

6. TRANSPORTATION ADVISORY COMMITTEE (TAC) BYLAWS DRAFT 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 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, which included Jason Smith (Chair), Perri D'Armond, Catherine McCreight and Ken Fickes.

CURRENT SITUATION

The Workgroup has conducted a comprehensive review of the Transportation Advisory Committee (TAC) Bylaws through a series of collaborative meetings, including both virtual and in-person sessions on May 27, June 11, June 18, July 31, August 6, and August 26, 2025.

During these meetings, the group developed draft recommendations for TAC Bylaws updates, which will be presented as a briefing at the upcoming September 10 TAC Meeting. The primary objective is to seek initial feedback of the proposed recommendations and bring this item to the TAC in October for action, recommending the Bylaws for approval by the TPC during their October meeting. A redlined version, clean proposed version, and a membership comparison table follow the background paper. The existing bylaws can be found online: <https://www.h-gac.com/transportation-advisory-committee>.

Due to interest by the TAC in revisiting the TAC Subcommittee Bylaws, the Workgroup plans to conduct additional meetings in the near future to review the TAC Subcommittee Bylaws, as well as evaluate current subcommittee composition and purpose. The current TAC Subcommittee Bylaws can be found online: <https://www.h-gac.com/getmedia/7f66779d-cf75-40dc-a38e-849d56fcb730/TAC-Subcommittees-Bylaws>.

ACTION REQUESTED

Information only.

TECHNICAL ADVISORY COMMITTEE

BYLAWS AND OPERATING PROCEDURES-TRANSPORTATION

ADVISORY COMMITTEE

(As Amended, 01/15/20) on October 24, 2025

The ~~following rules~~ name of the body is the Technical Advisory Committee (hereinafter called the TAC). The TAC serves at the pleasure of the Transportation Policy Council (hereinafter called the TPC).

These Bylaws shall govern the procedures and composition of the ~~Transportation Advisory Committee~~ TAC. The TAC Bylaws are recommended for approval by the TAC and approved by the TPC.

A. Definitions

Refer to section A of the bylaws of the Transportation Policy Council for definitions applicable to these bylaws.

A.B. Purpose

The Transportation Advisory Committee's purpose is to advise the Transportation Policy Council (TPC) in its development of the Unified Planning Work Program (UPWP) and the Metropolitan Transportation Plan (MTP) as well as promote coordination of other transportation planning activities. The Committee assists with the development of the Transportation Improvement Program (TIP), including the review of and recommendations on candidate projects for the TIP.

Responsibility for adoption of Metropolitan Planning Organization policies and procedures, approval of the Unified Planning Work Program, the Long Range Transportation Plan and the Transportation Improvement Program resides with the TPC. The TPC may direct the TAC to present options for its consideration with accompanying recommendations and supporting rationale. The Transportation Advisory Committee may, therefore, advise the TPC on both technical and policy issues.

The TPC has established the TAC, whose primary function is to provide technical advice and recommendations necessary for the TPC to carry out its duties and responsibilities. The TAC shall serve at the pleasure of the TPC and shall work cooperatively to assure state, regional, county, and municipal coordination in the transportation planning and decision-making process. The TAC shall serve as a forum to address metropolitan transportation issues facing the region and to review the Metropolitan Planning Organization's (MPO) work plans and products and to make recommendations to the TPC for their approval and adoption. These include but are not limited to: Unified Planning Work Program, Metropolitan Transportation Plan, 10-year Program, Transportation Improvement Program, Public Participation Plan, and the Congestion Management Process. In some cases, the TAC may create subcommittees and work groups to effectuate its purpose.

B.C. Voting Membership

The Transportation Advisory Committee shall be comprised of elected officials, agency staff, or as appropriate, citizens who have expertise or interest in developing transportation and land use plans, implementing transportation projects, or in related fields.

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), or other at-large members listed in Table 1. Members of the TAC shall not simultaneously serve as a primary voting member of the TPC. The City, County, and Other Transportation Representatives entities shall appoint a primary representative and an alternate representative for each position identified in Table 1. The appointees shall serve continuously at the pleasure of their respective organizations.

The At-Large Representatives' seats shall be appointed through a biannual, open call process overseen by MPO staff. MPO staff shall make recommendations for at-large appointments to the TPC Chair. The TPC Chair may accept the recommendations or may submit alternate recommendations to the TPC. The TPC Chair shall submit at-large appointments to the TPC for final approval. At-Large positions shall serve for a term of two years and not more than four years in the same position. 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.

TAC membership should reflect the ~~diversity~~major modes of transportation ~~modes and interests~~ affected by transportation policy decisions to ~~assure~~ensure transportation planning decisions are considered in their broadest context. The membership ~~for of~~ the ~~Transportation Advisory Committee~~TAC shall not exceed ~~a maximum of forty-four (44)~~five (45) members as shown in Table 1 ~~on the next page.~~ Engineering, planning, or other consultants, who are for-profit or have a financial interest in transportation projects are not eligible to serve ~~as a member due to potential conflict of interest.~~

~~Members~~Members appointed by an entity holding a permanent seat on the committee shall serve at the pleasure of the appointing agency for ~~a term of one (1) year; an indefinite annual term, or until a replacement is nominated and appointed by the appointing agency.~~ Members shall be appointed by the chief elected official, chief executive officer, or the board of the entity that they represent ~~and/or TPC as shown on the next page.~~ 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.

For At-Large positions, the TPC Nominating Committee will review nominations and will make ~~a recommendation to TPC for approval. Self-nominations are only allowed under the following Categories: Environmental, Planning, Active Transportation, Business Interests, and Citizen Interests~~recommendations to the TPC for final approval. At-Large positions shall serve for a term of two (2) 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 (or ~~his or her~~the alternate member) fails to attend three (3) consecutive meetings of the Committee, or a total of five (5) meetings during a calendar year, the member's term, he or she ~~member~~ is subject to removal on a majority vote of the ~~Committee~~committee at a meeting of the ~~Committee~~committee where a quorum is present. Attendance at a meeting by a member's designated alternate will be credited to the member.

Table 1—Voting Membership of the Transportation Advisory Committee *

<u>Category or Organization</u>	<u>Appointing Agency</u>	<u>Number</u>
Cities of 50,000 or more (one each)	Each City	10
Cities less than 50,000 population	TPC	3
Regional Planning	H-GAC Board	1
Counties (one each)	Each County	8
TxDOT Districts	Each TxDOT District	2
Metropolitan Transit Authority of Harris County	METRO	1
Port of Houston	Port of Houston	1
Public Transit Agencies	TPC	3
Ports	TPC	1
Toll Roads	TPC	2
Airports	TPC	1
Environmental	TPC	2
Planning	TPC	3
Active Transportation	TPC	2
Business Interests	TPC	2
Citizen Interests	TPC	2
TOTAL		44

*~~Cities or Urbanized Areas of 50,000~~ population as of the 2010 Census are

TABLE 1 – VOTING MEMBERSHIP

CITY REPRESENTATIVES (>50,000 Population)

<u>City of Baytown</u> ;	1
<u>City of Conroe</u> ;	1
<u>City of Galveston</u> ;	1
<u>City of Houston</u> ;	3
<u>City of League City</u> ;	1
<u>City of Missouri City</u> ;	1
<u>City of Pasadena</u> ;	1
<u>City of Pearland</u> ;	1
<u>City of Sugar Land</u> and	1
<u>City of Texas City</u> / LaMarque. Subjected to change based on the 2020 Census;	1

*~~Eight County Transportation Management Area~~ is comprised

COUNTY REPRESENTATIVES

<u>County of Brazoria</u> ;	1
<u>County of Chambers</u> ;	1
<u>County of Fort Bend</u> ;	1
<u>County of Galveston</u> ;	1
<u>County of Harris</u> ;	1
<u>County of Liberty</u> ;	1
<u>County of Montgomery</u> and	1
<u>County of Waller</u> Counties;	1

*~~Environmental Interests~~ may include Staff from Local Governments, other
Environmental Organizations;

*~~Planning~~ may include Planning Staff from Local Governments, other

OTHER TRANSPORTATION REPRESENTATIVES

The Woodlands Township	1
Metropolitan Transit Authority of Harris County	1
Harris County Toll Road Authority	1
Montgomery County Toll Road Authority	1
Fort Bend County Toll Road Authority	1
Texas Department of Transportation Organizations – Houston District	1

*~~Active Transportation Interests~~ include non-governmental organizations focused on bicycle, pedestrian, or other active transportation infrastructure planning, accessibility, safety, or advocacy.

*Texas Department of Transportation – Beaumont District	1
Gulf Coast Rail District.....	1
Port Houston.....	1
Port Freeport.....	1
Harris County Transit.....	1
Fort Bend Transit.....	1
The Woodlands Transit.....	1
Houston Airport System	1

AT-LARGE REPRESENTATIVES

Small Cities (<50,000 population)	8
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Business ~~Interests~~ may include Chambers of Commerce, Civic Associations, /Economic Development Corporations, Management Districts, or Non-Profit Organizations focused on economic development

Active Transportation	1
Freight Transportation	1

TOTAL	45
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The at-large, small cities representatives are designated for smaller cities having a population of less than 50,000. Each TPC county member shall be responsible for submitting one at-large, small city representative and infrastructure planning alternate from their county to the TPC Nominating Committee for final approval.

*~~Citizen Interests~~ may include citizen interest organizations with a significant focus on transportation issues.

Ex-Officio Members

The Transportation Advisory Committee Chair

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 Chairman may appoint such other nonvoting ex-officio representatives on the TAC as may be appropriate, subject to approval of a majority of the voting membership.TPC. Ex-officio members
Office representatives may include Railroads, Airports, Rail Districts, Ports, Transit Agencies, or other agencies as appropriate that are not already included in the voting membersmembership.

C.D..... Altern
ate Members

Each voting member may have a designated alternate ~~member~~representative who may serve at any ~~Transportation Advisory Committee~~TAC meeting in the voting ~~member's~~representative's absence. Alternate ~~members must~~representatives shall be appointed in the same manner as the voting ~~member.~~Appointed representatives. An appointed alternate ~~members~~representative will have the ~~voting~~ rights and privileges of ~~members~~a voting representative when serving in the absence of ~~the 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, including executive sessions.

- Transportation Director / MPO Director (or his/her designee)
- Director, TxDOT District ~~Transportation Advisory Committee voting member.~~Planning – Houston District

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

D.F. Officer

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

E.G. Vacancies

Each ~~member~~representative shall be eligible to serve during the term as long as the ~~member~~representative occupies the position held at the time of selection. ~~In the event that or a position with the same employer. If~~ a voting ~~member~~representative becomes ineligible or unable to serve, a new ~~member must~~representative named by the appointing authority shall be ~~appointed in the same manner as~~allowed to assume the ~~previous voting member position of the ineligible member on the TAC.~~ Vacancies in At-Large representatives shall be filled by the Chairman of the TPC for the remainder of the term of the position. ~~Changes of voting members directly appointed by a chief elected official, chief executive officer or the head and/or board of the appropriate governmental unit may~~representatives can be made by the appointing authority at any time.

F.H. Quorum

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Fifty-~~one~~ percent (~~22 voting members~~)51% or more of the total ~~committee~~TAC voting membership shall constitute a quorum for the transaction of business at all meetings.

G.I. Meetings

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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. All meetings of the TAC shall govern all meetings of the Transportation Advisory Committee. have a quorum of members present to take formal action. The Chairman 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 Chairman (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 ~~or~~and considered. The written notice and draft agenda of each meeting shall be provided electronically and/or mailed to each member of the ~~committee~~TAC at least ~~one week~~seven (7) days prior to the meeting. ~~In the absence of the~~

~~Chairman, 1st Vice Chair, and 2nd Vice Chair from a regular or special~~ The Chairman (or his/her designee) shall, at least seventy-two (72) hours prior to the TAC meeting ~~of the committee at which a quorum is present, the remaining members present shall elect a presiding officer who shall serve until the conclusion of that , make public and distribute electronically and/or by mail a complete TAC meeting or until the arrival of packet, which includes all back up documentation to be reviewed, considered, and/or voted on by the Chairman, 1st Vice Chair, or 2nd Vice Chair. Opportunities for public comments shall be provided subject to guidelines~~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 Transportation Policy Council, shown as Attachment A: Bylaws).

H.K. Minut **es**

Minutes of all meetings shall be kept and recorded by ~~H-GAC (MPO)~~ staff furnished to the ~~Transportation Advisory Committee~~TAC for this purpose. Minutes shall be included in the next scheduled meeting packet and distributed in accordance with Section H. Meetings.

I.L. Administrative Support

H-GAC, as the designated fiscal agent of the MPO, shall provide administrative support to the ~~Transportation Advisory Committee.~~

J. Notification

~~Policy Council members, local governments, and agencies or interested parties with direct memberships or appointments to the TAC as shown in Section B, should be contacted forty-five (45) days prior to the end of the calendar year to confirm an existing or new appointment to the TAC.~~

K.M. Comm **ittees**

The ~~Transportation Advisory Committee~~TAC may create ad hoc committees or technical committees with the approval of the ~~Transportation Policy Council~~TPC for the furtherance of its ~~functions~~function. Membership of the committees (i.e. number of members and makeup of members) should be determined by the TAC Nominating Committee with the approval of the TAC.

L.N.....A
mendments

These Bylaws may be amended by a two-thirds majority vote of the ~~Transportation Advisory Committee~~TAC members subject to ~~the~~ approval ~~by~~of a majority of the ~~Transportation Policy Council~~members of the TPC at any duly called meeting wherein an official quorum is present. ~~Any~~ 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 proposed amendments; such illegality, noncompliance, or unenforceability shall be fully set out in writing and furnished to each member seven (7) days~~not affect any other provision of these bylaws, and such other provisions shall continue in advance of the meeting where the action is to be takenfull force and effect.

TECHNICAL ADVISORY COMMITTEE

BYLAWS AND OPERATING PROCEDURES

As Amended on October 24, 2025

The name of the body is the Technical Advisory Committee (hereinafter called the TAC). The TAC serves at the pleasure 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. Definitions

Refer to section A of the bylaws of the Transportation Policy Council for definitions applicable to these bylaws.

B. Purpose

The TPC has established the TAC, whose primary function is to provide technical advice and recommendations necessary for the TPC to carry out its duties and responsibilities. The TAC shall serve at the pleasure of the TPC and shall work cooperatively to assure state, regional, county, and municipal coordination in the transportation planning and decision-making process. The TAC shall serve as a forum to address metropolitan transportation issues facing the region and to review the Metropolitan Planning Organization's (MPO) work plans and products and to make recommendations to the TPC for their approval and adoption. These include but are not limited to: Unified Planning Work Program, Metropolitan Transportation Plan, 10-year Program, Transportation Improvement Program, Public Participation Plan, and the Congestion Management Process. In some cases, the TAC may create subcommittees and work groups to effectuate its purpose.

C. Voting Membership

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The At-Large Representatives' seats shall be appointed through a biannual, open call process overseen by MPO staff. MPO staff shall make recommendations for at-large appointments to the TPC Chair. The TPC Chair may accept the recommendations or may submit alternate recommendations to the TPC. The TPC Chair shall submit at-large appointments to the TPC for final approval. At-Large positions shall serve for a term of two years and not more than four years in the same position. 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.

TAC membership should reflect the major modes of transportation affected by transportation policy decisions to ensure transportation planning decisions are considered in their broadest context. The membership of the TAC shall not exceed forty-five (45) 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 appointed by an entity holding a permanent seat on the committee shall serve at the pleasure of the appointing agency for an indefinite annual term, or until a replacement is nominated and appointed by the appointing agency. 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.

For At-Large positions, the TPC Nominating Committee will review nominations and will make recommendations to the TPC for final approval. At-Large positions shall serve for a term of two (2) 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 (or the alternate member) fails to attend three (3) consecutive meetings of the Committee, or a total of five (5) meetings during a calendar year, the member is subject to removal on a majority vote of the committee at a meeting of the committee where a quorum is present. 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

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

AT-LARGE REPRESENTATIVES

Small Cities (<50,000 population).....	8
Business/Economic Development	1
Active Transportation.....	1
Freight Transportation.....	1

TOTAL.....	45
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The at-large, small cities representatives are designated for smaller cities having a population of less than 50,000. Each TPC county member shall be responsible for submitting one at-large, small city representative and alternate from their county to the TPC Nominating Committee for final approval.

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 Chairman may appoint such other nonvoting 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, including executive sessions.

- Transportation Director / 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 Transportation Advisory Committee shall elect a Chairman, 1st Vice Chairman, and 2nd Vice Chairman, 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 Chairman shall serve as Chairman 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 Chairman 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*. All meetings of the TAC shall have a quorum of members present to take formal action. The Chairman 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 Chairman (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) days prior to the meeting. The Chairman (or his/her designee) shall, at least seventy-two (72) hours 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 Transportation Policy Council 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 H. Meetings.

L. Administrative Support

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

M. Committees

The TAC may create ad hoc committees or technical committees with the approval of the TPC for the furtherance of its function. Membership of the committees (i.e. number of members and makeup of members) should be determined by the TAC Nominating Committee with the approval of the TAC.

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.

TAC MEMBERSHIP					
CURRENT			PROPOSED		
Entity	Voting #	Who Appoints?	Entity	Voting #	Who Appoints?
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	1	self appointed
Cities <50K	3		Cities < 50K	8	1 each county, appt. by respective county
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
			Montgomery County Toll	1	self appointed
			Fort Bend County Toll	1	self appointed
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	Active Transportation	1	Recruit/vet by staff; TPC approves, 2 yr term
Business Int.	2	TPC	Business/Eco Devo	1	Recruit/vet by staff; TPC approves, 2 yr term
			Freight	1	Recruit/vet by staff; TPC approves, 2 yr term
Regional Planning	1	HGAC Board	TOTAL	45	
Environmental	2	TPC			
Planning	3	TPC			
Citizen Interest	2	TPC			
TOTAL	44				