



**DSATS Special Bylaws Subcommittee**

Friday, 6 July 2018

1:00 P.M.

**DeKalb County Highway Department**

1826 Barber Greene Rd.

DeKalb, IL 60115

Conference Room # 815-756-6026

1. Introductions

2. Administrative Agenda

2.a. Approval Of Agenda (Action)

Approval of July 6, 2018 Special Bylaws Subcommittee Meeting.

Documents:

[2018 SPECIAL JULY BYLAWS MEETING AGENDA.PDF](#)

2.b. Approval Of Minutes (Action)

Approval of June 13, 2018 Bylaws Subcommittee Meeting Minutes.

Documents:

[2018-06-13 BYLAWS SUBCOMMITTEE MINUTES.PDF](#)

2.c. Public Comment

3. Governance – IGA And Bylaws Amendments

3.a. Discussion Of Additional Bylaws-IGA Changes

Members will discuss overall changes to the DSATS members Intergovernmental Agreement and the bylaws governing DSATS and all of its committees.

Documents:

[MPO IGA - DRAFT \(AS OF 07-02-2018\).PDF](#)

[MPO BYLAWS - DRAFT \(AS OF 07-02-2018\).PDF](#)

4. Closing Agenda

4.a. Additional Business

4.b. Adjourn

If you have any questions regarding this notice, please contact:

Brian Dickson

Transportation Planner

815-748-2367

[Brian.Dickson@cityofdekalb.com](mailto:Brian.Dickson@cityofdekalb.com)

Assistive and Language Services provided upon request.  
Recording devices may be used during meeting for minute taking purposes.



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**Friday, 6 July 2018**

**1:00 P.M.**

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### **Agenda**

- 1. Introductions**
- 2. Administrative Agenda**
  - a. Approval of Agenda (Action)**
  - b. Approval of Minutes (Action)**
  - c. Public Comment**
- 3. Governance – IGA and Bylaws Amendments**
  - a. Discussion of Additional Bylaws-IGA Changes**
- 4. Closing Agenda**
  - a. Additional Business**
  - b. Adjourn**

If you have any questions regarding this notice, please contact:

Brian Dickson

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## BYLAWS SUBCOMMITTEE MEETING

MEETING MINUTES  
13 JUNE 2018 – 2:00 P.M.  
MEETING #BSC0618

### ATTENDANCE

- City of DeKalb (3 votes): *Tim Holdeman*
- City of Sycamore (2 votes): **Brian Gregory** (Chair)
- DeKalb County (1 vote): **Gary Hanson**
- NIU (1 vote): *John Heckmann*
- DSATS Staff: Brian Dickson
- Others Present:

(BOLD indicates main voting member. Italics indicates proxy-voting member.)

### CALL TO ORDER

Chair Gregory called the meeting to order and established a quorum at 2:03 p.m.

### BUSINESS

#### 1. Approval of Meeting Agenda

**Motion #BSC0618-01** A motion to approve the June 13, 2018 meeting agenda was made by Mr. Hanson. Second by Mr. Holdeman and approved by voice vote.

#### 2. Approval of Previous Meeting Minutes

**Motion #BSC0618-02** A motion to approve the April 11, 2018 meeting minutes was made by Mr. Hanson. Second by Mr. Holdeman and approved by voice vote.

#### 3. Public Comment

There were no comments.

#### 4. Review of Proposed DSATS IGA Changes

Mr. Hanson provided members with an overview of a revised Intergovernmental Agreement (IGA) and Policy Committee Bylaws for members review. It was requested that members review the provided IGA and Bylaws and provide comments and revisions at the next Bylaws meeting. It was recommended that each committee develop their own Bylaws.

Mr. Holdeman provided an overview of potential governance models for public transit for the DeKalb metropolitan area. He provided four potential oversight models:

1. Mass Transit District (MTD): An MTD has its own governing board that oversees all transit operations and would be its own fiscal agent. An MTD can be set up with its own taxing authority, or relay on federal, state, and local funds to operate the MTD.
2. Governing Board created by an IGA: In this model an IGA would be written that formed a transit oversight committee made up of member organizations. This board would oversee both the operations and capital expenditures of the transit system. Members would make direct recommendations to the City, as the fiscal agent, on the operations of the transit system.
3. MPO Transit Committee: In this system, the transit system would be overseen by a Transit Committee of the MPO. As the Policy Committee is the governing Committee of the MPO, a Transit Committee would make recommendations to the Policy Committee and the Policy Committee would make recommendations to the City Council. In this system, the Policy Committee could designate special authorities to the Transit Committee as part of its transit oversight responsibilities.
4. Reviewing Body of the City: In this model, the City creates a City organized committee whose members are appointed by the Mayor. The committee, like other City committees, would make recommendations directly to the City Council.

Mr. Holdeman said that he sees the transit oversight committee taking a much larger role in the oversight of the operations of the transit system. Right now, DSATS makes recommendations on large transit purchases, but does not provide an overall accountability of the entire transit system.

There was a question as to the role of the county in the transit system. Members did note that, while the County's role is the oversight of rural transit, the County's input on the urban transit system is important.

Member said that, while VAC's input is very important on the transit committee, as a contractor of the transit system, they should not have a voting role on the Transit Committee.

Members discuss the ability to streamline approval processes. The limitation of the Transit Committee with DSATS is the need for the Policy Committee to make the final approvals for the MPO. Members made some suggestions on how to streamline an MPO approval process.

1. The Policy Committee could approve the overall Transit Budget on an annual basis. The Transit Committee could be allocated the authority to approve actual purchases, once the budget is approved.
2. The City Transit Manager could coordinate with the DSATS Transit Chairman on certain approvals as authorized by the DSATS Policy Committee.

It was noted that no matter what processes are set up, the DeKalb City Council has final authority on all transit issues and purchases.

Members noted, that once the IGA and Policy Committee Bylaws are developed, the Technical Advisory Committee and Transit Committee should develop their own Bylaws.

## 5. Adjourn

**Motion #BSC0618-03** A motion to adjourn at 3:11 p.m. was made by Mr. Holdeman. Second by Mr. Heckman and approved by voice vote.

Respectfully Submitted by: Brian Dickson  
Date Approved:

DRAFT

**INTERGOVERNMENTAL COOPERATION AGREEMENT (IGA)  
FOR THE METROPOLITAN PLANNING ORGANIZATION  
IN THE DEKALB URBANIZED AREA OF DEKALB COUNTY, IL**

**Article I Purpose**

This document is designed to provide the frame-work for multiple government entities to cooperatively carry out the responsibilities of a Metropolitan Planning Organization (MPO) for areas within the DeKalb Urbanized Area of DeKalb County. In accordance with applicable Federal and State laws, policies and procedures, and with the cooperation and assistance of MPO members and the US and Illinois Departments of Transportation, the goal is to provide continuing, cooperative, and comprehensive transportation **and transit** planning processes for the designated MPO area, as may be amended from time to time.

**Article II General Organization**

- A. This MPO shall consist of a Policy Committee who shall act as the Governing Body.
- B. As the Governing Body, the Policy Committee shall be the recognized decision-making body for the Metropolitan Planning Organization and shall guide and approve all planning activities and projects, unless specific items are reserved for a higher authority.
- C. The Policy Committee shall adopt By-Laws to govern their operation, but no By-Law may change or be in conflict with provisions of this Intergovernmental Agreement.
- D. The Policy Committee may incur expenses as necessary to fulfill the mission of the MPO provided that funding is available. It is recognized, and allowed, that some funding may be derived on a reimbursement basis and that is permissible.
- E. The Policy Committee is not authorized to make any contractual commitments which could become an unfunded financial liability to the member entities.
- F. No debt, which does not include contractual reimbursements, may be incurred without the express written authorization of each individual entity that has membership on the MPO Policy Committee.

- G. When incurred expenses must be paid by the member entities, the proportionate share for each entity will be based on the percent of voting members each entity is allowed, except the State of Illinois will not be factored into that calculation. The State of Illinois may voluntarily contribute funds toward these expenses and those contributions will be deducted from the total before the remaining proportionate shares are calculated.
- H. Until a Mass Transit District, or similar governing organization is established for transit operations, the Policy Committee will ~~may choose to~~ serve as an oversight level of ~~Transit transit programs operations operating in DeKalb County, but only in an advisory capacity.~~ Oversight will be accomplished in coordination with the transit grant recipient to avoid duplication of effort.
- I. The Policy Committee may establish such other Committees and Task Forces as deemed appropriate for the effective and efficient operation of this MPO.

### **Article III Membership & Voting**

- A. Membership will consist of five entities, with some entities having multiple seats with each seat granted one vote: City of DeKalb (3), the City of Sycamore (2), DeKalb County Government (2), Northern Illinois University (1), and the State of Illinois acting by and through the Illinois Department of Transportation (1) for a total of 9 membership seats and votes. New entities, and new or current membership seats, may only be added or deleted by amending this IGA by all then-current entities.
- B. The Governing Body (or Chief Elected Official, or Chief Executive Official, as the rules for each entity so determine), of each member organization will appoint persons to fill the various seats for terms determined by each individual entity. Appointments for Alternate members may also be made to serve when the primary appointment(s) cannot serve. All appointments shall be made in writing to the Chairman of the Policy Committee of the MPO.
- C. A quorum for a Policy Committee meeting shall be a majority of the membership and all action items approved by the Policy Committee shall be by a simple majority vote of the members present, unless otherwise stated.
- D. Members of the Policy Committee may not receive a salary from the MPO.
- E. The Policy Committee may offer voice to other individuals and entities as deemed appropriate, but voting rights are reserved as stipulated in this document.
- F. The Town of Cortland hereby waives any membership or voting rights on the Policy Committee and consequently incurs no current or future financial obligations.

#### **Article IV Providing for Financial, Legal, and Personnel Services**

- A. The Policy Committee may choose to provide on its own, or to contract with a third party, or multiple third parties, the financial, legal, and personnel (workload) responsibilities that support the mission of the MPO. If the choice is made to contract any or all of the services, member organizations will be given an opportunity to submit proposals for such services and shall be granted the “right of first refusal” to match non-member proposals.
- B. If the entity chosen to handle the finances of the MPO is not the MPO itself, then that entity will be known as the Fiscal Agent. The Fiscal Agent responsibilities may include such items as the collection and disbursement of funds, payroll and benefit services, producing periodic financial statements, complying with all auditing requirements, technology services, and administrative support. The Fiscal Agent shall be the recipient of any Federal or State Planning funds and the responsibilities that go therewith.
- C. If the entity chosen to handle the legal responsibilities of the MPO is not the MPO itself, then that entity will be known as the Legal Agent.
- D. If the entity chosen to handle the personnel and workload responsibilities of the MPO is not the MPO itself, then that entity will be known as the Lead Agency with primary responsibility for overseeing compliance with all areas of the MPO.

#### **Article V Assurances**

The Policy Committee is mandated that their By-Laws, Policies, and Procedures, as well as those of any Committees and Task Forces, will include, and will be in compliance with, all Federal and State regulations and this IGA, all as amended from time to time, as may be applicable to this MPO. No action, or lack of action, should put in jeopardy the opportunity to receive any Federal or State funds. The MPO should take all reasonable actions to allow that the citizens being served are informed, do not experience discrimination, and are free to address concerns without repercussions.

## Article VI Amendments & Severability

- A. If any one or more of the provisions of this Agreement is declared unconstitutional or contrary to law, the validity of the remainder of the Agreement shall not be affected thereby.
- B. This Agreement is subject to amendment with the approval of all entities as set forth in Article VIII "Ratification & Termination", save for the Town of Cortland, whose membership is relinquished when this document is ratified.

## Article VII Transition Provisions

- A. Introduction: Member organizations may from time to time propose to serve as the lead agency for the respective Transportation and Transit functions. Serving as a lead agency involves both fiscal and legal responsibilities to administer the assigned programs. Currently the City of DeKalb serves as the lead agency for both the Transportation and Transit functions and a proposal from DeKalb County to serve as the lead agent for Transportation has been accepted by the Policy Committee. The following provisions are outlined to facilitate the current transition and future transitions as may be necessary.
- B. Fiscal Agent/Lead Agency. For purposes of ease and continuity during transition, DeKalb County Government is named the Fiscal, Legal, and Lead Agency for transportation planning for the period of January 1, 2019 through December 31, 2021. The Policy Committee may seek proposals for these services for the term beginning January 1, 2022. DeKalb County Government is welcome to make a proposal at that time for continued services. The City of DeKalb will continue to be the lead agency/grant recipient for transit operations.
- B. Financial Close-out. The City of DeKalb, who has been the Fiscal Agent for transportation planning up until the effective date of this amended agreement, is empowered to close-out the December 31, 2018 fiscal year transportation planning business on behalf of the MPO, with the understanding that this will be on-going for several months, likely until the 2018 fiscal year is audited. The City of DeKalb will continue to be the grant recipient for transit operations.
- C. Personnel. Any existing full-time MPO staff dedicated to transportation planning, paid through the City of DeKalb for salary and benefits as of December 31, 2018, will become employees of DeKalb County Government and will serve under the direction and authority of the DeKalb County Engineer. Said employees will start with the same salary as they had been paid by the City as of December 31, 2018 plus the County's 2019 COLA increase; said employees will also receive the same benefit programs in place for DeKalb County employees. Any accumulated vacation time and sick time as of December 31, 2018 will not be carried forward and

Commented [JH1]: Up to this point in the document everything reads generically and applies no matter who might be the fiscal agent, grant recipient, lead agency, etc. There probably needs to be an introduction paragraph explaining the reason for this article. We all understand it because we have the background, but a new reader would be wondering why the document is all of a sudden talking about a transition.

this liability would need to be settled between the City of DeKalb and any impacted employees.

- D. MPO Planning Documents, Contracts, and Budgets related to transportation planning in place on December 31, 2018 that has coverage beyond that date, will be managed by DeKalb County Government. If contractual financial payouts to third party vendors are required, the City of DeKalb and DeKalb County Government are authorized to work out mutually agreeable arrangements for the handling, reporting and distribution of those funds.
- E. Compensation for the above services will be worked out in an agreement between the Policy Committee and DeKalb County Government prior to the effective date of this IGA, but said amounts will not be less than currently paid to the City of DeKalb.

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**Article VIII Ratification & Termination**

- A. This IGA shall become effective upon the later of January 1, 2019 or the approval by all signatory parties including the Governor or his designee.
- B. Designation of this MPO by the Governor and approval of this IGA by the State of Illinois shall be considered acceptance of the provisions and objectives contained herein and shall constitute an agreement between the jurisdictions heretofore mentioned, to cooperate in the continuing, cooperative, and comprehensive transportation planning process for this MPO in the DeKalb Urbanized Area of DeKalb County.
- C. This Agreement shall remain in force through December 31, 2038. The agreement may be renewed prior to the termination date for an additional twenty years if all parties to this agreement, except for the Town of Cortland who is now relinquishing their membership, approve such action by June 30, 2038.
- D. Any party to this Agreement may withdraw by giving written notice to the Chairman of the Policy Committee, not less than one hundred and eighty (180) days prior to the later of the effective date of termination or the written notice to the Chairman of the Policy Committee. Termination from this agreement shall not relieve the withdrawing party from compliance with Federal or State requirements for cooperative transportation planning and programming, nor relieved from any financial obligations incurred as of the termination effective date.

**Article IX Authorized Signatures**

_____	_____
Mark Pietrowski, Jr., County Board Chairman	Date Signed
_____	_____
Jerry Smith, City of DeKalb Mayor	Date Signed
_____	_____
Curt Lang, City of Sycamore Mayor	Date Signed
_____	_____
Russell C. Stokes, Town of Cortland Mayor	Date Signed

_____	_____
<del>Dennis L. Barsema</del> Lisa C. Freeman, NIU Trustee's President	Date
Signed	
_____	_____

Kevin Marchek, IDOT Region 2, Dist 3 Engineer

Date Signed

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**BY-LAWS  
FOR THE METROPOLITAN PLANNING ORGANIZATION  
IN THE DEKALB URBANIZED AREA OF DEKALB COUNTY, IL**

**Article I Authority & Purpose**

- A. The authority for these By-Laws comes directly from the Intergovernmental Cooperative Agreement (IGA) as approved by the entities coming together for the Metropolitan Planning Organization (MPO) in the DeKalb Urbanized Area of DeKalb County, Illinois, first effective for January 1, 2019 and as may be amended from time to time.
- B. The purpose of these By-Laws is to provide an operational frame-work for the entities of the IGA to carry out the responsibilities necessary for the continuing, cooperative, and comprehensive transportation planning and transit operations process as provided for by Federal and State laws, policies and procedures.

**Article II Name**

The name for the Metropolitan Planning Organization of the DeKalb Urbanized Area of DeKalb County, Illinois shall be the DeKalb Sycamore Area Transportation Study (DSATS).

**Article III Officers & Elections & Terms**

- A. Officers shall be elected for one year terms for the period of January 1 through December 31. No officer may serve in the same office for more than two consecutive terms.
- B. Elections, whenever practical, should be held prior to the start day of the term of office. Should the election not be held prior to the start of a term, the incumbent officer(s) shall serve until the end of the meeting that a successor is elected. If an officer serves beyond the ending date of a term because a successor has not been elected, the term limit does not apply.

- C. Three officers shall be elected, that of Chairman, Vice-Chairman, and Secretary.
  - 1. The Chairman shall be responsible for presiding at Policy Committee meetings, developing meeting agendas, representing the Policy Committee as needed, signing documents and agreements when authorized by the Policy Committee and other duties as may be agreed to by the membership.
  - 2. The Vice-Chairman shall act as Chairman in the absence of the Chairman and shall also be responsible to assure that the By-Laws and Policies and Procedures are current and available to the membership and public.
  - 3. The Secretary is responsible to attest or certify the official nature of Policy Committee documents and actions. The Secretary is responsible to see that minutes of meetings are taken, that they are written in a timely manner, and that they are made available in a timely manner to the membership and public.
- D. An officer may be removed from office by a three-fourths vote of all members.

#### **Article IV Meetings**

- A. Meetings will generally be held once a month at a time and place convenient and accessible to the members and the public. An annual regular meeting schedule should be adopted prior to the start of a calendar year.
- B. Regular meetings may be cancelled by the Chairman if there is a lack of business items, for emergencies, for inclement weather, or other unforeseen events arise.
- C. Special meetings may be called by the Chairman or by four members who file a written request to the Secretary that includes the date and time and agenda.
- D. Members are allowed to attend meetings by electronic means, but only those members physically present at a meeting count towards a quorum. Once a quorum is established, those members attending remotely shall be allowed to vote.

## Article V Standing Committees

- A. The Policy Committee hereby creates a Transportation ~~Technical~~ Advisory Committee.
1. The purpose of the Transportation ~~Technical~~ Advisory Committee is to make recommendations to the Policy Committee on matters of planning for the transportation needs of the area, including the prioritization of projects.
  2. Voting membership, with one vote per entity, shall consist of the following entities, with each entity naming their own member, and possible alternate, by certifying said name to the Chairman of the Policy Committee:
    - a. City of DeKalb
    - b. City of Sycamore
    - c. DeKalb County Government
    - d. Northern Illinois University
    - e. State of Illinois, through the Illinois Department of Transportation
    - f. Town of Cortland
  3. Advisory membership, with voice but not voting rights, may be added by a majority vote of the Transportation ~~Technical~~ Advisory Committee members.
  4. The Transportation ~~Technical~~ Advisory Committee may create its own organizational "Rules of Procedure" to assure the orderly, timely, and fair operation of said Committee. In addition, the Policy Committee may grant the ~~Technical~~ Transportation Advisory Committee additional authorities as it deems necessary to streamline the processing of routine actions.
  5. The Transportation ~~Technical~~ Advisory Committee may establish such other Committees and Task Forces as deemed appropriate for the effective and efficient operation of this Transportation ~~Technical~~ Advisory Committee.

- B. The Policy Committee hereby creates a Transit Operations Committee.
1. The purpose of the Transit Operations Committee is to make recommendations to the Policy Committee on matters of planning for the transit needs of the area, including the prioritization of projects.
  2. Voting membership, with one vote per entity, shall consist of the following entities, with each entity naming their own member, and possible alternate, by certifying said name to the Chairman of the Policy Committee:
    - a. City of DeKalb
    - b. City of Sycamore
    - c. DeKalb County Government
    - d. [Northern Illinois University](#)
    - e. [NIU Student Association](#)
    - f. [Kishwaukee College](#)
  3. Advisory membership, with voice but not voting rights, may be added by a majority vote of the Transit Operations Committee members.
  4. The Transit Operations Committee may create its own organizational “Rules of Procedure” to assure the orderly, timely, and fair operation of said Committee. In addition, the Policy Committee may grant the Transit Operations Committee additional authorities as it deems necessary to streamline the processing of routine actions.
  5. The Transit Operations Committee may establish such other Committees and Task Forces as deemed appropriate for the effective and efficient operation of this Transit Operations Committee.

## **Article VI Amendments**

- A. Amendments to these By-Laws, which are not in conflict with the IGA governing this Policy Committee, may be adopted by a two-thirds vote of the membership at a regular meeting of the Policy Committee.

## **Article VII Ratification**

- A. These By-Laws shall become effective upon the later of January 1, 2019 or the approval of two-thirds vote of all members.
- B. Should the Policy Committee in office during 2018 choose to establish regular meeting dates for 2019 and to elect officers to serve once the new IGA takes effect

in 2019, those actions are considered valid unless the Policy Committee takes alternative action at their first meeting after December 31, 2018.

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**Article VIII Authorized Signatures**

_____ Jerry Smith, City of DeKalb Mayor	_____ Date Signed
_____ Bill Finucane, DeKalb City Alderman	_____ Date Signed
_____ Tim Holdeman, DeKalb Public Works Director	_____ Date Signed
_____ Curt Lang, City of Sycamore Mayor	_____ Date Signed
_____ Brian Gregory, Sycamore City Manager	_____ Date Signed
_____ Mark Pietrowski, Jr., Chairman County Board	_____ Date Signed
_____ Gary Hanson, DeKalb County Administrator	_____ Date Signed
_____ Jennifer Groce, NIU Office of Community Affairs	_____ Date Signed
_____ Ryan Lindenmier, IDOT District 3	_____ Date Signed