

BYLAWS

PORTLAND AREA COMPREHENSIVE TRANSPORTATION SYSTEM

Amended January 28, 2021

ARTICLE I

Name

The name of this organization shall be the PORTLAND AREA COMPREHENSIVE TRANSPORTATION SYSTEM (known as PACTS).

ARTICLE II

Mission

PACTS is a “Metropolitan Planning Organization” established pursuant to Federal statute and rules. As such, PACTS is a collaborative effort of municipal, regional, State and Federal representatives responding to the transportation related goals and objectives of the greater Portland region and its citizens. PACTS develops plans, programs and funding priorities that seek to improve the safety, mobility, productivity, environmental quality and energy conservation of our region’s transportation facilities, systems and services.

ARTICLE III

Membership, Structure and Operation

Section 1. Eligibility. Eligibility for active membership in this metropolitan planning organization is based upon rules published on, February 14, 2007, in 23 CFR Part 450, as amended, and upon a vote of the PACTS Policy Committee effective January 24, 2013. In accordance with the Federal rules, the organizational structure of PACTS is based upon agreement among the units of general-purpose local governments in the urbanized area and the Governor of the State of Maine. The Federal rules further state that the elected officials of general-purpose local governments shall be represented in the organization.

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Section 2. Appointments. Participation by an individual as a representative of a municipality, the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), the Southern Maine Planning and Development Commission (SMPDC), and the seven public transportation organizations listed in Article V Section 2, shall be established by correspondence to the Executive Director of GPCOG from the chief elected or administrative officer of that organization, except in cases for which no such officer exists. Participation by that individual shall continue until the Executive Director of GPCOG is advised in writing of a new individual representative. Nothing in this Article III, Section 2 prohibits the PACTS Policy Board from adopting term limits and staggered terms for itself or for any other PACTS board/committee.

Section 4. PACTS Regions.

- A. The PACTS Capital Management Area is the area on a map (Appendix A) adopted by the Policy Committee in May, 2014.
- B. The PACTS Study Area is the area on a map (Appendix B) adopted by the Policy Committee on January 24, 2013. PACTS will spend federal transportation planning funds throughout the PACTS Study Area.
- C. The areas described as four subregions on the PACTS Subregion Map (Appendix C) was adopted by the Policy Committee on January 24, 2013. The four subregions include the following municipalities:
 - Southern Subregion: Arundel, Biddeford, Old Orchard Beach, Saco and Scarborough
 - Central Subregion: Cape Elizabeth, Portland and South Portland
 - Northern Subregion: Cumberland, Falmouth, Freeport, North Yarmouth and Yarmouth
 - Western Subregion: Gorham, Raymond, Standish, Westbrook and Windham

Section 5. Voting. Each voting member of every PACTS Board or committee will have one vote, unless otherwise specified in the PACTS Bylaws.

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Section 6. Rule of Necessity. Whenever any PACTS Committee is unable to act due to so many members being absent or disqualified due to a conflict of interest, bias, or other legal reason that the Committee will not be able to meet its quorum requirement, those members present may take actions under the legal theory of “Rule of Necessity.” The members present may apply this rule when failure of the Committee to act at that meeting would seriously risk or certainly prevent a member organization from receiving federal or state transportation funds related to an item on the meeting agenda.

ARTICLE IV

Officers

Section 1. The officers of PACTS shall consist of Chairpersons and Vice Chairpersons for the Policy Board and the Chairperson of the Regional Transportation Advisory Committee.

Section 2. The two officers of each Committee shall represent different organizations. Effort shall be made, but it is not required, that the Chairpersons of each committee represent different organizations.

ARTICLE V

Portland Area Comprehensive Transportation System (PACTS) Policy Board

Section 1. Name. Portland Area Comprehensive Transportation System (PACTS) Policy Board.

Section 2. Members and Voting. The Board membership will be established by the PACTS Policy Board pursuant to 23 U.S. Code Section 134.

The PACTS Policy Board members are:

<u>Organization</u>	<u>Representatives</u>
Arundel	1
Biddeford	1
Cape Elizabeth	1
Cumberland	1
Falmouth	1
Federal Highway Admin.	1 (non-voting)
Federal Transit Admin.	1 (non-voting)
Freeport	1

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Gorham	1
MaineDOT	1
Maine Turnpike Authority	1
North Yarmouth	1
Old Orchard Beach	1
Portland	2
Raymond	1
Saco	1
Scarborough	1
SMPDC	1 (non-voting)
South Portland	1
Standish	1
Westbrook	1
Windham	1
Yarmouth	1
Active transportation specialist	1
Environmental specialist	1
Equity advocates	2
Regional Transportation Advisory Committee	1
Casco Bay Island Transit District	1
Greater Portland Transit District (Metro)	1
Northern New England Passenger Rail Authority	1
Regional Transportation Program	1
Biddeford Saco Old Orchard Beach Transit	1
City of South Portland Bus Service	1
York County Community Action Corporation	1

Each PACTS municipality has one (1) voting member, with the exception of Portland with two (2) voting members (as recommended by the former PACTS governing body).

Voting. Each municipal member will have a number of votes equal to the formula contained in Appendix D. Portland’s two Board members each carry one-half (1/2) of the municipality’s total vote, meaning each Portland representative has one vote. All other non-municipal Board members will have one vote.

Section 3. Appointment of Members and Alternates; Qualifications.

- A. Municipal Councils or Select Boards will select their PACTS Policy Board representatives, who must be elected officials or their designees. Designees must be senior municipal staff with experience in transportation issues.
- B. Municipal Councils or Select Boards will also select Board alternates, who must be either elected representatives or senior municipal staff with experience in transportation issues. Each municipality which has a single representative on the Policy Board shall also

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appoint one alternate to the Policy Board. Likewise, each multiple-representative municipality shall appoint one alternate to the Policy Board.

- C. The Executive Director or Chief Executive Officer of the following agencies/organizations will select their Committee/Board representatives: the Maine Department of Transportation (MaineDOT), the Maine Turnpike Authority (MTA), the Southern Maine Planning and Development Commission (SMPDC), Biddeford Saco Old Orchard Beach Transit, Casco Bay Island Transit District, Greater Portland Transit District, the Northern New England Passenger Rail Authority, the Regional Transportation Program, the City of South Portland Bus Service and the York County Community Action Corporation.
- D. The Policy Board Chair will appoint two equity advocates, an active transportation specialist, an environmental specialist, and a member of the Regional Transportation Advisory Committee. The Chair will seek nominations from interested parties prior to making these appointments and will seek to reflect maximum diversity in these appointments, however, municipal staff will not be appointed as an equity advocate, an active transportation specialist, or an environmental specialist on the PACTS Policy or Executive boards. Appointments made by the board chair must be approved by a majority vote of the board.
- E. The Federal Highway Administration and the Federal Transit Administration will appoint their own representatives.
- F. All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director's designee.

Section 4. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 5. Terms. Board members will serve until a replacement member is appointed, however, the Policy Board reserves the right to implement term limits and/or adjust membership.

Section 6. Duties and Functions.

- A. The Board will perform all duties and functions required by federal law as the region's Metropolitan Planning Organization. The Board is established as a standing, permanent committee within GPCOG with full and exclusive authority over all matters relating to PACTS's responsibilities as the region's MPO, including the PACTS budget.
- B. The Board has full authority to establish working groups, task forces, and other organizational structures, as well as operating procedures and guidelines, in the exercise of its authority under this Article.

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- C. The Board will have a formal role in the GPCOG Executive Committee’s hiring, evaluation and termination of the GPCOG Executive Director. This participation must include a formalized process to include representation of municipal PACTS Policy Board members which are not members of GPCOG.
- D. In addition, the Board will:
1. Set the tone, establish the regional vision, and do high level policy development. This includes:
 - a. To set the strategic direction for and endorse updates to the long-range transportation plan for the region.
 - b. To collaborate with others to integrate our transportation work with other regional issues, such as housing, economic development and conservation.
 - c. To set the overall strategic direction for the biennial Unified Planning Work Program.
 - d. To endorse the biennial update of the PACTS Transportation Improvement Program (TIP) Policies and Procedures document which guides the programming of MPO Allocation projects and Federal Transit Administration (FTA) public transit funds.
- E. Adopt annually the PACTS Transportation Improvement Program (TIP) – as federally required of metropolitan planning organizations – for submission to the FHWA and FTA.
- F. Appoint the five sub-regional representatives to serve on the PACTS Executive Board. Effort shall be made, but it is not required, that at least two elected officials serve on the PACTS Executive Board.
- G. Establish and amend the PACTS bylaws in conformity with the bylaws of GPCOG.
- H. Approve, and to direct the GPCOG Executive Director or the Director’s designee to sign long-term contracts on behalf of PACTS.
- I. Approve the following budget decisions made by the Executive Board:
- a) The biennial UPWP.
 - b) The annual list of MPO Allocation projects.
- J. Return the budget decisions to the Executive Board in the event that the Policy Board finds them inconsistent with the Policy Board’s strategic direction. The Policy Board does not have the authority to amend these documents/actions.
- K. Perform any other duties required by the Federal and State governments.

Section 7. Quorum. 12 voting members of the Board will comprise a quorum.

Section 8. Meeting Frequency. The Board will meet quarterly, or more frequently if needed.

Section 9. Officers. The Board will have a Chair and a Vice Chair.

- A. Criteria. The two officers will represent different organizations and different subregions. Effort shall be made, but it is not required, that the Chairpersons represent different organizations. Effort shall be made, but it is not required, that at least one of the officers of the Policy Board be an elected official.
- B. Selection. A three-member Nominating Committee comprised of Policy Board members chosen by the Executive Board shall recommend a slate of officers for the Policy Board.
- C. Election. Officers will be elected by majority vote of the Policy Board at the Board’s first meeting of the GPCOG fiscal year.
- D. Duties. The officers of the Policy Board shall also serve as the officers of the Executive Board.

Term. The officers of the Policy Board shall be elected for one-year terms and may be reappointed for only one consecutive year. The terms shall be based upon GPCOG’s fiscal year, July 1 to July 30.

- a) Vacancies. Vacancies in any office shall be filled by vote of the membership of the Policy Board.

ARTICLE VI

PACTS Executive Board

Section 1. Members.

The membership of the PACTS Executive Board shall be as follows:

1. The Chairperson of the Policy Board
2. The Vice-Chairperson of the Policy Board
3. Three representatives of the region’s transit agencies
4. A representative of the Maine Department of Transportation
5. A representative of the Maine Turnpike Authority
6. A representative of the Southern Subregion
7. Two representatives of the Central Subregion
8. A representative of the Western Subregion
9. A representative of the Northern Subregion
10. An active transportation specialist (excluding municipal staff)
11. A representative of the Regional Transportation Advisory Committee

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Section 2. Terms.

There are no terms for members of the Executive Board, except for the Chairperson and Vice-Chairperson positions who may be reappointed for only one additional consecutive year. The Chairperson and Vice-Chairperson are eligible to represent subregions after their terms as officers.

Section 3. Appointment of Members.

- A. The Chair and Co-chair will be elected as provided in Article V, section 9.
- B. The representatives of the region’s transit agencies, working collaboratively, will be selected by the agencies themselves.
- C. The Executive Director or Chief Executive Officer of the Maine Department of Transportation (MaineDOT) and the Maine Turnpike Authority (MTA) will select their Board representatives.
- D. The Policy Board will appoint a representative of the Regional Transportation Advisory Committee, an active transportation specialist, two representatives from the Central Subregion, and one representative each from the Northern, Western, and Southern Subregions as provided in Article V, Section 6 (F).

All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director’s designee.

Section 4. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director’s designee.

Section 5. Qualifications. Sub-regional representatives on the PACTS Executive Board must also be members of the PACTS Policy Board. Policy Board “alternates” may not be selected to serve on the Executive Board.

Section 6. Substitutes for Members. All members may send substitutes to meetings. Sub-regional substitutes must be Policy Board members (not alternates) from the same subregion.

Section 7. Duties and Functions. The Executive Board will:

- A. Develop the updates to the long-range transportation plan for the region and submit to the Policy Board for endorsement. The members will follow the strategic direction provided by the Policy Board.
- B. Develop the biennial Unified Planning Work Program (UPWP). These duties include:

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- i. Offer strategic direction recommendations every two years for the upcoming UPWP to the Policy Board prior to the official start of the development of the UPWP.
 - ii. Oversee the development of a UPWP which is consistent with the strategic direction provided by the Policy Board.
 - iii. Submit a draft UPWP to the Policy Board for ratification.
 - iv. Submit a revised draft UPWP to the Policy Board for ratification in the event that the Policy Board makes an inconsistency finding.
 - v. Make all subsequent amendments to the UPWP.
 - vi. Submit a revised draft amendment to the Policy Board in the event that the Policy Board makes an inconsistency finding regarding a UPWP amendment of the Executive Board.
 - vii. Enter into all contracts not in the purview of the Policy Board.
- C. Amend the PACTS Transportation Improvement Program for MPO Allocation capital projects, FTA capital and operating assistance projects, and all other federally funded projects in the PACTS region.
- D. Adopt updates of the PACTS Transit Six Year Capital and Operating Plan developed by the Regional Transportation Advisory Committee.
- E. Respond to Policy Board challenges made to Executive Board budget decisions.
- F. Provide guidance and input to GPCOG staff and other PACTS Committees consistent with Article XI of these Bylaws.
- G. Create and disband special working groups. The Executive Board will inform the Policy Board of any actions taken regarding special working groups.
- H. Execute the coordinating role required of PACTS as the region's Metropolitan Planning Organization regarding the Federal Transportation Administration's "split process."
- I. Approve time-sensitive Federal funding allocations for the region.
- J. Approve Holding WIN transfers.
- K. Adopt policies and procedures as directed by the Policy Board and as needed to carry out the expressed functions and powers of the Executive Board.
- L. Take on other responsibilities as directed by the Policy Board.
- M. Select a Nominating Committee of three members drawn from the Policy Board to nominate Policy Board Officers and subregional representatives for the Executive Board.

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Section 8. Quorum. Attendance by seven members of the Executive Board will constitute a quorum.

Section 9. Meeting Frequency. The Board will meet monthly, or as needed.

Section 10. Officers. The Chair and Vice Chair of the Policy Board will also serve as the Chair and Vice Chair, respectively, of the Executive Board.

ARTICLE VII

Regional Transportation Advisory Committee

Section 1. Members. The membership of the Regional Transportation Advisory Committee shall be as follows:

- A. Twelve members made up of three municipal representatives representing each PACTS subregion. Of these twelve members, four shall be municipal managers, four shall be planners or economic development directors, and four shall be public works directors or municipal engineers.
- B. Four representatives of the region's transit agencies, nominated by the agencies,
- C. One active transportation specialist,
- D. One environmental specialist,
- E. Two Community Transportation Leaders,
- F. One representative of a private sector trade association,
- G. One representative of the Maine Department of Transportation
- H. One representative from the Maine Turnpike Association

Section 2. Appointments.

- A. The Policy Board members (or Policy Committee members, for the initial set of appointments in 2021) from each subregion shall appoint their subregion's Regional Transportation Advisory Committee representatives. Each subregion shall appoint three representatives, including one municipal manager, one planner/economic development director, and one public works director/municipal engineer.
- B. The Executive Director or Chief Executive Officer of the following agencies/organizations will appoint their Regional Transportation Advisory Committee

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representatives: the Maine Department of Transportation (MaineDOT) and the Maine Turnpike Authority (MTA).

- C. The Policy Board Chair will appoint to the Regional Transportation Advisory Committee one active transportation specialist, one environmental specialist, two Community Transportation Leaders, and one representative of a private sector trade association.
- D. The region's transit system operators will collaboratively appoint four representatives of the region's transit agencies.
- E. All appointments will be made in writing, including via email, and directed to the GPCOG Executive Director or the Director's designee. In the unlikely event that sub regions or transit operators are unable to collaboratively make appointments by those deadlines established by GPCOG, the PACTS Policy Board may make such appointments on their behalf.

Section 3. Vacancies. Any vacancies will be replaced by the appropriate appointing authority and communicated in writing, including via email, to the GPCOG Executive Director or the Director's designee.

Section 4. Terms. Committee members will serve until replaced by their appropriate appointing authority. The Policy Board may implement terms and/or adjust membership.

Section 5. Duties and Functions. The Regional Transportation Advisory Committee will provide advice on transit, technical and planning issues, including funding allocations, all as directed by the PACTS Executive Board and/or the PACTS Policy Board.

Section 6. Quorum. Attendance by ten Committee members shall constitute a quorum.

Section 7. Meeting Frequency. The Regional Transportation Advisory Committee shall meet monthly, or as needed.

Section 8. Officers. The Regional Transportation Advisory Committee will have a Chair and a Vice Chair.

- A. Selection: The officers of the Regional Transportation Advisory Committee shall be elected by a majority vote of the Committee. The terms shall be based upon GPCOG's fiscal year, July 1 to June 30.
- B. Qualifications: The two officers of the Committee shall represent different organizations. Effort shall be made, but it is not required, that officers represent different subregions.
- C. Term: There are no formal terms for the Regional Transportation Advisory Committee officers. The Policy Board may implement terms and/or adjust membership.

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- D. Vacancies: Vacancies in any office shall be filled by a vote of the membership of the committee.

ARTICLE VIII

Meeting Procedures

The Parliamentary authority shall be the current edition of Robert's Rules of Order Newly Revised for all matters not covered in the bylaws.

ARTICLE IX

Administration of the Unified Planning Work Program

Section 1. The fiscal year of GPCOG shall begin on the first day of July and shall end on the thirtieth day of June. The fiscal year shall constitute the budget and accounting year.

Section 2. PACTS activities are financed typically with Federal, State and local funds, but the activities may be financed with any sources of funds felt to be appropriate by the Policy Board.

Section 3. GPCOG staff shall administer the work of PACTS in accordance with the agreement between GPCOG and PACTS dated January 25, 2018.

ARTICLE X

Amendments

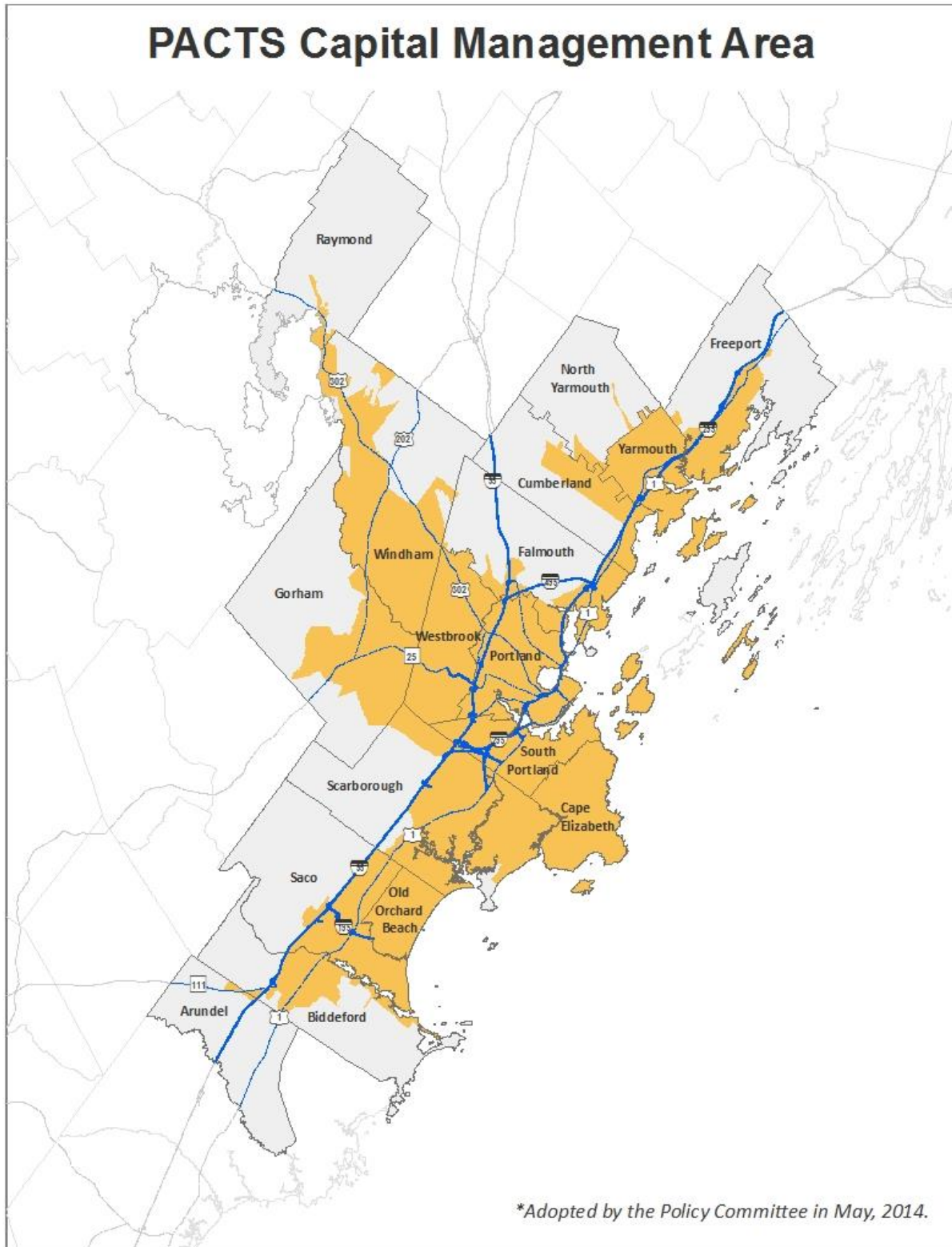
These bylaws may be amended by a simple majority vote of the representatives present and voting at any scheduled meeting of the Policy Board. Members must be notified of a proposed amendment(s) prior to the meeting at which a vote is taken.

ARTICLE XI**GPCOG Administration of PACTS****Section 1. Duties and Responsibilities.**

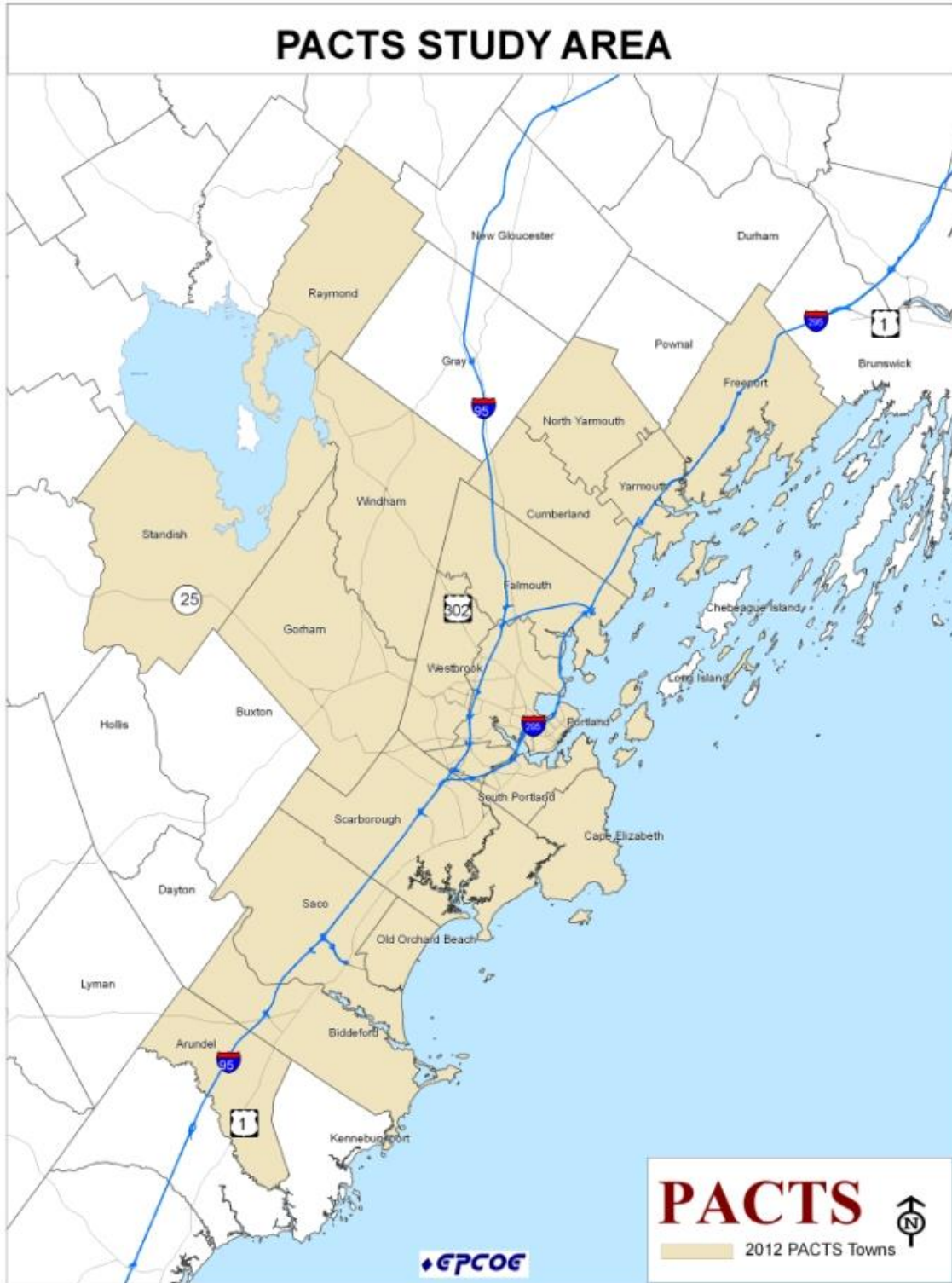
- A. The Executive Director of GPCOG is responsible for the administration of all PACTS affairs. The Executive Director will supervise the GPCOG Director of Transportation who will serve as PACTS senior staff leader.
- B. GPCOG staff will:
1. Attend all PACTS Executive and Policy Board meetings unless excused by the Chair, participating but not voting;
 2. Faithfully execute all laws, Bylaw provisions and acts of the Executive and Policy boards;
 3. Prepare and submit a biennial budget and capital program to the Executive Board on time;
 4. Execute all amendments to the biennial UPWP with MaineDOT and any other appropriate parties;
 5. Execute consultant contracts and contract amendments within approved budget limits;
 6. Prepare and deliver to the Executive Board a complete report on the financial and administrative activities of PACTS as of the end of each fiscal year, within 45 days of the fiscal year end unless the Executive Board extends the reporting deadline for good cause for no more than an additional 45 days. These reports must be made available to the public;
 7. Prepare any additional reports that the Executive Board may require; and
 8. Perform other duties concerning the affairs of PACTS as required by the Executive Board.

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Appendix A: PACTS Capital Management Area Map

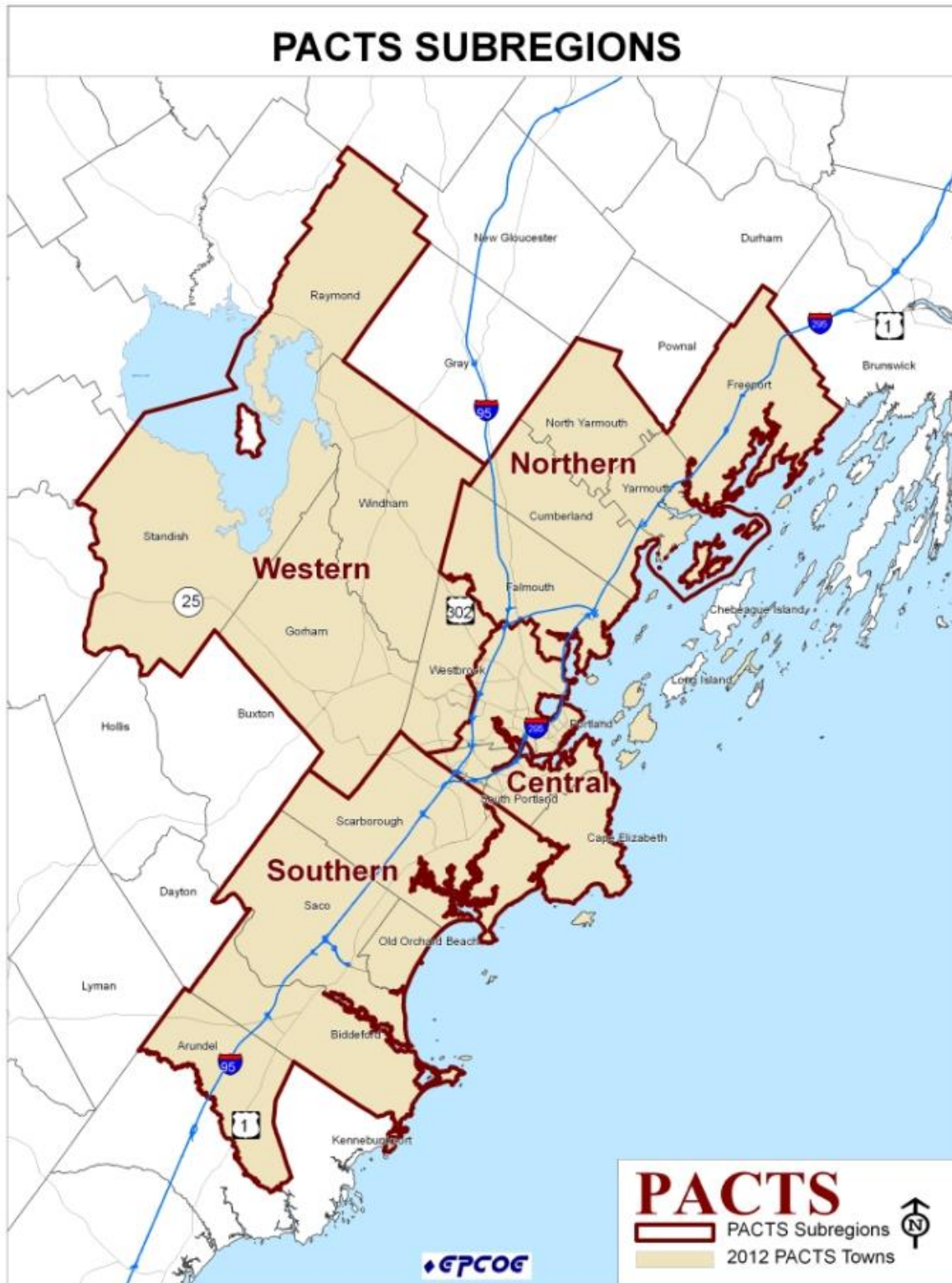


Appendix B: PACTS Study Area



Produced by the Greater Portland Council of Governments - May 2, 2013

Appendix C: FACTS Subregions



Produced by the Greater Portland Council of Governments - May 2, 2013

Appendix D: Voting

PACTS Policy Board
Regional Population Data and Municipal Voting Weights

Municipality	2018 Pop.	Municipal Voting Members	Vote weight	Vote weight by municipality*
Arundel	4,236	1	4,236	1.13
Biddeford	21,452	1	21,452	5.73
Cape Elizabeth	9,279	1	9,279	2.48
Cumberland	7,855	1	7,855	2.10
Falmouth	12,034	1	12,034	3.21
Freeport	8,387	1	8,387	2.24
Gorham	17,307	1	17,307	4.62
North Yarmouth	3,746	1	3,746	1.00
Old Orchard Beach	8,809	1	8,809	2.35
Portland	66,735	2	33,368	17.8 (8.91 each)
Raymond	4,503	1	4,503	1.20
Saco	19,342	1	19,342	5.16
Scarborough	19,844	1	19,844	5.30
South Portland	25,515	1	25,515	6.81
Standish	10,073	1	10,073	2.69
Westbrook	18,417	1	18,417	4.92
Windham	18,026	1	18,026	4.81
Yarmouth	8,501	1	8,501	2.27

**Municipal voting is proportionate to population and indexed to the least populous municipality (North Yarmouth). Portland has two voting members – each with 8.91 in relative votes, for a total of 17.8 votes. Both members need to be present to contribute the City’s full vote weight of 17.8 votes. All other non-municipal Board members will have 1.0 vote.*