



Resolution

NO. 2009-07

ADOPTING AMENDMENTS TO THE Transportation Policy Council *Bylaws and Operating Procedures*:

WHEREAS, the 81st session of the Texas Legislature passed new laws regarding ethics policies of Metropolitan Planning Organizations (MPOs) in the state of Texas; and

WHEREAS, the *Bylaws and Operating Procedures* has become outdated by current TPC practices; and

WHEREAS, the population growth of cities within the 8-county Houston – Galveston Management Area requires additions to the membership of the Transportation Policy Council; and

WHEREAS, the proposed revisions to the Bylaws are consistent with Texas State Law requiring MPOs to adopt an ethics policy, the operating procedures of the Transportation Policy Council and accommodates additions to the membership of the Transportation Policy Council.

NOW, THEREFORE, BE IT RESOLVED BY THE TRANSPORTATION POLICY COUNCIL FOR THE HOUSTON-GALVESTON TRANSPORTATION MANAGEMENT AREA THAT THE *Bylaws and Operating Procedures* BE AMENDED TO CONFORM WITH REVISIONS IDENTIFIED IN AMENDMENT 1.

PASSED BY A TWO-THIRDS MAJORITY VOTE AND APPROVED this 20th day of November 2009, at a regularly called meeting of the Transportation Policy Council.

APPROVED:

ATTEST:

James Patterson, Chairman
Transportation Policy Council

Tom Reid, Secretary
Transportation Policy Council

Amendment 1:

TRANSPORTATION POLICY COUNCIL

BYLAWS AND OPERATING PROCEDURES

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

A. 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 Houston-Galveston Transportation Management Area 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 (MTA) of Harris County, 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 continuing transportation planning process and shall 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 Program Design Budget. The Transportation Policy Council shall endorse the *Transportation Improvement Program (TIP)* and recommend its consistency to H-GAC as the Regional Clearinghouse. 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 Houston-Galveston Transportation Management Area.

B. Membership

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 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.

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 Galveston.....	1
City of Houston	3
City of Missouri City.....	1
City of Pasadena.....	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 Brazoria County or designated city.....	1
At-large city appointee by H-GAC for Montgomery County or designated city.....	1
At-large city appointee by H-GAC for Harris County or designated city.....	1
<i>Other Transportation Interests</i> appointee by the TPC.....	1
Gulf Coast Freight Rail District.....	1
Other Cities with a population of 50,000 or more	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. A county with an at-large city position and in which a city gains representation by reaching a population of 50,000 will lose its at-large position so that total membership does not exceed 28 members.

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 Secretary to name the representative for the next term. The Nominating Committee for the TPC shall recommend an *Other Transportation Interests* representative 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.

C. 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 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 Transportation Management Area, 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.

D. Officers

The Transportation Policy Council 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 (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. 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.

E. 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.

F. Quorum

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

G. Meetings

All meetings of the Transportation Policy Council shall be governed by *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 of each meeting shall be provided electronically or mailed to each member of the Council at least fourteen (14) days prior to the meeting. 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).

H. 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)

I. 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.

J. Administrative Support

H-GAC, as the designated MPO, shall provide administrative support to the Transportation Policy Council.

K. Committees

The Transportation Policy Council shall be assisted and advised by a Technical 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 Technical Advisory Committee's composition. As appropriate, it may adopt policies and procedures for the Technical Advisory Committee. 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.

L. 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.

Adopted June 12, 1981, Effective July 1, 1981

Revised September 25, 1992; November 13, 1992; December 18, 1998; May 27, 2005; November 20, 2009

**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

**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:

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- (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.