the MATPB Planning Manager in setting board meeting agendas; (b) preside at all board meetings; (c) appoint MPO representatives to study committees and MPO subcommittees, as may be required, with confirmation by the board; (d) act as official signatory for MPO resolutions and other documents; (e) serve as the official spokesperson of the MPO in reporting actions taken by the MPO<sup>5</sup>; and (f) perform such other duties as may be agreed to by the board.
2. Vice Chair – The duties of the Vice-Chair shall be to preside at all board meetings and act as official signatory for MPO resolutions and other documents in the absence of the Chair.

In the absence of both the Chair and Vice Chair at a meeting, those present shall elect a chair pro tem to preside at the meeting.

### **SECTION III – MPO COMMITTEES AND STAFF**

#### **A. Subcommittees of the MPO Policy Board**

Subcommittees may be appointed by the MATPB Chair with confirmation by the board to consider such matters and perform such tasks as are referred to them by the policy board. Such

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<sup>5</sup> The Chair may also designate the MATPB Planning Manager to communicate actions taken by the MPO.

subcommittees may include MATPB Technical Coordinating Committee members, local officials, public citizens, and others in addition to board members.

## **B. MATPB Technical Coordinating Committee**

### **1. Authority and Responsibilities**

The MATPB shall establish an intergovernmental Technical Coordinating Committee (TCC) with staff from local units of government in the metropolitan area and various agencies or facets of transportation planning to assist in carrying out its responsibilities. The TCC provides professional expertise in the development of the MATPB's transportation plans and programs, ensuring a high quality technical review of the planning process and a direct communication liaison with the policy board. The TCC shall review, coordinate, and advise on all transportation planning matters, and provide input to the board on issues directed to it by the board or MATPB Planning Manager. Drafts of all required documents and programs shall be submitted to the TCC for review and recommendation to the board.

### **2. Membership, Voting, and Officers**

The TCC is comprised of 14 voting members, 5 alternate members, and 2 non-voting members. Alternate members include five of the eleven representatives from non-Madison communities. The alternates are listed 1-5. The first alternate counts for quorum and may vote when one voting member is absent. The second alternate may vote when the first alternate is absent or two voting members are absent, and so on with the remaining alternates. Alternates are encouraged to participate in committee discussions and serve on any subcommittees created. The voting and alternate members of the 11 representatives from non-Madison communities will be switched on an annual basis at the beginning of the year assuming the alternate members are regular meeting participants. The priority of the alternates will also be rotated over time.

The TCC is comprised of the following agency staff:

#### *Voting TCC Members:*

City of Madison

Traffic Engineer

Engineer

Transportation Policy and Planning Manager

Metro Transit Planning Manager

City of Fitchburg

City Engineer or Planning Director

City of Middleton

Public Works or Planning Director

City of Monona

City Engineer

City of Stoughton

Public Works or Planning Director

City of Sun Prairie

Public Works or Planning Director

City of Verona  
Public Works or Planning Director  
Village of Cottage Grove  
Public Works Director  
Village of DeForest  
Public Works Project Coordinator  
Village of McFarland  
Public Works Director  
Village of Waunakee  
Public Works Director  
Village of Windsor  
Planning Director  
Dane County  
Assistant Commissioner, Public Works & Transportation Dept.  
Planning Director, Planning & Development Dept.  
Wisconsin Department of Transportation  
Transportation Planner, Bureau of Planning  
Transportation Planner, Southwest Region  
University of Wisconsin-Madison  
Transportation Planning Manager, Facilities Planning & Management Office

*Non-Voting TCC Members:*

Federal Highway Administration  
Community Planner, Wisconsin Division  
Federal Transit Administration  
Transportation Program Specialist, Region V

The TCC shall elect a Chair and Vice Chair by simple majority vote of the voting members. The Chair shall be responsible for presiding at all meetings. The term of the Chair shall be two years. There shall be no limit on the number of terms a member may hold the office of Chair. In the absence of the Chair, the Vice Chair shall preside at the meeting. In the absence of either, the TCC shall select another member to preside at that meeting.

**3. Meetings and Quorum**

Regular meetings shall be held monthly in accordance with the annual meetings schedule included in the annual Unified Planning Work Program, unless cancelled by the MATPB Planning Manager due to a lack of a sufficient number of agenda items. Special meetings may be held as needed. A quorum is formed by the presence of a simple majority of the voting membership or eight (8) members. Voting members may designate an alternate to attend meetings and represent them in their absence. Such designation may be on a standing basis or for a specific meeting. Alternates to voting members shall count for quorum purposes and have voting privileges. No action shall be taken without a quorum in attendance at that meeting, but information may be presented to those in attendance so long as the meeting was properly noticed.

#### **4. Subcommittees of the TCC**

The MATPB shall establish a standing Intelligent Transportation Systems (ITS) subcommittee of the TCC to bring together the stakeholders that are involved in regional ITS to share information and facilitate implementation of the Regional ITS Strategic Plan, including integration of the ITS plan into implementing agency plans and budgets.

The ITS subcommittee is comprised of the following agency staff:

##### City of Madison

- Chief Information Officer, Information Technology Dept.
- Assistant Traffic Engineer, Traffic Engineering Division
- Officer, Police Department
- Parking Operations Manager, Parking Utility

##### Metro Transit

- Transit Technology Planner

##### Dane County

- Emergency Planning Staff, Dept. of Emergency Management
- Assistant Commissioner, Public Works & Transportation Dept.
- Traffic Safety Coordinator, Sheriff's Office
- Manager, Public Safety Communications (911) Center

##### WisDOT

- ITS Traffic Engineer, SW Region
- Traffic Engineer, Traffic Operations, SW Region
- Operations Engineer, Bureau of Traffic Operations

##### University of Wisconsin – Madison

- Director, Transportation Services
- ITS Program Manager, Traffic Operations and Safety Laboratory

A Congestion Management subcommittee or work group may also be created to facilitate implementation of the MATPB's Congestion Management Process (CMP), including incorporation of the CMP into the overall regional transportation planning and programming process. The membership of the subcommittee or work group, if created, shall consist of agency staff with expertise in traffic and transit operations, ITS, and other other relevant fields.

Other subcommittees may be created as needed.

Meetings of subcommittees shall be held as necessary to carry out their duties. A quorum is formed by a simple majority of the members. No action shall be taken without a quorum in attendance, but information may be presented to those in attendance as long as the meeting was properly noticed.



## **C. MATPB Citizen Advisory Committee**

### **1. Authority and Responsibilities**

The MATPB shall establish a Citizen Advisory Committee (CAC). The CAC shall provide advice to the board on transportation planning matters. Drafts of all required documents and programs shall be submitted to the CAC for review and recommendation to the board.

### **2. Membership**

The CAC shall consist of representatives of various public and/or private interest groups, the transportation industry, and local citizens to provide a broader base of review of the MPO's programs and plans. The committee shall include a maximum of fifteen (15) members.

### **3. Meetings and Quorum**

Regular meetings shall be held every other month in accordance with the annual meetings schedule included in the annual Unified Planning Work Program, unless cancelled by the MATPB Planning Manager due to a lack of a sufficient number of agenda items. Special meetings may be held as needed. A quorum is formed by the presence of a simple majority of the members. No action shall be taken without a quorum in attendance at that meeting, but information may be presented to those in attendance as long as the meeting was properly noticed.

## **D. MATPB Staff**

The City of Madison is responsible for providing professional staff services to the MATPB. MATPB staff are directed by MATPB policies and approved documents.

The Manager of the Regional Transportation Planning Section of the City of Madison Planning Division within the City's Department of Planning & Community & Economic Development ("MATPB Planning Manager") shall be the chief staff person for the MATPB. The MATPB Planning Manager shall be responsible for direction of all administrative and operational functions of the MATPB, including supervision of MATPB staff. The MATPB Planning Manager shall be responsible for preparing agendas, supporting documentation, information and technical support for MATPB meetings, posting MATPB meeting notices, maintaining accurate records of all MATPB meetings, and transmitting notice of all official actions taken by the MATPB to its constituent members, WisDOT, FHWA, and FTA.

The City of Madison Planning Division Director is the appointing authority and supervises the MATPB Planning Manager. The City of Madison Planning Division Director is encouraged to communicate closely with and involve the MPO Policy Board and its Chair in the hiring of the MATPB Planning Manager, who serves as the chief staff person for the MATPB. If the MPO Policy Board has concerns about the professional staff services it is receiving, the board should communicate those concerns to the MATPB Planning Manager and/or City of Madison Planning Division Director.

The Administrative Clerk for the Regional Transportation Planning Section ("MPO Recording Secretary") shall record all meetings.

## **SECTION IV – MPO POLICY BOARD MEETINGS**

### **A. Public Notice, Accessibility, and Conduct**

All meetings shall be publicly noticed with both the City of Madison and Dane County. Agendas and meeting packets shall also be posted on the MATPB website. Meetings shall be located in a place that is accessible to all persons, and conducted in conformance with Sections 19.81 to 19.98 of the Wisconsin Statutes, which set forth the public policy and requirements for open meetings of governmental bodies. Accommodations will be made for persons with disabilities if the attendee gives advance notice of a need for an interpreter, materials in alternate forms, or other accommodations to access the meeting.

### **B. Meetings**

#### **1. Regular Meetings**

The MPO Policy Board shall generally meet once a month at a location to be determined by the Policy Board in consultation with the MATPB Planning Manager.

When there are insufficient agenda items for a meeting, the meeting will be cancelled at the discretion of the Chair. If the regular meeting date is a holiday, the meeting will be rescheduled or cancelled. However, a special meeting may be called in lieu of the regular meeting.

#### **2. Special Meetings**

Special meetings may be held as needed and may be called at any time by the Chair. The Chair shall set the date, time, and place of the special meeting. In the absence of a Board Chair, the Vice Chair may call a special meeting.

Telephonic participation for quorum purposes and voting is permitted for special meetings. A maximum of two members may participate via telephone. The public notice, accessibility, and conduct of the special meeting shall still meet state requirements for open meetings. The public notice for the meeting shall indicate those members that will not be participating in person. For all meetings at which some members are participating via telephone, a roll call vote shall be conducted for all actions taken so the vote of each member can be acknowledged and recorded.

#### **3. Joint Meetings**

Joint meetings may be held with other agencies, committees, or commissions on items of mutual interest.

### **C. Agenda**

Meeting agendas shall be prepared by the MATPB Planning Manager in consultation with the Chair. Items for the agenda, accompanying information, and written communications intended for consideration as part of an agenda item should be received by the MATPB Planning Manager no later than ten (10) days prior to the scheduled meeting. However, written communications received after this deadline will be reported and provided to the Board at the meeting.

All agendas and accompanying information packets shall be mailed to Board members and posted on the MATPB's website no later than five (5) days in advance of the scheduled meeting. A mailing list for the agendas and minutes based on requests for same will be maintained by the MPO Recording Secretary.

### Order of Business for Meetings

- Roll Call
- Approval of Minutes
- Communications
- Public Comment  
(Note: This item is intended to offer the public an opportunity to comment on an issue that is not on the agenda, such as introducing an issue that the person would like the MPO Policy Board to consider at a future meeting.)
- Public Hearing  
(Note: A set time is to be noticed)
- Items Intended for Action  
(Note: In general, items intended for action are to be presented to MPO Policy Board members with a staff report that includes a cover sheet with staff comments and recommendation/rationale, a copy of any applicable resolution, and any other accompanying materials to assist members in considering the item.)
- Other Items  
(Note: Items for which action may or may not be taken should also generally be presented with a staff report and accompanying materials, if available, to assist members in considering the item. A cover sheet may also be prepared for items intended for discussion only.)
- Status Report on Projects Potentially Involving the MPO
- Discussion of Future Work Items
- Announcements and Schedule of Future Meetings
- Adjournment

The board may alter the above order of the agenda items at the meeting.

#### **D. Public Comment**

Persons wishing to speak on an agenda item must register and give the registration form to the MATPB Chair, preferably before the item comes up on the agenda. The time limit for comments on items for which a public hearing has not been scheduled is three (3) minutes per person, unless waived by a 2/3s majority vote of the members present. Questions of the speaker may occur following the speaker's presentation, unless questioning is anticipated to last longer than three minutes. Then questions will be held until after all public comments on the item.

#### **E. Attendance**

Board members are to inform the MATPB Planning Manager and Board Chair in advance (preferably two days) if they are not able to attend a meeting. Absences without advance notice or those of an avoidable nature will be recorded as unexcused. Board roster attendance information shall be provided to Board members on a biennial basis. The Chair may remind board members of

their responsibility to attend and participate in board meetings in the event of poor attendance. If the problem persists, the board may authorize the Chair to send a letter to the appointing authority or authorities informing them of the board member's poor attendance.

#### **F. Motions**

Motions shall be restated by the Chair before a vote is taken. The name of the maker of the motion and the person seconding it shall be recorded. A motion made at the following meeting to reconsider an item may be made, but if notice of reconsideration has not been published, the motion is to be referred to the next meeting so that adequate public notice can be provided.

#### **G. Parliamentary Procedure**

Board meetings shall be governed by *Roberts Rules of Order Newly Revised* unless otherwise provided for herein.

#### **H. Quorum**

A majority of the board or eight (8) members shall constitute a quorum for the conducting of business and taking of official action. Board members are not permitted to designate an alternate to attend meetings for quorum and voting purposes when they cannot be present.

Whenever a quorum is not present within thirty (30) minutes of the scheduled beginning meeting time, the Chair shall not call the meeting to order and the meeting shall be rescheduled to a time and date selected by the Chair.

#### **I. Reports**

The Board may ask for reports and recommendations, if any, from staff and the MATPB Technical Coordinating Committee (TCC) and/or Citizen Advisory Committee (CAC) on any matters before it. [See Agenda regarding staff reports to accompany agenda items and Subsection B and D of Section III regarding the TCC and CAC.]

#### **J. Voting**

Voting shall be by voice. Only whether the motion or resolution passed or failed shall be recorded, unless a roll call is requested or a member requests that the votes cast be recorded by number and/or name. All persons will be assumed voting in the affirmative unless they verbally cast a "no" vote or indicate at the time of the vote that they wish to abstain. If there is any question, the Chair will restate the votes cast for record purposes.

[Note: It is advisable that members who abstain from voting indicate their reason(s) for doing so. If a member abstains from voting due to a conflict of interest, he/she should not participate in the discussion.]

A motion for reconsideration of any agenda item from a previous meeting may only be made by a member who was present at that meeting and voted on the prevailing side or who is recorded as an excused absence. All members who are in attendance at the meeting where reconsideration is being considered may vote on the issue.

## **SECTION V – PUBLIC HEARINGS**

The board shall schedule and hold public hearings on all items required by law (e.g., Regional Transportation Plan, Transportation Improvement Program) and may hold public hearings on any other matters.

### **A. Public Notice and Comments**

Reasonable effort shall be made to notify affected local units of government and the general public of hearings through posting and mailing of notices, through the news media, and other means.

Persons wishing to speak at a hearing must register and give the registration form to the MATPB Chair, preferably before the start of the hearing. The time limit for comments at a public hearing is five (5) minutes per person, unless waived by a two-thirds majority vote of the members present. Questions of the speaker may occur following the speaker's presentation, unless questioning is anticipated to last longer than three (3) minutes. The Board will not engage in discussion or debate with the speakers. Further questions will be held until after all public comments are completed.

### **B. Conduct and Record of Hearing**

At the beginning of the hearing, the Chair shall briefly identify the subject(s) under consideration and instruct the public on how the hearing will proceed. MATPB staff may give a presentation on the subject, if deemed appropriate. Board members may then ask questions or pose questions during the presentation by permission of the Chair. Public comments will then be allowed. A record of the names, addresses, and positions of those appearing shall be made. If questions by the public are permitted, they shall be directed to the Chair. Any member of the Board may question a speaker on his/her statements. These rules may be suspended or modified, or a speaker allowed more time, with approval by a majority vote of the board.

## **SECTION VI – PUBLIC PARTICIPATION PLAN AND UNIFIED PLANNING WORK PROGRAM**

### **A. Public Involvement Plan**

The MATPB shall develop and use a documented public participation plan that defines a process for providing citizens, affected public agencies, private transportation providers, users of the transportation system, and others with reasonable opportunities to be involved in the metropolitan transportation planning process in accordance with 23 C.F.R. Section 450.316.

### **B. Unified Planning Work Program and Budget**

The MATPB shall annually develop, in cooperation with the Wisconsin Department of Transportation and public transit operators, a Unified Planning Work Program (UPWP) and budget that outlines transportation planning activities to be performed using federal and state transportation funding in accordance with 23 C.F.R. Section 450.308.

Because the City of Madison provides staff services and is the fiscal agent for the MPO, the MPO's budget is incorporated into the budget for the City's Planning Division in the Department of Planning & Community & Economic Development. Preparation and review of the MPO Work Program and budget by MATPB staff and Board shall occur along the same general timeline as the

City's budget process to ensure coordination and consistency of the Work Program and budget and consistency between the budgets approved by the MPO and the City of Madison.

#### **SECTION VII – MISCELLANEOUS**

No member of the MPO Policy Board shall take any action, which may be interpreted as representing the view of the MPO Policy Board as a whole unless he/she has been authorized to do so by the board as a body or by the Chair.

Suspension or Amendment to the Bylaws and Operating Rules and Procedures – The Board may suspend or amend these rules and procedures by a two-thirds vote of the total membership (10 members).

MPO Board members shall be governed by the Code of Ethics of their appointing governmental bodies. In the event that the appointing governmental body does not have a Code of Ethics, the Board member shall simply strive to maintain high moral and ethical standards, including avoidance of conflicts between their personal interests and their public responsibilities as Board members.

#### **SECTION VIII – AMENDMENTS**

The MATPB Bylaws and Operating Rules and Procedures may be amended at any meeting by a simple majority vote of the board present, provided the item has been publicly noticed. Amendments may be initiated by board members or the MATPB Planning Manager.