

**BY-LAWS OF METROPLAN, A COUNCIL OF LOCAL
GOVERNMENTS IN AND FOR CENTRAL ARKANSAS
A CORPORATION NOT FOR PROFIT**

ARTICLE 1. Name

The name of this Council of Local Governments in and for Central Arkansas shall be Metroplan.

ARTICLE 2. Purpose

It shall be the purpose of this corporation to serve as a council of local governments in and for Central Arkansas in order to:

(a) Encourage and permit local units of government to cooperate jointly with one another to improve the health, safety and general welfare of their citizens;

(b) Plan for the future development of the region to the end that transportation systems may be more carefully planned; and that the communities, areas and regions grow with adequate streets, utilities, health, education, recreational and other essential facilities; and in such a way as to promote the efficient use of public funds;

(c) Receive and expend federal and other funds; contract with the federal government and, as appropriate, contract with other units of government, private concerns or individuals for the performance of planning work and services;

(d) Exercise any powers heretofore or hereafter conferred upon it by the laws of the State of Arkansas; specifically, but not by way of limitation, this corporation shall have the powers, duties and functions as provided in Acts of Arkansas 1955, No. 26, as amended by Acts of Arkansas 1967, No. 29;

(e) Assist its members in carrying out any area plan or local plans or planning consistent with the program and means of the corporation including the provision of administrative machinery for coordination of programs by all or any of the members of the corporation.

ARTICLE 3. Membership

Section 1.

This corporation shall have no stockholding members.

Section 2. Application for Membership

Membership shall consist of governmental units within the area embraced by these by-laws when and as such units by passage of ordinance, minute order,

resolution, or other appropriate and legal action of its governing body and upon payment of the membership fee as set forth by Article 7 of these by-laws have indicated their desire to become members of the corporation and upon majority vote of the Board of Directors accepting their applications. Local governmental units eligible for membership shall include counties and cities that shall be geographically situated, in whole or in part, within the area as described in Article 3, Section 5 herein below.

Section 3. Withdrawal of Member

A member may withdraw from the corporation upon notifying the Board of Directors by resolution or other appropriate legal action of the governing body of such withdrawing member, and any withdrawing member may subsequently apply for readmission as a new member. The Board will establish an appropriate fee for readmitting a previous member.

Section 4. Arrears in Dues

A member which is more than six months in arrears in payment of its annual assessment as herein provided may be denied its voting privileges until such time as payment is made, such denial to be by action of a majority of the Board of Directors.

Section 5. Jurisdictions Eligible for Membership

Any county or city of the first class located within the Little Rock-North Little Rock-Conway Metropolitan Statistical Area, or its successor, if named differently, as designated by the United States Census Bureau may upon complying with the provisions of these by-laws be eligible for membership and may become members of this corporation.

Second class and incorporated towns which are members of Metroplan as of January 1, 2025 are eligible to remain full Metroplan voting members.

Section 6. Special Members

There are hereby created the following categories of special members:

(a) Transportation Special Members -- When dealing with transportation issues related to Metroplan's role as the Metropolitan Planning Organization for the Little Rock-North Little Rock-Conway metropolitan area, the Arkansas Department of Transportation, Rock Region METRO, the Little Rock Port Authority, and the Bill and Hillary Clinton National Airport shall sit as special members, each with a single vote. Transportation special members are not required to pay dues.

(b) Non-Voting Special Members – Non-voting members are entitled to a seat on the Metroplan Board but may not vote on any general or special business of the Board. Non-voting members shall pay \$500 per year in dues and may receive

services from Metroplan on a fee basis equal to the actual cost of the service. The following types of entities are eligible for non-voting membership in Metroplan:

(i) Cities and counties that are otherwise eligible for Metroplan membership, but whose boundaries lie in whole or in part outside of the transportation study area as defined by the Metroplan Board, may, at their discretion, apply for non-voting membership in Metroplan.

(ii) Unincorporated planned communities that have a population in excess of 5,000 and whose boundaries lie, in whole or in part, within the Little Rock-North Little Rock-Conway metropolitan area are eligible for non-voting membership in Metroplan. The county in which the unincorporated community is located must be a member of Metroplan, and the county judge of that county must approve the non-voting membership request of the community.

ARTICLE 4. Board of Directors

Section 1. Governing Body

The governing body of the corporation shall be known as the Board of Directors. The Board shall consist of the county judge of member counties and the mayors of member cities. If the county judge or mayor has been disqualified from representing their jurisdiction by virtue of a conflict of interest as determined by the Board of Directors, the governing body of the member jurisdiction will be asked to designate another elected official to represent their jurisdiction. However, on issues related to transportation, Transportation Special Members shall sit as members of the Board of Directors as defined in Article 3. Section 6. (a) of these By-Laws.

Section 2. Term of Office

A representative shall serve during the term of office to which he or she has been elected or appointed.

Section 3. Meetings

The Board of Directors shall meet at least once quarterly, with monthly meetings as required. The President may call special meetings upon written notice to the full membership. The notice must specify the time, place, and purpose of the special meeting.

Section 4. Quorum

Forty percent (40%) of the voting members of the Board shall constitute a quorum for the transaction of business.

Section 5. Voting

(a) For the normal conduct of business, each member shall have one vote. A majority of those present and voting shall prevail on an issue. Board members may appoint a designee for the purpose of casting a vote on their behalf.

(b) Any member may call for a weighted vote on any issue. The weighted voted shall be called prior to a vote. Upon a weighted vote, a majority of the total weighted votes shall prevail on the issue provided that majority has been cast by a minimum of three members.

(c) A member's weighted vote is proportional to the percentage that member paid of Metroplan's total dues revenue. For transportation items Rock Region METRO and the Arkansas Department of Transportation receive one vote each, each equivalent to 1% of the weighted vote.

(d) The weighted vote assigned to each member is established by the Board annually when it establishes the dues according to Article 7, Section 2 of these By-laws. Changes may be adopted during the year only to adjust for members joining or withdrawing from the organization.

Section 6. Corporate Officers

- (a) The Metroplan Board of Directors shall elect bi-annually (every other year) Corporate Officers – a president, vice president, and secretary-treasurer. The immediate past president shall also serve as a Corporate Officer.
- (b) Corporate Officers shall be either county judges or mayors of cities over 10,000 population and shall, collectively, represent Faulkner, Lonoke, Pulaski, and Saline Counties.
- (c) The Corporate Officers shall constitute Metroplan's Executive Committee.
- (d) A nominating committee, appointed by the president, shall recommend Corporate Officer candidates to the full Board of Directors.
- (e) Corporate Officers shall serve two-year terms starting January 1st following the biennial General Election.
- (f) The Executive Committee shall have the following duties:
 - a. Provide direction to staff and any advisory committees in fulfilling the duties and responsibilities of the organization.
 - b. Receive and consider reports and recommendations from staff and advisory committees.
 - c. Make recommendations to the Board of Directors on matters of policy, programs, projects, budget, and operations which fall under the purview of the organization.

Section 7. Advisory Committees

The Board shall have the authority to establish and appoint various committees as may be required to support and contribute to the programs and projects of the corporation.

- (a) Technical Coordinating Committee (TCC)

The purpose of the Technical Coordinating Committee (TCC) is to provide oversight of transportation project development and implementation, including oversight and review of long-range plans, technical studies, analyses, and iterative drafts. Voting membership on the TCC is composed of one appointee from each general-purpose government, transit agency, class 1 railroad, and the Arkansas Department of Transportation (ARDOT) that does not currently serve as member elect or proxy for the Metroplan Board of Directors.

(b) Small Cities Council

The Small Cities Council was created as a standing Board Committee for the purposes of focusing on the needs of the smaller cities in Metroplan's membership area. Any city or community under 10,000 population, including second-class cities and incorporated towns, within the Little Rock-North Little Rock-Conway Metropolitan Statistical Area is eligible to participate in the Small Cities Council. The Small Cities Council may make recommendations to the full Metroplan Board.

(c) County Caucuses

County Caucuses may meet to discuss issues relevant to each county, Metropolitan Transportation Plan projects, and the Transportation Improvement Program.

(d) Additional Committees

Additional committees may be standing or ad hoc in nature and may be composed of Board Members, other elected officials, technical and subject matter experts, representatives of organizations, and/or members of the general public.

ARTICLE 5. Duties of Officers

Section 1. President

The President shall preside at all Board of Directors and Executive Committee meetings, make necessary appointments, conduct activities, and transact business necessary to the operation of the corporation.

Section 2. Vice President

The Vice President shall perform the duties and functions of the President in his or her absence.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall counter-sign checks and approve payments and expenses as authorized by the Board of Directors. The Secretary-Treasurer shall ensure that an annual audit of the finances of the corporation be conducted and presented to the Board. The Secretary-Treasurer shall ensure that all permanent records of the corporation, its minutes, contracts, and other documents are maintained and available for review. The Office of Secretary-Treasurer should be filled with regard to logistical ease in performance of its administrative duties.

Section 4. Immediate Past President

The Immediate Past President aids the president, providing counsel and advice to agency officers. In the event that an immediate past president is unable to serve, this role will be filled by a veteran member of the board.

Section 5. Authorized Signatures

All Corporate Officers may be authorized to sign or attest documents, checks, or other legal instruments of the corporation.

Section 6. Terms of Officers

Corporate Officers shall serve for two years or until successors have been elected and qualified.

Section 7. Progression of Offices

The Office of Vice-President should be elected with the intention of further election to the Office of President at the conclusion of its two-year term, given the prerogative of the Board of Directors. The jurisdictions from which the President and Vice-President are selected should rotate between the member counties in regular succession.

ARTICLE 6. Executive Director

Section 1. Employment

The Board of Directors shall employ an Executive Director who shall be qualified by training and experience and shall serve at the pleasure of the Board.

Section 2. Chief Administrative Officer

The Executive Director shall be the chief administrative officer and serve as secretariat of the Board and shall, subject to the rules and regulations of the Board, act for and in the name of the corporation, and appoint and remove all subordinate employees of the corporation.

Section 3. Duties

The Executive Director shall prepare the annual budget of the corporation and shall faithfully execute all the duties and responsibilities vested in or required of him/her by the Board.

Section 4. Consultants and Contracts

The Executive Director shall recommend the employment of consultants to the Board and may execute all contracts and other formal agreements with such consultants on behalf of the corporation upon receiving authorization from the Board. *Contracts under \$40,000 do not require board approval if included in the Annual Budget.*

ARTICLE 7. Finance

Section 1. Funding Responsibilities

Members of the corporation shall provide funds for the payment of the corporation's expenses, and such funds shall be used by the corporation to match federal and other funds that may be contributed or paid to the corporation from time to time.

Section 2. Member Funding Obligations

The Board of Directors shall prepare or have prepared each year a budget reflecting the anticipated expenses and required income of the corporation for the succeeding calendar year.

The Board shall adopt a formula that will assign to each member its fair share of the budget and shall consider those factors which will contribute to the determination of each member's fair share of the budget.

The population of the jurisdiction shall be the primary determining factor in the calculation of membership dues. Counties' populations shall be based on the population of their unincorporated areas and of any second-class cities and incorporated towns in the county that are not dues-paying Metroplan members in their own right. The board shall establish minimum annual dues for full members as part of the budgeting process.

The Board shall transmit to each member not later than December 1 of each year a copy of the budget for the succeeding year and a list of members showing the allocated share of the budget for each member.

Section 3. New Member Obligations

A new member, having complied with the provisions of these by-laws as described in Article 3, herein, shall be assessed dues based upon the formula adopted under Article 7, Section 2, prorated based upon the elapsed portion of the year in which they join.

Section 4. Grants

The corporation may apply for, contract for, or receive and expend funds or grants from the State of Arkansas, the federal government, or any other source. The corporation shall have no power to levy any character of tax whatsoever.

Section 5. Depository and Authority To Expend Funds

Funds of the corporation shall be deposited in a depository to be designated by the Board and may be expended upon a duly signed check. All checks not exceeding a defined amount, to be periodically established by Board resolution, may be signed by one of the following Metroplan staff: Executive Director, Deputy Director, or Administrator. All checks exceeding that defined amount must be signed by one of the signatories above and countersigned by one of the following

Board members: the President, Vice-President, or Secretary-Treasurer as approved by the Board.

ARTICLE 8. Annual Report

Section 1.

The corporation shall prepare an annual report that shall be submitted to all members of the governing bodies of all member governmental units. The corporation shall have an annual audit made of its financial accounts and transactions during the preceding fiscal year and shall include a summary of such audit in its annual report.

ARTICLE 9. Date of Effectiveness

Section 1.

These by-laws shall become effective upon the adoption of them by a majority of the Board of Directors.

ARTICLE 10. Parliamentary Procedure

Section 1.

Robert's Rules of Order, Revised, shall be the authority on all questions of parliamentary procedure not covered by these by-laws.

ARTICLE 11. Amendments

Section 1.

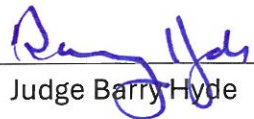
These by-laws may be amended by a vote of a majority of the entire Board of Directors, or by weighted vote, at any meeting of the Board provided at least two weeks written notification of the proposed changes has been distributed to the Board.

ATTEST: March 26, 2025

Secretary


Mayor Ken Kincade

President


Judge Barry Hyde

Adopted by the Metroplan Board of Directors
March 26, 2025



RESOLUTION 25-03
ADOPTION OF AMENDED METROPLAN BY-LAWS

WHEREAS, Metroplan is the officially designated Metropolitan Planning Organization (MPO) for the Little Rock-North Little Rock-Conway metropolitan area; and

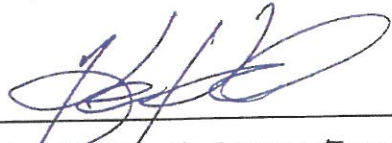
WHEREAS, the MPO is charged with the responsibility of developing and updating the long-range transportation plan cooperatively with the State and transit operators for the Central Arkansas Regional Transportation Study (CARTS) and developing and administering the CARTS Transportation Improvement Program (TIP) for the local governments, Rock Region METRO, and the Arkansas Department of Transportation (ArDOT); and

WHEREAS, that from time to time in its history, Metroplan's Board By-laws have required amending to address changing conditions and in order to improve and enhance the planning process; and

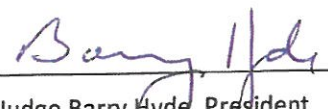
WHEREAS, the revisions reflect current operating procedures of Metroplan and the board has considered the recommendations of staff and Metroplan officers;

NOW, THEREFORE, BE IT RESOLVED, that the Metroplan Board of Directors does hereby approve and adopt the By-laws, as amended.

Duly recorded this 26th day of March 2025.



Mayor Ken Kincaide, Secretary/Treasurer



Judge Barry Hyde, President