

**El Paso
Metropolitan Planning Organization**

EXECUTIVE COMMITTEE AGENDA ITEM SUMMARY

July 15, 2022

AGENDA ITEM NO. 2:

Discussion and Action to consider amendments to the El Paso MPO Bylaws:

- a. Designation of alternate TPAC members
- b. Expansion of TPAC membership

RECOMMENDED MOTION:

No staff recommendation.

SUPPORT INFORMATION:

- [MPO Bylaws](#)

DISCUSSION/OPTIONS:

This item allows the Executive Committee to discuss and take action on potential amendments to the MPO bylaws related to the composition of, and policies governing, the TPAC:

- a. Designation of alternate TPAC members: whereas there have been several instances in which a lack of in-person quorum at the scheduled meeting start time has resulted in a delayed start time, and considering the risk of failing to make quorum as a result of scheduling conflicts involving the current TPAC membership, discussion of the merits of permitting each TPAC seat to designate an alternate member who may participate in TPAC meetings in the event that the regular member cannot attend.
- b. Expansion of TPAC membership: discussion on the composition of the committee, and the merits of adding additional seats to the committee for entities that do not currently have representation.

BYLAWS AND PROCEDURES
METROPOLITAN PLANNING ORGANIZATION
TRANSPORTATION POLICY BOARD
EL PASO URBANIZED TRANSPORTATION STUDY AREA

ARTICLE I. MISSION STATEMENT

Counties and cities have the local responsibility for anticipating and meeting the transportation needs for adequately moving people and goods within their jurisdictions. However, the Texas and New Mexico Departments of Transportation are charged, by law, with the responsibility for planning, designing, constructing, and maintaining the State Transportation System and to facilitate the implementation of the Transportation Equity Act for the 21st Century (TEA-21) and any subsequent transportation legislation enacted by the U. S. Congress, as amended. In addition, duly authorized Transportation Authorities are responsible for planning, developing, and operating public transportation services in their respective service areas. Under federal legislation, the Metropolitan Planning Organization (MPO), through the Transportation Policy Board (TPB) has an expanded role in project selection and transportation project planning and programming.

ARTICLE II. DEFINITIONS

Metropolitan Planning Organization - The Metropolitan Planning Organization (MPO) is the organization designated by the Governor of Texas on August 30, 1988 as being responsible, together with the State, for carrying out the provisions of 23 USC §134, 49 USC §5303 (Metropolitan Transportation Planning) and 23 CFR 450.300 et seq. (Metropolitan Transportation Planning and Programming) The MPO is the forum for cooperative decision making by principal elected officials of general-purpose local governments, in the El Paso Metropolitan Planning Area (MPA) and is established pursuant to 23 USC §134, 49 USC §5303 (Metropolitan Transportation Planning) and 23 CFR 450.300 et seq. (Metropolitan Transportation Planning and Programming) City of El Paso serves as the Fiscal Agent for the Transportation Policy Board of the MPO. The Fiscal Agent shall provide supportive services as outlined in a mutually approved operational policy agreement between the Transportation Policy Board and the City of El Paso.

Transportation Policy Board - The Transportation Policy Board (TPB) establishes regional transportation policy guidance and direction for the metropolitan planning study area. Ultimate responsibility for the metropolitan transportation planning process including, but not limited to, review and approval of the recommended transportation plan rests with the TPB.

Metropolitan Transportation Plan - The Metropolitan Transportation Plan (MTP) provides guidance to transportation providers, engineers, planners, community decision makers, and the general citizenry regarding the future growth of the MPA of El Paso County Texas, portions of Southern Doña Ana County and Otero County New Mexico, and the impact of this growth on all aspects of the transportation system. The transportation system consists of the infrastructure, facilities, and linkages that are used to move goods and services within the area. The MTP is intended as an action plan with a minimum twenty-year horizon for the maintenance, management, and further development of the region's transportation systems including highways and public transportation.

Transportation Improvement Program - The Transportation Improvement Program (TIP), is a multimodal listing of all transportation projects and programs expected to be implemented over a designated four (4) year period. This includes all projects or programs, which are expected to utilize federal funds and those projects or programs which will utilize other funds (state or local), including toll road and bridge projects. The TIP will be developed consistent with state and federal guidelines and the TPB's selection criteria.

Unified Planning Work Program - The Unified Planning Work Program (UPWP) is a listing of transportation planning, programs and services to be performed by the MPO in support of a continuous, comprehensive, and coordinated transportation planning process. The UPWP is a two-year transportation-planning program and budget that contains a listing of planning projects, programs and services performed by other agencies, which will have regional significance.

Congestion Management Process - The Congestion Management Process (CMP) provides information on the location and severity of current and future traffic congestion in the MPA. It also makes recommendations for the best projects and programs to relieve the congestion. The CMP is an ongoing process resulting in periodic update reports. The MPO is required to use a CMP when selecting transportation projects for inclusion in the MTP and TIP.

ARTICLE III. MEMBERSHIP

The TPB shall be composed of members from the local Texas and New Mexico units of government including the Texas and New Mexico Legislative Delegation and the Texas and New Mexico Departments of Transportations within the El Paso Metropolitan Planning Area. In addition, the Sun Metro Mass Transit Agency, the El Paso International Airport and the El Paso County Mass Transit Agency or the County-wide Mass Transit Authority will be represented on the TPB. No two elected members shall be representatives of the same local/state unit of government/entity or fiscal agent.

Membership shall consist of the following but not by way of limitation:

Texas:

Town of Anthony	1 Elected Official; Mayor or Appointee
City of El Paso 6 Members;	Mayor or Appointee + no less than 3 Elected Officials
Town of Clint	1 Elected Official; Mayor or Appointee
County of El Paso 2 Elected Officials;	County Judge or Appointee
Town of Horizon City 1 Elected Official;	Mayor or Appointee
City of San Elizario 1 Elected Official;	Mayor or Appointee
City of Socorro 1 Elected Official;	Mayor or Appointee
Village of Vinton 1 Elected Official;	Mayor or Appointee
Texas State Senator(s)	All Elected Officials from the El Paso MPO Study Area
Texas State Representative(s)	All Elected Officials from the El Paso MPO Study Area
El Paso International Airport	1 Member
El Paso County Transit Agency or County-wide Mass Transit Authority	1 Member
Sun Metro/Mass Transit Department	1 Member
Texas Department of Transportation	1 Member

New Mexico:

City of Anthony, N.M.	1 Elected Official; Mayor or Appointee
Doña Ana County	1 Member
City of Sunland Park, NM	1 Elected Official; Mayor or Appointee
New Mexico State Representative(s)	1 Elected Official from the El Paso MPO Study Area
New Mexico State Senator	1 Elected Official from the El Paso MPO Study Area
New Mexico Dept. of Transportation	1 Member

The City of El Paso's representation on the Transportation Policy Board shall be equal to the number of incorporated Texas municipalities, cities, towns, or villages within the urbanized study area who have representation on the TPB.

Representatives of local units of government shall be appointed by and serve at the pleasure of the appointing local units of government and may be a serving member on the governing body they represent. Said appointee(s) shall provide to the Executive Director of the MPO a copy of the resolution appointing them prior to participating in a meeting.

All TPB members may elect to be a non-voting member of the MPO, by submitting a letter to the Chairperson of the Transportation Policy Board at the annual business meeting requesting that their seat be counted as a non-voting position. Such a letter shall be valid for a period of one (1) year from its date. In such a case, that seat will not be counted in the number necessary for a quorum. An initial business meeting may be called following adoption of these bylaws to facilitate this option and shall be valid until the next business meeting.

All Members of the MPO shall each have one vote. A TPB member shall not be allowed to have or appoint a proxy member or representation.

Effective October 1, 2019, TPB members shall be allowed two (2) unexcused absences and two (2) excused absences per fiscal year. Excused absences are those related to the following: personal illness, family emergency, jury duty, or fulfillment of obligation arising out of elected service. TPB members with three (3) unexcused absences or five (5) cumulative absences in a fiscal year shall lose their voting status for the remainder of the fiscal year. This rule is suspended for those members attending regular or special legislative sessions who demonstrate attendance.

All members of the MPO shall comply with the TPB's Ethics Policy, a copy of which is attached hereto as Exhibit "A," and incorporated herein by reference as a part of these Bylaws.

All newly appointed members of the TPB shall successfully complete a mandatory orientation and training program provided by the MPO staff within ninety (90) days of their appointment in order to maintain their voting status on the Board.

ARTICLE IV. MEETINGS

The TPB shall hold at least one meeting per year. A regular schedule of meetings may be adopted. At least five (5) days written notice to members is required.

Notices of meetings shall be posted at the Office of the El Paso County Clerk and with the New Mexico Department of Transportation District 1 at least 72 hours prior to the meeting, or in any other manner that complies with the Texas Open Meetings Act, as amended.

The TPB shall conduct no fewer than one meeting each year at the call of the Chairperson to conduct the election of officers.

All Meetings will be conducted in accordance with the Parliamentary Rules of Procedure, a copy of which is attached hereto as Exhibit "B" and incorporated herein by reference as a part of these Bylaws.

ARTICLE V. QUORUM

A quorum shall consist of sixteen (16) voting members.

ARTICLE VI. OFFICERS

The officers of the TPB of the MPO shall consist of a Chairperson and a Vice-Chairperson, and a Secretary to the TPB. The Chairperson shall be the chief administrative officer of the TPB and will preside over each meeting of the TPB, and have execution authority on all MPO policy documents after TPB action. The Vice-Chairperson shall serve in the same capacity in the absence of, or upon the request of the Chairperson. In the event that neither the Chairperson nor Vice-Chairperson is available to preside over a meeting of the TPB, a quorum will elect a temporary Chairperson for that meeting as first order of business.

The Chairperson and the Vice-Chairperson shall each be separately nominated and elected to a term of one-year at the January TPB meeting each year, or, if there is no January TPB meeting, at the first TPB meeting following the month of January. The Chairperson and the Vice-Chairperson shall not be representatives of the same local units of government or entity.

The Secretary to the TPB shall be the Executive Director or his/her designee. The Secretary will record the business of the TPB and prepare meeting notifications/postings, and distribute minutes of TPB meetings. The Secretary is not eligible to vote.

ARTICLE VII. STAFF

The MPO shall provide technical, planning, administrative, and clerical staff support to the TPB and its committees. The staff, regardless of agency affiliation shall be responsible to and directed by the Executive Director.

The Executive Director shall serve in a full time capacity and be a contract employee of the TPB. The Director shall be hired, supervised, evaluated, or terminated by the TPB. The Director shall take planning and policy directions, solely from and be solely responsible to the TPB. The Director shall be responsible for providing information to the TPB and for coordinating research activities undertaken pursuant to the Unified Planning Work Program for transportation planning adopted by the Board.

The staff of the Metropolitan Planning Organization shall be civil service employees of the City of El Paso. The TPB shall contract with the City of El Paso for these employees' services, as outlined

in the operational policy agreement between and approved by the TPB and the City of El Paso. The staff of the MPO will provide the required administrative, fiscal, and contract management support to provide the planning needed to develop the Metropolitan Transportation Plan, Transportation Improvement Program, Unified Planning Work Program, and other special studies required by the contract with the Texas Department of Transportation or requested by the TPB.

The staff of the MPO will include the necessary Transportation Planners to accomplish the required work in-house or oversee consultants hired to accomplish specific work assignments, including the air conformity analysis. The staff shall support and assist the smaller local units of government (who do not have staff or consultants contracts) in response to project and program calls.

The MPO staff will be officed at a location selected by the TPB.

ARTICLE VIII. COMMITTEES

The MPO will have two (2) standing committees:

- The Executive Committee
- The Transportation Project Advisory Committee

Additional Ad hoc committees of the membership of the TPB may be established and appointed by the Chairperson to assist the TPB in the performance of its function. Special Committees or Task Forces may be established and appointed by the TPB to undertake special assignments. These committees may consist of TPB members, public officials, citizens, and other individuals the TPB deems appropriate. Standing committees may have separate bylaws, which must be ratified by the TPB.

The Executive Committee (EC) shall be composed of seven (7) voting TPB members, and the TPB Chairperson and the TPB Vice-Chairperson shall each serve on the EC in the same capacity. The other five (5) members of the EC will be recommended by the TPB Chairperson and approved by the TPB. These actions will take place at the meeting during which the election of officers is held. No two members of the Executive Committee shall be representatives of the same local unit of government or entity. The EC's roles and responsibilities will include review of the business aspect of the MPO, review of the Executive Director, review of contracts and other documents, and other assignments for recommendations to the TPB.

Effective October 1, 2019, EC members shall be allowed two (2) unexcused absences and two (2) excused absences per fiscal year. Excused absences are those related to the following: personal illness, family emergency, jury duty, or fulfillment of obligation arising out of elected service. EC

members with three (3) unexcused absences or five (5) cumulative absences in a fiscal year shall lose their voting status for the remainder of the fiscal year. This rule is suspended for those EC members attending regular or special legislative sessions who demonstrate attendance.

The Transportation Project Advisory Committee (TPAC) will have sixteen (16) voting members. The TPAC develops and makes recommendations to the TPB on projects with regard to the MTP and TIP project selection process criteria, and special transportation planning issues. The TPAC holds meetings monthly or as needed. One TPAC member will be selected by their governing body. The Chair and Vice-Chair of the TPAC shall be selected for a two-year term by peer members of the TPAC, and is eligible for re-election. Nine (9) voting members of the TPAC shall constitute a quorum.

Effective January 1, 2015, TPAC members with three (3) cumulative absences in a fiscal year (October-September) shall result in member(s) losing their voting privilege for that fiscal year. TPAC will not be allowed to have proxy member representation.

The Transportation Project Advisory Committee's membership shall be as follows:

Voting Members:

Texas
Town of Anthony
City of El Paso
Mass Transit Board
Town of Clint
Horizon City
City of Socorro
Village of Vinton
City of San Elizario
El Paso County
Texas Department of Transportation (TXDOT)
Ysleta Del Sur Pueblo
University of Texas at El Paso (UTEP)
New Mexico
City of Anthony
City of Sunland Park
Doña Ana County
New Mexico Department of Transportation (NMDOT)

ARTICLE IX. AMENDMENT

Upon adoption of these bylaws, the TPB, by a majority vote of its members, may make, alter, amend, or rescind these bylaws at any regular meeting, after at least ten (10) days written notice to the

voting membership. Notification of amendments to the Policy Board shall be made by the Executive Secretary.

AMENDED, APPROVED AND ADOPTED THIS 22th DAY OF JANUARY 2021.



**Lina Ortega, Texas State Representative
Vice-Chairperson, Transportation Policy Board**



**Eduardo Calvo
Executive Director**



**Sergio M. Estrada
Legal Counsel**

- ¹¹Amended by the Transportation Policy Board on October 8, 2010.
- ¹²Amended by the Transportation Policy Board on July 6, 2012.
- ¹³Amended by the Transportation Policy Board on May 3, 2013.
- ¹⁴Amended by the Transportation Policy Board on April 4, 2014.
- ¹⁵Amended by the Transportation Policy Board on September 12, 2014.
- ¹⁶Amended by the Transportation Policy Board on November 7, 2014.
- ¹⁷Amended by the Transportation Policy Board on June 19, 2015.
- ¹⁸Amended by the Transportation Policy Board on November 20, 2015.
- ¹⁹Amended by the Transportation Policy Board on October 21, 2016.
- ²⁰Amended by the Transportation Policy Board on February 22, 2019.
- ²¹Amended by the Transportation Policy Board on July 26, 2019.
- ²²Amended by the Transportation Policy Board on April 17, 2020.
- ²³Amended by the Transportation Policy Board on January 22, 2021.

EXHIBIT “A”

Ethics Policy

Metropolitan Planning Organization
Transportation Policy Board
El Paso Urbanized Transportation Study Area

Adopted February 22, 2008

ETHICS POLICY

METROPOLITAN PLANNING ORGANIZATION

TRANSPORTATION POLICY BOARD

EL PASO URBANIZED TRANSPORTATION STUDY AREA

I. Policy

All members of the Transportation Policy Board (“TPB”) for the El Paso Metropolitan Planning Organization (“MPO”) have a fiduciary duty to be ethical in fulfilling their responsibilities. Ethical conduct includes, but is not limited to, behavior that is in compliance with applicable local, state, and federal laws. Toward that end, and in compliance with § 472.034 of the Texas Transportation Code, the TPB adopts the following Ethics Policy as part of its bylaws.

II. Purpose

A. Ethical conduct is motivated by sources inside and outside the law. The Texas Local Government Code and the Texas Transportation Code regulate aspects of the conduct of members of the Transportation Policy Board. However, as ethical conduct means more than complying with state and federal laws, the Transportation Policy Board strongly encourages all of its members to maintain the highest personal values and standards. While it is impossible to establish specific and exhaustive standards for all situations, the standards established in this policy reflect minimum standards below which no conduct of a member of the TPB should fall. This Policy has the following purposes:

1. To maintain and improve standards of public service;
2. To improve public confidence in the integrity of the El Paso MPO and its Transportation Policy Board;
3. To provide a process by which members of the TPB may identify and resolve ethical issues;
4. To avoid conflicts between the personal interest and the public responsibilities of TPB members;
5. To establish minimum standards of conduct to be adhered to by TPB members;
6. To require disclosure of private financial interests by members of the El Paso TPB;
7. To require reporting of certain gifts received by members of the El Paso TPB; and,
8. To provide for complaints and resolution of ethical issues and concerns.

B. This chapter is cumulative of and supplemental to all applicable provisions of state and federal laws and regulations. Compliance with this Ethics Policy does not excuse or relieve any person from any obligation imposed by any applicable state or federal laws or regulations.

III. Definitions

For purposes of this Ethics Policy, the following definitions shall apply. Terms not defined in this policy, but defined in the Texas Local Government Code and the Texas Transportation Code, shall have the meanings assigned to them in those statutes.

“Benefit” means anything reasonably regarded as economic gain or economic advantage to a member of the TPB, or to a relative of a member of the TPB. “Benefit” does not include:

1. Political contributions made or received and reported in accordance with law;
2. Awards, such as plaques, certificates, trophies or similar mementos, publicly presented in recognition of public service;

3. A gift or other benefit conferred on account of kinship or a personal, professional, or business relationship independent of the official status of the recipient as a member of the TPB;
4. Gifts or other tokens of recognition presented by representatives of governmental bodies or political subdivisions who are acting in their official capacities;
5. Commercially reasonable loans made to a member of the TPB in the ordinary course of the lender's business;
6. Complimentary copies of trade publications;
7. Reasonable hosting, including travel and expenses, entertainment, meals or refreshments furnished in connection with public events, appearances or ceremonies related to official TPB or MPO business, if furnished by the sponsor of such public event; or in connection with speaking engagements, teaching or rendering other public assistance to an organization or another governmental entity;
8. Any economic gain or economic advantage, excluding cash or a negotiable instrument as described by Section 3.104, Texas Business and Commerce Code, conferred by any one person or organization if the economic value totals less than fifty dollars per calendar year; or
9. An honorarium, transportation or lodging, the acceptance of which is not prohibited under Sections 36.07 and 36.08, Texas Penal Code.

"Board" means the Transportation Policy Board;

"Committee" means any committee established or created by the TPB;

"Business days" means the weekdays excluding city holidays.

"Confidential information" means any written information that could be excepted from disclosure pursuant to the Texas Public Information Act, if such disclosure has not been authorized; or any non-written information which, if it were written, could be excepted from disclosure under that Act, unless disclosure has been authorized.

"Contribution" means a direct or indirect transfer of money, goods, services, or any other thing of value and includes an agreement made or other obligation incurred, whether legally enforceable or not, to make a transfer. The term includes a loan or extension of credit, other than those expressly excluded by the Texas Election Code, and a guarantee of a loan or extension of credit. The term does not include an expenditure required to be reported under Section 35.006(b), Texas Government Code.

"Contributor" means a person making a contribution and the person's spouse.

"Executive Director" means the Executive Director of the El Paso Metropolitan Planning Organization.

"In-kind expenses" means the value of personal services provided without compensation by any person on behalf of a member of the TPB and includes incidental vehicular travel expenses incurred in conjunction with the provision of the personal services.

"Official business" means a purpose or function related to the duties or activities of the TPB or the MPO.

"Person" means an individual, corporation, partnership, labor union or labor organization, or any unincorporated association, firm, committee, club, or other organization or group of persons, excluding a political committee organized pursuant to the Texas Election Code.

"Public event, appearances or ceremonies" means those functions, activities and ceremonies conducted by or for the benefit of any governmental entity; a function, activity or ceremony conducted by a non-profit

corporation or similar organization formed for educational, scientific, community-betterment or economic development purposes which relates to the purpose for which the non-profit corporation or organization was formed; or a function, activity or ceremony which honors or recognizes the accomplishments of a political, prominent or public figure.

“Quasi-judicial proceeding” means a hearing or proceeding held by a public administrative officer, to include but not be limited to a hearing officer, arbitrator or administrative law judge, who is required to hear or investigate facts and to draw conclusions from them as a basis for his or her official action and to exercise discretion of a judicial nature.

“Relative” means a person who is related to a TPB member as spouse or as any of the following, whether by marriage, blood or adoption: parent, child, brother, sister, aunt, uncle, niece, nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather, stepmother, stepson, step son-in-law, stepdaughter, step daughter-in-law, stepbrother, stepsister, half-brother, half-sister, brother-in-law or sister-in-law.

IV. Standards of Conduct

Members of the TPB:

- A. Shall not accept or solicit for personal financial gain, any benefit that might reasonably tend to influence them to act improperly in the discharge of official duties, or that may tend to give the appearance of improper influence;
- B. Shall not use their official positions improperly to secure unwarranted privileges or exemptions for themselves, relatives, or others. This provision does not preclude members from acting in any manner consistent with their official duties or from zealously providing public services to anyone who is entitled to them;
- C. Shall not participate in making or influencing any TPB decision or action in which they know that they have any financial interest distinguishable from that of the public generally or from that of other members generally;
- D. Shall not give reasonable basis by their conduct for the impression that any person can improperly influence, or unduly enjoy their favor in, the performance of their official duties, or that they are unduly affected by the kinship, rank, position or influence of any person;
- E. Shall not use his or her position to secure official information about any person or entity for any purpose other than the performance of official responsibilities;
- F. Shall not use or disclose, other than in the performance of their official duties or as may be required by law, confidential information gained in the course of or by reason of their positions. This provision applies to former members as well as to current ones;
- G. Shall not knowingly perform or refuse to perform any act in order to deliberately thwart the execution of the policies, rules or regulations of the Board or the MPO;
- H. Shall not utilize Board and MPO resources for personal benefit or the personal benefit of a relative, friend or business associate, except to the extent that the benefit received is strictly incidental to the performance of official duties, or to the extent that the person is entitled by law to obtain public services from the Board or the MPO;
- I. Shall not transact any business (other than ministerial acts) on behalf of the Board or the MPO with any

business entity of which they are officers, agents, members, or employees, or in which they have a financial interest. A Board member is considered to have a financial interest in a business entity if a person related to the Board member in the first degree by consanguinity or affinity has a financial interest in the business entity. In the event such a circumstance arises, then the Board member shall make known their interest, and:

1. Abstain from voting on the matter and refrain from discussion of the matter at any time with the other Board member.
- J. Shall not personally provide services for compensation, directly or indirectly, to a person or organization who is requesting an approval, investigation, or determination from the Board or the MPO. This restriction does not apply to outside employment of a member if the employment is the member's primary source of income;
- K. Shall not accept employment or engage in outside activities incompatible with the full and proper discharge of their duties and responsibilities with the Board or the MPO, or which might impair their independent judgment in the performance of their duties;
- L. Shall not personally participate in a decision in a matter if the member is negotiating or has an arrangement concerning prospective employment with a person or organization that has a financial interest in a matter under consideration by or within the jurisdiction of the Board or the MPO. For purposes of this section, the term "decision" shall mean a decision, approval, disapproval, recommendation, investigation or rendering of advice, and the term "matter" shall include but not be limited to a matter, proceeding, application, request for ruling or determination, contract or claim which involves the Board or the MPO. In such instance, the member shall:
1. Immediately notify the Chair of the Board of the nature of the negotiation or arrangement, file an affidavit with the Executive Director describing the nature of the negotiation or arrangement and:
 - a. Refrain from discussing the matter at any time with other Board members; and,
 - b. Abstain from voting on the matter.
- M. Shall not receive any fee or compensation for their services as Board members. This shall not prohibit their performing the same or other services for a public or private organization that they perform for the MPO if there is no conflict with their duties and responsibilities;
- N. Shall not personally represent or appear in behalf of the private interest of another before the Board; or, if the represented person's interest is adverse to that of the Board or the MPO, represent any person:
1. In any quasi-judicial proceeding involving the Board or MPO; or
 2. In any judicial proceeding to which the Board or the MPO is a party.

Nothing in this subsection shall preclude:

- a. A Board member from speaking or appearing without compensation before the Board, any governmental body, or any board or department on behalf of constituents in the course of his or her duties as an elected official;
- b. Any Board member from appearing before any governmental body, board, or department, in a manner consistent with other Board and MPO policies and rules, to discuss any general Board or MPO policies or public issues, including the presentation of viewpoints or petitions of other members;

- c. A Board member from testifying as a witness under subpoena in a judicial or quasi-judicial proceeding.
- O. Shall not personally represent or appear in behalf of the private interests of another:
 - 1. Before the Board, unless the member discloses his or her status as a Board member and the representation or appearance does not relate to a matter that was heard or decided by the Board; or
 - 2. In a judicial or quasi-judicial proceeding to which the Board or the MPO is a party, if the interest of the person being represented is adverse to that of the Board or the MPO and the subject of the proceeding involves the Board or the MPO.
- P. Shall not use for their personal benefit and shall not disclose, except as may be required by law, confidential information gained in the course of or by reason of their positions. This provision shall not prohibit the disclosure of such information to incumbent public officials or employees to whose duties such information may be pertinent.
- Q. Each Board member shall acknowledge in writing receipt of this Ethics Policy.

V. Reporting requirements

A. Financial Disclosure

- 1. Each Board member, excluding officials whose financial disclosure requirements are governed by local, state, or federal law, shall file with the Executive Director, within ten business days after the date of his or her appointment to the Board, a signed, sworn statement disclosing:
 - a. Where, by whom and in what specific capacity that person is employed or self-employed;
 - b. Membership on boards of directors of corporations, whether organized for profit or not;
 - c. Partnership interest in any business conducting business with the TPB or the MPO;
- 2. Each person submitting a statement of financial disclosure required under this section shall utilize a form provided by the Executive Director.
- 3. No person submitting such a statement of financial disclosure must indicate therein the extent of financial involvement in any investments.
- 4. Each person subject to this section shall thereafter file with the Executive Director a signed and sworn financial disclosure statement, on or before January 15 of each year while a member of the Board, or at any other time in which the person changes his or her primary employment or has made changes in financial investments which require disclosure under this section. Those persons who have no changes to report regarding the information required to be reported, may, in lieu of filing a complete financial disclosure form, file a short form annual report, provided that they have filed a complete financial disclosure form within the previous five years.
- 5. The Executive Director shall, no later than March 15 of each year, prepare a report which notes whether each person subject to the filing requirement of this section has filed the required financial disclosure statement as of the date of the report. In the event that a person subject to the filing requirement has not filed his or her financial disclosure statement by the date of the completion of the report or in the event that a person fails to file his or her financial disclosure form within ten business days after the date of their appointment and they do not already have a current financial disclosure form on file, the Executive Director shall send a written notice by certified mail, return receipt requested, with a copy sent by regular mail, to the person to advise the person that the Executive

Director's records indicate that the person is subject to the requirement of this section, the person has not filed a financial disclosure statement as required by this section and that the person has fifteen days from the date of the letter to file his or her financial disclosure statement. The Executive Director will also advise the board member that the intentional or deliberate failure to timely file the financial disclosure statement may result in the removal of that board member as a member of the TPB.

6. In the event that a Board member fails to file his or her financial disclosure statement by the deadlines calculated in paragraph 5 above, the Executive Director shall prepare and send a notice of the failure to each member of the Board for their review and consideration regarding the possible removal of the Board member as a member of the TPB Board. A Board member who fails to file his or her financial disclosure statement as required by this section forfeits his or her voting rights on the Board until he or she complies with such financial disclosure requirements.

B. Reporting of Gifts

It is the policy of the Board that all Board members shall be careful about accepting gifts from any source, particularly from those sources who may transact business with the Board or the MPO.

1. Each Board member, excluding officials who are required to report the receipt of gifts by local, state or federal law, shall keep a written record of all reportable gifts received during his or her term of office as a Board member.
2. Such record shall be made on a quarterly basis each year. The record shall include a description of the reportable gift received; the name of the person and organization giving the reportable gift; the relationship of the donor to the reporter, if any; the value or estimated value of the reportable gift; and the immediate or intended disposition of the reportable gift. A reportable gift consisting of a certificate or admission ticket to a future event or activity shall be deemed to have been received on the date on which the certificate or admission ticket was received.
3. Such record shall be submitted to the Executive Director on a form prepared by the Executive Director no later than the tenth day of the month following the end of the quarter. If a Board member has no gift to report for a quarter, a statement to that effect shall be included on the reporting form.
4. If a gift is returned to the sender or donated to a suitable charity immediately upon its receipt, reporting of the gift is unnecessary. Any gift, the receipt of which is prohibited by this policy, shall be returned to its source.
5. In no event shall any Board member accept a gift, if the source of the gift is not identified. If the source of any gift cannot be ascertained, the gift shall be donated to a suitable charitable organization.
6. Door prizes are not reportable as gifts unless (a) the likelihood of winning a prize of some sort is at least one chance in ten or (b) the combined value of all prizes is greater than \$10 multiplied by the number of persons eligible to win.
7. Except as provided herein, no Board member shall accept any expenses related to travel from an outside source. Acceptance of such expenses shall be made only if:
 - a. The Board specifically authorizes receipt of the expenses; and,
 - b. A public record of that action is maintained in the minutes of the Board.
8. Reportable gifts shall mean the following:
 - a. Anything of value, including edibles, if the fair market value exceeds \$50;
 - b. Any hosting, such as travel and expenses, entertainment, meals or refreshments, that has a value of more than fifty dollars, other than hosting provided on account of kinship or a personal, professional, or

business relationship independent of the official status of the recipient;

- c. Any honorarium with a value of more than fifty dollars; and
- d. Any other economic gain or economic advantage that has a value of more than fifty dollars and which was conferred on account of the official status of the recipient or in connection with official Board or MPO business.
5. Any hosting, honorarium or other economic gain or economic advantage that is refused and returned to the sender within seventy-two hours of receipt shall not constitute a reportable gift under this section.
6. For purposes of this section, "honorarium" shall mean a payment, other than reimbursement for meals, travel or lodging expenses, for services provided in connection with addressing an audience or engaging in a seminar.

VI. Complaints

- A. Any person may submit matters concerning an ethical issue under the provisions of this Ethics Policy to the Executive Director. Upon receipt of such written complaint, in a form prepared by the Executive Director, the Executive Director shall refer the Complaint to the Chair of the Board. Upon its receipt, the Chair shall refer the complaint to the Executive Committee of the Board. If the Executive Committee finds just cause in support of the complaint, the complaint shall be referred to the Board for its review and consideration. "Just cause" means such cause as is found to exist upon a reasonable inquiry that would induce a reasonably intelligent and prudent person to believe that a person has committed an act or acts constituting an ethical violation under this policy.
- B. If a complaint is referred to the Board by the Executive Committee, the Board will schedule a review of the matter at the next Board meeting. The person submitting the complaint and any persons named in the complaint will be sent written notice of the date, time and place of the meeting by the Executive Director so that these persons may have the opportunity to attend the meeting at which the review will take place.
- C. If neither the Executive Committee nor the Board finds just cause in support of the complaint, the complaint shall be dismissed and the Executive Committee's findings shall be referred to the Board. If the Board finds just cause in support of the complaint, the Board shall file a report with the Executive Director identifying in the report the particular provision or provisions of this Ethics Policy found to have been violated, and issue one or more of the following sanctions:
 1. Letter of Notification. When the Board finds that a violation of the Ethics Policy was clearly unintentional or when the action or conduct found to have been a violation of the Ethics Policy was performed by the Board member in reliance on a written opinion of legal counsel the Board may issue a letter of notification advising the Board member of any steps to be taken to avoid future violations.
 2. Letter of Admonition. When the Board finds that a violation of the Ethics Policy was minor and/or may have been unintentional, but where the circumstances merit a more substantial response, the Board may issue a Letter of Admonition.
 3. Letter of Reprimand. When the Board finds that a violation of the Ethics Policy was committed intentionally or through reckless disregard of the provisions of the Ethics Policy, the Board may issue a letter of Reprimand.
 4. Removal from Office. When the Board finds that a violation of the Ethics Policy was committed intentionally or through deliberate disregard of the provisions of the Ethics Policy, the Board may take action to remove the Board member as a member of the Board.

EXHIBIT “B”

Parliamentary Rules of Procedure

Metropolitan Planning Organization
Transportation Policy Board
El Paso Urbanized Transportation Study Area

Adopted November 20, 2015

PARLIAMENTARY RULES OF PROCEDURE

METROPOLITAN PLANNING ORGANIZATION

TRANSPORTATION POLICY BOARD

EL PASO URBANIZED TRANSPORTATION STUDY AREA

PREAMBLE

The Transportation Policy Board (the “Board”) for the El Paso Metropolitan Planning Organization has determined that all public meetings shall be conducted in a civil, orderly and deliberative manner. The Board adopts the following rules of procedure as guides of conduct for members of the Board, all members of its standing committees, and for the general public. The following rules are based on the following basic principles of parliamentary procedure: All Board members and Committee members have equal rights, privileges, and obligations; a quorum must be present in order for action to be taken; full and free discussion of every motion is a basic right; only one motion at a time may be considered, and only one person may have the floor at any one time; members have a right to know what the pending motion is and to have the pending motion restated before a vote is taken; no one can speak until recognized by the Chair; personal remarks are always out of order; and all motions are decided by a majority vote.

Section A. Application of Rules

The following rules apply at all regular and special meetings of the Board and the El Paso MPO Committees where action is to be taken. When a question arises during a meeting that is not addressed by these rules, Robert’s Rules of Order shall apply. Whenever there is a conflict between these rules and Robert’s Rules of Order, these rules shall govern.

Section B. Effect of Failure to Follow These Rules

1. No action of the Board or of any Committee shall be considered invalid merely by reason of the failure of the Board or Committee to follow these Rules.
2. No one other than a member of the Board or a Committee shall have standing to assert that any action taken is invalid by reason of the Board’s or Committee’s failure to comply with these Rules.

Section C. Presiding Officer

1. If a quorum is present the Presiding Officer shall call the meeting to order at the posted time. If a quorum is not present at the posted time, the Presiding Officer shall call the meeting to order as soon as a quorum is present.

2. The Chair shall preside at all public meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and the Vice-Chair, the members present shall elect a Presiding Officer to preside over the meeting. Upon arrival of the Chair or Vice-Chair, the acting Presiding Officer shall immediately relinquish the chair upon the conclusion of the business then pending.
3. The Presiding Officer shall preserve strict order and decorum at all times; shall state all agenda items and pending action motions as necessary for clarity, and shall announce the action of the membership.
4. The Presiding Officer, with the assistance of the El Paso MPO staff, shall timely prepare all agendas in advance of all public meetings in compliance with the posting requirements of the Texas Open Meetings Act.
5. Board and Committee members, wishing to place an item on the agenda shall submit a request for inclusion of the item directly to the Chair. The Chair, or the Vice-Chair in the absence of the Chair, shall determine whether or not an item is placed on the agenda. A decision to not place a requested item(s) on the agenda, and the reason(s) for not placing such item(s) on the agenda, must be communicated to the requestor before posting of the agenda.

Section D. Order of Discussion

1. All questions of order shall be decided by the Presiding Officer.
2. All decisions of the Presiding Officer concerning questions of order may be overridden by a majority of the members then present and voting.

Section E. Voting and Motion Practice

1. Unless otherwise provided herein, all motions shall be decided by a majority vote of those members present and voting.
2. No member may make a motion unless recognized by the Presiding Officer.
3. All motions shall be seconded by another member before action on the motion can be taken.
4. Before a motion is restated by the Presiding Officer, any member can suggest, without waiting to be recognized, a modification of the pending motion in order to clarify the motion. The maker of the motion can choose to accept or reject the suggested modification.
5. If the Presiding Officer decides that the motion is in order, the Presiding

- Officer shall restate the motion and open debate or discussion.
6. The maker of the motion shall speak first in support of the motion.
 7. The Presiding Officer may close debate or discussion of the motion when discussion has ended or when the membership by a two-thirds vote closes debate.
 8. The Presiding Officer may allow members of the public to speak on an agenda item.
 9. After discussion is ended, the Presiding Officer shall call for a general vote and announces the result of the vote. A member may challenge the Presiding Officer's count by demanding a poll or roll call vote.

Section F. General Rules of Debate

1. No members may speak until recognized by the Presiding Officer.
2. No member may speak more than twice on a pending motion, unless allowed by the Presiding Officer.
3. The Presiding Officer may impose time limitations on each member per pending motion.
4. All remarks and comments shall be addressed to the Presiding Officer.
5. It is not permissible to speak against one's motion; however, one may vote against one's own motion.
6. Debate shall address issues not personalities—no one is permitted to make personal attacks or question the motives of other speakers.
7. Rules of debate may be suspended by a two-thirds vote of those members present and voting.

Section G. Rules Concerning Order of Precedence of Motions

1. All motions require a second.
2. A motion to adjourn takes precedence over all other motions and is non-debatable unless such a motion is made prior to the disposition of all agenda items, in which case the motion to adjourn must be approved by a two-thirds vote of all members present.
3. A question of order takes precedence over all other motions except a motion to adjourn.
4. A motion to postpone takes precedence over all other motions except a

motion to adjourn or a question of order, and may at the discretion of the Presiding Officer, be debatable.

5. A motion to amend takes precedence over a main motion and must be approved by a simple majority of those members present and voting. Following approval of any amendment(s), the Presiding Officer shall call for a vote on the merits of the main motion as amended.
6. Motion To Reconsider–Opens debate on a motion that has already been voted upon in the same meeting. A motion to reconsider may only be made by a member who voted on the prevailing side.
7. Motion to Rescind–Repeals or amends a motion for which it is too late to reconsider, and requires a two-thirds vote of those members present.

Section H. Right of Public To Be Heard

1. Members of the public may be allowed a reasonable opportunity to be heard during the meeting or in regard to any and all matters on the agenda. The time allowed for public comment may be limited to a fixed number of minutes at the discretion of the Presiding Officer. Members of the public shall usually be granted three (3) minutes to present their position on the issues. The Presiding Officer may grant a speaker additional time at his or her exclusive discretion.
2. Members of the Public wishing to provide comment during a meeting shall sign up prior to the commencement of the meeting.
3. A member of the public who the Presiding Officer determines is being disruptive may be asked to leave the meeting.

Section I. Parliamentarian

1. The Board’s Legal Counsel shall act as the Parliamentarian at all meetings.