

**Bylaws**  
**Texas Review and Comment System Committee**  
**of the**  
**Capital Area Council of Governments**

**Article I - Name, Purpose, Responsibilities**

The name of this organization shall be the Capital Area Council of Governments (CAPCOG), formerly known as the Capital Area Planning Council (CAPCO), Texas Review and Comment System (TRACS) Committee.

The creation of the TRACS Committee was initiated by the Texas Review and Comment System. This system was developed in accordance with Executive Order 12372, as amended by Executive Order 12416, which mandates that a state-wide system of review and comment be established.

The purpose of the Committee is to expand the opportunity for input in local and regional planning efforts through federal and state funding. It is the intent of TRACS to establish a system of local review and comment upon state plans, applications for federal or state financial assistance, and environmental impact statements relating to projects or programs that affect the local jurisdiction before the proposals are approved or funded. This Committee acts as a source of expertise and advice for the governing body of the Capital Area Council of Governments.

**Article II – Membership**

**Number**

1. Committee membership shall be determined through appointment by the CAPCOG Executive Committee. Membership of the Committee shall not be more than 21 members: one (1) for each CAPCOG Executive Committee member.
2. A CAPCOG staff member, designated by the CAPCOG Executive Director, shall serve as Committee liaison and shall attend each Committee meeting.
3. A representative of the CAPCOG Executive Committee may serve on the Committee.

**Qualifications**

To be eligible for membership on the Committee a member must reside or be employed in the city/county the member is to represent unless otherwise designated by the CAPCOG Executive Committee. Members must also be selected from the following categories:

1. Composition of the Committee shall be at all times comprised of citizen representation and elected officials within State Planning Region 12. Each member of the CAPCOG Executive Committee shall be responsible for selecting a representative from that member's particular city/county who has expertise in one or more of the following areas:
  - a. Health and human services; or
  - b. Criminal justice and law enforcement; or
  - c. Economic and community development; or
  - d. Education; or
  - e. Transportation.
2. Be representative of the demographics of State Planning Region 12.

**Term**

1. The term of appointment for a member of the Committee shall begin on the date of appointment by the CAPCOG Executive Committee, and be through December 31st of odd numbered years.
2. A member may be reappointed by the CAPCOG Executive Committee.
3. In the case of a vacancy, the CAPCOG Executive Committee shall appoint a replacement to serve for the remainder of the unexpired term.
4. A member may be removed for good cause by the CAPCOG Executive Committee.

**Vacancy**

A vacancy occurs when

1. a member dies; or
2. a member's term expires and the member is not reappointed; or
3. a member resigns (resignations shall be in writing to the CAPCOG Committee liaison and the Committee

- Chair); or
- a member is removed; or
  - a member no longer satisfies the qualification requirements.

#### Attendance

- Members are expected to attend all meetings.
- Attendance records documenting Committee member absences will be maintained by the CAPCOG Committee liaison. If a member is unable to attend a scheduled meeting, notification must be provided to the Committee liaison prior to the meeting. If a member is unable to attend a meeting, the member may send a representative who assumes all but the voting rights and responsibilities of the member.
- A member is removed when, within one calendar year, he/she misses 50% of the minimum number of meetings to be held or two (2) consecutive meetings, whichever is greater. The member will be notified in writing of such removal.
- Members so removed may appeal in writing to the CAPCOG Executive Committee within two (2) weeks of the date of notification. Appeals will be dealt with in a timely manner and the member will be notified in writing of the decision.

### **Article III – Officers**

#### Election

Election of a Chair and Vice-Chair will occur at the first meeting of the calendar year.

#### Term

- Officers serve one-year terms beginning on the date of election.
- Officers may serve a maximum of two (2) consecutive terms.

#### Vacancy

In the event an Officer is unable to fulfill his/her term, the Committee shall elect a replacement, at a regular or specially called meeting, who serves for the remainder of the unexpired term.

#### Duties

- The Chair shall preside at all meetings of the Committee. The Chair shall represent the Committee in presentations to the CAPCOG Executive Committee unless such responsibility is delegated by the Chair.
- In the case of a tie during a vote at which a quorum is present, the Chair will be deemed to have the authority to break the tie.
- The Vice-Chair shall perform all the duties of the Chair in the case of absence or disability and such other duties as may arise, from time to time, when required or requested by the Committee.
- In case the Chair and Vice-Chair are absent or unable to perform their duties, the Committee may appoint a Chair pro tem.

#### Other Officers

The Committee may elect other Officers from time to time to carry out its responsibilities. This may be done by a simple majority vote of the Committee members at any regularly scheduled meeting where a quorum is present.

### **Article IV – Meetings**

#### Regular

- The Committee shall meet each month on a day, time and place specified by the CAPCOG Executive Director, the CAPCOG Committee liaison or the Committee as a whole.
- The Committee shall not meet if there are not at least five project applications to review, unless the Committee chooses to meet for other business. When there are three or fewer project applications to review, the Committee shall not meet but shall review the projects individually and respond by fax. Project materials to be reviewed will be assembled by CAPCOG staff and mailed to Committee members approximately one to two weeks before the responses are due. Included with the materials will be a one page 'Review by Fax' response form for each project. After reviewing the projects, Committee members will return the response forms to CAPCOG staff and the results will be tallied.
- Written notice, including an agenda, of each regular meeting shall be prepared by the CAPCOG Committee liaison and mailed, or electronically transmitted, or hand-delivered to each Committee member at least five (5) business days before the meeting date.

### Special

1. The Committee shall meet specially if called by the CAPCOG Executive Director, the CAPCOG Committee liaison, the Committee Chair or requested in writing by at least one-third of the membership, excluding vacancies, of the Committee.
2. A request by the membership for a special meeting must be in writing, addressed to the Chair, and describe the purpose or purposes of the meeting. Only that business reasonably related to the purpose or purposes described in the request may be conducted at a special meeting.
3. Notice of any special meeting shall be given at least 72 hours prior to the special meeting.

### Quorum and Action

1. A number not less than 6 of the total voting membership constitutes a quorum for conducting Committee business.
2. A majority vote of the members present at a meeting at which a quorum is present is necessary for action by the Committee. During a meeting at which a quorum has been established, and then subsequently lost due to members leaving, all remaining business items requiring a Committee vote or action must be postponed until the next scheduled meeting at which a quorum is established.
3. When a quorum is not present, CAPCOG staff members shall be allowed to review TRACS proposals and present recommendations to the Executive Committee for action. When recommendations are made by CAPCOG staff instead of the TRACS Committee, it shall be so noted.
4. A Committee member may not transfer voting rights by proxy.

### Open Meetings and Records

1. All meetings of the Committee shall be open to the public. The meetings are not subject to the Texas Open Meetings Act.
2. Minutes of the Committee meetings, documents distributed and other records are the property of CAPCOG. The Committee liaison representing the Capital Area Council of Governments or his/her designee shall be the recording clerk. The recording clerk shall keep tape recordings and/or written copies of summary minutes according to the CAPCOG Records Retention Schedule. These materials are available for public view, at the CAPCOG offices, upon receipt of a written request by the interested party.
3. Except where these bylaws require otherwise, *Robert's Rules of Order* shall govern the conduct of Committee meetings.

### Conflict of Interest

1. A Committee member other than an elected public official, who is a member of the governing body, an officer, or an employee of an applicant for funding must disclose his or her status before the application is considered by the Committee and may not participate in discussion of or vote on the application. The member is counted in determining the existence of a quorum.
2. A vote cast in violation of this section is not counted.

### Professional Conduct

Committee members should maintain objectivity and professionalism when carrying out business of the Committee. In the event a Committee member acts in a manner which brings the work of the Committee into question or controversy, it shall be the responsibility of the CAPCOG Executive Director to address the incident with the appointing member of the CAPCOG Executive Committee.

## **Article V – Ad Hoc Committees**

### Appointment

Ad hoc committees may be appointed by the Chair with the approval of the Committee and shall serve for special purposes to comply with special needs.

### Term

Membership on ad hoc committees shall be established to achieve the purpose for which the ad hoc committee was created.

### Meetings

The method for calling ad hoc committee meetings shall be the same as that for calling Committee meetings or at the discretion of the ad hoc committee membership to discharge their responsibility.

### Officers

The Chairs of the ad hoc committees shall be appointed by the Chair of the TRACS Committee.

### **Article VI – Amendments**

#### By CAPCOG Executive Committee

The CAPCOG Executive Committee may amend these bylaws at a regular or special called meeting. The written text of a proposed amendment must be included with the notice of the meeting at which the amendment will be considered.

By the Texas Review and Comment System Committee The TRACS Committee may recommend an amendment to these bylaws at a regular or special meeting. The written text of a proposed amendment must be recorded at the meeting at which the amendment recommendation is discussed and voted upon. An amendment adopted by the TRACS Committee is not effective unless approved by the CAPCOG Executive Committee. The written text of a proposed amendment must be included with the notice of the meeting at which the amendment will be considered by the CAPCOG Executive Committee.

#### Effective Date

An Amendment to the bylaws takes effect when approved by the CAPCOG Executive Committee unless the amendment specifies a later effective date. Copies of amended bylaws will be distributed to Committee members by the Committee liaison.

#### Bylaws History

Adopted 8/85  
Revised 12/99  
Revised 2/00  
Revised 2/01  
Revised 12/04