



Mesilla Valley Metropolitan Planning Organization

Bylaws

Adopted June 10, 2026

Mesilla Valley Metropolitan Planning Organization
700 North Main, Las Cruces, New Mexico 88001-1120
(575) 528-3070-telephone (575) 528-3155-fax <http://mesillavalleympo.org/>.

Definitions

ALOP – Annual Listing of Obligated Projects

ATAC – Active Transportation Advisory Committee

BLM – Bureau of Land Management.

CFR – Code of Federal Regulations.

CLC – City of Las Cruces.

Core Documents – The documents required by the federal government of all MPOs: MTP, TIP, UPWP, PPP, Title VI Plan.

DAC – Doña Ana County.

EBID – Elephant Butte Irrigation District.

Executive Director – The head of MPO Staff; reports to and is hired and evaluated by the Governing Board.

JPA – Joint Powers Agreement, the agreement between the City of Las Cruces, Doña Ana County, the Town of Mesilla, and the State of New Mexico that establishes the Mesilla Valley MPO.

Malfeasance of Office – misuse of office, refusal to abide by applicable laws, regulations, policies, or bylaws.

MPO – Metropolitan Planning Organization.

MTP – Metropolitan Transportation Plan, the long-range regional transportation plan covering a minimum 20 year period.

NMDOT – New Mexico Department of Transportation.

NMSA – New Mexico Statutes Annotated.

NMSU – New Mexico State University.

Nonfeasance of Office – failure to perform required duties as part of membership of an MPO board or committee. This includes chronic absenteeism at board or committee meetings.

Political Jurisdictions – The City of Las Cruces, Doña Ana County, and the Town of Mesilla

PPM – New Mexico Planning Procedures Manual.

PPP – Public Participation Plan, the adopted list of public engagement tools that the MPO will utilize in public engagement processes.

TAC – Technical Advisory Committee.

Telephonic – Utilization of the telephone or other virtual means to participate in MPO Board or Committee meetings.

TIP – Transportation Improvement Program, the fiscally constrained list of projects covering a minimum four-year period.

Title VI – Title VI Plan, adopted by the MPO Governing Board to ensure compliance with Title VI of the Civil Rights Act of 1964.

TOM – Town of Mesilla.

UPWP – Unified Planning Work Program, the biennial task list of work projects for MPO Staff.

I. Introduction

The Mesilla Valley Metropolitan Planning Organization (MPO) is established by a Joint Powers Agreement (JPA) between the participating members and by designation of the Governor of the State of New Mexico. The MPO's purpose is to carry out the Urban Transportation Planning Process as defined within the provisions of 23 CFR 450: Planning Assistance and Standards.

The Joint Powers Agreement establishes a number of operational and procedural requirements for the MPO. The purpose of these Bylaws is to establish the policies to implement the requirements of the JPA and to establish the operational procedures for the Mesilla Valley MPO.

These Bylaws and their application shall not violate any rule or regulation established by Federal laws or regulations, State statutes and regulations, local ordinances or codes, or the Mesilla Valley MPO JPA.

II. Governing Board

A. Authority

The Governing Board is the governing authority of the Mesilla Valley MPO and has authority granted under the Joint Powers Agreement to set regional transportation planning policy, and exercise other authority granted by the JPA.

B. Membership

The Governing Board is established by the JPA with the following voting members:

- Three (3) Las Cruces Elected Officials,
- Three (3) Doña Ana County Commissioners,
- Three (3) Town of Mesilla Elected Officials and
- The New Mexico Department of Transportation District One Engineer

1. Officers

The officers of the Governing Board shall consist of a Chair, a Vice Chair, and an Executive Secretary. The Chair and Vice Chair shall not be chosen from the same member entity.

a. Chair

The Chair shall be chosen from among the voting members of the Governing Board at the first meeting of each calendar year. The duties of the Chair shall be to preside at all meetings of the Governing Board and sign MPO documents as authorized by the Governing Board. At the meeting where the Chair is elected the Chair must be elected from the members who are present at that meeting. The Chair may not be elected

in absentia. The Chair shall be the primary liaison between the Governing Board and MPO Staff. The Chair shall also have further powers described in Section VII of these Bylaws.

b. *Vice Chair*

The Vice Chair shall be chosen from among the voting members of the Governing Board at the first meeting of each calendar year. The Vice Chair shall not be chosen from the same member entity as the Chair. At the meeting where the Vice Chair is elected the Vice Chair must be elected from the members who are present at that meeting. The Vice Chair may not be elected in absentia. The Vice Chair shall be responsible for presiding at meetings in the absence of the Chair. The Vice Chair may have other powers as described in Section VII of these Bylaws.

c. *Executive Secretary*

The Executive Director is the Executive Secretary of the MPO Governing Board and is an ex-officio, non-voting member of the Board. The Executive Secretary shall have the responsibility for maintaining accurate records of all MPO Governing Board meetings, preparing agendas, and other duties designated by the Governing Board. The Executive Secretary may exercise professional judgment to sign letters of support on behalf of the MPO, for things such as grant applications, without consultation with the MPO Governing Board. Additionally, the Executive Secretary or designee has the authority to call meetings of the MPO Governing Board to order and preside over the election of a temporary Chair in the event of the absence of the Chair and Vice Chair.

d. *Vacancy of Office*

If an officer of the Governing Board as described in the previous paragraphs of this section resigns, is removed, or otherwise loses their position on the Governing Board, the remaining Governing Board members shall elect a replacement officer at the next regularly scheduled meeting. This provision does not apply to the Executive Secretary position as the Executive Director is hired via processes described in the Mesilla Valley MPO Joint Powers Agreement.

2. Attendance

Attendance is required at all Governing Board meetings. After a third unexcused absence and upon the fourth unexcused absence that Governing Board member shall be removed from the Governing Board per the provisions of Section VIII.B.2.a

a. *Absence*

If a member of the Governing Board notifies the MPO Chair and Executive Director of a pending absence at least 24 hours prior to a Board meeting, that shall count as an excused absence.

b. *Unexcused Absence*

If a member of the Governing Board fails to notify the MPO Chair and Executive Director of a pending absence with at least 24 hours notice prior to a Board meeting, that shall count as an unexcused absence.

3. Proxy Member

If a Governing Board member is to be absent, a proxy may be appointed for that meeting. The proxy must be an elected official from that member's governing body, with the exception of NMDOT D1. In the case of the NMDOT D1 Engineer, one of the Assistant District Engineers is the appropriate proxy. The absent member is required to provide written notification to the Chair and the Executive Director at least 24 hours prior to the meeting. In the event of the Chair being absent, the Chair must notify the Vice Chair and Executive Director as soon as possible so the Vice Chair can be prepared to Chair the meeting. For the purpose of this provision, email correspondence qualifies as written notice.

a. *Utilization*

Utilization of the proxy provision does not count as an absence against a Governing Board member.

b. *Limitation*

A Governing Board member may only utilize the proxy provision three (3) times per calendar year. After three times, it counts as an unexcused absence.

c. *Executive Director Limitation*

Proxies are not eligible to participate in the evaluation of the Executive Director.

4. Appointment Procedure

The MPO member jurisdictions shall make any and all appointments to the Governing Board subject to the requirements of the JPA. All replacement appointments shall be provided in writing to the Executive Director. For the purpose of this provision, email correspondence qualifies as written notice.

5. Ex-Officio Member

The Governing Board may, in accordance with the Joint Powers Agreement, add non-voting members to the Governing Board via Resolution.

C. Meetings

All meetings shall be in compliance with the New Mexico Open Meetings Act, as amended, (NMSA 10-15-1 – 10-15-4). At the first regular meeting of every calendar year, the Governing Board shall elect officers and shall pass a resolution certifying compliance with the Open Meetings Act by the MPO Governing Board and MPO advisory committees.

1. Regular Meetings

Regular meetings shall be annually scheduled by the Governing Board and agendas for those meetings will be available no less than seventy-two (72) hours prior to the meeting.

2. Special Meetings

Special Meetings shall be held on an as needed basis. Special Meetings may be called at the discretion of the MPO Chair.

a. *Special Meeting Agendas*

Special Meetings will only be used to consider time-sensitive issues. The only allowable agenda items at a Special Meeting are those items that necessitate the Special Meeting.

3. Emergency Meetings

Emergency Meetings shall only be held to discuss issues with an imminent impact to health, safety, and welfare in the Mesilla Valley MPO area. The MPO Chair has the authority to call an Emergency Meeting.

4. States of Emergency

In the event that the Governor of New Mexico or one of the MPO member jurisdictions declare a state of emergency, the MPO Governing Board may meet and vote virtually. Any meeting held under these conditions must be in conformity with the New Mexico Open Meetings Act and with any Open Government Division Advisory issued by the New Mexico Attorney General's Office relating to such an emergency.

D. Quorum

A quorum of the Governing Board shall consist of five (5) members and shall consist of at least one member from each political jurisdiction. No action shall be taken without a quorum of the Governing Board in attendance at that meeting.

1. Telephonic Participation

Telephonic or other virtual participation is allowed to Governing Board members. A Governing Board member who wishes to participate virtually must notify the Executive Director and MPO Chair at least 24 hours before the meeting to allow time for the accommodation arrangements to be made. Only one member from each political jurisdiction may participate telephonically at any meeting. Governing Board members should only participate virtually if it is difficult or impossible for them to physically attend the meeting. The MPO Chair has discretion on whether to allow or disallow telephonic participation at the meetings.

2. Compliance

This telephonic or virtual participation provision shall not conflict with the codes and regulations of the entity represented by the Governing Board member. The telephonic action shall be in accordance with the New Mexico Open Meetings Act.

E. Voting Procedure

The methods of taking a vote are by roll call ("yes" or "no"), or by acclamation. If there are dissenting votes via acclamation, the vote must be recorded via a roll call. Resolutions must be voted on by roll call.

1. Ties

Any vote that results in a tie shall be considered a failed action item.

F. Committees

1. Permanent Advisory Committees

The Technical Advisory Committee (TAC) and the Active Transportation Advisory Committee (ATAC) are the two permanent advisory committees to the MPO Governing Board.

2. Other Committees or Subcommittees

The Board reserves the right to create committees or sub-committees, as needed, to assist with achieving goals outlined in the Metropolitan Transportation Plan. These committees may include ad hoc groups, more temporary in nature, or longer standing, perhaps permanent, advisory committees.

III. Executive Committee

A. Committee

The name of this committee shall be the Executive Committee of the Mesilla Valley Metropolitan Planning Organization. The Executive Committee is established by these Bylaws of the Mesilla Valley Metropolitan Planning Organization.

B. Responsibilities

The Executive Committee's responsibility is to work with the Executive Director to conduct preliminary review of significant organizational and business aspects of the MPO before review of such items by the Governing Board. The Governing Board may give the Executive Committee other assignments at its discretion.

The Executive Committee shall review and approve leave requests by the Executive Director.

The Executive Committee shall meet at the discretion of the MPO Chair.

C. Membership

The Executive Committee shall be composed of four (4) voting members of the Governing Board, one from each of the MPO political jurisdictions. The MPO Chair and Vice-Chair shall serve on the Executive Committee in the same capacity. One of the other seats is reserved for the NMDOT District 1 Engineer. The remaining seat is reserved for a representative from the political jurisdiction not represented by the Chair or Vice-Chair.

The Executive Committee shall sit for a calendar year and shall be designated by the Governing Board at the first meeting of every calendar year.

IV. Technical Advisory Committee

A. Committee

The name of this committee shall be the Technical Advisory Committee of the Mesilla Valley Metropolitan Planning Organization, referred to in this section as the TAC. The TAC is established by these Bylaws of the Mesilla Valley Metropolitan Planning Organization.

B. Responsibilities

The TAC shall be responsible for providing technical advice of all transportation plans within the Metropolitan Planning Area. The TAC shall also provide input to the Governing Board on issues directed to it by its membership, the Governing Board, or the MPO Executive Director. The TAC shall be responsible for providing recommendations and support to the Governing Board as described in Section VI.

C. Membership

Membership of the TAC shall be governed by the Governing Board. The Governing Board, at any time it deems necessary, may add or remove voting members on the TAC by amending these Bylaws. Members of the TAC from the Political Jurisdictions: the City of Las Cruces, Doña Ana County, and the Town of Mesilla, shall be at minimum either director, deputy-director, or equivalent level of authority within their organization. The Las Cruces City Manager, the Doña Ana County Manager, and the Mayor of the Town of Mesilla, or their designees, have the prerogative to make the appointments to the TAC on behalf of their jurisdictions. Appointments by other technical participating entities shall be made by the appropriate authorities of those entities. Technical participating entities should appoint representative, authoritative individuals to represent themselves on the TAC. Appointments must be submitted to the Executive Director in writing. For the purpose of this provision, email correspondence qualifies as written notice.

1. Voting Members

Members of the TAC shall include:

a. Political

- Two (2) representatives designated by the City of Las Cruces,
- Two (2) representatives designated by Doña Ana County,
- Two (2) representatives designated by the Town of Mesilla.

b. Technical

- Two (2) representatives designated by the New Mexico Department of Transportation,
- One (1) representative designated by New Mexico State University,

- One (1) representative designated by the Bureau of Land Management,
- One (1) representative designated by RoadRUNNER Transit,
- One (1) representative designated by Doña Ana County Flood Commission,
- One (1) representative designated by the South Central Regional Transit District,
- One (1) representative designated by Elephant Butte Irrigation District, and
- One (1) representative designated by Las Cruces School District.

D. Officers

The officers of the TAC shall consist of a Chair, a Vice-Chair, and a Secretary. The Chair and Vice-Chair will serve one year in that capacity and can be re-elected by TAC members.

1. Chair

The Chair shall be chosen from among the members of the TAC at the first meeting of each calendar year. At the meeting where the Chair is elected the Chair must be elected from the members who are present at that meeting. The Chair may not be elected in absentia. The Chair shall be responsible for presiding at all meetings.

2. Vice-Chair

The Vice-Chair shall be chosen from among the members of the TAC at the first meeting of each calendar year and shall be responsible for presiding at the meetings in the absence of the Chair. At the meeting where the Vice Chair is elected the Vice Chair must be elected from the members who are present at that meeting. The Vice Chair may not be elected in absentia.

3. Secretary

The Executive Director is the Secretary of the TAC and is an ex-officio, non-voting member of the TAC. The Secretary shall have the responsibility for preparing agendas and maintaining accurate records of all TAC meetings. Additionally, the Secretary or designee has the authority to call meetings of the TAC to order and preside over the election of a temporary Chair in the event of the absence of the Chair and Vice Chair.

4. Vacancy of Office

If an officer described in paragraphs one and two of this section vacates the office, the remaining TAC members shall elect a replacement officer at the next regularly scheduled meeting.

E. Attendance

Attendance is required at all TAC meetings. If a TAC member is absent for more than four (4) meetings in a calendar year that member shall lose their voting privileges or may be removed from the TAC per the provisions in Section VIII.A & B.

1. Proxy Member

If a TAC member is to be absent, a proxy may be appointed for that meeting. The proxy must be an employee of the appointing agency. The absent member is required to provide written notification to the TAC Chair and the Executive Director at least 24 hours prior to the meeting. In the event of the Chair being absent, the Chair must notify the Vice Chair and Executive Director as soon as possible so the Vice Chair can be prepared to Chair the meeting. For the purpose of this provision, email correspondence qualifies as written notice.

a. Utilization

Utilization of the proxy provision does not count as an absence against a TAC member.

b. Limitation

A TAC member may only utilize the proxy provision three (3) times per calendar year. After three times, it counts as an absence.

F. Sub-Committees

The TAC may appoint sub-committees to assist with achieving goals outlined in the Metropolitan Transportation Plan or completing specific tasks. These sub-committees will be temporary in nature and shall disband after reporting the results to the full TAC and completing the assigned goal or task. These sub-committees shall not consist of a quorum of the membership. The TAC may appoint members to the sub-committee from outside the TAC membership if particular expertise is sought.

G. Meetings

TAC meetings shall be held pursuant to due notice as established by and required under the New Mexico Open Meetings Act, as amended, and the Open Meetings Resolution adopted annually by the Mesilla Valley MPO Governing Board. Meetings shall be held as scheduled by the Governing Board. Special Meetings may be called by the TAC Chair or Executive Director.

1. Quorum

A quorum of the TAC shall consist of seven (7) voting members. No action shall be taken without a quorum of the TAC in attendance at that meeting.

2. Voting Procedure

a. *Method*

The methods of taking a vote are by roll call ("yes" or "no"), or by acclamation. If there are dissenting votes via acclamation, the vote must be recorded via a roll call.

b. *Ties*

Any vote that results in a tie shall be considered a failed action item.

V. Active Transportation Advisory Committee

A. Committee

The name of this committee shall be the Active Transportation Advisory Committee of the Mesilla Valley Metropolitan Planning Organization, referred to in this section as the ATAC. The ATAC is established by these Bylaws of the Mesilla Valley Metropolitan Planning Organization.

B. Responsibilities

The ATAC shall be responsible for providing advice on bicycle and pedestrian related issues and review from these perspectives of all transportation plans within the Metropolitan Planning Area. The ATAC shall also provide input to the Governing Board on issues directed to it by its membership, the Governing Board, or the Executive Director. The ATAC shall be responsible for providing recommendations and support to the Governing Board as described in Section VI.

C. Membership

Membership of the ATAC shall be governed by the Governing Board. The Governing Board, at any time it deems necessary, may add or remove voting members on the ATAC by amending these Bylaws.

1. Citizen Representatives

All non-staff appointments to the ATAC shall be citizens residing within each respective jurisdiction within the Metropolitan Planning Area. The citizen appointment process shall be conducted as follows:

Step 1: MPO Staff will issue a call for candidates for the respective open position(s),

Step 2: The interested candidates shall submit letters of interest to the MPO Executive Director,

Step 3: The letters will be submitted by the Executive Director to the Governing Board for review,

Step 4: The Governing Board makes all citizen appointments to the ATAC,

Step 5: If only one letter is received, the Governing Board can decide to appoint the sole applicant or reopen the call for candidates,

Step 6: If more than one citizen applies, the Governing Board shall select the appointee by roll call vote at a regularly scheduled meeting. A majority vote is required to appoint one of the candidates.

2. Staff Representatives

The Las Cruces City Manager, the Doña Ana County Manager, and the Mayor of the Town of Mesilla, or their designees, have the prerogative to make the appointments on behalf of their jurisdictions to the ATAC. Appointments by other participating entities shall be made by the appropriate authorities of those entities. Appointments must be submitted to the Executive Director in writing. For the purpose of this provision, email correspondence qualifies as written notice.

3. Voting Members

Members of the ATAC shall include:

a. *Citizen*

- Two (2) Bicycling Community citizen representatives,
- One (1) Pedestrian Community citizen representative,
- One (1) City of Las Cruces citizen representative,
- One (1) Doña Ana County citizen representative,
- One (1) Town of Mesilla citizen representative.

b. *Staff*

- One (1) City of Las Cruces Staff representative,
- One (1) Doña Ana County Staff representative,
- One (1) Town of Mesilla Staff representative,
- One (1) New Mexico State University Staff representative, and
- One (1) New Mexico Department of Transportation Staff representative.

The Bicycling Community and Pedestrian Community citizen representatives may reside anywhere within the MPO.

D. Officers

The officers of the Committee shall consist of a Chair, a Vice-Chair, and a Secretary. The Chair and Vice-Chair will serve one year in that capacity and can be re-elected by Committee members.

1. Chair

The Chair shall be chosen from among the members of the Committee at the first meeting of each calendar year. At the meeting where the Chair is elected the Chair must be elected from the members who are present at that meeting. The Chair may not be elected in absentia. The Chair shall be responsible for presiding at all meetings.

2. Vice-Chair

The Vice Chair shall be chosen from among the members of the Committee at the first meeting of each calendar year, and shall be responsible for presiding at the meetings in the absence of the Chair. At the meeting where the Vice Chair is elected the Vice Chair must be elected from the members who are present at that meeting. The Vice Chair may not be elected in absentia.

3. Secretary

The Executive Director is the Secretary of the Committee and is an ex-officio, non-voting member of the Committee. The Secretary shall have the responsibility for preparing agendas and maintaining accurate records of all Committee meetings. Additionally, the Secretary or designee has the authority to call meetings of the Committee to order and preside over the election of a temporary Chair in the event of the absence of the Chair and Vice Chair.

4. Vacancy of Office

If an officer described in paragraphs one and two of this section vacates the office, the remaining Committee members shall elect a replacement officer at the next regularly scheduled meeting.

E. Attendance

Attendance is required at all Committee meetings. If a Committee member is absent for more than three meetings in a calendar year that member shall lose their voting privileges or may be removed from the Committee per the provisions in Section VII.A & B.

1. Proxy Member

If a Committee member is to be absent, a proxy may be appointed for that meeting. The proxy must be an employee of the appointing agency, a resident of the appropriate jurisdiction, or an individual with the appropriate expertise if proxying for an at-large bicycle or pedestrian community representative. The absent member is required to provide written notification to the Committee Chair and the Executive Director with at least 24 hours notice prior to the meeting. In the event of the Chair being absent, the Chair must notify the Vice Chair and Executive Director as soon as possible so the Vice Chair can be prepared to Chair the meeting. For the purpose of this provision, email correspondence qualifies as written notice.

a. *Utilization*

Utilization of the proxy provision does not count as an absence against a Committee member.

b. *Limitation*

A Committee member may only utilize the proxy provision three (3) times per calendar year. After three times, it counts as an absence.

F. Sub-Committees

The Committee may appoint sub-committees to assist with achieving goals outlined in the Metropolitan Transportation Plan or completing specific tasks. These sub-committees will be temporary in nature and shall disband after reporting the results to the full Committee and completing the assigned goal or task. These sub-committees shall not consist of a quorum of the membership. The Committee may appoint members to the sub-committee from outside the committee membership if particular expertise is sought.

G. Meetings

Committee meetings shall be held pursuant to due notice as established by and required under the New Mexico Open Meetings Act, as amended, and the Open Meetings Resolution adopted annually by the Mesilla Valley Metropolitan Governing Board. Meetings shall be held as scheduled by the Governing Board. Special Meetings may be called by the Committee Chair or Executive Director.

1. Quorum

A quorum of the Committee shall consist of five (5) voting members. One of the members present at the meeting must be a citizen representative. No action shall be taken without a quorum of the Committee in attendance at that meeting.

2. Voting Procedure

a. *Methods*

The methods of taking a vote are by roll call ("yes" or "no"), or by acclamation. If there are dissenting votes via acclamation, the vote must be recorded via a roll call.

b. *Ties*

Any vote that results in a tie shall be considered a failed action item.

VI. MPO Committee Process

A. MPO Committee Process

MPO Core Documents and other major work products must be reviewed by both advisory committees, with the exceptions as listed in Section VI.A.1&2, before being brought to the Governing Board for approval. These products include: the Metropolitan Transportation Plan (MTP), all amendments to the MTP, the Transportation Improvement Program (TIP), all amendments to the TIP, the Annual Listing of Obligated Projects (ALOP), the Unified Planning Work Program (UPWP), all amendments to the UPWP, the Title VI Plan, all amendments to the Title VI Plan, the Public Participation Plan (PPP), all amendments to the PPP, and all Federal and State calls for projects that come through the MPO process.

1. Committee Exceptions

The Active Transportation Advisory Committee does not review the Annual Listing of Obligated Projects.

2. Staff Exceptions

MPO Staff work products are not subject to the MPO Committee Process and are not subject to direct approval by the MPO Governing Board.

VII. Authority of the MPO Chair

A. Prerogatives

In addition to the responsibilities listed in Section II.B.1.a, the MPO Chair has the ability to permit items and projects to bypass the MPO Committee Process described in Section VI and proceed directly to consideration by the Governing Board. This permission may only be sought when there is an imminent danger of loss of project(s) or funding if there is no immediate action by the Governing Board. The Vice-Chair may exercise this authority if the Executive Director is unable to reach the Chair in a reasonable amount of time. This provision shall not provide a mechanism for routine bypassing of the advisory committee process. The MPO Chair has the right to refuse the request.

1. Bypass Permission Process

In order for the Chair to grant permission for an item or project to bypass the MPO Committee Process as described in Section VI, the sponsoring jurisdiction must submit a formal, written request through the Executive Director to the MPO Chair stating the need and justification for the request. For the purpose of this provision, in compliance with requirements in the New Mexico Planning Procedures Manual, this written request must be a formal letter addressed to the MPO Chair. This letter must have signature lines for the MPO Chair and the NMDOT Transportation Secretary. This letter must be emailed to the Executive Director. The Executive Director will then forward the request to the Chair for consideration with a recommendation of whether the request meets the criteria of this provision. The Chair will then grant or deny the request for the item to appear on the agenda of the next Governing Board meeting. If granted, the request and the Chair's response will be included in the meeting packet for review by the Governing Board.

a. Executive Director Prerogative

The Executive Director also has the ability to petition the Chair to bypass the MPO Committee Process as described in Section VI when there is an imminent danger of loss of project(s) or funding if there is no immediate action by the Governing Board. Should the Executive Director need to make this request, the request must be submitted in writing by the Executive Director to the MPO Chair for consideration and the Chair will grant or deny the request for the item to appear on the agenda of the next Governing Board meeting. For the purpose of this provision, email correspondence qualifies as written notice. If granted, the request and the Chair's response will be included in the meeting packet for review by the Governing Board.

B. Executive Director Evaluation Process

The MPO Chair shall preside over the annual evaluation of the MPO Executive Director.

VIII. Board and Committee Requirements

A. Malfeasance of Office

1. Open Meetings Act

As stated in Section II.C, at the first regular meeting of every calendar year the Governing Board shall pass a resolution certifying compliance with the Open Meetings Act by the MPO Governing Board and MPO advisory committees. Compliance with the Open Meetings Act is required of all members of the Governing Board and advisory committees. Non-compliance with the Open Meetings Act is Malfeasance of Office. The consequence for Malfeasance of Office via non-compliance with the Open Meetings Act is removal from the relevant board or committee.

a. Open Meetings Act Violation Removal Procedure

- i. If the Executive Director becomes aware of a potential violation of the Open Meetings Act by a member of an MPO Board or Committee, the Executive Director shall immediately notify the MPO Chair, the MPO Attorney, and the Chair of the member's advisory committee if applicable.
- ii. The Executive Director shall submit the related information to the MPO Attorney. The MPO Attorney will review the submitted materials and make a recommendation whether or not a violation of the Open Meetings Act has potentially taken place. If it is the opinion of the MPO Attorney that no violation took place, no further action will be taken. This information will be conveyed by the Executive Director to the MPO Chair and the Chair of the member's advisory committee if applicable.
- iii. If it is the opinion of the MPO Attorney that a potential Open Meetings Act violation occurred, the Executive Director will convey this information to the MPO Chair and the Chair of the member's advisory committee if applicable. The Executive Director will then bring an action item considering the removal of the member to the next regularly scheduled meeting of the MPO Governing Board.
- iv. At the next regularly scheduled Governing Board meeting, the relevant information will be presented by the MPO Executive Director. The member will have the opportunity to defend themselves. A majority vote of the Governing Board is required to remove any member of the Board or an Advisory Committee.
- v. If a member is removed from the Board or an advisory committee, that individual is unable to be reappointed to any MPO Board or Advisory Committee for a period of one year from the date of their removal.

2. Attendance

As stated in Section II.B.2 (Governing Board), Section III.E (TAC), and Section IV.E (ATAC) attendance for members is mandatory at all MPO Board and Committee meetings.

a. *Voting Rights Loss for Excessive Absences for Advisory Committee Members*

- i. MPO Staff shall be responsible for tracking the attendance of all the members of the MPO Board and Committees.
- ii. If a member of an MPO Advisory Committee exceeds the allowable number of absences for their respective body, that member shall automatically lose their voting rights for that body.
- iii. If a member loses their voting rights through excessive absences, the Executive Director will notify the MPO Chair, and the Chair of their Advisory Committee of the loss of voting rights for that member.

b. *Restoration of Voting Rights*

- i. If a member of an MPO Advisory Committee loses their voting rights for excessive absences, that member will have their voting rights restored upon their meeting with MPO Staff to discuss their role on the MPO and the importance of their participation.
- ii. If a member who lost their voting rights meets with MPO Staff, the Executive Director shall notify the MPO Chair, and the Chair of their Advisory Committee that the member has had their voting rights restored.

3. Other Malfeasance of Office

a. *Removal*

The MPO Governing Board may remove members of the Board or Advisory Committees for other acts of malfeasance not otherwise specified in this section for such as: misuse of office, refusal to abide by applicable laws, regulations, policies, bylaws, or otherwise bringing the MPO into disrepute.

- i. An act of malfeasance may be brought to the attention of the Governing Board by the Executive Director, or the Governing Board may bring the act of malfeasance to the attention of the Executive Director and direct the MPO Executive Director to initiate a removal process.
- ii. The Executive Director will then bring an action item considering the removal of the member to the next regularly scheduled meeting of the MPO Governing Board.

iii. At the next regularly scheduled Governing Board meeting, the relevant information will be presented by the Executive Director. The member will have the opportunity to defend themselves. A majority vote of the Governing Board is required to remove any member of the Board or an Advisory Committee.

iv. If a member is removed from the Board or an advisory committee, that individual is unable to be reappointed to any MPO Board or Advisory Committee for a period of one year from the date of their removal.

B. Non-Feasance of Office

1. Chronic Absenteeism and Non-Feasance of Office

a. Chronic Absenteeism

Chronic Absenteeism shall constitute Non-Feasance of Office and be grounds for removal from an MPO Board or Advisory Committee.

b. Determination via Aggregation

i. Per II.B.2 of these bylaws, an MPO Board member who accumulates four unexcused absences in a calendar year is deemed chronically absent.

ii. A member of an MPO Advisory Committee shall be deemed chronically absent if that member has three separate instances of loss of voting rights.

c. Determination via Non-Response

A member of an MPO Advisory Committee shall be deemed chronically absent if that member loses their voting rights for one calendar year from the time of loss of voting rights without meeting with MPO Staff to have their voting rights restored.

2. Non-Feasance of Office Removal Procedure

a. Process

If a member of an MPO Board or Committee is deemed to be chronically absent, that member is automatically removed from the MPO Board and Committee and the Executive Director shall notify the MPO Chair and the Chair of their Advisory Committee if applicable.

b. Reappointment Prohibition

If a member is removed from the Board or an Advisory Committee, that individual is unable to be reappointed to any MPO Board or Advisory Committee for a period of one year from the date of their removal.

IX. Bylaws Amendment Process

A. Bylaws Amendments

1. Conformity and Consistency

These bylaws shall be reviewed for conformity and consistency after every amendment or modification to the Mesilla Valley MPO Joint Powers Agreement.

2. Review

These bylaws may be reviewed at the request of MPO Staff or any of the MPO Board or Committee members.

B. Bylaws Amendment Process

1. Process

The MPO Bylaws shall be amended via the following process:

a. *Review Process*

Once a Bylaws review process has been requested, the MPO Governing Board shall determine if they want the review to be conducted by the Executive Committee, MPO Staff, or by a Sub-Committee specifically appointed for the task.

b. *Draft Presentation*

Whether done by the Executive Committee, MPO Staff, or by Sub-Committee, a draft of the proposed bylaws revision shall be presented to the MPO Governing Board for their consideration.

c. *Adoption*

The MPO Governing Board may amend the bylaws by a majority vote.

d. *Effective Date*

The revised bylaws go into effect immediately upon adoption or amendment by the MPO Governing Board.

X. Miscellaneous

A. Parliamentary Authority

Except as may be otherwise specified within these bylaws, Robert's Rules of Order is the parliamentary authority for the Mesilla Valley MPO.

B. Ethics

Except as may be otherwise specified within the Mesilla Valley MPO Joint Powers Agreement or within these bylaws, the MPO Governing Board and Advisory Committees shall operate in accordance with the City of Las Cruces Code of Ethics.