



**BYLAWS  
of the  
TENNESSEE  
TRANSPORTATION MODERNIZATION BOARD**

The following bylaws are adopted by the Tennessee Transportation Modernization Board pursuant to Tennessee Code Annotated (T.C.A.) § 54-3-113 to be effective as of the date of approval by the Board.

**ARTICLE I – STATUTORY AUTHORITY**

**Purpose and Powers of the Board**

Per T.C.A. § 54-3-113, there is established the Transportation Modernization Board (the “Board”), which is authorized to exercise the powers and duties necessary to approve the development and operation of user fee facility projects proposed by the Tennessee Department of Transportation (the “Department”), as provided in T.C.A., Title 54, Chapter 3.

**Bylaws Governance**

These bylaws shall be governed by and shall comply with T.C.A., Title 54, Chapter 3, and any other statutes or regulations applicable to state boards generally.

## **ARTICLE II -- ORGANIZATION**

### **Membership**

The Board shall consist of five voting members as follows:

- One member to be appointed by the Governor;
- One member to be appointed by the Speaker of the House;
- One member to be appointed by the Speaker of the Senate;
- The Governor, ex officio, or the Governor's designee; and
- The Commissioner of Transportation, ex officio, or the Commissioner's designee.

### **Terms**

The terms for initial board members who do not serve ex officio begin on October 1, 2023, and must be staggered as follows:

- The member appointed by the Governor shall serve an initial term of six (6) years;
- The member appointed by the Speaker of the House shall serve an initial term of five (5) years; and
- The member appointed by the Speaker of the Senate shall serve an initial term of four (4) years.

Following the terms of initial board members, the term for a board member who does not serve ex officio is four years.

A board member who does not serve ex officio is eligible for reappointment and may serve a maximum of two (2) full terms; provided, however, that an appointment to fill an unexpired term as a result of a vacancy does not count toward the term limit.

At the expiration of a board member's term, the member may continue to serve until a successor is appointed or until the member is reappointed.

### **Officers**

The officers of the Board are as follows:

- Chair: The Commissioner of Transportation or the Commissioner's designee shall serve as chair.
- Other Officers: The Board may elect other officers as the Board deems appropriate.
- Committees: The Board may establish committees as the Board deems appropriate.

### ARTICLE III – POWERS AND DUTIES

The powers and duties of the Board include the following:

- To provide written notice of a proposed user fee facility project to the Speakers of the Senate and the House of Representatives, the Chairs of the Finance, Ways and Means committees of the Senate and the House of Representatives, the Chair of the Transportation and Safety committee of the Senate, and the Chair of the Transportation committee of the House of Representations as required by T.C.A. § 54-3-102(c);
- To approve the Department's proposed user fee project as provided in T.C.A. § 54-3-102(c);
- To approve the Department's proposal to designate one or more lanes of a highway, or portion of a highway, within the state as a user fee facility per the conditions set out in T.C.A. § 54-3-104(c);
- To approve the Department's proposal to establish a new user fee facility or add a user fee facility to an existing transportation facility, including, if applicable, the proposed use of a franchise agreement, concession agreement, or a combination thereof, to design, construct, finance, operate, or maintain the user fee facility, per the requirements set out in T.C.A. § 54-3-104(d);
- To approve the Department's proposal to set user fees or establish the method for setting variable user fees for the use of managed lanes, subject to resolutions or indentures authorizing bonds, if applicable, per the conditions set out in T.C.A. § 54-3-104(e);
- To approve the Department's proposal to modify the user fee conditions set forth in a user fee facility development agreement as provided in T.C.A. § 54-3-104(f);
- To approve the Commissioner's proposal to establish user fees, vehicle restrictions and other fees or restrictions applicable to the operation of user fee facilities as provided in T.C.A. § 54-3-107;
- To approve the Department's proposal to prohibit certain classes of vehicles from operating in a user fee facility as provided in T.C.A. § 54-3-108(d);

- To approve the Department's proposal to establish administrative fees and procedures for the collection of unpaid user fees as provided in T.C.A. § 54-3-114(d); and
- To approve the Department's proposed criteria for a determination by the Department or the Department's contractor that a registered owner of a vehicle is a habitual violator of user fee facility user fee requirements and the process for notifying the Department of Revenue that a registered owner of a vehicle is a habitual violator as provided in T.C.A. set out in § 54-3-114(j).

## **ARTICLE IV -- MEETINGS**

### **Call of Meetings**

The Board shall meet at the call of the Chair.

### **Public Notice of Meetings**

All meetings of the Board, whether regular or special, shall be scheduled and conducted in accordance with the Tennessee Open Meeting Act, T.C.A. § 8-44-101, et seq. The Chair, with the assistance of Department staff assigned to support the Board, shall prepare and post the public notice of the meeting.

### **Location of Meetings**

Each meeting shall be conducted at the location and time identified in the notice of meeting; provided, however, that the Board may allow members of the Board or public to participate in a meeting by electronic means as provided in T.C.A. § 8-44-108.

### **Agenda**

An agenda shall be prepared for each meeting of the Board by the Chair and Department staff assigned to support the Board. The agenda shall be posted on the Department's website at least seventy-two (72) hours prior to the meeting.

In accordance with T.C.A. § 8-44-112, all meetings of the Board shall reserve a period for public comment to provide the public with the opportunity to comment on matters that are germane to the items on the agenda for the meeting. The notice of meeting shall indicate

the manner in which a person may indicate the person's desire to offer comments at the meeting. The Chair may limit the amount of time reserved for public comment, the number of speakers, and the time allowed for each person to speak. The Chair shall take all practicable steps to ensure that opposing viewpoints, if any, are represented fairly.

### **Quorum**

Three (3) board members constitute a quorum for the transaction of business. If a quorum is present, a vacancy on the board does not prevent the Board from transacting business or otherwise taking an action authorized by T.C.A., Title 54, Chapter 3. All votes shall be made in public.

### **Parliamentary Practice**

Except as provided in the last sentence of this Section, all meetings of the Board or any Board committee shall be conducted in accordance with Robert's Rules of Order. The Chair may change the order of items to be considered from that set forth in the notice of the meeting. To the extent procedures prescribed by applicable statutes or these bylaws conflict with Robert's Rules of Order, the statutes or these bylaws shall govern.

### **Minutes**

Department staff assigned to support the Board shall keep the official minutes of the Board, transcribe them into writing and submit them to the Board for approval at the next meeting of the Board. The minutes shall include, at a minimum, a record of persons present, all motions, proposals and resolutions offered, the results of any vote taken, and a record of how each Board member voted.

The minutes of each meeting of the Board, when approved, shall be the original and controlling record of the meeting. Before being submitted for approval, Departmental staff shall provide each Board member a draft copy of the minutes in advance of the next scheduled meeting. Following approval by a majority, the minutes of the Board shall be made public by posting on the Department's public website or as the Board may otherwise direct.

## **ARTICLE V -- ETHICS**

The Board adopts, and all members shall comply with, the Governor's Executive Order No. 2, An Order Concerning Ethics Policies Applicable to, and Ethics Disclosures Required of, Executive Branch Employees, dated January 24, 2019.

Members of the Board are subject to applicable state laws regarding conflicts of interest, including T.C.A. § 12-4-101, which prohibits any member of the Board from being directly interested in any contract presented to the Board for review and approval or to be indirectly interested in any such a contract without publicly disclosing the indirect interest.

## **ARTICLE VI- STAFF SUPPORT AND EXPENSES**

### **Administrative Staff**

The Department shall assign staff to provide administrative support to the Board.

### **Technical and Professional Assistance**

Employees of the Department may provide technical and professional assistance as needed to the Board, and the General Counsel of the Department or the General Counsel's designee may serve as legal counsel to the Board, as may be approved by the Commissioner of Transportation.

## **ARTICLE VII**

### **Amendments**

These Bylaws may be amended or revised by an affirmative vote of a majority of the members of the Board at a regular or special meeting.

### **Review**

The Board shall institute a review of these Bylaws at least once every three (3) years.

## **ARTICLE VIII**

### **Certificate of Adoption**

These Bylaws shall be effective upon adoption and shall remain in effect unless otherwise amended or repealed.

**ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_.**

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**Howard H. Eley  
Commissioner of Transportation (Chair)**

XXXXXXXXXXXXXXXXXXXX

**Fred Decosimo  
Governor (or Designee)**

XXXXXXXXXXXXXXXXXXXX

**Mike Keeney  
Appointed by the Governor**

XXXXXXXXXXXXXXXXXXXX

**David Bradshaw  
Appointed by the Speaker of the Senate**

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**Steve Johnson  
Appointed by the Speaker of the House**

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