

12. TRANSPORTATION ADVISORY COMMITTEE (TAC) BYLAWS RECOMMENDATIONS

BACKGROUND

The Transportation Advisory Committee's [Bylaws](#) define the purpose, membership, quorum requirements, and other rules for conducting TAC meetings. The TAC Bylaws were last amended on January 15, 2020 by the Transportation Policy Council. TAC members expressed interest to review TAC and TAC Subcommittee Bylaws for effectiveness and efficiency of H-GAC staff and committee members' time. A TAC Bylaws Committee was created in April 2025, including Jason Smith (Committee Chair) – Montgomery County, Perri D'Armond – Fort Bend Transit, Catherine McCreight – TxDOT Houston District, and Ken Fickes – Harris County Transit.

CURRENT SITUATION

The TAC Bylaws Committee completed a thorough review of the Transportation Advisory Committee (TAC) Bylaws through a series of collaborative meetings held both virtually and in-person on May 27, June 11, June 18, July 31, August 6, August 26, and September 4, 2025. Following the TAC meeting on September 10 when the Draft Bylaws were first presented, the TAC Bylaws Committee reconvened on September 22, October 2, and October 6, 2025 to consider additional feedback provided by the TAC Members during the meeting.

At the November 12, 2025 meeting of the TAC, after discussion and amendments to the draft version included in the TAC meeting materials for approval, a final version of the TAC Bylaws was unanimously approved by the TAC.

Jason Smith, Chair of the TAC Bylaws Committee, will present the version of the TAC Bylaws approved by the TAC for recommendation to the Transportation Policy Council for approval.

Supporting materials, including a proposed version of the recommended TAC Bylaws reflecting amendments made during the November 11, 2025 TAC meeting, a table comparing existing TAC Bylaws Membership to TAC's recommended Bylaws Membership, and a summary of changes, are included in this meeting packet. The current TAC Bylaws are available online at: <https://www.h-gac.com/transportation-advisory-committee>.

ACTION REQUESTED

Approval of the proposed Technical Advisory Committee Bylaws and Operating Procedures.

TECHNICAL ADVISORY COMMITTEE

BYLAWS AND OPERATING PROCEDURES

As Amended on November 21, 2025

The name of the body is the Technical Advisory Committee (hereinafter called the TAC). The TAC serves at the direction of the Transportation Policy Council (hereinafter called the TPC). These Bylaws shall govern the procedures and composition of the TAC. The TAC Bylaws are recommended for approval by the TAC and approved by the TPC.

A. Purpose

The purpose of the Technical Advisory Committee (TAC) is to review the work of the metropolitan transportation planning process, provide advice on methods of planning and implementation, and work with staff to develop and evaluate policy options and recommendations to the Transportation Policy Council. The TAC is a forum for dialog and cooperation on regional transportation issues among local government, regional agencies, the state and other stakeholders.

The TAC shall perform the necessary technical, planning, and policy review of Metropolitan Planning Organization (MPO) planning activities and products and make recommendations to the Transportation Policy Council. These planning activities and products include, but are not limited to:

- Regional Transportation Plan and amendments
- Transportation Improvement Program and amendments
- Unified Planning Work Program and amendments
- Transportation air quality conformity documents
- Public Participation Plan
- Congestion Management Process

To perform these activities the TAC may create standing committees, ad hoc committees, and work groups (collectively called technical subcommittees) composed of subject matter experts and other interested parties, as described in Subsection M. Technical subcommittees provide specialization, expertise, collaboration, in-depth analysis, advice, or recommendations to the TAC on specific tasks and details of issues specific to the topics and goals of the subcommittee or as referred to them by the TAC or the MPO Director.

B. Definitions

Refer to Section A of the Bylaws of the Transportation Policy Council for definitions applicable to these Bylaws.

C. Voting Membership

The TAC shall be composed of elected or professional employees of entities that implement or operate modes of transportation in the Metropolitan Planning Area (MPA), and other at-large members to reflect the modes of transportation affected by transportation policy decisions and ensure transportation planning decisions are considered in their broadest context. The membership of the TAC shall not exceed forty-two (42) members as shown in Table 1. Engineering, planning,

or other consultants who are for-profit or have a financial interest in transportation projects are not eligible to serve. Members of the TAC shall not simultaneously serve as a primary voting member of the TPC.

The City, County, and Other Transportation Representatives members shall serve at the discretion of the appointing agency for an indefinite annual term, or until a replacement is nominated and appointed by the appointing agency. These members shall be appointed by the chief elected official, chief executive officer, or the board of the entity that they represent. MPO staff shall, at least 45 days prior to the end of each calendar year, send a notice to each appointing official and/or agency that the term of their appointed representative will be automatically renewed if no nomination is submitted prior to December 31 of each calendar year along with a record of the members attendance.

The At-Large Representatives' seats shall be appointed through a biennial, open-call process overseen by MPO staff. MPO staff shall make recommendations for at-large appointments to the TPC Nominating Committee. The TPC Nominating Committee shall accept or adjust the recommendations and submit the recommendations to the TPC for final approval. At-Large positions shall serve for a term of two years. At-Large representatives shall continue to serve in their designated positions until new appointments are approved by the TPC, however, they may not serve more than ninety (90) calendar days past the expiration of their appointment without being reappointed by the TPC.

If any member fails to attend three (3) consecutive meetings of the TAC, or a total of five (5) meetings during a calendar year, the member is subject to removal on a majority vote of the TAC at a meeting of the committee where a quorum is present. Any member that is removed due to attendance shall not be eligible to serve on the TAC for a period of one (1) year. Attendance at a meeting by a member's designated alternate will be credited to the member.

TABLE 1 – VOTING MEMBERSHIP

CITY REPRESENTATIVES (>50,000 Population)

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 REPRESENTATIVES

County of Brazoria.....	1
County of Chambers.....	1
County of Fort Bend.....	1
County of Galveston.....	1
County of Harris.....	1
County of Liberty.....	1
County of Montgomery.....	1
County of Waller.....	1

OTHER TRANSPORTATION REPRESENTATIVES

Gulf Coast Rail District.....	1
Harris County Toll Road Authority.....	1
Houston Airport System.....	1
The Woodlands Township.....	1
Fort Bend Transit.....	1
Harris County Transit.....	1
Metropolitan Transit Authority of Harris County (METRO).....	1
The Woodlands Transit.....	1
Port Freeport.....	1
Port Houston.....	1
Texas Department of Transportation – Houston District.....	1
Texas Department of Transportation – Beaumont District.....	1

AT-LARGE REPRESENTATIVES

Smaller Cities (<50,000 population).....	3
Regional Toll Road Authority.....	1
Transportation Management Organization.....	1
Regional Transportation Advocacy Group.....	1
Truck Freight Transportation.....	1
Active Transportation.....	1
Business Interests.....	1
Citizen Interests.....	1

TOTAL.....	42
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The at-large, smaller cities representatives are designated for cities identified as having a population of less than 50,000 at the most recent census.

Any city that has designated voting membership on the TPC shall have voting membership on the TAC upon their addition to the membership of the TPC, and the bylaws shall be updated within one hundred eighty (180) days to reflect the addition of the city to the membership table.

The TPC Chair may appoint such other non-voting ex-officio representatives on the TAC as may be appropriate, subject to approval of the TPC. Ex-Officio representatives may include Railroads, Airports, Rail Districts, Ports, Transit Agencies, or other agencies as appropriate that are not already included in the voting membership.

D. Alternate Members

Each voting member may have a designated alternate representative who may serve at any TAC meeting in the voting representative's absence. Alternate representatives shall be appointed in the same manner as the voting representatives. An appointed alternate representative will have the rights and privileges of a voting representative when serving in the absence of such representative.

E. Advisory Members

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

- Chief Transportation Officer / MPO Director (or his/her designee)
- Director, TxDOT District Transportation Planning – Houston District
- Director, TxDOT District Advanced Project Development – Houston District
- Designated Representative, Federal Highway Administration
- Designated Representative, Federal Transit Administration

F. Officers

The Technical Advisory Committee shall elect a Chair, 1st Vice Chair, and 2nd Vice Chair, each to serve a term of one (1) year. Elections shall be held at the first meeting after the TPC appoints at-large members each calendar year. The TAC Chair shall appoint a nominating committee of three or more (3+) members prior to the election of officers each calendar year for the purpose of bringing before the TAC a slate of officers for consideration. The TAC Chair shall serve as Chair for no more than two (2) consecutive years. In the event a duly elected officer is unable to serve the entire term of office, the TAC nominating committee shall nominate a TAC member to serve the remainder of the unexpired term, and this appointment shall be subject to approval by a majority of the TAC membership present at the next called meeting.

G. Vacancies

Each representative shall be eligible to serve during the term as long as the representative occupies the position held at the time of selection or a position with the same employer. If a voting representative becomes ineligible or unable to serve, a new representative named by the appointing authority shall be allowed to assume the position of the ineligible member on the TAC. Vacancies in At-Large representatives shall be filled in the same manner as the original appointment for the

remainder of the term of the position. Changes of voting representatives can be made by the appointing authority at any time.

H. Quorum

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

I. Meetings

All TAC 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*. A quorum of members must be present to take formal action. The Chair shall call meetings of the Committee at least four (4) times annually or when requested in writing by five (5) or more of the voting members. The Chair (or his/her designee) shall, in a written notice of the meeting, designate the time and place and indicate in an official agenda the business to be transacted and considered. The written notice and draft agenda of each meeting shall be provided electronically and/or mailed to each member of the TAC at least seven (7) calendar days prior to the meeting. The Chair (or his/her designee) shall, at least three (3) business days prior to the TAC meeting, make public by posting the complete TAC meeting packet on the TAC page of the H-GAC website and providing a complete TAC meeting packet electronically to all members of the public that have requested to be placed on the mailing list. The TAC meeting packet shall include all back up documentation to be reviewed, considered, and/or voted on by the TAC.

J. Ethics

Members of the TAC 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 TAC shall not accept other employment or compensation that could reasonably be expected to impair their independence of judgement in the performance of their official duties. A member of the TAC shall not make personal investments that could reasonably be expected to create a conflict between the members' private interest and the public interest. The "Ethics Policy" adopted by the TPC provides more detailed guidance about the conduct of the members along with MPO employees. (See Attachment B from the TPC Bylaws).

K. Minutes

Minutes of all meetings shall be kept and recorded by MPO staff furnished to the TAC for this purpose. Minutes shall be included in the next scheduled meeting packet and distributed in accordance with Section I. Meetings.

L. Administrative Support

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

M. Technical Subcommittees

The TAC Chair, or MPO Director in consultation with the Chair, may create standing committees, ad hoc committees, and work groups (collectively called technical subcommittees) with the approval of the TAC for the furtherance of its function. Membership of the technical subcommittees shall be recommended by the TAC Nominating Committee with the approval of the TAC and should generally reflect the makeup of the TAC and others who have technical

expertise that would provide benefit to the technical subcommittee. Engineering, planning, or other consultants who are for-profit or have a financial interest in transportation projects are not eligible to serve on technical subcommittees. For all technical subcommittees that have a chair and/or vice chair, these positions must be filled by a voting or alternate member of the TAC. In collaboration with each technical subcommittee and in lieu of bylaws, the MPO Director shall develop an operating procedure and work plan to establish membership criteria and define the scope of work for each technical subcommittee.

Nothing in this section shall preclude the MPO Director from establishing such other ad hoc committees or working groups as may be deemed necessary to carry out any tasks included within the UPWP, to enhance consultation with transportation planning stakeholders or interested parties, or to provide technical review and advice for the regional transportation planning process.

N. Amendments

These Bylaws may be amended by a two-thirds majority vote of the TAC members subject to the approval of a majority of the members of the TPC at any duly called meeting wherein an official quorum is present. However, the TPC, at its sole discretion, may initiate and approve an update to these Bylaws without the approval of the TAC upon a vote of a two-thirds majority of the TPC.

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.

Revised: November 12, 2025

Houston-Galveston Area Council Metropolitan Planning Organization
Transportation Advisory Committee Bylaws
Summary of Changes from Existing Bylaws to Proposed Bylaws

1. Committee Name and Purpose

- **Name change:** Updated current name from “Transportation Advisory Committee” to “Technical Advisory Committee” to better reflect the committee’s purpose.
- **Purpose expanded:**
 - Broader focus on technical, planning, and policy review of MPO activities.
 - Explicit inclusion of core MPO documents under TAC review (e.g., Regional Transportation Plan, Transportation Improvement Program, Unified Planning Work Program, Air Quality Conformity, Congestion Management Process, Public Participation Plan).
 - Defines TAC as a forum for regional coordination among local, regional, and state partners.

2. Definitions (New Section)

- References Section A of the Transportation Policy Council (TPC) Bylaws for shared definitions (new cross-reference not present before).

3. Membership Structure

- **Total voting members:** reduced from 44 to 42.
- **Membership categories revised:**
 - **Removed:** Environmental (2 positions), Planning (3 positions), Active Transportation (1 of 2 positions), Business Interests (1 of 2 positions), and Citizen Interests (1 of 2 positions).
 - **Added:** The Woodlands Township (1 position), Gulf Coast Rail District (1 position), Regional Transportation Advocacy Group (1 position), and Truck Freight Transportation (1 position).
 - **Defined:** Two ports positions now specifically and separately listed — Port Houston and Port Freeport.
 - **Defined:** Three Public Transit Agencies positions now specifically and separately listed — The Woodlands Transit, Fort Bend Transit, Harris County Transit.
 - **Defined:** Two Toll Roads positions now identified as Harris County Toll Road Authority and (At-Large) Regional Toll Road Authority.
 - **Defined:** One Airports position now identified as Houston Airport System.

- **Membership appointment terms updated:**

- City, County, and Other Representatives: serve at discretion of appointing agency for an indefinite annual term (auto-renewed unless replaced).
- At-Large Representatives: appointed through biennial open-call and approved by the Transportation Policy Council; serve two-year terms.

- **Attendance policy strengthened:**

- Members removed due to attendance minimums will not be eligible to serve on the TAC for one year.

4. Ex-Officio and Advisory Members

- **Ex-Officio appointments:** Now made by TPC Chair (previously TAC Chair) with TPC approval.
- **New Advisory (non-voting) members** added, including:
 - Chief Transportation Officer / MPO Director (or his/her designee)
 - Director, TxDOT District Transportation Planning – Houston District
 - Director, TxDOT District Advanced Project Development – Houston District
 - Designated Representative, Federal Highway Administration
 - Designated Representative, Federal Transit Administration

5. Officers

- Retains Chair, 1st Vice Chair, and 2nd Vice Chair structure.
- **Clarifications and updates:**
 - Officers serve one-year terms.
 - Chair may serve no more than two consecutive years.
 - Vacancies: remaining officers appoint replacements (previously succession-based).

6. Meetings

- **Meeting requirements clarified:**
 - TAC must meet at least four (4) times annually.
 - Meetings follow Texas Open Meetings Act (Chapter 551, Texas Government Code).
 - Notice and agenda must be distributed electronically or by mail at least 7 days prior.

- Complete meeting packets with backup materials must be distributed electronically and posted on H-GAC website 3 business days before meetings.

7. Ethics (New Section)

- New ethics provisions align with **TPC Ethics Policy**.
- Prohibits:
 - Acceptance of gifts or favors influencing duties.
 - Employment or investments that create conflicts of interest.

8. Technical Subcommittees

- **Expanded and formalized:**
 - TAC or MPO Director may create standing, ad hoc, or work group subcommittees.
 - Membership recommended by TAC Nominating Committee and approved by TAC.
 - Subcommittees must have operating procedures and work plans instead of bylaws.
 - Chairs/Vice Chairs must be primary or alternate TAC members.
 - Consultants with financial interests cannot serve.
 - MPO Director retains authority to form other ad hoc groups to support UPWP tasks.

9. Administrative Support and Minutes

- **Administrative support:** H-GAC explicitly identified as the MPO's Fiscal Agent.
- **Minutes:** Must be recorded by MPO staff and included in next TAC meeting packet.

10. Amendments

- **Still requires:** Two-thirds TAC vote and TPC approval.
- **New authority:** TPC may amend or update bylaws independently by two-thirds vote.

11. New Section: Severability Clause

- Ensures that if any provision is found unlawful or unenforceable, the rest of the bylaws remain valid.

Existing Membership		Proposed Membership		Notes	Appointment Method	Term
Entity	No. Positions	Entity	No. Positions			
City of Baytown	1	City of Baytown	1	No change	Self-Appointed	Indefinite
City of Conroe	1	City of Conroe	1	No change	Self-Appointed	Indefinite
City of Galveston	1	City of Galveston	1	No change	Self-Appointed	Indefinite
City of Houston	1	City of Houston	3	Increased 1 to 3 positions	Self-Appointed	Indefinite
City of League City	1	City of League City	1	No change	Self-Appointed	Indefinite
City of Missouri City	1	City of Missouri City	1	No change	Self-Appointed	Indefinite
City of Pasadena	1	City of Pasadena	1	No change	Self-Appointed	Indefinite
City of Pearland	1	City of Pearland	1	No change	Self-Appointed	Indefinite
City of Sugar Land	1	City of Sugar Land	1	No change	Self-Appointed	Indefinite
City of Texas City	1	City of Texas City	1	No change	Self-Appointed	Indefinite
County of Brazoria	1	County of Brazoria	1	No change	Self-Appointed	Indefinite
County of Chambers	1	County of Chambers	1	No change	Self-Appointed	Indefinite
County of Fort Bend	1	County of Fort Bend	1	No change	Self-Appointed	Indefinite
County of Galveston	1	County of Galveston	1	No change	Self-Appointed	Indefinite
County of Harris	1	County of Harris	1	No change	Self-Appointed	Indefinite
County of Liberty	1	County of Liberty	1	No change	Self-Appointed	Indefinite
County of Montgomery	1	County of Montgomery	1	No change	Self-Appointed	Indefinite
County of Waller	1	County of Waller	1	No change	Self-Appointed	Indefinite
Toll Roads	2	Harris County Toll Road Authority	1	Agency Defined	Self-Appointed	Indefinite
		Regional Toll Road Authority	1	No change	Open Call, Approved by TPC	Biennial
Public Transit Agencies	3	The Woodlands Transit	1	Agency Defined	Self-Appointed	Indefinite
		Fort Bend Transit	1	Agency Defined	Self-Appointed	Indefinite
		Harris County Transit	1	Agency Defined	Self-Appointed	Indefinite
Metropolitan Transit Authority of Harris County (METRO)	1	Metropolitan Transit Authority of Harris County (METRO)	1	No change	Self-Appointed	Indefinite
Airports	1	Houston Airport System	1	Agency Defined	Self-Appointed	Indefinite
Ports	1	Port Freeport	1	Agency Defined	Self-Appointed	Indefinite
Port Houston	1	Port Houston	1	No change	Self-Appointed	Indefinite

Existing Membership		Proposed Membership		Notes	Appointment Method	Term
Entity	No. Positions	Entity	No. Positions			
TxDOT Districts - Each District	1	Texas Department of Transportation – Houston District	1	No change	Self-Appointed	Indefinite
TxDOT Districts - Each District	1	Texas Department of Transportation – Beaumont District	1	No change	Self-Appointed	Indefinite
Cities of less than 50,000 population	3	Smaller Cities (<50,000 population)	3	No change	Open Call, Approved by TPC	Biennial
Active Transportation	2	Active Transportation	1	Reduced 2 to 1 position	Open Call, Approved by TPC	Biennial
Business Interests	2	Business Interests	1	Reduced 2 to 1 position	Open Call, Approved by TPC	Biennial
Citizen Interests	2	Citizen Interests	1	Reduced 2 to 1 position	Open Call, Approved by TPC	Biennial
Planning	3			Removed		
Environmental	2			Removed*		
Regional Planning	1			Removed		
		Gulf Coast Rail District	1	New Position	Self-Appointed	Indefinite
		The Woodlands Township	1	New Position	Self-Appointed	Indefinite
		Transportation Management Organization	1	New Position	Open Call, Approved by TPC	Biennial
		Regional Transportation Advocacy Group	1	New Position	Open Call, Approved by TPC	Biennial
		Truck Freight Transportation	1	New Position	Open Call, Approved by TPC	Biennial
TOTAL MEMBERS	44	TOTAL MEMBERS	42			

*Director, TxDOT District Advanced Project Development - Houston District Advisory Member added for environmental guidance