



DSATS Bylaws Subcommittee

Wednesday, 8 March 2017

2:00 P.M.

DeKalb County Highway Department

1826 Barber Green Rd.

DeKalb, IL 60115

Conference Room # 815-756-6026

1. Introductions

2. Approval Of Agenda (ACTION)

Approval of the March 8, 2017 Bylaws Subcommittee Agenda.

Documents:

[2017 MARCH BYLAWS MEETING AGENDA.PDF](#)

3. Public Comment

4. Election Of Vice-Chair

DSATS Bylaws state the Chair of an advisory subcommittee shall be named by the Chair of the DSATS committee appointing the subcommittee. The Policy Committee appointed the Bylaws Subcommittee. Gary Hanson, the Chair of Policy, shall be appointing a Chair prior to the meeting. The subcommittee should nominate and approve a Vice-Chair for the subcommittee.

Action: Nomination of Vice-Chair.

Action: Closing of Nominations;

Action: Election of Vice-Chair.

5. Selection Of Regular Meeting Date (ACTION)

DSATS staff must publish the meeting dates, times, and locations of all public meetings for the year. Changes to meeting dates, times, or locations must be published in a public advertisement. Subcommittee members will decide on a regular meeting date and time for publication.

Action: Approve proposed date and time of future Bylaws Subcommittee meetings.

6. Review Of DSATS IGA And Bylaws And Current Proposed Changes

Staff will provide an overview of the existing Intergovernmental Agreement (IGA) and Bylaws and an overview of the changes that staff and members have submitted to the Policy Committee. A copy of the IGA and Bylaws with the staff suggestions that have previously been provided to the Policy Committee are included. One version provides the markup from the original and the other version is a clean copy of the suggested changes.

Documents:

[REVISED IGA AND BYLAWS \(STAFF SUGGESTIONS\) - CLEAN.PDF](#)

[REVISED IGA AND BYLAWS \(STAFF SUGGESTIONS\) - MARKUP.PDF](#)

7. Discussion On Additional Changes To IGA And Bylaws

Staff seeks discussion on additional changes to be made to the DSATS IGA and Bylaws.

8. Additional Business

9. Adjourn

If you have any questions regarding this notice, please contact:

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Transportation Planner

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Jessica Hyink

Assistant Transportation Planner

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Assistive and Language Services provided upon request



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Agenda

- 1. Introductions**
- 2. Approval of Agenda**
- 3. Public Comment**
- 4. Election of Vice-Chair (ACTION)**
- 5. Selection of Regular Meeting Date (ACTION)**
- 6. Review of DSATS IGA and Bylaws and current proposed changes**
- 7. Discussion on additional changes to IGA and Bylaws**
- 8. Additional Business**
- 9. Adjourn**

If you have any questions regarding this notice, please contact:

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Assistive and Language services will be provided upon request.

REVISED COOPERATIVE AGREEMENT FOR THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

This revised cooperative agreement is entered into by and between the City of DeKalb, the City of Sycamore, the Town of Cortland, DeKalb County, the Board of Trustees of Northern Illinois University, and the State of Illinois acting by and through the Illinois Department of Transportation. This agreement establishes a cooperative intergovernmental framework for the DeKalb-Sycamore Area Transportation Study (DSATS), which is charged with providing continuing, cooperative, and comprehensive transportation planning in and around the DeKalb-Sycamore Urbanized Area.

WHEREAS 23 USC Section 134, and Section 1203 of the Transportation Equity Act for the 21st Century (TEA-21), require that each urbanized area with a population of 50,000 or more, as a condition to the receipt of Federal capital or operating assistance for transportation, have a continuing, cooperative and comprehensive transportation planning process that results in plans and programs consistent with the comprehensively planned development of the urbanized area; and

WHEREAS Article VII, Section 10A of the Constitution of the State of Illinois and the Intergovernmental Cooperation Act, 5 ILCS 220/1 et seq., enable parties hereto to enter into agreements among themselves and provide authority for intergovernmental cooperation; and

NOW, THEREFORE, The undersigned agencies amend the DeKalb-Sycamore Area Transportation Study (DSATS) original Cooperative Agreement forming The DeKalb-Sycamore Area Transportation Study and signed by the Governor of Illinois on April 8, 2003, to modify the existing board structure and sharing of the local match between all member agencies in order to serve as the forum for cooperative transportation decision making for the DeKalb urbanized area thereby fulfilling the requirements of Title 23 U.S.C., Section 134 and Title 49 U.S.C., Section 5303, and

THEREFORE, the signatories to this agreement recommend to the Governor of Illinois that the Cooperative Agreement between the member agencies of the DeKalb-Sycamore Area Transportation Study be amended to modify how the member agencies share the cost of the required local match

Article I: Purpose and Duties of the DSATS

A. DSATS was created to perform and carry out a continuing, cooperative, and comprehensive transportation planning process for the DeKalb-Sycamore Urbanized Area in accordance with applicable Federal laws, policies and procedures, and with the cooperation and assistance of its members and the US Department of Transportation. Unless otherwise specified by subsequent amendments to 23 U.S.C. 134 and 49 U.S.C. § 5303 the duties of DSATS shall include:

1. The establishment and continued functioning of the DSATS Policy Committee, to oversee and coordinate the process for the area in a manner that will insure that the transportation planning and programming decisions are reflective of the needs of local and state governments, transit operations, and the general public.
2. The development and maintenance of a Long Range Transportation Plan ("LRTP") for the DeKalb-Sycamore urbanized area, including strategies to make more efficient use of existing transportation systems and to integrate local land use/development decisions and regional transportation investments.
3. The development and annual update of a Transportation Improvement Program ("TIP"), which reflects the Policy Committee's priorities for federal and state investments in the urbanized area's transportation systems, to be developed in accordance with the Long Range Transportation Plan and other pertinent policies adopted by the DSATS Policy Committee.
4. The development and annual update of a Unified Planning Work Program ("UPWP"), which coordinates the area's transportation planning activities and establishes the priorities for planning initiatives to be undertaken by DSATS.
5. The development and maintenance of the Public Participation Plan ("PPP") to identify how DSATS and its member organizations shall provide public outreach for all transportation projects and activities.
6. The development and maintenance of the Human Services Transportation Plan ("HSTP") to identify how DSATS, area public transportation providers, and member agencies shall provide transportation to lower-income and minority populations in the DSATS region and to area human service agencies and medical facilities.
7. Other planning and project development activities necessary to address transportation issues in the area.

Article II: General Organization and Duties

- A.** DSATS shall consist of a Policy Committee, a Technical Advisory Committee, and other standing or temporary/special purpose committees as needed to carry out the duties and functions of DSATS.
- B.** The DSATS Policy Committee shall be the recognized decision-making body for the Metropolitan Planning Organization serving the DeKalb-Sycamore urbanized area. The Policy Committee shall guide and approve all DSATS planning activities, and shall have final authority over all decision-making matters within the jurisdiction of DSATS.
- C.** The Technical Advisory Committee ("TAC") shall be established for the purpose of providing professional technical advice and recommendations to the Policy Committee, and conducting or overseeing the technical planning functions and duties of DSATS.
- D.** The Illinois Department of Transportation ("IDOT") shall assist the Lead Agency in securing data and source materials necessary to the effective accomplishment of the transportation planning process.

Article III: Financial Organization

- A.** For administrative purposes, a local Lead Agency shall be designated to act as the fiscal agent for and provide staff support to the DSATS. Unless otherwise amended by the approval of three-fourths of the DSATS Policy Committee membership, the Lead Agency for DSATS shall be the City of DeKalb.
- B.** The lead Agency shall be the recipient of the Federal Highway Administration (FHWA) Planning and Federal Transit Administration (FTA) Section 5303 Planning funds, and shall serve as staff to the DSATS. Depending upon the availability of State and Federal appropriations for Planning (PL) and Section 5303 funds, and subject to IDOT's MPO Distribution Agreement, IDOT shall make funds available to the MPO for the purpose of carrying out these responsibilities.
- C.** With the approval of the DSATS Policy Committee, the Lead Agency shall enter into contracts, as needed, with IDOT to capture and utilize subsidies available for transportation planning purposes.
- D.** The Lead Agency shall provide preliminary assurance, as needed, of the existence of matching funds sufficient to capture available State and Federal subsidies available for transportation planning purposes. Actual local match planning funds shall be split among local match members.

Article IV: The DSATS member agencies agree to pay a percentage of the 20% required local match of the PL and Section 5303 grant funds to operate DSATS based on the % of Local Match identified in the DSATS Bylaws, Article II, Table 1. Distribution of DSATS Policy Committee Votes and Local Match Share.

Article IV: Policy Committee Structure

- A. The DSATS Policy Committee membership shall be identified within the DSATS Bylaws.
- B.

Article V: Policy Committee Responsibilities

- A. The DSATS Policy Committee and IDOT shall jointly share the responsibility for developing and maintaining the transportation plans and programs as required by State and Federal law.
- B. The DSATS Policy Committee shall have the authority to determine membership changes or additions on the Technical Advisory Committee, or any sub-committee, in accordance with the terms set forth in this Agreement.
- C. The DSATS Policy Committee shall have the authority to enact bylaws governing the activities and procedures of DSATS, to amend the terms of this Agreement, or to establish policies or agreements pertaining to the functioning of the DSATS.

Article VI: Lead Agency Responsibilities

- A. For further administrative, coordinating, and supervisory purposes, the City Manager of the City of DeKalb shall appoint a Study Director from within the Lead Agency, conditional upon the approval of the appointment by three-fourths of the Policy Committee voting membership. The Study Director shall act as the lead staff person assigned to work with DSATS, and shall be responsible for the ongoing supervision, management, and coordination of the planning and administrative assistance provided to the DSATS. Pertaining to the management of the DSATS program and the completion of assigned tasks, the Study Director shall report to the DSATS Policy Committee for direction.
- B. Responsibilities of the DSATS Staff shall be identified within Article VII of the DSATS Bylaws.

Article VII: Equal Opportunity Assurance

The parties involved in this Agreement hereby certify that as a condition of receiving Federal financial assistance to conduct transportation planning activities, they will ensure:

- A.** That the intent of Title VI of the 1964 Civil Rights Act (42 USC 2000d-l) which states "No person in the United States shall, on the ground of race, color, or national origin be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity receiving Federal financial assistance" is met.
- B.** That the DSATS will compile, maintain and submit in a timely manner Title VI information required by FTA Circular 4702.1 and in compliance with the U.S. Department of Transportation Title VI regulation 49 CFR Part 21.9.
- C.** That the DSATS will make it known to the public that the person or persons alleging discrimination on the basis of age, race, color or national origin, as it relates to the provision of transportation services and transit-related benefits, may file a complaint with the Federal Transit Administration and/or the U.S. Department of Transportation.
- D.** All meetings shall be open to the public and conducted in accordance with the Illinois Open Meetings Act and all meeting locations shall be accessible to the public as required by the Americans with Disabilities Act.

Article VIII: Federal and State Conformity

- A.** DSATS and its member organizations shall agree to conform to all rules and regulations set forth in 23 CFR 450, the Transportation Equity Act for the 21st Century (TEA-21), the Intermodal Surface Transportation and Efficiency Act (ISTEA), the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU), and all subsequent transportation acts when using federal funds for any transportation projects or transportation planning within the DeKalb metropolitan region.
- B.** DSATS shall maintain and update, as needed, the plans, policies, and regulations to ensure federal and state conformity. DSATS staff shall maintain a list of all plans, policies, and regulations, which have been adopted by the DSATS Policy Committee to ensure federal and state conformity and make those policies and procedures available for public review.
- C.** When using any FHWA or FTA funds for transportation projects, all DSATS member agencies agree to conform to all federal and state of Illinois laws and regulations. In addition, agencies agree to conform to all policies, plans, and procedures developed by DSATS to ensure Federal and State Conformity.

Article IX: Amendments & Severability

- A. If any one or more of the provisions of this Agreement is declared unconstitutional or contrary to law, the validity of the remainder of the Agreement shall not be affected thereby.
- B. This Agreement is subject to amendment with the approval of 100% of the voting DSATS Policy Committee voting members, or designated alternates, representing the parties to this intergovernmental agreement.

Article X: Ratification & Termination

- A. This cooperative agreement shall become effective upon approval by all new/current signatory parties.
- B. Designation of the MPO by the Governor and approval of the Agreement by the State of Illinois shall be considered acceptance of the provisions and objectives contained herein and shall constitute an agreement between the jurisdictions heretofore mentioned to cooperate in the continuing, cooperative, and comprehensive transportation planning process for the DeKalb-Sycamore Urbanized Area.
- C. A jurisdiction which is eligible and wishes to be part of this Agreement may do so by adoption of a resolution; said resolution agreeing to the provisions of this Agreement shall be delivered to the DSATS Policy Committee. Approval by three-fourths of the voting members of the Policy Committee membership shall be required.
- D. This Agreement shall remain in force continuously and shall automatically be renewed on each succeeding June 30th following initial ratification.
- E. Any party to this Agreement may withdraw by giving written notice to the DSATS Policy Committee, not less than sixty (60) days prior to the effective date of termination. Termination from this agreement shall not relieve the withdrawing party from compliance with federal requirements for cooperative transportation planning and programming.

ATTEST:

Mayor
City of DeKalb

City Clerk

Mayor
City of Sycamore

City Clerk

County Chair
DeKalb County

County Clerk

Chair – Board of Trustees
Northern Illinois University

General Counsel
Northern Illinois University

Randy Blankenhorn, Secretary
Illinois Department of Transportation

DSATS BYLAWS

These are the governing Bylaws of the DeKalb Sycamore Area Transportation Study (DSATS). DSATS is the federally recognized Metropolitan Planning Organization (MPO) for the DeKalb Illinois urbanized area.

Date Adopted Policy Committee: MM/DD/2017

Date Adopted Technical Advisory Committee: MM/DD/2017

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

Article I: Purpose & Responsibilities

- A.** The following rules and procedures are adopted by the DeKalb Sycamore Area Transportation Study, hereinafter called “DSATS,” to facilitate the performance of its transportation planning and programming responsibilities as codified in the US Code of Federal Regulations 23 CFR 450.
- B.** The DSATS Policy Committee, hereinafter called the “PC”, shall serve as the primary policy setting body to the DSATS.
- C.** The DSATS Technical Advisory Committee, hereinafter called the “TAC”, shall serve as the primary advisory body to the Policy Committee, forwarding recommendations and providing technical assistance to the DSATS Policy Committee and Staff.
- D.** As the designated Metropolitan Planning Organization, hereinafter called “MPO”, for the DeKalb-Sycamore planning area, the responsibilities of the DSATS include:
 - 1.** Carrying out a cooperative, continuous, and comprehensive planning process for making transportation investment decisions in the DeKalb-Sycamore planning area with program oversight from the Federal Highway Administration (FHWA), Federal Transit Administration (FTA), and Illinois Department of Transportation (IDOT).
 - 2.** Preparing, adopting, and maintaining a long-range multi-modal transportation plan for the DeKalb-Sycamore planning area, hereinafter known as the “LRTP”.
 - 3.** Preparing, adopting, and implementing an annual planning work program, hereinafter known as the “UPWP”.
 - 4.** Preparing, adopting, and updating a transportation improvement program, hereinafter known as the “TIP” to prioritize federal transportation investments in the DeKalb-Sycamore planning area.
 - 5.** Preparing, adopting, and updating a public participation plan, hereinafter known as the “PPP” to identify how DSATS and its member organizations shall provide public outreach for all transportation projects and activities.
 - 6.** Preparing, adopting, and updating a human services transportation plan, hereinafter known as the “HSTP” to identify how DSATS, area public transportation providers, and member agencies shall provide transportation to lower-income and minority populations in the DSATS region to area human service agencies and medical facilities.
 - 7.** Preparing, adopting, and updating plans and regulations, which identify the policies and procedures, which DSATS and its member agencies will follow to ensure federal conformity to all federal transportation regulations.

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- 8. Solving major transportation issues or problems that affect multiple jurisdictions or agencies within the DeKalb-Sycamore planning area.
 - 9. Other duties, as required, to comply with federal and state regulations.
- E. The DSATS PC shall be the recognized decision-making body for the MPO serving the DeKalb-Sycamore planning area. The PC shall guide and approve all DSATS planning activities, and shall have final authority over all decision-making matters within the jurisdiction of DSATS.

Article II: Membership

- A. The DSATS PC membership shall be comprised of a total of nine (9) voting members, each having one vote:
- 1. City of DeKalb: *Mayor*
 - 2. City of DeKalb: *representative appointed by the Mayor*
 - 3. City of DeKalb: *representative appointed by the Mayor*
 - 4. City of Sycamore: *Mayor*
 - 5. City of Sycamore: *representative appointed by the Mayor*
 - 6. DeKalb County: *Chairman, County Board*
 - 7. DeKalb County: *representative appointed by the County Board Chairman*
 - 8. Board of Trustees of Northern Illinois University: *President of NIU*
 - 9. State of Illinois: *IDOT District Three (3) Representative*
- B. The DSATS member agencies agree to pay a percentage of the 20% required local match of the PL and Section 5303 grant funds to operate DSATS based on the number of votes each member agency has on the DSATS PC. IDOT does not contribute to the local match as a member agency of DSATS. The table below shows the distribution of local match funds as of the adoption of this revised Bylaws:

Table 1. Distribution of DSATS Policy Committee Votes and Local Match Share.

Agency	# of Votes	% of Local Match
City of DeKalb	3	37.5%
City of Sycamore	2	25.0%
DeKalb County	2	25.0%
Northern Illinois University	1	12.5%
Illinois Department of Transportation	1	0%
TOTAL	9	100%

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- C. Should IDOT provide State Local Match funding to subsidize Federal MPO planning funds, DSATS member agencies shall provide any remaining portion of the 20% required local match not subsidized with State Local Match funds.
- D. In addition to the PC voting membership, the following organizations shall have one (1) non-voting seat each on the DSATS PC:
1. Town of Cortland: representative approved by the Mayor
 2. Illinois Department of Transportation – Office of Policy and Planning: *Office of Policy and Planning Representative*
 3. Federal Highway Administration: *FHWA Illinois Representative*
 4. Federal Transit Administration: *FTA Region Five (5) Representative*
- E. Lengths of terms of Policy Committee members shall be left to the discretion of the Chief Elected Official or governing authority for each participating jurisdiction, as provided for by their respective rules for such appointments.
- F. At the beginning of each calendar year, the Chief Elected Official or Governing Authority for each participating jurisdiction shall submit a letter on official agency letterhead listing representatives authorized to represent the jurisdiction on both the PC and the TAC. The letters of representation shall be kept on file with the DSATS staff.
- G. The DSATS PC shall appoint and direct a DSATS TAC, composed of professional and technical staff from the jurisdictions represented by the PC. The following representatives may be designated by their respective jurisdiction as members of the TAC, with each enumerated jurisdiction, agency or association having one vote:
1. City of DeKalb: *City Engineer, City Manager, Public Works Director, Community Development Director*
 2. City of Sycamore: *City Engineer, City Manager*
 3. DeKalb County: *County Administrator, County Engineer, County Planning Director/Regional Planning Commission Director*
 4. Northern Illinois University: *NIU Staff representative identified by NIU President*
 5. Northern Illinois University Student Association (Huskie Bus): *SA President, Transportation Director*
 6. Voluntary Action Center (TransVAC): *Executive Director, Assistant Director*
 7. Illinois Department of Transportation: *District 3 representative identified by District 3 Director*
- H. In addition to the voting membership, the following organizations shall have one (1) non-voting seat each on the DSATS TAC:

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1. Town of Cortland: *Town Administrator, Town Engineer*
 2. DeKalb Taylor Municipal Airport: *Airport Manager, Public Works Director*
 3. Kishwaukee College: *Kishwaukee representative (appointed by Kishwaukee College, approved by Policy Committee)*
 4. Illinois Dept. of Transportation - Office of Planning and Programming
 5. Illinois Dept. of Transportation - Division of Public & Intermodal Transportation (OPP): *Representative identified by OPP Director*
 6. Federal Highway Administration (FHWA) - *FHWA Illinois Representative*
 7. Federal Transit Administration (FTA) – *FTA Region Five (5) Representative*
- I. Lengths of terms of TAC members shall be left to the discretion of the Chief Elected Official or governing authority for each participating jurisdiction, as provided for by their respective rules for such appointments.
- J. The Chief Elected Official or governing authority of each TAC member agency shall designate their TAC representative and designated proxy representatives to act on behalf of the member agency at any duly called meeting of the TAC. The names and contact information of the designated member and proxy representatives, identified by the Chief Elected Official or governing authority of the member agency in writing on official agency letterhead, will be kept on file with the DSATS staff. Should there be any changes in TAC membership or designated proxy representatives, the Chief Elected Official or governing authority of the member agency shall submit a letter on agency letterhead to the Study Director, identifying the changes.
- K. A quorum of the DSATS TAC shall consist of a simple majority of the voting jurisdictions represented on the TAC.
- L. The PC Chair, with the confirmation of the majority of the voting PC members, may establish temporary ad-hoc “task force” committees to consider such matters and perform such tasks as are referred to them by the PC. Such ad-hoc committees may include PC members, TAC members, local officials, public citizens, and others as approved by the PC. The Chair shall designate the chair for an ad-hoc committee, and may set a sunset date for the committee, at which time the committee would be dissolved unless otherwise extended by the Chair or the majority of the voting PC members.
- M. All Advisory Committee meetings shall be open to the public unless the meeting is authorized to meeting privately with a three-fourths (3/4) majority of the PC voting membership. Should a closed session be held, all rules and regulations regarding closed session meeting procedures and documentation as outlined in the Illinois Open Meetings Act (5-ILSC-120/1 et seq) will be strictly adhered to.

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- N. The PC authorizes the TAC to establish temporary ad-hoc “task force” committees to consider such matters and perform such tasks as are referred to them by the TAC. All TAC authorized ad-hoc Committee meetings shall be open to the public unless the meeting is authorized to meet privately by the PC with a three-fourths (3/4) majority of the PC voting membership.
- O. The TAC Chair, with the confirmation of the majority of the voting TAC jurisdictions, may establish temporary ad-hoc subcommittees from within and outside its membership to consider such matters and perform such tasks that are within the TAC’s current responsibilities, or as are referred to them by the PC. Such subcommittees may include PC members, TAC members, local officials, public citizens, and others as recommended by the TAC or approved by the PC. All TAC authorized ad-hoc Committee meetings shall be open to the public unless the meeting is authorized to meet privately by the PC with a three-fourths (3/4) majority of the PC voting membership. Should a closed session be held, all rules and regulations regarding closed session meeting procedures and documentation as outlined in the Illinois Open Meetings Act (5-ILSC-120/1 et seq) will be strictly adhered to.
- P. If the Chair of an advisory subcommittee was not named by the DSATS TAC Chair, a Chair of the task force or subcommittee shall be selected by the TAC with the approval of the majority of the quorum present.

Article III: Officers

- A. The DSATS PC shall choose from among their members authorized representatives a Chair and a Vice-Chair.
- B. The Chair shall be responsible for presiding at PC meetings; representing the PC membership, as needed; and perform such other duties as may be agreed to by the PC membership.
- C. The Vice-Chair shall be responsible for presiding at PC meetings in the absence of the Chair and perform the duties of the Chair, should the Chair be unavailable to perform said duties, until such time the Chair returns or new officer elections are held.
- D. The terms for the Chair and Vice Chair shall be one year, unless extended by a majority vote of the PC membership. Election of the Chair and the Vice Chair shall generally take place at the first PC conducted each calendar year.
- E. In the event that both the Chair and Vice Chair positions are left unfilled due to resignations, loss of office, or other circumstances, the Chair of the TAC shall serve as the Chair Pro-Tem of the PC until such time that officer elections can be held. The Chair Pro-Tem shall conduct officer elections at the beginning of the first PC meeting following the adoption of this amendment, and thereafter, at the first PC meeting at which the two officer positions are unfilled.

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- F. The DSATS TAC shall choose from among their members authorized representatives a Chair and a Vice-Chair.
- G. The Chair shall be responsible for presiding at TAC meetings; representing the TAC membership, as needed; and perform such other duties as may be agreed to by the TAC membership.
- H. All DSATS committee members and their approved proxies must complete the Illinois Attorney General's training on the Illinois Open Meeting Act, hereinafter known as "OMA" (<http://foia.ilattorneygeneral.net/>). All members shall complete this training within 60-days of being appointed to the DSATS PC or TAC as a member or proxy. A Certificate of Completion shall be submitted to DSATS staff, who shall keep on file a record of the completion of the training by all members.
- I. The Vice-Chair shall be responsible for presiding at TAC meetings in the absence of the Chair and perform the duties of the Chair, should the Chair be unavailable to perform said duties.
- J. The terms for the Chair and Vice Chair shall be one year. Election of the Chair and the Vice Chair shall generally take place at the first TAC meeting conducted each calendar year.
- K. In the event that both the Chair and Vice Chair positions are left unfilled due to resignations, loss of office, or other circumstances, the present members of TAC shall elect by voice vote a Chair Pro-Tem of the TAC until such time that officer elections can be held. The Chair Pro-Tem shall conduct officer elections at the first TAC Committee meeting at which the two officer positions are unfilled.

Article IV: Meetings

- A. The PC and the TAC shall generally meet on a monthly basis or as required, with the date and location of each meeting to be set by the Chair. Special meetings may be called by the Chair or by petition of four (4) voting members of the Committee. Should there be no items for the agenda, the Study Director, with approval by the Chair, may cancel the regularly scheduled monthly meeting. Any cancelation of meetings must be publicly posted no fewer than forty-eight (48) hours before the scheduled meeting.
- B. For both the PC and TAC, in the absence of both the Chair and Vice-Chair at any meeting, a voting member from those members present shall volunteer or be nominated, and approved by voice vote to preside over the meeting by members present, for the duration of that meeting.
- C. For any approved sub-committee, a voting member from those members present shall volunteer or be nominated, and approved by voice vote to preside over the meeting by members present, for the duration of any active sub-committee.

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- D. All DSATS PC, TAC, and approved sub-committee meetings shall be conducted in accordance with *Robert's Rules of Order, Newly Revised Edition*, unless otherwise provided for in these Bylaws.
- E. All DSATS PC, TAC, and approved sub-committee meetings shall be open to the public, and shall be conducted in compliance with the OMA. Written summaries of Policy Committee meetings, once approved by the PC at a subsequent meeting, shall be made available by the DSATS staff to the public upon request. All meetings must be held at a public location, which conforms to the access regulations in the US Americans with Disabilities Act.
- F. All DSATS PC, TAC, and approved sub-committee meetings shall conform to the requirements set forth in the DSATS PPP, which has been developed to conform to the regulations set forth in the 2005 Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU) legislation and all subsequent federal transportation acts.
- G. Reasonable effort shall be made to notify affected local governments and the general public of meetings through posting, mailing and/or emailing of notices, news media, or other means, though notice of DSATS meetings shall be publicly posted no fewer than forty-eight (48) hours before the scheduled meeting.
- H. The PC and TAC reserve the right to enter into closed session for reasons limited to those specified in the OMA section 5-ILSC-120/2. Any closed meeting must be approved by a majority vote of the membership approving the closed meeting. Should a closed session be held, all rules and regulations regarding closed session meeting procedures and documentation as outlined in the OMA will be strictly adhered to. All closed session meetings must be approved at an open meeting and the exact purpose of the meeting, as identified in the OMA, shall be stated when approving a closed meeting.
- I. Members shall be allowed to teleconference, video conference or other means of electronic conferencing, hereinafter known as "electronic conferencing", into any meeting should the meeting location allow for such activities and all regulations in the OMA regarding electronic conferencing are followed.
 - 1. A Quorum of the committee membership must be physically present at the location of the meeting.
 - 2. Any DSATS authorized meeting, where electronic conferencing is made available, may be made available to committee members and/or staff.
 - 3. All open DSATS meetings can be recorded by committee members, staff, and the public unless specifically prohibited. Any restrictions must be announced to the public by means identified in the DSATS PPP at least 48-hours before the meeting and at the beginning of the meeting and must strictly adhere to all regulations on the recording of public meetings in the

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OMA section 5-ILSC-120/2. Any person wishing to record a meeting shall announce their intention to record at the beginning of the meeting.

Article V: Quorum

- A. At any DSATS authorized meeting, a quorum shall consist of a simple majority of the total voting members of the Committee.
- B. Whenever a quorum is not present, those present may adjourn the meeting to another day or hold the meeting for the purpose of considering such matters as are on the agenda. No action taken at such a meeting shall be final or official.

Article VI: Voting

- A. All voting PC and TAC members shall have equal voting rights, and shall vote by voice. Only whether the motion or resolution passed or failed shall be recorded, unless a roll call is requested or a member requests that the votes cast be recorded by number and/or name. All persons will be assumed voting in the affirmative unless they verbally cast a “no” vote or indicate at the time of the vote that they wish to abstain. If there is any question, the Chair will restate the votes cast for record purposes.
- B. Each voting jurisdiction represented on the PC shall also have one vote on the TAC. Additional organizations may receive one voting or non-voting jurisdiction membership on the TAC if recommended by the TAC existing members and approved by the PC. An authorized representative of a voting jurisdiction may vote on his/her jurisdiction’s behalf at any TAC meeting. All voting jurisdictions shall have equal voting rights, and shall vote by voice. Only whether the motion or resolution passed or failed shall be recorded, unless a roll call is requested or a member requests that the votes cast be recorded by number and/or name and jurisdiction. All persons will be assumed voting in the affirmative unless they verbally cast a “no” vote or indicate at the time of the vote that they wish to abstain. If there is any question, the Chair will restate the votes cast for record purposes.
- C. Decisions by the PC shall be carried by the approval of a simple majority of the voting PC members present at a meeting at which quorum is achieved. Any exceptions where voting regulations may differ shall be identified in the DSATS PPP. The following exemptions shall apply:
 - 1. Approval of 100% of the PC membership or their designated alternates shall be required for the following:
 - (a) Approval of amendments to the Intergovernmental Agreement (IGA) or to these Bylaws;
 - 2. Approval by three-fourths (3/4) of the total voting PC membership or their designated alternates shall be required for the following:
 - (a) Approval of the TIP and its amendments;

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- (b) Approval of the UPWP and its amendments, including its accompanying budget;
 - (c) Approval of the PPP or updates (Annual updates of the PPP Appendixes shall only require a simple majority of members present);
 - (d) Approval of any additional plans or policies, which deal with Federal Conformity issues. Staff shall maintain listing of all plans and policy documents which address Federal Conformity issues;
 - (e) Changing the designated Lead Agency;
 - (f) Approval of changes to the PC membership, allocation of representation, or allocation of the number of votes allocated to each member organization;
- D.** The results of votes taken by the TAC will be forwarded to the PC for final action in the form of a positive or negative recommendation from the TAC, as indicated by the results of the vote.
- E.** A TAC member, if they dissent from the majority opinion of the TAC on any given issue, may submit a minority report to the TAC Chair. The TAC Chair shall forward the minority report to the PC to accompany the TAC's recommendation and/or report.

Article VII: Staff

- A.** As established by the IGA, the City of DeKalb shall serve as the local Lead Agency and is designated to act as the fiscal agent for and provide staff support to the DSATS.
- B.** With the approval of the DSATS PC, the Lead Agency shall enter contracts, as needed, with IDOT to capture and utilize subsidies available for transportation planning purposes. The Lead Agency shall provide preliminary assurance, as needed, of matching funds sufficient to capture available State and Federal subsidies available for transportation planning purposes, with actual match to be provided by agencies or entities using said funds. The Mayor of the City of DeKalb shall have signatory authority to enter into contracts with the State of Illinois Department of Transportation.
- C.** For further administrative, coordinating and supervisory purposes, the City Manager of the City of DeKalb shall appoint a Study Director from within the Lead Agency, conditional upon the approval of the appointment by three-fourths (3/4) of the Policy Committee voting membership. The Study Director shall act as the lead staff person assigned to work with DSATS, and shall be responsible for the ongoing supervision, management and coordination of the planning and administrative assistance provided to the DSATS. Pertaining to the management of the DSATS

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program and the completion of assigned tasks, the Study Director shall report to the PC Chair for direction.

- D. The Study staff, under the oversight of the Director, shall be responsible for preparing a draft UPWP, the draft LRTP, and the draft TIP, to be submitted to the TAC for their recommendation and to the PC for adoption. Once adopted, the Study Director and the TAC will be jointly responsible for the timely updating of these and other documents as directed by the PC.
- E. The Study staff, under the oversight of the Director, shall be responsible for the administrative and planning services of DSATS, including causing the preparation of meeting summaries for all DSATS PC and TAC meetings; record keeping; correspondence; funding disbursement and management; document maintenance; general information dissemination to the public, and other supportive services to and directed by the DSATS PC.
- F. The Study staff, under the oversight of the Director, with direction from the PC and TAC Chairs, shall schedule meetings, prepare agendas, issue notices, prepare minutes and generally ensure that all meetings are conducted in accordance with the OMA.
- G. The City of DeKalb agrees to seek approval from the DSATS PC of the use of all Federal and State of Illinois operational and capital funding for the provision of public transit in the DeKalb Illinois metropolitan region. DSATS staff agrees to include these funds in the annual DSATS budget submitted to the City of DeKalb and in the DSATS UPWP submitted to IDOT.
- H. The Study Director shall have signatory authority to submit reimbursement requests to IDOT, FHWA, and FTA for expenditures made in the operation of DSATS. The Study Director shall also have signatory authority to submit any reporting or planning documents required by federal and state laws and FHWA, FTA, and IDOT regulations.
- I. DSATS fiscal management shall follow the guidelines included in the City of DeKalb Purchasing Policy / Manual with the following provisions:
 - 1. The DSATS PC shall submit a balanced budget to the City during the City's budget preparation process. The City shall treat the DSATS PC as a "quasi-component unit". The City has to include the budget as presented. The City cannot make changes to the budget but may request more information and/or changes be made to the DSATS PC via the City's representatives on the PC. The decision by the DSATS PC is final.
 - 2. All purchases shall follow the guidelines as included in the City's Purchasing Policy/Manual. Should Federal or State regulations conflict with the City's Purchasing Policy/Manual, priority of regulations shall apply in the following order: 1) Federal, 2) State, 3) City of DeKalb.

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3. DSATS approves all projects that are funded with Federal/State funds. For DSATS projects that require formal RFP's and/or Bids, the RFP/Bid process will follow the requirements of the City of DeKalb's Purchasing Policy/Manual. The City will review and monitor the RFP/Bid process to make sure that it conforms to the City's requirements. The City will not make any changes to the RFP or Bid documents. If the City has an issue with the RFP or Bid document, they will return it to the DSATS PC along with a detailed explanation of their procedural concerns.
4. When the DSATS PC approves the awarding of a contract, they will make that recommendation to the City Council for their approval. The contract that is ultimately issued shall follow the parameters that are included in the City of DeKalb's Purchasing Policy/Manual. If the City has any concerns pertaining to the language of the contract, they should return the contract to the DSATS PC along with a detailed explanation. The City will not approve a contract that contains language that could ultimately expose the City to adverse risk.

Article VIII: Federal and State Conformity

- A. The DSATS and its member organizations shall agree to conform to all rules and regulations set forth in the US Code of Federal Regulations 23 CFR 450, the Transportation Equity Act for the 21st Century (TEA-21), the Intermodal Surface Transportation and Efficiency Act (ISTEA), the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU), and all subsequent transportation acts when using federal funds for any transportation projects or transportation planning within the DeKalb metropolitan region.
- B. DSATS shall maintain and update, as needed, the plans, policies, and regulations to ensure federal and state conformity. DSATS staff shall maintain a list of all plans, policies, and regulations, which have been adopted by the DSATS PC to ensure federal and state conformity and make those policies and procedures available for public review. Any adoption of new plans and/or regulations or modification of existing plans and/or regulations dealing with federal conformity issues shall be carried by the approval of a three-fourths (3/4) majority of the voting PC voting membership.
- C. When using any federal FHWA or FTA funds for transportation projects, all DSATS member agencies agree to conform to all federal and state of Illinois laws and regulations. In addition, agencies agree to conform to all policies, plans, and procedures developed by DSATS to ensure Federal and State Conformity.

Article IX: Bylaws

- A. These Bylaws may be adopted and amended at any time by a three-fourths (3/4) majority of the voting membership of the PC. If any one or more of the provisions of

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Adopted: MM/DD/2017

these Bylaws are found to be unconstitutional or contrary to law, the validity of the remainder of the Bylaws shall not be affected thereby.

The Bylaws are approved on this _____ day of _____, 20____
by the DSATS Technical Advisory Committee

Approved By:

The Bylaws are approved on this _____ day of _____, 20____
by the DSATS Policy Committee

Approved By:

REVISED COOPERATIVE AGREEMENT FOR THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

This revised cooperative agreement is entered into by and between the City of DeKalb, the City of Sycamore, the Town of Cortland, DeKalb County, the Board of Trustees of Northern Illinois University, and the State of Illinois acting by and through the Illinois Department of Transportation. This agreement establishes a cooperative intergovernmental framework for the DeKalb-Sycamore Area Transportation Study (DSATS), which is charged with providing continuing, cooperative, and comprehensive transportation planning in and around the DeKalb-Sycamore Urbanized Area.

WHEREAS 23 USC Section 134, and Section 1203 of the Transportation Equity Act for the 21st Century (TEA-21), require that each urbanized area with a population of 50,000 or more, as a condition to the receipt of Federal capital or operating assistance for transportation, have a continuing, cooperative and comprehensive transportation planning process that results in plans and programs consistent with the comprehensively planned development of the urbanized area; and

WHEREAS Article VII, Section 10A of the Constitution of the State of Illinois and the Intergovernmental Cooperation Act, 5 ILCS 220/1 et seq., enable parties hereto to enter into agreements among themselves and provide authority for intergovernmental cooperation; and

NOW, THEREFORE, The undersigned agencies amend the DeKalb-Sycamore Area Transportation Study (DSATS) original Cooperative Agreement forming The DeKalb-Sycamore Area Transportation Study and signed by the Governor of Illinois on April 8, 2003, to modify the existing board structure and sharing of the local match between all member agencies in order to serve as the forum for cooperative transportation decision making for the DeKalb urbanized area thereby fulfilling the requirements of Title 23 U.S.C., Section 134 and Title 49 U.S.C., Section 5303, and

THEREFORE, the signatories to this agreement recommend to the Governor of Illinois that the Cooperative Agreement between the member agencies of the DeKalb-Sycamore Area Transportation Study be amended to modify how the member agencies share the cost of the required local match

Article I: Purpose and Duties of the DSATS

- A. DSATS was created to perform and carry out a continuing, cooperative, and comprehensive transportation planning process for the DeKalb-Sycamore Urbanized Area in accordance with applicable Federal laws, policies and procedures, and with the cooperation and assistance of its members and the US Department of Transportation. Unless otherwise specified by subsequent amendments to 23 U.S.C. 134 and 49 U.S.C. § 5303 the duties of DSATS shall include:
1. The establishment and continued functioning of the DSATS Policy Committee, to oversee and coordinate the process for the area in a manner that will insure that the transportation planning and programming decisions are reflective of the needs of local and state governments, transit operations, and the general public.
 2. The development and maintenance of a Long Range Transportation Plan ("LRTP") for the DeKalb-Sycamore urbanized area, including strategies to make more efficient use of existing transportation systems and to integrate local land use/development decisions and regional transportation investments.
 3. The development and annual update of a Transportation Improvement Program ("TIP"), which reflects the Policy Committee's priorities for federal and state investments in the urbanized area's transportation systems, to be developed in accordance with the Long Range Transportation Plan and other pertinent policies adopted by the DSATS Policy Committee.
 4. The development and annual update of a Unified Planning Work Program ("UPWP"), which coordinates the area's transportation planning activities and establishes the priorities for planning initiatives to be undertaken by DSATS.
 5. The development and maintenance of the Public Participation Plan ("PPP") to identify how DSATS and its member organizations shall provide public outreach for all transportation projects and activities.
 6. The development and maintenance of the Human Services Transportation Plan ("HSTP") to identify how DSATS, area public transportation providers, and member agencies shall provide transportation to lower-income and minority populations in the DSATS region and to area human service agencies and medical facilities.
 7. Other planning and project development activities necessary to address transportation issues in the area.

Article II: General Organization and Duties

- A. DSATS shall consist of a Policy Committee, a Technical Advisory Committee, and other standing or temporary/special purpose committees as needed to carry out the duties and functions of DSATS.
- B. The DSATS Policy Committee shall be the recognized decision-making body for the Metropolitan Planning Organization serving the DeKalb-Sycamore urbanized area. The Policy Committee shall guide and approve all DSATS planning activities, and shall have final authority over all decision-making matters within the jurisdiction of DSATS.
- C. The Technical Advisory Committee ("TAC") shall be established for the purpose of providing professional technical advice and recommendations to the Policy Committee, and conducting or overseeing the technical planning functions and duties of DSATS.
- D. The Illinois Department of Transportation ("IDOT") shall assist the Lead Agency in securing data and source materials necessary to the effective accomplishment of the transportation planning process.

Article III: Financial Organization

- A. For administrative purposes, a local Lead Agency shall be designated to act as the fiscal agent for and provide staff support to the DSATS. Unless otherwise amended by the approval of three-fourths of the DSATS Policy Committee membership, the Lead Agency for DSATS shall be the City of DeKalb.
- B. The lead Agency shall be the recipient of the Federal Highway Administration (FHWA) Planning and Federal Transit Administration (FTA) Section 5303 Planning funds, and shall serve as staff to the DSATS. Depending upon the availability of State and Federal appropriations for Planning (PL) and Section 5303 funds, and subject to IDOT's MPO Distribution Agreement, IDOT shall make funds available to the MPO for the purpose of carrying out these responsibilities.
- C. With the approval of the DSATS Policy Committee, the Lead Agency shall enter into contracts, as needed, with IDOT to capture and utilize subsidies available for transportation planning purposes.
- D. The Lead Agency shall provide preliminary assurance, as needed, of the existence of matching funds sufficient to capture available State and Federal subsidies available for transportation planning purposes. ~~_, with a~~ Actual local match planning funds shall be split among local match membersto be provided by the agencies or entities using said funds.

~~E. The DSATS member agencies agree to pay a percentage of the 20% required local match of the PL and Section 5303 grant funds to operate DSATS based on the % of Local Match identified in the DSATS Bylaws, Article II, Table 1. Distribution of DSATS Policy Committee Votes and Local Match Share, number of votes each member agency has on the DSATS Policy Committee. The table below shows the distribution of local match funds as of the adoption of this revised cooperative agreement:~~

Agency	# of Votes	% of Local Match
City of DeKalb	3	37.5%
City of Sycamore	2	25.0%
Town of Cortland	1	12.5%
DeKalb County	1	12.5%
Northern Illinois University	1	12.5%
Illinois Department of Transportation	1	0%
TOTAL	9	100%

Commented [DB1]: A. Staff has removed the distribution of the local match from the IGA to the Bylaws. This would allow members to change the voting structure without having to approve an updated IGA. The changes in the Bylaws would require 100% approval by all voting members in order to implement any change in vote distribution. Staff leaves it up to the members as to whether they prefer to have the voting membership as part of the IGA or move it to the Bylaws.

Article IV: Policy Committee Structure

~~A. The DSATS Policy Committee membership shall be comprised of a total of nine (9) voting members, each having one vote: be identified within the DSATS Bylaws.~~

- ~~1. City of DeKalb: Mayor;~~
- ~~2. City of DeKalb: representative appointed by the Mayor;~~
- ~~3. City of DeKalb: representative appointed by the Mayor;~~
- ~~4. City of Sycamore: Mayor;~~
- ~~5. City of Sycamore: representative appointed by the Mayor;~~
- ~~6. Town of Cortland: Mayor;~~
- ~~7. DeKalb County: Chairman of the County Board;~~

~~8. Northern Illinois University: *President of NIU*; and~~

~~9. State of Illinois: *IDOT District Three (3) Representative*~~

~~B. In addition to the voting membership, the following organizations shall have one (1) non-voting seat each on the DSATS Policy Committee:~~

~~1. Illinois Dept. of Transportation— Office of Policy and Planning: *Office of Policy and Planning Representative*;~~

~~2. Federal Highway Administration: *FHWA Illinois Representative*; and~~

~~3. Federal Transit Administration: *FTA Region Five (5) Representative*~~

~~G.B. Lengths of terms of Policy Committee members shall be left to the discretion of the Chief Elected Official or governing authority for each participating jurisdiction, as provided for by their respective rules for such appointments.~~

~~D. Any member of the DSATS Policy Committee may select a designated voting representative to represent them at the meeting in their absence. A written statement on official letterhead shall be submitted by the Chief Elected Official or governing authority of each member agency designating each Committee member and official proxies. These letters will be kept on file by the DSATS Study Director. Additionally, an official letter should be submitted to the Study Director any time there is a change in committee members or official proxies.~~

~~E. A quorum of the DSATS Policy Committee shall consist of a simple majority of the voting members of the Committee.~~

Commented [DB2]: B. It is suggested moving this to the Bylaws, Article II Membership.

Commented [DB3]: C. This is identified in the DSATS Bylaws, Article II. Membership. It is recommended this be removed from the IGA.

Commented [DB4]: D. This is identified in the DSATS Bylaws, Article II. Membership. It is recommended this be removed from the IGA.

Article V: Policy Committee Responsibilities

A. The DSATS Policy Committee and IDOT shall jointly share the responsibility for developing and maintaining the transportation plans and programs as required by State and Federal law.

B. The DSATS Policy Committee shall have the authority to determine membership changes or additions on the Technical Advisory Committee, or any sub-committee, in accordance with the terms set forth in this Agreement.

C. The DSATS Policy Committee shall have the authority to enact bylaws governing the activities and procedures of DSATS, to amend the terms of this Agreement, or to establish policies or agreements pertaining to the functioning of the DSATS.

~~D. Decisions by the DSATS Policy Committee shall be carried by the approval of a majority of the Policy Committee members present at a meeting at which quorum is~~

achieved, except that approval by three fourths of the total Policy Committee membership shall be required for the following:

1. Approval of the Transportation Improvement Program (TIP);
2. Approval of the Unified Planning Work Program (UPWP), including its accompanying budget;
3. Approval of the Public Participation Plan (PPP) or updates (Annual updates of the PPP Appendixes shall only require a simple majority of members present);
4. Approval of new plans, policies, or regulations or modification of existing plans, policies, or regulations dealing with Federal Conformity issues. Staff shall maintain a listing of all plans and policy documents which address Federal Conformity issues;
5. Changing the designated Lead Agency;
6. Approval of changes to the Policy Committee membership, allocation of representation, or allocation of the number of votes allocated to each member organization;
7. Approval of amendments to the text of this Agreement; and
8. Authorization of a DSATS approved "Task Force" or sub-committee to hold a private meeting, as allowed for by the Illinois Open Meetings Act (5-ILCS 120/2). Unless otherwise amended by the adoption of bylaws, the DSATS Policy Committee meetings shall be governed under the Roberts Rules of Order.

Article VI: Technical Advisory Committee Structure

- A. The DSATS Policy Committee shall appoint and direct a DSATS Technical Advisory Committee ("TAC"), composed of professional and technical staff from the jurisdictions represented by the Policy Committee, specifically the following representatives, each enumerated jurisdiction, agency or association having one vote:
1. City of DeKalb: City Engineer, City Manager, Public Works Director, City Planner;
 2. City of Sycamore: City Manager, City Engineer;
 3. Town of Cortland: Town Administrator, Town Engineer;

Commented [DB5]: E. Staff recommends removal of this section in the IGA as it is already identified in the Bylaws, Article I, Section D.

- ~~4. DeKalb County: County Administrator, County Engineer, County Planning Director/Regional Planning Commission Director;~~
 - ~~5. Northern Illinois University NIU Staff representative identified by NIU President;~~
 - ~~6. Northern Illinois University Student Association (Huskie Bus): SA President, Transportation Director;~~
 - ~~7. Voluntary Action Center (TransVAC): Executive Director, Assistant Director;~~
 - ~~8. Illinois Department of Transportation: District Three (3) representative identified by District Three (3) Deputy Director; and~~
 - ~~9. Kishwaukee College: Kishwaukee representative (appointed by Kishwaukee College, approved by Policy Committee)~~
- ~~B. In addition to the voting membership the following representatives shall have one (1) non-voting seat each on the DSATS TAC:~~
- ~~1. DeKalb Taylor Municipal Airport: Airport Manager;~~
 - ~~2. Illinois Dept. of Transportation – Office of Policy and Planning (OPP): Representative identified by OPP Director;~~
 - ~~3. Illinois Dept. of Transportation – Division of Public & Intermodal Transportation (DPIT): Representative identified by DPIT Director;~~
 - ~~4. Federal Highway Administration: FHWA Illinois Representative;~~
 - ~~5. Federal Transit Administration: FTA Region Five (5) Representative;~~
- ~~C. The Chief Elected Official or governing authority of each TAC member agency shall designate in writing on official letterhead, their TAC representative and designated proxy representatives to act on behalf of the member agency at any duly called meeting of the TAC. The names and contact information of the designated member and proxy representatives will be kept on file by the DSATS Study Director. Should there be any changes in TAC membership or designated proxy representatives, the Chief Elected Official or governing authority of the member agency shall submit a letter on agency letterhead to the Study Director identifying the changes.~~
- ~~D. A quorum of the DSATS TAC shall consist of a simple majority of the voting jurisdictions represented on the TAC.~~

~~E. Unless otherwise amended by the adoption of bylaws, the DSATS Technical Committee meetings shall be governed under the Roberts Rules of Order.~~

~~**Article VII: Technical Advisory Committee Responsibilities**~~

~~A. The DSATS Technical Advisory Committee (TAC) shall provide professional and technical advice and recommendations to the Policy Committee on all matters pertaining to the technical planning functions of DSATS and on other related matters referred to them by the DSATS Policy Committee.~~

~~B. The TAC shall be responsible for preparing annually a draft Transportation Improvement Program (TIP), to be submitted for approval by the DSATS Policy Committee.~~

~~C. In coordination with MPO staff, the TAC shall be jointly responsible for preparing and maintaining a Long Range Transportation Plan (LRTP), to be submitted for approval by the DSATS Policy Committee.~~

~~D. The TAC shall be responsible for forwarding a recommendation to the DSATS Policy Committee on the annual draft Unified Planning Work Program (UPWP) prepared by the MPO staff.~~

~~E. The TAC shall provide the MPO staff technical advice concerning special transportation studies.~~

~~F. The TAC shall perform other duties as assigned by the Policy Committee.~~

Commented [DB6]: F. Staff recommends the enumeration of TAC membership and duties in the IGA be removed. As TAC is only a recommending body to the PC and therefore do not need to be addressed in the IGA.

~~**Article VIII: Article VI: Lead Agency Responsibilities**~~

A. For further administrative, coordinating, and supervisory purposes, the City Manager of the City of DeKalb shall appoint a Study Director from within the Lead Agency, conditional upon the approval of the appointment by three-fourths of the Policy Committee voting membership. The Study Director shall act as the lead staff person assigned to work with DSATS, and shall be responsible for the ongoing supervision, management, and coordination of the planning and administrative assistance provided to the DSATS. Pertaining to the management of the DSATS program and the completion of assigned tasks, the Study Director shall report to the DSATS Policy Committee for direction.

~~B. Responsibilities of the DSATS Staff shall be identified within Article VII of the DSATS Bylaws.~~

Commented [DB7]: G. Staff recommends the responsibilities of DSATS staff be removed from the IGA and identified within the DSATS Bylaws.

- ~~B. The Study Director shall be responsible for preparing a draft Unified Planning Work Program (UPWP), to be submitted to the Technical Advisory Committee for their recommendation and to the Policy Committee for adoption.~~
- ~~C. The Study Director shall be responsible for preparing a draft Long Range Transportation Plan (LRTP), to be submitted to the Technical Advisory Committee for their recommendation and to the DSATS Policy Committee for adoption. Once adopted, the Study Director and the Technical Advisory Committee will be jointly responsible for the timely updating of the Long Range Transportation Plan.~~
- ~~D. The Study Director shall be responsible for facilitating the Technical Advisory Committee's annual draft Transportation Improvement Program (TIP), to be submitted for approval by the DSATS Policy Committee.~~
- ~~E. The Study Director shall be responsible for the administrative and planning services of DSATS, including record keeping, correspondence, local funding disbursement and management, document maintenance, general information dissemination to the public, and other supportive services to and directed by the DSATS Committees.~~
 - ~~1. The Study Director, with direction from the Policy Committee, shall schedule meetings, prepare agendas, issue notices, prepare minutes, and generally ensure all meetings are conducted in accordance with the Illinois Open Meetings Act.~~

Article IX: Article VII: Equal Opportunity Assurance

The parties involved in this Agreement hereby certify that as a condition of receiving Federal financial assistance to conduct transportation planning activities, they will ensure:

- A. That the intent of Title VI of the 1964 Civil Rights Act (42 USC 2000d-1) which states "No person in the United States shall, on the ground of race, color, or national origin be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity receiving Federal financial assistance" is met.
- B. That the DSATS will compile, maintain and submit in a timely manner Title VI information required by FTA Circular 4702.1 and in compliance with the U.S. Department of Transportation Title VI regulation 49 CFR Part 21.9.
- C. That the DSATS will make it known to the public that the person or persons alleging discrimination on the basis of age, race, color or national origin, as it relates to the provision of transportation services and transit-related benefits, may file a complaint with the Federal Transit Administration and/or the U.S. Department of Transportation.

- D. All meetings shall be open to the public and conducted in accordance with the Illinois Open Meetings Act and all meeting locations shall be accessible to the public as required by the Americans with Disabilities Act.

Article X: Article VIII: Federal and State Conformity

- A. DSATS and its member organizations shall agree to conform to all rules and regulations set forth in 23 CFR 450, the Transportation Equity Act for the 21st Century (TEA-21), the Intermodal Surface Transportation and Efficiency Act (ISTEA), the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU), and all subsequent transportation acts when using federal funds for any transportation projects or transportation planning within the DeKalb metropolitan region.
- B. DSATS shall maintain and update, as needed, the plans, policies, and regulations to ensure federal and state conformity. DSATS staff shall maintain a list of all plans, policies, and regulations, which have been adopted by the DSATS Policy Committee to ensure federal and state conformity and make those policies and procedures available for public review.
- C. When using any FHWA or FTA funds for transportation projects, all DSATS member agencies agree to conform to all federal and state of Illinois laws and regulations. In addition, agencies agree to conform to all policies, plans, and procedures developed by DSATS to ensure Federal and State Conformity.

Article XI: Article IX: Amendments & Severability

- A. If any one or more of the provisions of this Agreement is declared unconstitutional or contrary to law, the validity of the remainder of the Agreement shall not be affected thereby.
- B. This Agreement is subject to amendment with the approval of ~~three-fourths~~100% of the voting DSATS Policy Committee voting members, or designated alternates, representing the ~~original~~ parties to this intergovernmental agreement, ~~i.e., the City of DeKalb, the City of Sycamore, the Town of Cortland, DeKalb County, the Board of Trustees of Northern Illinois University, and the State of Illinois acting by and through the Illinois Department of Transportation, and any future parties who may be admitted to the DeKalb-Sycamore Area Transportation Study pursuant to Article XII, Paragraph C.~~

Article XII: Article X: Ratification & Termination

- A. This cooperative agreement shall become effective upon approval by all new/current signatory parties.

- B.** Designation of the MPO by the Governor and approval of the Agreement by the State of Illinois shall be considered acceptance of the provisions and objectives contained herein and shall constitute an agreement between the jurisdictions heretofore mentioned to cooperate in the continuing, cooperative, and comprehensive transportation planning process for the DeKalb-Sycamore Urbanized Area.
- C.** A jurisdiction which is eligible and wishes to be part of this Agreement may do so by adoption of a resolution; said resolution agreeing to the provisions of this Agreement shall be delivered to the DSATS Policy Committee. Approval by three-fourths of the voting members of the Policy Committee membership shall be required.
- D.** This Agreement shall remain in force continuously and shall automatically be renewed on each succeeding June 30th following initial ratification.
- E.** Any party to this Agreement may withdraw by giving written notice to the DSATS Policy Committee, not less than sixty (60) days prior to the effective date of termination. Termination from this agreement shall not relieve the withdrawing party from compliance with federal requirements for cooperative transportation planning and programming.

ATTEST:

Kris Povlsen, Mayor
City of DeKalb

City Clerk

Ken Mundy, Mayor
City of Sycamore

City Clerk

Bob Seyler, Mayor
Town of Cortland

Town Clerk

Larry Anderson, County Chair
DeKalb County

County Clerk

Marc J. Strauss
Chair – Board of Trustees
Northern Illinois University

General Counsel
Northern Illinois University

Gary HannigRandy Blankenhorn,
Secretary
Illinois Department of Transportation

DSATS BYLAWS

These are the governing Bylaws of the DeKalb Sycamore Area Transportation Study (DSATS). DSATS is the federally recognized Metropolitan Planning Organization (MPO) for the DeKalb Illinois urbanized area.

Date Adopted Policy Committee: [9MM/24DD/20142017](#)

Date Adopted Technical Advisory Committee: [40MM/44DD/20142017](#)

Governing DSATS
Bylaws Amended in
[20142017](#)

**THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)
BYLAWS**

Adopted: ~~10MM/14DD/2014~~2017

Article I: Purpose & Responsibilities

- A. The following rules and procedures are adopted by the DeKalb-Sycamore Area Transportation Study, hereinafter called “DSATS,” to facilitate the performance of its transportation planning and programming responsibilities as codified in the US Code of Federal Regulations 23 CFR 450.
- B. The DSATS Policy Committee, hereinafter called the “PC”, shall serve as the primary policy setting body to the DSATS.
- C. The DSATS Technical Advisory Committee, hereinafter called the “TAC”, shall serve as the primary advisory body to the Policy Committee, forwarding recommendations and providing technical assistance to the DSATS Policy Committee and Staff.
- D. As the designated Metropolitan Planning Organization, hereinafter called “MPO”, for the DeKalb-Sycamore ~~Urbanized Area~~planning area, the responsibilities of the DSATS include:
1. Carrying out a cooperative, continuous, and comprehensive planning process for making transportation investment decisions in the DeKalb-Sycamore planning area with program oversight from the Federal Highway Administration (FHWA), Federal Transit Administration (FTA), and Illinois Department of Transportation (IDOT).
 2. Preparing, adopting, and maintaining a long-range multi-modal transportation plan for the DeKalb-Sycamore planning area, hereinafter known as the “LRTP”.
 3. Preparing, adopting, and implementing an annual planning work program, hereinafter known as the “UPWP”.
 4. Preparing, adopting, and updating a transportation improvement program, hereinafter known as the “TIP” to prioritize federal transportation investments in the DeKalb-Sycamore planning area.
 5. Preparing, adopting, and updating a public participation plan, hereinafter known as the “PPP” to identify how DSATS and its member organizations shall provide public outreach for all transportation projects and activities.
 6. Preparing, adopting, and updating a human services transportation plan, hereinafter known as the “HSTP” to identify how DSATS, area public transportation providers, and member agencies shall provide transportation to lower-income and minority populations in the DSATS region to area human service agencies and medical facilities.
 7. Preparing, adopting, and updating plans and regulations, which identify the policies and procedures, which DSATS and its member agencies will follow to ensure federal conformity to all federal transportation regulations.

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- 8. Solving major transportation issues or problems that affect multiple jurisdictions or agencies within the DeKalb-Sycamore planning area.
 - 9. Other duties, as required, to comply with federal and state regulations.
- E. The DSATS ~~Policy Committee~~PC shall be the recognized decision-making body for the ~~Metropolitan Planning Organization~~MPO serving the DeKalb-Sycamore ~~urbanized planning~~ area. The ~~Policy Committee~~PC shall guide and approve all DSATS planning activities, and shall have final authority over all decision-making matters within the jurisdiction of DSATS.

Article II: Membership

A. The DSATS ~~Policy Committee (PC)~~ membership shall be comprised of a total of nine (9) voting members, each having one vote:

- 1. City of DeKalb: *Mayor*
- 2. City of DeKalb: *representative appointed by the Mayor*
- 3. City of DeKalb: *representative appointed by the Mayor*
- 4. City of Sycamore: *Mayor*
- 5. City of Sycamore: *representative appointed by the Mayor*
- ~~1. Town of Cortland: Mayor~~
- ~~6.~~ DeKalb County: *Chairman, County Board*
- ~~6.7.~~ DeKalb County: *representative appointed by the County Board Chairman*
- ~~7.8.~~ Board of Trustees of Northern Illinois University: *President of NIU*
- ~~9.~~ State of Illinois: ~~Illinois Department of Transportation~~IDOT District Three (3) *Representative*

B. The DSATS member agencies agree to pay a percentage of the 20% required local match of the PL and Section 5303 grant funds to operate DSATS based on the number of votes each member agency has on the DSATS ~~Policy Committee~~PC. IDOT does not contribute to the local match as a member agency of DSATS. The table below shows the distribution of local match funds as of the adoption of this revised Bylaws:

Table 1. Distribution of DSATS Policy Committee Votes and Local Match Share.

Agency	# of Votes	% of Local Match
City of DeKalb	3	37.5%
City of Sycamore	2	25.0%
DeKalb County	2	25.0%
Northern Illinois University	12	12.5%
DeKalb County		25.0%

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Illinois Department of Transportation <u>Northern Illinois University</u>	14	0% <u>12.5%</u>
TOTAL Illinois Department of Transportation	94	100% <u>0%</u>
TOTAL	9	100%

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~~B.C.~~ Should IDOT provide State Local Match funding to subsidize Federal MPO planning funds. DSATS member agencies shall provide any remaining portion of the 20% required local match not subsidized with State Local Match funds.

~~C.D.~~ In addition to the PC voting membership, the following organizations shall have one (1) non-voting seat each on the DSATS ~~Policy Committee~~PC:

- ~~1.~~ Town of Cortland: representative approved by the Mayor
- ~~4.2.~~ Illinois Department of Transportation – Office of Policy and Planning: *Office of Policy and Planning Representative*
- ~~2.3.~~ Federal Highway Administration: *FHWA Illinois Representative*
- ~~3.4.~~ Federal Transit Administration: *FTA Region Five (5) Representative*

~~E.~~ Lengths of terms of Policy Committee members shall be left to the discretion of the Chief Elected Official or governing authority for each participating jurisdiction, as provided for by their respective rules for such appointments.

~~D.F.~~ At the beginning of each calendar year, the Chief Elected Official or Governing Authority for each participating jurisdiction shall submit a letter on official agency letterhead listing representatives authorized to represent the jurisdiction on both the ~~Policy Committee~~PC and the ~~Technical Advisory Committee~~TAC. The letters of representation shall be kept on file with the DSATS ~~Study Director~~staff.

~~E.G.~~ The DSATS ~~Policy Committee~~PC shall appoint and direct a DSATS ~~Technical Advisory Committee~~ (“TAC”), composed of professional and technical staff from the jurisdictions represented by the ~~Policy Committee~~PC. The following representatives may be designated by their respective jurisdiction as members of the TAC, with each enumerated jurisdiction, agency or association having one vote:

- ~~1.~~ City of DeKalb: *City Engineer, City Manager, Public Works Director, Community Development Director*
- ~~2.~~ City of Sycamore: *City Engineer, City Manager*
- ~~2.~~ Town of Cortland: *Town Administrator, Town Engineer*
- ~~3.~~ DeKalb County: *County Administrator, County Engineer, County Planning Director/Regional Planning Commission Director*

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4. Northern Illinois University: *NIU Staff representative identified by NIU President*
5. Northern Illinois University Student Association (Huskie Bus): *SA President, Transportation Director*
6. Voluntary Action Center (TransVAC): *Executive Director, Assistant Director*
7. Illinois Department of Transportation: *District 3 representative identified by District 3 Director*
- ~~3. Kishwaukee College: *Kishwaukee representative (appointed by Kishwaukee College, approved by Policy Committee)*~~

F.H. In addition to the voting membership, the following organizations shall have one (1) non-voting seat each on the DSATS TAC:

1. [Town of Cortland: *Town Administrator, Town Engineer*](#)
- ~~1-2.~~ DeKalb Taylor Municipal Airport: *Airport Manager, Public Works Director*
3. [Kishwaukee College: *Kishwaukee representative \(appointed by Kishwaukee College, approved by Policy Committee\)*](#)
- ~~2-4.~~ Illinois Dept. of Transportation - Office of Planning and Programming
- ~~3-5.~~ Illinois Dept. of Transportation - Division of Public & Intermodal Transportation (OPP): *Representative identified by OPP Director*
- ~~4-6.~~ Federal Highway Administration (FHWA) - *FHWA Illinois Representative*
- ~~5-7.~~ Federal Transit Administration (FTA) – *FTA Region Five (5) Representative*

G-I. Lengths of terms of ~~Technical Advisory Committee~~TAC members shall be left to the discretion of the Chief Elected Official or governing authority for each participating jurisdiction, as provided for by their respective rules for such appointments.

H-J. The Chief Elected Official or governing authority of each TAC member agency shall designate their TAC representative and designated proxy representatives to act on behalf of the member agency at any duly called meeting of the TAC. The names and contact information of the designated member and proxy representatives, identified by the Chief Elected Official or governing authority of the member agency in writing on official agency letterhead, will be kept on file with the DSATS ~~Study Director~~staff. Should there be any changes in TAC membership or designated proxy representatives, the Chief Elected Official or governing authority

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of the member agency shall submit a letter on agency letterhead to the Study Director, identifying the changes.

~~I.K.~~ A quorum of the DSATS TAC shall consist of a simple majority of the voting jurisdictions represented on the TAC.

~~B.~~ ~~The Policy Committee authorizes the TAC to adopt Bylaws for their membership and functioning, provided that such Bylaws are approved by three-fourths (3/4) of the voting jurisdictions represented on the TAC, and provided that such Bylaws do not violate or contradict any provision of the Policy Committee Bylaws. Unless otherwise amended by the adoption of Bylaws, the DSATS Technical Committee meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised Edition.~~

Commented [DB1]: As the Bylaws have been merged, reference to a separate TAC Bylaws should be removed.

~~J.L.~~ The ~~Policy Committee~~PC Chair, with the confirmation of the majority of the voting ~~Policy Committee~~PC members, may establish temporary ad-hoc "task force" committees to consider such matters and perform such tasks as are referred to them by the ~~Policy Committee~~PC. Such ad-hoc committees may include ~~Policy Committee~~PC members, TAC members, local officials, public citizens, and others as approved by the ~~Policy Committee~~PC. The Chair shall designate the chair for an ad-hoc committee, and may set a sunset date for the committee, at which time the committee would be dissolved unless otherwise extended by the Chair or the majority of the voting ~~Policy Committee~~PC members.

~~K.M.~~ All Advisory Committee meetings shall be open to the public unless the meeting is authorized to meeting privately with a three-fourths (3/4) majority of the ~~Policy Committee~~PC voting membership. Should a closed session be held, all rules and regulations regarding closed session meeting procedures and documentation as outlined in the Illinois Open Meetings Act (5-ILSC-120/1 et seq) will be strictly adhered to.

~~L.N.~~ The ~~Policy Committee~~PC authorizes the TAC to establish temporary ad-hoc "task force" committees to consider such matters and perform such tasks as are referred to them by the ~~Technical Advisory Committee~~TAC. ~~These committees shall operate under the rules set forth in the Technical Advisory Committee Bylaws, provided that such Bylaws do not violate or contradict any provision of the Policy Committee Bylaws.~~ All TAC authorized ad-hoc Committee meetings shall be open to the public unless the meeting is authorized to meet~~ing~~ privately by the ~~Policy Committee~~PC with a three-fourths (3/4) majority of the ~~Policy Committee~~PC voting membership.

Commented [HJ2]: As the Bylaws have been merged, reference to a separate TAC Bylaws should be removed.

~~M.O.~~ The TAC Chair, with the confirmation of the majority of the voting TAC jurisdictions, may establish temporary ad-hoc subcommittees from within and outside its membership to consider such matters and perform such tasks that are within the TAC's current responsibilities, or as are referred to them by the ~~Policy Committee~~PC. Such subcommittees may include ~~Policy Committee~~PC members, TAC members, local officials, public citizens, and others as recommended by the

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TAC or approved by the ~~Policy Committee~~PC. All TAC authorized ad-hoc Committee meetings shall be open to the public unless the meeting is authorized to meeting privately by the ~~Policy Committee~~PC with a three-fourths (3/4) majority of the ~~Policy Committee~~PC voting membership. Should a closed session be held, all rules and regulations regarding closed session meeting procedures and documentation as outlined in the Illinois Open Meetings Act (5-ILSC-120/1 et seq) will be strictly adhered to.

N.P. If the Chair of an advisory subcommittee was not named by the DSATS TAC Chair, a Chair of the task force or subcommittee shall be selected by the TAC with the approval of the majority of the quorum present.

Article III: Officers

- A.** The DSATS ~~Policy Committee~~PC shall choose from among their members authorized representatives a Chair and a Vice-Chair.
- B.** The Chair shall be responsible for presiding at ~~Policy Committee~~PC meetings; representing the ~~Policy Committee~~PC membership, as needed; and perform such other duties as may be agreed to by the ~~Policy Committee~~PC membership.
- C.** The Vice-Chair shall be responsible for presiding at ~~Policy Committee~~PC meetings in the absence of the Chair and perform the duties of the Chair, should the Chair be unavailable to perform said duties, until such time the Chair returns or new officer elections are held.
- D.** The terms for the Chair and Vice Chair shall be one year, unless extended by a majority vote of the ~~Policy Committee~~PC membership. Election of the Chair and the Vice Chair shall generally take place at the first ~~Policy Committee~~PC conducted each calendar year.
- E.** In the event that both the Chair and Vice Chair positions are left unfilled due to resignations, loss of office, or other circumstances, the Chair of the ~~Technical Committee~~TAC shall serve as the Chair Pro-Tem of the ~~Policy Committee~~PC until such time that officer elections can be held. The Chair Pro-Tem shall conduct officer elections at the beginning of the first ~~Policy Committee~~PC meeting following the adoption of this amendment, and thereafter, at the first ~~Policy Committee~~PC meeting at which the two officer positions are unfilled.
- F.** The DSATS TAC shall choose from among their members authorized representatives a Chair and a Vice-Chair.
- G.** The Chair shall be responsible for presiding at TAC meetings; representing the TAC membership, as needed; and perform such other duties as may be agreed to by the TAC membership.
- H.** All DSATS ~~Committee-committee~~ members and their approved proxies must complete the Illinois Attorney General's training on the Illinois Open Meeting Act, hereinafter known as "OMA" (<http://foia.ilattorneygeneral.net/>). All members shall

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complete this training within 60-days of being appointed to the DSATS PC or TAC as a member or proxy. A Certificate of Completion shall be submitted to DSATS staff, who shall keep on file a record of the completion of the training by all members.

- I. The Vice-Chair shall be responsible for presiding at TAC meetings in the absence of the Chair and perform the duties of the Chair, should the Chair be unavailable to perform said duties.
- J. The terms for the Chair and Vice Chair shall be one year. Election of the Chair and the Vice Chair shall generally take place at the first TAC meeting conducted each calendar year.
- K. In the event that both the Chair and Vice Chair positions are left unfilled due to resignations, loss of office, or other circumstances, the present members of TAC shall elect by voice vote a Chair Pro-Tem of the ~~Technical Advisory Committee~~TAC until such time that officer elections can be held. The Chair Pro-Tem shall conduct officer elections at the first TAC Committee meeting at which the two officer positions are unfilled.

Article IV: Meetings

- A. The ~~Policy Committee (PC)~~ and the ~~Technical Advisory Committee (TAC)~~ shall generally meet on a monthly basis or as required, with the date and location of each meeting to be set by the Chair. Special meetings may be called by the Chair or by petition of four (4) voting members of the Committee. Should there be no items for the agenda, the Study Director, with approval by the Chair, may cancel the regularly scheduled monthly meeting. Any cancelation of meetings must be publicly posted no fewer than forty-eight (48) hours before the scheduled meeting.
- B. For both the PC and TAC, in the absence of both the Chair and Vice-Chair at any meeting, a voting member from those members present shall volunteer or be nominated, and approved by voice vote to preside over the meeting by members present, for the duration of that meeting.
- C. For any approved sub-committee, a voting member from those members present shall volunteer or be nominated, and approved by voice vote to preside over the meeting by members present, for the duration of any active sub-committee.
- D. All DSATS PC, TAC, and approved sub-committee meetings shall be conducted in accordance with *Robert's Rules of Order, Newly Revised Edition*, unless otherwise provided for in these Bylaws.
- E. All DSATS PC, TAC, and approved sub-committee meetings shall be open to the public, and shall be conducted in compliance with the ~~Illinois Open Meeting Act (5 ILCS 120/1 et seq.)~~OMA. Written summaries of Policy Committee meetings, once approved by the ~~Policy Committee~~PC at a subsequent meeting, shall be made available by the ~~Study Director~~DSATS staff to the public upon request. All

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meetings must be held at a public location, which conforms to the accessibility regulations in the US Americans with Disabilities Act.

- F. All DSATS PC, TAC, and approved sub-committee meetings shall conform to the requirements set forth in the DSATS ~~Public Participation Plan hereinafter known as the “PPP”~~, which has been developed to conform to the regulations set forth in the 2005 Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU) legislation and all subsequent federal transportation acts.
- G. Reasonable effort shall be made to notify affected local governments and the general public of meetings through posting, mailing and/or emailing of notices, news media, or other means, though notice of DSATS meetings shall be publicly posted no fewer than forty-eight (48) hours before the scheduled meeting.
- H. The PC and TAC reserve the right to enter into closed session for reasons limited to those specified in the ~~Illinois Open Meetings Act~~OMA section 5-ILSC-120/2. Any closed meeting must be approved by a majority vote of the membership approving the closed meeting. Should a closed session be held, all rules and regulations regarding closed session meeting procedures and documentation as outlined in the ~~Illinois Open Meetings Act (5-ILSC-120/1 et seq)~~OMA will be strictly adhered to. All closed session meetings must be approved at an open meeting and the exact purpose of the meeting, as ~~identified in the Illinois Open Meetings Act (5-ILSC-120/1 et seq)~~OMA, shall be stated when approving a closed meeting.
- I. Members shall be allowed to teleconference, video conference or other means of electronic conferencing, hereinafter known as “electronic conferencing”, into any meeting should the meeting location allow for such activities and all regulations in the ~~Illinois Open Meetings Act (5-ILSC-120/1 et seq)~~OMA regarding electronic conferencing are followed.
 - 1. A Quorum of the committee membership must be physically present at the location of the meeting.
 - 2. Any DSATS authorized meeting, where electronic conferencing is made available, may be made available to committee members and/or staff.
 - 3. All open DSATS meetings can be recorded by committee members, staff, and the public unless specifically prohibited. Any restrictions must be announced to the public by means identified in the DSATS PPP at least 48-hours before the meeting and at the beginning of the meeting and must strictly adhere to all regulations on the recording of public meetings in the ~~Illinois Open Meetings Act~~OMA section 5-ILSC-120/2. Any person wishing to record a meeting shall announce their intention to record at the beginning of the meeting.

Article V: Quorum

- A. At any DSATS authorized meeting, a quorum shall consist of a simple majority of the total voting members of the Committee.

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- B. Whenever a quorum is not present, those present may adjourn the meeting to another day or hold the meeting for the purpose of considering such matters as are on the agenda. No action taken at such a meeting shall be final or official.

Article VI: Voting

- A. All voting PC and TAC members shall have equal voting rights, and shall vote by voice. Only whether the motion or resolution passed or failed shall be recorded, unless a roll call is requested or a member requests that the votes cast be recorded by number and/or name. All persons will be assumed voting in the affirmative unless they verbally cast a “no” vote or indicate at the time of the vote that they wish to abstain. If there is any question, the Chair will restate the votes cast for record purposes.
- B. Each voting jurisdiction represented on ~~DSATS the Policy Committee~~PC shall also have one vote on the TAC. Additional organizations may receive one voting or non-voting jurisdiction membership on the TAC if recommended by the TAC existing members and approved by the ~~Policy Committee~~PC. An authorized representative of a voting jurisdiction may vote on his/her jurisdiction’s behalf at any TAC meeting. All voting jurisdictions shall have equal voting rights, and shall vote by voice. Only whether the motion or resolution passed or failed shall be recorded, unless a roll call is requested or a member requests that the votes cast be recorded by number and/or name and jurisdiction. All persons will be assumed voting in the affirmative unless they verbally cast a “no” vote or indicate at the time of the vote that they wish to abstain. If there is any question, the Chair will restate the votes cast for record purposes.
- C. Decisions by the ~~DSATS Policy Committee~~PC shall be carried by the approval of a simple majority of the voting ~~Policy Committee~~PC members present at a meeting at which quorum is achieved. Any exceptions where voting regulations may differ shall be identified in the DSATS ~~Public Participation Plan~~PPP. The following exemptions shall apply:
1. Approval of 100% of the ~~Policy Committee~~PC membership or their designated alternates shall be required for the following:
 - (a) Approval of amendments to the Intergovernmental Agreement (IGA) or to these Bylaws;
 2. Approval by three-fourths (3/4) of the total voting ~~Policy Committee~~PC membership or their designated alternates shall be required for the following:
- , except that approval by three fourths (3/4) of the total voting Policy Committee membership shall be required for the following:**
- (a) Approval of the ~~Transportation Improvement Program (TIP)~~ and its amendments;

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- (b) Approval of the ~~Unified Planning Work Program (UPWP)~~ and its amendments, including its accompanying budget;
- (c) Approval of the ~~Public Participation Plan (PPP)~~ or updates (Annual updates of the PPP Appendixes shall only require a simple majority of members present);
- (d) Approval of any additional plans or policies, which deal with Federal Conformity issues. Staff shall maintain listing of all plans and policy documents which address Federal Conformity issues;
- (e) Changing the designated Lead Agency;
- (f) Approval of changes to the ~~Policy Committee~~PC membership, allocation of representation, or allocation of the number of votes allocated to each member organization;

~~2. Approval of amendments to the Intergovernmental Agreement or to these Bylaws;~~

~~C.D.~~ The results of votes taken by the TAC will be forwarded to the ~~DSATS Policy Committee~~PC for final action in the form of a positive or negative recommendation from the TAC, as indicated by the results of the vote.

~~D.E.~~ A TAC member, if they dissent from the majority opinion of the TAC on any given issue, may submit a minority report to the TAC Chair. The TAC Chair shall forward the minority report to the ~~Policy Committee~~PC to accompany the TAC's recommendation and/or report.

Article VII: Staff

- A. As established by the ~~Intergovernmental Agreement~~IGA, the City of DeKalb shall serve as the local Lead Agency and is designated to act as the fiscal agent for and provide staff support to the DSATS.
- B. With the approval of the DSATS ~~Policy Committee~~PC, the Lead Agency shall enter contracts, as needed, with ~~the State of Illinois Department of Transportation (IDOT)~~ to capture and utilize subsidies available for transportation planning purposes. The Lead Agency shall provide preliminary assurance, as needed, of matching funds sufficient to capture available State and Federal subsidies available for transportation planning purposes, with actual match to be provided by agencies or entities using said funds. ~~—~~The Mayor of the City of DeKalb shall have signatory authority to enter into contracts with the State of Illinois Department of Transportation.
- C. For further administrative, coordinating and supervisory purposes, the City Manager of the City of DeKalb shall appoint a Study Director from within the Lead Agency, conditional upon the approval of the appointment by three-fourths (3/4) of the Policy Committee voting membership. The Study Director shall act as the lead staff

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person assigned to work with DSATS, and shall be responsible for the ongoing supervision, management and coordination of the planning and administrative assistance provided to the DSATS. Pertaining to the management of the DSATS program and the completion of assigned tasks, the Study Director shall report to the ~~DSATS Policy Committee~~PC Chair for direction.

- D. The Study staff, under the oversight of the Director, shall be responsible for preparing a draft ~~Unified Planning Work Program (UPWP)~~, the draft ~~Long Range Transportation Plan (LRTP)~~, and the draft ~~Transportation Improvement Program (TIP)~~, to be submitted to the ~~Technical Advisory Committee~~TAC for their recommendation and to the ~~Policy Committee~~PC for adoption. Once adopted, the Study Director and the ~~Technical Advisory Committee~~TAC will be jointly responsible for the timely updating of these and other documents as directed by the ~~Policy Committee~~PC.
- E. The Study staff, under the oversight of the Director, shall be responsible for the administrative and planning services of DSATS, including causing the preparation of meeting summaries for all DSATS PC and TAC meetings; record keeping; correspondence; funding disbursement and management; document maintenance; general information dissemination to the public, and other supportive services to and directed by the DSATS ~~Policy Committee~~PC.
- F. The Study staff, under the oversight of the Director, with direction from the PC and TAC Chairs, shall schedule meetings, prepare agendas, issue notices, prepare minutes and generally ensure that all meetings are conducted in accordance with the ~~Illinois Open Meetings Act~~OMA.
- G. The City of DeKalb agrees to seek approval from the DSATS ~~Policy Committee~~PC of the use of all Federal and State of Illinois operational and capital funding for the provision of public transit in the DeKalb Illinois metropolitan region. DSATS staff agrees to include these funds in the annual DSATS budget submitted to the City of DeKalb and in the DSATS UPWP submitted to IDOT.
- H. The Study Director shall have signatory authority to submit reimbursement requests to IDOT, FHWA, and FTA for expenditures made in the operation of DSATS. The Study Director shall also have signatory authority to submit any reporting or planning documents required by federal and state laws and FHWA, FTA, and IDOT regulations.
- I. DSATS fiscal management shall follow the guidelines included in the City of DeKalb Purchasing Policy / Manual with the following provisions:
 - 1. The DSATS ~~Policy Committee~~PC shall submit a balanced budget to ~~The~~ the City during the City's budget preparation process. The City shall treat the DSATS ~~Policy Committee~~PC as a "quasi-component unit". The City has to include the budget as presented. The City cannot make changes to the budget but may request more information and/or changes be made to the DSATS ~~Policy Committee~~PC via the City's representatives on the

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~~Policy Committee~~PC. The decision by the DSATS ~~Policy Committee~~PC is final.

2. All purchases shall follow the guidelines as included in the City's Purchasing Policy/Manual. Should Federal or State regulations conflict with the City's Purchasing Policy/Manual, priority of regulations shall apply in the following order: 1) Federal, 2) State, 3) City of DeKalb.
3. DSATS approves all projects that are funded with Federal/State funds. For DSATS projects that require formal RFP's and/or Bids, the RFP/Bid process will follow the requirements of the City of DeKalb's Purchasing Policy/Manual. The City will review and monitor the RFP/Bid process to make sure that it conforms to the City's requirements. The City will not make any changes to the RFP or Bid documents. If the City has an issue with the RFP or Bid document, they will return it to the DSATS ~~Policy Committee~~PC along with a detailed explanation of their procedural concerns.
4. When the DSATS ~~Policy Committee~~PC approves the awarding of a contract, they will make that recommendation to the City Council for their approval. The contract that is ultimately issued shall follow the parameters that are included in the City of DeKalb's Purchasing Policy/Manual. If the City has any concerns pertaining to the language of the contract, they should return the contract to the DSATS ~~Policy Committee~~PC along with a detailed explanation. The City will not approve a contract that contains language that could ultimately expose the City to adverse risk.

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Article VIII: Federal and State Conformity

- A. The ~~DeKalb Sycamore Area Transportation Study~~ (DSATS) and its member organizations shall agree to conform to all rules and regulations set forth in the US Code of Federal Regulations 23 CFR 450, the Transportation Equity Act for the 21st Century (TEA-21), the Intermodal Surface Transportation and Efficiency Act (ISTEA), the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU), and all subsequent transportation acts when using federal funds for any transportation projects or transportation planning within the DeKalb metropolitan region.
- B. DSATS shall maintain and update, as needed, the plans, policies, and regulations to ensure federal and state conformity. DSATS staff shall maintain a list of all plans, policies, and regulations, which have been adopted by the DSATS ~~Policy Committee~~PC to ensure federal and state conformity and make those policies and procedures available for public review. Any adoption of new plans and/or regulations or modification of existing plans and/or regulations dealing with federal conformity issues shall be carried by the approval of a three-fourths (3/4) majority of the voting ~~Policy Committee~~PC voting membership.
- C. When using any federal FHWA or FTA funds for transportation projects, all DSATS member agencies agree to conform to all federal and state of Illinois laws and regulations. In addition, agencies agree to conform to all policies, plans, and procedures developed by DSATS to ensure Federal and State Conformity.

Commented [HJ3]: Should include Map 21 and FAST Act?

Article IX: Bylaws

- A. These Bylaws may be adopted and amended at any time by a three-fourths (3/4) majority of the voting membership of the ~~Policy Committee~~PC. If any one or more of the provisions of these Bylaws are found to be unconstitutional or contrary to law, the validity of the remainder of the Bylaws shall not be affected thereby.

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Article X: The Bylaws are approved on this 14th day of October, 2014 by the DSATS Technical Advisory Committee.

Article XI: Approved by:

John Laskowski, Brian Gregory, Noah Carmichael, Nathan Schwartz, Tom Zucker, Ken Pugh, Lou Paukovitz

Article XII: The Bylaws are approved on this 24th day of September, 2014 by the DSATS Policy Committee.

Article XIII: Approved by:

John Roy, John Laskowski, Ann Marie Gaura, Brian Gregory, Ken Mundy, Noah Carmichael, Gary Hanson, Bill Nicklas

The Bylaws are approved on this _____ day of _____, 20____ by the DSATS Technical Advisory Committee

Approved By:

The Bylaws are approved on this _____ day of _____, 20____ by the DSATS Policy Committee

Approved By:

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