

BYLAWS
OF THE
DELAWARE VALLEY REGIONAL PLANNING COMMISSION

I. **Seal**

The seal of the Commission shall be as affixed hereto.

II. **Membership**

A. **Members and Alternates.** The membership of the Commission shall be as provided in the legislation creating the Commission. The appointing authority, by the provisions of the DVRPC Compact, designates the Member and may in writing, received not later than commencement of the first meeting at which it is to be effective, designate the Member's alternate or alternates, such designation to be presumed to remain effective concurrently with the Member's term of appointment unless specified to the contrary or sooner revoked.

In the absence of an expression regarding alternates from the appointing authority, a Member may in writing, received not later than commencement of the first meeting at which it is to be effective, designate his alternate or alternates, such designation to be presumed to remain effective concurrently with the Member's term of appointment unless specified to the contrary or sooner revoked.

The appointing authority, a Member or an alternate may name a temporary alternate for any specific meeting or portion thereof, who shall be acknowledged by the Chair and whose recognition shall be presumed unless it is otherwise voted.

In the absence of their members, alternates present at meetings shall have all the prerogatives of the members they represent.

B. **Non-Voting Federal Members.** The Federal Highway Administration, Federal Transit Administration, U.S. Environmental Protection Agency, and the United States Department of Housing and Urban Development, may each appoint not more than two representatives to the Commission.

The federal

representatives shall have no vote in any matter, but shall be entitled to the communications of and to make recommendations to the Commission as fully as are voting members.

- C. Non-Voting State Members. The Pennsylvania Department of Environmental Protection and the New Jersey Department of Environmental Protection may each appoint one representative to the Commission. The Regional Director, Southeast Regional Office, Pennsylvania Department of Community and Economic Development, is also invited to participate in activities of the Commission, as is a representative of the New Jersey Office for Planning Advocacy, or successor agencies. The state representatives shall have no vote in any matter, but shall be entitled to the communications of and to make recommendations to the Commission as fully as are voting members.
- D. Non-Voting Transit Operators and Regional Agencies. The General Managers of the Southeastern Pennsylvania Transportation Authority (SEPTA), New Jersey Transit (NJ Transit), Port Authority Transit Corporation (PATCO), and the Chief Executive Officer of the Delaware River Port Authority (DRPA), or their designated alternates, are invited to participate in activities of the Commission. These representatives shall have no vote in any matter, but shall be entitled to the communications of and to make recommendations to the Commission as fully as are voting members.

III. Meetings

- A. Regular Meetings. The Commission shall hold not less than ten monthly meetings each year, according to an annual schedule adopted by the Commission, modification of which shall only be by Commission action at a previous meeting. Meetings shall be held at the offices of the Commission, or at such places as shall be designated and advertised. All members of the Commission may sit in attendance at Executive Committee meetings. All regular meetings of the Commission shall be open to the public.
- B. Special Meetings. Special meetings may be called by the Chairman of the Commission at any time on ten (10) days' notice in writing of the time, place, and general business to be transacted. The Chairman shall call a special meeting on the request of not less than one-third (1/3) of the members of the Commission.
- C. Public Meetings and Notification. All regular meetings of the Commission shall be advertised in a newspaper of general circulation once in each

calendar year or fiscal year and shall show the regular date and time of such meetings and the place at which they are held. Meeting notices and agendas will also be posted on the DVRPC website in advance of each meeting.

Public notice of at least 24 hours shall also be given of all special meetings and re-scheduled or re-located meetings.

Public meetings will be held prior to the adoption of DVRPC's Long-Range Plan, TIP, and other major amendments. Authorization to proceed with public distribution of pertinent materials and to hold public meetings must be sought from the DVRPC Board. Notification via legal advertisements in newspapers of general circulation as well as minority and alternative language newspapers, will be provided in advance of these meetings. The period for public review shall meet or exceed all state and federal requirements. Public meetings will be conducted in locations that are ADA accessible and convenient to public transit, when possible. Sign language interpreters or other auxiliary aid requests will be provided to the degree possible if requested in advance.

- D. Meeting Cancellation: In the event that a meeting of the Commission must be cancelled due to inclement weather or any other circumstance, a meeting may be called to address any action item(s) on the agenda deemed essential to carry out the immediate business of the Commission. In such event, a notice of the meeting cancellation including the date, time and place of the new meeting will be sent to members and posted on the DVRPC website as well as at the DVRPC offices, if possible, providing instructions for public comment. A period of seven (7) days will be made available for the submission of public comments, which will be forwarded to all members. DVRPC will host the meeting, which will be open to the public. Members may participate in person or via conference call. Voting on any action item at this meeting must include a proper motion and second, and a quorum vote in accordance with the voting policies of the Delaware Valley Urban Area Compact. A record of the vote will be memorialized in the minutes presented for adoption at the next regular meeting.

IV. Quorum and Vote

A quorum of the Commission for the purpose of transacting business at any Commission meeting shall exist only when there are present at least five members or alternates from each of the party States; including at least two of three State officials or appointees or their alternates from each State. No action of the Commission shall be effective and binding unless a majority of each party State's representatives who are present at such meeting, including at least two of

the three State's officials or appointees or their alternates, shall vote in favor thereof.

V. **Officers**

- A. **Board Officers.** The Board shall elect a Chair, Vice Chair, a Secretary and a Treasurer from among its membership and may elect such other officers as it desires from among its membership. The respective selection of Chair and Vice Chair only shall alternate annually between the States of Pennsylvania and New Jersey. The term of office for officers of the Commission shall be one (1) year, from July 1 to June 30. The Vice Chair, and either the Secretary or Treasurer, shall not represent the same State as the Chair. The Chair or the Vice-Chair shall be selected from among the state officials or appointees of each party State; the remaining officer shall be selected from among the members representing the counties and municipalities.
- B. **Representation.** In addition to the distribution requirements as provided for in Article V(A) herein, the Board should strive for a distribution of officers, including Board Chair, among the counties and municipalities of the Commission.
- C. **Nominating Committee.** A Nominating Committee consisting of up to six (6) members, including two (2) state officials or representatives from each state and one (1) city or county representative from each state shall be designated at the regular April meeting of the Commission. The Nominating Committee shall meet or discuss as needed to identify a slate of officers to fill all offices in accordance with this section. Board members that desire to serve as an officer should indicate as such in writing to the Nominating Committee or at a regular Board meeting. The Nominating Committee will report its recommendation for information at the regular May meeting of the Commission, where additional nominations may be taken from the floor, and for action at the June meeting.
- D. **Elections.** Election of officers of the Commission shall take place at the regular June meeting of the Commission. At that meeting, the Nominating Committee will present its recommended slate of officers, together with any nominations taken from the floor. If the Nominating Committee does not have a recommendation, then all nominations will be taken from the floor. In the case of a single candidate for each office, the Board will vote for those candidates in accordance with the voting procedures described herein. In the case of multiple candidates for one or more office, each Board member will be called for a poll vote to designate among the candidates. The candidate that receives a majority of each state's votes, including at least two of the

state officials from each state, will be the selected officer.

- E. Alternates. In the absence of officer-members from all or a portion of any meeting, their alternates shall act such respective officers ProTem during such absences, unless a different officer ProTem be elected for any particular such absence.
- F. Vacancies. If a vacancy occurs in the office of any of the officers of the Commission during the term for which such officer was elected, his successor, meeting all statutory requirements, shall be elected from the same State to complete the unexpired term; such election to be held at any regular meeting of the Commission.
- G. Duties of Officers
 - 1. The Chair of the Commission shall preside at all meetings and appoint all committees, and shall perform such other duties as the Commission may from time to time order.
 - 2. The Vice-Chair shall perform such duties as the Chair may from time to time order. In the absence of both the Chair and the Chair's alternate, the officer next in rank, or his alternate, shall

preside, unless a different officer ProTem be elected as provided for in Article V (E) herein.
 - 3. The Secretary shall be the custodian of the seal of the Commission and of all official records and documents of the Commission, and shall keep accurate minutes of the meetings of the Commission. The Secretary shall execute any legal instruments and documents on behalf of the Commission as may be directed by the Commission or the Executive Committee, and, on behalf of the Commission, certify, when required, copies of records, and shall perform such other duties as may be directed by the Commission. Duties of the Secretary may be delegated in writing to the Commission's Staff.
 - 4. The Treasurer shall have custody of the indemnity and surety bonds ordered for the use, benefit, and protection of the Commission, and shall be obliged to see that such bonds are at all times in full force and effect, and in the event that such bonds are cancelled or are not renewed, the Treasurer shall immediately report the same to the Executive Committee; the Treasurer shall likewise be the legal custodian of all legal documents and such other papers as normally fall within the control of a Treasurer. The Treasurer shall prepare and submit to the

Commission and to the Executive Committee an annual report of the fiscal affairs of the Commission.

VI. **Committees**

- A. Executive Committee. The functions and membership of the Executive Committee shall be as prescribed in the legislation establishing the Delaware Valley Regional Planning Commission.
- B. Regional Technical Committee
1. The Regional Technical Committee shall review regional plans, programs and policies, with due consideration of their budgetary and work program implications to the Delaware Valley Regional Planning Commission, and make recommendations to the Executive Committee and the Board pursuant to such review. It shall consider the relevance of federally-aided projects to regional plans, programs and policies and shall consider and make recommendations concerning any other matters referred to it by the Board or by the Executive Committee.
 2. The membership of the Regional Technical Committee shall include one voting representative appointed by each of the voting and non-voting members of the DVRPC Board. Representatives of federal agencies shall serve without vote. The Board may by resolution appoint other voting or non-voting members.
 3. The Regional Technical Committee shall, at such time and place as shall be designated by such Committee, elect a Chair and a Vice-Chair for such term as shall be designated by such Committee and shall meet at such times as may be designated by the Committee at the offices of the Commission or at such other place as may be designated by the Committee at the preceding meeting.
 4. The Chair of the Regional Technical Committee shall, at the request of either the Board or the Executive Committee, call a special meeting at any time on five (5) days notice in writing setting forth the time, place, and general business to be transacted.
- C. Ethics Committee. The functions and membership of the Ethics Committee shall be as prescribed in the Code of Ethics of the Commission found in Article IX, of these Bylaws.
- D. Other Committees. The Commission may, by resolution, establish committees to consider problems affecting sub-areas of the region, or to

consider other special problems, or for any other purpose deemed desirable by the Commission, which shall have such membership meet at such times, and consider such problems as the Commission shall determine, and shall make recommendations concerning such problems to the Commission.

VII. **Conduct of Commission Meetings**

- A. The Chair of the Commission shall submit the agenda for all meetings and make available to each member a copy thereof at least five (5) days in advance of the meeting, simultaneously with notice of the meeting. In the event of any controversy regarding the conduct of any meeting, Robert's Rules of Order, 11th or most current Edition, shall be followed, except as varied by any express provision of the Bylaws.
- B. Since all formal actions taken by the Commission are actions of its Executive Committee and Board, all Executive Committee and Board meetings shall be public meetings open to the public at all times, excepting, however, any executive session of a Board or Executive Committee meeting held for a period not in excess of thirty minutes and held for the purpose of considering dismissal or disciplining of, or hearing complaints or charges brought against any officer, employee or member of the Commission or held for the purpose of considering personnel and labor negotiations. The minutes of all public meetings of the Commission shall be taken and recorded, and shall be open to examination and inspection by the public.

VIII. **Executive Director**

The Executive Director shall have general supervision over the staff and work program of the Commission and shall be charged with the responsibility of carrying out the policies of the Commission. The Executive Director shall appoint on the basis of merit, remove, suspend, and promote agents or employees of the Commission, and, within the Pay and Classification Plan and annual complement adopted by the Executive Committee, determine their duties and compensation; except that the appointment of the Deputy Executive Director and Division Directors shall be subject to the approval of the Executive Committee. The Executive Director shall attend all meetings of the Commission and its various Committees unless otherwise directed, and keep minutes of the said meetings. The Executive Director shall establish procedures consistent with the Executive Committee rules for management of the Agency's work program and business affairs.

IX. **Code of Ethics**

A. **Preamble.** It is essential that the conduct of public officials shall hold the respect and confidence of the people. Public officials must, therefore, avoid conduct which is in violation of their public trust.

B. **Definitions**

1. "Affiliated Person" shall mean any employee, consultant or professional advisor compensated by the Delaware Valley Regional Planning Commission.
2. "Appointing Authority" shall mean any person or any member of any public body appointing the commissioner or affiliated person.
3. "Code" shall mean the Code of Ethics of the Delaware Valley Regional Planning Commission as set forth in Article IX of its Bylaws.
4. "Commission" shall mean the Delaware Valley Regional Planning Commission.
5. "Commissioner" shall mean a person or his alternate duly appointed to voting or non-voting membership on the Delaware Valley Regional Planning Commission, including members of the Executive Committee or their alternates.
6. "Compact" shall mean the Delaware Valley Urban Area Compact, as approved by the State of New Jersey (L. 1966 c.149), and the Commonwealth of Pennsylvania (Act of June 30, 1965, P.L 153) as amended by both such States.
7. "Conflicting Interest" shall mean the possession by a person of such interest in a matter that, as result of action he has taken with respect to such matter, the value of any real property or tangible or intangible personal property he holds or controls legally or equitably, or which is owned, held or controlled legally or equitably by his immediate family, or any member thereof, is or may be affected by actions of the Delaware Valley Regional Planning Commission. Membership on, employment by, affiliation with, or receipt of compensation from any other governmental instrumentality having business before the Commission or located within the Commission's jurisdiction shall not of itself constitute a conflicting interest, but such status shall be disclosed in accordance with Section L hereof.

8. "Ethics Committee" shall mean the standing committee of the Delaware Valley Regional Planning Commission, established in Article VI, Section C of these By-Laws and whose functions and membership are set forth in Article IX of these Bylaws.
 9. "Immediate Family" shall mean father, mother, brother, sister, son, daughter, husband, wife, or domestic partner.
 10. "Ownership, control or interest in a corporation" shall mean ownership or control, directly or indirectly, legally or equitably, or more than 10% of the stock of a corporation other than a professional corporation.
 11. "Person" shall mean a natural person, corporation, trust, partnership or other recognized legal entity.
- C. No commissioner, appointing authority or affiliated person shall accept from any person, whether directly or indirectly and whether by himself or through any member of his immediate family, or any members thereof, any gift, favor, service, employment or offer of employment or any other thing of value under circumstances from which it might reasonably be inferred that such gift, service or other thing of value was given or offered for the purpose of influencing him in the performance of his official duties with the Commission, except that nothing in this section shall preclude any commissioner, appointing authority or affiliated person from accepting a lawful contribution to his campaign for elective public office.
- D. No commissioner, appointing authority or affiliated person, whether by himself directly, or indirectly through any other person, whether or not for consideration, shall either agree to or in fact represent, appear for, or negotiate on behalf of any person other than the Commission in any negotiations for the lease, sale or purchase of any interest in any real or personal property or services by the Commission or in any cause, proceeding application, project, plan or other matter pending before the Commission.
- E. No commissioner, appointing authority or affiliated person shall have or acquire directly or indirectly any conflicting interest in any real or personal property, tangible or intangible, or any contract or proposed contract for the lease, sale or purchase of such property to be executed by the Commission without immediately filing with the Commission a written notice of the nature and extent of such interest. Upon the filing of such notice, the name of such commissioner, appointing authority or affiliated person, together with the

nature and extent of the disclosed interest, shall be recorded in the minute book of the Commission, and this information shall be held open to public inspection and copying.

- F. No commissioner, appointing authority or affiliated person shall vote, make recommendations or suggestions or otherwise participate in the decision making process on any measure, proposal, cause, application, contract, decision or other matter coming before the Commission when such commissioner, appointing authority or affiliated person has a conflicting interest in the outcome without fully disclosing in advance to the Commission all the circumstances of such conflicting interest.
- G. No commissioner or affiliated person shall knowingly use or attempt to use his office, position or employment with the Commission to seek a favor, gratuity or other special consideration for himself or others, including any appointing authority.
- H. A violation of any of the aforementioned provisions of the code may constitute cause for the removal or suspension of a commissioner or affiliated person by those authorized to remove or suspend such commissioner or affiliated person.
- I. The code shall be administered by the Ethics Committee, established by Article VI of the Bylaws of the Commission.

1. Organization

The Ethics Committee shall be composed of seven (7) commissioners who shall include the Chair of the Commission, and, from each compact State, one State representative, one county representative, and one municipal representative. The members of the Ethics Committee shall be selected by the Chair of the Commission immediately upon the approval of the code and, thereafter, at each successive annual reorganization meeting. Each appointed member shall serve on the Ethics Committee for the period ending with the next annual reorganization meeting and until their successors are appointed. Each appointing authority may designate a second alternate to serve in the event of the absence, disability or disqualification of a commissioner or alternate. A vacancy occurring on the Ethics Committee shall be filled by the Chair of the Commission and the appointee to such vacancy shall hold such office for the remaining unexpired term.

2. Function

The Ethics Committee shall be authorized to:

- (a) Take all necessary and appropriate steps to insure the effective administration and implementation of the code;
 - (b) Conduct investigations and hold hearings;
 - (c) Render advisory opinions as to whether a given set of facts and circumstances would, in its opinion, constitute a violation of the provisions of the code, and
 - (d) Initiate, receive, hear and review complaints regarding violations of the code.
- J. Whenever a commissioner or affiliated person is uncertain as to whether a course of conduct is violative of the code, he shall have the right to request an advisory opinion from the Ethics Committee. The procedure for processing such requests shall be as follows:
- 1. A request shall be submitted to the Chair of the Committee in writing and shall contain the exact question on which the Ethics Committee's advisory opinion is being requested together with a statement describing all the pertinent facts underlying such question.
 - 2. Upon the receipt of a request, the Ethics Committee shall undertake an immediate examination of the facts and issues involved and render an advisory opinion to the commissioner or affiliated person requesting it.
 - 3. In the event that the advisory opinion rendered by the Ethics Committee indicates that no violation of the code has occurred, the matter shall proceed no further.
 - 4. In the event that the advisory opinion rendered by the Ethics Committee indicates that a violation of the code has occurred, then the provisions hereinafter set forth shall apply.
- K. A complaint alleging a violation of the code by a commissioner or affiliated person may be filed with the Chair of the Committee by any person. The procedures for processing such complaints shall be as follows:
- 1. The complaint shall be in writing and shall contain the name of the commissioner or affiliated person against whom it is being filed, who shall be known as the respondent, and a description of the facts alleged to constitute a violation of the code.

2. Upon receipt, the Ethics Committee shall immediately submit a copy to the respondent and conduct a private investigation into the charges made and, after affording the respondent an opportunity to be heard, and to confront and cross-examine all witnesses against him, shall determine whether a violation of the code did occur.
 3. Whenever the Ethics Committee concludes that an affiliated person has violated the code, and has filed or refused to eliminate same, the Commission shall review a report to be furnished by the Ethics Committee, and, if it concurs in the conclusion, may order such affiliated person to eliminate the violation or may suspend or terminate its relationship with such person as the Commission deems appropriate, provided, however, that an affiliated person shall not be suspended or terminated for violation of the code without first being accorded notice and an opportunity to be heard before the Commission on the record made before the Ethics Committee.
 4. Whenever the Ethics Committee concludes that a commissioner has violated the code, and has failed or refused to eliminate same, the Commission shall review a report to be furnished by the Ethics Committee, and, if it concurs in the conclusion, may order the commissioner to eliminate such violation or may recommend to the appropriate appointing authority that such commissioner be removed from office, provided, however, that a commissioner shall not be subject to such a recommendation of removal for violation of the code without first being accorded notice and an opportunity to be heard before the Commission on the record made before the Ethics Committee.
- L. Every commissioner shall file with the Commission a duly sworn statement disclosing all his business interests and affiliations which constitute sources of income, without disclosing the amounts of same. Such statement shall identify only those business interests and affiliations which are located, own property, or transact business within the area serviced by the Commission. The commissioners must also identify any governmental agency from which they receive compensation. These statements shall be held open to public inspection, and shall be filed within one month of the adoption of this resolution and be revised at each annual organizational meeting of the Commission. Each commissioner shall be under a continuing responsibility to amend this disclosure statement upon every change in his business interests or affiliations or in his sources of income.
- M. A copy of the code shall be given to each present commissioner, appointing authority and affiliated person, and shall hereinafter be given to each new

commissioner or affiliated person upon appointment to or affiliation with the Commission.

X. **Amendment of Bylaws**

These Bylaws may be amended by the following procedure:

- A. A proposal to amend the Bylaws must be distributed to every member of the Commission at least ten (10) days prior to the regular meeting of the Commission.
- B. The matter must appear on the published agenda for the regular meeting.
- C. The amendment must be voted upon favorably at the regular meeting by a majority of the voting membership of the Commission in accordance with quorum and voting requirements of Article IV.