

## TPC Bylaws

### **Background**

At the October 23, 2009 TPC meeting the Bylaws Committee presented its work to the Council for discussion. The Bylaws Committee is presenting the amended Bylaws document for approval at the November 20, 2009 TPC meeting.

The TPC Bylaws Committee met on June 26<sup>th</sup>, July 24<sup>th</sup>, August 28<sup>th</sup>, and September 23<sup>rd</sup> and is recommending modifications to the Bylaws in three areas: 1) TPC Ethics Policy as required by State law, 2) TPC composition, and 3) Bylaws cleanup to deal with outdated language.

**1.) TPC Ethics Policies.** The Bylaws Committee recommends an ethics policy that will address the requirements of State law and the issues raised by Fulbright and Jaworski, H-GAC's legal counsel. An April 30, 2009, Fulbright and Jaworski memo found the following items to be significant:

- The TPC members are subject to Chapter 176 of the Texas Local Government Code, which requires local government officers to disclose conflicts when the entity enters into or is considering a contract with certain parties;
- The TPC members are subject to Chapter 171 of the Texas Local Government Code, which requires local public officials who have substantial interest in a business entity or real property to file an affidavit disclosing the nature and extent of the interest and to abstain from further participation under certain conditions; and
- SB 585 enacted in the last legislative session requires the TPC to adopt an ethics policy as part of its bylaws.

**2.) TPC Composition.** The Bylaws Committee recommends raising the cap on Transportation Policy Council membership by two, bringing the total membership to 28. The Committee recommends one position to be filled by the Gulf Coast Freight Rail District. The remaining seat would be unfilled until the 2010 census. Based on current H-GAC estimates one additional city not now represented on the TPC is expected to reach a population of 50,000 or more. That city (League City) would then be invited to join the TPC.

In addition Fulbright and Jaworski found that State and Federal regulations require TPC members be "elected officials, public officials of agencies that administer or operate major modes of transportation in the metropolitan area and appropriate State officials." The Bylaws Committee recommends adding appropriate clarifying language.

**3.) Bylaws cleanups.** The Bylaws Committee recommends changes to the Bylaws to reflect current practices. Currently, the Bylaws contain several provisions which reflect practices the TPC has abandoned or modified, such as annual adoption of the UPWP and TIP (now adopted every other year), and mailing paper copies of the minutes instead of electronic delivery. The Committee recommends these provisions be modified to reflect current practices.

**TPC Agenda Item 8**  
**Mailout – 11/13/09**

**Current Status**

The TPC Bylaws Committee recommends changes to the Bylaws that are reflected in the accompanying documents. These Bylaw revisions were provided to the TPC via email on November 4, in advance of the required fourteen day notice period.

**Action Requested**

The Bylaws Committee requests that TPC members approve the proposed changes and adopt the recommendations. A two-thirds majority vote of members present is required to adopt Bylaws amendments.