

# REGIONAL SUSTAINABILITY PLANNING CONSORTIUM

BYLAWS AND OPERATING PROCEDURES

ADOPTED: DECEMBER 20, 2010

## A. NAME

The Regional Sustainability Planning Consortium (The Consortium) is hereby established. The Consortium is comprised of a Coordinating Committee, a Governmental Advisory Committee, several Technical Advisory Groups, and several Transect Advisory Groups. The Consortium is a broad group of entities representing regional diversity required to develop a regional plan for sustainable development in the 13-county (Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton) Houston-Galveston region.

## B. PURPOSE

The Consortium is to develop a regional plan for sustainable development (the Plan) that is regional in scale and cross disciplinary in focus to improve the 13-county Houston-Galveston region. In developing the Plan, the Consortium will consider the integration of environmental, health, housing, social equity, transportation and economic development planning efforts across rural, urban, suburban and unique coastal areas.

## C. DEFINITIONS

The Consortium is comprised of the following components:

### **1. COORDINATING COMMITTEE**

The Coordinating Committee is the entity responsible for fulfilling the work plan that flows from the contract with the US Department of Housing and Urban Development (HUD). The Coordinating Committee shall be comprised of a geographically diverse group with varied expertise, totaling 25 members, all of whom have signed a Memorandum of Agreement committing to participate and provide a range of resources as a match. The Coordinating Committee will appoint Technical Advisory Groups, Transect Advisory Groups, a Governmental Advisory Committee and any necessary subcommittees that will help the Coordinating Committee in its effort. The Coordinating Committee will be discussed in more detail in Paragraph D.

### **2. GOVERNMENTAL ADVISORY COMMITTEE**

The Governmental Advisory Committee is comprised of elected officials throughout the 13-county Houston-Galveston region. The Governmental Advisory Committee is appointed by the Board of Directors of the Houston- Galveston Area Council. The Governmental Advisory Committee provides guidance to the Coordinating Committee about the likelihood of political support for the Plan. The Governmental Advisory Committee will provide advice about the products and strategies developed by the Coordinating Committee throughout the planning process. The Governmental Advisory Committee shall evaluate products of the Coordinating Committee through the livability principles developed by HUD and its federal partners and their local practicality. The H-GAC Board of Directors should appoint a Committee that is representative of the whole region with attention paid to the most populous city and most populous county in the 13 county region. The Governmental Advisory Committee should be no larger than 20 members.

### **3. TECHNICAL ADVISORY GROUPS**

The Technical Advisory Groups are comprised of experts in specific disciplines. The Technical Advisory Groups will be appointed by the Coordinating Committee. The appointment process will result in specific members being designated to serve on the various technical advisory groups; however, the groups are open to the public. The designation of members to serve on the groups is intended to manage the administrative functions (ie – meeting space availability, agenda setting and communication, etc.) and ensure that a diversity of opinions are heard by the Coordinating Committee. The appointment process for the Technical Advisory Groups will be discussed in detail in the Operations Procedure Manual. The Technical Advisory Groups will be lead through facilitated discussions by staff of Coordinating Committee entities with the goal of developing, evaluating and refining products and tools that will serve the Coordinating Committee in their efforts to develop the Plan. There shall be no fewer than six technical advisory groups, with each focused on one of the following:

- a.** Social Equity
- b.** Environment
- c.** Transportation
- d.** Housing
- e.** Economic Development
- f.** Healthy Communities

The operating procedures for each of the Technical Advisory Groups will be developed by the Coordinating Committee.

### **4. TRANSECT ADVISORY GROUPS**

The Transect Advisory Groups are comprised of leaders and stakeholders in specific geographic areas. The Transect Advisory Groups will be appointed by the Coordinating Committee. The appointment process will result in specific members being designated to serve on the various transect advisory groups; however, the groups are open to the public. The designation of members to serve on the groups is intended to manage the administrative functions (ie – meeting space availability, agenda setting and communication, etc.) provide perspectives from across the geographic settings of the region (i.e., from highly urban to rural and coastal), and ensure that a diversity of opinions are heard by the Coordinating Committee. The appointment process for the Transect Advisory Groups will be discussed in detail in the Operations Procedure Manual. The Transect Advisory Groups will be lead through facilitated discussions by staff of the Coordinating Committee with the goal of developing, evaluating and refining products and tools that will serve the Coordinating Committee in their efforts to develop the Plan. There shall be four Transect Advisory Groups, with each focused on one of the following:

- a.** Sustainability issues specific to Urban areas
- b.** Sustainability issues specific to Suburban areas
- c.** Sustainability issues specific to Rural areas
- d.** Sustainability issues specific to Coastal areas

The operating procedures for each of the Transect Advisory Groups will be developed by the Coordinating Committee.

### **5. ADDITIONAL GROUPS**

The Coordinating Committee, and only the Coordinating Committee, can create additional groups, subcommittees, working groups, etc. to support the Consortium in its work. Furthermore, the Coordinating Committee can change or dissolve any groups, subcommittees, working groups, etc. of the Consortium. Any additional groups must be defined, appointed and have their operating procedures written by the Coordinating Committee.

## D. ROLES AND RESPONSIBILITIES OF COORDINATING COMMITTEE MEMBERS

### **1. MEMBERSHIP**

The Members of the Coordinating Committee shall be entities that have signed a Memorandum of Agreement with the Houston-Galveston Area Council to participate as a member of the Coordinating Committee for Regional Sustainability Planning. When the participating entity signs a Memorandum of Agreement, the participating entity designates a representative and an alternate to serve on the Coordinating Committee. Both the representative and the alternate must be agents of the member entity who are entrusted with the authority to speak and vote for the member entity.

### **2. ATTENDANCE**

Representatives or alternates of entities are required to attend all regular meetings of the Coordinating Committee. Representatives or alternates may attend meetings in person or via tele-conference. Meeting times will be selected and noticed to sufficiently limit conflicts of members. With three absences from scheduled and noticed meetings, the representatives are eligible for expulsion from the Coordinating Committee. The Coordinating Committee can expel any representative after their third meeting absence. If a representative is expelled, the member entity must appoint a replacement representative or reappoint the representative.

### **3. VACANCIES**

In the case of vacancies in representation, the member entity must appoint a replacement representative to serve on the Coordinating Committee.

### **4. OFFICER SELECTION AND NOMINATING SUBCOMMITTEE**

The Coordinating Committee shall elect 3 officers: 1) a chair; 2) a first vice-chair; and 3) a second vice-chair. A Nominating Subcommittee will be formed by volunteers from the Coordinating Committee to develop and recommend a slate of candidates to serve as officers. In general, the Nominating Subcommittee should be formed towards the end of the officers' current term and should present nominations to the Coordinating Committee prior to the expiration of the current officers' terms. The Nominating Subcommittee shall aim to provide geographic balance to the officers. Membership in the Nominating Subcommittee is open to all representatives in the Coordinating Committee. Membership in the Nominating Subcommittee does not preclude a representative from serving as an officer. Nominations from members of the Coordinating Committee will be welcomed, either in the meeting of the Nominating Subcommittee or a meeting of the Coordinating Committee. The Nominating Subcommittee shall submit all officer recommendations to the Coordinating Committee for a vote to install officers.

### **5. PLAN DEVELOPMENT**

The Coordinating Committee shall develop the Plan and interim products by utilizing public involvement, Technical and Transect Advisory Groups, contractors and consultants, other groups formed by the Coordinating Committee, and the advice of the Governmental Advisory Committee. The Coordinating Committee shall select contractors and consultants by adhering to the Houston-Galveston Area Council's procurement policies. A copy of the procurement policy can be found here: (insert web address). Representatives and member entities of the Coordinating Committee are excluded from serving as contractors or consultants hired to develop the Plan.

### **6. ADDITIONAL MEMBERSHIP**

The Coordinating Committee may invite additional entities to be represented on the Coordinating Committee after consideration and a vote of at least three-fifths of the representatives or alternates present and voting during an appropriately scheduled and noticed meeting.

## E. ROLE OF OFFICERS OF COORDINATING COMMITTEE

### **1. CHAIR**

The Chair is responsible for conducting the meetings of the Coordinating Committee. The Chair develops the agenda for meetings but does not have the authority to limit Coordinating Committee representatives or alternates from adding items to the agenda. The Chair should maintain a regional focus and balance the diverse interests of the region. The Chair is selected from the Coordinating Committee for a term of one year from date of election. The representative who serves as Chair is eligible to seek re-appointment after the term expires.

### **2. FIRST VICE CHAIR**

The First Vice Chair conducts the meeting of the Coordinating Committee in the absence of the Chair and has the responsibilities and duties of the Chair. The First Vice Chair is selected from the Coordinating Committee for a term of one year from the date of election. The representative who serves as First Vice Chair is eligible to seek re-appointment after the term expires.

### **3. SECOND VICE CHAIR**

The Second Vice Chair conducts the meeting of the Coordinating Committee in the absences of the Chair and First Vice Chair and has the responsibilities and duties of the Chair. The Second Vice Chair is selected from the Coordinating Committee for a term of one year from the date of election. The representative who serves as Second Vice Chair is eligible to seek re-appointment after the term expires.

### **4. GENERAL STATEMENT**

In general, the officers of the Coordinating Committee will have limited powers to conduct the business of the meetings and in emergency situations, instruct staff. The Coordinating Committee is a collaborative body and its officers are primarily administrative.

## F. ROLE OF THE HOUSTON – GALVESTON AREA COUNCIL

### **1. FISCAL AGENT**

The Houston-Galveston Area Council shall act as the Fiscal Agent for the Consortium and will be the signatory for all contracts with HUD and any consultants or contractors. All procurement activities of the Consortium must be consistent with the procurement policies of the Houston-Galveston Area Council. Unless otherwise stated herein, all fiscal activities performed by the Consortium shall be governed by the Houston –Galveston Area Council’s standard fiscal policies and procedures.

### **2. ADMINISTRATIVE SUPPORT**

The Houston- Galveston Area Council shall provide staff and administrative support to the Coordinating Committee and all of the groups of the Consortium.

## G. MEETINGS OF THE COORDINATING COMMITTEE

### **1. MEETING FREQUENCY**

The Coordinating Committee shall meet at least once each quarter.

## **2. ROBERT’S RULES OF ORDER**

The meetings of the Coordinating Committee shall be governed by Robert’s Rules of Order

### **3. QUORUM**

A quorum of at least 51 percent of members that is required to conduct business. The Coordinating Committee will allow, and count as present, representatives or alternates who attend the meeting via tele-conference.

### **4. VOTES**

All items that will require approval of the Coordinating Committee will be listed on the agenda in advance of the meeting and will be supplied to Coordinating Committee members prior to the meeting. If a roll-call vote is taken, items requiring a vote of the Coordinating Committee must be agreed to by at least sixty percent of the representatives or alternate voting and present. Each member is entitled to one vote, and only one vote.

#### **A. ALTERNATE**

A designated alternate representative may cast a vote on behalf of a member only if an entity’s designated representative is not available. Alternate representatives must be designated on the representative designation form and must be agents of the entity.

#### **B. TELE-CONFERENCE VOTES**

Votes by members or alternates attending Coordinating Committee meetings via tele-conference will be counted in the same manner as votes cast by members physically present at the meeting.

### **5. PUBLIC COMMENT**

At the beginning of each meeting of the Coordinating Committee, the public will be invited to speak. Procedures for public comment will be developed, agreed upon and advertised by the Coordinating Committee. Additionally, public input is always welcome via email at [sustainability@h-gac.com](mailto:sustainability@h-gac.com) and reports will be made about comments received via email at each meeting of the Coordinating Committee.

## **H. OPERATIONS PROCEDURE MANUAL**

The operating procedures for all meetings of the Coordinating Committee, Technical Advisory Groups, Transect Advisory Groups, Governmental Advisory Committee and any subcommittees or working groups will be outlined in an “Operations Procedure Manual” which will be approved by the Coordinating Committee.

## **I. AMENDMENTS**

These Bylaws and Operating Procedures may be amended by a sixty percent vote of the Coordinating Committee representatives or alternates present during an appropriately noticed meeting.

## **J. EXPIRATION**

These Bylaws and Operating Procedures, and the Consortium they govern, shall expire by vote of the Coordinating Committee.