

**BYLAWS OF THE URBANIZED DEVELOPMENT COMMISSION
OF THE SOUTH EASTERN COUNCIL OF GOVERNMENTS
FOR THE SIOUX FALLS, SD
METROPOLITAN TRANSPORTATION PLANNING PROCESS**

ARTICLE I ORGANIZATION

Sec. 1. Purpose. The Urbanized Development Commission of the South Eastern Council of Governments, hereinafter referred to as the UDC, shall operate with the purpose of functioning as the Metropolitan Planning Organization for the federally-required transportation and transit planning process for the Sioux Falls Metropolitan Planning Area. The UDC has, through formal agreement, been delegated such authority by the parties of the Memorandum of Understanding to foster a cooperative, comprehensive, and continuing local transportation and transit planning process for the Sioux Falls Metropolitan Area.

Sec. 2. Membership and Affiliations. The membership and provisions for the establishment of the UDC are provided in the Operations Plan for the Metro Transportation Planning Process as adopted by the UDC. The voting membership of the UDC shall consist of:

Mayor of the City of Brandon
Mayor of the City of Harrisburg
Mayor of the City of Sioux Falls
Sioux Falls City Council member
Sioux Falls City Council member
Sioux Falls City Council member
Sioux Falls City Council member
Lincoln County Commission member
Lincoln County Commission member
Lincoln County Commission member
Minnehaha County Commission member
Minnehaha County Commission member
Minnehaha County Commission member
South Dakota Transportation Commission member

Sec. 3. Non-Voting Advisory Members. A representative of the Federal Highway Administration shall serve as a non-voting advisory member of the UDC.

Sec. 4. Alternates. The voting members named in Article I, Section 2 may name an alternate to attend any meeting of the UDC, except meetings in which bylaw changes are considered, and exercise all voting rights of that voting member. Alternates shall announce at the beginning of any meeting for which member they are serving as alternate.

Sec. 5. Process for Appointments. Except for the Mayoral positions from the Cities of Brandon, Harrisburg, and Sioux Falls, the process for appointments to UDC positions shall be done in the following manner: the City of Sioux Falls, Lincoln County, and Minnehaha County shall appoint their members in a manner determined by such governmental entity. The South Dakota Transportation Commission position shall be appointed by the Governor of the State of South Dakota. The Federal Highway Administration position shall be appointed as determined by the South Dakota Division Office of the Federal Highway Administration.

ARTICLE II MEETINGS

Sec. 1. Time of Meetings. The UDC is scheduled to meet at least six (6) times per year, on a bi-monthly basis beginning the new calendar year. Regularly scheduled meetings may be rescheduled or canceled by the Chair, or in the Chair's absence by the Vice-Chair.

Sec. 2. Quorum and Voting. Except as otherwise provided by statute or by these bylaws, a minimum of fifty-one percent (51%) of the UDC Members shall be required to constitute a quorum for the transaction of business at any meeting. The quorum shall be comprised of voting members of the UDC. Members participating by teleconference or remote electronic transmission may participate in meetings and may be counted as attending the meeting. For the purposes of quorum, the Chair is not considered a voting member. In the absence of a quorum, a majority of the members present may adjourn any meeting until a quorum be had. Notice of any adjourned meeting need not be given.

Sec. 3. Special Meetings. Special meetings of the UDC may be called at any time by the Chair, or in the Chair's absence the Vice-Chair, or by two (2) or more voting members of the UDC.

Sec. 4. Notice of Meetings. The members of the UDC shall be notified at least seven (7) calendar days in advance of the time and place of regularly scheduled meetings and twenty four (24) hours in advance of special meetings. A copy of such notice shall be served, either personally or by telephone, facsimile, e-mail or mail, upon each member of record.

Sec. 5. Open Meeting Format. All regular and special meetings of the UDC shall be open to the public and media, except matters exempted by South Dakota open meeting laws.

Sec. 6. Parliamentary Procedure. Unless otherwise specified, Robert's Rules of Order shall govern the proceedings at all meetings of the UDC.

ARTICLE III ELECTION OF OFFICERS AND APPOINTMENTS

- Sec. 1. Election of Officers. The officers of the UDC shall consist of a Chair and a Vice-Chair. In the absence of the Chair, the Vice-Chair has full powers.
- Sec. 2. Election and Terms of Office. The Chair and Vice-Chair of the UDC shall be elected annually at the last regularly scheduled meeting of the calendar year. The Chair shall be a resident of the Sioux Falls metropolitan transportation planning area and shall not be a standing member of the UDC. The Vice-Chair shall be from the existing UDC membership as identified in Article I Section 2 of these bylaws. Nominations shall originate from the floor, with both the Chair and the Vice-Chair being elected by a three-fourths (3/4) majority ballot vote of the voting members of the UDC present at the meeting in which the election is held.

The Chair and Vice-Chair of the UDC shall assume their duties at the first meeting of the new calendar year. The term of office for both the Chair and Vice-Chair shall be one (1) year, with no limitation of re-election.

Vacancies in the office of the Chair or Vice-Chair shall be filled at the next regular or special meeting of the UDC following the vacancy.

ARTICLE IV DUTIES OF OFFICERS

- Sec. 1. Duties of Chair. The Chair shall call and preside over all meetings of the UDC and represent the UDC in the other usual duties of this office. The Chair of the UDC shall be a non-voting position.
- Sec. 2. Duties of the Vice-Chair. The Vice-Chair shall perform the duties of the Chair in his or her absence and shall perform other duties as the Chair may assign. In the absence of the Chair, the Vice-Chair does not forfeit the right to vote on matters before the UDC.
- Sec. 3. Temporary Chair. A temporary chair shall be selected by the members present in the absence of the Chair and Vice-Chair.

ARTICLE V COMMITTEES

- Sec. 1. Special Committees of the Urbanized Development Commission. The Urbanized Development Commission may, from time to time, deem it necessary to establish special committees to study issues and make recommendations on various matters under consideration. The creation of any special committees shall be at the discretion of the voting members of the Urbanized Development Commission. Membership composition and selection shall be as determined by the voting

members of the Urbanized Development Commission. Any special committee so created shall cease to exist upon the accomplishment of the purpose for which it was created or when abolished by a majority vote of the Urbanized Development Commission.

ARTICLE VI AMENDMENTS

Sec. 1. Protocol for Amendments and Revisions. These bylaws may be amended or new bylaws adopted at any regular or special meeting of the UDC provided notice is given in advance that such business is included on the UDC's agenda. No amendment shall be acted upon unless the full text of such proposed amendment has been included in the UDC's agenda. It shall take a two-thirds (2/3) vote of the UDC membership to amend or adopt these bylaws.

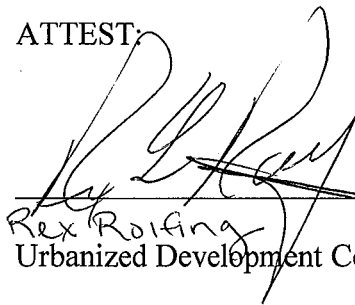
These bylaws shall be reviewed as necessary to ensure that they are both current and germane to the Metro Transportation Planning Process.

Adopted this 9th day of March, 2017.



Dale Long, Vice Chair
Urbanized Development Commission

ATTEST:



Rex Roifing, Member
Urbanized Development Commission