

Model Bylaws

Prepared for the
Regional Water Planning Groups

by the
Texas Water Development Board

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ARTICLE I. NAMES

Section 1. Organization

The official name of this organization shall be the “Model Regional Water Planning Group” (hereinafter “Model RWPG”).

Section 2. Regional Water Planning Area

The official name of the regional water planning area designated as “Region Texas Water Development Board” by the Texas Water Development Board (hereinafter “TWDB”) in accordance with 31 Texas Administrative Code (hereinafter “TAC”) Chapter 357 on February 19, 1998, shall be the “Model Regional Water Planning Area” (hereinafter “Model RWPA”).

ARTICLE II. ESTABLISHMENT AND PURPOSE

The Model RWPG was established by appointment of an initial coordinating body by the TWDB on February 19, 1998, and any subsequent additional appointments by the initial coordinating body. The purpose of the Model RWPG shall be to provide comprehensive regional water planning and to carry out the related responsibilities placed on regional water planning groups by state law, including Texas Water Code Chapter 16 and TWDB rules, including 31 TAC Chapters 355, 357, and 358, in and for the Model RWPA.

ARTICLE III. PRINCIPAL ADMINISTRATIVE OFFICE

The principal administrative office of the Model RWPG shall be the principal business offices of [name political subdivision here]. The administrative officer of the Model RWPG for purposes of the Texas Open Records Act shall be [name of employee of political subdivision here]. The Chair of the Model RWPG shall insure that the mailing address and physical address of the principal office and administrative officer are provided to all members of the Model RWPG and the Executive Administrator of the TWDB.

ARTICLE IV. RESPONSIBILITIES

The Model RWPG shall have the responsibility for performing the functions defined in Texas Water Code, Chapter 16 and in 31 TAC Chapters 355, 357, and 358 related to regional water planning groups for the Model RWPA. Foremost among those responsibilities shall be the development of a regional water plan for the Model RWPA that identifies both short and long-term water supply needs and recommends water management strategies for addressing them.

ARTICLE V. VOTING MEMBERSHIP

Section 1. Composition

The initial voting members of the Model RWPG shall include the initial coordinating body appointed by the TWDB on February 19, 1998, plus the additional voting members appointed by the initial coordinating body to ensure adequate representation of the interests comprising the Model RWPA stated in Texas Water Code §16.053(c), if present, and other interests determined by the Model RWPG. Thereafter, the voting membership of the Model RWPG shall include persons added or removed as provided under this Article and any 31 TAC §357.4(g)(4) member selected for voting membership under Article VI.

Section 2. Terms of Office

The terms of all initial voting members shall expire on September 1, 2001. Upon the expiration of the initial terms, all voting members shall draw lots for additional terms of five years or two years, such that half of the voting members' terms will expire in two additional years and the other half in five additional years. If there is an odd number of voting members at the time that lots are drawn, one more than half shall draw lots for the two-year terms. No later than ninety calendar days prior to the end of the two-year terms, the voting members shall initiate procedures to appoint successors for the voting members drawing two-year terms, utilizing the process set forth under Section 4 of this Article. Outgoing voting members shall be given the opportunity to fully participate in the selection process for their successors and shall serve until their successors take office. At the conclusion of the two-year terms described above, all subsequent terms of office for voting members shall be five years, the goal of staggering the terms of office having been accomplished. All persons shall be eligible to serve a maximum of two consecutive terms as a voting member of the Model RWPG.

Section 3. Conditions of Membership

In order to be eligible for voting membership on the Model RWPG, 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.

Section 4. Selection of Members

No later than ninety calendar days prior to the expiration of a voting member's term, or within forty-five calendar days of the removal of a voting member, the Model RWPG shall post public notice in a newspaper of general circulation in each county located in whole or in part in the Model RWPA soliciting nominations for a successor, identifying the particular interest for which nominations are sought, stating the conditions of membership, delineating the method for submitting nominations, and establishing a deadline for submission of nominations between thirty and forty-five calendar days from the date that public notice was posted. Members of the Model RWPG may also submit nominations in the manner prescribed in the public notice.

The Executive Committee shall receive and process the nominations and, no sooner

than ten calendar days after the deadline for submitting nominations, 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 Executive 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 Executive Committee and may consider any person who meets the conditions of membership as a nominee.

The voting members shall attempt to make a decision for a successor by consensus of at least two-thirds of the voting members. If efforts to reach consensus fail, the Chair shall call for a vote on a nominee. An affirmative vote of two-thirds of the total voting membership of the Model RWPG shall be required to appoint a nominee as a new voting member. If voting fails to select a new voting member, the voting members shall consider other nominations until a new member can be selected by consensus or affirmative vote of two-thirds of the voting membership.

In addition to selecting new voting members to fill vacancies caused by removal or the expiration of a term, the voting members may add members to ensure adequate representation of the interests comprising the Model RWPA by generally utilizing the selection process set forth in this section, with the exception of the ninety and forty-five day posting deadlines which shall not apply. If such a new member is added, the existing voting members shall determine by consensus, but not less than agreement of two-thirds of the voting membership, the exact applicability of the membership term provisions and restrictions to the new member at the time of the new members selection.

In both the consideration of nominees and the selection of new voting members, the Executive Committee and other voting members shall strive to achieve geographic, ethnic, and gender diversity.

Outgoing voting members shall be given the opportunity to fully participate in the selection process for their successors and shall serve until their successors take office. However, no member shall participate in a vote in which he or she is a nominee.

Because initial members continue to serve for additional terms of either two or five years at the end of their initial terms as set forth under Section 2 of this Article, this Section 4 shall not apply to the regular expiration of the initial terms of the initial members; however, this section shall apply to the selection of a successor for a removed voting member during the initial terms.

Section 5. Attendance

All members shall make a good faith effort to attend all Model RWPG meetings and hearings. Records of attendance shall be kept by the Secretary at all Model RWPG meetings and hearings and presented as part of the minutes. Voting members of the Model RWPG that have recorded absences from three consecutive meetings and/or hearings, or at least one-half of the sum of all meetings and hearings in the preceding twelve months, shall be considered to have engaged in excessive absenteeism and shall be subject to removal from membership under Section 7 of this Article. The Chair shall excuse an absence if it is made known to the Chair prior to the beginning of the meeting or hearing that the absence is related to one of the following with supporting documentation made available to the Chair: personal illness, family emergency, or jury or military duty. An excused absence will not be recorded as an absence. Representation by a designated alternate does not excuse a member's absence.

Section 6. Code of Conduct

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

- (a) No member or designated alternate of the Model RWPG shall:
 - (1) 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
 - (2) 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.
 - (3) 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 therefor shall be noted in the minutes.

Section 7. Removal of Voting Members

- (a) Grounds for Removal of Voting Members. The following shall constitute grounds

for removal of a voting member:

- (1) engaging in excessive absenteeism as defined under Section 5 of this Article;
- (2) death;
- (3) resignation;
- (4) failure to abide by the code of conduct provisions set forth under Section 6 of this Article;
- (5) appointment of a successor by the voting members upon expiration of the member's term;
- (6) change in status so that the member no longer represents the interest he or she was selected to represent;
- (7) falsifying documents;
- (8) any other serious violation of these bylaws as may be determined by the voting members; or
- (9) the voting member's designated alternate engages in any acts described in subdivisions (4), (7), or (8) of this subsection.

(b) **Process for Removing Voting Members.** Voting members may be removed at any time for any of the grounds for removal of voting members set forth in subsection (a) of this section. Any member with knowledge or suspicion that a voting member or designated alternate has engaged in acts or that events have occurred constituting a ground for removal under subsection (a) of this section shall report such information or suspicion to the Chair. The Chair, upon discovering or receiving such information, shall make a written request to that member for an explanation as to why he or she should not be removed from voting membership. The member shall make written response to the Chair within fifteen calendar days from the date of receipt of the Chair's request. Within five calendar days of receipt of the member's response, the Chair shall forward copies of the response to the voting members. If the Chair continues to suspect that a ground for removal may exist, if the member fails to make a timely response to the Chair's request, or if a voting member requests its inclusion on the agenda after reviewing the written response from the accused member, the Chair shall place an item on the next subsequent meeting agenda calling for the removal of the member. At the meeting, the member subject to the possible removal action may present evidence of why he or she should not be removed. The voting members may remove the member by consensus, but not less than agreement of two-thirds of the voting membership. The member subject to the removal action shall not participate in any way in the removal decision, nor shall his or her membership count as part of the total voting membership for purposes of calculating a two-thirds vote.

ARTICLE VI. NON-VOTING MEMBERSHIP

Section 1. Mandatory Members

(a) The voting members of the Model RWPG shall add the non-voting members set

forth in 31 TAC §357.4(g)(1)-(g)(3) and accept the designees appointed by the entities set forth therein. Such designees shall have no terms of office and shall serve until replaced by the designating entity. However, if the voting members decide by consensus, but not less than agreement of two-thirds of the voting membership, that a particular designee is hindering the regional water planning efforts of the Model RWPG, the Chair shall make a written request within ten calendar days to the entity requesting the designation of another person to serve as the entity's designee.

(b) The voting members of the Model RWPG shall add at least one non-voting member as set forth in 31 TAC §357.4(g)(4). Within thirty calendar days of adoption of these bylaws, or within forty-five calendar days of the removal of a 31 TAC §357.4(g)(4) member, the Model RWPG shall post public notice in a newspaper of general circulation in each county located in whole or in part in the Model RWPA, soliciting nominations for persons to serve as a 31 TAC §357.4(g)(4) member, stating the conditions of membership, delineating the method for submitting nominations, and establishing a deadline for submission of nominations of no later than twenty-one calendar days from the date notice was posted. Members of the Model RWPG may also submit nominations in the manner prescribed in the public notice.

The Executive Committee shall receive and process the nominations and, after the deadline for submitting nominations, 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 the interest as described in 31 TAC §357.4(g)(4). The Executive 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 Executive Committee and may consider any person who meets the conditions of membership as a nominee.

The voting members shall attempt to make a decision for a new member or successor by consensus of at least two-thirds of the voting members. If efforts to reach consensus fail, the Chair shall call for a vote on a nominee. An affirmative vote of two-thirds of the total voting membership of the Model RWPG shall be required to appoint a nominee as a non-voting 31 TAC §357.4(g)(4) member. If voting fails to select a member, the voting members shall consider other nominations until a 31 TAC §357.4(g)(4) member can be selected by consensus or affirmative vote of two-thirds of the voting membership.

Once selected, a 31 TAC §357.4(g)(4) non-voting member shall have no term of office and shall serve until removed by the voting members by consensus, but not less than agreement of two-thirds of the voting membership.

(c) The voting members may at any time, including the time of initial selection of a 31 TAC §357.4(g)(4) member, convert the membership of a 31 TAC §357.4(g)(4)

non-voting member into a voting membership by a two-thirds vote of the voting membership. If selected to be a voting member, a 31 TAC §357.4(g)(4) member shall have the rights, duties, terms, conditions, and other privileges and obligations of regular voting members. The voting members, excluding the 31 TAC §357.4(g)(4) member subject to the possible membership conversion, shall determine the exact applicability of the membership term provisions and restrictions to the 31 TAC §357.4(g)(4) member at the time of such conversion by consensus, but not less than agreement of two-thirds of the voting membership.

(d) The voting members, excluding the 31 TAC §357.4(g)(4) member subject to the possible membership conversion, may at any time convert the membership of a 31 TAC §357.4(g)(4) voting member into a non-voting membership by consensus, but not less than agreement of two-thirds of the voting membership, not including the voting membership of the 31 TAC §357.4(g)(4) member subject to the possible membership conversion.

Section 2. Discretionary Members

The voting members of the Model RWPG may add or remove as a non-voting member an entity set forth in 31 TAC §357.4(h) by two-thirds vote of the voting membership. If an entity is added, the Chair shall make a written request within ten calendar days to the entity requesting the designation of a person to serve as the entity's designee. Such designees shall have no terms of office and shall serve until replaced by the designating entity or until the entity is removed as a non-voting member. However, if the voting members determine by a two-thirds vote of the voting membership that a particular designee is hindering the regional water planning efforts of the Model RWPG and that the entity should remain as a non-voting member, the Chair shall make a written request within ten calendar days to the entity requesting the designation of another person to serve as the entity's designee.

Section 3. Code of Conduct

All non-voting members shall comply with the code of conduct provisions under Section 6 of Article V of these bylaws.

ARTICLE VII. DESIGNATED ALTERNATES

Each member shall designate an alternate to represent him/her when he/she is unable to attend a meeting or hearing. Each member must notify the Chair in writing of the name and address of the member's designated alternate at least forty-eight 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 forbid the participation of the designated alternate at the meeting or hearing. The Chair shall not recognize the designation of more than one alternate per member at any given time. The Chair shall not recognize more than two alternate designations of any kind per member per calendar year unless the Model RWPG expressly decides to waive this provision.

The designated alternate shall enjoy the same voting privileges, or lack thereof, and shall be bound by the same duties, terms, and conditions as the member they represent, except as otherwise provided in these bylaws. However, a designated alternate for a voting member who serves as an officer shall not be allowed to serve in the capacity as an officer in the member's absence.

The Chair shall provide each member with a current list of all members and their designated alternates.

ARTICLE VIII. OFFICERS

Section 1. Officers, Restrictions, and Terms of Office

Voting members of the Model RWPG shall select from the voting membership a Chair, Vice Chair, and Secretary to serve as officers. Each officer shall serve a term of one calendar year. However, the terms of the initial officers selected under Section 2 of this Article shall expire when the regular officers take office as provided under this Article. Except as provided under Section 4 of this Article, an officer shall serve until his or her successor takes office. No two voting members representing the same interest shall serve as officers at the same time. Elections shall be held annually, with no restrictions on the number of consecutive terms an individual may serve as an officer other than those that apply because of his or her status as a voting member under these bylaws.

Section 2. Selection

(a) Initial Officers. Within fourteen days after the adoption of these bylaws, the voting members shall select initial officers. Nominations shall be made from the floor by voting members. The voting members shall select officers from among the nominees by consensus, but not less than agreement of two-thirds of the voting members present.

(b) Regular Officers. Regular officers shall be selected at the first meeting of each calendar year after the calendar year in which these bylaws were adopted. Written notice of the meeting to select officers shall be mailed to all members of the Model RWPG by the current Secretary thirty calendar days prior to the meeting. Nominations shall be made from the floor by voting members. The voting members shall select officers from among the nominees by consensus, but not less than agreement of two-thirds of the voting members present.

Section 3. Removal of Officers

Any officer may be removed from office for any of the grounds for removal of voting members set forth under Article V of these bylaws, or for repeated failure to carry

out the duties of the office, by a consensus, but not less than agreement of two-thirds of the voting members present. Removal of 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 officer in writing that he or she shall be subject to a removal action at the next scheduled meeting. At the meeting, the officer 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 officer subject to the removal action shall not participate in any way in the removal decision, nor shall his or her membership count as part of the total membership for purposes of calculating a two-thirds vote. The notice of the meeting shall be posted in accordance with the Open Meetings Act and shall state that the issue of possibly removing the officer will be on the agenda. Any vacancy caused by the removal shall be filled as provided under Section 4 of this Article.

Section 4. Vacancies of Officers

Whenever an officer vacancy exists because of death, resignation, or removal, the vacancy shall be filled within thirty days of the event causing the vacancy. Nominations shall be made from the floor by voting members. The voting members shall select a replacement officer from among the nominees by consensus, but not less than agreement of two-thirds of the voting members present. The next highest ranking officer shall serve in the vacant position until a successor takes office, unless the office of the Secretary becomes vacant, in which case the Chair shall appoint a willing voting member to serve as Secretary until the successor to the Secretary takes office. The person selected to fill a vacancy for an officer shall serve for the unexpired term of his or her predecessor in office.

Section 5. Duties of Each Officer

(a) Chair. The Chair shall be the executive officer of the Model RWPG. The Chair will preside at all meetings of the Model RWPG and perform all duties provided by these bylaws. If the Chair is unable to carry out his/her duties, the Vice Chair shall assume the duties of the Chair.

(b) Vice Chair. The Vice Chair shall assist the Chair in the discharge of his/her 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 his/her duties, the Vice Chair shall serve as Chair until the Model RWPG elects a new Chair under Section 4 of this Article. The Vice-Chair shall perform other duties as assigned by the Chair, or these bylaws.

(c) Secretary. The Secretary shall maintain the minutes and take attendance of the Model RWPG meetings. The minutes and attendance shall be kept as part of the Model RWPG official records. The Secretary shall insure that all notices are properly posted as provided in the bylaws, as required by law, and as required by the

Texas Open Meetings Act. The Secretary shall perform other duties as assigned by the Chair or these bylaws. If the both the Chair and Vice Chair are unable to carry out the duties of the Chair, the Secretary shall assume the duties of the Chair.

Section 6. Executive Committee

The Executive Committee shall be composed of five Model RWPG members, including the Chair, Vice Chair, Secretary, and two members-at-large. No two voting members representing the same interest shall serve as members of the Executive Committee at the same time. The two members-at-large shall be selected annually in the same manner and with the same terms as set forth for the selection of officers under this Article. Members-at-large shall be removed and their vacancies filled in the manner prescribed for officers under this Article.

The Executive Committee shall be responsible for carrying out the duties imposed on it in these bylaws. The voting members of the Model RWPG may delegate any administrative decisions to the Executive Committee unless provided otherwise in these bylaws.

All meetings of the Executive Committee shall comply with the provisions related to meetings generally as set forth in Article IX of these bylaws.

Section 7. Designated Alternates

A designated alternate of a member serving as an officer shall not serve in the member's capacity as an officer in lieu of the member. When an officer is absent or otherwise unable to serve, the next highest ranking officer shall serve for the officer. If no lower ranking officer exists or can serve, then a member designated by the Chair or acting Chair shall serve for the officer.

ARTICLE IX. MEETINGS

Section 1. Open Meetings and Notice

All meetings of the Model RWPG, its committees and/or sub-groups, shall be posted and open to the public in the manner of a governmental body under the Texas Open Meetings Act and as set forth in TWDB rules. All actions of the Model RWPG shall be deliberated and undertaken in open meeting, unless otherwise authorized by the Texas Open Meetings Act. The time and place of meetings shall be set to facilitate, to the greatest extent possible, the participation of the public in the regional water planning process. Copies of all materials presented or discussed shall be made available for public inspection prior to and following any meeting of the Model RWPG.

Section 2. Regular Meetings

At least one regular meeting of the Model RWPG shall be held in each calendar month. At the first meeting after the adoption of these bylaws and the first meeting of each calendar year thereafter, the Model RWPG shall establish and adopt a regular meeting schedule for the ensuing year. The Secretary shall insure that an advance notice and an agenda for regular meetings will be provided to the full membership of the Model RWPG at least ten calendar days in advance by first class U.S. Mail, facsimile, or electronic mail. Supporting information and member-requested materials shall be distributed to the full membership with the notice and agenda or at the meeting, as deemed appropriate by the Chair

Section 3. Called (Special) Meetings

The Chair or a majority of the voting members of the Model RWPG may call special meetings of the Model RWPG. The Secretary shall insure that advance notice and an agenda for the called meeting is provided to the full membership of the Model RWPG at least five calendar days in advance by first class U.S. Mail, facsimile, or electronic mail. Supporting information and member-requested materials shall be distributed to the full membership with the notice and agenda or at the meeting, as deemed appropriate by the Chair.

Section 4. Agenda

The Secretary of the Model RWPG shall insure that an agenda is prepared and distributed for all meetings, in accordance with Sections 2 and 3 of this Article. Items shall be placed on the agenda by the request of the Chair or by the request of at least three voting members of the Model RWPG. Consideration for approval of the previous meeting's minutes, as applicable, shall always be among the first items on the agenda. Copies of the agenda and all supporting information shall be made available for public inspection prior to and following any meeting of the Model RWPG.

Section 5. Quorum

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

Section 6. Applicability of Robert's Rules of Order

Except as otherwise provided in these bylaws, meetings of the Model RWPG 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 appeal of an action or a decision of the Model RWPG.

Section 7. Public Hearings/Meetings Required By Law

The Model RWPG shall post notice and conduct public hearings and public meetings

that are specifically required by statute and/or TWDB rule, including those set forth for preplanning, draft regional water plan presentation, adoption of amendments to the regional water plan, and final regional water plan adoption, in accordance with the requirements of the relevant state law and/or TWDB rules. Notification requirements may be different than those specified in Section 1 of this Article and are specifically delineated in Texas Water Code §16.053 and/or 31 TAC §357.12.

Section 8. Minutes

(a) The Secretary shall insure that minutes of all meetings of the Model RWPG are prepared. The minutes shall:

- (1) state the subject of each deliberation;
 - (2) indicate each vote, order, decision, or other action taken;
 - (3) indicate those members in attendance, noting the presence of a quorum, and noting the presence of those members of the public who participate in the course of the meeting;
 - (4) represent an accurate summary of the meeting's record; and
- state any other information required by these bylaws to be included in the minutes.

(b) The Secretary shall insure that true copies of the minutes are provided to the full membership as soon as possible following the meeting, but no later than ten calendar days prior to the next regular meeting of the Model RWPG.

ARTICLE X. MAKING DECISIONS

Section 1. Applicability; No Written Proxies

(a) Unless the method for making a particular decision is set forth in these bylaws, the Model RWPG, its committees, and subgroups shall make all decisions utilizing the process set forth in Section 2 of this Article.

(b) Written proxies shall not be allowed in any decision-making by the Model RWPG, its committees, or its subgroups. However, designated alternates shall be allowed to participate in decision making as set forth in these bylaws. Because it is important in achieving consensus for all members to participate actively, keep up-to-date on the progress of the group, and develop a common base of information, members shall in good faith attempt to minimize the number of times they are absent from meetings or are represented by their designated alternates.

Section 2. Decision-Making Process

(a) Use of Consensus. The Model RWPG 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 all 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.

(b) Failure to Reach Consensus. If after good faith negotiations it appears likely to the Chair that the voting members will be unable to reach consensus, the Chair shall entertain the following:

(1) a motion to put the issue to a vote to be conclusively decided by agreement of not less than two-thirds of the voting members present; or

(2) a motion to put the issue to a vote as to whether to submit the issue to Alternative Dispute Resolution ("ADR") as set forth under Section 3 of this Article and identifying the members that shall participate in the ADR procedure ("ADR members"), such motion to be decided either by consensus or agreement of not less than two-thirds of the voting members present.

Section 3. Alternative Dispute Resolution

(a) If a vote under Section 2 (b)(2) of this Article prevails, the ADR members shall agree upon the method of ADR and the use of a mutually acceptable impartial third party to facilitate resolution of the dispute. The ADR procedures shall be in writing, shall be executed by all ADR members before ADR begins, and shall include the following:

(1) the type or series of ADR criteria determined by all ADR members to be appropriate for the size and complexity of the issue, project, or proposed action in dispute;

(2) the length of time to be allowed the parties to engage in any ADR procedure;

(3) the name(s) of the impartial third party to be utilized in facilitating any

process, procedure, or method by which a resolution may be agreed upon;

(4) an agreement between all ADR members as to the method of payment for any costs associated with an ADR procedure;

(5) an agreement between all ADR members that the impartial third party may not compel the ADR members to enter into a binding agreement, nor shall the impartial third party have the authority to sanction or penalize any ADR member;

(6) an agreement between all ADR members that, by mutual consent, they may permit persons who are not ADR members to be included as participants in discussion and as experts;

(7) an agreement between all ADR members that they will continue with ADR procedures through the time frame established in subdivision (2) of this subsection until a settlement is reached, one of the ADR members withdraws from the process, or the impartial third party concludes and informs the parties that ADR measures are not necessary or desirable; and

(8) an agreement between all ADR members that any ADR procedure used shall provide the method(s) by which any agreement between the parties shall become effective, such as a change order to a plan or a written agreement governing the issue.

(b) An agreement or settlement arrived at under this section shall not become binding on the ADR members until all ADR members agree in writing to all of the terms of the agreement or settlement.

(c) If the ADR members reach an agreement on the issue, the voting members shall once again consider the issue utilizing the decision-making process set forth under Section 2 of this Article. However, if the voting members fail to reach consensus on the issue a second time, the Chair shall call for a vote as provided under Section 2(b)(1) of this Article. The parties shall utilize the procedures set forth in this Article until the issue is resolved or abandoned.

Section 4. Final Adoption of Regional Water Plan; Amendments

The voting members of the Model RWPG shall finally adopt the regional water plan for the Model RWPA, and any amendments thereto by consensus, but not less than agreement of two-thirds of the voting membership.

ARTICLE XI. BOOKS AND RECORDS

Section 1. Required Documents And Retainment

Records of the Model RWPG, including: a current membership list with addresses, affiliations, and phone numbers, if not unlisted; the current roster of officers; a copy of the written record of designation of the political subdivision(s) as representative(s) of the Model RWPG; minutes; agendas; notices; contracts, subcontracts, annual financial statements, and any and all financial records and supporting information; bylaws; records of public hearing; correspondence; memoranda; phone logs; committee or subgroup recommendations or findings; draft and final plans; studies; data of any sort; computer records or models; executive summaries; other work products; and any other pertinent information of a public nature shall be kept at the principal office of the Model RWPG for a period of at least five years.

Section 2. Inspection And Copying

Records of the Model RWPG shall be available for inspection and copying at the principal place of business of the representative political subdivision during normal business hours. Procedures and fees for copying and inspection shall be the same as those used by the political subdivision housing the principal office of the Model RWPG for inspection and copying of its own public records.

Section 3. Availability of Reports

All reports, planning documents, and work products resulting from projects funded by the TWDB shall be made available to the TWDB, the Texas Parks and Wildlife Department, and the Texas Natural Resource Conservation Commission 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 and in at least one public library of each county having land within the Model RWPA, in accordance with state law.

ARTICLE XII. COMMITTEES

Section 1. Establishment

The Model RWPG may by motion establish committees and subgroups to assist and advise the Model RWPG in the development of the regional water management plan.

The committee or subgroup may be formed to address specific issues assigned by the Model RWPG and may have a specified term of membership.

Section 2. Membership

Membership in the committees and subgroups shall generally follow the requirements and procedures of Article V of these bylaws; membership of the committees and subgroups should be inclusive, rather than exclusive in nature; the interests identified in the initial coordinating body will be invited to participate, as well as other interests that have been identified. Appointment to committees or subgroups shall be made by consensus, but not less than agreement of two-thirds of the voting membership. The terms of office for all members of committees and subgroups shall be either upon the expiration of the term, if any, specified by the Model RWPG in the establishing motion for the committee or subgroup, or upon the expiration of the persons

membership in the Model RWPG.

Section 3. Officers

The Chair, Vice-chair, and Secretary of a committee or subgroup established by the Model RWPG shall be selected from the duly-elected members of the respective committee or subgroup. The Chair, Vice Chair, and Secretary of the committee or subgroup established by the Model RWPG shall be elected to their respective offices by a majority affirmative vote of the members of the committee or subgroup.

Additional committee or subgroup officers with associated responsibilities may be created as necessary by a majority affirmative vote of the members of the committee or subgroup. The additional officers shall be elected by a majority affirmative vote of the members of the committee or subgroup.

Section 4. Meetings

Requirements and procedures for committee or subgroup meetings shall follow those established in Article IX of these bylaws, including requirements for notice.

Committees or subgroups may adopt their own rules of procedure, if authorized by the Model RWPG and the rules are not in conflict with state law, TWDB rules, or these bylaws.

Section 5. Books And Records

Requirements and procedures for committee or subgroup books and records shall follow those established for the Model RWPG in Article XI of these bylaws.

Section 6. Code of Conduct

Members of a committee or subgroup are subject to the requirements of Article V, Section 6 of these bylaws.

ARTICLE XIII. COMPENSATION

Members of the Model RWPG are not to 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 Model RWPG to apply to TWDB for funding. The political subdivision contracting with the TWDB for the Model RWPG 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 XIV. COST ALLOCATION

The voting members of the Model RWPG shall develop and approve an equitable method or formula for the allocation of costs associated with the local match for state funding.

ARTICLE XV. CONTRACTUAL SERVICES

The voting members of the Model RWPG shall make all decisions related to final approval of persons or entities selected by an eligible applicant to provide contractual services for the Model RWPG, including all services related to preparation, development, or revisions of the regional water plan for the Model RWPA. 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, except those decisions concerning amendments related to scopes of work and budgets.

ARTICLE XVI. ADOPTING AND AMENDING THE BYLAWS

These bylaws shall have full force and effect upon approval and adoption by the voting members of the Model RWPG, acting on behalf of the interests comprising the Model RWPA, and upon submission to the TWDB in compliance with 31 TAC §357.4. The voting members shall adopt these bylaws and any amendments thereto by consensus, but not less than agreement of two-thirds of the voting membership.

ARTICLE XVII. RESOLUTION ADOPTING BYLAWS

WHEREAS, no bylaws have been adopted governing the conduct of the internal affairs of the Model RWPG; and

WHEREAS, the set of bylaws presented to this meeting are suitable for the purpose and their adoption is in the best interests of the Model RWPG; it is, therefore,

RESOLVED, that the members of the Model RWPG this _____ day of _____, approve and adopt the bylaws presented to this meeting of members as the bylaws of the Model RWPG; and it is

FURTHER RESOLVED, that the bylaws be authenticated as such by the Secretary of the Model RWPG and placed in its minute book, and that a full and true copy of the bylaws, certified by the Secretary, be kept at the principal office of the Model RWPG for inspection by members or the public at all reasonable times during business hours.

(date)

(Signature of Secretary)