

## 7. TRANSPORTATION ADVISORY COMMITTEE (TAC) BYLAWS DRAFT RECOMMENDATIONS

### BACKGROUND

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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 have expressed interest in prior meetings 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 (Chair), Perri D'Armond, Catherine McCreight and Ken Fickes.

### CURRENT SITUATION

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The Workgroup has 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, 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. Jason Smith, Chair of the TAC Bylaws Committee, will present the revised recommendations to the TAC for review, discussion and request for TAC's approval to recommend to the Transportation Policy Council for approval on October 24, 2025. Supporting materials—including a clean proposed version and a membership comparison table (redlined from the version presented in September)—are included with the background paper. The current bylaws are available online at: <https://www.h-gac.com/transportation-advisory-committee>.

Highlights of the changes to the Bylaws include:

- Committee name Change to "Technical Advisory Committee"
- Updated Membership structure, appointing authority, and terms
- Meeting requirements clarifications
- Subcommittee formation, membership, and operation

The TAC Bylaws Committee also plans to hold future meetings to review the TAC Subcommittee Bylaws and assess the composition and purpose of existing subcommittees. The current TAC Subcommittee Bylaws can be accessed here: <https://www.h-gac.com/getmedia/7f66779d-cf75-40dc-a38e-849d56fcb730/TAC-Subcommittees-Bylaws>.

### ACTION REQUESTED

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The TAC Bylaws Committee is requesting action and seeking TAC recommendation for TPC approval.

**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 39.
- **Membership categories revised:**
  - **Removed:** Environmental (2 positions), Planning (3 positions), Active Transportation (2 positions), Business Interests (2 positions), and Citizen Interests (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 listed — Port Houston and Port Freeport.
  - **Defined:** Three Public Transit Agencies positions now specifically listed — The Woodlands Transit, Fort Bend Transit, Harris County Transit.
  - **Defined:** Two Toll Roads 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, TxDOT Houston District Transportation Planning Director, FHWA, and FTA representatives.

#### 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 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 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 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.

# TECHNICAL ADVISORY COMMITTEE

## BYLAWS AND OPERATING PROCEDURES

*As Amended on October 24, 2025*

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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 thirty-nine (39) 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

TOTAL..... 39

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
- Designated Representative, Federal Highway Administration
- Designated Representative, Federal Transit Administration

#### **F. Officers**

The Technical Advisory Committee shall elect a Chair, 1<sup>st</sup> Vice Chair, and 2<sup>nd</sup> 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 remaining officers shall concur in appointing 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 by the Chair of the TPC 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 and distribute electronically and/or by mail a complete TAC meeting packet, which includes 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 primary 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: October 24, 2025

TAC MEMBERSHIP					
CURRENT			PROPOSED		
Entity	Voting #	Appointment	Entity	Voting #	Appointment
Counties	8	1 each county; self-appointed	Counties	8	self-appointed, 1 each county
Cities >50K	10	1 each city, self-appointed	City of Houston	3	self-appointed, can include mgmt dist
			Other Cities >50K	9	self-appointed, 1 each city
			The Woodlands Township	1	self-appointed
Cities <50K	3		Smaller Cities < 50K	3	Recruit/vet by staff; TPC approves, 2 yr term
TxDOT (1 each)	2	self-appointed	TxDOT (1 each)	2	self-appointed
Airports	1	TPC	Houston Airport System	1	self-appointed
Port Houston	1	self-appointed	Port Houston	1	self-appointed
Ports	1	TPC	Port Freeport	1	self-appointed
			Gulf Coast Rail District	1	self-appointed
Toll Roads	2	TPC	HCTRA	1	self-appointed
			Regional Toll Road Authority	1	Recruit/vet by staff; TPC approves, 2 yr term
METRO	1		METRO	1	self-appointed
Public Trans. Agcy	3	TPC	Harris County Transit	1	self-appointed
			The Woodlands Transit	1	self-appointed
			Fort Bend Transit	1	self-appointed
Active Trans.	2	TPC	Transportation Management Organization	1	Recruit/vet by staff; TPC approves, 2 yr term
Business Int.	2	TPC	Regional Transportation Advocacy Group	1	Recruit/vet by staff; TPC approves, 2 yr term
			Truck Freight Transportation	1	Recruit/vet by staff; TPC approves, 2 yr term
Regional Planning	1	HGAC Board	TOTAL	39	
Environmental	2	TPC			
Planning	3	TPC			
Citizen Interest	2	TPC			
TOTAL	44				