

**BYLAWS OF THE
REGIONAL PLANNING COMMISSION OF
GREATER BIRMINGHAM**

**Adopted at Annual Meeting held January 29, 1996
Amended at Quarterly Meeting held March 26, 1997
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Amended at Annual Meeting January 31, 2007
Amended at Annual Meeting March 18, 2015**

**BYLAWS OF THE
REGIONAL PLANNING COMMISSION OF GREATER BIRMINGHAM**

**ARTICLE I.
Name**

The name of this organization shall be the Regional Planning Commission of Greater Birmingham (hereinafter “RPC” or “Commission”).

**ARTICLE II.
Objectives and Purposes**

Section 1. Objectives and Purposes. The objectives and purposes of the Regional Planning Commission of Greater Birmingham shall be to: (1) carry on continuous comprehensive planning for the region, assessing needs, resources, and development opportunities and formulating goals, objectives, policies, and standards to assure physical, economic, and human resource development; (2) prepare a regional plan thereof, consistent with state comprehensive planning and reflecting plans and programs of the participating governmental units which shall set forth policies for the development of the region in accordance with present and future needs and resources including policies for patterns of urbanization for the use of land and resources for commerce, industry, recreation, transportation, forestry and agriculture; for the development of human resources; and for administrative measures in support thereof; (3) prepare an annual regional development program to implement the policies contained in the regional plan, which program shall contain an analysis of the current status of regional development in relation to the regional plan and prior regional development programs, a review of trends affecting regional development, schedules of major program expenditures and activities and capital improvements together with financing plans; and recommendation for new programs or elimination of or change of existing programs and for changes in administrative

organization or procedures; (4) prepare and publish studies of the region's resources; (5) provide planning and technical assistance to governmental units and planning and development agencies within the region and coordinate regional planning activities with those of the state, of governmental units within the region and in neighboring regions, and with the programs of federal departments and agencies and regional Commissions and with other organizations, public, private non-profit in support of the Commissions objectives; (6) subject to applicable state laws, borrow money, and apply for and receive grant-in-aid, contributions, and any other forms of financial or other assistance from any sources, public or private, for the purposes of these bylaws; (7) review and comment on applications by governmental units within the region for state or federal loans, grants-in-aid, or other financial assistance and indicate their relationship to the regional plan and development program in the region; (8) adopt bylaws and issue rules and regulations for the conduct of its business; (9) make and enter into contracts and agreements; (10) acquire and dispose of real and personal property subject to applicable provisions of state law; (11) promote industrial and economic growth for the region by means of advertisement, recruitment, or by whatever method is deemed appropriate and approved by the Commission; (12) charge fees for services provided by the Commission; (13) employ an Executive Director and other employees and consultants, prescribe their duties, and fix their compensation; (14) perform other activities in furtherance of these bylaws, not inconsistent or contrary to state law; and (15) determine the name by which said Commission shall be called and certified.

Section 2. Duties. The duties of the Commission shall be to adopt bylaws and policies for the Commission except as delegated to the Board of Directors, approve a multi-year Agency Plan; approve other plans, proposals, projects as may be recommended by the

Board of Directors in order to meet the objectives and purposes of the Commission; meet regularly and otherwise communicate the issues, goals and needs of member governments and the region.

ARTICLE III. Commission Membership

Section 1. Membership. Membership in the Regional Planning Commission of Greater Birmingham (“RPC”) is open to each unit of local government in Blount, Chilton, Jefferson, Shelby, St. Clair, and Walker Counties.

Section 2. Representatives. Each governmental unit shall have one representative, except any city having a population of more than 200,000 shall have twenty (20) representatives, and each county having a population of more than 600,000 shall have (10) representatives and each additional county may have up to two representatives if required in order to meet provisions of Bylaws specifying Board of Directors’ membership. Each governmental unit may designate to membership exofficio, and without vote, either its chief planning officer or other staff member support to confirmation by the RPC membership. The voting members of the RPC and one alternate shall be appointed by the respective governing bodies of the respective governmental units participating and subject to compliance with RPC bylaws for membership. No member shall receive any compensation for his or her services rendered as a member of the RPC. Any member may receive reimbursement for his or her actual and necessary expenses associated with travel authorized by the Chairman and included in the Commission’s Annual Budget. Voting members shall be appointed for terms of four years to begin on January 1 of the year in which appointed. Vacancies occurring in the RPC shall be filled by the governing body appointing the position, which has been vacated.

Section 3. Dues. The annual dues shall be computed on a per capita basis according to the most recent U.S. Decennial Census and as established and approved by a majority of members of the Board of Directors. A schedule of dues shall be provided to the membership annually and maintained in the office of the RPC. Annual dues shall be paid no later than December 31 of any year or the governing body will be considered to be delinquent and subject to losing voting privileges. Members paying annual dues in quarterly installments shall make the quarterly payments no later than December 31, March 31, June 30 and September 30 of each year or such member will be considered to be delinquent and subject to losing voting privileges.

Section 4. Membership Status Report. The Treasurer shall receive a Membership Status Report from the Executive Director, quarterly in October, January, April and July of each year as to who are the paying or non dues paying members. The Treasurer will then submit this report to the Program / Budget Committee for their review and recommendations, who will in turn submit its recommendations to the Board of Directors for final action. Board of Directors' action may include removing members delinquent in dues payment after notification is given by certified mail as to the deadline to receive such dues. Members who are in arrears in payment of dues shall not be allowed to vote until such arrearage is satisfied nor shall members who are in arrears of payment of dues be allowed to serve on the Board of Directors until such arrearage is satisfied.

Section 5. Non-elected Citizens, Business Members, Minority Representation and Ex-Officio Memberships. A minimum of one-fourth and up to one-half of the voting representatives may be citizens, non-elected representatives designated by the member governments to serve. Subject to the designation of representatives by member

governments, the Commission should be comprised of minority members consistent with and at least equal to the racial composition of the regions population. Other members of business, citizen organizations may serve as ex-officio members, if approved by the RPC Board of Directors and provided there are reciprocal memberships in affiliated organizations where appropriate.

Section 6. Affiliated Organizations. The RPC may maintain affiliated relationships with other organizations as approved by the RPC Board of Directors.

Section 7. RPC/MPO Coordination. The RPC and MPO shall work as mutually supportive organizations. In assurance of such relationship, RPC and MPO policies, procedures, and projects will be coordinated through an RPC/MPO Coordinating Committee and Planning Advisory Committee. Duties of the RPC/MPO Coordinating Committee are to make recommendations on coordination between MPO and RPC. The purpose of the Planning Advisory Committee, consisting of technical staff will facilitate coordination of planning, transportation, development and community revitalization.

ARTICLE IV. Officers

Section 1. Officers. The members of the Commission shall at an annual meeting elect a Chairman, Vice Chairman, Secretary and Treasurer from among its membership. The Past Chairs still serving in their local government capacity will also serve as Officers. The Officers of the Commission shall also serve as Officers of the Board of Directors. The terms of Officers shall be for a period of two (2) years, or until successors are duly elected.

Section 2. Duties of Officers. The duties of Officers shall be as follows:

- A. The Chairman of the Commission, or in his absence the Vice-Chairman, shall preside over all meetings of the Commission and of the Board of Directors.
- B. The Chairman shall appoint the members of all committees of the Commission, except the Board of Directors subject to the confirmation of the Board of Directors.
- C. The presiding Officer shall preserve strict order and decorum at all meetings of the Commission. He shall state every question before the Commission, announce the decision of the Commission on all subjects, and decide on all questions of order. However, any member of the Commission may appeal any ruling to the Commission in which event, a majority vote of the Commission shall govern and conclusively determine the ruling appeal. The presiding Officer may vote on all questions.
- D. The Secretary shall keep a record of the names of the members of the Commission in attendance at each meeting of the Commission and of the Board of Directors. The Secretary shall furnish to each member of the Commission a copy of the official minutes of each meeting of the Board of Directors, within a reasonable time after the adjournment of each such meeting.
- E. The Treasurer shall keep or cause to be kept, a record of all the financial affairs of the Commission together with a record of all monies expended and all monies received by the Commission. The Treasurer shall render to the Chairman and Board of Directors a complete report of the financial

affairs conducted by the Commission at each Board of Directors meeting. The records of the Treasurer shall be at all times open to inspection of the Chairman and Vice-Chairman, and to any member of the Commission upon twenty-four (24) hours notice given by the member to the Treasurer.

**ARTICLE V.
Meetings**

Section 1. Meetings. The Commission shall hold regular meetings quarterly. The Chairman of the Commission shall notify the members of the date, hour, and site for the meeting, in writing, not less than ten (10) days prior thereto. Special meetings may be called by the Chairman of the Commission whenever in his opinion, the business of the Commission may be served thereby, or upon the written request of two (2) or more members of the Commission. Notice of the call of any special meeting shall be given in writing to each member of the Commission not less than seventy-two (72) hours if the notice has been properly addressed to each member and placed in the United States Mail, with correct postage thereon, before such meeting shall commence. All meetings of the Commission shall be open to the public.

Section 2. Quorum. There shall be no transaction of business by the Commission unless there shall be majority of voting members in good standing.

**ARTICLE VI.
Board of Directors**

Section 1. Size. There shall be a Board of Directors of the Commission composed of twenty six (26) members, plus the Past Chairs still serving in their local government capacity shall serve as members which said Board of Directors shall have the duty of

selecting such special committees as it deems necessary in order to expedite and further the purpose for which the Commission was established and created.

Section 2. Composition. The Board of Directors membership shall be composed of twenty six (26) members plus the Past Chairs still serving in their local elected capacity as members, four (4) of whom shall be the duly elected Chairman, Vice-Chairman, Secretary, and Treasurer of the Commission. All members of the Board of Directors and Officers shall be elected by the members of the Commission upon recommendation by the Nominating Committee. The Nominating Committee shall solicit nominations from all member governments in good standing and shall consider population balance, gender, minority representation, attendance in conjunction with the following to assure effective ongoing representation of all member governments. Composition of the Committee shall be composed of seven (7) members representing those cities having one member on the Commission; three (3) members from the members of the Commission appointed by Jefferson County; three (3) members from the members appointed by the City of Birmingham; seven (7) members selected at large from the membership; two (2) members from members appointed by Shelby County and one (1) member each from Walker, Chilton, St. Clair and Blount Counties; and the Past Chairs still serving in their local government capacity. The Officers of the Commission shall serve as the Officers of the Board of Directors during their term as Officers of the Commission. All members of the Board of Directors shall be elected for a term of (2) years or until their successors are elected. In considering nominations, the Nominating Committee shall not consider re-election of current members not complying with attendance requirements. The Board of Directors membership shall be composed of minority members consistent with and at least

equal to the racial composition of the regions' population and may include a minimum of one-fourth and up to one-half of its membership non-elected public officials, business or citizens representation of member governments at all times.

Section 3. Election. At the annual meeting held for even numbered years, there shall be elected to the Board of Directors for a period of two (2) years, the following: Three (3) members selected at large; four (4) members representing those cities having one member of the Commission, two (2) members from the members appointed by Jefferson County; one (1) member from the members appointed by the City of Birmingham; one (1) member from members appointed by Shelby County, one (1) member each from Blount and St. Clair Counties. At the annual meeting for odd numbered years, there shall be elected to the Board of Directors for a period of two (2) years the following; four (4) members selected at large; three (3) members representing those cities having one member on the Commission; one (1) member from the members appointed by Jefferson County; two (2) members from the members appointed by the City of Birmingham; and one (1) member from Chilton, Shelby, and Walker Counties.

Section 4. Designation of Alternates. Any member of the Board of Directors may designate an alternate, in writing and presented to the Board, to represent such member at Board of Directors' meetings and to have voting privileges, provided further that no member shall act as alternate for more than one (1) other member at any given meeting.

Section 5. Meetings and Quorum. The Board of Directors shall meet four (4) meetings per year. Meetings may be called by the Chair or by two (2) or more Board of Directors members and notification given not less than 48 hours prior to the meeting. There shall be no transaction of business by the Board of Directors unless there are at least

(excluding vacancies on the Board) a majority of seated members or their alternates present.

Section 6. Attendance Requirements. If any member of the Board of Directors shall fail to attend two (2) regular meetings of the four (4) regular meetings in one calendar year, the Board may vote to remove said member from the Board of Directors upon a majority vote of its members. Any member so removed shall be notified of the Board's decision by certified mail. The governing body appointing such member shall also be notified of such decision.

Section 7. Ex-Officio Members. Members may designate staff as ex-officio members. Members of business, citizen or other federal, state or local government organizations may be elected as ex-officio members of the Board of Directors upon vote of regular members of Board of Directors.

ARTICLE VII. Purpose and Duties of the Board of Directors

Section 1. Purpose. The purpose of the Board of Directors shall be to further the efficient management and conduct of the affairs of the Commission and to take such steps and do such things as require regular or early and immediate attention as shall be deemed necessary by the Board of Directors on behalf of and serving as a governing board for the Commission in accordance with the duties set out herein or when it would, in the Board of Directors' judgment, be impractical to call a meeting of the Commission.

The Board of Directors shall report its activities and transactions at the next following regular meeting of the Commission.

Section 2. Duties and Responsibilities. Duties and responsibilities without limiting the authority of the Board of Directors, said Board shall have the following specific

authority with such additional authority as is necessary to implement the performance of the following activities:

- A. To engage personnel or services deemed necessary to perform the function of the Commission and to establish salaries or compensation therefore, under such terms and conditions as it shall prescribe;
- B. To organize the Commission into such committees or other groups will in its judgment serve to efficiently accomplish the purposes or ends for which the Commission was established and created under law;
- C. To designate such programs of study and research as will promote the purposes for which the Commission was established and created;
- D. To publish such records, reports or findings, in writing as may in its judgment be of use or value to the public or other interested party or parties;
- E. At an annual meeting of the Commission in each calendar year, the Board of Directors shall publish a report, in writing, of its activities conducted during the past calendar year;
- F. To designate, by resolution duly adopted, such of its members and/or Executive Director as it may desire to execute on behalf of the Commission written contracts, grants and documents approved or otherwise authorized by the Board in stated duly adopted resolution, with any person, firm or corporation (government or otherwise) in the furtherance of the purposes for which the Commission was established and created;
- G. To make application for and to accept on behalf of the Commission any funds, gifts, donations, assistance or governmental grants, under such

conditions as it shall deem appropriate, not inconsistent with the power of the Commission, as prescribed by law; and

- H. To appoint a voting member of the Commission to serve the unexpired term of office of any Board of Directors' member vacating such office, provided, however that replacement of members serving on the Board of Directors shall be in accord with the provisions of Article VI, Section 2.
- I. To recommend an Agency Plan to the Commission and adopt an Annual Work Program and Budget.
- J. To adopt policies and procedures for financial operations recommended by the Finance Committee and personnel administration recommended by the Personnel Committee.
- K. To approve on behalf of or to recommend approval of regional plans, policies, programs in projects in accordance with the purposes and objectives of the Commission as stated herein.

ARTICLE VIII. Committees

Section 1. Committee Organization and General Policies. Article VII (B) of the Commission's Bylaws gives the Board of Directors the authority to establish such committees or groups as it feels are necessary to carry out the objectives of the Commission. Article IV 2B provides for the Chairman of the Commission to appoint committee members subject to confirmation by the Board of Directors. As its program takes shape, the Board of Directors recognizes that the organization of its committees and their interrelations will change; such changes, however, should be undertaken in accordance with these general policies. In addition to committees listed herein, special or

ad hoc committees may be appointed by the Chairman for special purposes such as a Legislative Committee, Long Term Fund Committee, others. Committee membership will be composed of the number of members specified in the Bylaws or additional members may be appointed in accordance with procedures set out herein if addition members are deemed necessary.

To insure that committees are used to the advantage of the overall Commission, committee structure must be kept in balance with and related to the progress of the planning program. Committees are expected to report on duties or assignments or activities as they relate to the Work Program and Agency Plan; and activities must be fully coordinated so that they reflect the central role of the Commission in regional growth and development.

The Chairman of each committee will be empowered to call meetings with a minimum 24 hour notification. In their deliberations and activities, the committees will be governed by the normal rules of parliamentary procedure. A majority of the committee members shall constitute a quorum and all actions and recommendations must be adopted by a majority vote.

Any member of a committee may designate an alternate, in writing and presented to the Chairman of the committee, to represent such member at committee meetings and to have voting privileges, provided however, that if the designated alternate is another committee member, such designation must be made separately for any given meeting and provided further that no member shall act as alternate for more than one (1) other member at any given meeting.

All findings and recommendations shall be reported promptly to the Board of Directors which will then take whatever action it deems appropriate.

Section 2. Administrative Committees. These shall be appointed as necessary to insure the proper conduct of the Commission's affairs and the supervision and implementation of its work program. They shall be composed entirely of members of the Commission or designees appointed by the Chairman of the Commission and the Committee Chairman shall be a member of the Board of Directors. These committees shall function generally on a continuing basis and their responsibilities relate to the administration or operation of the Commission's program as a whole. The Chairman of the Commission shall serve as ex-officio member of all Administrative Committees.

- A. Program/Budget Committee. Membership shall include nine (9) persons, appointed by the Chairman of the Commission; duties include reviewing and recommending Agency Plan, Work Program/Budget; terms shall be for two (2) years; shall meet bi-monthly or as needed.
- B. Finance Committee. Membership shall include five (5) persons appointed by the Chairman of the Commission inclusive of the Treasurer as Chairman; duties include review and reporting on Commission financial status; terms shall be for two years shall meet bi-monthly or as needed
- C. Personnel Committee. Membership shall include three (3) persons appointed by the Chairman of the Commission; duties include review and recommendations to the Board of Directors on personnel policies / procedures; serve as personnel review panel; evaluation of Executive Director; terms shall be for two (2) years; shall meet as needed called by Chairman of the committee

- D. Nominating and Board Development Committee. Membership shall include a minimum of seven (7) persons appointed by the Chairman of the Commission including a representative of each County; duties include nomination of Board of Directors and Officers and preparation of Commission membership roster consistent with bylaws; Committee will work with staff on Board development, attendance, etc.; terms shall be for two (2) years; shall meet quarterly or as needed and called by the Chairman of the Committee. The Committee shall also serve as Bylaws Committee.
- E. Leadership Committee. Membership shall be Officers of RPC (Chairman, Vice-Chairman, Secretary, Treasurer and Past Chairmen); duties are to advise or assist Executive Director and/or Chairman as needed on actions of the Board of Directors; terms shall be for two (2) years; shall meet as called by the Chairman.

Section 3. Advisory Committees. These committees will function in an advisory capacity and will enable the Commission to draw upon the wealth of ideas and experience available at-large in the community. To some extent their work may overlap that of other committees since their terms of reference may be confined to certain projects or expanded to include the entire program. These committees will be appointed as necessary on either a continuing or assignment basis. The Chairman of the Committee and at least two (2) members shall be members of the Board of Directors. Other members may be Commission members or others appointed by the Chairman of the Commission. The Commission's Executive Director will serve as an Ex-Officio member, and the services of Commission staff will be made available.

- A. RPC/MPO Coordinating Committee. Membership shall include one (1) representative from each RPC counties (Blount, Chilton, St. Clair, Walker, Jefferson, Shelby) designated by the Chairman of the each County Commission, MPO Officers or their designees and three at-large members appointed by the Chairman of the Commission of the RPC to assure urban and non-urban representation; may include staff, others as ex-officio; duties are to review and recommend policies, projects for coordination of urban and non-urban areas with RPC and MPO activities; terms shall be for two (2) years; shall meet quarterly
- B. Planning Advisory Committee. Membership shall be Technical / Planning staff of member governments appointed by the Chairman with confirmation by the Board of Directors upon recommendation from each member jurisdiction choosing to do so; duties are to review and recommend policies, projects, actions to the Board of Directors and to make recommendations relative to coordination of regional, transportation, development and community planning; terms shall be for two (2) years; shall meet bi-monthly or as needed.
- C. CEDS Advisory Committee. Membership shall be a minimum of 40 and a maximum of 50 persons and shall include elected and non-elected officials, citizens and business persons consistent with applicable state, federal, local guidelines appointed by the Chairman of the Commission and upon confirmation by the Board of Directors; duties are to advise Board of Directors on the Comprehensive Economic Development Strategy; terms

shall be for two (2) years; shall meet as needed, called by the Chairman of the Committee.

Section 4. Project Committees. These committees will be more specialized and will be organized to work in connection with a particular project or to achieve a particular objective. The scope of their activities will be circumscribed and they will be required to formulate recommendations to the Board of Directors and will be discharged upon completion of their assignments.

These Committees shall be appointed by the Chairman of the Commission from time to time as deemed necessary for the furtherance of the Commission's program and objectives. The Chairman of the Committee and at least two (2) members shall be members of the Commission. Other members can be drawn from the community at-large to represent organizations and fields of activities which relate to the basic assignment of the committee. The Commission's Executive Director will serve as an Ex-Officio member of all project committees and he and the staff will work with such committees in every way necessary and will be responsible for maintaining all project committee records. Within the limits imposed by their assignment, these committees will be free to consult with such individuals or organizations, as they deem necessary for the successful completion of their assignment. The composition of the committee must be approved by the Board of Directors and upon completion of its assignment, the committee will submit a report and/or recommendations to the Board of Directors and be discharged.

Section 5. Affiliated Committees and Organizations. The RPC may maintain affiliate relationships as approved by the Board of Directors with other organizations and committees, including but not limited to the following:

- Metropolitan Planning Organization
- The Center for Regional Planning and Design
- Birmingham Regional Economic Development Corporation

The terms and conditions of such affiliate relationships will be defined in writing.

Section 6. Collaborative Committees and Organizations. In conjunction with or in lieu of RPC project committees the RPC may collaborate with another organization, committee or agency as part of a collaborative committee, work group, task force, etc. as agreed to by the Board of Directors.

ARTICLE IX. Parliamentary Authority

The rules contained in the current edition of Robert Rules of Order, Newly Revised, shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Commission may adopt.

ARTICLE X Amendments of Bylaws

Any Section herein contained may be amended at any meeting of the Commission, provided such amendment be delivered to the Chairman of the Commission at least ten (10) days prior to the meeting at which the amendment setting out the exact form of the proposed amendment. Such amendment shall be adopted if it receives the affirmative vote of a majority of the members in good standing.