

Action Transmittal

Transportation Advisory Board



Committee Meeting Date: September 7, 2022

Date: August 31, 2022

Action Transmittal: 2022-34

Revision of TAC Bylaws.

To: Technical Advisory Committee

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Requested Action

TAC Executive Committee requests adoption of the revised TAC bylaws.

Recommended Motion

That the Technical Advisory Committee adopt the revised TAC bylaws

Summary

Council legal staff has suggested updates to TAC's bylaws to clarify the committee's ability to meet remotely.

Background and Purpose

In February 2022, TAC agreed to changes to its bylaws, adding two members, changing the length of chairperson terms, and establishing standing committee vice chairs. Following that change, the Council's Office of General Counsel (OGC) reviewed the bylaws and has suggested several additional changes, the primary purpose of which is to clarify TAC's ability to conduct remote meetings in relation to the State of Minnesota's open meeting laws (OML). Proposed changes include:

- Removing the phrases "regular meetings and "special meetings" in favor of "meetings."
- Removing "While regular attendance is expected, remote attendance will be accommodated in certain circumstances."
- The addition of several procedures related to conducting a remote meeting (pages 4-5)

Other clarifying changes are suggested, including:

- The use of "organization(s)" in lieu of the interchangeable use of "agencies," "appointing body," "organizations," and "appointing agency."
- Use of "chairperson" to eliminate inconsistent use of "chair" and "chairperson."
- Clarification on members and alternates missing four out of six meetings. The proposed change says that if "an organization" is not participating, the member shall be considered resigned. Pinning this responsibility to the organization is suggested because some organizations are frequently represented by alternates.

Following the discussion of this topic as an informational item at the August 3, 2022, TAC meeting, changes have been made under C. Standing Committees and Subcommittees (page 7). They are:

- Specification that TAC alternates can be chairs of the Funding & Programming and Planning standing committees and that chairs must attend TAC meetings.
- Three clarifications of the term “committee” to “standing committee.”
- Clarification that subcommittee chairs can be standing committee alternates.

Relationship to Regional Policy

Article VI of the Technical Advisory Committee Bylaws prescribes the process for amendment. A motion must pass with a two-thirds majority to be approved. The TAB bylaws explain the TAC’s purpose, membership composition, election of officers, structure, and schedule of meetings, conduct of business, and standing committee responsibilities and structure.

Staff Analysis

Suggested changes help clarify TAC’s ability to meet remotely and address some inconsistent terminology.

Committee Comments and Actions

The Technical Advisory Committee reviewed the proposed changes as an information item at its August 3, 2022, meeting.

Routing

To	Action Requested	Date Scheduled / Completed
Technical Advisory Committee	Review & Adopt	September 7, 2022



METROPOLITAN COUNCIL

BYLAWS

of

The Technical Advisory Committee (TAC) of the Transportation Advisory Board

Adopted February 2, 2022

These bylaws explain the TAC's purpose, membership composition, election of officers, structure and schedule of meetings, conduct of business, and standing committee responsibilities and structure. These bylaws were adopted by the TAC on February 2, 2022.

ARTICLE I: NAME AND PURPOSE

A. Name

The name of this body shall be the Technical Advisory Committee (hereinafter called the TAC).

B. Purpose

The Transportation Advisory Board (TAB) has established the TAC, for which the primary function is to provide technical advice to the TAB. The ~~TAC committee~~ shall include the following purposes and objectives:

1. Provide the technical evaluation, advice, and recommendations necessary for the Transportation Advisory Board (hereinafter called the TAB) to carry out its duties and responsibilities;
2. Assure state, regional, county and municipal involvement and coordination in transportation decisions of metropolitan significance;
3. Provide a forum for professional staff from planning and implementing agencies to address metropolitan transportation issues facing the region; and
4. Review MPO planning studies and programs, provided by the standing committees, for TAB.

ARTICLE II: MEMBERSHIP OF THE TAC

A. Composition

The TAC shall be composed of the following professional staff:

Designated representatives or their designated alternates of:

- Association of Metropolitan Municipalities (8)
- Metropolitan Airports Commission (MAC) (1)
- Mn Dept of Employment and Economic Development (DEED) (1)
- Minnesota Department of Transportation (MnDOT) (1)
- Minnesota Pollution Control Agency (MPCA) (1)
- USDOT (FHWA) (non-voting) (1)
- Suburban Transit Provider (designated by Suburban Transit Association) (1)
- Bicycle Transportation (designated by TAC Executive Committee) (1)
- Pedestrian Transportation (designated by TAC Executive Committee) (1)
- Freight (designated by MnDOT Freight Office) (1)
- Minnesota Department of Natural Resources (1)
- Metropolitan Council (3)
 - Exec. Div. Dir. ~~Of~~ Metropolitan Transportation Services (MTS)
 - Exec. Div. Dir. ~~Of~~ Community Development
 - General Manager of Metro Transit
- County Engineer of each of the Seven Metropolitan Counties (7)
- Region 7W (represent the areas of Sherburne and Wright Counties in the Twin Cities

Urbanized Area)	(1)
Minneapolis City Engineer and Planning Director	(2)
St. Paul City Engineer and Planning Director	(2)
Transportation Advisory Board Coordinator	(1)
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B. Appointment and Changes of Representatives to the TAC

The organization~~agencies~~ listed in Article II A. shall notify the TAC Chairperson in writing of any changes to its designated representative and alternate representative.

The change shall take effect upon the Chairperson’s receipt of such notification. When a vacancy occurs, the Chairperson shall immediately notify the organization~~appointing body~~ and request that a new representative be appointed.

C. Qualifications of Members and Alternates

The representative should be able to speak for the organization or mode they represent and be a participant in TAC’s~~its~~ decision-making process.

D. Terms of Office

All designated representatives shall serve at the pleasure of their respective organizations.

E. Responsibilities

It is the responsibility of each member or alternate to attend TAC meetings on a regular basis to be informed on matters coming before the TAC and to participate in the standing committees.

F. Attendance.

Attendance is an essential component of TAC’s~~Committee~~ work. All members are recommended to have an assigned alternate that is kept up to date on TAC issues. Should any organization not be represented at any four meetings of TAC or a standing committee in a six-month period, the member shall be considered to have resigned from the applicable committee.~~Should a TAC or standing committee member or alternate miss attending any four regular meetings in a six-month period without reasonable excuse for such absences, that member shall be considered to have resigned from the Committee.~~ The TAC ~~Committee~~-Chairperson will notify the appointing agency~~organization~~, and that agency~~organization~~ must reappoint a member to the Committee. The same attendance criteria as stipulated above shall also apply to ~~regularly scheduled~~ standing committee meetings. Regular attendance is expected. However, at times when TAC has chosen to meet in-person, remote attendance will be accommodated in certain circumstances.~~While regular attendance is expected, remote attendance will be accommodated in certain circumstances.~~

ARTICLE III: OFFICERS OF THE TAC

A. Chairperson

The Chairperson shall be a member of the TAC. The Chairperson shall serve for a term of

two years beginning January 1 of odd-numbered years. The Chairperson cannot serve more than one consecutive term. The Chairperson must be able to devote the time that is necessary to work effectively and cooperatively with the members of the TAC and TAB. The Chairperson shall preside at all meetings of the TAC and shall have duties and responsibilities as are normally attendant upon that office and as are prescribed by these bylaws and as are specifically delegated or assigned by the TAC. The Chairperson shall appoint the vice-chairperson of the TAC and the chairpersons of the standing committees. The Chairperson shall represent the TAC at meetings of the TAB and other meetings as authorized by the TAC and shall act as liaison with the TAB. In such capacity, the Chairperson shall express the collective views of the TAC.

B. Vice-Chairperson

The Vice-Chairperson shall be a member of the TAC. The Vice-Chairperson shall be appointed by the Chairperson. The Vice-Chairperson shall act for the Chairperson during temporary absence and shall perform such duties as may be delegated by the Chairperson. The term shall be concurrent with that of the Chairperson.

C. Secretary

The Metropolitan Council's Executive Division Director of Metropolitan Transportation Services, after consultation with the TAC Chairperson, shall designate one of his/her professional staff as Secretary of the TAC. The Secretary shall maintain a current copy of these bylaws and shall provide a copy to each newly appointed TAC member. Upon revision, the Secretary shall promptly update these bylaws and furnish each TAC member with an updated copy. The Secretary shall keep all TAC minutes; shall oversee the production and distribution of materials for upcoming TAC meetings as directed by the Chairperson and with the TAB Coordinator shall oversee the production of TAC materials for presentation to the TAB. The Secretary shall keep a record of the attendance of TAC members and shall report to the Executive Committee on a regular basis. The TAC Secretary shall also serve as Secretary to the Executive Committee.

ARTICLE IV: MEETINGS OF THE TAC

A. Regular Meetings

~~Regular meetings of the TAC shall be held on the first Wednesday of every month at a time and location determined by the members. Members of the TAC shall be sent notification of the specific time and place and tentative agenda, together with appropriate material pertaining to agenda items at least five days prior to the meeting. These materials will also be available to the public on the Council's website.~~

Meetings

TAC meetings will be held on the first Wednesday of every month at times determined by the TAC members. If the TAC conducts in-person meetings, the TAC also will establish an accessible location for its in-person meetings. As determined by the TAC Chairperson in consultation with TAC members, the TAC may conduct remote meetings by any device, software program, or other application that allows TAC members in different physical

locations to see and hear one another. Any votes on business items at a remote meeting must be conducted by roll call vote. At least five calendar days prior to a meeting, TAC members shall be sent notification of the specific time and tentative agenda for each meeting, together with appropriate materials pertaining to agenda items. Materials pertaining to agenda items also shall be available to the public on the Council's website. The agenda for each meeting shall identify whether the meeting will be in-person or will be conducted remotely. To the extent practical, members of the public will be allowed to: (1) electronically monitor meetings from a remote location and (2) participate by electronic means when public participation is permitted by the Chairperson under Section E, Item 4 (Public Comment on Committee Business). If the Council Chairperson or the Regional Administrator determine, in their discretion, that TAC meetings should be conducted in person for technology, resource availability, staffing, or policy considerations, TAC meetings must be conducted in person.

B. Cancellation

~~Regular m~~Meetings of the TAC may be cancelled by a majority vote of the members or by the Chairperson. The TAC Chairperson may not cancel two successive ~~regular~~ meetings without the approval of the Executive Committee.

~~C. Special Meetings~~

~~Special meetings of the TAC may be held upon the call of the Chairperson or a majority of the members of the TAC. Notice of a special meeting shall include the date, time, place and agenda for that meeting and shall be sent to the TAC members three days prior to the meeting. Business at special meetings shall be limited to the subject(s) stated in the call.~~

~~D.~~ **C. Quorum**

A simple majority of TAC members shall constitute a quorum for the conduct of business at any meeting of the TAC. If a quorum exists at any time during the meeting, a quorum is then determined to exist for the remainder of the meeting.

~~E.~~ **D. Non-Member Participation**

~~All meetings of the TAC and its standing committees shall be open to public input related to committee business.~~ In agenda item 4 (Section ~~F~~ E, below), Public Comment on Committee Business, when a non-member has a comment on a specific agenda item, the chairperson will have discretion on whether to take comment at that time or ask the non-member to comment when the item is discussed later in the meeting. Time limits on non-member participation shall also be at the discretion of the Chairperson.

~~F.~~ **E. Order of Business**

The business of the TAC shall contain the following elements:

- 1) Call to Order
- 2) Approval of the Agenda
- 3) Approval of the Minutes of Previous Meetings
- 4) Public Comment on Committee Business
- 5) TAB Report

- 6) Consent Items
- 7) Committee Reports
- 8) Information Items
- 9) Agency Reports
- 10) Other Business
- 11) Adjournment

G-F. Conduct of Business

1) Roberts Rules of Order

The rules contained in the current edition of the Roberts Rules of Order shall govern the TAC to the extent that they are not inconsistent with these bylaws.

2) Suspension of Rules

Roberts Rules of Order may be suspended by a two-thirds vote of the TAC members present.

3) Voting, Motions, Recording

Only members of the TAC may vote on matters, introduce or second a motion before the group. There shall be no voting by proxy and each member shall be entitled to only one vote on any issue. The chairperson shall be a voting member of the TAC. Voting on any matter shall be by voice vote provided that a roll call vote shall be called and recorded on any issue if requested by the Chairperson or a majority of members present. Upon request of any member, the Secretary shall repeat the motion and the name of the mover and seconder immediately preceding a vote by the TAC.

In situations when the TAC meeting has been canceled but an item requires TAC action, the TAC Chairperson may offer the members the opportunity to vote electronically. The electronic votes must be received from a quorum of the members for the vote to be valid. The TAC Secretary will record the electronic vote and forward the action to the TAB, if necessary. The results of the electronic vote, the action transmittal and all appropriate materials pertaining to the item will be sent to the TAC members and posted on the website. The item will be on the TAC agenda the following month for information.

ARTICLE V: COMMITTEES

A. TAC Chairperson Nominating Committee

At the November TAC meeting, in the second year of the Chairperson's term, the members shall caucus within their respective groups representing the cities, the counties and the agencies. The caucuses shall select one person from their caucus to be a member of the TAC Chairperson Nominating Committee. At the December TAC meeting, the TAC Chairperson Nominating Committee shall nominate a candidate for TAC Chairperson.

B. Executive Committee

The Executive Committee shall be composed of the TAC Chairperson, the Vice-Chairperson and the chairpersons of the standing committees, the MnDOT TAC member, the Metropolitan Council's MTS TAC member, the TAB Coordinator, the immediate past TAC Chairperson and such other TAC members as the TAC Chairperson may appoint. The Executive Committee will be chaired by the TAC Chairperson and will meet at his/her discretion to coordinate TAC activities.

C. Standing Committees and Subcommittees

Standing committees are created or discharged only by action of the TAC. These committees are to perform as delineated within the purposes and objectives for each committee as adopted by the TAC. These committees shall make a report of activities at each ~~regular~~ TAC meeting. The committee chairperson shall be selected by the TAC chairperson from the members and alternates of the TAC. The standing committee chairperson is expected to attend TAC meetings. The standing committee vice-chairperson shall be recommended by the standing committee chairperson and approved by the TAC Executive Committee. The term of the standing committee chairperson and vice chairperson shall be concurrent with that of the TAC Chairperson. Each standing committee chairperson shall propose the membership for their standing committee to the Executive Committee, which shall consider each proposal and propose the membership of each standing committee to the TAC. The membership of the standing committees shall be approved by the TAC annually at its January meeting. When new members are added to TAC during the year, the TAC Executive Committee will assign them to the appropriate standing committee, if necessary. The standing committees of the TAC are the Funding and Programming Committee and the Planning Committee. Standing committee chairpersons may establish appropriate subcommittees and appoint the subcommittee chairperson from among the members and alternates of the parent standing committee. The purpose, objective and membership of the subcommittee shall be approved by the parent standing committee.

1) Funding and Programming Committee

The TAC shall establish a TAC Funding and Programming Committee. The primary function of the committee shall be to advise on the use of and to manage federal transportation funds available to the region. The committee shall commit to the following purposes and objectives:

- Prepare and make recommendations on the regional Transportation Improvement Program (TIP) and TIP amendments
- Carry out the application development, scoring, qualifying review, and appeal process for the Regional Solicitation for Federal Funds
- Evaluate the Regional Solicitation process and implemented projects and make recommendations for improvements to the process
- Make recommendations for Highway Safety Improvement Program (HSIP) funding
- Assist in the development and review of investment programs carried out in a regional or statewide planning process (e.g. Transportation Policy Plan, MnDOT plans such as MnSHIP)
- Review scope change and program year extension requests

- Review the status of the programmed Regional Solicitation projects

The membership of the committee shall include (1) representative (or alternate) from:

- At least five counties
- At least five cities
- MnDOT Metro District
- MnDOT Metro District State Aid Office
- Metropolitan Council staff – MTS
- MPCA
- Department of Natural Resources (DNR)
- Suburban Transit Association
- Metro Transit
- MnDOT Metro District Multimodal Planning
- TAB Coordinator
- FHWA (non-voting)

2) Planning Committee

The TAC shall establish a TAC Planning Committee. The primary function of the committee shall be to address transportation planning and policy issues. The committee shall include the following purposes and objectives:

- Interpret new or revised changes in federal law or guidance, and their impact on TAC/TAB/metropolitan planning organization (MPO) roles.
- Give direction to the TAC, TAB, MPO in carrying out new or revised roles due to changes in federal law or guidance
- Manage the Functional Classification system and make recommendations on change requests
- Assist in the development and review of the TPP, Unified Planning Work Program (UPWP), and MnDOT's State Multimodal Transportation Plan (SMTP), Metro Capital Highway Investment Plan, modal plans, and other planning documents of regional or statewide significance
- Assist in the development, review, and recommendation of performance measures for federal requirements and the TPP
- Review and provide input on planning studies that will inform the Transportation Policy Plan or other planning processes in the MPO role
- Review and make recommendations on Airport Comprehensive Plans, Airport Land Use Compatibility Guidelines/Procedures, the design and application of airport noise mitigation plans, and the MAC Annual Capital Improvements Plan (CIP) and Environmental Review
- Review and comment on highway traffic forecast models, transit ridership forecasts, aviation forecasts

The membership of the committee shall include (1) representative (or alternate) from:

- At least four counties
- At least four cities
- MnDOT Metro District
- Metropolitan Council staff – MTS
- Metropolitan Council staff – Community Development
- MPCA
- MAC
- Metro Transit
- Suburban Transit Association
- TAB Coordinator
- FHWA (non-voting)

D. Technical Working Groups

The TAC may establish standing technical working groups and develop their charge subject to approval by the Executive Committee. Activities shall be reported to the TAC or its standing committees at ~~regular~~ [TAC or standing committee](#) meetings and the results are subject to approval by the TAC membership. The membership, purpose statement, and any specific advisory roles (e.g., input on action items) of each technical working group shall be approved by the TAC executive committee. The primary function of the technical working groups shall be to provide recommendations to the TAC or TAC standing committees when they consider matters that require specialized technical expertise that is requested by TAC and/or not adequately or comprehensively represented on TAC or its standing committees. These working groups are not expected to take formal actions or votes; rather they shall provide qualitative advisory feedback to the TAC or its standing committees at their discretion. These working groups do not necessarily replace the role of project- or study-specific technical groups that have a narrow scope and time-limited focus.

The following are specific technical working groups:

- Bicycle and Pedestrian Planning
- Transit Planning

The membership of the technical working groups will be specific to the expertise needed, but should at least include county and city governments, Met Council, TAB Coordinator, and agency-specific staff (e.g., MnDOT or transit providers). TAC will approve a membership list when any group is formed. The technical working groups shall self-select a [chairperson](#) and vice [chairperson](#), subject to approval from the TAC Executive Committee, to report activities to TAC and its standing committees. Additional technical working groups may be formed in the future but should follow the requirements listed in here.

E. TAC Membership on MnDOT’s Capital Improvements Committee (CIC)

Eight representatives from the TAC or its standing committees, a Metropolitan Council representative, and the TAB Coordinator, shall be appointed by the TAC [Chairperson](#) to the MnDOT Metro District Capital Improvements Committee. TAC’s CIC membership should include the TAC [Chairperson](#), the Funding and Programming Committee

Chair~~person~~, and the Planning Committee chair~~person~~. TAC's CIC membership should strive to achieve geographic balance through the appointment of city and county representatives. CIC ~~M~~meetings are open to agencies and regional partners.

F. Voting

Only established members, or alternates, of a given committee may vote on matters or introduce or second a motion before that group. Technical working groups are not ~~expected~~~~able~~ to vote on items but may consider providing options as advisory comments to TAC or its standing committees, if consensus is not reached.

In situations when a TAC Standing Committee meeting has been canceled but an item requires TAC ~~Committee~~action, the Committee Chair~~person~~ may offer the members the opportunity to vote electronically. The electronic votes must be received from a quorum of the members for the vote to be valid. The TAC Standing Committee Secretary will record the electronic vote and forward the action to the TAC, if necessary. The results of the electronic vote, the action transmittal and all appropriate materials pertaining to the item will be sent to the TAC Standing Committee members and posted on the website. The item will be on the TAC Standing Committee agenda the following month for information.

ARTICLE VI: AMENDMENT

These bylaws may be amended by a two-thirds vote of the TAC members ~~participating in a meeting~~~~present~~, provided that written notice setting forth in detail the content of the proposed amendment(s) has been given to the TAC at the preceding ~~regular~~ TAC meeting. Upon adoption by the TAC, these bylaws and any amendments thereto shall be forwarded to the TAB for its information.