



# Staunton Augusta Waynesboro Metropolitan Planning Organization Bylaws

City of Staunton | Augusta County | City of Waynesboro

## **SAWMPO Policy Board Bylaws**

Adopted on November 7, 2012

Amended on September 3, 2014

Amended on June 28, 2016

Amended December 7, 2022

Amended January 21, 2026

### **Article 1 - Name and Authority**

The name of this organization shall be known as the Staunton-Augusta-Waynesboro Metropolitan Planning Organization and shall have such authority as prescribed in a Memorandum of Understanding for a Continuing, Cooperative, and Comprehensive Transportation Planning and Programming Process for the Staunton Augusta Waynesboro Urbanized Area between the Metropolitan Planning Organization, hereinafter referred to as the SAWMPO; the Virginia Department of Transportation, hereinafter referred to as VDOT; the City of Staunton, acting as a local unit of government, hereinafter referred to as STAUNTON; the City of Waynesboro, acting as a local unit of government, hereinafter referred to as WAYNESBORO; the County of Augusta, acting as a local unit of government, hereinafter referred to as the COUNTY; the Virginia Department of Rail and Public Transportation, hereinafter referred to as DRPT; and the Central Shenandoah Planning District Commission, hereinafter referred to as the COMMISSION, providing staff for the SAWMPO.

### **Article II - Purpose and Powers**

The SAWMPO shall be the policy and decision-making body for the purpose of carrying out the continuing, cooperative and comprehensive (“3-C”) transportation planning and programming process as defined in United States Code Title 23, Section 134 and Title 49 Section 1607; and in accordance with the constitution and statutes of the Commonwealth of Virginia.

In carrying out its responsibility the SAWMPO shall:

- 1) Establish policy for the continuing, comprehensive and cooperative transportation planning process;
- 2) Develop the Staunton-Augusta-Waynesboro Metropolitan Planning Organization Long Range Transportation Plan for the urban study area and review and update it as needed, and at a minimum update it every five (5) years per Federal regulations;
- 3) Recommend action by other appropriate agencies;
- 4) Revise the Plan study area, defined by the MPO planning boundary, as required, and in conjunction with VDOT;
- 5) Develop, in coordination with local governments and VDOT, socio-economic data for the regional traffic model;

- 6) Develop and approve the annual transportation improvement programming and planning documents as required by the U.S. Department of Transportation Regulations, as amended; and
- 7) Perform other reviews and evaluations that may be required to expedite the process.

### **Article III - Membership**

**Section 1 - Voting Membership** - The voting membership of the SAWMPO shall be composed of the following voting representatives, or their alternates, designated by and representing their respective jurisdictions or agencies:

- 1) City of Staunton - 2 representatives
- 2) Augusta County - 2 representatives
- 3) City of Waynesboro - 2 representatives
- 4) A state representative designated by and empowered to participate on behalf of the Secretary of Transportation

**Section 2 - Nonvoting Membership** - The nonvoting membership of the SAWMPO shall be one nonvoting representative designated by and representing each of the following agencies:

- 1) Federal Highway Administration
- 2) Federal Transit Administration
- 3) Virginia Department of Rail and Public Transportation (DRPT)
- 4) Regional Transit Agency or Agencies
- 5) Virginia Department of Aviation
- 6) Any other agencies or groups as may be agreed upon as a non-voting member(s) by a majority of all voting representatives of the SAWMPO

**Section 3 - Alternate Members** - Representatives from STAUNTON, WAYNESBORO, and the COUNTY may designate a number of alternate members equal to their number of voting representatives in the absence of their regular representative(s). The representative from VDOT, as the designated state representative on behalf of the Secretary of Transportation, may designate three (3) specified alternate members to serve in the absence of their regular representative. Alternates are not assigned to specific voting members. Each locality may have no more votes cast at any meeting than their designated number of voting members, regardless of which combination of voting members and alternates are present. The representatives must submit their alternate's name to the staff and chair of the SAWMPO at a meeting prior to the one for which a representative is absent.

**Section 4 - Attendance** - Whenever any voting member fails to attend or send an alternate to three (3) consecutive meetings, the Chair of the SAWMPO may seek to determine the cause of the absence and whether the appointing authority wishes the delinquent member to be the representative of the

MPO. If a locality's continued absence impacts the ability to achieve a quorum, the MPO may notify that locality's appointing authority of the concern.

## **Article IV - Terms of Office and Voting**

**Section 1 - Terms of Office** - The terms of office of SAWMPO members shall be as follows:

- 1) Voting - Concurrent Terms - SAWMPO members or alternates who are appointed by local governing bodies and are also elected officials and/or Chief Administrative Official (CAO) of the local governing body shall serve coincident with their elected/appointed terms of office or such shorter terms as their governing bodies shall determine.
- 2) Voting - Continuous - SAWMPO members or alternates who are appointed by the local governing bodies and who are neither elected nor appointed officials of local governing bodies shall serve continuously at the pleasure of the appointing body.
- 3) Nonvoting - Continuous - Nonvoting members shall serve continuously at the pleasure of the appointing body.

**Section 2 - Voting Rights** - Each SAWMPO Policy Board voting representative or alternate shall have one (1) equal vote in all matters before the SAWMPO.

**Section 3 - Recorded Vote** - The vote of each SAWMPO member, both negative and affirmative, shall be recorded in the official minute book of the SAWMPO.

**Section 4 - Proxy Votes** - Voting by proxy shall not be permitted.

## **Article V - Officers**

**Section 1 - Type of Officers** - Officers of the SAWMPO shall consist of a chair, a vice-chair, and secretary/treasurer. The chair and vice chair shall be elected officials and voting members.

**Section 2 - Terms of Office** - The chair and vice-chair shall serve for two (2) years or until their Successors are elected. A City or County representative shall serve as chair or vice-chairman; however, in no case shall both offices be filled with representatives from the same locality at the same time. The Secretary-Treasurer shall be the Central Shenandoah Planning District Commission Executive Director and shall serve continuously at the pleasure of the Policy Board.

**Section 3 - Election of Officers** - The election of officers shall be held prior to June 30, 2024, with subsequent election of officers held every two (2) years, prior to June 30 of even-numbered years and those members elected to office shall assume their duties on July 1st of that year. A majority vote of the voting membership of the SAWMPO, present and voting, shall be required for election to any office. The Chair and Vice Chair must be voting members.

- 1) The Chair shall appoint a Nominating Committee (Article VII, Section 3) of three voting and/or non-voting members of the SAWMPO no later than one meeting before the regular MPO

meeting at which the election of officers is to be held. The Nominating Committee shall report its recommendations to the Policy Board at any following meeting but not later than the date at which the election is to be held. The election of officers may occur at any meeting following the Nominating Committee recommendation, but not later than June 30.

**Section 4 - Vacancies** - If for any reason any office becomes vacant during the year, an election to fill the office shall be held at the next regular meeting of the SAWMPO, and the new officer so elected shall complete the unexpired term of the succeeded officer. If the vacating officer's locality chooses to appoint a replacement representative prior to the next regular election, that representative can appoint an existing Board member or new SAWMPO member to be nominated and elected to assume the officer role for the remainder of the term.

**Section 5 - Powers And Duties of the Officers** - The powers and duties of the officers of the SAWMPO shall be as follows:

- 1) The chair shall have the recognized and inherent duties and powers of the office of the chair including the following items: shall preside over all meetings of the SAWMPO; shall be eligible to vote on all issues regardless of a tie vote; shall appoint all committees necessary to the SAWMPO, with confirmation by the SAWMPO; shall have the authority to delegate any routine function to a member of the SAWMPO staff; and shall perform such other duties as may from time to time be assigned by the SAWMPO.
- 2) The vice-chair shall, in the absence or inability of the chair, perform all the duties and exercise all the powers of the chair and such other duties assigned by the SAWMPO.
- 3) Another voting representative shall, in the absence or inability of the chair and vice-chair, perform all the duties and exercise all the powers of the chair and such other duties assigned by the SAWMPO.

**Section 6 - Line Of Succession** - At any given meeting when the chair and the vice-chair are absent, the first order of business at the meeting shall be the election of a temporary chair for that meeting.

## **Article VI - Staff Support and Financial Responsibilities**

**Section 1 - General Staff Support** - The staff of the SAWMPO may be the planning staffs of the COMMISSION, STAUNTON, WAYNESBORO, COUNTY, and/or any other agency so designated by the SAWMPO, with the assistance of the staff of VDOT.

**Section 2 - Allocation of Funds** - The SAWMPO shall prepare the annual Unified Planning Work Program which allocates Section 112 (FHWA PL) and Section 5303 (FTA) transportation planning funds to the appropriate transportation planning agencies located within the study area.

**Section 3 - Financial Records** - The financial records of the SAWMPO shall be maintained by COMMISSION staff at the direction of the SAWMPO.

**Section 4 - Fiscal Year** - The fiscal year of the SAWMPO shall be July 1 - June 30.

**Section 5 - SAWMPO Member Liability** - Individual SAWMPO members, acting as members of the SAWMPO, shall not be personally liable for any loss of funds as a result of acts performed in good faith while conducting the usual business of the SAWMPO.

## Article VII - Committees

**Section 1 - Technical Advisory Committee** - The SAWMPO shall create a Transportation Technical Advisory Committee composed of individuals with technical knowledge in transportation and land use matters to provide technical review, comment, and recommendations on transportation plans, programs, studies and other appropriate documents, and on regional transportation issues. The Committee shall integrate land use and environmental considerations into all of its activities in order to forge a stronger link between transportation, land use and the environment. The Technical Advisory Committee shall operate under the provisions described in the appropriate Articles of the SAWMPO Policy Board Bylaws.

- 1) The voting membership of the Technical Advisory Committee shall be composed of two (2) members representing STAUNTON, two (2) members representing WAYNESBORO, two (2) members representing the COUNTY, and one (1) member representing VDOT, and one (1) member representing the DRPT, for a total of 8 representatives. Non-voting members of the Technical Advisory Committee are similar to those from the Policy Board with the exception of the DRPT being represented as a voting member and the Regional Transit Agency or Agencies with one (1) non-voting member of the Technical Advisory Committee.
- 2) Representatives from STAUNTON, WAYNESBORO, the COUNTY, and DRPT may designate up to two (2) alternate members to serve in the absence of their regular representative(s). VDOT may designate up to three (3) specified alternate members.

**Section 2 - Special Committees** - The chair may from time to time establish such special committees as deemed desirable for the effective promulgation of SAWMPO affairs and shall appoint the members thereto with concurrence of the SAWMPO.

**Section 3 - Nominating Committee** - The chair shall appoint a nominating committee of three voting and/or nonvoting members of the SAWMPO no later than at least one meeting prior to the regular SAWMPO meeting at which time the election of SAWMPO officers is held. This provision shall not apply to the election of officers to the Technical Advisory Committee.

## Article VIII - Meetings

**Section 1 - Regular Meetings** - The SAWMPO shall establish a regular date and place for its meetings. The chair may establish an alternate meeting date to substitute for conflicts caused by holidays and any emergency reasons. Members will be notified at least seven (7) days in advance of a rescheduled meeting.

**Section 2 - Special Meetings** - Special meetings may be called by the chair. Special meetings shall be called by the chair on petition of one-third of the SAWMPO members. The aforementioned notice provisions shall apply.

**Section 3 - Public Hearings** - The SAWMPO shall conduct all public hearings required by law or if such hearings will be in the public interest.

**Section 4 - Meetings Open To The Public** - Meetings of the SAWMPO shall be open to the public. At least one period of time will be set aside during each meeting for general comments from the public. Members of the public may speak only during designated public comment periods. Public hearings will be held and other public involvement efforts will be made prior to major decisions in accordance with the SAWMPO Public Involvement Policy. The SAWMPO may hold closed sessions in accordance with the Virginia Freedom of Information Act.

**Section 5 - Quorum** - A simple majority, or four (4) of the seven (7) voting members of the SAWMPO Policy Board shall be required in order to constitute a quorum. At least one (1) voting representative from each of the three jurisdictions, STAUNTON, WAYNESBORO and the COUNTY, must be present in order to establish a quorum. Vacancies shall not be considered in the establishment of a quorum.

**Section 6 - SAWMPO Minutes** - The staff of the COMMISSION shall support the Secretary/Treasurer of the SAWMPO and shall assist the chair and vice-chair in preparing an agenda, conducting the meeting and preparing the minutes of each meeting. The minutes shall be presented at the next SAWMPO meeting for approval. After the minutes have been duly approved, said minutes shall be publicly available on the SAWMPO website, and shall be recorded in an official minute book of the SAWMPO.

## **Article IX - Coordination Responsibilities**

**Section 1 - Coordination** - The SAWMPO shall be responsible for the coordination of all transportation planning activities of the various transportation-related agencies that have both a direct and indirect impact on the Long Range Plan.

**Section 2 - Regional Review (A-95) Agent** - The SAWMPO shall act as the agent for those agencies applying for federal and state funds through the Unified Planning Work Program and Transportation Improvement Program, except when a funding agency otherwise directs, and shall submit the notice of intent application to the area wide clearinghouse pursuant to the requirements of Executive Order 12372 and the Commonwealth Intergovernmental Review Process.

## **Article X - Parliamentary Procedure**

Except as herein provided, all matters of procedure shall be governed by Roberts Rules of Order, latest revised edition.

## **Article XI - Amendments**

Any proposed amendment to these bylaws shall be presented in writing to the members of the SAWMPO and read at a regular SAWMPO meeting. The proposed amendment(s) shall be reviewed

and considered for approval at the next regularly scheduled MPO meeting or any subsequent regular meeting thereafter. At a regular meeting of the SAWMPO thereafter a majority vote of the full voting membership of the SAWMPO shall be required to adopt any proposed amendment to the bylaws.

### Article XII - Effective Date

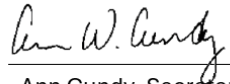
These bylaws and any amendments thereto, shall become effective immediately upon adoption by a majority of the full voting membership of the SAWMPO. The SAWMPO Policy Board amended the Bylaws on January 21, 2026.

SIGNED:



Brad Arrowood, Chairman  
Staunton-Augusta-Waynesboro  
Metropolitan Planning Organization  
Policy Board

ATTEST:



Ann Cundy, Secretary/Treasurer  
Staunton-Augusta-Waynesboro  
Metropolitan Planning Organization  
Policy Board