

**ARTICLES OF AGREEMENT
MAPA REGIONAL TRANSPORTATION ASSOCIATION**

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ARTICLE I ORGANIZATION

SECTION 1.01 NAME The name of the organization formed by this Agreement shall be the METROPOLITAN AREA PLANNING AGENCY - REGIONAL TRANSPORTATION ASSOCIATION (hereinafter referred to as MAPA-RTA).

SECTION 1.02 STATUTORY AUTHORITY The undersigned units of governments enter into this Agreement under and by virtue of the power to do so granted by Chapter 28E, Section 28E.1 through 28E.15, entitled "Joint Exercise of Governmental Powers", Code of Iowa, as amended.

SECTION 1.03 PURPOSE MAPA-RTA is an Iowa regional transportation planning association, the purpose of which is to prepare a regional transportation plan and program in accordance with the Intermodal Surface Transportation Efficiency Act (ISTEA) of 1991.

SECTION 1.04 GEOGRAPHIC LIMITS The MAPA-RTA Geographic region and the region within which MAPA-RTA shall perform its functions under this Agreement shall be that geographic area comprised of Harrison, Mills, Pottawattamie and Shelby Counties in Iowa which may be extended to include adjacent territory upon approval of the MAPA Board of Directors and the MAPA-RTA policy board.

ARTICLE II MEMBERSHIP

SECTION 2.01 MEMBERS Membership in MAPA-RTA shall be synonymous with the counties to this Agreement and cities exceeding 5,000 population within those counties.

SECTION 2.02 RESPONSIBILITIES OF MEMBERS All members of MAPA-RTA shall have the responsibility to adopt and execute this Agreement; to attend and participate in all officially called meetings; to provide cooperation with MAPA-RTA and members of MAPA-RTA; to accept appointments to advisory committees, and to perform other related duties as requested by the policy board.

SECTION 2.03 PRIVILEGES OF MEMBERS All members of MAPA-RTA shall have the privilege to attend all meetings of the MAPA-RTA policy board and advisory committees; and to avail their respective jurisdiction of the technical and advisory services provided by MAPA-RTA.

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SECTION 2.04 MEMBERS IN GOOD STANDING County members of MAPA-RTA shall be members in good standing when the respective member county has fulfilled its financial obligations to MAPA-RTA as prescribed in ARTICLE V. Members of MAPA-RTA other than county members, shall be members in good standing as long as their respective parent county is considered to be in good standing.

ARTICLE III POWERS

SECTION 3.01 GENERAL POWERS MAPA-RTA shall have the power to review and amend this Agreement; to establish and adopt operating by-laws for the policy board of MAPA-RTA; and to appoint advisory committees to assist the policy board of MAPA-RTA.

SECTION 3.02 PLANNING POWERS MAPA-RTA shall also have the power to undertake transportation planning studies, adopt program and project plans or reports and recommend implementation of such plans or reports, and to schedule and conduct public hearings.

SECTION 3.03 CONTRACTING POWERS MAPA-RTA shall also have the power to contract with member and non-member general and special purpose units of government, boards, agencies, commissions and authorities for the provision of transportation planning services; to contract with state, federal and private agencies or organizations for technical or financial participation in transportation planning programs and projects, and to contract with consulting firms and professional organizations for transportation technical and professional services.

SECTION 3.04 CONSTRAINTS ON POWER All other powers such as administrative, financial etc. shall be the responsibility of MAPA as authorized by the current MAPA Interlocal Agreement.

ARTICLE IV POLICY BODY

SECTION 4.01 NAME OF POLICY BODY The name of the governing and policy body of MAPA-RTA shall be the policy board.

SECTION 4.02 COMPOSITION OF THE POLICY BODY The policy board shall be comprised of the chairmen of Board of Supervisors from each county named in Section 1.04 and the Mayor of each city exceeding 5,000 population within those counties named in SECTION 1.04 The officers of the policy board shall consist of the Chairman, Vice Chairman, Secretary and Treasurer.

SECTION 4.03 MEMBERS-ALTERNATE REPRESENTATIVES Members may officially designate, by written notice to the presiding officer, a maximum of two alternate officials to act in their behalf during such member's absence at official meetings of the policy board.

SECTION 4.04 QUALIFICATIONS FOR OFFICERS The Chairman and Vice Chairman shall be elected officials officially representing their respective member jurisdictions. The Chairman and Vice Chairman shall not be representatives from the same county. The Secretary shall be the MAPA Program Director. The Treasurer shall be the MAPA Secretary/Treasurer.

SECTION 4.05 ELECTION AND APPOINTMENT OF OFFICERS The Chairman and Vice Chairman of MAPA-RTA shall be elected by an affirmative vote of the majority present at the regularly scheduled meeting of the board immediately preceding July 1 each year and shall assume office on July 1 following the election.

SECTION 4.06 TERMS FOR OFFICERS The Chairman and Vice Chairman shall be duly elected or appointed for a term of one year and are eligible to succeed themselves through duly appointive or elective action.

SECTION 4.07 VACANCIES IN OFFICES A vacancy in the offices of Chairman and Vice Chairman shall be filled by an affirmative vote of the majority present at the board meeting after the vacancy occurs. Any vacancy so filled shall be for the remainder of the unexpired term.

SECTION 4.08 REMOVAL OF OFFICERS The Chairman or Vice Chairman may be removed from office for good and sufficient cause and recorded in the minutes of the policy board by an affirmative vote of sixty-six and two-thirds percent of all the members of the policy board.

SECTION 4.09 DUTIES OF OFFICERS The Chairman shall preside at all meetings of the policy board; shall execute policy board resolutions, transportation planning grant applications, contracts, and other official documents of the policy board; shall provide for official notice of all official meetings of the policy board; and shall determine items of business to be considered at all official meetings of the policy board. In the absence of the Chairman, the Vice-Chairman of the policy board shall perform the duties of the Chairman.

The Secretary shall perform the duties of the Chairman and the Vice-Chairman in the absence of both officers; shall record, certify and publish minutes of all regular and special meetings of the policy board; and shall certify true copies of all official documents of MAPA-RTA.

The Treasurer shall receive, deposit with the official MAPA depository, and co-sign warrants for disbursement of MAPA-RTA planning funds as authorized by the policy board; shall keep complete records of all financial transactions of MAPA-RTA; shall prepare a quarterly financial and an annual financial report for

the MAPA-RTA Board; and shall prepare other financial reports upon requests of the MAPA-RTA policy board.

The Legal Counsel of MAPA shall render opinions on legality of proposed actions by MAPA-RTA, the policy board and staff; shall review contracts for services being considered by MAPA-RTA and advise officials and staff as to the legal form; shall render opinions on legal status of MAPA-RTA; and shall otherwise provide advice and legal services to MAPA-RTA as may be requested by the policy board of MAPA-RTA.

SECTION 4.10 MEETINGS OF THE POLICY BOARD The policy board may schedule one official meeting during each month of the year. The policy board may postpone such meeting to another date or cancel if the situation warrants. Special meetings of the policy board may be called by the Chairman or at the written request of any three members of the policy board. Items of business to be considered at special meetings shall be limited to items listed in the meeting agenda. Time and place of all monthly meetings and special meetings of the policy board shall be determined by the Chairman of the policy board. Written notice stating the time, date and place of all monthly meetings of the policy board and an agenda enumerating items of business to be considered at such meetings shall be served upon or mailed to each member of the board at least six days in advance of monthly meetings and at least twenty-four hours in advance of special meetings.

SECTION 4.11 QUORUM FOR MEETINGS The presence of fifty percent of the total membership of the policy board at an officially called meeting shall constitute a quorum.

SECTION 4.12 VOTING Each member in good (financial) standing of the policy board shall have one vote on matters of business before the policy board with the exception of the following:
The member representing Pottawattamie County will be entitled to two votes.

SECTION 4.13 PRESIDING OFFICER CONDUCT OF BUSINESS The presiding officer shall have authority to limit discussion or presentation by members and non-members of the policy board or to take appropriate action necessary to conduct all business in an orderly manner. The Iowa Open Meeting Law and Roberts Rules of Order, Newly Revised, shall govern the conduct of the meetings where not otherwise specifically provided by this Agreement. The Iowa Open Meeting Law takes precedence in conflicting or contradictory situations.

SECTION 4.14 RESPONSIBILITIES OF THE POLICY BOARD Responsibilities of the policy board are to review and recommend amendments to this Agreement; establish and adopt policies

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governing the activities of the policy board; establish adopt and amend operating bylaws for the policy board; represent their local unit of government in transportation deliberations of MAPA-RTA; consider matters concerning transportation planning which may or should involve interlocal governmental coordination or cooperation; review progress of current transportation planning programs, plans, studies, and reports; receive from the staff and advisory committees recommended transportation planning programs or transportation project plans studies or reports for consideration of adoption of such transportation plans, studies or reports; schedule and conduct public hearings concerning transportation plans, studies and reports under consideration for adoption by MAPA-RTA; adopt transportation planning programs and project plans, studies and reports; instruct the staff to effect additions, deletions or modifications of plans, studies and reports as adopted by MAPA-RTA; recommend implementation of adopted transportation plans, studies and reports to members and non-members; prepare and adopt an annual transportation work program and supporting transportation budget for MAPA-RTA for each fiscal year; contract with consulting firms and professional organizations for technical and professional services; solicit, review and expend planning assistance grants and other funds; publish and disseminate transportation plans, studies, reports and other transportation information; authorize special appropriations; create and adopt operating rules for advisory committees of the MAPA-RTA policy board; refer matters to transportation advisory committees to solicit recommendations for action by the policy board.

Authorize the MAPA Finance Committee to: monitor the financial status of MAPA-RTA and recommend policies governing financial activities to the MAPA-RTA policy board and to act on any expenditure which does not exceed twenty-five hundred dollars per month, as delegated by the MAPA-RTA policy board when such expenditure is provided for in the adopted budget.

Authorize the MAPA Executive Director to make any expenditure which does not exceed one thousand dollars per month as delegated by the MAPA-RTA policy board when such expenditure is provided for in the adopted budget; contract for services in amounts of one thousand dollars or less; and invest idle funds with review by the MAPA Finance Committee. The MAPA-RTA policy board delegates administrative responsibilities to the MAPA Finance Committee or the MAPA Executive Director.

ARTICLE V FINANCING

SECTION 5.01 ANNUAL BUDGET An annual budget for MAPA-RTA's operations shall be adopted during the month of May of the current year. It shall be based on the adopted transportation work program and shall be for a fiscal year from July 1 of the current year through June 30 of the succeeding year.

SECTION 5.02 LOCAL APPROPRIATIONS FOR ANNUAL BUDGET Local appropriations shall be provided to MAPA-RTA by the member county and shall be based on the ratio of each respective member's population to the total population of all members. Local appropriations shall be requisitioned of each member county and shall be due and payable to the Treasurer of MAPA within sixty days following the first day of the fiscal year.

SECTION 5.03 SPECIAL APPROPRIATIONS Special appropriations as may be required shall be authorized by the MAPA-RTA policy board and shall be requisitioned of the members or non-members. Special appropriations based on MAPA-RTA policy board approved allocations requisitioned of each member shall be due and payable to the Treasurer of MAPA as soon as possible following the date of the requisition. Appropriations required for support of budgeted special transportation planning programs or projects for which MAPA-RTA may contract with members or non-members shall be provided to MAPA-RTA by such members or non-members.

SECTION 5.04 DEFAULT IN REQUISITIONED APPROPRIATIONS In the event that one or more members default in its requisitioned appropriation for the support of the MAPA-RTA annual budget or support of requisitioned special appropriations, the member is in default and all members within such member county surrender membership in good standing in MAPA-RTA and surrender all voting and other privileges of members. Members not in good standing may have their membership reinstated upon satisfactory correction of default in requisitioned appropriations. All defaulted appropriations shall be requisitioned of each member remaining in good standing and shall be based on the ratio of the respective remaining member's population to the total population of all remaining members.

ARTICLE VI DURATION

SECTION 6.01 DURATION It is the intent of the signators of this Agreement that MAPA-RTA be a permanent organization.

ARTICLE VII WITHDRAWAL OR DISSOLUTION

SECTION 7.01 WITHDRAWAL In the event of the withdrawal of any member county from MAPA-RTA such member shall be entitled to a share of MAPA-RTA operating capital as reflected in said member's equity record of MAPA-RTA as of the close of the fiscal year during which such withdrawal is effected. Any withdrawing member may waive rights to its share of the value of MAPA-RTA operating capital. The MAPA-RTA policy board shall authorize funds for payment to the respective withdrawing member which shall be provided for the next succeeding MAPA-RTA annual budget and shall be due and payable to the respective withdrawing member within six months following the first of the fiscal year during which such funds are budgeted.

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SECTION 7.02 DISSOLUTION In the event of complete dissolution of MAPA-RTA, all MAPA-RTA cash assets shall be distributed to the respective members which are party to the complete dissolution of MAPA-RTA. The share of total cash to be distributed to each member shall be according to the ratio of their current equity record of each respective member county to the total equity of all remaining members.

ARTICLE VIII AMENDMENT OF THESE ARTICLES

SECTION 8.01 REVIEW OF ARTICLES The MAPA-RTA policy board may provide for periodic review of these articles to determine possible need for amendment.

SECTION 8.02 AMENDMENT OF ARTICLES Amendments of this MAPA-RTA Agreement shall be proposed by the MAPA-RTA policy board and amended by an affirmative vote of a majority of the total membership of the MAPA-RTA policy board and the MAPA Board of Directors.