

11. DRAFT BYLAWS REVISION

BACKGROUND

At the February 2024 Transportation Policy Council meeting, the TPC reviewed and discussed a number of potential Bylaws revisions under consideration from the TPC's Select Committee work. The TPC confirmed the following major revisions:

- Establishing two new membership categories for new areas added to the Metropolitan Planning Area (MPO Boundary). First is a "Growth Area" membership, where the new area shares one TPC vote with other growth area members and all MPO planning and programming activities are eligible within the area. Second is an "Associate" membership, where the new area does not seek to join the MPO, but the MPO is required to add the geographical area to comply with its federal regulations.
- Adding The Woodlands as a local government member of the TPC.
- Adding an additional At-Large TPC member representing cities smaller than 50,000 residents and makes both positions at-large for the entire region (e.g., both represent small cities in the entire MPO area).
- Adding a process for the TPC to follow for expanding the Metropolitan Planning Area (MPO boundary).

Additionally, staff presented numerous revisions intended to update the Bylaws to address current regulations pertaining to Metropolitan Planning Organizations.

CURRENT SITUATION

At its March 2024 meeting, the Transportation Policy Council reviewed the attached draft Bylaws revisions. Following this initial review, the Policy Council took no action pending review of the draft Bylaws by external counsel. Completion of that review is still pending.

This item is being continued from the March meeting for potential additional discussion and any possible action.

A motion to approve The Woodlands as a local government member of the TPC may be considered.

ACTION REQUESTED

For Discussion and Possible Action. [No Action Recommended]

TRANSPORTATION POLICY COUNCIL

BYLAWS AND OPERATING PROCEDURES

As Amended on [DATE TBD]

The following rules shall govern the procedures and composition of the Transportation Policy Council:

Section One: Functions

The Transportation Policy Council (TPC) shall serve as the Policy Board for the Metropolitan Planning Organization (MPO) identified in the Governor's MPO designation. The Transportation Policy Council shall also provide regular and continuing routine guidance to Multimodal Transportation Planning efforts in the Metropolitan Planning Area established by the Transportation Policy Council, which includes the Houston and the The Woodlands-Conroe Transportation Management Areas, conducted by entities including, but not limited to, the Texas Department of Transportation, the MPO staff, city and county governments, the Metropolitan Transit Authority of Harris County (METRO), special purpose governments, regional planning agencies, and other political subdivisions of the State of Texas.

The Transportation Policy Council shall examine the adequacy and appropriateness of the continuous, cooperative, and comprehensive (“3C”) metropolitan transportation planning process, review various agreements entered into for the execution of transportation planning, and review the *Unified Planning Work Program (UPWP)* and recommend it for inclusion in the H-GAC overall Budget. The Transportation Policy Council shall approve the *Transportation Improvement Program (TIP)* and *Regional Transportation Plan (RTP)*. The Transportation Policy Council shall review annually such other documentation which requires approval by responsible local officials. The Transportation Policy Council may recommend projects or studies to be implemented by H- GAC. The H-GAC Board of Directors shall serve as the contracting agent for the Transportation Policy Council. The Transportation Policy Council shall advise the H-GAC Board of Directors on transportation programs and issues. The Transportation Policy Council shall approve region-wide transportation plans and/or revisions thereof, and promote the adoption and implementation of such plans by the various levels of government. The Council shall also function as a forum for public discussion relating to transportation planning in the Metropolitan Planning Area.

Section Two: Membership

The Transportation Policy Council consists of local elected officials, officials of public agencies that administer or operate major modes of transportation in the metropolitan area, or appropriate officials of the Texas Department of Transportation, as listed in the “Transportation Policy Council Membership Table,” below.

Table 2.1: Transportation Policy Council Membership Table (Adopted TBD)

Jurisdiction	Member Type	TPC Members (Numerical Vote)
Brazoria County	Local Govt	1
Chambers County	Local Govt	1
Fort Bend County	Local Govt	1
Galveston County	Local Govt	1
Harris County	Local Govt	2
Liberty County	Local Govt	1
Montgomery County	Local Govt	1
Waller County	Local Govt	1
City of Baytown	Local Govt	1
City of Conroe	Local Govt	1
City of Galveston	Local Govt	1
City of Houston	Local Govt	3
City of League City	Local Govt	1
City of Missouri City	Local Govt	1
City of Pasadena	Local Govt	1
City of Pearland	Local Govt	1
City of Sugar Land	Local Govt	1
City of Texas City	Local Govt	1
The Woodlands Township	Local Govt	1
Growth Area Caucus*	Growth Area	1*
At-Large Cities (Harris County)	Local Govt	2
METRO	Agency	1
Gulf Coast Rail District	Agency	1
Port and Maritime Appointee	Agency	1
TxDOT - Houston	Agency	1
TxDOT - Beaumont	Agency	1
TOTAL		29

* The Growth Area Caucus position will remain vacant until the Growth Area Caucus is constituted and selects a representative.

2.1. Membership Categories

There are four categories of membership on the Policy Council:

1. **Local Government Member** – Counties within the Metropolitan Planning Area that include part of a Census-designated Urbanized Area, and cities with populations over 50,000 are Local Government Members, with full membership and participation in the Transportation Policy Council, the MPO planning process, and may seek transportation project funding. All Policy Council members representing local governments shall be the chief elected official from that jurisdiction or another designated elected official from the jurisdiction.
 - a. Each qualified local government may appoint one (1) member to the Transportation Policy Council.

- (1) The City of Houston may appoint a total of three (3) members to the Transportation Policy Council.
 - (2) Harris County may appoint a total of two (2) members to the Transportation Policy Council.
 - b. At-Large Local Government Members:
 - (1) There are two at-large Local Government Members representing cities within the Metropolitan Planning Area with populations smaller than 50,000.
 - (2) The two at-large Local Government Members may not be from jurisdictions within the same county.
 - (3) The TPC will establish or delegate procedures for selecting these at-large members.
 - c. As an entity operating pursuant to Chapter 289, Acts of the 73rd Legislature, Regular Session, 1993, The Woodlands Township will be considered a Local Government Member and may appoint one (1) member to the Transportation Policy Council.
 - d. With a two-thirds approval from the Transportation Policy Council, counties that are expected to contain an urbanized area or become part of the contiguous urbanized area at the next decennial census may appoint an elected official from the county to serve as Local Government Member.
2. **Agency Member** – Agency members are members who represent transportation interests or agencies and participate in the Policy Council in compliance with federal requirements. Agency members are full members of the Transportation Policy Council and may participate in all aspects of the metropolitan planning process. They may consist of:
 - a. Officials of public agencies that administer or operate major modes of transportation in the metropolitan area, including representation by providers of public transportation; and
 - b. Appropriate State officials.
3. **Growth Area Member** – Jurisdictions that are included in the Metropolitan Planning Area but are not yet urbanized or expected to become urbanized within the next ten years are provided an opportunity to participate in the Policy Council. These jurisdictions may appoint one elected official from the jurisdiction to serve as a non-voting ex officio member of the Policy Council and as a member of the Growth Area Caucus. MPO activities in these areas are focused on planning and preparing their transportation systems for the eventual impacts of urbanized growth. Growth Area membership is intended to prepare these jurisdictions for full local government membership as their population grows and the region's core urban area expands towards their jurisdictions. Growth Area Members may participate in all aspects of the metropolitan planning process, including seeking funding for construction of transportation projects.

- a. Growth Area Members will be part of the Growth Area Caucus, which selects one (1) member to be a voting member of the Transportation Policy Council for a period of one year.
 - (1) The Growth Area Caucus is a forum for newly-added members of the Metropolitan Planning Organization to identify and address needs specific to parts of the region outside the core urban area and for these members to prepare for full local government membership.
 - (2) The Growth Area Caucus consists of all Growth Area Members and Associate Members. Only Growth Area Members may be selected as the voting Policy Council Member.
 - (3) Any Growth Area Member not serving as the voting member on the Policy Council will be a non-voting ex-officio member of the Policy Council.
 - (4) The Growth Area Caucus will convene in person or virtually at least once per quarter.
 - b. Counties that are expected to contain part of an urbanized area as identified in the MPO's 20-year urbanized area growth forecast may appoint a Growth Area Member. Additionally, the Policy Council, with a two-thirds vote, may invite other contiguous counties whose inclusion would promote efficient overall transportation strategies to appoint a Growth Area Member.
4. **Associate Member** – Counties that are included in the Metropolitan Planning Area because they are expected to contain part of an urbanized area as identified in the MPO's 20-year urbanized area growth forecast but that elect not to appoint a Growth Area Member may appoint an elected official from the county as an Associate Member of the Policy Council. Associate Members serve on the Transportation Policy Council as a non-voting ex officio member and as a member of the Growth Area Caucus. An Associate Membership is intended to provide an opportunity to participate in the MPO for counties where the MPO is required to include territory to satisfy any applicable federal requirements. Associate Membership makes membership in the MPO as non-intrusive as possible, so that the county is not forced to actively participate in the MPO and is not significantly impacted by the MPO including part of the county's jurisdiction. However, the county may participate more actively if it chooses.
- a. Associate Members will be part of the Growth Area Caucus described above, but may not be selected as the voting Policy Council member.
 - b. The county may request planning activities or studies within the MPO area. These will be reviewed and approved by the Transportation Policy Council
 - c. The county may not seek funding for construction of transportation projects. The TxDOT district covering the county may seek partial funding from the MPO for eligible transportation projects within the MPO boundary; programming of any such funding must be approved by a two-thirds vote of the TPC.

- d. Transportation projects in the county's portion of the MPO boundary sponsored by TxDOT or a local government requiring inclusion in the Metropolitan Planning Organization's Transportation Improvement Program or other programming actions will be reviewed by the Transportation Policy Council for concurrence and appropriate action. It will take a two-thirds majority of the Policy Council to reject taking requested programming action on such a project.
- e. Counties that are expected to contain part of an urbanized area as identified in the MPO's 20-year urbanized area growth forecast but who elect not to appoint a Growth Area Member may appoint an Associate Member.

2.2. Opportunity to Withdraw for New Urbanized Areas

A county added to the Transportation Policy Council after January 1, 2024 containing an urbanized area that subsequently reaches the minimum population threshold for establishing a new MPO after a decennial census will have the option to withdraw its member from the Transportation Policy Council and cease to participate in the existing MPO. If the county does not elect to form a new MPO, it will remain in the Transportation Policy Council; the city representing the newly-recognized urbanized area will be able to appoint a new regular member of the Transportation Policy Council.

If the county elects to withdraw from the Transportation Policy Council and form a new MPO, the following actions will be undertaken by both parties:

- a. The existing MPO's boundary will be adjusted to only contain the area expected to be urbanized within the next twenty (20) years. The remainder of the county will become part of the new MPO.
- b. The Transportation Policy Council and the new MPO will develop a cooperative agreement for conducting required planning activities.

2.3. Alternate Members

Each voting member may have a designated alternate member who may serve at any Transportation Policy Council meeting in the voting member's absence. Alternate members must be predetermined in advance of a meeting and, except as specified below, will have voting rights at the full TPC meeting in the absence of the primary member. Alternate members must be appointed in the same manner as the voting members and must qualify as local elected officials, officials of public agencies that administer or operate major modes of transportation in the Houston-Galveston Metropolitan Planning Area, or appropriate officials of the Texas Department of Transportation. An elected primary member may be represented as an alternate by a designated non-elected official from the same jurisdiction, however such alternate appointees may not cast votes on behalf of the primary member.

2.4. Appointing New City Members

Cities within the Metropolitan Planning Area not otherwise having designated voting membership but having a population of 50,000 according to the official decennial census or a TPC-approved population estimate shall have voting membership on the TPC effective after the decennial census has been published or the TPC has approved the population estimate.

2.5. Terms of Appointment

Members shall serve a term of one calendar year. Thirty days prior to the end of their terms, the chief elected official or head and/or board of the entity which they represent shall be requested by the TPC Secretary to name the representative for the next term. The Nominating Committee for the TPC shall recommend a *Port and Maritime Transportation Interests* representative for appointment by the TPC.

2.6. Expansion of the Metropolitan Planning Area and MPO Membership

The Metropolitan Planning Area is the MPO's boundary. Following every decennial census, the MPO is required to review the Metropolitan Planning Area in accordance with federal regulations to ensure that it fully encompasses the Census-designated Urbanized Areas within the current MPO boundary and that it includes all areas forecast to become urbanized within the next twenty (20) years.

When the Metropolitan Planning Area is required to be expanded by the TPC to meet federal metropolitan planning requirements, newly-included areas will be offered either the Local Government, Growth Area, or Associate Memberships, depending on the newly-included areas' interest in participating in the MPO. The TPC Chair and MPO Director will work with the new areas to determine the preferred membership category and identify whether the full county area or only the minimal area forecast to become urbanized within the next 20 years (plus a 10-mile buffer) will be included in the Metropolitan Planning Area. Approval of these new areas and memberships requires a two-thirds majority of the TPC. Additionally, joining the TPC as a Local Government or Growth Area member, or a county opting to include its entire area in the Metropolitan Planning Area, requires a resolution from the governing body agreeing to participate in the MPO. A county that wishes to participate as an Associate Member should provide a resolution agreeing to participate in the MPO.

At a minimum, when new areas are required to be added to the MPO but do not wish to participate in the MPO's activities, they will be offered an Associate Member appointment. The area added to the Metropolitan Planning Area will consist only of the minimal area identified in the MPO's 20-year urbanized area growth forecast, plus a 10-mile buffer. The added area may be adjusted to align with logical transportation infrastructure features, physical barriers, or jurisdictional boundaries that might influence future urban growth. Associate Membership makes membership in the MPO as non-intrusive as possible, so that the county is not forced to actively participate in the MPO and is not significantly impacted by the MPO including part of the county's jurisdiction.

When an expansion of the Metropolitan Planning Area is undertaken, a formal redesignation of the MPO may be required in accordance with federal code or regulation. If redesignation is required, newly-included areas will be permitted to appoint their member (Local Government, Growth Area, or Associate, depending on the agreed membership type) and immediately begin participating in the MPO upon communication of the new area's governing body's formal resolution to join the MPO. No federal funds may be expended or programmed in the newly-included area until the redesignation process is completed.

Section Three: Voting Procedures

The Transportation Policy Council will conduct voting in accordance with the following procedures.

3.1. Definitions

- a. A “Numerical Vote” is a vote taken on the basis of one vote per member.
- b. A “Proxy Voter” is a Primary or voting-eligible alternate member designated in writing in advance of a TPC meeting by a member who will be absent at the meeting.
 - (1) A proxy voter is authorized to vote for the policy board member who appointed the proxy to the extent the member has given the proxy the member's voting power.
 - (2) If a primary member designating a proxy is an elected official, then the proxy voter must also be an elected member or alternate.
 - (3) If the primary member designating the proxy voter is a non-elected official, then the proxy voter can be either a non-elected or an elected member or alternate.
 - (4) No member may be designated as a proxy voter for more than two other members.

3.2. Basic Voting Procedures

- a. Votes may only be cast by appointed members, their appointed voting-eligible alternate member, or their designated proxy voter present at the time the vote is taken.
- b. All votes will be taken as a Numerical Vote, which can be conducted as a voice vote or a roll-call vote, in accordance with Robert’s Rules.
- c. For a voice vote or roll-call Numerical vote, a simple majority is required for the motion to pass.

Section Four: Officers

4.1 Election of Officers

The Transportation Policy Council shall elect a Chairman, a First Vice Chairman, a Second Vice Chairman, Past Chairman and a Secretary, each to serve for a term of one (1) year. Elections shall be held at the first meeting of each calendar year. The Chairman shall appoint a nominating committee of three (3) members in November prior to the first meeting of each calendar year for the purpose of bringing before the Council a slate of officers for consideration.

4.2 Chair Term Limit; Officer Vacancies

The TPC Chair shall serve as Chair for no more than three consecutive years. In the event a duly elected officer is unable to serve the entire term of office, and the remaining officers shall concur in appointing a Council member to serve the remainder of the unexpired term, and this appointment shall be subject to approval by the majority of the Council membership present at the next called meeting.

4.3 Executive Committee

The TPC Officers will constitute an Executive Committee that advises the MPO Director in the facilitation of work program planning and management of the transportation planning process. The Executive Committee shall meet as determined by the Chair and MPO Director.

Section Five: Vacancies

Each member shall be eligible to serve during the term as long as the member occupies the position held at the time of selection. In the event that a voting member becomes ineligible or unable to serve, a new member named by the chief elected official or the head and/or board of the appropriate governmental unit shall be allowed to assume the position of the ineligible member on the Council. Changes of voting members can be made by a chief elected official or the head and/or board of the appropriate governmental unit at any time.

Section Six: Quorum

Fifty-one percent (51%) of the total Council voting membership shall constitute a quorum for the transaction of business at all meetings.

Section Seven: Meetings

All meetings of the Transportation Policy Council shall be governed by *Robert's Rules of Order*, except as specified elsewhere in these Bylaws. The Chairman shall call meetings of the Council at least four (4) times annually or when requested in writing by five (5) or more of the voting members. The Chairman shall in a written notice of the meeting designate the time and place and indicate in an official agenda the business to be transacted or considered. The written notice of each meeting shall be provided electronically or mailed to each member of the Council in accordance with Texas Open Meetings Act requirements. In the absence of the Chairman, the First Vice Chairman and Second Vice Chairman from a regular or special meeting of the Council at which a quorum is present, the remaining members present shall elect a presiding officer who shall serve until the conclusion of that meeting or until the arrival of the Chairman or the First or Second Vice Chairman. Opportunities for public comments shall be provided subject to guidelines established by the Transportation Policy Council (Attachment A).

Section Eight: Ethics

Members of the Transportation Policy Council and employees of the MPO shall not accept or solicit gifts or favors that might reasonably tend to influence them in their discharge of their official duties. Additionally, members of the Transportation Policy Council and employees of the MPO shall not accept other employment or compensation that could reasonably be expected to impair their independence of judgment in the performance of their official duties. Neither a member of the Transportation Policy Council nor an employee of the MPO shall make personal investments that could reasonably be expected to create a conflict between the member's or employee's private interest and the public interest. The "Ethics Policy" adopted by the Transportation Policy Council provides more detailed guidance about the conduct of policy board members and MPO employees. (Attachment B)

Section Nine: Minutes

Minutes of all meetings shall be the responsibility of the Secretary and shall be kept and recorded by persons furnished to the Council for this purpose by the administrative support for the Transportation Policy Council. Minutes of each meeting shall be submitted to each member of the Council over the Secretary's signature. Minutes shall be distributed electronically or by mail with notice for the next scheduled meeting.

Section Ten: Administrative Support

The Houston-Galveston Area Council shall provide administrative support to the Transportation Policy Council. The Transportation Policy Council and MPO will remain affiliated with the Houston-Galveston Area Council.

Section Eleven: Committees**11.1. Transportation Advisory Committee**

The Transportation Policy Council shall be assisted and advised by a Transportation Advisory Committee which shall be representative of local government, transportation modes, and other interests

which should be considered in accomplishing its purpose. The Transportation Policy Council shall approve the Transportation Advisory Committee's composition. As appropriate, it may adopt policies and procedures for the Transportation Advisory Committee.

11.2. Additional Committees

The Transportation Policy Council may create other such ad hoc committees or technical committees as the voting membership deems appropriate for the furtherance of its function.

Section Twelve: Amendments

These Bylaws may be amended by a two-thirds majority vote of the Transportation Policy Council members or their designated alternates in attendance at any duly called meeting wherein an official quorum is present provided, however, that any such proposed amendments are fully set out in writing and furnished to each member fourteen (14) days in advance of the meeting where the action is to be taken.

Section Thirteen: Severability Clause

If any provision of these Bylaws is illegal, not in compliance with state or federal regulations, or unenforceable as such, such illegality, noncompliance, or unenforceability shall not affect any other provision of these Bylaws and such other provisions shall continue in full force and effect.

Section Fourteen: Effective Date

Amendments to these Bylaws shall become effective 90 days after adoption, unless otherwise specified by the amendment.

Adopted June 12, 1981, Effective July 1, 1981

Revised September 25, 1992; November 13, 1992; December 18, 1998; May 27, 2005; November 20, 2009; February 24, 2012; January 25, 2013; [DATE TBD]

ATTACHMENT A

Transportation Policy Council Meetings for the Houston-Galveston Transportation Management Area

PROCEDURES FOR PUBLIC COMMENTS

The Transportation Policy Council (TPC) encourages public comments on any and all matters relevant to regional transportation planning. To assure fair and equitable opportunities for all citizens desiring to address the TPC, the following public comment procedures have been established:

Public Comments on Agenda Items

Public comments related to agenda items will be allowed at the start of the meeting before the business section of the agenda. Comments will be limited to three (3) minutes and the applicant must sign up at least five minutes before the start of the meeting. A person may not reserve time to appear more than once per meeting. Persons wishing to address more than one agenda item may do so during their allotted time.

An agenda and sign-up sheet will be made available at the meeting place at least fifteen (15) minutes prior to the start of the meeting.

Other Public Presentations

Other public presentations not related to business indicated on the agenda must be submitted to the Chairman twenty-one (21) days in advance of the regular meeting and will be added to the agenda at the Chairman's discretion. If approved as an agenda item, the presentation will be limited to ten (10) minutes.

Requests to deliver such a presentation should be submitted in writing to:

Chairperson
Transportation Policy Council
Houston-Galveston Area Council
P. O. Box 22777
Houston, TX 77227

Written Comments

The TPC welcomes written comments relating to agenda items or other regional transportation planning concerns. For written comments exceeding three (3) standard 8 1/2" x 11" pages, twenty-five (25) copies must be provided. Written comments should be sent to the TPC Chairman at the above address.

Invited Comments

The Chairman may at any time during the meeting invite comments from the audience.

Information Required

The following information will be required of all persons making either oral or written comments:

1. Full name
2. Affiliation (if applicable)
3. Mailing address

Agenda Item(s) or topic to be addressed

ATTACHMENT B

Transportation Policy Council for the Houston-Galveston Transportation Management Area

ETHICS POLICY

The Transportation Policy Council is committed to conducting its business in an ethical and open manner. To ensure ethical conduct by members of the Transportation Policy Council and its employees, the following rules have been adopted:

Transportation Code Requirements

- No policy board member or employee of the MPO may accept or solicit any gift, favor or service that might reasonably tend to influence the member or employee in the discharge of official duties or that the member or employee knows or should know is being offered with the intent to influence the member's or employee's official conduct.
- No policy board member or employee of the MPO may accept other employment or engage in a business or professional activity that the member or employee might reasonably expect would require or induce the member or employee to disclose confidential information acquired by reason of the official position.
- No policy board member or employee of the MPO may accept other employment or compensation that could reasonably be expected to impair the member's or employee's independence of judgment in the performance of official duties.
- No policy board member or employee of the MPO may make personal investments that could reasonably be expected to create a conflict between the member's or employee's private interest and the public interest.
- No policy board member or employee of the MPO may intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised official powers or performed the official duties in favor of another.

Chapter 171, Local Government Code Requirements

- If a policy board member has a substantial interest in a business entity or in real property, the policy board member shall file, before a vote or decision on any matter involving the business entity or the real property, an affidavit stating the nature and extent of the interest and shall abstain from further participation in the matter if:
 - (1) in the case of a substantial interest in a business entity, the action on the matter will have a special economic effect on the business entity that is distinguishable from the effect on the public; or
 - (2) in the case of a substantial interest in real property, it is reasonably foreseeable that an action on the matter will have a special economic effect on the value of the property, distinguishable from its effect on the public.

- If a policy board member is required to file and does file an affidavit, the policy board member is not required to abstain from further participation in the matter requiring the affidavit if a majority of the policy board members are likewise required to file and do file affidavits of similar interests on the same official action.
- The policy board shall take a separate vote on any budget item specifically dedicated to a contract with a business entity in which a member of the policy board has a substantial interest. Except as provided in the preceding paragraph, the member may not participate in that separate vote. The member may vote on a final budget if:
 - (1) the member has complied with Chapter 171, Local Government Code, and
 - (2) the matter in which the member is concerned has been resolved.
- A person has a substantial interest in a business entity if:
 - (1) the person owns 10 percent or more of the voting stock or shares of the business entity or owns either 10 percent or more or \$15,000 or more of the fair market value of the business entity; or
 - (2) funds received by the person from the business entity exceed 10 percent of the person's gross income for the previous year.
- A person has a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more.
- A policy board member is considered to have a substantial interest if a person related to the policy board member in the first degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a substantial interest.
- A county judge or county commissioner engaged in the private practice of law has a substantial interest in a business entity if the official has entered a court appearance or signed court pleadings in a matter related to that business entity.
- A policy board member may not act as surety for a business entity that has work, business or a contract with the Transportation Policy Council.

Chapter 176, Local Government Code Requirements

- A policy board member shall file a conflicts disclosure statement in the form prescribed by the Texas Ethics Commission with respect to a person who enters or seeks to enter into a contract with the Transportation Policy Council or with respect to the agent of a person who enters or seeks to enter into a contract with the Transportation Policy Council if:
 - (1) the person enters into a contract with the Transportation Policy Council or the Transportation Policy Council is considering entering into a contract with the person; and
 - (2) the person:
 - (A) has an employment or other business relationship with the policy board member or a

family member of the policy board member that results in the member or family member receiving taxable income, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date that the policy board member becomes aware that:

- (i) a contract described by (1) above has been executed; or
- (ii) the Transportation Policy Council is considering entering into a contract with the person; or

B) has given to the policy board member or a family member of the policy board member one or more gifts that have an aggregate value of more than \$250 in the 12-month period preceding the date the policy board member becomes aware that:

- (i) a contract described by (1) above has been executed; or
- (ii) the Transportation Policy Council is considering entering into a contract with the person.

- A policy board member is not required to file a conflicts disclosure statement in relation to a gift accepted by the member or a family member of the member if the gift is:
 - (1) given by a family member of the person accepting the gift;
 - (2) a political contribution as defined by Title 15, Election Code; or
 - (3) food, lodging, transportation, or entertainment accepted as a guest.
- A policy board member shall file the conflicts disclosure statement with the records administrator of the Transportation Policy Council not later than 5 p.m. on the seventh business day after the date on which the policy board member becomes aware of the facts that require the filing of the statement.
- The Transportation Policy Council may extend the requirements of Chapter 176 to any employee of the MPO who has the authority to approve contracts on behalf of the Transportation Policy Council. The Transportation Policy Council shall identify each employee made subject to Chapter 176 and shall provide a list of the identified employees on request to any person.
- The Transportation Policy Council shall provide access to the disclosure statements and questionnaires required to be filed under Chapter 176 on its website, if it has a website.
- Agent means a third party who undertakes to transact some business or manage some affair for another person by the authority or on account of the other person.
- Business relationship means a connection between two or more parties based on commercial activity of one of the parties. The term does not include a connection based on:
 - (1) a transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity;

- (2) a transaction conducted at a price and subject to terms available to the public; or
 - (3) a purchase or lease of goods or services from a person that is chartered by a state or federal agency and that is subject to regular examination by, and reporting to, that agency.
- Contract means a written agreement for the sale or purchase of real property, goods, or services.
 - Family member means a person related to another person within the first degree by consanguinity or affinity, as described by Subchapter B, Chapter 573, Government Code, except that the term does not include a person who is considered to be related to another person by affinity only as described by Section 573.024(b), Government Code.
 - Goods means personal property.
 - Investment income means dividends, capital gains, or interest income generated from:
 - (1) a personal or business checking or savings account, share draft or share account, or other similar account;
 - (2) a personal or business investment; or
 - (3) a personal or business loan.

Incorporation of Statutes:

All provisions of Section 472.034, Transportation Code, Chapter 171, Local Government Code, and Chapter 176, Local Government Code, are intended to be incorporated into this ethics policy. In the case of any uncertainty as to the applicability of any of these statutes, the policy board member or employee should refer to the actual statutes.

Penalties:

Any employee who violates the Ethics Policy is subject to termination or other employment related sanctions. Any policy board member or employee of the MPO who violates the Ethics Policy is subject to applicable civil or criminal penalty if the violation also constitutes a violation of a state statute or rule.

Distribution:

Upon adoption of the Ethics Policy by the Transportation Policy Council, a copy shall be distributed to each policy board member and MPO employee.

The Ethics Policy adopted by the Transportation Policy Council shall be provided to each new employee no later than three (3) business days after the date on which the person begins employment.

The Ethics Policy adopted by the Transportation Policy Council shall be provided to each new policy board member no later than three (3) business days after the date on which the person qualifies for office.

Multiple Ethics Policies:

Because employees of the MPO are subject to the H-GAC Ethics Policy as well as the Transportation Policy Council's Ethics Policy, in cases of conflict between the two ethics policies, the H-GAC Ethics Policy prevails.

TRANSPORTATION POLICY COUNCIL BYLAWS AND OPERATING PROCEDURES

As Amended on **DATE TBD!**

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Section One: Functions

The Transportation Policy Council (TPC) shall serve as the Policy Board for the Metropolitan Planning Organization (MPO) identified in the Governor's MPO designation. The Transportation Policy Council shall also provide regular and continuing routine guidance to Multimodal Transportation Planning efforts in the Metropolitan Planning Area established by the Transportation Policy Council, which includes the Houston, and the The Woodlands-Conroe Transportation Management Areas, conducted by entities including, but not limited to, the Texas Department of Transportation, the MPO staff, city and county governments, the Metropolitan Transit Authority of Harris County (METRO), special purpose governments, regional planning agencies, and other political subdivisions of the State of Texas.

The Transportation Policy Council shall examine the adequacy and appropriateness of the continuous, cooperative, and comprehensive ("3C") metropolitan transportation planning process, review various agreements entered into for the execution of transportation planning, and review the *Unified Planning Work Program (UPWP)* and recommend it for inclusion in the H-GAC overall Budget. The Transportation Policy Council shall approve the *Transportation Improvement Program (TIP)* and *Regional Transportation Plan (RTP)*. The Transportation Policy Council shall review annually such other documentation which requires approval by responsible local officials. The Transportation Policy Council may recommend projects or studies to be implemented by H-GAC. The H-GAC Board of Directors shall serve as the contracting agent for the Transportation Policy Council. The Transportation Policy Council shall advise the H-GAC Board of Directors on transportation programs and issues. The Transportation Policy Council shall approve region-wide transportation plans and/or revisions thereof, and promote the adoption and implementation of such plans by the various levels of government. The Council shall also function as a forum for public discussion relating to transportation planning in the Metropolitan Planning Area.

Section Two: Membership

The Transportation Policy Council consists of local elected officials, officials of public agencies that administer or operate major modes of transportation in the metropolitan area, or appropriate officials of the Texas Department of Transportation, as listed in the "Transportation Policy Council Membership Table," below.

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Deleted: Transportation Management Area

Deleted: Houston-Galveston Area Council (H-GAC)

Deleted: (MTA)

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Deleted: endorse

Deleted: recommend its consistency to H-GAC as the Regional Clearinghouse

Deleted: Houston-Galveston Transportation Management

Deleted: . Current members of the Transportation Policy are listed in the

Deleted: Voting

Table 2.1: Transportation Policy Council Membership Table (Adopted TBD)

<u>Jurisdiction</u>	<u>Member Type</u>	<u>TPC Members (Numerical Vote)</u>
<u>Brazoria County</u>	<u>Local Govt</u>	<u>1</u>
<u>Chambers County</u>	<u>Local Govt</u>	<u>1</u>
<u>Fort Bend County</u>	<u>Local Govt</u>	<u>1</u>
<u>Galveston County</u>	<u>Local Govt</u>	<u>1</u>
<u>Harris County</u>	<u>Local Govt</u>	<u>2</u>
<u>Liberty County</u>	<u>Local Govt</u>	<u>1</u>
<u>Montgomery County</u>	<u>Local Govt</u>	<u>1</u>
<u>Waller County</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Baytown</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Conroe</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Galveston</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Houston</u>	<u>Local Govt</u>	<u>3</u>
<u>City of League City</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Missouri City</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Pasadena</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Pearland</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Sugar Land</u>	<u>Local Govt</u>	<u>1</u>
<u>City of Texas City</u>	<u>Local Govt</u>	<u>1</u>
<u>The Woodlands Township</u>	<u>Local Govt</u>	<u>1</u>
<u>Growth Area Caucus*</u>	<u>Growth Area</u>	<u>1*</u>
<u>At-Large Cities (Harris County)</u>	<u>Local Govt</u>	<u>2</u>
<u>METRO</u>	<u>Agency</u>	<u>1</u>
<u>Gulf Coast Rail District</u>	<u>Agency</u>	<u>1</u>
<u>Port and Maritime Appointee</u>	<u>Agency</u>	<u>1</u>
<u>TxDOT - Houston</u>	<u>Agency</u>	<u>1</u>
<u>TxDOT - Beaumont</u>	<u>Agency</u>	<u>1</u>
TOTAL		29

** The Growth Area Caucus position will remain vacant until the Growth Area Caucus is constituted and selects a representative.*

2.1. Membership Categories

There are four categories of membership on the Policy Council:

1. **Local Government Member** – Counties within the Metropolitan Planning Area that include part of a Census-designated Urbanized Area, and cities with populations over 50,000 are Local Government Members, with full membership and participation in the Transportation Policy Council, the MPO planning process, and may seek transportation project funding. All Policy Council members representing local governments shall be the chief elected official from that jurisdiction or another designated elected official from the jurisdiction.
 - a. Each qualified local government may appoint one (1) member to the Transportation Policy Council.

(1) The City of Houston may appoint a total of three (3) members to the Transportation Policy Council.

(2) Harris County may appoint a total of two (2) members to the Transportation Policy Council.

Deleted: Local governments with populations greater than 1,000,000 shall appoint a second member to the

b. At-Large Local Government Members:

(1) There are two at-large Local Government Members representing cities within the Metropolitan Planning Area with populations smaller than 50,000.

(2) The two at-large Local Government Members may not be from jurisdictions within the same county.

(3) The TPC will establish or delegate procedures for selecting these at-large members.

Deleted: <#>At-Large Member for Small Cities in Harris County
At-Large Member for Small Cities other than Harris County

c. As an entity operating pursuant to Chapter 289, Acts of the 73rd Legislature, Regular Session, 1993, The Woodlands Township will be considered a Local Government Member and may appoint one (1) member to the Transportation Policy Council.

d. With a two-thirds approval from the Transportation Policy Council, counties that are expected to contain an urbanized area or become part of the contiguous urbanized area at the next decennial census may appoint an elected official from the county to serve as Local Government Member.

2. Agency Member – Agency members are members who represent transportation interests or agencies and participate in the Policy Council in compliance with federal requirements. Agency members are full members of the Transportation Policy Council and may participate in all aspects of the metropolitan planning process. They may consist of:

a. Officials of public agencies that administer or operate major modes of transportation in the metropolitan area, including representation by providers of public transportation; and

b. Appropriate State officials.

3. Growth Area Member – Jurisdictions that are included in the Metropolitan Planning Area but are not yet urbanized or expected to become urbanized within the next ten years are provided an opportunity to participate in the Policy Council. These jurisdictions may appoint one elected official from the jurisdiction to serve as a non-voting ex officio member of the Policy Council and as a member of the Growth Area Caucus. MPO activities in these areas are focused on planning and preparing their transportation systems for the eventual impacts of urbanized growth. Growth Area membership is intended to prepare these jurisdictions for full local government membership as their population grows and the region's core urban area expands towards their jurisdictions. Growth Area Members may participate in all aspects of the metropolitan planning process, including seeking funding for construction of transportation projects.

a. Growth Area Members will be part of the Growth Area Caucus, which selects one (1) member to be a voting member of the Transportation Policy Council for a period of one year.

(1) The Growth Area Caucus is a forum for newly-added members of the Metropolitan Planning Organization to identify and address needs specific to parts of the region outside the core urban area and for these members to prepare for full local government membership.

(2) The Growth Area Caucus consists of all Growth Area Members and Associate Members. Only Growth Area Members may be selected as the voting Policy Council Member.

(3) Any Growth Area Member not serving as the voting member on the Policy Council will be a non-voting ex-officio member of the Policy Council.

(4) The Growth Area Caucus will convene in person or virtually at least once per quarter.

b. Counties that are expected to contain part of an urbanized area as identified in the MPO's 20-year urbanized area growth forecast may appoint a Growth Area Member. Additionally, the Policy Council, with a two-thirds vote, may invite other contiguous counties whose inclusion would promote efficient overall transportation strategies to appoint a Growth Area Member.

4. Associate Member – Counties that are included in the Metropolitan Planning Area because they are expected to contain part of an urbanized area as identified in the MPO's 20-year urbanized area growth forecast but that elect not to appoint a Growth Area Member may appoint an elected official from the county as an Associate Member of the Policy Council. Associate Members serve on the Transportation Policy Council as a non-voting ex officio member and as a member of the Growth Area Caucus. An Associate Membership is intended to provide an opportunity to participate in the MPO for counties where the MPO is required to include territory to satisfy any applicable federal requirements. Associate Membership makes membership in the MPO as non-intrusive as possible, so that the county is not forced to actively participate in the MPO and is not significantly impacted by the MPO including part of the county's jurisdiction. However, the county may participate more actively if it chooses.

a. Associate Members will be part of the Growth Area Caucus described above, but may not be selected as the voting Policy Council member.

b. The county may request planning activities or studies within the MPO area. These will be reviewed and approved by the Transportation Policy Council

c. The county may not seek funding for construction of transportation projects. The TxDOT district covering the county may seek partial funding from the MPO for eligible transportation projects within the MPO boundary; programming of any such funding must be approved by a two-thirds vote of the TPC.

- d. Transportation projects in the county's portion of the MPO boundary sponsored by TxDOT or a local government requiring inclusion in the Metropolitan Planning Organization's Transportation Improvement Program or other programming actions will be reviewed by the Transportation Policy Council for concurrence and appropriate action. It will take a two-thirds majority of the Policy Council to reject taking requested programming action on such a project.
- e. Counties that are expected to contain part of an urbanized area as identified in the MPO's 20-year urbanized area growth forecast but who elect not to appoint a Growth Area Member may appoint an Associate Member.

2.2. Opportunity to Withdraw for New Urbanized Areas

A county added to the Transportation Policy Council after January 1, 2024 containing an urbanized area that subsequently reaches the minimum population threshold for establishing a new MPO after a decennial census will have the option to withdraw its member from the Transportation Policy Council and cease to participate in the existing MPO. If the county does not elect to form a new MPO, it will remain in the Transportation Policy Council; the city representing the newly-recognized urbanized area will be able to appoint a new regular member of the Transportation Policy Council.

If the county elects to withdraw from the Transportation Policy Council and form a new MPO, the following actions will be undertaken by both parties:

- a. The existing MPO's boundary will be adjusted to only contain the area expected to be urbanized within the next twenty (20) years. The remainder of the county will become part of the new MPO.
- b. The Transportation Policy Council and the new MPO will develop a cooperative agreement for conducting required planning activities.

2.3. Alternate Members

Each voting member may have a designated alternate member who may serve at any Transportation Policy Council meeting in the voting member's absence. Alternate members must be predetermined in advance of a meeting and, except as specified below, will have voting rights at the full TPC meeting in the absence of the primary member. Alternate members must be appointed in the same manner as the voting members and must qualify as local elected officials, officials of public agencies that administer or operate major modes of transportation in the Houston-Galveston Metropolitan Planning Area, or appropriate officials of the Texas Department of Transportation. An elected primary member may be represented as an alternate by a designated non-elected official from the same jurisdiction, however such alternate appointees may not cast votes on behalf of the primary member.

Deleted: Transportation Management

Deleted: or another designated official

Deleted: An appointed alternate member will have the rights and privileges of a voting member when serving in the absence of such member.

2.4. Appointing New City Members

Cities within the Metropolitan Planning Area not otherwise having designated voting membership but having a population of 50,000 according to the official decennial census or a TPC-approved population estimate shall have voting membership on the TPC effective after the decennial census has been published or the TPC has approved the population estimate.

2.5. Terms of Appointment

Members shall serve a term of one calendar year. Thirty days prior to the end of their terms, the chief elected official or head and/or board of the entity which they represent shall be requested by the TPC Secretary to name the representative for the next term. The Nominating Committee for the TPC shall recommend a *Port and Maritime Transportation Interests* representative for appointment by the TPC.

2.6. Expansion of the Metropolitan Planning Area and MPO Membership

The Metropolitan Planning Area is the MPO’s boundary. Following every decennial census, the MPO is required to review the Metropolitan Planning Area in accordance with federal regulations to ensure that it fully encompasses the Census-designated Urbanized Areas within the current MPO boundary and that it includes all areas forecast to become urbanized within the next twenty (20) years.

When the Metropolitan Planning Area is required to be expanded by the TPC to meet federal metropolitan planning requirements, newly-included areas will be offered either the Local Government, Growth Area, or Associate Memberships, depending on the newly-included areas’ interest in participating in the MPO. The TPC Chair and MPO Director will work with the new areas to determine the preferred membership category and identify whether the full county area or only the minimal area forecast to become urbanized within the next 20 years (plus a 10-mile buffer) will be included in the Metropolitan Planning Area. Approval of these new areas and memberships requires a two-thirds majority of the TPC. Additionally, joining the TPC as a Local Government or Growth Area member, or a county opting to include its entire area in the Metropolitan Planning Area, requires a resolution from the governing body agreeing to participate in the MPO. A county that wishes to participate as an Associate Member should provide a resolution agreeing to participate in the MPO.

At a minimum, when new areas are required to be added to the MPO but do not wish to participate in the MPO’s activities, they will be offered an Associate Member appointment. The area added to the Metropolitan Planning Area will consist only of the minimal area identified in the MPO’s 20-year urbanized area growth forecast, plus a 10-mile buffer. The added area may be adjusted to align with logical transportation infrastructure features, physical barriers, or jurisdictional boundaries that might influence future urban growth. Associate Membership makes membership in the MPO as non-intrusive as possible, so that the county is not forced to actively participate in the MPO and is not significantly impacted by the MPO including part of the county’s jurisdiction.

When an expansion of the Metropolitan Planning Area is undertaken, a formal redesignation of the MPO may be required in accordance with federal code or regulation. If redesignation is required, newly-included areas will be permitted to appoint their member (Local Government, Growth Area, or Associate, depending on the agreed membership type) and immediately begin participating in the MPO upon communication of the new area’s governing body’s formal resolution to join the MPO. No federal funds may be expended or programmed in the newly-included area until the redesignation process is completed.

Section Three: Voting Procedures

The Transportation Policy Council will conduct voting in accordance with the following procedures.

3.1. Definitions

Deleted: AgencyAgencyAgencyAgency* Population based on 2020 Decennial Census data

Deleted: Each of the entities listed below shall be entitled to designate one or more members to the Transportation Policy Council, as indicated in the table below. All members of the Transportation Policy Council shall be local elected officials, officials of public agencies that administer or operate major modes of transportation in the Houston-Galveston Transportation Management Area, or appropriate officials of the Texas Department of Transportation. With respect to cities and counties local governments with one member, the member shall be the chief elected official, the chief administrative officer, or another designated official elected official from the city or county. With respect to cities or counties with more than one member, additional both officials shall also be designated elected officials from the city or county.

Deleted: Section Break (Next Page) The voting members of this Council shall be limited to twenty-eight (28) members. Voting membership is as follows:

The voting members of this Council shall be limited to twenty-eight (28) members. Voting membership is as follows:

VOTING MEMBERSHIP

- City of Baytown → 1
- City of Conroe → 1
- City of Galveston → 1
- City of Houston → 3
- City of League City → 1
- City of Missouri City → 1
- City of Pasadena → 1
- City of Pearland → 1
- City of Sugar Land → 1
- City of Texas City → 1
- County of Brazoria → 1
- County of Chambers → 1
- County of Fort Bend → 1
- County of Galveston → 1
- County of Harris → 2
- County of Liberty → 1
- County of Montgomery → 1
- County of Waller → 1
- Metropolitan Transit Authority → 1
- Texas Department of Transportation → 2
- Houston-Galveston Area Council → 1
- At-large city appointee by H-GAC for Harris County or designated city → 1
- Other Transportation Interests appointee by the TPC → 1
- Gulf Coast Rail District → 1
- TOTAL → 28

Cities not otherwise having designated voting membership but having a population of 50,000 according to the official decennial census shall have voting membership on the TPC effective after the decennial census has been published.

Members shall serve a term of one calendar year. Thirty days prior to the end of their terms, the chief elected official

- a. A “Numerical Vote” is a vote taken on the basis of one vote per member.
- b. A “Proxy Voter” is a Primary or voting-eligible alternate member designated in writing in advance of a TPC meeting by a member who will be absent at the meeting.
 - (1) A proxy voter is authorized to vote for the policy board member who appointed the proxy to the extent the member has given the proxy the member's voting power.
 - (2) If a primary member designating a proxy is an elected official, then the proxy voter must also be an elected member or alternate.
 - (3) If the primary member designating the proxy voter is a non-elected official, then the proxy voter can be either a non-elected or an elected member or alternate.
 - (4) No member may be designated as a proxy voter for more than two other members.

Deleted: A “Weighted Consensus Vote” is a vote taken based on each member’s share of the region’s population

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3.2. Basic Voting Procedures

- a. Votes may only be cast by appointed members, their appointed voting-eligible alternate member, or their designated proxy voter present at the time the vote is taken.
- b. All votes will be taken as a Numerical Vote, which can be conducted as a voice vote or a roll-call vote, in accordance with Robert’s Rules.
- c. For a voice vote or roll-call Numerical vote, a simple majority is required for the motion to pass.

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Section Four: Officers

4.1 Election of Officers

The Transportation Policy Council shall elect a Chairman, a First Vice Chairman, a Second Vice Chairman, Past Chairman and a Secretary, each to serve for a term of one (1) year. Elections shall be held at the first meeting of each calendar year. The Chairman shall appoint a nominating committee of three (3) members in November prior to the first meeting of each calendar year for the purpose of bringing before the Council a slate of officers for consideration.

Deleted: <#>Following a Numerical Vote, and whether the Numerical Vote passed or failed, any two members representing jurisdictions may invoke a Weighted Consensus Vote.

Weighted Consensus Vote Process and Opportunity for Additional Discussion:
 AgencyThe purpose of additional discussion is to reach consensus on the existing motion, amend the motion, or table the motion with instructions to an appropriate committee or the MPO Director.
 The Chair will close additional discussion upon a motion and second from members.
 If the original motion has been amended during additional discussion, the Chair will initiate a new roll-callAfter the second roll-callAdditional discussion may occur, but only one amendment to the initial motion may receive an additional Weighted Consensus Vote roll-call in the same meeting. The motion may not be amended more than once in the same meeting.

4.2 Chair Term Limit; Officer Vacancies

The TPC Chair shall serve as Chair for no more than three consecutive years. In the event a duly elected officer is unable to serve the entire term of office, and the remaining officers shall concur in appointing a Council member to serve the remainder of the unexpired term, and this appointment shall be subject to approval by the majority of the Council membership present at the next called meeting.

4.3 Executive Committee

The TPC Officers will constitute an Executive Committee that advises the MPO Director in the facilitation of work program planning and management of the transportation planning process. The Executive Committee shall meet as determined by the Chair and MPO Director.

Section Five: Vacancies

Each member shall be eligible to serve during the term as long as the member occupies the position held at the time of selection. In the event that a voting member becomes ineligible or unable to serve, a new member named by the chief elected official or the head and/or board of the appropriate governmental unit shall be allowed to assume the position of the ineligible member on the Council. Changes of voting members can be made by a chief elected official or the head and/or board of the appropriate governmental unit at any time.

Section Six: Quorum

Fifty-one percent (51%) of the total Council voting membership shall constitute a quorum for the transaction of business at all meetings.

Section Seven: Meetings

All meetings of the Transportation Policy Council shall be governed by *Robert's Rules of Order*, except as specified elsewhere in these Bylaws. The Chairman shall call meetings of the Council at least four (4) times annually or when requested in writing by five (5) or more of the voting members. The Chairman shall in a written notice of the meeting designate the time and place and indicate in an official agenda the business to be transacted or considered. The written notice of each meeting shall be provided electronically or mailed to each member of the Council in accordance with Texas Open Meetings Act requirements. In the absence of the Chairman, the First Vice Chairman and Second Vice Chairman from a regular or special meeting of the Council at which a quorum is present, the remaining members present shall elect a presiding officer who shall serve until the conclusion of that meeting or until the arrival of the Chairman or the First or Second Vice Chairman. Opportunities for public comments shall be provided subject to guidelines established by the Transportation Policy Council (Attachment A).

Section Eight: Ethics

Members of the Transportation Policy Council and employees of the MPO shall not accept or solicit gifts or favors that might reasonably tend to influence them in their discharge of their official duties. Additionally, members of the Transportation Policy Council and employees of the MPO shall not accept other employment or compensation that could reasonably be expected to impair their independence of judgment in the performance of their official duties. Neither a member of the Transportation Policy Council nor an employee of the MPO shall make personal investments that could reasonably be expected to create a conflict between the member's or employee's private interest and the public interest. The "Ethics Policy" adopted by the Transportation Policy Council provides more detailed guidance about the conduct of policy board members and MPO employees. (Attachment B)

Section Nine: Minutes

Minutes of all meetings shall be the responsibility of the Secretary and shall be kept and recorded by persons furnished to the Council for this purpose by the administrative support for the Transportation Policy Council. Minutes of each meeting shall be submitted to each member of the Council over the Secretary's signature. Minutes shall be distributed electronically or by mail with notice for the next scheduled meeting.

Section Ten: Administrative Support

The Houston-Galveston Area Council shall provide administrative support to the Transportation Policy Council. The Transportation Policy Council and MPO will remain affiliated with the Houston-Galveston Area Council.

Section Eleven: Committees

11.1. Transportation Advisory Committee

The Transportation Policy Council shall be assisted and advised by a Transportation Advisory Committee which shall be representative of local government, transportation modes, and other interests

Deleted: at least fourteen (14) days prior to the meeting

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Deleted: The TPC will have the following three standing committees. ¶

¶ **Steering Committee** ¶
The Steering Committee will facilitate work program planning and management of the transportation planning process. It will be made up of the TPC Officers and will meet as needed. ¶

¶ **Project Selection and Programming Committee** ¶
The Project Selection and Programming Committee will review actions related to the Transportation Improvement Program, including new TIP adoptions, additions or amendments of projects, processes for evaluating and selecting projects, and other related activities. It will be chaired by the TPC 1st Vice Chair and consist of up to eight additional TPC members. The Project Selection and Programming Committee may meet immediately prior to regular TPC meetings to review items identified by the TPC Chair or MPO Director. Action by the standing committee is not required for the TPC to consider agenda items. ¶

¶ **Planning and Data Committee** ¶
The Planning Committee will review the regional transportation plan development process and related activities, data developed for use in the planning process, and plans developed by the MPO prior to potential action by the TPC. It will be chaired by the TPC 2nd Vice Chair and consist of up to eight additional TPC members. The Planning and Data Committee may meet immediately prior to regular TPC meetings to review items identified by the TPC Chair or MPO Director. Action by the standing committee is not required for the TPC to consider agenda items. ¶

¶ **Appointments and Terms** ¶
The TPC Chair will make appointments to the Project Selection and Programming Committee and Planning and Data Committee with concurrence from the TPC. Appointments shall be for staggered two calendar year terms. (e.g., approximately 50 percent of each standing committee will be appointed for two-year terms at the first regular meeting of the TPC each calendar year.) ¶

Deleted: Technical

which should be considered in accomplishing its purpose. The Transportation Policy Council shall approve the ~~Transportation~~ Advisory Committee's composition. As appropriate, it may adopt policies and procedures for the ~~Transportation~~ Advisory Committee.

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11.2. Additional Committees

The Transportation Policy Council may create other such ad hoc committees or technical committees as the voting membership deems appropriate for the furtherance of its function.

Section Twelve: Amendments

These Bylaws may be amended by a two-thirds majority vote of the Transportation Policy Council members or their designated alternates in attendance at any duly called meeting wherein an official quorum is present provided, however, that any such proposed amendments are fully set out in writing and furnished to each member fourteen (14) days in advance of the meeting where the action is to be taken.

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Section Thirteen: Severability Clause

~~If any provision of these Bylaws is illegal, not in compliance with state or federal regulations, or unenforceable as such, such illegality, noncompliance, or unenforceability shall not affect any other provision of these Bylaws and such other provisions shall continue in full force and effect.~~

Section Fourteen: Effective Date

~~Amendments to these Bylaws shall become effective 90 days after adoption, unless otherwise specified by the amendment.~~

Deleted: of this approval (March 26, 2024) However, if redesignation of the MPO is completed Octo

Adopted June 12, 1981, Effective July 1, 1981
Revised September 25, 1992; November 13, 1992; December 18, 1998; May 27, 2005; November 20, 2009; February 24, 2012; January 25, 2013; **[DATE TBD]**

ATTACHMENT A

Transportation Policy Council Meetings for the Houston-Galveston Transportation Management Area

PROCEDURES FOR PUBLIC COMMENTS

The Transportation Policy Council (TPC) encourages public comments on any and all matters relevant to regional transportation planning. To assure fair and equitable opportunities for all citizens desiring to address the TPC, the following public comment procedures have been established:

Public Comments on Agenda Items

Public comments related to agenda items will be allowed at the start of the meeting before the business section of the agenda. Comments will be limited to three (3) minutes and the applicant must sign up at least five minutes before the start of the meeting. A person may not reserve time to appear more than once per meeting. Persons wishing to address more than one agenda item may do so during their allotted time.

An agenda and sign-up sheet will be made available at the meeting place at least fifteen (15) minutes prior to the start of the meeting.

Other Public Presentations

Other public presentations not related to business indicated on the agenda must be submitted to the Chairman twenty-one (21) days in advance of the regular meeting and will be added to the agenda at the Chairman's discretion. If approved as an agenda item, the presentation will be limited to ten (10) minutes.

Requests to deliver such a presentation should be submitted in writing to:

Chairperson
Transportation Policy Council
Houston-Galveston Area Council
P. O. Box 22777
Houston, TX 77227

Written Comments

The TPC welcomes written comments relating to agenda items or other regional transportation planning concerns. For written comments exceeding three (3) standard 8 1/2" x 11" pages, twenty-five (25) copies must be provided. Written comments should be sent to the TPC Chairman at the above address.

Invited Comments

The Chairman may at any time during the meeting invite comments from the audience.

Information Required

The following information will be required of all persons making either oral or written comments:

1. Full name
2. Affiliation (if applicable)
3. Mailing address

Agenda Item(s) or topic to be addressed

ATTACHMENT B

Transportation Policy Council for the Houston-Galveston Transportation Management Area

ETHICS POLICY

The Transportation Policy Council is committed to conducting its business in an ethical and open manner. To ensure ethical conduct by members of the Transportation Policy Council and its employees, the following rules have been adopted:

Transportation Code Requirements

- No policy board member or employee of the MPO may accept or solicit any gift, favor or service that might reasonably tend to influence the member or employee in the discharge of official duties or that the member or employee knows or should know is being offered with the intent to influence the member's or employee's official conduct.
- No policy board member or employee of the MPO may accept other employment or engage in a business or professional activity that the member or employee might reasonably expect would require or induce the member or employee to disclose confidential information acquired by reason of the official position.
- No policy board member or employee of the MPO may accept other employment or compensation that could reasonably be expected to impair the member's or employee's independence of judgment in the performance of official duties.
- No policy board member or employee of the MPO may make personal investments that could reasonably be expected to create a conflict between the member's or employee's private interest and the public interest.
- No policy board member or employee of the MPO may intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised official powers or performed the official duties in favor of another.

Chapter 171, Local Government Code Requirements

- If a policy board member has a substantial interest in a business entity or in real property, the policy board member shall file, before a vote or decision on any matter involving the business entity or the real property, an affidavit stating the nature and extent of the interest and shall abstain from further participation in the matter if:
 - (1) in the case of a substantial interest in a business entity, the action on the matter will have a special economic effect on the business entity that is distinguishable from the effect on the public; or
 - (2) in the case of a substantial interest in real property, it is reasonably foreseeable that an action on the matter will have a special economic effect on the value of the property, distinguishable from its effect on the public.

- If a policy board member is required to file and does file an affidavit, the policy board member is not required to abstain from further participation in the matter requiring the affidavit if a majority of the policy board members are likewise required to file and do file affidavits of similar interests on the same official action.
- The policy board shall take a separate vote on any budget item specifically dedicated to a contract with a business entity in which a member of the policy board has a substantial interest. Except as provided in the preceding paragraph, the member may not participate in that separate vote. The member may vote on a final budget if:
 - (1) the member has complied with Chapter 171, Local Government Code, and
 - (2) the matter in which the member is concerned has been resolved.
- A person has a substantial interest in a business entity if:
 - (1) the person owns 10 percent or more of the voting stock or shares of the business entity or owns either 10 percent or more or \$15,000 or more of the fair market value of the business entity; or
 - (2) funds received by the person from the business entity exceed 10 percent of the person's gross income for the previous year.
- A person has a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more.
- A policy board member is considered to have a substantial interest if a person related to the policy board member in the first degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a substantial interest.
- A county judge or county commissioner engaged in the private practice of law has a substantial interest in a business entity if the official has entered a court appearance or signed court pleadings in a matter related to that business entity.
- A policy board member may not act as surety for a business entity that has work, business or a contract with the Transportation Policy Council.

Chapter 176, Local Government Code Requirements

- A policy board member shall file a conflicts disclosure statement in the form prescribed by the Texas Ethics Commission with respect to a person who enters or seeks to enter into a contract with the Transportation Policy Council or with respect to the agent of a person who enters or seeks to enter into a contract with the Transportation Policy Council if:
 - (1) the person enters into a contract with the Transportation Policy Council or the Transportation Policy Council is considering entering into a contract with the person; and
 - (2) the person:
 - (A) has an employment or other business relationship with the policy board member or a

family member of the policy board member that results in the member or family member receiving taxable income, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date that the policy board member becomes aware that:

- (i) a contract described by (1) above has been executed; or
- (ii) the Transportation Policy Council is considering entering into a contract with the person; or

B) has given to the policy board member or a family member of the policy board member one or more gifts that have an aggregate value of more than \$250 in the 12-month period preceding the date the policy board member becomes aware that:

- (i) a contract described by (1) above has been executed; or
- (ii) the Transportation Policy Council is considering entering into a contract with the person.

- A policy board member is not required to file a conflicts disclosure statement in relation to a gift accepted by the member or a family member of the member if the gift is:

- (1) given by a family member of the person accepting the gift;
- (2) a political contribution as defined by Title 15, Election Code; or
- (3) food, lodging, transportation, or entertainment accepted as a guest.

- A policy board member shall file the conflicts disclosure statement with the records administrator of the Transportation Policy Council not later than 5 p.m. on the seventh business day after the date on which the policy board member becomes aware of the facts that require the filing of the statement.
- The Transportation Policy Council may extend the requirements of Chapter 176 to any employee of the MPO who has the authority to approve contracts on behalf of the Transportation Policy Council. The Transportation Policy Council shall identify each employee made subject to Chapter 176 and shall provide a list of the identified employees on request to any person.
- The Transportation Policy Council shall provide access to the disclosure statements and questionnaires required to be filed under Chapter 176 on its website, if it has a website.
- Agent means a third party who undertakes to transact some business or manage some affair for another person by the authority or on account of the other person.
- Business relationship means a connection between two or more parties based on commercial activity of one of the parties. The term does not include a connection based on:

- (1) a transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity;

(2) a transaction conducted at a price and subject to terms available to the public; or

(3) a purchase or lease of goods or services from a person that is chartered by a state or federal agency and that is subject to regular examination by, and reporting to, that agency.

- Contract means a written agreement for the sale or purchase of real property, goods, or services.
- Family member means a person related to another person within the first degree by consanguinity or affinity, as described by Subchapter B, Chapter 573, Government Code, except that the term does not include a person who is considered to be related to another person by affinity only as described by Section 573.024(b), Government Code.
- Goods means personal property.
- Investment income means dividends, capital gains, or interest income generated from:
 - (1) a personal or business checking or savings account, share draft or share account, or other similar account;
 - (2) a personal or business investment; or
 - (3) a personal or business loan.

Incorporation of Statutes:

All provisions of Section 472.034, Transportation Code, Chapter 171, Local Government Code, and Chapter 176, Local Government Code, are intended to be incorporated into this ethics policy. In the case of any uncertainty as to the applicability of any of these statutes, the policy board member or employee should refer to the actual statutes.

Penalties:

Any employee who violates the Ethics Policy is subject to termination or other employment related sanctions. Any policy board member or employee of the MPO who violates the Ethics Policy is subject to applicable civil or criminal penalty if the violation also constitutes a violation of a state statute or rule.

Distribution:

Upon adoption of the Ethics Policy by the Transportation Policy Council, a copy shall be distributed to each policy board member and MPO employee.

The Ethics Policy adopted by the Transportation Policy Council shall be provided to each new employee no later than three (3) business days after the date on which the person begins employment.

The Ethics Policy adopted by the Transportation Policy Council shall be provided to each new policy board member no later than three (3) business days after the date on which the person qualifies for office.

Multiple Ethics Policies:

Because employees of the MPO are subject to the H-GAC Ethics Policy as well as the Transportation Policy Council's Ethics Policy, in cases of conflict between the two ethics policies, the H-GAC Ethics Policy prevails.

