



MatSu Valley Planning *for* Transportation
Metropolitan Planning Organization

Amended BYLAWS August 20, 2024

ARTICLE I **Registered Agent and Place of Business**

SECTION 1 **Registered office and Registered Agent.** The registered office shall be located Wasilla City Hall, 290 East Herning Ave, Wasilla, Alaska 99654. The Registered officer may be changed by a action of the Policy Board and filed with the State of Alaska. The Registered Agent is Glenda Ledford, Mayor of Wasilla.

ARTICLE 2 **Purpose** **Metropolitan Planning Organization**

SECTION 1 The Matsu Valley for Transportation (MVP for Transportation) (the "Corporation") is the Metropolitan Planning Organization (MPO) for the Matanuska-Susitna Metropolitan Planning Area (MPA). MVP for Transportation was designated as an MPO by the Governor of the State of Alaska on December 19th, 2023. As the MPO, the Policy Board is the governing body of MVP for Transportation, a nonprofit corporation responsible for carrying out the transportation planning process in the metropolitan planning area. The MVP Coordinator shall serve as the Executive Director of the MPO.

ARTICLE 3 **Policy Board and Officers**

SECTION 1 In accordance with Section 5 of the MVP for Transportation Inter-Governmental Operating Agreement and Memorandum of Understanding for Transportation (the "MOU"), the Corporation's Policy Board, hereafter referred to as the "Policy Board", shall consist of seven voting seats, each member having one vote. The Policy Board shall serve



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as the Corporation's Policy Board and shall be comprised of the following members, *ex officio*:

- Representative of the Alaska Department of Transportation and Public Facilities
- The Matanuska-Susitna Borough (MSB) Mayor and Manager,
- The Mayor of the City of Palmer,
- The Mayor of the City of Wasilla,
- Knik Tribe Representative
- Chickaloon Native Village Representative.

SECTION 2 The Policy Board shall elect the officers of the Corporation, which shall consist of a Chair, Vice-Chair, Secretary, and Treasurer, and may include an Executive Director, from Policy Board members annually at its regularly scheduled meeting, no later than the end of December. If an officer of the Corporation no longer serves on the Policy Board without completing their term, the Policy Board will elect a replacement once board membership is complete or at the next scheduled meeting, but no later than two (2) months after the vacancy occurred. The duties and responsibilities of the Corporation's officers are as follows:

SECTION 3 **Chair.** The Chair shall be the principal officer of the Corporation and shall preside at all meetings of the Policy Board; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Policy Board has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Policy Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and other duties as may be prescribed by the Policy Board.

The Chair shall decide on all points of order and procedure in accordance with Robert's Rules of Order, Newly Revised, unless changed and adopted by the rules agreed upon by the Policy Board.



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The Chair shall nominate, except for the Technical Committee, which is established by the Bylaws, all committee members and their respective chairs found necessary for the purpose of expediting the work of the Policy Board. All members nominated shall be confirmed by a majority vote of the Policy Board.

The Chair shall report on activities taking place that have not come to the attention of the Policy Board at the next regularly scheduled or special meetings of the Policy Board.

When required, the Chair shall execute on behalf of the Policy Board all documents it authorizes or approves.

SECTION 4 **Vice Chair.** In the absence of the Chair, or in event of his or her inability or refusal to act, a Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform such other duties as assigned by the Chair or by the Policy Board.

SECTION 5 **Secretary.** The Secretary shall be responsible for the minutes of the meetings of the Policy Board and committees having any of the authority of the Policy Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the name and address of each Member; and in general perform all duties incident to the office of Secretary and other duties as assigned by the Chair or by the Policy Board.

SECTION 6 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in the banks, trust companies or other depositories selected by the Policy Board; and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the President or by the Policy Board.



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SECTION 7 **Executive Director.** The Policy Board may appoint an Executive Director upon such terms and conditions and at such compensation as the Policy Board deems proper. The Executive Director, upon appointment, will serve at the pleasure of the Policy Board and will be responsible for the conduct of the business of the Corporation within its prescribed policies. They will report to the Chair and will be responsible for hiring, assigning, supervising, and terminating employees of the Corporation pursuant to the policies established by the Policy Board. The Executive Director will also be responsible for supporting the Chair in drafting the Agenda, the Secretary in noticing the meetings and taking minutes, and the Treasurer in developing the monthly financial statements.

SECTION 8 **Officer Elections.** Policy Board Officers are elected by the Board members via written nominations in advance of the meeting and open nominations from the floor at the November meeting.

- Nominations can be made in writing no later than 24 hours before the meeting.
- The Chair will announce the written nominations and call for nominations from the floor for each officer position: Chair, Vice Chair, Secretary, and Treasurer, in rotation.
- The higher position election will be completed prior to the nominees for the next position.
- No Board member may nominate more than one candidate for each position, and candidates may nominate themselves.
- The same Policy Board member may fill the Secretary and Treasurer positions only.
- Nominations do not have to be seconded.
- Nominees may decline the nomination.
- Nominations are closed when no other nominations are made for the current position.
- If there is only one nominee and there is no objection, they are confirmed
- If more than one candidate is nominated, voting takes place.



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- Elections are decided by roll call vote, with the nominee with the highest number of votes winning.
- In the case of a tie vote, there will be a revote until one of the nominees gets the highest number of votes
- Officers shall serve a one-year term.
- A quorum is needed for officer elections.

SECTION 9 **Removal.** Any officer elected or appointed by the Policy Board may be removed for no cause stated by the Policy Board whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent does not, of itself, create contract rights.

SECTION 10 **Vacancies.** Vacancies on the Policy Board or any officer positions, including vacancies resulting from (a) an increase in the number of Policy Board members or officer positions, or (b) the death, resignation, or removal of a Policy Board member or officer, shall be appointed by the member organization of the vacant seat as outlined in the Inter-Governmental Operating Agreement and Memorandum of Understanding for Transportation Planning.

SECTION 11 **Dues.** Policy Board members shall remit all fees and membership dues pursuant to the Memorandum of Understanding for the Operation of the MatsU Valley Planning for Transportation Office.

ARTICLE 4 **Policy Board Meetings**

SECTION 1 The MVP for Transportation Policy Board meetings are open to the public, and notice will be given at least five days prior to a scheduled meeting as outlined in the approved Public Participation Plan. Notice of the Meeting shall be delivered via email to all members and via the newspaper to the public according to the approved Public Participation Plan. The meeting will be governed using Roberts Rules of Order, Newly Revised.



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SECTION 2 Regular meetings of the Policy Board shall be held monthly at a time to be determined by the Policy Board.

SECTION 3 All regular or special meetings shall be open to the public. An agenda schedule for each meeting of the Policy Board shall be prepared by the Secretary to ensure Policy Board business is conducted in an efficient manner.

SECTION 4 Special meetings shall be held at the call of the Chair issued upon his/her own initiative or at the request of one (1) or more members of the Policy Board, when necessary, to act upon matters before the Policy Board, providing notice is given in accordance with the approved Public Participation Plan.

SECTION 5 A quorum shall consist of four (4) members of the Policy Board. Four supporting votes are required to approve any action.

SECTION 6 In the absence of a quorum, no meeting shall be held, and no official action may be taken.

SECTION 7 A roll-call vote will be called for on all matters being voted on by the Policy Board unless it passes without objection.

SECTION 8 **Proxy Voting.** If a Policy Board member cannot attend the regularly scheduled meeting, a member of the representing organization can serve as a proxy voter for the Policy Board member if designated in writing by the Policy Board member.

ARTICLE 5 **Agenda**

SECTION 1 The MVP Executive Director shall prepare for each meeting of the Policy Board or its Committees, when appointed, an agenda of the items to be considered.



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SECTION 2 Any member of the Policy Board may instruct the Executive Director to add any matter to the agenda for discussion or action by the Policy Board.

SECTION 3 All agenda items to be considered by the Policy Board must be submitted no later than the close of business one week before the meeting.

SECTION 4 Informational items not on the agenda may be presented to the board so long as no action is taken until the next meeting of the Policy Board.

ARTICLE 6 **Order of Business**

SECTION 1 The order of business of meetings shall be as follows:

- A. Meeting called to order
- B. Consent Agenda
 - Approval of the Agenda
 - Approval of the Minutes from the previous meeting
 - Staff/Committee/Workgroup Reports (including the Chair's report)
 - Treasurers/Finance Report
- C. Voices of the Visitors (items not on the agenda)
- D. Action Items
- E. Old Business
- F. New Business
- G. Other Issues
- H. Informational Items
- I. Committee Comments



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J. Adjournment

SECTION 2 Public Comment shall be accepted for all old business and new business items.

SECTION 3 The length of the public comment period, per speaker, shall be determined at the discretion of the Chair at the beginning of any public meeting, but in no event shall exceed five (5) minutes. The public comment period will be closed when all speakers have had an opportunity to comment on the item before the Policy Board.

SECTION 4 The Policy Board may add a Consent Agenda to the order of business.

ARTICLE 7 **Records**

SECTION 1 The minutes of all Policy Board and Committee meetings shall be recorded by the MPO staff and maintained as a public record in the MPO office and shall be accessible to the public during regular office hours.

ARTICLE 8 **Committees**

SECTION 1 The Policy Board may appoint any committees that it deems necessary including but not limited to a Finance, Executive, Board Enrichment, Transit Advisory, Freight Advisory, and Non-Motorized Transportation Committees. Other committees not having and exercising the authority of the Policy Board in the management of the Corporation may be established by action of the Policy Board. Except as otherwise provided in that action, the Chair of the Corporation shall appoint the committee members. Any member may be removed, without cause stated, by the person or persons authorized to appoint the member whenever, in the judgment of the appointing authority, the best interest of the Corporation is served by the removal.

SECTION 2 All Committees shall consist of at least three (3) members each.



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- SECTION 3 Members of the Policy Board shall be a non-voting member of each Committee.
- SECTION 4 Committee meetings may be called at the request of the Committee Chair, the Policy Board, or at the request of two (2) committee members. A written or verbal report of Committee business shall be made at the next meeting of the Policy Board by any Committee member or the Executive Director.
- SECTION 5 All Committee meetings must be noticed according to MVP's approved Public Participation Plan.
- SECTION 6 Unless otherwise provided in the action of the Policy Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 9

Technical Committee Purpose and Duties

- SECTION 1 The MPO shall have a standing Technical Committee to review items of a technical nature and act as an advisory body to assist the Policy Board.
- SECTION 2 The purpose of the Technical Committee shall be to evaluate the technical feasibility of proposed plans and projects, provide technical data and information, and make recommendations to the Policy Board.
- SECTION 3 The Technical Committee shall have approval authority during construction of projects as outlined in the Policies and Procedures.
- SECTION 4 General Membership of the Technical Committee shall consist of fourteen (14) seats held by representatives, such as engineer, planner, or other specialist, from MVP's member agencies and regional transportation organizations. General members are named by the leadership of their respective organizations. The following agencies and



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organizations make up the General Membership of the Technical Committee:

- Mat-Su Borough Transportation Advisory Board Chair
- Mat-Su Borough School District Operations
- City of Palmer
- City of Wasilla
- Mat-Su Borough Planning
- Mat-Su Borough Public Works
- State of Alaska Department of Transportation & Public Facilities Planning Chief
- State of Alaska Department of Transportation & Public Facilities Preconstruction Engineer
- Local Road Service Area Advisory Board Member
- Alaska Railroad Corporation
- Knik Tribe
- Chickaloon Native Village
- Trucking Industry Advocate
- State of Alaska Department of Environmental Conservation Air Quality

SECTION 5 At-Large Membership of the Technical Committee shall consist of three (3) seats held by representatives from the following entities:

1. Trucking Industry Advocate-a professional involved in some aspect of freight movement, management and/or advocacy.
2. Public Transportation provider- a professional involved in some aspect of public transit service provision and/or advocacy
3. Nonmotorized/Mobility Advocate- a professional involved in some aspect of non-motorized trail development, maintenance and/or advocacy

Entities represented on an at-large basis shall provide documentation to the Corporation naming such representatives.



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SECTION 6 At-Large member nominations follow an application process outlined in the Corporation's Organizational Policies. Technical Committee At-Large Member applications are reviewed and appointed by the Policy Board.

SECTION 7 The Technical Committee shall elect a Chair and Vice-Chair from its regular members annually at its regularly scheduled November meeting, following the process outlined in ARTICLE 3, SECTION 8.

SECTION 8 The Chair shall decide on all points of order and procedure in accordance with Robert's Rules of Order, Newly Revised, unless changed and adopted by the rules agreed upon by the Committee.

SECTION 9 The Chair, or in their absence or disability, the Vice-Chair shall preside at all meetings and hearings of the Technical Committee. In the absence or disability of both the Chair and Vice-Chair, an acting Chair shall be selected by the members present, or staff could be asked to serve for the meeting.

SECTION 10 MVP Staff shall serve as Secretary of the Technical Committee. The Secretary shall provide all administrative support for the Technical Committee.

SECTION 11 All committee members shall be entitled to one vote each. The Executive Director and Transportation Planner will not be considered as members and will not get a vote. Proxy voting is allowed if written notification identifying the proxy is received from the Technical Committee member by the Executive Director prior to the meeting.

SECTION 12 A quorum of voting members must be present for a vote to take place. A quorum will consist of nine (9) or more voting members of the Technical Committee. A majority of the voting members present at a meeting are required for an affirmative vote.



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SECTION 13 Voting members of the Technical Committee will comply with Articles 10 and 11 of the Policy Board Bylaws regarding conflict of interest and ethics decisions.

SECTION 14 The Technical Committee may adopt the use of appointed workgroups if deemed necessary for the continuing transportation planning process. The workgroups will be appointed by the Technical Committee Chair and ratified by the Technical Committee. Workgroup appointments will usually be temporary in nature and will be terminated at the conclusion of the specific project concerned.

SECTION 15 Regular meetings of the Technical Committee shall be held monthly. The Committee Chair may call special meetings provided public notice is given as provided in the approved Public Participation Plan. Roberts Rules of Order, Newly Revised, shall govern the conduct of all meetings of the Committee, except for rules set forth or adopted by the Technical Committee. Technical Committee meetings shall follow the same format of the Policy Board

SECTION 16 The Technical Committee shall have the following duties and all additional duties assigned by the Policy Board:

1. Develop the Draft Unified Planning Work Program (UPWP) for the Policy Board. This includes recommendation of tasks and task priority.
2. Develop and prioritize transportation projects for inclusion in the Metropolitan Transportation Plan (MTP) and the Transportation Improvement Program (TIP).
3. Monitor the development of projects included in the TIP. This includes reporting on the status of projects and recommendations if a project is delayed.



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4. Approve changes during construction in accordance with the MatsU Valley Planning for Transportation Policies and Procedures.

ARTICLE 10 **Conflict of Interest**

SECTION 1 **Declaration of Policy.** The Policy Board declares that members operate as a State and Federally mandated Policy Board; and any effort to realize personal gain through official conduct is a violation of that trust. Policy Board and committee members shall not only be impartial and devoted to the best interests of the Policy Board's jurisdiction but also shall act and conduct themselves both inside and outside the Policy Board and committee's service as not to give occasion for distrust of their impartiality or of their devotion to the best interests of the citizens they represent. This provision is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2 **Definitions.** As used in this article:

Interested Party shall mean any director, principal officer, or member of a Committee with powers delegated by the Policy Board, who has a direct or indirect financial interest or receives any remuneration from the Corporation, is an interested person.

Conflict of Interest shall mean every member shall vote on all questions unless he has a direct or substantial indirect financial or personal interest in the matter being discussed.

Financial Interest shall mean a Policy Board member of officer has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;



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2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Policy Board determines that a conflict of interest exists.

Personal Interest shall mean any direct or substantial indirect interest arising from blood or marriage relationships or from close business or political associations, whether any financial interest is involved.

Confidential Information shall mean all information pertaining to City, Borough or State interests that is not available to the public in general including but not limited to information pertaining to any claims or lawsuits pending against the Policy Board and personnel matters.

SECTION 3 **Disclosure of interest.** No member who has a direct or indirect financial or personal interest in any matter before the Policy Board or assigned Committees shall use his/her office or position to exert influence on such matter.

If known by the member, a member who participates in the discussion or expresses an opinion to the Policy Board on any matter before it shall disclose the nature and extent of any direct or indirect financial or other personal interest, he/she has in such matter to the Policy Board. The Policy Board shall determine whether the member has a conflict of interest and whether the member must recuse him/herself from the discussion and vote on the matter. The Policy Board shall make such determination by simple majority vote.



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If a member has reasonable cause to believe another member has failed to disclose actual or possible conflicts of interest, the member shall inform the Policy Board in writing of the basis for such belief and afford the other member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Policy Board determines the member has failed to disclose an actual or possible conflict of interest, the Policy Board shall take appropriate disciplinary and corrective action.

SECTION 4 Disclosure of Information. No member shall disclose any confidential information acquired by him/her in the course of his/her official duties or use such information to further his/her or others' financial, personal, or political interests. This section shall not prohibit any such member from acquiring and utilizing any information that is available to the public in general so long as such information is obtained in the same manner as it would be obtained by an ordinary citizen.

SECTION 5 Compensation. No member of the Policy Board or assigned Committees whose jurisdiction includes compensation matters and who personally receives compensation, directly or indirectly, individually or collectively, from MVP for services may provide information or vote on matters pertaining to that member's compensation.

SECTION 6 Securing Special Privileges. No member shall use or attempt to use the member's position to secure privileges, financial gain, or exemption for him/herself or others.

No member shall grant any special consideration, treatment, or advantage to any citizen beyond that which is available to every other citizen.

SECTION 7 Post-Membership Activities. After the termination of service with the Policy Board, no member shall appear before the Policy Board in relation to any case, proceeding, or application in which they personally



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participated during the period of their service or which was under their active consideration.

SECTION 8 Annual Statements. Each active member of the Policy Board, Technical Committee, and staff shall annually sign a statement (Appendix B) which affirms they have read and understand the conflict of interest policy within this Article, agree to comply with the policy, and understand that the Matsu Valley for Transportation MPO is a charitable organization and in order to maintain its federal non-profit tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 11 **Policy Board Code of Ethics**

SECTION 1 The Policy Board shall adopt the "American Planning Association (APA) Ethical Principles in Planning" dated May 1992 as broad, general guidelines for the ethical conduct of its members. The guidelines, while directed to AICP and APA members, reflect the ethics of MVP for Transportation and its members will use to guide their efforts. This statement is attached and hereby made a part of these bylaws (Appendix A)

ARTICLE 12 **Miscellaneous**

SECTION 1 Minor Changes to Documents. In instances when documents are approved by the Policy Board and signed by the Chair which are subsequently discovered to contain unintended or incorrect information or language, and when, in the opinion of the Chair, the document submitted to accomplish their correction will not alter the intent of the Policy Board in its original approval, the Chair is authorized to sign such a document, provided that the Secretary provides written concurrence with this action.



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The Secretary is responsible for managing MVP documents which have been approved by a legislative body (i.e. City Council or the Borough Assembly). If an amendment or correction is made by MVP, the legislative body must reapprove prior to policy board signatures.

SECTION 2 **Attendance.** Attendance shall be in person or telephonically. If any member, except ex-officio members, has three consecutive unexcused absences, it shall be cause for an alternative representative to be designated from their organization. If for any reason an alternative representative is not designated, the Policy Board shall instruct the Chair of the Policy Board to inform the proper legislative body of the requirements of this section of the bylaws.

The only exception to the above procedures and requirements shall be in cases of illness or conditions beyond the control of the individual member, as judged by the majority of the Policy Board members. Any member seeking an exception should request an item be placed on the agenda. Said judgment or ruling on the condition beyond the control of a member shall be voted on at a regular meeting or special called meeting for this particular purpose.

SECTION 3 **Policy Board Member Appointment.** Upon appointment to the Policy Board and confirmation by the respective Council or Assembly, the members so confirmed will be seated at the next regular or special meeting.

SECTION 4 **Indemnification.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Policy Board member or officer of the Corporation, or is or was serving at the request of the Corporation as a Policy Board member, officer, employee, or agent of another Corporation, partnership, joint



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venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Policy Board member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Policy Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

To the extent that a Policy Board member, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.



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Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Policy Board in the specific case upon receipt of an undertaking by or on behalf of the Policy Board member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Policy Board members, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Policy Board member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Policy Board member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Policy Board member, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE 13 **Amendments**

SECTION 1 In accordance with Article 4, Section 5, these rules may be amended, rescinded or supplemented by the Policy Board provided such



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amendments are presented in writing at a regular meeting or special meeting called for this particular purpose and action taken thereon at a subsequent regular meeting.

ARTICLE 14

Fiscal Year

SECTION 1 The fiscal year of MVP shall begin on the 1st day of October and end on the 30th day of September in each year.

ARTICLE 15

Seal; Shares of Stock; Loans

SECTION 1 **Seal.** The Corporation shall have no seal.

SECTION 2. **Shares of Stock.** The Corporation shall not have stock nor pay dividends.

SECTION 3 **Loans.** The Corporation may not make loans to its officers or Policy Board members.

ARTICLE 16

Contracts, Checks, Deposits and Gifts

SECTION 1 **Contracts.** the Policy Board may authorize any officer or officers agent or agents of the Corporation, in addition to the officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.


SECTION 2 **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the officer or officers, agent or agents of the Corporation and in a manner determined by resolution of the Policy Board.



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SECTION 3 **Gifts.** The Policy Board or its designee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as the contribution, bequest or devise is consistent with the gift acceptance policy adopted by the Policy Board. In the absence of a gift acceptance policy, the Policy Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or device is in the best interest of the Corporation.

These Amended Bylaws were passed and approved by a duly constituted quorum of MatSu Valley Planning for Transportation MVP Policy Board on ~~August~~ November 19, 2024



Mayor Glenda Ledford, Policy Board Chair

ATTEST:



Nicholis R. Charles Jr., Policy Board Secretary

PASSED

Yes:

No:

Absent:



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Appendix A. Ethical Principles in Planning

(As Adopted by the APA Board, May 1992)



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Ethical Principles in Planning

This statement is a guide to ethical conduct for all who participate in the process of planning as advisors, advocates, and decision makers. It presents a set of principles to be held in common by certified planners, other practicing planners, appointed and elected officials, and others who participate in the process of planning.

The planning process exists to serve the public interest. While the public interest is a question of continuous debate, both in its general principles and in its case-by-case applications, it requires a conscientiously held view of the policies and actions that best serve the entire community.

Planning issues commonly involve a conflict of values and, often, there are large private interests at stake. These accentuate the necessity for the highest standards of fairness and honesty among all participants.

Those who practice planning need to adhere to a special set of ethical requirements that must guide all who aspire to professionalism.

The Code is formally subscribed to by each certified planner. It includes an enforcement procedure that is administered by AICP. The Code, however, provides for more than the minimum threshold of enforceable acceptability. It also sets aspirational standards that require conscious striving to attain.

The ethical principles derive both from the general values of society and from the planner's special responsibility to serve the public interest. As the basic values of society are often in competition with each other, so do these principles sometimes compete. For example, the need to provide full public information may compete with the need to respect confidences. Plans and programs often result from a balancing among divergent interests. An ethical judgment often also requires a conscientious balancing, based on the facts and context of a particular situation and on the entire set of ethical principles.

This statement also aims to inform the public generally. It is also the basis for continuing systematic discussion of the application of its principles that is itself essential behavior to give them daily meaning.



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The planning process must continuously pursue and faithfully serve the public interest.

Planning Process Participants should:

1. Recognize the rights of citizens to participate in planning decisions;
2. Strive to give citizens (including those who lack formal organization or influence) full, clear and accurate information on planning issues and the opportunity to have a meaningful role in the development of plans and programs;
3. Strive to expand choice and opportunity for all persons, recognizing a special responsibility to plan for the needs of disadvantaged groups and persons;
4. Assist in the clarification of community goals, objectives and policies in plan-making;
5. Ensure that reports, records and any other non-confidential information which is, or will be, available to decision makers is made available to the public in a convenient format and sufficiently in advance of any decision;
6. Strive to protect the integrity of the natural environment and the heritage of the built environment;
7. Pay special attention to the interrelatedness of decisions and the long range consequences of present actions.

Planning process participants continuously strive to achieve high standards of integrity and proficiency so that public respect for the planning process will be maintained.

Planning Process Participants should:

1. Exercise fair, honest, and independent judgment in their roles as decision makers and advisors;
2. Make public disclosure of all "personal interests" they may have regarding any decision to be made in the planning process in which they serve, or are requested to serve, as advisor or decision maker.
3. Define "personal interest" broadly to include any actual or potential benefits or advantages that they, a spouse, family member or person



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- living in their household might directly or indirectly obtain from a planning decision;
4. Abstain completely from direct or indirect participation as an advisor or decision maker in any matter in which they have a personal interest, and leave any chamber in which such a matter is under deliberation, unless their personal interest has been made a matter of public record; their employer, if any, has given approval; and the public official, public agency or court with jurisdiction to rule on ethics matters has expressly authorized their participation;
 5. Seek no gifts or favors, nor offer any, under circumstances in which it might reasonably be inferred that the gifts or favors were intended or expected to influence a participant's objectivity as an advisor or decision maker in the planning process;
 6. Not participate as an advisor or decision maker on any plan or project in which they have previously participated as an advocate;
 7. Serve as advocates only when the client's objectives are legal and consistent with the public interest.
 8. Not participate as an advocate on any aspect of a plan or program on which they have previously served as advisor or decision maker unless their role as advocate is authorized by applicable law, agency regulation, or ruling of an ethics officer or agency; such participation as an advocate should be allowed only after prior disclosure to, and approval by, their affected client or employer; under no circumstance should such participation commence earlier than one year following termination of the role as advisor or decision maker;
 9. Not use confidential information acquired in the course of their duties to further a personal interest;
 10. Not disclose confidential information acquired in the course of their duties except when required by law, to prevent a clear violation of law or to prevent substantial injury to third persons; provided that disclosure in the latter two situations may not be made until after verification of the facts and issues involved and consultation with other planning process participants to obtain their separate opinions;
 11. Not misrepresent facts or distort information for the purpose of achieving a desired outcome;



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12. Not participate in any matter unless adequately prepared and sufficiently capacitated to render thorough and diligent service;
13. Respect the rights of all persons and not improperly discriminate against or harass others based on characteristics which are protected under civil rights laws and regulations.

APA members who are practicing planners continuously pursue improvement in their planning competence as well as in the development of peers and aspiring planners. They recognize that enhancement of planning as a profession leads to greater public respect for the planning process and thus serves the public interest.

APA Members who are practicing planners:

1. Strive to achieve high standards of professionalism, including certification, integrity, knowledge, and professional development consistent with the AICP Code of Ethics;
2. Do not commit a deliberately wrongful act which reflects adversely on planning as a profession or seek business by stating or implying that they are prepared, willing or able to influence decisions by improper means;
3. Participate in continuing professional education;
4. Contribute time and effort to groups lacking adequate planning resources and to voluntary professional activities;
5. Accurately represent their qualifications to practice planning as well as their education and affiliations;
6. Accurately represent the qualifications, views, and findings of colleagues;
7. Treat fairly and comment responsibly on the professional views of colleagues and members of other professions;
8. Share the results of experience and research which contribute to the body of planning knowledge;
9. Examine the applicability of planning theories, methods and standards to the facts and analysis of each particular situation and do not accept the applicability of a customary solution without first establishing its appropriateness to the situation;
10. Contribute time and information to the development of students, interns, beginning practitioners and other colleagues;



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11. Strive to increase the opportunities for women and members of recognized minorities to become professional planners;
12. Systematically and critically analyze ethical issues in the practice of planning.



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Appendix B. Conflict of Interest Certification



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Conflict of Interest Certification

Conflict of Interest Policy

Purpose

The purpose of this policy is to protect the interests of MVP by (a) preventing the personal interest of the Policy Board, Technical Committee, and Employees from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals. The intent of this policy is to supplement, not replace, any applicable federal, state, or local laws regarding conflicts of interest. *see ARTICLE 10 of the Amended Bylaws July 2024 for the full conflict of interest policy documentation.

Persons Concerned

This statement applies to Board Members, Officers, and all Employees who can influence the governance and actions of MVP. This includes anyone who makes financial decisions, might be referred to as "management personnel," or has proprietary information regarding MVP.

Procedures

1. Duty to Disclose

Each Board Member, Director, Officer, Employee, and any other Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.

2. Investigating Conflicts

When a potential Conflict of Interest is disclosed, the Policy Board will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.

3. Addressing a Conflict of Interest

If the Board determines that a conflict of interest exists, they will take the appropriate actions to address the conflict. This may include (but not be limited to): (a) prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest or (b) terminating employment with MVP.



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Affected parties both within and outside of *MVP*, including directors, employees, and independent contractors, will be notified. If the Conflict of Interest in question involves a member of the Board, that individual will be excused from deliberations.

4. Disciplinary Action

All conflicts of interest will be reviewed on a case-by-case basis. The board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed conflicts of interest.

If the governing officers reasonably believe a member or staff member failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest.

After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position at the organization.

5. Notice of Annual Statements

Every Member, Director, Officer, Employee, and any other Interested Person must sign a Conflict of Interest Disclosure Statement upon said individual's term of office, employment, or other relationship with *MVP* and must do so annually. Failure to sign does not nullify the policy.



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Acknowledgment

By signing, the individual named below understands what constitutes a Conflict of Interest and understands the procedure for addressing them with *MVP*, including their duty to disclose any known or potential conflicts of interest.

The signee agrees to abide by the procedures set forth by this policy for the duration of their relationship with *MVP*

Name (printed): _____ Date: __/__/20__

Signature: _____

The Conflict-of-Interest Policy Certification form was adopted by the MatSu Valley Planning for Transportation Policy Board on August 20, 2024.