

TRANSPORTATION POLICY COUNCIL

BYLAWS AND OPERATING PROCEDURES

As Amended on December 20, 2024

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

A. Definitions

1. **Federal Highway Administration** – a department of the United States Department of Transportation that supports state and local governments in the funding, design, construction, and maintenance of the nation’s highway system. Federal Highway Administration Texas Division has approval authority of certain planning activities and documents, including but not limited to, the Unified Planning Work Program (UPWP) and the Statewide Transportation Improvement Program (STIP).
2. **Fiscal Agent** – the entity responsible for providing fiscal, human resource, and staff support services to the Metropolitan Planning Organization (MPO).
3. **Major Modes of Transportation** – the four primary methods used to move goods or people from one place to another, including road transportation, rail transportation, water transportation, and air transportation.
4. **Metropolitan Planning Area (MPA)** – the geographic area determined by agreement between the MPO and the Governor, in which the metropolitan transportation planning process is carried out.
5. **Metropolitan Planning Organization (MPO)** – the policy board of an organization created and designated to carry out the metropolitan transportation planning process.
6. **Texas Department of Transportation** – a political subdivision of the State of Texas and the agency responsible for oversight of metropolitan planning organizations in Texas.
7. **Transportation Management Area (TMA)** – an urbanized area with a population over 200,000, as defined by the Bureau of the Census and designated by the U.S. Secretary of Transportation, or any additional area where TMA designation is requested by the Governor and the MPO and designated by the U.S. Secretary of Transportation.
8. **Transportation Policy Council (TPC)** – see Metropolitan Planning Organization.
9. **Unified Planning Work Program** – a statement of work identifying planning priorities and activities to be carried out within the Metropolitan Planning Area.

B. Functions

The Transportation Policy Council (TPC) shall serve as the Policy Board for the Metropolitan Planning Organization (MPO) for the Houston-Galveston Metropolitan Planning Area (MPA) identified in the Governor's MPO designation. The TPC shall provide regular and continuing routine guidance to multimodal transportation planning efforts conducted by entities including, but not limited to, the Texas Department of Transportation, the Houston-Galveston Area Council (H-GAC), city and county governments, the Metropolitan Transit Authority (METRO), special purpose governments, regional planning agencies, and other political subdivisions of the State of Texas.

The TPC shall examine the adequacy and appropriateness of the transportation planning process. The TPC shall approve all MPO performed regional transportation planning projects and direct the fiscal agent to implement the same. The TPC shall review and approve the Unified Planning Work Program (UPWP) and direct the fiscal agent to include the UPWP scope and budget in the H-GAC overall program budget. The TPC shall prepare and approve the Regional Transportation Plan (RTP), Transportation Improvement Program (TIP), Congestion Management Process, Public Participation Plan, and review the geographic service area of the MPA and revise the MPA geographic area and MPO membership, as necessary. The TPC shall oversee the Regional Strategic Transportation Fund (RSTF) and develop/implement policies and procedures for the use of those funds in accordance with all applicable state/federal laws. The TPC shall review annually such other documentation which requires approval by responsible local officials. The TPC may recommend projects or studies to be implemented by MPO staff or others. The H-GAC Board of Directors shall serve as the contracting agent for the TPC. The TPC shall advise and direct the H-GAC Board of Directors on transportation planning programs and issues. The TPC 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 TPC shall also function as a forum for public discussion relating to transportation planning in the MPA and TMAs.

C. Membership

Each of the entities listed below shall be entitled to designate one or more members to the TPC. All members of the TPC shall be local elected officials, officials of public agencies that administer or operate major modes of transportation in the MPA, or appropriate officials of the Texas Department of Transportation in accordance with 23 USC 134(d). With respect to cities and counties with one member, the member shall be the chief elected official, the chief administrative officer, or another designated official. With respect to cities or counties with more than one member, additional officials shall also be designated in accordance with 23 USC 134(d).

The voting members of this Council shall be limited to thirty-one (31) members. Voting membership is as follows:

VOTING MEMBERSHIP

CITY REPRESENTATIVES

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
Cities, at-large, smaller cities (<50,000 population) appointed by TPC	3

COUNTY REPRESENTATIVES

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

OTHER TRANSPORTATION REPRESENTATIVES

The Woodlands Township.....	1
Metropolitan Transit Authority.....	1
Texas Department of Transportation.....	2
Gulf Coast Rail District.....	1
Port Houston	1
Port Freeport	1

TOTAL	31
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The at-large, small cities appointees are designated for smaller cities having a population of less than 50,000. The primary small cities appointees shall not be from the same county.

Cities not otherwise having designated voting membership but having a population of 50,000 or more 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 beginning January 1, with the exception of positions appointed by the TPC, which will continue until new appointments are approved by the TPC. No later than 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 Secretary to name the representative for the next term. The Nominating Committee for the TPC shall recommend three at-large, smaller cities (<50,000 population) representatives for appointment by the TPC.

Any entity with more than one member shall name an elected official to at least one of the positions. The Chairman may appoint such other nonvoting ex-officio representatives on the TPC as may be appropriate, subject to approval of a majority of the voting membership.

The representative of the Metropolitan Transit Authority (METRO) shall be deemed to represent public transportation providers in accordance with 23 USC 134(d)(2).

D. Alternate Members

Each voting member may have a designated alternate member who may serve at any TPC meeting in the voting member's absence. Alternate members shall 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 MPA, appropriate officials of the Texas Department of Transportation or another designated official. An appointed alternate member will have the rights and privileges of a voting member when serving in the absence of such member.

E. Advisory Members

The following representatives shall serve in an advisory only, non-voting capacity to the TPC. Non-voting members cannot initiate, nor second motions, but can participate in discussion in all sessions, including executive sessions.

- Executive Director, Houston-Galveston Area Council
- Transportation Director, H-GAC / MPO Director
- Director – Transportation Planning, Texas Department of Transportation – Houston District
- Designated Representative, Federal Highway Administration

F. Officers

The TPC shall elect a Chairman, a First Vice Chairman, a Second Vice 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 or more (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. 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 TPC membership present at the next called meeting.

G. 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. If 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.

H. Quorum

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

I. Meetings

All TPC meetings will adhere to the regulations set forth in Chapter 551 of the Texas Government Code and will follow the procedures outlined in *Robert's Rules of Order*. 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 and draft agenda of each meeting shall be provided electronically or mailed to each member of the TPC at least seven (7) days prior to the meeting. The Chairman shall, at least seventy-two (72) hours prior to the TPC meeting, make public and distribute electronically or by mail a complete TPC meeting packet, which includes all back up documentation to be reviewed, considered, and/or voted on by the TPC. In the event that a non-scheduled special meeting is called in accordance with this section, the 72-hour notification shall be the only notice required. In the absence of the Chairman, the First Vice Chairman and Second Vice Chairman from a regular or special meeting of the TPC 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 TPC (Attachment A).

J. Ethics

Members of the TPC 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 TPC 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 TPC 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 TPC provides more detailed guidance about the conduct of policy board members and MPO employees. (Attachment B)

K. Minutes

Minutes of all meetings shall be the responsibility of the Secretary and shall be kept and recorded by staff furnished to the TPC for this purpose by the fiscal agent for the TPC. Minutes of each meeting shall be submitted to each member of the TPC over the Secretary's signature. Minutes shall be included in the meeting packet and be distributed in accordance with Section H. Meetings.

L. Administrative Support

H-GAC, as the designated fiscal agent of the MPO, shall provide administrative support to the TPC.

M. Committees

The TPC shall be assisted and advised by a Transportation Advisory Committee which shall be composed of representatives of local government, transportation modes, and other interests deemed appropriate in accomplishing its purpose. The TPC shall approve the Transportation Advisory

Committee's composition and membership. As appropriate, the TPC may adopt policies and procedures for the Transportation Advisory Committee. The TPC may create other such ad hoc committees or technical committees as the voting membership deems appropriate for the furtherance of its function.

The TPC Chairman shall convene an Executive Committee whose purpose is to provide general oversight of MPO operations, to establish the MPO Director's performance objectives, to review the MPO Director's performance, compensation, and continued employment, and to consider all other matters as determined by the Chairman. All actions of the Executive Committee shall be presented to the TPC for a vote in accordance with Section H – Quorum.

The Executive Committee membership shall consist of the following:

TPC EXECUTIVE COMMITTEE	
VOTING MEMBERSHIP	ADVISORY MEMBERSHIP
TPC Chairman (Presiding Member)	H-GAC, Executive Director
TPC First Vice Chair	Director – Transportation Planning, TxDOT – Houston District
TPC Second Vice Chair	Designated Representative, FHWA
TPC Secretary	
City of Houston Member (or at-large if two)	
Harris County Member (or at-large if two)	
TxDOT District Engineer – Houston	

The TPC Executive Committee Officers shall serve in the same capacity as the TPC. A quorum of the voting members of the TPC Executive Committee shall be in compliance with Section H - Quorum. No two voting members of the Executive Committee shall be representative of the same local government unit, entity, or county. In the event Executive Committee representation would result in two voting positions from the same local government, the TPC Chair shall appoint an alternate representative from the TPC voting membership. Each member of the Executive Committee shall have one vote. Alternate members of the TPC are not eligible to serve or vote on the Executive Committee.

In October of each year, the Executive Committee shall work in coordination with TxDOT, as the oversight agency, to conduct an annual review of the MPO Director, and any other employees who report directly to the TPC and put into place a new performance plan. At the conclusion of its review, the Executive Committee shall make recommendations to the TPC on the MPO Director's continued employment, future compensation, performance goals and objectives for the next calendar year. Following the TPC's consideration of the Executive Committee's recommendations and its determinations concerning the MPO Director, the Executive Committee shall direct the Executive Director of H-GAC, as the fiscal agent, to implement the TPC's determinations concerning the MPO Director in accordance with all legal requirements.

N. Amendments

These Bylaws may be amended by a two-thirds majority vote of the TPC members or their designated alternates in attendance at any duly called meeting in compliance with Section H – Quorum, provided

that any such proposed amendments are fully set out in writing and furnished to each member at minimum fourteen (14) days in advance of the meeting where the action is to be taken.

O. Severability Clause

If any provision of these bylaws is illegal, not in compliance with state and/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.

Adopted: June 12, 1981 (Effective: July 1, 1981);
Revised: September 25, 1992;
Revised: November 13, 1992;
Revised: December 18, 1998;
Revised: May 27, 2005;
Revised: November 20, 2009;
Revised: February 24, 2012;
Revised: January 25, 2013,
Revised: April 26, 2024 (Effective: May 11, 2024)
Revised: August 23, 2024,
Revised: December 20, 2024.

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 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
4. 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 (TPC) is committed to conducting its business in an ethical and open manner. To ensure ethical conduct by members of the TPC and its employees, the following rules have been adopted:

Definitions

- Agent is defined as 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 is defined as 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 government entity or an agency of a federal, state, or local government 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: a written agreement for the sale or purchase of real property, goods, or services.
- Family member: 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: personal property.
- Investment income: 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.

Transportation Code Requirements

- No TPC 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 TPC 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 TPC 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 TPC 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 TPC 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 TPC member has a substantial interest in a business entity or in real property, the TPC 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 TPC member is required to file and does file an affidavit, the TPC 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 TPC shall take a separate vote on any budget item specifically dedicated to a contract with a business entity in which a member of the TPC 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 ten (10%) percent or more of the voting stock or shares of the business entity or owns either ten (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 ten (10%) percent of the person's gross income from 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 TPC 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 TPC member may not act as surety for a business entity that has work, business or a contract with the TPC.

Chapter 176, Local Government Code Requirements

- A TPC 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 TPC or with respect to the agent of a person who enters or seeks to enter into a contract with the TPC if:

1. the person enters into a contract with the TPC or the TPC is considering entering into a contract with the person; and
 2. the person:
 - a. has an employment or other business relationship with the TPC member or a family member of the TPC 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 TPC member becomes aware that:
 - i. a contract described by (1) above has been executed; or
 - ii. the TPC is considering entering into a contract with the person; or
 - b. has given to the TPC member or a family member of the TPC member one or more gifts that have an aggregate value of more than \$250 in the 12-month period preceding the date the TPC member becomes aware that:
 - i. a contract described by (1) above has been executed; or
 - ii. the TPC is considering entering into a contract with the person.
- A TPC 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 TPC member shall file the conflicts disclosure statement with the records administrator and Chairman of the TPC not later than 5 p.m. on the seventh business day after the date on which the TPC member becomes aware of the facts that require the filing of the statement.
 - The TPC may extend the requirements of Chapter 176 to any employee of the MPO who has the authority to approve contracts on behalf of the TPC. The TPC shall identify each employee made subject to Chapter 176 and shall provide a list of the identified employees on request to any person.
 - The TPC shall provide access to the disclosure statements and questionnaires required to be filed under Chapter 176 on its website, and/or the website of its fiscal agent, if it has a website.

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 TPC member or employee should refer to the statutes.

Penalties:

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

Distribution:

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

The Ethics Policy adopted by the TPC 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 TPC 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 TPC Ethics Policy, in cases of conflict between the two policies, the H-GAC Ethics Policy prevails.