

North East Texas
Regional Water
Planning Group
Bylaws 04/20/98

Prepared for the
North East Texas Regional Water Planning Group

by the
Ark-Tex Council of Local Governments

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ARTICLE I. NAMES

Section 1. Organization

The official name of this organization shall be the "North East Texas Regional Water Planning Group" (hereinafter "NETxRWPG").

Section 2. Regional Water Planning Area

The official name of the regional water planning area designated as Region Water Development Area, 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 North East Texas Regional Water Planning Area, (hereinafter NETxRWPA).

ARTICLE II. ESTABLISHMENT AND PURPOSE

The NETxRWPG 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 NETxRWPG 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 NETxRWPA.

ARTICLE III. PRINCIPAL ADMINISTRATIVE OFFICE

The principal administrative office of the NETxRWPG shall be the principal business offices of the political subdivision that is serving as the NETxRWPG's administrator. The administrative officer of the NETxRWPG for purposes of the Texas Open Records Act shall be the executive administrator of the political subdivision that is serving as the NETxRWPG's administrator. The Chair of the NETxRWPG shall insure that the mailing_address and physical address of the principal office and administrative officer are provided to all members of the NETxRWPG and the Executive Administrator of the TWDB.

ARTICLE IV. RESPONSIBILITIES

The NETxRWPG 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 NETxRWPA. Foremost among those responsibilities shall be the development of a regional water plan for the NETxRWPA 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 NETxRWPG 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 NETxRWPA stated in Texas Water Code 16.053(c), if present, and other interests determined by the NETxRWPG. Thereafter, the voting membership of the NETxRWPG shall include persons added or removed as provided under this Article and any 31 TAC §357.11(e)(4) member selected for voting membership under Article VI.

Section 2. Terms of Office

All terms of office shall be three years. All persons shall be eligible to serve a maximum of three consecutive terms as a voting member of the NETxRWPG, provided, however, if a member is voted on the board to complete an unexpired term of a resigning board member, that member will be entitled to serve the unexpired term plus a maximum of three consecutive terms. Outgoing members shall be given the opportunity to fully participate in the selection process for their successors, meaning they can nominate and vote on potential successors, and shall serve until their successors take office.

Section 3. Conditions of Membership

In order to be eligible for voting membership on the NETxRWPG, 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 NETxRWPG may post public notice in a newspaper of general circulation in each county located in whole or in part in the NETxRWPA or post public notice on the NETxRWPG's or political subdivision's Internet website 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 NETxRWPG 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 make a decision for a successor by an affirmative vote of at least two-thirds of the voting members. An affirmative vote of two-thirds of the total voting membership of the NETxRWPG 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 an 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 NETxRWPA. If such a new member is added, the existing voting members shall determine by 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 member's 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.

Section 5. Attendance

All members shall make a good faith effort to attend all NETxRWPG meetings and hearings. Records of attendance shall be kept by the Secretary at all NETxRWPG meetings and hearings and presented as part of the minutes. Voting members of the NETxRWPG 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 or urgent business 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 NETxRWPG shall ethically conduct the business of the NETxRWPG 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 NETxRWPG 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 members or designated alternates family;
- iii) the members or designated alternate 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.

(b) 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 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 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 members designated alternate engages in any acts described in subdivisions (4), (7), or (8) of this subsection.

NETRWPG Minutes for June 17, 1998

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The selection continued and voting was made on the two teams with the most votes.

Bucher, Willis & Ratliff received 12 votes, and Alan Plummer received 9 votes during this selection process. Bucher, Willis & Ratliff received a majority of the Group.

Motion was made by Ruth Culver, second by Terry Winn to select Bucher, Willis & Ratliff to perform the scope of work for Region D. Motion carried unanimously.

Mr. Ray Flemons, Sr. Vice President made a brief statement and stated his appreciation for being selected to perform the scope of work.

Pursuant to Agenda Item No. 3, motion was made to amend Article V, Section 1. to provide that there will be no more than twenty-three (23) voting members on the full Group. By consensus motion, it was recognized that Ralph Rogers had resigned and that his resignation has been accepted. Motion was made to amend Article VI, Section 1.(b) to provide that within 45 days of adoption of the Bylaws, the NETRWPG shall post notice to solicit nominations for persons to serve as 31 TAC Section 357.4(g)(4) members. All motions made pursuant to Agenda Item No. 3 passed unanimously.

Motion to appoint Mendy Rabicoff as Liaison to Region I was made by David Parsons, second by Terry Winn. Motion carried unanimously.

Motion to appoint Ed Withers as Liaison to Region C was made by Mike Huddleston, second by Bill Rice. Motion carried unanimously.

Motion to appoint the following non-voting members who have headquarters outside Region D but who have at least 1,000 acre feet of water rights inside Region D:

Sam Collins — Sabine River Authority
Robert Mansell — North Texas Municipal Water District
W. David Ryburn — City of Irving
Larry N. Patterson — City of Dallas
Winston Holley - SWEPCO

Motion was made by Sue Ann Harting, second by John Bradley. Motion carried unanimously.

Motion was made by Gary Jackson, second by Vernon Rowe, to appoint James A. Withaeger, as a non-voting member representing U. S. Army Corps of Engineers, a Federal Agency.

(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 request. Within five calendar days of receipt of the members 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 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 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 NETxRWPG shall add the non-voting members set forth in 31 TAC §357.11(e)(1)-(3) and §357.11(e)(5)-(6) 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 not less than agreement of two-thirds of the voting membership, that a particular designee is hindering the regional water planning efforts of the NETxRWPG, 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 NETxRWPG shall add at least one non-voting member as set forth in 31 TAC §357.11(e)(4). Within thirty calendar days of adoption of these bylaws, or within forty-five calendar days of the removal of a 31 TAC §357.11(e)(4) member, the NETxRWPG may post public notice in a newspaper of general circulation in each county located in whole or in part in the

NETxRWPA or post public notice on the NETxRWPG's or political subdivision's Internet website, soliciting nominations for persons to serve as a 31 TAC §357.11(e)(4) member, 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 NETxRWPG 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 §357.11(e)(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 make a decision for a new member or successor by an affirmative vote of at least two-thirds of the voting members. An affirmative vote of two-thirds of the total voting membership of the NETxRWPG shall be required to appoint a nominee as a non-voting 31 TAC §357.11(e)(4) member. If voting fails to select a member, the voting members shall consider other nominations until a 31 TAC §357.11(e)(4) member can be selected by an affirmative vote of two-thirds of the voting membership.

Once selected, a 31 TAC §357.11(e)(4) non-voting member shall have no term of office and shall serve until removed by the voting members by not less than an affirmative vote 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 §357.11(e)(4) member, convert the membership of a 31 TAC §357.11(e)(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 §357.11(e)(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 §357.11(e)(4) member subject to the possible membership conversion, shall determine the exact applicability of the membership term provisions and restrictions to the 31 TAC §357.11(e)(4) member at the time of such conversion by not less than agreement of two-thirds of the voting membership.

(d) The voting members, excluding the 31 TAC §357.11(e)(4) member subject to the possible membership conversion, may at any time convert the membership of a

31 TAC §357.11(e)(4) voting member into a non-voting membership, by not less than an affirmative vote of two-thirds of the voting membership, not including the voting membership of the 31 TAC §357.11(e)(4) member subject to the possible membership conversion.

Section 2. Discretionary Members

The voting members of the NETxRWPG may add or remove as a non-voting member an entity set forth in 31 TAC §357.11(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 nonvoting 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 NETxRWPG and that the entity should remain as a nonvoting 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 (Conflict of Interests) 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 members 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 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.

ARTICLE VIII. OFFICERS

Section 1. Officers, Restrictions, and Terms of Office

Voting members of the NETxRWPG shall select from the voting membership a Chair, Vice Chair, and Secretary/Treasurer 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. 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 twenty eight 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 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 or emailed to all members of the NETxRWPG 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 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 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 Chairs 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 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 NETxRWPG. The Chair will preside at all meetings of the NETxRWPG 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 Chairs 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 NETxRWPG 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/Treasurer. The Secretary/Treasurer shall maintain the minutes and take attendance of the NETxRWPG meetings. The minutes and attendance shall

be kept as part of the NETxRWPG official records. The Secretary/Treasurer 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/Treasurer shall maintain a record of revenues and expenses sufficient to meet state auditor requirements, under the Uniform Grant Administration Management Standards (UGAMS) and 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/Treasurer shall assume the duties of the Chair.

Section 6. Executive Committee

The Executive Committee shall be composed of five NETxRWPG members, including the Chair, Vice Chair, Secretary/Treasurer, and two members-at-large. 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 NETxRWPG 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 NETxRWPG, 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 NETxRWPG 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 NETxRWPG.

Section 2. Regular Meetings

The NETxRWPG shall meet on a regular basis. At the first meeting after the adoption of these bylaws and the first meeting of each calendar year thereafter, the NETxRWPG shall establish and adopt a 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 NETxRWPG at least seven 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 at least three days prior to each meeting.

Section 3. Called (Special) Meetings

The Chair or a majority of the voting members of the NETxRWPG may call special meetings of the NETxRWPG. The Secretary shall insure that advance notice and an agenda for the called meeting is provided to the full membership of the NETxRWPG at least seven days in advance by first class U.S. Mail, facsimile, or electronic mail. Supporting materials for the meeting may be forwarded to each member at least three days prior to each meeting.

Section 4. Agenda

The Secretary of the NETxRWPG 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 NETxRWPG. Consideration for approval of the previous meetings 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 NETxRWPG.

Section 5. Quorum

A quorum of the NETxRWPG shall be a simple majority of the voting members or their designated alternates excluding vacancies. At minimum, a quorum shall be necessary to conduct any business of the NETxRWPG. No actions requiring a

two-thirds vote of the voting membership shall be taken during a regular business session, unless at least three-fourths of the voting membership is present.

Section 6. Applicability of Robert's Rules of Order

Except as otherwise provided in these bylaws, meetings of the NETxRWPG 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 NETxRWPG.

Section 7. Public Hearings/Meetings Required By Law

The NETxRWPG 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 §357.21.

Section 8. Minutes

(a) The Secretary shall insure that minutes of all meetings of the NETxRWPG 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 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 prior to the next regular meeting of the NETxRWPG.

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 NETxRWPG, 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 NETxRWPG, 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 agreement 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) The NETxRWPG shall make decisions using a voting process based upon a show of hands. Secret written ballots shall not be allowed during an open session.

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

a motion and a second to put the issue to a vote to be conclusively decided by an affirmative vote of not less than fifty-one percent of the voting members present.

Section 3. Methods to Resolve Disputes

(a) The Northeast Texas RWPG shall use methods to resolve disputes between regional water planning group members on matters coming before the regional water planning group. The method that will first be used is resolution of the dispute by consensus. If the consensus method fails to resolve the dispute, then the method used to resolve the dispute shall be by vote of the voting members of the Northeast Texas RWPG. Resolution by the voting method shall be by majority vote unless otherwise provided by an applicable section of the Bylaws or applicable law. This section should be construed as satisfying or exceeding any requirement described in 31 TAC Section §357.11(c)(6).

Section 4. Final Adoption of Regional Water Plan; Amendments

The voting members of the NETxRWPG shall finally adopt the regional water plan for the NETxRWPA, and any amendments thereto by 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 NETxRWPG, 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 NETxRWPG; 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 NETxRWPG for a period of at least five years.

Section 2. Inspection and Copying

Records of the NETxRWPG shall be available for inspection and copying at the principal place of business of the representative political subdivision (Administrative Entity) 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 NETxRWPG 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 NETxRWPA, in accordance with state law.

ARTICLE XII. COMMITTEES

Section 1. Establishment

The NETxRWPG may by motion establish committees and subgroups to assist and advise the NETxRWPG in the development of the regional water management plan. The committee or subgroup may be formed to address specific issues assigned by the NETxRWPG 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 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 NETxRWPG in the establishing motion for the committee or subgroup, or upon the expiration of the person's membership in the NETxRWPG.

Section 3. Officers

The Chair, Vice-chair, and Secretary of a committee or subgroup established by the NETxRWPG 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 NETxRWPG 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 NETxRWPG 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 NETxRWPG 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 NETxRWPG are not to be compensated for their expenses by the State of Texas. All travel expenses may be documented by the members and submitted to the political subdivision designated by the NETxRWPG to apply to TWDB for funding. The political subdivision contracting with the TWDB for the NETxRWPG 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 NETxRWPG 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 NETxRWPG shall make all decisions related to final approval of persons or entities selected by an eligible applicant to provide contractual services for the NETxRWPG, including all services related to preparation, development, or revisions of the regional water plan for the NETxRWPA. However, the voting members may delegate to the Executive Committee the authority to make 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 NETxRWPG, acting on behalf of the interests comprising the NETxRWPA, and upon submission to the TWDB in compliance with 31 TAC §357.11. The voting members shall adopt these bylaws and any amendments thereto by 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 NETxRWPG; 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 NETxRWPG; it is, therefore,

RESOLVED, that the members of the NETxRWPG this 20th day of April 1998, approve and adopt the bylaws presented to this meeting of members as the bylaws of the NETxRWPG; and it is

FURTHER RESOLVED, that the bylaws be authenticated as such by the Secretary of the NETxRWPG 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 NETxRWPG for inspection by members or the public at all reasonable times during business hours.

April 2.3 /1978
Ap , 1998

[Signature]
Chairman