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AMENDED AND RESTATED BYLAWS
OF
OZARKS TRANSPORTATION ORGANIZATION

A Missouri Nonprofit Corporation

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OZARKS TRANSPORTATION ORGANIZATION
A METROPOLITAN PLANNING ORGANIZATION

BYLAWS AND PROCEDURES

The following constitutes the Bylaws, procedures, and responsibilities which will serve to establish, organize, and guide the proper functioning of the Ozarks Transportation Organization ("Organization"). The intent is to provide for an organization which will be responsible for fulfilling the requirements of the Federal Aid Highway Act of 1962, as amended, the Urban Mass Transportation Act of 1964, as amended, the Airport and Airway Development Act of 1970 and other subsequent laws setting forth requirements for transportation planning for all modes of travel. This planning task will be accomplished within a cooperative framework properly related to comprehensive planning on a continual basis. This cooperative-comprehensive-continuing planning process is known as the 3-C Planning Process. Further, this Organization shall carry out any other transportation planning and programming functions as set forth in any agreements entered into by this organization and the Missouri Department of Transportation, the United States Department of Transportation, or in such manner as events shall dictate. The Organization's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the "Articles").

ARTICLE I

Section 1.0: Organization Name

A. The name of this organization shall be the Ozarks Transportation Organization.

ARTICLE II

Section 2.0: Organizational Structure

A. This Organization shall be incorporated by the City of Springfield and any eligible governmental unit may join the Organization upon passage of an ordinance or resolution, whichever is appropriate, adopting these bylaws and payment of the applicable dues to the Organization. The Organization shall consist of four permanent (or standing) committees: the Board of Directors, Technical Planning Committee, Bicycle and Pedestrian Advisory Committee, and the Local Coordinating Board for Transit.

B. Ad hoc committees or study groups may be appointed from time to time by the Board of Directors as needs arise. Such ad hoc committees or study groups shall have specific charge and operate for a defined period of time as stated in the motion(s) creating them.

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C. The Board of Directors shall employ an executive director (the "Executive Director") who shall have the power to carry out the day to day functions of the Organization as directed by the Board of Directors including, but not limited to, the power to execute contracts and approve expenditures as budgeted by the Board of Directors.

ARTICLE III

Section 3.0: Transportation Planning Area

A. A description of the Organization's transportation planning area is shown in Attachment A at the end of this document. The Board of Directors will periodically review the transportation planning area based on existing and projected urban development trends. Any needed modification to Attachment A of the Bylaws shall adhere to the procedure outlined in Section 6.10.

Section 3.1: Transportation Study Goals

The transportation goals that will guide this study will be broadly defined as:

A. A system of facilities that provides an efficient and adequate capacity for the safe movement of people and goods to and from and within the area.

B. A choice of mode of transport providing access and circulation to and from and within the area and adequate terminal facilities.

C. A system flexible enough to accommodate social, technological, and other changes.

D. A system of facilities which is realistically and functionally associated with sound growth and development policies for the area.

ARTICLE IV

Section 4.0: Transportation Study Objectives

The transportation study objectives are based on achieving an efficient transportation system and one that provides satisfactory service to the area and its member communities. These objectives are:

A. Promotion of appropriate land uses in the planning area.

B. Innovations in addressing transportation issues.

C. Publicly oriented transportation.

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D. Increase in individual mobility or transportation opportunities in select target groups (e.g. elderly, indigent persons, etc.).

E. An effective transportation system.

F. Increased safety.

G. Lower operating costs.

H. Economy in construction of new facilities.

I. Increased marketing and public information.

ARTICLE V

Section 5.0: General Policies

A. All development policies, reports, programs, and plans affecting regional transportation issues within the planning area should be coordinated with the Organization.

B. All committees shall proceed with their respective responsibilities and duties with proper consideration, at all times, for all modes of transportation and associated facilities.

C. Individual modal planning programs should be designed to be coordinated with planning for all other transportation modes and with comprehensive planning for the urban area.

D. Transportation planning activities should be used to promote an efficient urban development pattern. Reasonable forecasts of future land use and socio-economic conditions shall be made to guide these activities.

E. All published data and/or reports may be released to individuals or agencies. Participating jurisdictions and agencies shall follow their own procedures when requests are made for their own data.

F. Transportation planning activities are prioritized annually in the Unified Planning Work Program (UPWP). The amount of Metropolitan Planning Organization ("MPO") planning funds is based on the population in the urbanized area. Although many of the planning activities focus on tasks within the urbanized boundary, there will be consideration of the planning needs of member jurisdictions outside the urbanized boundary. Planning activities will be undertaken within the entire planning area. Specific planning projects will be prioritized based on need, development pressures, transportation issues, etc. MPO staff shall assist MPO member jurisdictions outside the urbanized area with potential funding source information for transportation planning project needs that are not included in the MPOs UPWP.

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G. Use of Missouri Department of Transportation funds that are allocated directly to MPO members that lie outside the urbanized boundary shall remain at the discretion of that jurisdiction, subject to the funds' legal requirements. These projects shall be reported for transportation planning purposes in the annual Transportation Improvement Program (TIP).

H. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written", "in writing" or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "or executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. The Organization or any director may not contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

I. The Organization shall keep correct and complete books and records of account and shall also keep, or cause to be kept, minutes of the proceedings of its Board of Directors.

J. The Organization's fiscal year shall end on June 30th.

Section 5.01: Funding

A. The MPO shall have its annual operational budget funded by federal and state grants and local dues paid by political subdivision members on an annual basis.
B. Federal funding designated for MPO planning shall be considered before all other sources.
C. Local dues shall be in the amount of sixty-two cents per capita population based on the latest U.S. Census Estimates (beginning with fiscal year 2028 (July 2027-June2028)) and payable July 31st of each year, plus $1,000 for each project that appears in the Transportation Improvement Program with federal funding programmed. (This determination shall be based on the Technical Planning Committee recommended draft annually in June.)
D. Sub allocated Surface Transportation funds may be used for the remaining operational budget expenses. These funds will be programmed in the annual Transportation Improvement Program by a vote of the Board of Directors. Funds used for this purpose will be removed before any distribution by formula.
E. Dues shall be pro-rated based on the number of months of a year a jurisdiction is a

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member the first year of membership. Thereafter the dues shall be owed for a full twelve months. Dues shall be set, either decreased or increased, each year by July 1st, such that there are sufficient funds to cover all expenses including salaries of employees, benefits, if any, and reimbursement to employees for travel and work expenses. Expenses may also include office space, equipment and any other lawful expense to be incurred in furtherance of the objectives of the Organization. Any change in the per capita rate from previous year's dues shall require a seventy-five percent affirmative vote of the membership on the Board representing dues paying members. If no change is made in the amount of dues owing, the dues from the previous year shall be the dues for the following year.

F. The annual budget of the organization shall be adopted by June 30th of each year. In the event a budget is not adopted by June 30th, the prior year's budget shall continue in full force and effect until another budget is adopted by a majority of the membership of the Board representing dues paying members.

Section 5.02: Powers

The Organization shall have all powers that are lawful for a not-for-profit corporation to possess under Missouri and federal laws including the power to contract, sue and be sued.

Section 5.03: Contracts, Checks, Deposits and Funds

A. The Board of Directors may authorize any officer or officers, agent or agents or management employee or employees of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances, not incompatible with the Articles of Incorporation or Bylaws.

B. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization or managing employee or employees and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, the Treasurer shall sign such instruments.

C. Funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.0: Authorization and Purpose

A. The Board of Directors is established under the authority of Instructional Memorandum 50-3-71 from the Federal Highway Administration. This memorandum states that the

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Regional Federal Highway Administrator, on the recommendation of the State Transportation Department and the Division Engineer, shall certify annually that a continuing, comprehensive, cooperative (3C) transportation planning process is being conducted based on a number of considerations including establishment of a policy board with appropriate representation from the state and affected local jurisdictions, and the existence of an area wide organization under which transportation planning is being conducted on a continuing basis. This certification is necessary under Section 134, Chapter I, Title 23, United States Code which provides that no project in an urban area of over 50,000 population shall be approved unless it is based on a 3C transportation planning process.

B. The purpose of the Board of Directors will be to serve as the designated Metropolitan Planning Organization ("MPO") for the approved Transportation Planning Area ("TPA"), in order to provide official decision-making responsibility for the Organization. The coordination of elected officials and policy makers at this decision-making level allows for a broad geographical impact on transportation planning decisions.

Section 6.1: Membership

A. Board of Directors – Voting Members (each a "Member" or "Voting Member")) shall include the following representatives, provided that the entities listed below have joined the Organization and are current in the payment of dues:

1. Two (2) Greene County Commissioner(s)
2. Three (3) Springfield City Council Member(s)
3. One (1) City Utilities - Transit Representative
4. One (1) Springfield-Branson Regional Airport Board Member
5. Four (4) Citizen At-Large Representatives
    - Preference shall be given to citizens with transportation knowledge.
    - One (1) Member Nominated by the Board of Directors and Appointed by the MPO
    - Two (2) Members Nominated by the City of Springfield and Appointed by the MPO
    - One (1) Member Nominated by the Christian County Commission and Appointed by the MPO. The Cities of Ozark and Nixa may submit candidates to the Christian County Commission for consideration.
6. One (1) Elected Official from the City of Republic
7. One (1) Elected Official from the City of Ozark
8. One (1) Elected Official from Christian County
9. One (1) Elected Official from the City of Nixa
10. One (1) Elected Official from the City of Willard
11. One (1) Elected Official from the City of Strafford
12. One (1) Elected Official from the City of Battlefield

B. Board of Directors – Non-Voting Members shall include the following representatives:

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1. Federal Highway Administration Representative
2. Federal Transit Administration Representative
3. Federal Aviation Administration Representative
4. District Engineer, Missouri Department of Transportation ("MoDot")

C. The Voting Members of the Board of Directors shall serve terms on the Board of Directors coinciding with the terms of their respective offices, as determined by the specific local jurisdiction(s). The Citizen-at-Large Representatives shall serve a term of three (3) years, except for the inaugural year. The first years' Citizen-at-Large terms shall be the following:

- The Member nominated by the Board of Directors and appointed by the MPO shall serve a term of one year.
- One Member nominated by Springfield and appointed by the MPO shall serve a term of two years.
- One Member nominated by Springfield and appointed by the MPO shall serve a term of three years.

The City of Springfield may determine which of their initial nominees will serve the two- and three-year positions.

Each elected representative or board representative shall name one (1) elected or appointed official as an alternate, in writing, who may exercise full member powers during their absence. Alternates for the Citizen-at-Large Representatives shall be nominated and appointed through the same process as the primary representative. The Alternate's term shall also correspond with the primary representative's term. No individual, whether elected, appointed, or designated as an alternate, may serve on both the Board of Directors and Technical Committee.

D. Additional Voting and Non-Voting Members shall be appointed as is deemed essential or necessary by the Members of the Board of Directors, through the amendment of the Bylaws.

Section 6.2: STP-Urban Funding Allocation

A. With the exception of congressional earmarks, which are designated for specific transportation projects or programs and cannot be suballocated, and for amounts allocated to the OTO operational budget, a Surface Transportation Program ("STP") Funding Formula shall be established by the MPO, based on jurisdiction decennial census population within the MPO. This funding formula would be used to distribute funds to jurisdictions within the MPO. MoDOT Small Urban funding received by a jurisdiction shall count towards the STP-Urban suballocation a jurisdiction may receive. A jurisdiction may choose to suballocate part of their allocated STP funds to another MPO jurisdiction on a project that lies outside their boundaries but it is at their discretion. This

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type of deviation from the Funding Formula shall also require a 75% vote of the MPO jurisdictions. Provided however, no allocation shall be paid to any jurisdiction unless such jurisdiction is an active member and current in dues payments for the year the allocation is to be made.

Formal changes in the Funding Formula must be approved by a 100% vote of the MPO jurisdictions.

Section 6.3: Meeting Procedure

A. The rules of order herein contained shall govern deliberations and meetings of the Board of Directors. Any point of order applicable to the deliberations by this Board of Directors and not contained herein shall be governed by Robert's Rules of Parliamentary Procedure.

B. Meetings of the Board of Directors shall be held at least annually.

C. The Board of Directors shall establish and approve an annual meeting schedule. Meeting notices and committee function(s) will normally be initiated by the MPO Staff. Notification of meetings shall be provided at least five days in advance and shall describe the time and location. A proposed agenda should also be provided to ensure that adequate preparation can occur. The five days advance notice may be waived if extenuating circumstances require an emergency meeting, provided that all Members have received actual notice of such meeting.

D. A quorum shall consist of a majority of the Voting Members, or their alternates.

E. All meetings of the Board of Directors shall be open to the general public who may participate at the discretion of the Chairman. The Board may, in its sole discretion, determine that a meeting shall not be held at any place, but may instead be held solely by means of remote communication, including but not limited to electronic and telephonic, as authorized by law. Any Member may attend and participate in any meeting of the Board of Directors by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Such participation in a meeting constitutes presence in person at the meeting.

Section 6.4: Vacancies

A. Vacancies on the Board of Directors shall be filled at any meeting of the Board of Directors by the same appointing authority that made the original appointment in accordance with Section 6.1. The Board of Directors may vote to remove a Director at any time with or without cause. A meeting to consider the removal of a Director may be called and notice given for such meeting, following the procedures provided in the Bylaws. A Director may be removed by the affirmative vote of two-thirds of the Board of

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Directors. A quorum must be present for a vote of removal.

B. Any Director may resign at any time by giving written notice to the Board of Directors or the Chairman. Such resignation shall take effect when the notice is delivered unless such notice specifies a later date. The acceptance of such resignation shall not be necessary to make it effective unless otherwise specified in the notice. In the event of a vacancy caused by the death or resignation of a Director, the same appointing authority that made the original appointment in accordance with Section 6.1 may elect a successor to hold office for the unexpired term of the term of the Director whose place is being filled

Section 6.5: Officers

A. The Board of Directors shall elect a representative from their membership to serve as Chairman at their initial meeting. The Chairman shall serve a one (1) year term to expire the first meeting of the calendar year following the first full-year of the position. Thereafter, each one (1) year term shall commence at the first meeting of the calendar year and end at the first meeting of the following calendar year. There must be a majority of the Voting Members present to vote on the Chairman position. The Chairman shall follow the adopted rotation schedule between Springfield, Greene County and Christian County as approved by the Board of Directors on December 18, 2003. Following expiration of the one-year term, the Chairman shall become the immediate past-Chair and will continue in that capacity as an officer of the Board of Directors.

B. The Board of Directors shall elect a Vice Chairman. The Vice Chairman shall assume the responsibilities of the Chairman in his or her absence.

C. The Board of Directors shall elect a Treasurer. The Treasurer shall be charged with the general financial oversight of the OTO. The Treasurer will be an authorized signer on the OTO bank account and will be provided monthly bank reconciliations. All financial records of the organization will be made available to the OTO Treasurer upon request. The Treasurer, or treasurer designee, will present financial reports to the Board. The Treasurer will coordinate with the audit committee.

D. The Board of Directors shall elect a Secretary. The Secretary shall be responsible for all permanent records of the Organization, its minutes, contracts and other documents and for official notifications and correspondence as may be required.

E. Any appointed positions on the Board of Directors shall commence and/or conclude at the first meeting of the calendar year after the term expiration.

F. Any officer of the Organization may resign by delivering a written resignation to the Organization at its principal office to the Board of Directors. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Organization accepts the future effective date, the Board of Directors may fill the pending

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vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. Any officer of the Organization may be removed from office by the Board of Directors with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

G. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board of Directors, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the Chairman, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

H. A modification of the Board of Directors' Members may occur mid-year if there are elections, resignations or changes in representative board memberships.

I. Authorized Signatures. All the officers may be authorized to sign or attest documents, checks, or other legal instruments of the Organization.

J. Executive Committee. All five (5) officers plus two (2) appointed Board Members shall act as the Executive Committee for the Board of Directors. In the event an officer is unable or unwilling to serve on the Executive Committee, the Board of Directors may appoint another member to fill the vacancy.

1. Powers. The Executive Committee shall have limited powers, duties, and responsibilities of the Board of Directors to address administrative and organizational issues to carry out the functions and purposes of the Organization. The Executive Committee may act on behalf of the Board of Directors on administrative and organizational items as follows:

    - Budget amendments of up to $15,000 for items not eligible for federal reimbursement and up to $4,999 for items that are eligible for federal reimbursement.
    - Act as the Organization audit committee ("Audit Committee"). The Audit Committee shall be responsible for monitoring the financial reporting process, overseeing the internal control system, overseeing the external audit and independent public accounting functions and reporting findings to the Board of Directors.
    - Approve Purchasing Manual revisions and authorize the Executive Director to enter into contracts authorized in the annual budget.

2. Four (4) Members of the Executive Committee shall constitute a quorum and all

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actions approved by the Executive Committee shall require at least four (4) affirmative votes.

3. The Executive Committee is not required to take action but may at any time refer any matter to the full Board of Directors for review and approval.

4. Agendas shall be distributed to the full Board of Directors five days prior to an Executive Committee meeting. Any Board of Directors Member may request an action item be referred to the full board for final action prior to the Executive Committee meeting where the action is being acted upon.

Section 6.6: Responsibilities of the Board of Directors

A. Review and approve the Transportation Improvement Program ("TIP"), the Unified Planning Work Program ("UPWP"), the Long-Range Transportation Plan ("LRTP"), the Public Involvement Policy, Bylaws, any changes to the Memorandum of Understanding, and any other MPO-related policy, report, or programs that affect transportation issues within the Transportation Planning Area ("TPA").

B. Through the Bylaw process, determine the jurisdictional representation of the Technical Committee and Board of Directors.

C. Take official action on any committee recommendations and other matters pertaining to furthering the planning process.

D. Adopt transportation goals and objectives to guide the Organization.

E. Adopt a short-range transportation improvement program that is updated annually.

F. Insure that citizen participation is achieved in transportation planning.

G. Establish Federally-funded project priorities consistent with Federal mandates.

H. Establish an annual Unified Planning Work Program ("UPWP") that outlines the MPO urban area planning projects for the fiscal year.

Section 6.7: Staff Support

A. Staff support for the Organization's Board of Directors function(s) shall be provided as identified in the annual Unified Planning Work Program. This support includes assistance with:

1. Coordination of the transportation planning program;
2. The Transportation Improvement Plan ("TIP"); and
3. Various transportation-related work plan tasks.

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Section 6.8: Order of Business

A. The business of the Board of Directors shall be taken up for consideration and disposition in the following order, unless the order shall be suspended by unanimous consent.

1. Roll Call
2. Approval of minutes of previous meetings
3. Communications from the presiding officer
4. Unfinished business
5. New business
6. Presentation of other communications to the committee
7. Adjournment

Section 6.9: Motions

A. No motion shall be debated or put to a vote unless seconded. When seconded, the proposer shall have the floor.

B. The motion shall be reduced to writing by the proposer when required by the presiding officer, or any Members of the Board of Directors.

C. When a question is under debate, the following motion shall be in order and shall have precedence over each other in the order stated:

1. To adjourn to a certain day
2. To adjourn
3. To postpone to a certain time
4. To take a recess
5. To lay on the table
6. To previous question
7. To amend

Motions 1-5 shall be decided without debate.

Section 6.10: Rules of Debate

The presiding officer may move, second, and debate from the Chair and shall not be deprived of any of the rights and privileges of a Member by reason of their acting as the presiding officer. Robert's Rules of Order shall control all aspects of debate that are not inconsistent with any provision of these Bylaws.

Section 6.11: Amendments of Bylaws

Any section herein contained may be amended at any meeting of the Board of Directors

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provided such amendment is delivered to the Chairman of the Board of Directors at least five (5) days prior to the meeting at which the amendment is to be presented to the Board of Directors. It shall be the duty of the MPO staff to include in the notice of such meeting, notice of the proposed amendment setting out the exact form of the proposed amendment. Such amendment shall be adopted if it receives the affirmative vote of a majority of at least a quorum of the Voting Members present.

Section 6.12: Amendments to Federally-Mandated Transportation Documents

The United States Department of Transportation mandates that every Metropolitan Planning Organization adopt specific transportation documents in order to maintain eligibility for federal transportation funds. For the Ozarks Transportation Organization these documents include, but are not limited to The Long-Range Transportation Plan ("LRTP"), Transportation Improvement Program ("TIP"), Congestion Management Process ("CMP"), Unified Planning Work Program ("UPWP"), the Public Involvement Policy, and the Major Thoroughfare Plan ("MTP"). Any section of any of these required documents may be amended at any meeting of the Board of Directors provided such amendment(s) have first been reviewed and a recommendation made by the Organization's Technical Committee. In emergency situations, amendments to these documents can be made without Technical Committee review provided that such amendments are delivered to the Chairman of the Board of Directors who has discretion in determining whether the request is an emergency. Such amendments must be delivered to the Chair with enough lead-time to allow staff to conduct the required public comment process as specified in the Public Involvement Policy. It shall be the duty of the MPO staff to ensure that any such amendment(s) shall fulfill the requirements of the public comment process as provided for in the Public Involvement Policy, and that staff shall include in the notice of such meeting the proposed amendment(s) setting out the form of the proposed amendment(s). Any emergency amendment(s) shall be adopted if they receive the affirmative vote of at least two-thirds (2/3rds) of the Voting Members present, provided that a quorum has been declared at the beginning of the meeting by the Chairman of the Board of Directors.

ARTICLE VII – TECHNICAL PLANNING COMMITTEE

Section 7.0: Authorization and Purpose

A. The Technical Planning Committee is established under the authority of Instructional Memorandum 50-3-71 from the Federal Highway Administration. This memorandum states that the Regional Federal Highway Administrator, on the recommendation of the Missouri Department of Transportation and the Division Engineer, shall certify annually that a continuing, comprehensive, cooperative ("3C") transportation planning process is being conducted based on a number of considerations including establishment of a policy board with appropriate representation from the state and affected local jurisdictions, and the existence of an area wide organization under which transportation planning is being conducted on a continuing basis. This certification is necessary under Section 134, Chapter I, Title 23, United States Code, which provides that no project in an urban area of over 50,000 population shall be approved unless it is based on such a transportation planning

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process.

B. The purpose of the Technical Planning Committee is to analyze issues arising during the conduct of the Springfield Area Transportation Study from a technical perspective and make recommendations to the Board of Directors. The purpose is also to provide a linkage between planning and implementation.

Section 7.1: Membership

The Technical Planning Committee shall be composed of people involved in planning, engineering, public policy, or related fields and whose experience and expertise is valuable for supporting the Organization.

A. Technical Planning Committee - Voting Members shall include the following representatives:

1. MoDOT SW District Office Representative
2. MoDOT SW District Office Representative
3. Springfield/ Branson Airport Representative
4. Greene County Highway Department Representative
5. City of Springfield Department of Public Works Representative
6. City Utilities of Springfield, Director of Transit Services
7. Greene County Planning Department Representative
8. Transit Representative of Missouri State University Representative
9. Representative of Ozark Greenways
10. Greene County Highway Department Representative
11. City of Springfield, Public Works Representative
12. City of Springfield, Planning and Development Representative
13. Representative from the City of Willard
14. Representative from the City of Strafford
15. Representative from the City of Republic
16. Representative of the School District of Springfield R-12
17. Representative from Christian County
18. Representative from the City of Nixa
19. Representative from the City of Ozark
20. Representative from the City of Battlefield

B. Technical Committee - Non-Voting Members shall include the following representatives:

1. Federal Transit Administration Representative
2. Federal Aviation Administration Representative
3. Federal Highway Administration Representative
4. Southwest Missouri Council of Governments Staff Member
5. Representative of the Springfield Area Chamber of Commerce
6. Representative of Burlington-Northern Railroad

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7. Representative of the Trucking Industry
8. Representative of Private Transportation/Transit Provider.

C. Terms of Appointment

The members of the Technical Planning Committee shall serve as long as determined by the voting member's jurisdiction except as otherwise specified. No individual, whether elected, appointed, or designated as an alternate, may serve on both the Board of Directors and Technical Planning Committee. No individual, whether elected, appointed or designated as an alternate, may represent more than one voting seat.

D. Appointment of Alternates

Each representative may name two (2) members of their staff or representatives of their jurisdiction as alternates, in writing, who may exercise full member powers during their absence. The alternate's term shall also correspond with the primary representative's term. No individual, whether elected, appointed, or designated as an alternate, may serve on both the Board of Directors and Technical Committee.

Section 7.2: Meeting Procedure

A. The rules of order herein contained shall govern deliberations of the Technical Planning Committee. Any point of order or rule on debate applicable to the deliberations by this committee and not contained herein shall be governed by Robert's Rules of Parliamentary Procedure.

B. The Committee shall establish and approve an annual meeting schedule. Meeting notices and committee function(s) will normally be initiated by MPO Staff. Notifications of meetings shall be provided at least five days in advance and shall describe the time and location. A proposed agenda should also be provided to ensure that adequate preparation can occur. The five days advance notice may be waived if extenuating circumstances require an emergency meeting and provided that all Members have received actual notice of such meeting.

C. All meetings of the committee shall be open to the general public who may participate at the discretion of the Chairman.

D. A quorum shall consist of a majority of the Voting Members, or their alternates.

Section 7.3: Officers

A. The Technical Committee shall elect a representative from their membership to serve as Chairman at their initial meeting. The Chairman shall serve a one (1) year term to expire the first meeting of the calendar year following the first full-year of the position. Thereafter, each one (1) year term shall commence at the first meeting of the calendar year

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and end at the first meeting of the following calendar year. There must be a majority of the Voting Members present to vote on the Chairman position.

B. The Technical Committee shall elect a Chairman Elect. The Chairman Elect position shall assume the duties of Chairman following his or her respective term. The newly elected position shall assume the Chairman Elect's duties. Chairman Elect will assume the responsibilities of the Chairman in his or her absence.

C. Any appointed positions on the Technical Committee shall commence and/or conclude at the first meeting of the calendar year after the term expiration.

D. A modification of the Technical Committee Members may occur mid-year if there are changes in staff or resignations.

Section 7.4: Responsibilities

A. The Technical Planning Committee shall discuss options, facilitate cooperation among operating departments, review proposals, and recommend technical methods, procedures, and standards on all policies, reports, programs, and plans related to development and transportation issues within the planning area of the Organization.

B. The Technical Planning Committee shall discuss and recommend alternative transportation plans and programs to the Board of Directors.

Section 7.5: Staff Support

A. Staff support for the Organization's Technical Committee function(s) shall be provided as identified in the annual Unified Planning Work Program. This support includes assistance with:

1. Coordination of the transportation planning program;
2. Review and approval of the Transportation Improvement Plan (TIP); and
3. Various transportation related work plan tasks.

Section 7.6: Order of Business

A. The business of the Committee shall be taken up for consideration and disposition in the following order, unless the order shall be suspended by unanimous consent.

1. Roll call
2. Approval of minutes of previous meeting(s)
3. Communications from the presiding officer
4. Unfinished business
5. New business
6. Presentation of other communications to the committee

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7. Adjournment

Section 7.7: Motions

A. No motion shall be debated or put to a vote unless seconded. When seconded, the proposer shall have the floor.

B. The motion shall be reduced to writing by the proposer when required by the presiding officer or any Members of the committee.

C. When a question is under debate, the following motion shall be in order and shall have precedence over each other in the order stated:

1. To adjourn to a certain day
2. To adjourn
3. To postpone to a certain time
4. To take a recess
5. To lay on the table
6. To previous question
7. To amend

Motions 1-5 shall be decided without debate.

Section 7.8: Rules of Debate

The presiding officer may move, second, and debate from the Chair and shall not be deprived of any of the rights and privileges of a member by reason of their acting as the presiding officer.

ARTICLE VIII – BICYCLE AND PEDESTRIAN ADVISORY COMMITTEE

Section 8.0: Authorization and Purpose

A. The Bicycle and Pedestrian Advisory Committee is established under the authority of the Organization. The committee will use the 3-C (comprehensive, cooperative, continuing) transportation planning process while considering polices and studies appropriate to the committee.

B. The purpose of the Bicycle and Pedestrian Advisory Committee is to improve bicycling and pedestrian conditions for commuters, children and recreational bicyclists and walkers of the area. The goals of the Committee will be the same of those established in the Regional OTO Bicycle and Pedestrian Plan. In addition, the committee will analyze issues arising within the planning area of the Organization from a bicycle and pedestrian perspective and make recommendations to the Technical Planning Committee.

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Section 8.1: Membership

The Bicycle and Pedestrian Advisory Committee shall be composed of people involved in planning, bicycle/pedestrian advocacy, safety, or related fields and whose experience and expertise is valuable for supporting the Organization.

A. Bicycle and Pedestrian Advisory Committee – Members shall include the following representatives:

1. Representative from the City of Willard
2. Representative from the City of Strafford
3. Representative from the City of Republic
4. Representative from the City of Nixa
5. Representative from the City of Ozark
6. Representative from the City of Battlefield
7. Representative from the City of Springfield
8. Representative from City Utilities
9. Representative from MODOT
10. Representative from Missouri State University
11. Representative from Ozark Greenways
12. Representative from Greene County
13. Representative from Christian County
14. Citizen Representative

Section 8.2: Meeting Procedure

A. The rules of order herein contained shall govern deliberations of the Bicycle and Pedestrian Advisory Committee. Robert's Rules of Parliamentary Procedure herein shall govern any point of order or rule on debate applicable to the deliberations by this committee and not contained herein.

B. The Committee shall establish and approve an annual meeting schedule. MPO Staff will normally initiate meeting notices and committee function(s). Notifications of meetings shall be provided at least five days in advance and shall describe the time and location. A proposed agenda should also be provided to ensure that adequate preparation can occur. The five days advance notice may be waived if extenuating circumstances require an emergency meeting and provided that all Members have received actual notice of such meeting.

C. All meetings of the committee shall be open to the general public who may participate at the discretion of the Chairman.

D. A quorum shall consist of at least five of the Members.

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Section 8.3: Officers

A. The Bicycle and Pedestrian Advisory Committee shall elect a representative from their membership to serve as Chairman at their initial meeting. The Chairman shall serve a one (1) year term to expire the first meeting of the calendar year following the first full-year of the position. Thereafter, each one (1) year term shall commence at the first meeting of the calendar year and end at the first meeting of the following calendar year. The position of Chairman will be filled using the rotation system set-up by the MPO Executive Director.

B. The Bicycle and Pedestrian Advisory Committee shall elect a Vice-Chairman at their initial meeting. The Vice-Chairman position shall assume the duties of Chairman following his or her respective term. The Vice-Chairman will assume the responsibilities of the Chairman in his or her absence.

C. Any appointed positions on the Bicycle and Pedestrian Advisory Committee shall commence and/or conclude at the first meeting of the calendar year after the term expiration.

D. A modification of the Bicycle and Pedestrian Advisory Committee Members may occur mid-year if there are changes in staff or resignations.

E. The Chairperson shall convene and conduct meetings, appoint committees, establish agenda items, with the assistance of the MPO staff, and serve to represent the interests and consensus of the Committee. The Vice-Chairperson shall fulfill all the Chairperson's duties when the Chairperson is not present.

Section 8.4: Responsibilities

A. The Bicycle and Pedestrian Advisory Committee shall discuss options, review proposals, and recommend technical methods, procedures, and standards on all policies, reports, programs, and plans related to bicycle and pedestrian issues within the planning area of the Organization.

B. The Bicycle and Pedestrian Advisory Committee shall discuss and recommend alternative transportation plans and programs to the Technical Planning Committee.

Section 8.5: Staff Support

A. Staff support for the Organization's Bicycle and Pedestrian Advisory Committee function(s) shall be provided to the committee. This support includes assistance with:

1. Facilitating meetings, including preparing agendas, meetings, meeting location,
2. Review and approval of the Regional OTO Bicycle and Pedestrian Plan; and
3. Various transportation related work plan tasks.

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Section 8.6: Order of Business

A. The business of the committee shall be taken up for consideration and disposition in the following order, unless the order shall be suspended by unanimous consent.

1. Call to Order
2. Approval of minutes of previous meeting(s)
3. Approval of agenda for current meeting(s)
4. Unfinished business
5. New business
6. Presentation of other communications to the committee
7. Adjournment

Section 8.7: Motions

A. No motion shall be debated or put to a vote unless seconded. When seconded, the proposer shall have the floor.

B. The motion shall be reduced to writing by the proposer when required by the presiding officer or any Members of the committee.

C. When a question is under debate, the following motion shall be in order and shall have precedence over each other in the order stated:

1. To adjourn to a certain day
2. To adjourn
3. To postpone to a certain time
4. To take a recess
5. To lay on the table
6. To previous question
7. To amend

Motions 1-5 shall be decided without debate.

Section 8.8: Rules of Debate

The presiding officer may move, second, and debate from the Chair and shall not be deprived of any of the rights and privileges of a member by reason of their acting as the presiding officer.

ARTICLE IX – LOCAL COORDINATING BOARD FOR TRANSIT

Section 9.0: Authorization and Purpose

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A. The Local Coordinating Board for Transit is an advisory board established under the authority of the Organization, which serves as the federally designated metropolitan transportation planning organization ("MPO") for the Springfield, Missouri Transportation Management Area. The Local Coordinating Board for Transit will use the 3-C (comprehensive, cooperative, continuing) transportation planning process while considering polices and studies appropriate to the Local Coordinating Board for Transit.

B. The purpose of the Local Coordinating Board for Transit is to confer with and advise on the effectiveness of coordinating transportation in the Organization study area, and to be a problem-solving entity, where possible. The goals of the Local Coordinating Board for Transit will be the same as those established in the Organization's Transit Coordination Plan. In addition, the Local Coordinating Board for Transit will analyze issues arising within the planning area of the Organization from a human services transit perspective and make recommendations to the MPO Board of Directors.

Section 9.1: Membership

The Local Coordinating Board for Transit shall be composed of people involved in planning, transit, human services, safety, or related fields and whose experience and expertise is valuable for supporting the Organization.

A. Local Coordinating Board for Transit membership will be comprised of area human services and transportation agencies. The Local Coordinating Board for Transit shall contain no fewer than seven (7) Members, but no greater than fifteen (15) Members. Membership shall be consistent with federal guidance.

B. Initial Local Coordinating Board for Transit membership will be based upon the Transit Coordination Plan Advisory Team membership with Members added or subtracted based upon criteria developed by the Local Coordinating Board for Transit.

C. Terms of service will be two (2) year terms.

Section 9.2: Meeting Procedure

A. The rules of order herein contained shall govern deliberations of the Local Coordinating Board for Transit. Robert's Rules of Parliamentary Procedure herein shall govern any point of order or rule on debate applicable to the deliberations by this Local Coordinating Board for Transit and not contained.

B. The Local Coordinating Board for Transit shall establish and approve an annual meeting schedule. MPO Staff will normally initiate meeting notices and Local Coordinating Board for Transit function(s). Notifications of meetings shall be provided at least five days in advance and shall describe the time and location. A proposed agenda should also be provided to ensure that adequate preparation can occur. The five days advance notice may be waived if extenuating circumstances require an emergency meeting and provided

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that all Members have received actual notice of such meeting.

C. All meetings of the Local Coordinating Board for Transit shall be open to the general public who may participate at the discretion of the Chairman.

D. A quorum shall consist of at least one-half of the Voting Members.

Section 9.3: Officers

A. The Local Coordinating Board for Transit shall elect a representative from their membership to serve as Chairman at their initial meeting. The Chairman shall serve a one (1) year term to expire the first meeting of the calendar year following the first full-year of the position. Thereafter, each one (1) year term shall commence at the first meeting of the calendar year and end at the first meeting of the following calendar year. The position of Chairman will be filled using the rotation system set-up by the Local Coordinating Board for Transit.

B. The Local Coordinating Board for Transit shall elect a Vice-Chairman at their initial meeting. The Vice-Chairman position shall assume the duties of Chairman following his or her respective term. The Vice-Chairman will assume the responsibilities of the Chairman in his or her absence.

C. Any appointed positions on the Local Coordinating Board for Transit shall commence and/or conclude at the first meeting of the calendar year after the term expiration.

D. A modification of the Local Coordinating Board for Transit Members may occur mid-year if there are changes in staff or resignations.

E. The Chairperson shall convene and conduct meetings, appoint committees, establish agenda items with the assistance of the MPO Staff, and serve to represent the interests and consensus of the Local Coordinating Board for Transit. The Vice-Chairperson shall fulfill all the Chairperson's duties when the Chairperson is not present.

Section 9.4: Committees

The Chair shall appoint the following standing committees from among qualified voting Members of the Local Coordinating Board for Transit, as well as external parties as may be necessary.

A. Funding Application Committee. The Funding Application Committee shall be responsible for recommending application requirements as well as successful applications to the full membership of the Local Coordinating Board for Transit.

B. Other Committees. The Chair shall appoint such other committees as required to carry out the goals of the Local Coordinating Board for Transit.

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Section 9.5: Responsibilities

A. The Local Coordinating Board for Transit shall discuss options, review proposals, and recommend technical methods, procedures, and standards on all policies, reports, programs, and plans related to transit coordination issues, specifically relating to implementing recommendations from the Transit Coordination Plan within the planning area of the Organization.

B. The Local Coordinating Board for Transit shall discuss and recommend transit coordination plans and programs to the MPO Board of Directors.

C. The Local Coordinating Board for Transit shall make recommendations to the MPO Board of Directors on appropriate federal transit funding allocations and project selection.

Section 9.5: Staff Support

A. Staff support shall be provided to the Local Coordinating Board for Transit. This support includes assistance with:

1. Facilitating meetings, including preparing agendas, meetings, meeting location;
2. Review and approval of the Organization's Transit Coordination Plan;
3. Various transportation related work plan tasks; and
4. Staff for all committees.

Section 9.6: Order of Business

A. The business of the Local Coordinating Board for Transit shall be taken up for consideration and disposition in the following order, unless the order shall be suspended by unanimous consent.

1. Call to Order
2. Approval of agenda for current meeting(s)
3. Approval of minutes of previous meeting(s)
4. Unfinished business
5. New business
6. Presentation of other communications to the Local Coordinating Board for Transit
7. Adjournment

Section 9.7: Motions

A. No motion shall be debated or put to a vote unless seconded. When seconded, the proposer shall have the floor.

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B. The motion shall be reduced to writing by the proposer when required by the presiding officer or any Members of the Local Coordinating Board for Transit.

C. When a question is under debate, the following motion shall be in order and shall have precedence over each other in the order stated:

1. To adjourn to a certain day
2. To adjourn
3. To postpone to a certain time
4. To take a recess
5. To lay on the table
6. To previous question
7. To amend

Motions 1-5 shall be decided without debate.

Section 9.8: Rules of Debate

The presiding officer may move, second, and debate from the Chair and shall not be deprived of any of the rights and privileges of a member by reason of their acting as the presiding officer.

ARTICLE X – INDEMNIFICATION AND INSURANCE

Section 10.1: Indemnification

A. The Organization will indemnify and protect any Director or officer of the Organization, or any Director or officer of the Organization who serves at the request of the Organization as a director, officer, employee, member, manager or agent of another Organization, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys' fees, to the fullest extent permitted by the laws of the State of Missouri. The Organization may indemnify and protect any employee of the Organization up to the fullest extent permitted by Missouri law as determined by the Executive Committee.

B. The indemnification and other rights provided by this Section 10.1 shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the Articles of the Organization, agreement, vote of disinterested Directors or otherwise. The Executive Committee shall have the authority to enter into agreements with the Directors and officers of the Organization and with persons serving, at the request of the Organization, as directors, trustees, officers and agents of an affiliated Organization or other enterprise, on terms that the Executive Committee deems advisable; provided,

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however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

Section 10.2: Insurance and Expenses

A. The Organization may purchase and maintain insurance on behalf of any person who was or is a Director or officer of the Organization, or was or is serving at the request of the Organization as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liabilities under the provisions of this Section.

B. The Organization may pay all expenses incurred in defending any civil or criminal action, suit or proceeding described above in Section 10.1 in advance of the final disposition of any such action, suit or proceeding: a) as authorized by the Executive Committee of the Organization in the specific case; and b) upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization.

C. This Section 10 may be hereafter amended or repealed; however, no amendment or repeal shall reduce, terminate, or otherwise adversely affect the right of a person entitled to obtain indemnification or an advance of expenses with respect to an action, suit, or proceeding that pertains to or arises out of actions or omissions that occur prior to the later of a) the effective date of such amendment or repeal; b) the expiration date of such person's then current term of office with, or service for the Organization (provided such person has a stated term of office or service and completes such term); or c) the effective date such person resigns his or her office or terminates his or her service (provided such person has a stated term of office or service but resigns prior to the expiration of such term).

ARTICLE XI – AGENTS AND ATTORNEYS

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Organization as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Organization is authorized to transfer or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purpose as said Organization might or could do if it acted by and through its regularly elected and qualified officers.

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ARTICLE XII – DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purposes of the Organization in such manner among the paying members in accordance with the per capita funding formula provided for in Section 5.01(c). Organization will also be subject to judicial dissolution, winding up and liquidation as provided in the Missouri Nonprofit Organization Act.

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Adopted by the Coordinating Committee, Ozarks Transportation Organization, February 4, 1993

Revised by the Coordinating Committee, Ozarks Transportation Organization December 16, 1993

Revised by the Coordinating Committee, Ozarks Transportation Organization August 1 , 1996

Amended by the Coordinating Committee, Ozarks Transportation Organization October 3, 1996

Amended by the Coordinating Committee, Ozarks Transportation Organization May 29, 1997

Amended by the Coordinating Committee, Ozarks Transportation Organization August 7, 1997

Amended by the Coordinating Committee, Ozarks Transportation Organization June 4, 1998

Amended by the Coordinating Committee, Ozarks Transportation Organization October 7, 1999

Draft Bylaws for the proposed MPO Expansion, approved by the MPO Coordinating Committee on December 7, 2000.

Final Changes to the Draft Bylaws for the proposed MPO Expansion, May 11, 2001.

Amended by the Board of Directors, Ozarks Transportation Organization, June 14, 2007.

Amended by the Board of Directors, Ozarks Transportation Organization, August 16, 2007.

Adopted by the Incorporators of the Ozarks Transportation Organization, April 30, 2008

Adopted by the Board of Directors, Ozarks Transportation Organization, June 19, 2008

Amended by the Board of Directors, Ozarks Transportation Organization, August 21, 2008

Amended by the Board of Directors, Ozarks Transportation Organization, October 16, 2008

Amended by the Board of Directors, Ozarks Transportation Organization, February 19, 2009

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Amended by the Board of Directors, Ozarks Transportation Organization, June 17, 2010

Amended by the Board of Directors, Ozarks Transportation Organization, March 14, 2013

Amended by the Board of Directors, Ozarks Transportation Organization, October 17, 2013

Amended by the Board of Directors, Ozarks Transportation Organization, April 16, 2015

Amended by the Board of Directors, Ozarks Transportation Organization, April 20, 2017

Amended by the Board of Directors, Ozarks Transportation Organization, December 14, 2017

Amended by the Board of Directors, Ozarks Transportation Organization, April 18, 2019

Amended by the Board of Directors, Ozarks Transportation Organization, April 16, 2020

Amended by the Board of Directors, Ozarks Transportation Organization, November 18, 2021

Amended by the Board of Directors, Ozarks Transportation Organization, November 17, 2022

Amended by the Board of Directors, Ozarks Transportation Organization, November 16, 2023

Amended by the Board of Directors, Ozarks Transportation Organization, May 21, 2026

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CERTIFICATE

The foregoing By-laws were duly adopted as and for the By-laws of Ozarks Transportation Organization, a Missouri Nonprofit Corporation, by the board of directors of said Corporation as of May 21, 2026.

Signed by:
6/12/2026 | 8:53:36 AM PDT
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Eric Franklin, Secretary