



COMMUNITY ADVISORY COMMITTEE BYLAWS

**APPROVED BY
METROPLAN
ORLANDO**

Section 1. Authority, Creation

In accordance with Federal and State law requiring that transportation planning must be comprehensive, cooperative and continuing in nature and provide for private citizen input, an advisory committee known as the "MetroPlan Orlando Community Advisory Committee (CAC)" is hereby created.

Section 2. Definition

For the purpose of these Bylaws, the term "the committee" shall mean the MetroPlan Orlando Community Advisory Committee.

For the purposes of these bylaws, the term "stakeholders" shall mean the residents, visitors, bicycle and pedestrian community, transportation system, transit users. This includes representation from user advocacy groups and those representing the underserved and disadvantaged (see section 4-A-2).

For the purposes of these bylaws, the term "multimodal" shall mean various transportation options such as bicycle, pedestrian, roadway, and transit (including buses and passenger rail).

Section 3. Purpose

The purpose of the committee shall be to involve the stakeholders of the Central Florida area in the transportation planning process by (1) assessing reaction to planning proposals (2) providing comment to MetroPlan Orlando with respect to the concerns of various segments of the population in regard to various transportation needs, as well as (3) recommend and advise on roadway, bicycle, pedestrian, freight, and transit issues.

It is the mission of the committee to:

- A. Advise MetroPlan Orlando on public opinion related to transportation issues from a diverse range of perspectives.
- B. Address stakeholder interests so that proper study and evaluation of transportation needs shall result in a safe, balanced and multimodal transportation system plan.
- C. Provide an effective, stakeholders' review of the preliminary findings and recommendations of MetroPlan Orlando's plans, studies and issues.
- D. Participate in the amendment process to the Metropolitan Transportation Plan by providing input.

- E. Assist in other missions/functions as deemed desirable by MetroPlan Orlando, including member appointments to ad hoc subcommittees that may be formed from time to time for the purpose of specifically addressing roadways, bicycle, pedestrian, and/or transit-related issues.
- F. Committee meetings shall be publicly noticed in accordance with guidelines in the organization's Public Involvement Plan. From time to time, committee meetings may be held at various locations throughout the region, and/or virtually to encourage wider public involvement.

Section 4. Membership, Appointments, Terms of Office, Conflicts, Vacancies, Removal from Office

A. Membership

The committee of 31 voting members and 2 non-voting alternates shall consist of community representatives from Orange, Seminole, and Osceola counties. Members, whether voting or non-voting, shall not be elected officials. Fifteen (15) shall be geographic seats appointed at-large from the jurisdictions as indicated below, and eighteen (18) shall be appointed by the MetroPlan Orlando Board:

1. Geographic Appointees

Orange County	3 seats
Osceola County	3 seats
Seminole County	3 seats
Orange County municipalities	2 seats
Osceola County municipalities	2 seats
Seminole County municipalities	2 seats

Municipal appointments shall be from the two largest municipalities in each county as determined by the most recent University of Florida or U.S. Census population figures, whichever is most recent.

All geographic appointees shall reside in and be appointed by their respective county or municipality. In selecting new members for appointment, the appointing jurisdiction should consider the personal qualifications of the individuals as lay people in the community, outside the transportation industry, and should strive to include ethnic, social, and economic diversity. MetroPlan Orlando supports diversity and encourages jurisdictions to consider the makeup of their communities when appointing representatives. If a jurisdiction is not able to fill a committee vacancy within a reasonable time, MetroPlan Orlando may suggest candidates from applications it has received through its process for MetroPlan Orlando Board Appointees.

2. MetroPlan Orlando Board Appointees

Multimodal Advocates	10 seats
Underserved	3 seats
Transportation Disadvantaged	2 seats (disabled or elderly)
Business Community	1 seat

Non-Voting Alternates 2 seats

MetroPlan Orlando Board appointees must apply for membership through a process established by MetroPlan Orlando, which includes an annual call for applicants to fill vacancies. Applications will be reviewed by a committee comprised of MetroPlan Orlando staff and 3-5 members representing the organization's funding partners.

3. Alternates

MetroPlan Orlando expects members to remain actively engaged in the committee, participating as fully as possible. It's recognized that circumstances may occasionally arise that keep a member from attending a meeting. These guidelines on the role of alternates are meant to provide flexibility for members while ensuring committee participation. Members can request that an alternate represent them at a maximum of two meetings during the year.

Alternates for Geographic Appointees: Alternate members may be appointed by the appointing local governments as necessary. These alternates will serve in the absence of the primary member and have the same right to vote and comment on agenda items. Designated alternates shall not be elected officials and must also be lay persons outside of the transportation industry. Each alternate designated by a county or municipality shall also reside within the geographic boundaries of that city or county so as to be familiar with the general citizenry's needs and desires of that city or county.

Alternates for MetroPlan Orlando Appointees: The two Non-Voting Alternates appointed by MetroPlan Orlando are expected to attend all meetings, sit at the table with voting members, and participate in discussions. Voting appointees who are unable to attend a meeting should notify MetroPlan Orlando staff and request a Non-Voting alternate to represent them and vote in their place. Staff will then reach out to the alternates and ensure that they can attend and vote in place of the member. The first voting appointees to notify staff will receive priority. Once all alternates have been engaged, all other appointees not at the meeting will receive absences.

4. Non-Voting Advisors

One representative from LYNX and one from the Florida Department of Transportation District Five shall serve as non-voting advisors.

B. Appointments, Terms of Office, Conflicts of Interest

1. Representatives shall assume their responsibilities as of the next committee meeting after their appointment.
2. The term of office for a committee member in good standing will be for a period of four (4) years. At the discretion of the appointing authority, a member in good standing can be reappointed to a succeeding term(s).
3. Should a member resign or cease to be a member for any reason before the expiration of his/her term, a successor will be appointed by the designating authority.

4. All members (designated or alternate) shall avoid any professional conflict of interest. Any committee member who becomes aware of any type of conflict shall make it known to the staff liaison and either excuse himself/herself from the proceedings, or file a conflict of interest form into the record.
5. All members (designated or alternate) shall also work to avoid and/or be transparent about conflicts of interest that may arise out of civic or volunteer involvement. This could include involvement with another transportation entity or civic engagement activities where two or more CAC members' participation could potentially create a Sunshine Law violation. Any committee member who becomes aware of the potential for such a conflict shall make it known to the staff liaison and work with the liaison to mitigate or eliminate the conflict.

C. Membership Vacancies, Replacement Process

1. The committee should maintain its continuity by reporting the vacancies on the membership roster to the appointing authority as soon as possible after the vacancy occurs. The supporting MetroPlan Orlando staff person will maintain a continuing oral and written dialog with the appointing authority until the vacancy is filled.
2. Each nominee suggested for a vacant geographic position shall reside within the jurisdictional boundaries of that city or county so as to be familiar with the general citizenry's needs and desires of that city or county.
3. Problems arising out of filling vacancies will be resolved between the appointing authority and MetroPlan Orlando.
4. The Chairperson shall, in coordination with the supporting MetroPlan Orlando staff person, be responsible for the proper management of the committee.

D. Removal From Office

1. Members serve in an advisory capacity, as volunteers, without compensation, and at the pleasure of the MetroPlan Orlando Board and the applicable appointing authority.
2. Grounds for Removal
 - a. Removal for excessive absenteeism
 - i. Each member is expected to demonstrate interest in the committee's activities through the member's or a designated alternate's participation in the scheduled meetings.
 - ii. If a member has three (3) consecutive absences from the meetings, MetroPlan Orlando staff shall notify the appointing authority and said member in writing in an effort to ensure full participation in the committee. The member may discuss any extenuating circumstances with the committee liaison.
 - iii. Members who miss the majority of meetings within a calendar year will need to work with the committee liaison and MetroPlan Orlando Executive Director to develop a plan for improved attendance. If such a plan cannot be worked out, the committee member will be asked to resign and/or will be recommended for removal to the MetroPlan

Orlando Board or appointing authority. .

- b. Removal for cause
 - i. A member may be removed for cause for:
 - a) Any conduct by a member, which in the opinion of MetroPlan Orlando, is inappropriate or unsuitable and which adversely affects, lowers, or destroys the respect or confidence of MetroPlan Orlando in the ability of the member to perform his or her duties as a member of the committee, or conduct which brings disrepute or discredit to the committee or to MetroPlan Orlando;
 - b) Violation of any provision of an applicable statute, county, or city code of ethics governing the conduct of officials;
 - c) Malfeasance, misfeasance, neglect of duty, or inability to perform his or her official duties; or
 - d) Conviction of a felony.
 - ii. Staff may recommend the removal of a member for cause to the MetroPlan Orlando Board and applicable appointing authority.
- 3. Procedure for Removal. Removal of a member may be effected by majority vote of the MetroPlan Orlando Board.

Section 5. Officers, Terms of Office

- A. The last regular monthly meeting of the year shall be known as the Annual Meeting of the committee, and shall be for the purpose of electing new officers and conducting such other business as may come before the members. The Community Advisory Committee shall elect from its membership the following officers, with the following responsibilities:
 - 1. Chairperson
 - a. Preside at all Committee meetings.
 - b. Sign any documents authorized by the Committee.
 - c. Serve as ex-officio member of all subcommittees that may be formed for specific purpose and/or appoint another committee member to do so.
 - d. Form and appoint subcommittees and subcommittee chairpersons according to the needs of the committee.
 - e. Represent the committee on the MetroPlan Orlando Board and at community functions.
 - 2. Vice-Chairperson
 - a. Preside at all Committee meetings in the absence of the Chairperson.
 - b. Exercise all other duties and responsibilities of the Chairperson in his/her absence. These functions shall be performed not longer than the next annual election of the Chairperson.
- B. Each officer so elected shall serve for one (1) year or until said officer is re-elected or a successor is elected, except that the Chairperson's term of office shall be limited to two (2) consecutive one (1) year terms and said officer shall not be eligible again until three (3) additional years have elapsed, nor shall said officer be succeeded by an officer from the

same county or jurisdiction within.

- C. Newly elected officers shall be declared installed following their election, and shall assume the duties of the office at the first meeting of the new calendar year.
- D. Should the Chairperson resign from committee service, the Vice-Chairperson will assume the position of Chairperson. A new Vice-Chairperson may be elected at the next regularly scheduled meeting.
- E. The successors will fill the unexpired terms and be eligible for reelection to full terms as stated in Section 5, Paragraph B above.

Section 6. Rules of Procedure

- A. The committee shall meet according to the approved annual schedule, and at such other times as the Chairperson or the Committee may determine necessary. A monthly meeting may be waived by the Chairperson but two consecutive meetings may not be waived. Business to have been conducted at the waived meeting shall be considered at the next successive monthly meeting. Special meetings may be called by the Chairperson as necessary to deal with immediate issues.
- B. Committee members or their designated alternates must be present to cast a vote. A quorum shall consist of the majority of those members entitled to vote. (Committee vacant seats will not be counted as eligible votes until filled.) Any business transacted by the Committee must be approved by not less than a majority of votes cast. Business shall be transacted only at regular or called meetings and shall be duly recorded in the minutes thereof. The minutes of the Committee's proceedings and official actions shall be public record.
- C. Voting shall be by voice, but a member shall have an individual vote recorded in the minutes if said member so desires. A roll call vote shall be held upon request or as required. All questions or procedures shall be governed by the most current edition of "Robert's Rules of Order," unless superseded by law.
- D. Meeting agendas shall include two public comment periods, one at the beginning of the meeting for action items and again at the end of the meeting for general comments.

Section 7. General Policy

- A. MetroPlan Orlando's board and committee structure consists of five (5) committees, including the Board;
 - 1. MetroPlan Orlando Board
 - 2. Community Advisory Committee
 - 3. Municipal Advisory Committee
 - 4. Technical Advisory Committee

5. Transportation Systems Management & Operations Committee

- B. All Committees and studies shall follow the intent and further the Mission Statement adopted by the MetroPlan Orlando Board, which is as follows:

To provide leadership in transportation planning by engaging the public and fostering effective partnerships.

- C. All committees shall maintain a broad perspective covering the range of all modes of transportation and associated facilities (including, but not limited to, roadways, bicycle and pedestrian facilities, safety, and transit) in all recommended planning work programs so that proper study and evaluation of transportation needs shall result in a multimodal transportation system plan, balanced with respect to areawide needs and properly related to areawide comprehensive plans, goals and objectives.
- D. Reports, studies, plans, programs and databases shall be approved or endorsed by the MetroPlan Orlando Board after review and recommendation by the Community Advisory Committee and such other committees as may be interested or affected.
- E. A recommendation may be noted as officially adopted by the committee and placed into effect immediately.

Section 8. Procedures for Amending Adopted Studies, Plan, or Programs

- A. The procedures for amending the Orlando Urban Area Metropolitan Transportation Plan, the Transportation Improvement Program, and the Urban Boundary are established in the MetroPlan Orlando Board Rule 35I-1.009 which is incorporated by reference herein.
- B. The Community Advisory Committee shall review the proposed change and shall recommend approval or disapproval to the MetroPlan Orlando Board.
- C. The MetroPlan Orlando Board shall have final approval or disapproval disposition action of the requested change or changes.

Section 9. Ad hoc Subcommittees or Task Force

- A. Ad hoc subcommittees or task forces may be appointed by the Chairperson to address specific issues or investigate and report on specific subject areas of interest to the Community Advisory Committee.
- B. Each ad hoc subcommittee may appoint a chairperson who will report the subcommittee's findings to the Community Advisory Committee. In the absence of a chairperson, a temporary chairperson shall be appointed by the subcommittee in accordance with Robert's Rules of Order.
- C. Each meeting shall be recorded and if requested, highlights of a meeting shall be provided.

Section 10. Bylaws Review and Amendment

- A. A bylaws review subcommittee shall review these bylaws every five years or as may be deemed necessary. These bylaws can be amended at any regular meeting of the CAC by voting members or appointed alternates (provided there is a quorum) if the proposed amendment has been submitted in writing to the members with proper notification of the meeting.
- B. These Bylaws may be altered, amended, or added to by vote of the committee provided that:
 - 1. Notice of the proposed changes shall contain a full statement of the proposed amendments.
 - 2. The proposed amendment(s) is/are placed on the agenda for the next scheduled meeting following such presentation.
 - 3. The proposed written changes shall be forwarded to all CAC members at least five (5) business days prior to the meeting at which a vote will be held.
 - 4. CAC members may propose relevant changes from the floor to any proposed amendment under consideration on the agenda.
 - 5. The CAC adopts the proposed amendment(s) by a majority vote of the members present at the CAC meeting.
- C. MetroPlan Orlando staff may also initiate a review and recommend changes to these bylaws that may result from a review of the organization's internal operating procedures, and/or in coordination of implementation of the strategic plan.

Approved November 18, 2020