



CONSTITUTION AND BYLAWS

OF THE

**MIAMI VALLEY REGIONAL
PLANNING COMMISSION**

December 3, 2009

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CONSTITUTION AND BYLAWS
OF THE
MIAMI VALLEY REGIONAL PLANNING COMMISSION

SECTION I. A REGIONAL PLANNING COMMISSION CREATED AND NAMED

As set forth in their Resolutions of Cooperation and in fulfillment of the desires and wishes of the several Boards of County Commissioners, City and Village Councils, and Planning Commissions within the Miami Valley Region of southwestern Ohio, a regional planning commission is hereby created and it shall be named and known as “The Miami Valley Regional Planning Commission.”

SECTION II. AUTHORITY

The Miami Valley Regional Planning Commission, vested with all the powers, both expressed and implied, as set forth in the Ohio Revised Code, Title 7, Chapter 713, is established as a regional planning Commission to serve those political subdivisions within the Miami Valley Region of southwestern Ohio that join together in the execution of their Resolutions of Cooperation.

SECTION III. OBLIGATIONS

The Constitution and Bylaws of the Miami Valley Regional Planning Commission, as outlined herein, is binding upon all parties who are in good standing with the Miami Valley Regional Planning Commission and shall be the official document used by the Commission to delineate and describe its functions, duties, procedures, and areas of operation.

SECTION IV. DEFINITIONS

Appointing Authority – member organizations that appoint Board of Director delegates or Technical Advisory Committee members.

Board of Directors – the Members of the Miami Valley Regional Planning Commission

Commission – the Miami Valley Regional Planning Commission

Executive Committee – a permanent committee appointed by the Board of Directors that is responsible for working with the Executive Director to act on routine and emergency matters of the Commission and responsible for all powers and authority delegated and assigned by the Board of Directors

Governmental Member – the person selected by any unit of local government participating in the Miami Valley Regional Planning Commission to represent that body in accordance with the provisions defined herein.

Metropolitan Planning Area (MPA) – Metropolitan Planning Area (also known as the MPO Planning Area) is the geographic area as determined by agreement between the MPO and the Governor. At a minimum, the MPA boundaries shall encompass the entire existing urbanized area as defined by the Bureau of the Census plus the contiguous area expected to become urbanized within a 20-year forecast period for the metropolitan transportation plan.

Metropolitan Planning Organization (MPO) – a designation given to the Commission in accordance with federal and state regulations for the purpose of conducting the urban transportation planning process for the Dayton, Ohio Urbanized Area

Miami Valley Region – the geographic area that includes all or portions of Clark, Darke, Greene, Miami, Montgomery, Preble and Warren Counties

Miami Valley Regional Planning Commission – MVRPC board members representing the Miami Valley Region.

Non-governmental Member Organization – any organization that is not a unit of local government or other governmental organization as defined herein.

Other Governmental Member Organization – a governmental organization other than a unit of local government. Examples of such organizations include, but are not limited to: library districts, park districts, County Engineers located within the Metropolitan Planning Organization (MPO) planning boundaries; and, in accordance with the requirements of the current surface transportation reauthorization bill, the district office(s) of the Ohio Department of Transportation that serve the MPO planning area and the urban transit operators.

Population – population based on the most recent U.S. Census or subsequent official U.S. Bureau of the Census estimates.

Technical Advisory Committee - a permanent committee, appointed by the members of the Commission to represent each of their respective organizations, that is responsible for advising the Board of Directors on technical issues or other delegated and assigned matters.

Unit of Local Government – a county, city, village, or township

SECTION V. MISSION STATEMENT AND RESPONSIBILITIES

Being a regional planning Commission, the Miami Valley Regional Planning Commission shall be charged with carrying out the following expressed mission statement and responsibilities, as well as other assignments as may be adopted subsequently by the Board of Directors.

A. Mission Statement

The mission of the Miami Valley Regional Planning Commission is:

To serve as a forum and resource where regional partners identify priorities, develop public policy and implement collaborative strategies to improve the quality of life and economic vitality throughout the Miami Valley.

B. MVRPC Goals

1. Regional Stewardship - We will foster collaborative regional stewardship as a means to accelerate economic, social, and environmental progress, while maintaining a sense of place in the Miami Valley Region.
2. Vibrant Communities - We will leverage the considerable resources of the Miami Valley Region to build vibrant communities.
3. Vigorous Economy - We will move in a strategic direction for economic growth that increases our competitive advantage and brings our community together.
4. Healthy Environment - We will preserve our ecological heritage and quality of life through efficient land use.

C. Responsibilities

In keeping with this Constitution, the responsibilities of the Miami Valley Regional Planning Commission shall be to make studies, maps, plans, recommendations, and other reports of the region that may include adjoining areas or portions thereof, that affect the development and welfare of the region as a whole or one or more political units within the region or a county. The responsibilities may include, but not be limited to:

1. Preparing plans, including studies, maps, recommendations, and reports on:
 - a. Regional goals, objectives, opportunities and needs; standards, priorities, and policies to realize such goals and objectives
 - b. Economic and social conditions; quality of life issues
 - c. The general pattern and intensity of land use and open space
 - d. The general land, water and air transportation systems, and utility and communication systems
 - e. General locations and extent of public and private works, facilities, and services

- f. General locations and extent of areas for conservation and development of natural resources and the environment
 - g. Long range programming and financing of capital projects and facilities
2. Promoting understanding of and recommending measures to implement the plans of the region.
 3. Collecting, processing and analyzing social and economic data; undertaking continuing studies of natural and human resources; and coordinating such research with other government agencies, educational institutions and private organizations.
 4. Contracting with and providing planning assistance to units of local government, agencies, districts, planning commissions, and other organizations, both public and private; coordinating the planning with neighboring planning areas; and cooperating with the state and federal governments in coordinating planning activities and programs in the region.
 5. Reviewing comprehensive land use, open space, transportation, and public facilities plans, projects, and implementing measures of local governments.
 6. Reviewing applications for state and federal financial assistance projects; commenting upon and making recommendations to promote coordination of planning activities in the region.
 7. Reviewing the planning, programming, location, financing and scheduling of public facility projects within and/or affecting the development of the region.
 8. Undertaking other studies, planning, and programming; conducting experimental or demonstration projects found necessary in the development of plans for the region; and coordinating work and exercising all other powers necessary and proper for the discharging of its responsibilities.
 9. Providing a forum for the sharing of information and ideas, the exploration of regional issues, and the initiation of special projects and cooperative ventures.
 10. Providing a variety of mechanisms to solicit broad public input on regional programs and activities.
 11. Serving as the Metropolitan Planning Organization (MPO) in accordance with federal and state regulations for the purpose of conducting the urban transportation planning process for the MPO Planning Area.

SECTION VI. PARTICIPATION AND MEMBERSHIP

A. Participation

1. Upon execution of a Resolution of Cooperation, all units of local government located within the Miami Valley Region may participate in the Commission and appoint members to the Board of Directors.
2. The Board of Directors may consider requests for participation by units of local government located outside the Miami Valley Region that also demonstrate the regional significance of their activities and interests and their willingness to comply with the terms of membership participation as prescribed herein.
3. Non-governmental organizations located within the Miami Valley Region that satisfactorily demonstrate to the Board of Directors that their programs, activities, interests or facilities are regionally significant or regionally oriented may appoint liaison representatives and provide financial support to the Commission and may nominate individuals for appointment to the Board of Directors and its committees.
4. Other governmental organizations located within the Miami Valley that satisfactorily demonstrate to the Board of Directors that their programs, activities, interest or facilities are regionally significant or regionally oriented may appoint representatives, may provide financial support to the Commission and may nominate individuals for appointment to the Board of Directors and its committees (except as specified in the Executive Committee appointment section). Examples of such organizations include, but are not limited to: County Engineers located within the Metropolitan Planning Area (MPO) planning boundaries; and, in accordance with the requirements of the current surface transportation reauthorization bill, the District Office(s) of the Ohio Department of Transportation and the urban transit operations that serve the MPO planning area..

B. Membership; Appointment

1. Each participating unit of local government shall be entitled to appoint one member to the Board of Directors, who shall be an elected official of the appointing body at the time of this appointment. Members appointed by units of local government shall be known as “governmental members.”
2. Each appointing authority may also appoint one alternate to the member it has designated, who shall be an elected official or the chief executive officer or administrator of the appointing body at the time of this appointment. Said alternate shall be authorized to act in place of such member in the event of the latter’s absence at any meeting of the Board of directors and to cast such votes as such member could have cast if present.
3. The Board of Directors may at any time, or from time to time, appoint additional “non-governmental” or “other governmental” members to the Board of Directors who may be persons nominated by non-governmental organizations or other governmental

organizations deemed by the governmental members to be fairly representative of groups or interests having substantial interests in and impact upon the Miami Valley. All such members shall be known as “non-governmental” or “other governmental” members of the Board of Directors, as defined herein. Said members shall be an employee or an appointed official of the member organization.

The non-governmental or other governmental members may also appoint one alternate to each member it has designated, who shall also be an employee or an appointed official of the member organization. Said alternate shall be authorized to act in place of such member in the event of the latter’s absence at any meeting of the Board of Directors and to cast such votes as such member could have cast if present. The number of non-governmental members shall be limited so that the aggregate number of all non-governmental members shall not exceed one-third (1/3) of the aggregate number of all governmental members.

4. Each member may be appointed for a term of two years and may be re-appointed. Terms are effective with annual membership January 1st.
5. In the event that a governmental member shall resign, die, be incapacitated or fail or refuse to carry out his duties as a member of the Board of directors, that member’s appointing body may appoint a successor. In the event that a non-governmental member shall resign, die, be incapacitated, or fail or refuse to carry out his or her duties as a member of the Board of Directors, the governmental members of the Board of Directors may appoint a successor. A person who shall succeed a member in the events stated shall serve for the unexpired term of such member.

SECTION VII. MEETINGS OF THE BOARD OF DIRECTORS

A. General

1. There shall be at least six meetings of the Board of Directors within a calendar year. The Board of Directors meetings can include MPO and Regional issues. The Board of Directors shall schedule a calendar of events at its annual meeting, which shall include time and place. The Chair, with the concurrence of a majority of the Executive Committee members, shall have the discretion to add, delete or modify the time, date and/or place of any meeting.
2. The Executive Director, in consultation with the Chair, shall prepare the agenda. Matters to be discussed, along with the agenda, shall be distributed to the Board of Directors at least seven (7) calendar days prior to any meeting of the Board of Directors.
3. The Annual Meeting of the Miami Valley Regional Planning Commission shall be held in March concurrent with or immediately following the March Board of Directors meeting, for the primary purposes of electing officers and members of the Executive

Committee, and for conducting business pertinent to the well being of the Commission and its members.

4. In addition to the responsibilities described in Section V, other functions that the Board of Directors may perform at its meetings include, but are not limited to, the following:
 - a. Select Executive Committee members, as prescribed in Subsection IX. B.
 - b. Adopt and amend the constitution and bylaws, as prescribed in Section XV.
 - c. Approve the annual budget and work program.
 - d. Establish membership assessments and dues, in accordance with Subsection XII.
 - e. Appoint non-governmental and other governmental members.
 - f. Appoint a Nominations Committee to solicit nominations for officers, to be nominated at the next annual meeting.
 - g. Act upon requests for participation in the Commission by units of local government located outside the Miami Valley Region.
 - h. Develop and establish regional goals and objectives that carry out the mission and responsibilities of the Commission as stated in Section V and approve any official comprehensive regional plans resulting there from.
 - i. Review and approve revisions to official comprehensive regional plans that may periodically be required to insure the currentness of said documents. Establish such committees as it may deem necessary or desirable; appoint persons thereto, who need not be members of the Board of directors; and oversee the operation of said committees, including approval of committee reports.
 - j. Serve as a forum for the exchange of information and ideas and the discussion of significant regional issues.
5. In addition to the regularly scheduled meetings of the Board of Directors, special meetings may be called to consider a specific item(s) of business that urgently requires action. Such meetings shall be called by the Chair in consultation with the Executive Director or by petition of ten (10) of the members to the Chair.
6. Except as otherwise provided herein, all meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

B. Quorum

1. A quorum shall consist of one-third (1/3) of the total number of all members of the Board of Directors or their alternates, and for an MPO vote one-third (1/3) of the total number of all MPO members of the Board of Directors or their alternates.
2. If a quorum shall not be present at any Board of Directors meeting and the Chair shall deem action necessary on any matter determined to be of an emergency nature, the Chair may call an emergency meeting of the Board of Directors, not sooner than three (3) days from the date of the meeting at which there was not a quorum.

Notice of the emergency meeting and the items to be discussed shall be provided to all Board of Directors members at least seventy-two (72) hours before the hour of the special meeting. At the emergency meeting, those members present at the meeting shall constitute a quorum.

C. Voting

1. Except where otherwise specified herein, at any meeting of the Board of Directors as which a quorum shall be present, the action of members casting a majority of all votes shall constitute official action by the Board of Directors.

2. Each member of the Board of Directors shall be entitled to one vote, unless weighted voting is invoked according to Division 3 of this section.

3. In order to preserve an approximation of proportional representation by population, some Board members are entitled to cast votes on a weighted basis, but only after following the procedure described in Division a. and/or b. of this section.

- a. Unless otherwise prohibited herein, a request by a member to employ weighted voting may be made at a meeting of the Board of Directors. The request shall specifically identify the agenda item for which weighted voting is sought and shall be made prior to any non-weighted vote being taken. The item shall then automatically be placed on the agenda of the next meeting, at which time a weighted vote will be conducted.
- b. Unless otherwise prohibited herein, a motion to suspend the above rule and permit weighted voting on a specifically identified agenda item at that same meeting may be made prior to any non-weighted vote being taken. In order to take effect, the motion shall be approved by an affirmative vote of three-fourths (3/4) of the members present.
- c. Vote allocation: Members of the Board of Directors shall be entitled to cast the following number of votes on issues related to the Commission’s duties and responsibilities as an MPO:

Individual	Number of Votes
Member designated by the Board of Commissioners of largest county in the region	3
Member designated by each Board of Commissioners of other member counties	2
County Engineer of each MPO member county	1
Member designated by: Largest city in the region	6
Each other city	2

Each village	1
Member designated by each township	1
Other governmental members	1
Non-governmental members	1

4. Upon the request of any member, a roll call vote shall be taken.

5. On issues for which the Chair, acting in consultation with the Executive Director, shall deem that it is desirable to obtain a vote of the full Board of Directors, a vote by mail may be conducted, using a mailing list which exactly corresponds to the current official roll of voting members.

D. MPO Voting

Only those members located within the MPO Planning Area and paying the assessment required for participation in the MPO function as described in Subsection XII. C may vote on issues related to the Commission’s duties and responsibilities as an MPO.

Those members appointed to the Board of Directors in accordance with the requirements of the current surface transportation reauthorization bill, i.e., the district office(s) of the Ohio Department of Transportation that serve the Dayton Urbanized Area and the urban transit operators, may vote on issues related to the Commission’s duties and responsibilities..

In conjunction with the annual meeting, a total of three non-governmental and/or other governmental members shall be chosen by a caucus of the non-governmental and other governmental members to vote on issues related to the Commission’s duties and responsibilities as an MPO. Said members shall be announced immediately thereafter and become effective at the next Board meeting.

SECTION VIII. OFFICERS OF THE BOARD OF DIRECTORS

A. Election of Officers

At the Annual Meeting of the Miami Valley Regional Planning Commission, the Board of Directors shall, in accordance with the requirements of Section IX, appoint members of the Board of Directors to the Executive Committee, and shall also elect a Chair, a First Vice-Chair, and a Second Vice-Chair to serve as Officers for the Board of Directors until the next Annual Meeting and until their successors shall have been elected and qualified. The following procedures shall be used to elect the Chair, First Vice-Chair and Second Vice-Chair:

1. The Board of Directors shall appoint a Nominations Committee. All Board of Directors members, except the current Chair, shall be eligible for membership on the Nominations Committee.
2. The Nominations Committee shall solicit candidates from the full governmental membership of the Board of Directors for the Offices of Chair, First Vice-Chair and Second Vice-Chair and shall nominate one candidate for each office. All full governmental membership members of the Board of Directors, including members of the Nominations Committee, shall be eligible to become nominees, except that no member shall serve more than two (2) consecutive terms in the same office. Alternates to the Board of Directors shall not be eligible to become nominees. The Nominations Committee shall contact each person whom it wishes to nominate to ascertain willingness to serve.
3. The report of the Nominations Committee shall be sent to the membership in the regular mailing for the Annual Meeting and shall be presented at the Annual Meeting.
4. Following presentation of the Nominations Committee report, the Chair shall ask for nominations from the floor by officer position. Individuals may be nominated for, but may not hold, more than one position. Each officer shall be elected separately and voted upon in the following order: Chair, First Vice-Chair and Second Vice-Chair.
5. If there is more than one nominee for any position, elections for that office shall be conducted by secret ballot.
6. Newly elected officers shall assume office at the close of the election process and shall serve until the next Annual Meeting and until their successors shall have been elected and qualified.
7. In the event that a Executive Committee Officer shall resign, die, be incapacitated or fail or refuse to carry out his duties as a member of the Executive Committee, only those members who have served on the Board of Directors for two years or more shall be eligible for filling a vacant Executive Committee Officer position.

B. Duties of Officers

1. The Chair of the Board of Directors shall conduct all meetings of the Board of Directors and shall sign all resolutions enacted by the Board of Directors and the Executive Committee.
2. The Vice-Chairs shall acquaint themselves with the duties of the Chair. The First Vice-Chair shall serve as Secretary, and in the absence of the Chair shall assume all responsibilities charged to the Chair. The Second Vice-Chair shall be responsible for

providing fiscal oversight of the Commission's finances and, in the absence of the Chair and First Vice-Chair, shall assume all responsibilities charged to the Chair.

3. The Executive Director of the Miami Valley Regional Planning Commission shall serve as Treasurer to the Commission, shall be an officer of the Commission without vote, and the Executive Director, acting as the Treasurer, shall be responsible for the execution of all duties and responsibilities as defined in Section XII.
4. The First Vice-Chair, acting as the Secretary, shall be responsible for the recording of all minutes of meetings of the Board of Directors and the Executive Committee and shall sign said minutes. The Executive Director shall be responsible for all mailings of minutes and notices of meetings, all correspondence, and the safekeeping of records and other documents of the Commission.
5. The Second Vice-Chair shall be responsible for fiscal oversight and authorization of expenditures and disbursements, in accordance with Division 2 of Subsection IX. A, Divisions 1, 2 and 3 of Subsection XII. D and Division 3 of Subsection XII. E.
6. The Officers shall also concurrently serve as their jurisdiction's representative to the Executive Committee.

SECTION IX. EXECUTIVE COMMITTEE

A. Duties and Responsibilities

Within the membership of the Board of Directors, there is hereby created an Executive Committee that is authorized by the Board of Directors to:

1. Establish such committees as it may deem necessary or desirable; appoint persons thereto, who need not be members of the Board, and oversee the operation of said committees, including approval of committee reports.
2. Approve the draft annual budget and work program, as well as budget and work program revisions, in accordance with Subsection XII. B.
3. Establish procedures regarding authorization of expenditures and disbursements, including contracts and agreements for expenditures or disbursements, in accordance with Subsection XII. D and E.
4. Establish personnel policies, in accordance with Section XIV.
5. Provide general direction to the executive director regarding implementation activities for the above in accordance with the policies of the Board of Directors.

6. Oversee the recruitment of, develop a recommendation for, negotiate with and act to select an Executive Director.
7. Evaluate the Executive Director through appointment of an Evaluation Committee and action upon that Committee's recommendations.
8. Exercise all other powers that may be delegated to it by resolution of the Board of Directors.
9. Transmit copies of minutes of Executive Committee meetings to the members of the Board of Directors no later than the earlier of (a) thirty (30) days from the date of the meeting at which action was taken, or (b) the next meeting of the Board of Directors.

B. Appointments

1. At the annual meeting, members of the Executive Committee shall be selected for a one year term from those members serving on the Board of Directors. Alternates to the Board of Directors shall not be eligible to serve as Executive Committee members.
2. The composition of the Executive Committee shall be as follows:
 - a. One member representing each member County Commission.
 - b. Seven members representing cities and villages, one of which shall be the largest populated city in the region. The other members shall be chosen by a caucus of the member cities in attendance, to be held in conjunction with the annual meeting. One member shall be chosen from each of the counties located within the MPO Planning Area and paying the assessment required for participation in the MPO function. No more than four members shall be located within the same county. Results will be announced immediately thereafter and become effective at the next Executive Committee meeting.
 - c. Three members representing townships, to be chosen by a caucus of the member townships in attendance, to be held in conjunction with the annual meeting. Members shall be chosen from the counties located within the MPO Planning Area and paying the assessment required for participation in the MPO function. No more than one member shall be located within the same county. Results will be announced immediately thereafter and become effective at the next Executive Committee meeting.
 - d. Three members representing non-governmental and/or other governmental participants, to be chosen by a caucus of those non-governmental and other governmental members in attendance, to be held in conjunction with the annual meeting. Results will be announced immediately thereafter and become effective at the next Executive Committee meeting.
 - e. The Chair of the Board of Directors, who shall also serve as Chair of the Executive Committee.
 - f. The First Vice-Chair and Second Vice-Chair of the Board of Directors.

- g. In the event that a Executive Committee member shall resign, die, be incapacitated or fail or refuse to carry out his duties as a member of the Executive Committee, a caucus of the member's type of entity shall be reconvened to select a replacement member using the process described in this section. A person who shall succeed a member in the events stated shall serve for the unexpired term of such member.

C. Executive Committee Meetings

- 1. General. The Executive Committee will be scheduled to meet at least six times within the calendar year. The time and the place shall be determined by the Board of Directors, with every consideration given as to the probability of maximum attendance at the meetings. The Chair, with the concurrence of a majority of the Executive Committee members, shall have the discretion to add, delete, or modify the time, date, and/or place of any meeting.
- 2. Quorum. A quorum shall consist of a majority of the total number of all Executive Committee members
- 3. Voting. Each member of the Executive Committee shall be entitled to cast one vote on matters coming before the Executive Committee. At meetings at which a quorum is present, a majority of the votes cast shall constitute official action by the Executive Committee. Upon the request of any member, a roll call vote shall be taken.

D. Procedures

The procedures and operations of the Executive Committee shall be the same as those applicable to the Board of Directors, except to the extent otherwise provided in this Section IX.

SECTION X. TECHNICAL ADVISORY COMMITTEE

A. Duties and Responsibilities

There is hereby created a permanent Technical Advisory Committee (hereinafter called TAC) that shall provide advice to the Board of Directors in regard to:

- 1. Long and short range comprehensive plans for the development of the region.
- 2. Professional and technical considerations involved in plans and decisions.
- 3. Programs for financing, staging, detailing, administering, or otherwise implementing the plans.
- 4. Solutions to specific development programs.

5. Evaluating, making recommendations, and reviewing analysis for recommendation to the Board.

B. Participation

1. Each participating unit of local government shall be entitled to appoint one voting member to the TAC, who shall be an employee or, if there is no appropriate employee available, an elected official of that member's organization. Each non-governmental or other governmental appointing authority shall be entitled to appoint one member to the TAC, who shall be an employee or an appointed official of that member's organization. In the event that a TAC member shall resign, die be incapacitated or fail or refuse to carry out their duties as a member, that member's appointing body may appoint a successor. A person who shall succeed a member in the events stated shall serve for the unexpired term of such member.

The County Engineers from each of the counties that are members of the MPO in accordance with the provisions of Division 4 of Subsection VI.A. shall also be members of the TAC. Additionally, in accordance with the requirements of the current surface transportation reauthorization bill, the district office(s) of the Ohio Department Of Transportation that serve the MPO Planning Area and the urban transit operators are each eligible to appoint one member to participate in the TAC.

2. Each appointing authority may also appoint one alternate to the member it has designated. Said alternate shall be employee or, if there is no appropriate employee available, an elected or appointed official of that member's organization and authorized to act in place of such member in the event of the latter's absence at any meeting of the TAC and to cast such votes as such member could have cast if present.
3. Each member may be appointed or elected for a term of two years and may be re-appointed or re-elected. Terms are effective with annual membership January 1st.

C. Officers

The officers of the TAC shall consist of a Chair, Vice-Chair and Secretary. The County Engineers from each of the counties that are members of the MPO, in accordance with the provisions of Division 4 of Subsection VII. C, shall Chair the TAC on an annual rotating basis. The Chair of the TAC shall appoint, annually at the March meeting, the Vice-Chair from among the members of the TAC. The Executive Director of the Commission shall serve as Secretary of the TAC.

D. Quorum

A quorum shall consist of TAC members or their alternates present at the meeting.

E. Voting

Each member of the TAC shall be entitled to cast one vote on matters coming before the TAC at meetings thereof, except that only members of the MPO in accordance with the provisions of Division 4 of Subsection VII. C may vote on issues related to the Commission's duties and responsibilities as an MPO.

At meetings at which a quorum is present, a majority of the votes cast shall constitute official action by the TAC. Upon the request of any member, a roll call vote shall be taken.

SECTION XI. OTHER COMMITTEES

A. The Board of Directors may establish and appoint members to standing committees, whose members may be drawn from both the membership of the Board of Directors as well as other sources, on such basis as may be appropriate. Any Board of Directors member shall be eligible to be appointed by the Board of Directors as Chair of a standing committee.

Said committees may carry out any activities within the scope of the Commission's authority in order to facilitate intergovernmental cooperation or coordination between participating units of governments, or for any other lawful purpose. Any such committee may represent, or be formed for a purpose concerning, fewer than all units of governments participating in the Commission.

B. The Board of Directors shall have the authority to establish and appoint members, including committee Chairs, to ad-hoc committees, whose functions consist of providing advice and counsel to the staff, standing committees, Executive Committee and/or Board of Directors, on a specific task or project.

C. At any committee meeting, a quorum shall consist of a majority of the total number of all committee members.

D. A majority vote of those committee members present and voting shall constitute official action by any committee.

E. Each committee member shall be permitted to name an alternate to act for the member in the member's absence. The alternate's name shall be provided by the member to the Chair of the committee in writing.

F. Committee meetings shall be held at such time as there occurs a need to do so. Time and place of meetings shall be determined by the Chair of the committee in consultation with the Executive Director. The Chair of the Board of Directors shall be informed of the time and place of all committee meetings.

SECTION XII. FINANCIAL RESPONSIBILITIES

A. General

The Board of Directors may accept, receive, and expend funds, grants, donations, and services from: the federal government or its agencies; departments, agencies, and instrumentalities of state or local governments; quasi-governmental sources; and civic and other non-governmental sources. It may also contract with respect thereto, and provide such information and reports as may be necessary to secure such financial aid. Any liabilities or obligations that the Board of Directors may incur in the exercise of these powers shall not constitute any liability or obligation on the part of the individuals who are members of the Board of Directors, the participating units of local government, or the cooperating non-governmental organizations.

B. Annual Budget and Work Program

1. The Annual Budget and Work Program for maintaining and operating the Miami Valley Regional Planning Commission, for the fiscal year beginning July 1st next, shall be prepared by the Executive Director and submitted to the Board of Directors prior to the date of its May meeting for approval. Said budget shall not include expenditures in excess of current revenues and available resources. Budget and work program revisions shall also be prepared by the Executive Director as necessary during the course of the fiscal year and submitted to the Executive Committee for approval.
2. Following approval by the Board of Directors of the Annual Budget and Work Program, the Executive Director shall prepare an appropriations budget for expenses to be incurred for that year. Such appropriations may be modified or supplemented from time to time during the year, but shall at no time exceed the amount reflected in the currently approved Budget and Work Program or revisions approved by the Executive Committee thereto.

C. Apportionment of Costs

1. General

- a. As a condition of participation, each unit of local government shall be required to pay a per capita assessment based upon the total population within that government's boundaries, as determined by the most recent U.S. Census. In the case of a township, the assessment shall be calculated upon the total population of the unincorporated areas within its boundaries. In the case of a county, the level of assessment shall be calculated upon an amount equivalent to 25% of the total county population.

One level of per capita assessment shall be established for those members located within the MPO Planning Area that are eligible to participate in the MPO

function. A separate level of assessment shall be established for those members that are not located within the MPO Planning Area.

The assessment level shall be reviewed and approved annually by the Board of Directors and any changes therein shall be approved by two-thirds of the total membership. Any change shall be effective January 1st of the following calendar year and no change shall be made after November 1st of any year. Weighted voting shall not be employed in establishing the assessment level.

- b. Each non-governmental organization and other governmental member that desires to participate and establish liaison with the Commission and nominate persons for appointment as non-governmental or other governmental members thereto shall pay an annual fee to defray such additional costs as their activities may engender for the Commission. The amount shall be determined annually by the Board. Any change in this fee shall be effective January 1st of the following calendar year, and no change shall be made after November 1st of any year.
 - c. In the first year of participation, the applicable assessment or fee shall be prorated based upon the amount of time remaining in that calendar year. In the case of a unit of local government, the amount shall be paid no later than thirty (30) days following the passage of the resolution of cooperation. Commencement of participation is contingent upon receipt of payment.
 - d. Where functions or committees shall be established by the Board of Directors that shall represent less than all units of government participating in the Commission in order to carry out activities within the scope of the Commission's authority, special assessments may be levied against those units of government represented based upon the cost of services rendered to, and the operation of, such functions or committees.
2. Delinquency in Payment. After the first year of participation, annual membership assessments, fees, and dues shall be billed by the Commission no later than January 1 and shall be paid no later than April 15. Failure to remit payment within this period shall be construed as withdrawal by the delinquent party, resulting in the removal of all rights and privileges of participation, including the right of the member appointed by it to vote, until said remittance shall be received by the Commission. Should any delinquent party seek reinstatement in any subsequent year, said party shall be reinstated only after payment of all assessments, dues and fees owed to the Commission.

D. Receipts, Expenditures and Disbursements

1. Upon receipt of any funds, the Treasurer of the Commission shall deposit them with the Treasurer of Montgomery County, Ohio. Said funds shall be deposited to the account of "Miami Valley Regional Planning Commission."

2. An imprest cash account shall be maintained by the Treasurer for the purpose of minor disbursements. All other disbursements of the Commission and the replenishment of the imprest cash account shall be made by voucher drawn on the Auditor of Montgomery County, signed as hereinafter provided.
3. The procedures for authorizing expenditures or disbursements shall be periodically reviewed and established by the Executive Committee, with the provision that the Executive Director shall not approve his/her own account.
4. A monthly report detailing expenditures and reimbursements shall be prepared by the Executive Director, reviewed by the Second Vice-Chair, and provided to the Executive Committee.
5. Should the need arise, the Executive Director may temporarily designate a deputy administrative employee of the Commission to act in the Executive Director's behalf on the matters referred to in paragraphs 3 and 4 above.

E. Contracts and Agreements

1. The Executive Director is hereby authorized to undertake for any government participating in or any nongovernmental organization cooperating with the Commission, the study, planning and mapping of, or reporting upon public matters affecting the development of such participating government or nongovernmental organization, which pertain to the region as a whole or any part thereof. The costs and scope of such services shall be by agreement and shall be paid by the participating government or nongovernmental organization in accordance with that agreement.
2. The Executive Director is hereby authorized to make formal application for, accept, and execute all grants and contracts which are specified and approved by the Board of Directors or Executive Committee as part of the Annual Budget and Work Program.
3. The procedures for authorizing the execution of all other agreements/contracts for expenditures or disbursements shall be periodically reviewed and established by the Executive Committee.
4. Should the need arise, the Executive Director may temporarily designate a deputy administrative employee of the Commission to act in the Executive Director's behalf on the matters referred to in paragraphs 1, 2 and 3 above.

SECTION XIII. AUDIT OF RECORDS

A fiscal audit of the operations, activities and records of the Commission shall be performed annually by a firm of independent certified public accountants. A copy of the audit shall be made part of the permanent records of the Commission and copies shall be made available to all

participating governments and public agencies in addition to appropriate state and federal agencies.

SECTION XIV. PERSONNEL

The Board of Directors shall delegate to the Executive Committee the responsibility for the employment of an Executive Director and such other personnel as may be necessary to perform the work of the Commission within the limits of the budget.

- A.** The Executive Director shall be appointed by and serve at the pleasure of the Executive Committee of the Board of Directors.

- B.** The Executive Director, as an Officer of the Commission without vote, shall have charge of and manage the active operation of the Commission; shall employ all personnel and superintend and control the work to be done by said personnel; shall sign all reports, correspondence, and recommendations of the Commission; shall keep active accounts of all property passing through the Executive Director's hands; shall be responsible for public relations and information; shall do and perform all other duties incident to the operation of the Commission; and perform such other duties as may from time to time be assigned to or requested of the Executive Director by the Board of Directors or the Executive Committee.

- C.** The Executive Director shall prepare and, upon approval by the Executive Committee, administer personnel policies, job classifications, and a salary plan for Commission employees.

- D.** The Executive Director shall serve as Secretary to any committees and shall see that such duties as the position entails are performed.

- E.** Should the need arise, the executive director may temporarily designate a deputy administrative employee of the Commission to act in the Executive Director's behalf on the matters referred to in paragraphs B through D above.

- F.** In the event of the resignation, extended absence, or incapacity of the Executive Director, the Board of Directors may employ such person or persons as necessary, including any member of the Board of Directors, on an interim basis, until the Executive Director resumes responsibilities or a new Executive Director is selected, and may compensate the person so appointed from funds available for that purpose; and may also allocate and apportion the functions and duties assigned to the Executive Director under this Constitution among such persons, and in such manner, as the Board of Directors may decide.

SECTION XV. AMENDMENT PROCEDURES

This Constitution may be amended from time to time only in accordance with the following procedures, and under no circumstance shall weighted voting be employed:

- A. A resolution approving the form of such proposed amendment shall be adopted by the Executive Committee at least fifteen (15) days prior to the date of the next regular meeting of the Board of Directors; or a petition signed by at least ten (10) members setting forth the proposed amendment shall be delivered to the Executive Director at least fifteen (15) days prior to the next regular meeting of the Board of Directors.
- B. The Executive Director shall, within five (5) days thereafter, transmit to each Board of Directors member a copy of the proposed amendment.
- C. Such proposed amendments shall be presented at the next regular meeting of the Board of Directors. Amendments shall become effective upon receiving the affirmative vote of a majority of all Board of Directors members present and voting at such meeting, if a quorum is present.
- D. Paragraphs A, B, C and D of this Section XV may be amended only if the proposed amendment has been approved at a meeting by the affirmative vote of a two-thirds majority of the Board of Directors members present and voting at such meeting, if a quorum is present.

SECTION XVI. INCLUSION OF STATUTES AND SEVERABILITY

All applicable statutes of the State of Ohio are included in this Constitution and are made a part thereof.

If any article, section, subsection, paragraph, sentence, or phrase of this Constitution is for any reason held to be invalid by a court of competent jurisdiction, such provision shall be considered to be severable and such decision shall not affect the validity of the remaining portions of this Constitution.

SECTION XVII. WITHDRAWAL

- A. Any unit of local government may withdraw its participation at any time by duly adopting a resolution to do so and delivering a certified copy thereof approved by the legislative body of said unit of local government to the Executive Director of the Miami Valley Regional Planning Commission, at least three hundred sixty-five (365) days prior to the actual date of withdrawal.

Such withdrawal shall be effective on the three hundred sixty-sixth (366th) day from the date the Executive Director acknowledges receipt of the certified copy of the resolution

to withdraw. Presentation of the resolution to withdraw shall not relieve the withdrawing party of its obligations to contribute its pro-rata share of fees, costs and assessments during its period of participation, nor shall said withdrawing party withdraw its area from the study area before the effective date of withdrawal.

- B.** Any non-governmental or other governmental organization may withdraw its support, maintenance and cooperation at any time by a letter indicating its intent to do so, and delivering a copy thereof, approved and signed by the chief executive officer of said organization, to the Executive Director of the Miami Valley Regional Planning Commission, at least ninety (90) days prior to the actual date of withdrawal.

Such withdrawal shall be effective on the ninety-first (91st) day from the date the Executive Director acknowledges receipt of the letter of withdrawal. Presentation of the letter of withdrawal shall not relieve the withdrawing party of its obligation to contribute its annual dues during its period of participation, nor is any portion of said dues considered refundable.

- C.** If official notice of withdrawal from the Commission is not given as prescribed herein, the withdrawing party shall remain liable for all fees, costs and assessments applicable to it and shall be reinstated only after payment thereof to the Commission.

SECTION XVIII. DISSOLUTION OF THE MIAMI VALLEY REGIONAL PLANNING COMMISSION

MPO designation shall remain in effect until an official redesignation is made by agreement between the Governor and local government units that represent at least 75% of the existing MPA population (including the largest city), based upon population as named by the US Bureau of Census.

The Miami Valley Regional Planning Commission shall be dissolved only after and upon full compliance with the procedure for dissolution as described herein and under no circumstance shall weighted voting be employed:

- A.** The Chair of the Board of Directors shall notify every member of the Board of Directors by registered mail, return receipt requested, at least sixty (60) days before the day of the Board of Directors meeting at which a motion for dissolution is to be discussed. At said meeting, a motion will be entertained to dissolve the Miami Valley Regional Planning Commission. Following said motion, which is duly made and seconded, each member in attendance shall be polled and his/her vote recorded.
- B.** After the votes have been tabulated and it has been ascertained that more than two-thirds (2/3) of the full membership of the Miami Valley Regional Planning Commission have voted to dissolve the Miami Valley Regional Planning Commission, the Commission shall be dissolved. At the earliest possible date following date of dissolution, all

monetary debts incurred by the Board of Directors, Executive Committee, and/or the staff, shall be paid in full.

- C. Each political subdivision represented on the Board of Directors at the time of dissolution shall be entitled to and receive its pro-rata share of the net proceeds from the disposal of the assets after all debts are paid, to be used exclusively for public purposes.

Adopted by the Miami Valley Regional Planning Commission, July 18, 1963

Amended April 3, 1968

Amended May 23, 1973

Amended September 26, 1973

Amended March 27, 1974

Amended December 3, 1975

Amended September 22, 1976

Amended September 28, 1977

Amended September 26, 1979

Amended March 24, 1982

Amended January 26, 1983

Amended October 26, 1983

Amended October 24, 1984

Amended January 22, 1986

Amended September 23, 1992

Amended February 25, 2004

Amended September 7, 2006

Amended January 4, 2007

Amended December 3, 2009