



DSATS Bylaws Subcommittee

Wednesday, 11 April 2018
2:00 P.M.

DeKalb County Highway Department

1826 Barber Greene Rd.
DeKalb, IL 60115
Conference Room # 815-756-6026

1. Introductions

2. Administrative Agenda

2.a. Approval Of Agenda (Action)

Approval of the April 11, 2017 Bylaws Subcommittee agenda.

Documents:

[2018 APR BYLAWS MEETING AGENDA.PDF](#)

2.b. Approval Of Minutes (Action)

Approval of the May 10, 2017 meeting minutes.

Documents:

[2017-05-10 BLS MEETING MINUTES.PDF](#)

2.c. Public Comment

3. Governance – IGA And Bylaws Amendments

3.a. Review Of Proposed DSATS IGA Changes

Per the request of the Bylaws Subcommittee, the City of DeKalb attorney reviewed and proposed an updated IGA. The attorney noted members should give careful thought to the voting requirements. As many of the items in the IGA are being moved exclusively to the Bylaws, the attorney recommends both the IGA and revised Bylaws be approved at the same time, in order to avoid a period where there is not a defined membership or funding split for DSATS.

Documents:

[DSATS IGA \(LEGAL REVISIONS\) - MARKUP.PDF](#)

[DSATS IGA \(LEGAL REVISIONS\) - CLEAN.PDF](#)

3.b. Review Of Proposed DSATS Bylaws Changes

Members may review the changes proposed to date and finalize any additional changes members may want.

Documents:

[DSATS BYLAWS \(SUGGESTIONS AFTER 05-10-2017\) - MARKUP.PDF](#)

[DSATS BYLAWS \(SUGGESTIONS AFTER 05-10-2017\) - CLEAN.PDF](#)

3.c. Discussion Of Additional Bylaws-IGA Changes

Per recent discussions at PC, members can discuss the creation of a new Transit Committee that answers directly to the PC. A decision should be made as to whether each Committee has its own Bylaws, or all committees be included in one set of Bylaws. Any additional items of consideration can also be discussed.

4. Closing Agenda

4.a. Additional Business

4.b. Adjourn

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

Brian Dickson
Transportation Planner
815-748-2367
Brian.Dickson@cityofdekalb.com

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Recording devices may be used during meeting for minute taking purposes.



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Agenda

- 1. Introductions**
- 2. Administrative Agenda**
 - a. Approval of Agenda (Action)**
 - b. Approval of Minutes (Action)**
 - c. Public Comment**
- 3. Governance – IGA and Bylaws Amendments**
 - a. Review of Proposed DSATS IGA Changes**
 - b. Review of Proposed DSATS Bylaws Changes**
 - c. Discussion of Additional Bylaws-IGA Changes**
- 4. Closing Agenda**
 - a. Additional Business**
 - b. Adjourn**

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BYLAWS SUBCOMMITTEE MEETING

MEETING MINUTES
10 MAY 2017 – 2:00 P.M.
MEETING #BS0517

ATTENDANCE

- City of DeKalb (1 vote): *Patty Hoppenstedt*
- City of Sycamore (1 vote): **Brian Gregory**
- DeKalb County (1 vote): **Gary Hanson**
- NIU (1 vote): **Jennifer Groce**
- DSATS Staff: Brian Dickson, Tim Holdeman

(BOLD indicates main voting member. Italics indicates proxy voting member.)

CALL TO ORDER

Chair Gregory called the meeting to order and established a quorum at 2:00 p.m.

BUSINESS

1. Approval of Meeting Agenda

Motion #B0517-01 A motion was made by Mr. Hanson to approve the May 10, 2017 meeting agenda. Second by Ms. Hoppenstedt and approved by voice vote.

2. Approval of Meeting Agenda

Motion #B0517-02 A motion was made by Mr. Hanson to approve the March 8, 2017 meeting minutes. Second by Mr. Gregory and approved by voice vote.

3. Public Comment

There were no comments.

4. Discussion on Additional Changes to IGA and Bylaws

Mr. Gregory suggested the TAC and PC Bylaws should be separated out. He said that the PC should not have to approve of TAC changing their meeting times or dates.

Mr. Hanson suggested the City of DeKalb attorney write up the revised Intergovernmental Agreement (IGA) for the Bylaws Subcommittee to review.

Ms. Hoppenstedt asked about Cortland being removed as a member. Mr. Gregory said they had sent a letter asking to be removed from membership of DSATS, and it was the members' preference to keep Cortland as a non-voting member in case they wish to rejoin at a future date.

Members then went through each page of the Bylaws.

Page 4: No changes.

Page 5: No changes.

Page 6:

- D: Mr. Hanson asked why elections are held at the beginning of the Calendar year. Members suggested elections be changed to the first meeting after the beginning of the new fiscal year. Mr. Hanson said it should be added "to be effective at the 1st of the next month"
-

Page 7:

- E: remove "with the Illinois Open Meeting Act (5ILCS 120/1 et seq) OMA" and replace with "in compliance of state law" and do the same for all the references on Page 8.

Page 9:

- First paragraph Item B: Mr. Dickson said the City Attorney told him that if there was not enough people present to make quorum, the meeting must end immediately. Ms. Hoppenstedt and Mr. Gregory were not sure that was correct and said to bring back for further discussion.
- Article VI.C.1: Mr. Dickson said Ms. Gaura requested full attendance of voting membership to change Bylaws or IGA. A proxy substitution is acceptable.
- Section C should be amended to state that, when an agenda item requires more than a simple majority, the number of votes required should be stated in the agenda.

Page 10:

- Article VII.C: delete "from within the Lead Agency" after Study Director in the first sentence. Mr. Hanson said this would allow the City Manager to appoint anyone as the Study Director.

Page 12:

- Item 2: add "whichever is more restrictive" to the end of the last sentence.
- Mr. Gregory inquired if the fiscal management rules accurately reflect what is in the City's purchasing manual now.
- Mr. Dickson inquired at what level of purchasing should the PC approve a purchase. Mr. Dickson said current practice is to have PC approve the purchase, if the purchase has to be approved by City Council. When a purchase must not go before City Council, then purchase is at the Director's discretion. Members indicated that practice should continue, however staff should present a copy of each invoice submitted to IDOT to members of the PC at a later meeting.

Ms. Hoppenstedt inquired why the name of DSATS ends in Study. Mr. Dickson said most MPOs end their name in "Area Transit Study" but has been unable to find out why that practice was started. There was consensus that PC should reconsider the name of DSATS and should remove the word "Study" from the name.

Ms. Groce inquired if the TAC can create their own subcommittees. Mr. Dickson said both the PC and TAC can create their own subcommittees. It was suggested subcommittee chairs should present to TAC and PC about the activities the subcommittees have done in the previous month.

ADJOURNMENT

Motion #B0517-03 A motion was made by Ms. Groce to adjourn at 2:56 p.m. Second by Ms. Hoppenstedt, and approved by voice vote.

Respectfully Submitted by: Brian Dickson, Jessica Hyink
Date Approved: 09/13/2017

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.
- E. DSATS shall operate pursuant to a set of adopted Bylaws, a copy of the most recent set of which is appended hereto as Exhibit . The Bylaws may only be amended with the affirmative vote of three-fourths of the members of the Policy Committee, at a meeting with all members of said Committee present. This provision may not be amended except through an amendment of this Agreement.

~~D.~~

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-unanimous consent~~ 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 an actual local match planning funds shall be split among local match membersto be provided by the agencies or entities using said funds.~~

D.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 base on the % of Local Match identified in the DSATS Bylaws, Article II. Table 1. Distribution of DSATS Policy Committee Votes and Local Match Share.

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 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%

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;~~

Commented [DF1]: A.?? Something missing here? This doesn't make sense. How is it split? Pursuant to the split outlined in the Bylaws?

Commented [DF2]: B. C. This section doesn't make sense—Article IV is duplicated, and there is no explanation of the split. How does the split work? Who pays what percentage? Again, per the bylaws?

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Commented [DF3]: D. Recommend combining this article with following article and just calling it "Policy Committee."

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- ~~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~~

~~C.A. 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 [DB4]: E. It is suggested moving this to the Bylaws, Article II Membership.

Commented [DB5]: F. This is identified in the DSATS Bylaws, Article II. Membership. It is recommended this be removed from the IGA.

Commented [DB6]: G. 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.~~

Commented [DB7]: H. Staff recommends removal of this section in the IGA as it is already identified in the Bylaws, Article I, Section D.

~~**Article VI: Technical Advisory Committee Structure**~~

~~A. The DSATS Policy Committee shall appoint and direct a DSATS Technical Advisory Committee ("TAG"), 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;~~
- ~~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 [DB8]: I. 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.~~

~~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.~~

Commented [DB9]: J. Staff recommends the responsibilities of DSATS staff be removed from the IGA and identified within the DSATS Bylaws.

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 (except for executive sessions, where applicable) and conducted in accordance with the Illinois Open Meetings Act. ~~A 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. Amendment of this Agreement shall require the unanimous consent of each of the members of DSATS, expressed through a resolution or ordinance of their respective governing bodies.

~~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:

City Clerk

City Clerk

~~Town Clerk~~

County Clerk

General Counsel
Northern Illinois University

~~Kris Povlsen~~, Mayor
City of DeKalb

~~Ken Mundy~~, Mayor
City of Sycamore

~~Bob Seyller~~, Mayor
~~Town of Cortland~~

~~Larry Anderson~~, County Chair
DeKalb County

~~Marc J. Strauss~~
Chair – Board of Trustees

Northern Illinois University

~~Gary Hannig~~Randy Blankenhorn,
Secretary
Illinois Department of Transportation

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B.

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C.

D.

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.
- E.** DSATS shall operate pursuant to a set of adopted Bylaws, a copy of the most recent set of which is appended hereto as Exhibit ____. The Bylaws may only be amended with the affirmative vote of three-fourths of the members of the Policy Committee, at a meeting with all members of said Committee present. This provision may not be amended except through an amendment of this Agreement.

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 unanimous consent 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.
- 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 base 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.

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 (except for executive sessions, where applicable) and conducted in accordance with the Illinois Open Meetings Act. 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. Amendment of this Agreement shall require the unanimous consent of each of the members of DSATS, expressed through a resolution or ordinance of their respective governing bodies.

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:

City Clerk

City Clerk

County Clerk

General Counsel
Northern Illinois University

Mayor
City of DeKalb

Mayor
City of Sycamore

County Chair
DeKalb County

Chair – Board of Trustees
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: [8MM/24DD/20142017](#)

Date Adopted Technical Advisory Committee: [49MM/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.

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

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

- 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~~ City Manager*
 - 3. City of DeKalb: *representative appointed by the ~~Mayor~~ City Manager*
 - 4. City of Sycamore: *Mayor*
 - 5. City of Sycamore: *representative appointed by the ~~Mayor~~ City Manager*
 - ~~1. Town of Cortland: Mayor~~
 - 6. DeKalb County: *Chairman, County Board*
 - ~~6.7. DeKalb County: representative appointed by the County Administrator~~
 - ~~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 to be filled by proxy*
- 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	<u>3</u>	<u>37.5%</u>
City of Sycamore	<u>2</u>	<u>25.0%</u>
DeKalb County	<u>2</u>	<u>25.0%</u>
Northern Illinois University DeKalb County	<u>12</u>	<u>12.5%</u> 25.0%

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

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

Illinois Department of TransportationNorthern Illinois University	11	0%12.5%
TOTAL Illinois Department of Transportation	91	100%0%
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~~
- 1.2.** ~~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 CommitteePC and the Technical Advisory CommitteeTAC. The letters of representation shall be kept on file with the DSATS Study Directorstaff.~~

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~~ Representative appointed by PC member.
- 2.** City of Sycamore: ~~Representative appointed by PC member.~~ City Engineer, City Manager
- 2.** ~~Town of Cortland: Town Administrator, Town Engineer~~

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

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

3. DeKalb County: ~~Representative appointed by PC member. 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)~~City of DeKalb Contracted Transit Services Provider: *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

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)
BYLAWS

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

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.

~~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 ILCS 120/1 et seq)~~OMA 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 meeting 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

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

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

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 after the start of the new State Fiscal Year (SFY) to be effective at the 1st of the next month.~~
- 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.illattorneygeneral.net/)-. All members shall~~

Commented [DB3]: Please review again if elections should be held at the first meeting of the new Calendar year or the new fiscal year.

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

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

~~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 of state law. 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

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

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

request. All meetings must be held at a public location, which conforms to the accesses 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~~shall be in compliance of state law. All closed session meetings must be approved at an open meeting and the exact purpose of the meeting ~~in compliance of state law, as 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~~compliance of state law 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-120/2compliance with state law. Any person wishing to record a meeting shall announce their intention to record at the beginning of the meeting.

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

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

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 rules regarding quorum in the Illinois OMA shall be followed.~~

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:

Commented [DB4]: City Attorney requested clarification on whether there must be 100% approval of changes or 100% voter participation.

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)
BYLAWS

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

~~, 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;
- (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;

~~(f) 3. For any Agenda items which require more than a simple majority for approval, the published agenda should identify the required majority needed for passage of item.~~

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

~~G.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

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

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

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 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 Directory shall also have signatory authority to submit any reporting or planning documents required by federal and state laws and FHWA, FTA, and IDOT regulations.

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

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

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 IDOT for the use of MPO grant funds allocated to DSATS for the operations of the MPO. This balance budget will be submitted to ~~The~~the City for inclusion in the City's budget during the City's annual 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 ~~Policy Committee~~PC. The decision by the DSATS ~~Policy Committee~~PC is final.
- 1.2. The DSATS PC shall provide recommendations on the use of Federal and State grant funds allocated to the DeKalb Urbanized Area (UZA) for the provision of public transit in the DeKalb UZA. The recommendations of the PC will be given priority preference when the City develops the annual budget for public transit.
- 2.3. 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. The most restrictive rules shall apply unless in conflict the rules and regulations of a higher priority agency.
- 3.4. DSATS approves all projects that are funded with Federal/State funds for the operation of the MPO. 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.
5. 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.

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

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

4.6. Purchasing Authorizations for DSATS expenditures shall follow authorization requirements in the City Purchasing Manual. The DSATS Director has the authority to approve purchases, which require only City administrative staff approval. Any purchases which require City Council approval must have DSATS PC approval first.

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 [HJ5]: 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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**THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)
BYLAWS**

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

~~**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 Rey, 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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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

Governing DSATS
Bylaws Amended in
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.
 8. Solving major transportation issues or problems that affect multiple jurisdictions or agencies within the DeKalb-Sycamore planning area.

**THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)
BYLAWS
Adopted: MM/DD/2017**

- 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 City Manager*
 - 3. City of DeKalb: *representative appointed by the City Manager*
 - 4. City of Sycamore: *Mayor*
 - 5. City of Sycamore: *representative appointed by the City Manager*
 - 6. DeKalb County: *Chairman, County Board*
 - 7. DeKalb County: *representative appointed by the County Administrator*
 - 8. Board of Trustees of Northern Illinois University: *President of NIU*
 - 9. State of Illinois: *IDOT District Representative to be filled by proxy*
- 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%

- 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.

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

- 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 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. 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 the PC. 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: *Representative appointed by PC member.*
 2. City of Sycamore: *Representative appointed by PC member.*
 3. DeKalb County: *Representative appointed by PC member.*
 4. Northern Illinois University: *NIU Staff representative identified by NIU President*
 5. Northern Illinois University Student Association (Huskie Bus): *SA President, Transportation Director*
 6. City of DeKalb Contracted Transit Services Provider: *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:
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

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

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 OMA will be strictly adhered to.
 - 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

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

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 after the start of the new State Fiscal Year (SFY) to be effective at the 1st of the next month.
- 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.
- 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.

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

- 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".
- 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 cancellation 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 of state law. 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 DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

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 shall be in compliance of state law. All closed session meetings must be approved at an open meeting and the exact purpose of the meeting in compliance of state law.
- 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 compliance of state law 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 compliance with state law. 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, rules regarding quorum in the Illinois OMA shall be followed.

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

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

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;
 - (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;

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

3. For any Agenda items which require more than a simple majority for approval, the published agenda should identify the required majority needed for passage of item.
- 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, 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 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;

**THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)
BYLAWS
Adopted: MM/DD/2017**

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 Directory 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 IDOT for the use of MPO grant funds allocated to DSATS for the operations of the MPO. This balance budget will be submitted to the City for inclusion in the City's budget during the City's annual 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.** The DSATS PC shall provide recommendations on the use of Federal and State grant funds allocated to the DeKalb Urbanized Area (UZA) for the provision of public transit in the DeKalb UZA. The recommendations of the PC will be given priority preference when the City develops the annual budget for public transit.
 - 3.** 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. The most restrictive rules shall apply unless in conflict the rules and regulations of a higher priority agency.
 - 4.** DSATS approves all projects that are funded with Federal/State funds for the operation of the MPO. For DSATS projects that require formal RFP's and/or Bids, the RFP/Bid process will follow the requirements of the City of

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

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.

5. 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.
6. Purchasing Authorizations for DSATS expenditures shall follow authorization requirements in the City Purchasing Manual. The DSATS Director has the authority to approve purchases, which require only City administrative staff approval. Any purchases which require City Council approval must have DSATS PC approval first.

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

THE DEKALB-SYCAMORE AREA TRANSPORTATION STUDY (DSATS)

BYLAWS

Adopted: MM/DD/2017

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 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:
