

REGION C WATER PLANNING GROUP

BYLAWS

ADOPTED APRIL 14, 1998
AMENDED DECEMBER 4, 2000
AMENDED JUNE 23, 2003
AMENDED OCTOBER 6, 2003
AMENDED APRIL 9, 2007
AMENDED OCTOBER 25, 2011
AMENDED OCTOBER 27, 2014
AMENDED JANUARY 26, 2015
AMENDED NOVEMBER 6, 2023

ARTICLE I. ORGANIZATION

The official name of this organization shall be "Region C Water Planning Group" hereafter referred to as "RCWPG." The RCWPG was certified as representative of the Region C Area by the Initial Planning Body and the Texas Water Development Board on March 31, 1998.

ARTICLE II. PURPOSE

The purpose of the RCWPG shall be to provide comprehensive regional water planning for Region C, and to carry out the related responsibilities placed on Regional Water Planning Groups by state law, the Texas Water Code, and Texas Water Development Board (TWDB) Rules and Guidelines.

ARTICLE III. ADMINISTRATION

Section 1. Political Subdivision

Title 31, Texas Administrative Code Section 357.12(a)(4) requires each regional water planning group (RWPG) to designate a "Political Subdivision" as the administrative representative and agent of the RWPG. The Political Subdivision is responsible for, and must be capable of, securing planning funding from TWDB, and contracting with consultants to produce the regional water plans.

The Political Subdivision designated to act on behalf of the RCWPG shall be named by the RCWPG by consensus or with not less than two-thirds favorable vote of the members present at a properly posted meeting with the item posted in accordance with the TWDB rules. Title 31, Texas Administrative Code Section 355.91(b) also requires RWPGs to provide a written Political Subdivision designation to the Executive Administrator of the Texas Water Development Board naming the Political Subdivision that is authorized to apply for grant funds on behalf of the RWPG.

By adoption of RCWPG Resolution No. 15-2, in a regular meeting of the RCWPG on January 26, 2015, the RCWPG designated the Trinity River Authority of Texas as the

Political Subdivision to act on its behalf (replacing the North Texas Municipal Water District) effective January 26, 2015, and designating the General Manager of the Trinity River Authority of Texas as the contract signatory for the Political Subdivision. Resolution No. 15-2 superseded the previous Resolution No. 14-3 to the extent it was inconsistent with Resolution No. 15-2.

Section 2. Administrative Agent and Administrative Officer

The principal Administrative Agent is defined by the RCWPG as the office of a political subdivision that conducts administrative duties on behalf of the RCWPG. The duties of the Administrative Agent include: posting of notices for meetings, performing required mail-outs, scheduling of facilities for meetings, receiving mail and required submittals (paper or electronic) on behalf of the RCWPG, providing a staff member to act as the Administrative Officer for purposes of the Texas Open Records Act, and other duties as required.

The Administrative Agent and Administrative Officer designated to act on behalf of the RCWPG shall be named by the RCWPG by consensus or with not less than two-thirds favorable vote of the members present at a properly posted meeting with the item posted in accordance with the RCWPG rules.

ARTICLE IV. OFFICERS

Section 1. Composition

The RCWPG shall elect from its voting membership a Chair, Vice Chair and Secretary for five-year terms with no limit on the terms a member may serve in any position, except as their membership shall otherwise be limited herein. Elections shall take place during the first meeting of each five-year planning cycle, and officers serving at the time of the adoption of this requirement shall continue in office until the beginning of the next regional planning cycle. No two voting members representing the same interest group shall serve as officers at the same time. The officers shall be elected by two-thirds majority vote of the members present at a properly posted meeting. Upon the resignation or removal of an officer, the Nominating Committee shall make recommendations to the RCWPG at its next scheduled meeting for the officer's replacement.

Section 2. Duties

1. Chair. The Chair shall be the executive officer of the RCWPG. The Chair will preside at all meetings of the RCWPG and perform all duties specified in these bylaws. If the Chair is unable to carry out his/her duties, the Vice Chair shall assume the duties of the Chair.
2. Vice Chair. The Vice Chair shall assist the Chair in the discharge of their duties and, in the absence of the Chair, shall assume the Chair's full responsibilities and duties. In the event the Chair is unable to carry out their duties, the Vice Chair shall serve as Chair until the RCWPG elects a new Chair under Section 1 of this Article. The Vice Chair shall perform other duties as assigned by the Chair or these bylaws.

3. Secretary. The Secretary shall maintain the minutes of meetings and take attendance at the RCWPG Meetings. The minutes and attendance shall be kept as part of the RCWPG's official records. The Secretary, in cooperation with the Administrative Agent, shall ensure that all notices are properly posted as provided in the bylaws, as required by law, such law including but not being limited to the Texas Open Meetings Act. The Secretary shall perform other duties as assigned by the Chair or these bylaws. If the Chair and Vice Chair are unable to carry out their respective duties, the Secretary shall assume the duties of the Chair, unless the Secretary is absent in which case the Executive Committee will select a Chair from the members at large of the Executive Committee.

ARTICLE V. EXECUTIVE COMMITTEE

An Executive Committee may be appointed by the RCWPG. The Executive Committee would be composed of the Chair, Vice Chair, Secretary and two other voting members. No two voting members representing the same interest group shall serve on the Executive Committee at the same time. The Executive Committee may perform all duties as requested in a written resolution approved by two-thirds of the voting members present at a properly posted meeting.

ARTICLE VI. NOMINATING COMMITTEE

A Nominating Committee may be appointed by the RCWPG to serve the purposes set forth in these bylaws, and may be composed of any odd numbers of voting members of the RCWPG. The membership of the Nominating Committee shall be approved by two-thirds of the voting members present at a properly posted meeting; however, members of the Executive Committee shall not be eligible to simultaneously serve on a Nominating Committee.

ARTICLE VII. VOTING MEMBERSHIP

Section 1. Composition

The RCWPG is composed of 22 members representing 12 interest classifications in accordance with TWDB's Rules and as shown below. The terms of all initial voting members expired November 1, 2001. Upon the expiration of those initial terms, all voting members drew lots for additional terms of five years or two years such that half the voting members terms shall expire in two additional years and the other half in five additional years. Thereafter, all terms are for five years. On the expiration of terms, vacancies are declared in the appropriate classifications with nominations and selection to fill the vacancies in accordance with Section 3 of this Article.

Voting members serve for five-year staggered terms and are eligible to serve two full consecutive terms beginning on the effective date of these bylaws. Current sitting members as of the date of the adoption of these Bylaws may serve an additional two full consecutive terms. After a member has served two consecutive terms, they will be deemed to have resigned as of the date of the election of their replacement. A member who has resigned after two consecutive terms is eligible for reelection to additional non-consecutive terms. Outgoing voting members shall be given the opportunity to participate in the selection

process for their successors and shall serve until their successors take office.

Interest Classification	Number of Members on RCWPG
Agriculture	1
Counties	1
Electric Generating Utilities	1
Environment	2
Groundwater Management Areas	4*
Industry	1
Municipalities	4
Public	2
River Authority	1
Small Business	1
Water Districts	3
Water Utilities	2
Total	23

*One member from each of the four Groundwater Management Areas (GMAs) located in Region C (GMAs 6, 8, 11 and 12).

Section 2. Conditions of Membership

To be eligible for voting membership on the RCWPG, a person must represent the interest for which a member is sought, be willing to participate in the regional water planning process and abide by these Bylaws. A person retired from a represented interest cannot continue to serve as a voting member for said interest.

Section 3. Selection of Members

Upon the resignation, removal or ineligibility of a voting member to continue in service, the RCWPG shall publicly solicit nominations for a successor during a properly-posted open public meeting of the RCWPG. Members of the RCWPG may also submit nominations to the Nominating Committee.

The Nominating Committee shall receive and process nominations and shall recommend a nominee to the voting membership as a whole, giving strong consideration to a consensus nominee from those individuals and entities that collectively represent that interest. The Nominating Committee shall not be bound by the nominations received and may consider any person who meets the conditions of membership as a nominee. The voting membership as a whole shall not be bound by the recommendation of the Nominating Committee and may consider any person who meets the conditions of membership as a nominee, including those offered by the public.

An affirmative vote of two-thirds of the total voting membership of the RCWPG shall be required to appoint a nominee as a new voting member. If voting fails to select a new voting member after no more than three votes regarding that nominee, the voting members shall consider other nominations until a new member can be selected by an affirmative vote of two-thirds of the total voting membership.

In addition to selecting new voting members to fill vacancies caused by removal, the voting members may add members to ensure adequate representation of the interests comprising the RCWPG by generally utilizing the selection process set forth in this section. If such a new member is added, that member shall serve for the remainder of that regional water planning cycle, and be eligible to serve two full consecutive terms thereafter.

In both the consideration of nominees and the selection of new voting members, the Nominating Committee and other voting members shall strive to achieve a representative geographic diversity of membership.

Outgoing voting members who are in good-standing with the RCWPG shall be given the opportunity to participate in the selection process for their successors and shall serve until their successors take office. A member is considered to be in good standing unless and until they are removed from office under Section 6 of this Article.

Section 4. Attendance

All voting members shall make a good faith effort to attend all RCWPG meetings. Three consecutive unexcused absences or absence from at least half of the sum of all the meetings held in any one calendar year shall serve as grounds for removal. The Chair shall excuse an absence if it is made known to the Chair prior to the beginning of the meeting that the absence is due to personal illness, family emergency, jury or military duty, other responsible duties that appear in the judgment of the Chair to be reasonable or if a designated alternate attends the meeting in place of the member.

Section 5. Designated Alternates

Each member shall designate an alternate to represent them when the member is unable to attend a meeting. Each member must notify the Chair in writing (e-mail acceptable) of the name and address of the member's designated alternate at least 48 hours prior to the first meeting or hearing at which the designated alternate will appear on behalf of the member. If the member fails to provide such notice, the Chair may bar the participation of the designated alternate for voting purposes at the meeting or hearing. The Chair shall not recognize the designation of more than one alternate per member at any given time nor recognize more than two alternate designations per member per calendar year. The designated alternate shall have the same voting privileges and duties as the member except that an alternate may not serve as an officer.

In the event a voting member either resigns or is removed from office, their last designated alternate shall serve in said members place until such time as an election may be held to fill the vacancy, said election to be held at the next regular RCWPG meeting.

Section 6. Removal of Voting Member

Grounds for removal of voting members shall be:

- a) Engaging in unexcused absenteeism as defined under Section 4 of this Article;

- b) Death;
- c) Failure to abide by the code of conduct provisions set forth under Article XI;
- d) Change in status so that the member no longer represents the interest he or she was selected to represent and does not resign upon request of the Chair;
- e) Falsifying documents;
- f) Any other serious violation of these bylaws as may be determined by the voting members;
- g) The voting member's designated alternate engages in any acts described in subdivisions (d), (g), or (h) of this subsection; or
- h) Conduct which hinders the regional planning efforts of RCWPG.

The Chair or any three voting members may bring an allegation against another voting member for violation of these bylaws. The Chair, upon receiving the information, will request in writing the accused member to respond to the charges. The matter would then be referred to the RCWPG at a regular meeting. The removal of any member shall require two-thirds vote of the total voting membership. Any vacancies created by the removal of a voting member would be filled in accordance with the selection process in Section 3 of this Article.

Any voting member may be removed from office for any of the grounds set forth in this Section, or for repeated failure to carry out the duties of the office, by agreement of at least two-thirds of the total voting membership. Removal of a voting member, including an officer, shall be set as an agenda item at the next scheduled meeting upon written request signed by five voting members to the Chair or Secretary. The Chair or Secretary receiving the request shall notify the voting member in writing that he or she shall be subject to a removal action at the next scheduled meeting. At the meeting, the voting member subject to the possible removal action may present evidence of why he or she should not be removed. If the Chair is the subject of the possible removal action, the Vice-Chair shall preside over the meeting during the agenda item concerning the Chair's removal. The voting member subject to the removal action shall not participate in any way in the vote, nor shall his or her membership count as part of the total membership for purposes of calculating two-thirds vote. The notice of the meeting shall be posted in accordance with the Texas Open Meetings Act and shall state that the issue of possible removal the voting member will be on the agenda. Any vacancy caused by the removal shall be filled as provided under Section 3 of this Article, and Article IV hereof with respect to the replacement of an officer.

ARTICLE VIII. NON-VOTING MEMBERSHIP

Section 1. Mandatory Non-Voting Members

In accordance with Texas Administrative Code Section 357.11(e), RCWPG shall add the following non-voting members, who shall receive meeting notifications and information in the same manner as voting members:

- a) A staff member of the TWDB to be designated by the TWDB's Executive Administrator;
- b) A staff member of the Texas Parks and Wildlife Department designated by its Executive Director;
- c) A member designated by each adjacent regional water planning group to serve as a liaison;
- d) One or more persons to represent those entities with headquarters located in another regional water planning area and which holds surface water rights authorizing a diversion of 1,000 acre-feet a year or more in the regional water planning area, which supplies water under contract in the amount of 1,000 acre-feet a year or more to entities in the regional water planning area, or which receives water under contract in the amount of 1,000 acre-feet a year or more from the regional water planning area;
- e) A staff member of the Texas Department of Agriculture designated by its commissioner; and
- f) A staff member of the State Soil and Water Conservation Board designated by its executive director.

These non-voting members shall serve with an indefinite term of membership and may be removed for the same causes and with the same process as voting members.

Non-voting members may serve in the capacity as a representative to each adjacent regional water planning group.

Section 2. Planning Groups

The RCWPG may join with adjacent regions to form voluntary associations composed of representatives of one or more planning regions. Interregional planning committees may coordinate concerning interregional issues for the benefit of each region and may conduct joint studies of issues affecting their regions. These associations may develop written agreements, which shall be binding after approval by each regional water planning group involved.

ARTICLE IX. MEETINGS

All meetings and hearings of the RCWPG and its subgroups shall be posted and open to the public in the manner of a governing body under the Texas Open Meetings Act. Regular meetings shall be conducted from time-to-time as need requires as determined by the Chair. All members shall receive an advance notice and agenda at least seven days prior to a meeting, with notice provided to the Secretary of State by that same time. No action may be taken on any item that does not appear as an item on the agenda. Notice is acceptable by first class U.S. mail, facsimile, or electronic media. Special meetings may be called by the Chair or a majority of the voting members of the RCWPG.

ARTICLE X. MEETING RULES

Section 1. Quorum

A quorum of the RCWPG shall be a simple majority of the voting members or their designated alternates excluding vacancies. A quorum shall be necessary to conduct any business.

Section 2. Robert's Rules of Order

Except as otherwise provided in these bylaws, meetings of the RCWPG shall be conducted under the provisions of the most current edition of Robert's Rules of Order. However, failure to follow such rules shall not constitute grounds for an appeal of an action or a decision of the RCWPG.

Section 3. Minutes

Written minutes of all meetings shall be prepared and submitted to the RCWPG or any committees thereof for approval. The minutes shall include the subject of each deliberation, the action taken, the names of the members in attendance—noting the presence of a quorum, the presence of those members of the public who participate in the meeting, and should represent an accurate summary of the meeting. A tape recording of the entire meeting can be substituted for written minutes.

Section 4. Records

All books and records of the RCWPG shall be maintained by the Administrative Agent in accordance the requirements of Texas law, TWDB's rules and/or any requirements of a grant contract with TWDB.

Section 5. Copying

All information under the Open Records Act shall be available for public inspection during the normal business hours of the Administrative Agent. The procedures and fees for copying and inspection shall be the same as those used by the Administrative Agent for its own public records.

Section 6. Availability of Reports

All reports, planning documents and work product resulting from efforts funded by the TWDB shall be made available to the TWDB, the Texas Parks and Wildlife Department, and the Texas Commission on Environmental Quality, or their successor agencies. At least one copy of the approved Regional Water Plan shall be placed in the County Clerk's Office for each county in at least one public library of each county having land within the RCWPG area in accordance with state law, and on the RCWPG website.

ARTICLE XI. CODE OF CONDUCT

Members and designated alternates of the RCWPG shall ethically conduct the business of the RCWPG and shall avoid any form or appearance of a conflict of interest, real or apparent, by observing the following:

1. No member or designated alternate of the RCWPG shall:
 - a) Solicit or accept gratuities, favors or anything of monetary value from suppliers or potential suppliers of services, materials, or equipment, including subcontractors under recipient contracts; or,
 - b) Participate in the selection, award or administration of a procurement where the member or designated alternate has a financial or other substantive interest in the organization being considered for award. Such conflict may be due to any of the following having a financial or familial relationship with the organization:
 - i) the member or designated alternate;
 - ii) the member's or designated alternate's family;
 - iii) the member's or designated alternate's business partner(s); or
 - iv) a person or organization that employs, or is about to employ, any of the persons listed in (i)-(iii) above; and,
 - c) Participate in any deliberation, decision or vote that would constitute a conflict of interest under federal, state or local law.
2. Potential conflicts of interest shall be clearly stated by the voting member or designated alternate prior to any deliberation or action on an agenda item with which the voting member or designated alternate may be in conflict. Where the potential conflict is restricted to a divisible portion of an agenda item, the Chair may divide the agenda item into parts, at the Chair's discretion, for deliberation and voting purposes. An abstention from participation in deliberations, decisions or voting and the reasons therefore shall be noted in the minutes.

ARTICLE XII. DECISION PROCESS

Section 1. Proxies

Proxies shall not be allowed in any decision making by the RCWPG, its committees, or its subgroups.

Section 2. Consensus

The RCWPG shall attempt to make decisions using a consensus decision-making process. Consensus is an agreement built by identifying and exploring all members' interests and by assembling a package agreement which satisfies these interests to the greatest extent possible. A consensus is reached when voting members agree that their major interests have been taken into consideration and addressed in a satisfactory manner so that they can

support the decision of the group. The process of building consensus involves the development of alternatives and the assessment of the impacts of those alternatives.

Consensus does not necessarily mean unanimity. Some members may strongly endorse a particular solution while others may accept it as a workable agreement. A member can participate in the consensus without embracing each element of the agreement with the same fervor as other members or necessarily having each of his or her interests satisfied to the fullest extent. In a consensus agreement, the members recognize that, given the combination of gains and trade-offs in the decision package and given the current circumstances and alternative options, the resulting agreement is the best one the voting members can make at this time.

Section 3. Voting

If a consensus is not reached, the Chair shall entertain a motion to put the issue to be conclusively decided by agreement of not less than two-thirds of the voting members present at a properly posted meeting, unless otherwise specified in this document.

Section 4. Alternative Resolution

If a favorable vote cannot be achieved in accordance with Section 3 of this Article, the Executive Committee, if one has been created, or the Chair if an Executive Committee has not been created, shall review the decision and the previous actions of the RCWPG. If it is the conclusion of the Executive Committee or the Chair, in absence of an Executive Committee, that further discussions cannot resolve the issue, then the matter would be tabled or the process initiated to provide additional information.

Section 5. Final Adoption of the Regional Water Plan; Amendments

The voting members of the RCWPG shall adopt regional water plans for the Region C Water Planning Area and any amendments by agreement of two-thirds of the total voting membership.

ARTICLE XIII. COMMITTEES

The RCWPG may by motion establish committees and subgroups to assist and advise the RCWPG in the development of regional water plans. The membership and composition of the committees and subgroups shall be in accordance with the resolution adopted by at least two-thirds of the voting members present at a properly posted meeting. The RCWPG shall appoint a Chair, Vice-Chair and Secretary of each committee or subgroup established. Members to committees and subgroups may be removed for the same reasons and process as voting members.

ARTICLE XIV. COMPENSATION

Members of the RCWPG shall not be compensated for their expenses by the State of Texas. All travel expenses will be documented by the members and submitted to the political subdivision designated by the RCWPG to apply to TWDB for funding. The political subdivision contracting with the TWDB for the RCWPG shall compile the travel

information from the members, which will be counted as an in-kind expense at the state rate that is in effect at the time the travel occurred.

ARTICLE XV. CONTRACTUAL SERVICES

The voting members of the RCWPG shall make all decisions related to final approval of persons or entities selected to provide contractual services for the RCWPG, including all services related to preparation, development or revisions of the regional water plan for the RCWPG. However, the voting members may delegate to the Executive Committee the authority to make all administrative decisions concerning amendments to TWDB Research and Planning Fund grant contracts for services related to regional water planning.

ARTICLE XVI. AMENDING THE BYLAWS

These bylaws shall have full force and effect upon approval and adoption by the voting members. Amendments to these bylaws must be approved by two-thirds of the total voting membership.

These bylaws approved by the Region C Water Planning Group in a posted meeting on this the 14th day of April, 1998, amended by the Region C Water Planning Group in a posted meeting on the 4th day of December, 2000, the 23rd day of June, 2003, the 6th day of October, 2003, the 9th day of April, 2007, the 25th day of October, 2011, the 27th day of October, 2014, the 26th day of January, 2015, and the 6th day of November, 2023.



J. KEVIN WARD
Chair

ATTEST:



JENNA COVINGTON, PE
Secretary