

**Bandera County River  
Authority and  
Groundwater District**

**Bylaws**

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As Amended and Adopted

February 15, 2013

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# BYLAWS

## BANDERA COUNTY RIVER AUTHORITY AND GROUNDWATER DISTRICT

### **Article I:**                      **Purpose**

**Section 1.**     The purpose of these Bylaws is to provide for the conduct of the affairs of the Bandera County River Authority and Groundwater District, in conformity with and pursuant to the Act of June 14, 1989, by the 71<sup>st</sup> Legislature, creating the conservation and reclamation district known as “Bandera County River Authority and Groundwater District”, appearing as Act of June 14, 1989, ch. 654, 1989 Tex. Gen. Laws 2155 (Vernon), attached to and included herein and the general laws of the State of Texas.

**Section 2.**     The principal office of the District shall be in Bandera, Bandera County, Texas. The district’s mailing address is P.O. Box 177, Bandera, Texas 78003-0177.

**Section 3.**     The Bandera County River Authority and Groundwater District shall have a seal to be used in attesting all the official acts of the Board of Directors, or otherwise as said Board may direct, such seal to be formed of three circles, one within the other: with the words, “BANDERA COUNTY RIVER AUTHORITY AND GROUNDWATER DISTRICT”, in the outermost ring; the words, “BANDERA COUNTY”, in the innermost ring; and with a five-pointed star within the inner circle, with the letters, “T-E-X-A-S”, to be placed one letter between each point of said star, which seal shall be kept by the General Manager of the District.

### **Article II:**                      **Board of Directors**

**Section 1.**     Except as where otherwise provided by law, or by these Bylaws, a quorum of the Board of Directors shall be taken by the affirmative vote of a majority of the Directors present at any meeting, except as otherwise provided by law.

**Section 2.**     No Director, Officer, Agent, or Employee shall have any power or authority to bind the District by any contract or engagement; pledge its credit; or render the District liable pecuniarily for any purpose or in any amount, unless so authorized by the Board of Directors.

**Section 3.** A Vacancy on the Board of Directors shall be filled pursuant to the provisions set forth in section 36.051, Texas Water Code, and Subsection 4a of this Article.

**Subsection 3a** For those positions on the Board of Directors elected from precincts, the replacement director shall be selected from the vacated precinct, and for the at-large position on the Board of Directors, the replacement shall be selected from the District at large.

**Section 4.** A Director's resignation, to be effective, must be in writing, signed by the Director, and delivered to the Secretary. If a Director submits a resignation, a vacancy occurs on the date the resignation is accepted by the Board of Directors or on the eight day following receipt by the Secretary, whichever date is earlier, as provided by the Texas Election Code, Section 201.001, et seq.

**Section 5.** A Director is not entitled to compensation for service on the Board of Directors, but may be reimbursed for actual expenses incurred in carrying out the duties of the District; however, such expenses must be approved by the board on a case-by-case basis. The Board of Directors, upon recommendation of the Finance Committee, shall adopt a written policy regarding reimbursement of travel expenses for board members.

**Section 6.** The Board of Directors, upon recommendation of the Executive Committee, shall adopt an ethics policy for the District. Each Director shall exercise his or her best efforts to comply with the policy.

**Section 7.** Attorney-client communication between the District and its attorney is confidential. It may not be disclosed to the public unless approved by the Board. If a Director or employee of the District discloses such information to the public, the Board may request the District Attorney for Bandera County to investigate and prosecute such action as a possible violation of Texas Penal Code §39.06: Misuse of Official Information.

**Article III: Officers**

**Section 1.** The officers of the Bandera County River Authority and Groundwater District are a President; a Vice President; a Secretary-Treasurer, all of who shall be members of the Board of Directors; a General Manager, who need not be a member of the Board of Directors; and such other officers as the Board of Directors may, from time to time so designate.

**Section 2.** On the first Thursday after the election and qualification of district directors, a meeting shall be called for the purpose of organizing the Board and election of officers. All officers shall continue in office until their successors are elected and qualified, except in the event of death, resignation, or removal, as hereinafter set forth. Election of officers to fill vacancies may be held at any meeting.

**Section 3.** The President of the Board of Directors shall preside at all meetings of the Board. He shall sign contracts, obligations, undertakings, conveyances, and other instruments when so authorized and directed by the Board of Directors. Except as set forth in Article IV of the Bylaws, the President may establish and appoint such committees as may be necessary or desirable to assist in conducting the business of the Board of Directors, or as may be directed by the Board.

**Subsection 3a.** In the case of the absence or inability of the President to act, the Vice-President of the Board of Directors shall perform all of the duties of the President.

**Section 4.** The Secretary-Treasurer of the Board of Directors shall exercise general supervision and direction over the General Manager in the matter of financial records kept by the General Manager. He shall attest such deeds, bonds, contracts, mortgages, and other documents upon which attestation is necessary or desirable, as the Board of Directors shall direct, and he shall in general perform all duties incident to the office of Secretary-Treasurer for entities similar to the Bandera County River Authority and Groundwater District.

**Subsection 4a.** The Secretary-Treasurer may delegate the recording and transcribing of the minutes to another board member or employee of the District.

**Section 5.** Officers of the District and members of the Executive Committee may be removed from office by the Board of Directors at any meeting for any reason deemed sufficient by the Board of Directors. The removal of any officer or Executive Committee member shall be without prejudice to contract rights, if any, of the officer or Executive Committee member so removed. The election or appointment of any officer or Executive Committee member shall not of itself create contract rights. Any officer or Executive Committee member being considered for removal shall be given notice in writing of charges against him, and a reasonable time in which to answer such charges, and shall be given a hearing before the Board.

**Section 6.** Each officer shall also serve as an officer for Bandera County River Authority as an additional duty of office. Action by an officer shall also be action on behalf of Bandera County River Authority, except as expressly stated otherwise or required by law.

#### **Article IV: Committees**

**Section 1.** The President of the Board of Directors may establish and appoint such committees as may be necessary or desirable to assist in conducting the business of the District, or as may be directed by the Board, except as set forth in this Article for the Executive Committee and Finance Committee.

**Subsection 1a.** Workshops may be held by committees and are open to the public.

**Subsection 2a.** Workshops and committee meetings shall be posted according to the Texas Open Meetings Act if more than 4 board members are present for the workshop or committee meeting.

**Subsection 3a.** Committees shall include board members only.

**Section 2.** The Executive Committee is established by these Bylaws as a standing committee and shall consist of the President of the Board, the Vice-President, the Secretary-Treasurer, and one Director elected annually by the Board at the same time as offices are elected as set forth in Article III, Section 2, of these Bylaws. Three (3) members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall be taken by affirmative vote of a majority of the members present at any meeting except that when only three (3) members are present the vote must be unanimous. The General Manager shall be a member of the Committee ex-officio without voting rights.

**Subsection 2a.** Meetings of the Executive Committee may be called by the President or Vice-President. The President of the Board of Directors shall serve as chairman of the Executive Committee.

**Subsection 2b.** The Vice-President of the Board of Directors shall be the Vice-President of the Executive Committee.

**Subsection 2c.** The Secretary-Treasurer of the Board of Directors shall be the Secretary of the Executive Committee.

**Subsection 2d.** Except as authorized otherwise in this Article, the powers of the Executive Committee are limited to those that may be delegated to it by the Board of Directors.

**Section 3.** The Finance Committee is established by these Bylaws as a standing committee and shall consist of the Secretary-Treasurer to serve as Chairman and two other Directors appointed by the President.

**Subsection 3a.** The Finance Committee will review District budgets prepared by the General Manager before submission to the Board for approval. The proposed budget should be submitted to the Board of Directors at or before the September Quarterly meeting.

**Subsection 3b.** The Finance Committee shall function as the District's Audit Committee as required by Texas Water Code, section 36.061 and administer the District's Financial Management Policy.

**Article V: General Manager and Employees**

**Section 1.** The Board of Directors may employ a General Manager and set his salary and other compensation. The General Manager is the Chief Executive Officer of the District and as such shall have full authority to manage the affairs of the District, subject to the orders of the Board of Directors. Under policies established by the Board, he is responsible to the Board for:

**Subsection 1a.** Administering the directives of the Board and the Executive Committee;

- Subsection 1b.** Keeping the District’s records, including minutes of meetings of the Board Meetings.
- Subsection 1c.** Developing plans and programs for the approval of the Board;
- Subsection 1d.** Hiring, supervising, training, and discharging the employees.
- Subsection 1e.** Contracting for or retaining technical, scientific, legal, fiscal, and other professional services, as authorized by the Board;
- Subsection 1f.** Preparation for review by the Finance Committee and approval by the Board of an annual budget for the District;
- Subsection 1g.** Serving as assistant Secretary-Treasurer with authority to perform all duties of the Secretary-Treasurer in the absence of the Secretary-Treasurer but without the authority to vote;
- Subsection 1h.** Serving as the District’s investment officer (financial management policy) in accordance with applicable law and the financial management policies adopted by the District;
- Subsection 1i.** Serving as the records management officer for the District, or delegating the authority to another employee as provided by the Texas Local Government Records Act, Tex. Local Governmental Code, section 201.001.
- Subsection 1j.** Performing any other duties assigned to him by the Board.

**Section 2.** The Board of Directors can review such positions and salaries for employees, as it deems necessary for sustaining the activities of the District.

**Section 3.** The Board of Directors may authorize the contracting for service or retaining of engineering, technical, scientific, legal, fiscal, and other professional services, in accordance with the professional service policy adopted by the Board of Directors.

**Article VI: Meetings**

**Section 1.** All meetings of the Board of Directors and of all committees shall be open to the public, as set forth in the Texas Open Meetings Act, Title 5, Chapter 551 of the Texas Government Code, and advance written notices of such meetings shall be posted as prescribed in said Act.

**Section 2.** The Board of Directors shall meet in regular session on the second Thursday of the First (1<sup>st</sup>) month during normal business hours of each calendar quarter provided such date is



not in conflict with a holiday. The Board shall meet in special session when called by the President or by a majority of its members.

**Section 3.** Committees shall meet when called by the chairman thereof.

**Section 4.** Agendas for meetings of the Board and for committee meetings shall be distributed to Directors not later than five days preceding the date of the meeting. However, failure to do so shall not invalidate any action taken at the meeting.

**Section 5.** No business of substance may be transacted at a meeting of the Board or of a committee unless such business was listed as an item on the agenda as distributed to the Directors and contained in the written advance notice of the meeting.

**Section 6.** Meetings of the Board of Directors or of committees may be closed to the public only as set forth in the Texas Open Meetings Act as amended.

**Section 7.** A certified agenda shall be kept and maintained or a recording made of each meeting that is closed to the public, except for closed meetings during which the Directors seek the legal advise of the District's attorney.

**Section 8.** To the extent necessary for the orderly conduct of meetings, the guidelines of Robert's Rules of Order will be followed.

**Section 9.** Public comments may be included in the agenda of the meeting. Each member of the public will be limited to three (3) minutes for each comment. A group of the public with similar interests may be asked by the President to appoint a spokesman for the group. The spokesman will be limited to three (3) minutes.

## **Article VII: Funds And Records of the District**

**Section 1.** The Board of Directors, upon recommendation of the District's Investment Officers, shall adopt written policies for managing and investing the District's funds in accordance with the provisions of the Public Funds Investment Act, Chapter 2256 Government Code. The District and its Officers shall manage and invest its funds in accordance with such policies, as amended.

**Section 2.** The Board of Directors may appoint someone to act as the Investment Officer in accordance with the Public Funds Investment Act, Chapter 2256 Government Code and Chapter 36 of the Water Code, section 36.1561.

**Section 3.** Subject to the provisions set forth in Section 36.155, Texas Water Code, the Board of Directors shall name one or more banks to serve as depository for District funds.

**Section 4.** All documents, reports, records, and minutes of the District shall be available for public inspection in accordance with the Texas Open Records Act, Title 5, Chapter 552 of the Texas Government Code. Upon application of any person, the district, when appropriate, will furnish copies, certified or otherwise, of any of its proceedings or other official acts of record or of any paper, map, or document files in the District office. Certified copies shall be made under the hand of the secretary or General Manager and affixed with the seal of the District. Persons who are furnished any copies may be assessed a charge therefore, pursuant to policies established by the general manager based on the reasonable cost of furnishing such copies. The General Manager is authorized to request, on behalf of the District, an attorney general's decision under the Open Records Act.

**Section 5.** The regular hours of the District shall be 8:00 a.m. to 5:00 p.m., Monday through Friday, except for District holidays, or as may be set from time to time by the General Manager. The following are considered District Holidays: New Year's Day, President's Day, Memorial Day, Independence Day, Labor Day, Good Friday, Veteran's Day, Thanksgiving Day, Day after Thanksgiving, Christmas Eve or day after Christmas, and Christmas Day. District Holidays which fall on Saturday or Sunday will be observed on the preceding Friday or the following Monday, as determined by the General Manager.

## **Article VIII: Rules**

**Section 1.** Rules shall be adopted and enforced as set forth in Sections 36.101 through 36.102, Texas Water Code.

## **Article IX: Indemnity**

**Section 1.** The Board of Directors shall assume the legal defense of, compromise, settle and pay any claim or cause of action asserted against any director, officer, or employee, past or present by reason of his having been such director, officer, or employee, past or present, or arising out of the performance or failure to perform his duties as such; and, also, shall pay or reimburse any such director, officer, or employee, past or present, for any judgment rendered against him by reason of his having been such director, officer, or employee, or arising out of the performance or failure to perform his duties as such, and including any legal fees, costs, or expenses incurred by him in the defense of any such claim or cause of action; unless the Board determines that such director, officer, or employee, past or present, shall have been guilty of willful misconduct in respect to the matter in which such claim is asserted or judgment recovered. If any action, payment or reimbursement herein set forth is covered by insurance or bond protection then in force, then to the extent which such insurance or bond gives the protection above set forth, the Board of Directors shall not be obligated under the above provision; but this shall not relieve the Board of Directors from the performance of such matters which are not covered by such insurance or bond or which may be in excess of such insurance or bond protection.

**Article X: Amendments**

**Section 1.** These Bylaws may be amended or revised only at a regular meeting of the Board of Directors by affirmative vote of a majority of all the Directors, provided that the proposed amendment has been circulated among the Directors at least seven days prior to such a meeting.

**Article XI: Regulation**

**Section 1.** Any actions related to conducting the affairs of the Bandera County River Authority and Groundwater District not covered in these Bylaws are subject to the statutory provisions set forth in Chapters 36 and 49, Texas Water Code, and the Act of June 14, 1989, by the 71<sup>st</sup> Legislature, creating the conservation and reclamation district known as “Bandera County River Authority and Groundwater District”, appearing as Chapter 654 of the Texas Sess. Law Serv., 2155 (Vernon).

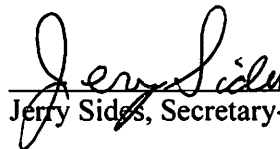
**Article XII: Savings Clause**

**Section 1.** If any section, sentence, paragraph, clause or part of these Bylaws should be held or declared invalid for any reason by a final judgment of the courts of this state or of the United States, such decision or holding shall not affect the validity of the remaining portions of these Bylaws; and the Board does hereby declare that it would have adopted and promulgated such remaining portions of such rules irrespective of the fact that any other sentence, section, paragraph, clause, or part thereof may be declared invalid.

Adopted by the Board of Directors on February 15, 2013



Don Sloan, President



Jerry Sides, Secretary-Treasurer