

REGION F WATER PLANNING GROUP BY-LAWS



**Andrews, Borden, Brown, Coke, Coleman, Concho, Crane, Crockett, Ector,
Glasscock, Howard, Irion, Kimble, Loving, Martin, Mason, McCulloch, Menard,
Midland, Mitchell, Pecos, Reagan, Reeves, Runnels, Schleicher, Scurry, Sterling,
Sutton, Tom Green, Upton, Ward, Winkler**

ADOPTED JUNE 4, 2001

ARTICLE I. NAMES

Section 1. Organization

The official name of this organization shall be the "Region F Water Planning Group" (hereinafter "Region F WPG").

Section 2. Regional Water Planning Area

The official name of the regional water planning area designated as "Region F 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 "Region F Water Planning Area" (hereinafter "Region F WPA").

ARTICLE II. ESTABLISHMENT AND PURPOSE

The Region F WPG 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 Region F WPG 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, all as may be amended from time to time, in and for the Region F WPA.

ARTICLE III. PRINCIPAL ADMINISTRATIVE OFFICE

The principal administrative office of the Region F WPG shall be the principal business office of the Colorado River Municipal Water District. The administrative officer of the Region F WPG for purposes of the Texas Open Records Act shall be the General Manager of the Colorado River Municipal Water District. The Chair of the Region F WPG shall insure that the mailing address

and physical address of the principal office and administrative officer are provided to all members of the Region F WPG and the Executive Administrator of the TWDB.

ARTICLE IV. RESPONSIBILITIES

The Region F WPG shall have the responsibility and authority 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 Region F WPA. Foremost among those responsibilities shall be the development of a regional water plan for the Region F WPA 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 number of voting members of the Region F WPG shall be established by resolution of the Region F WPG and shall ensure adequate representation of the interests as stated in Texas Water Code §16.053(c), if present within the region, and other interests determined by the Region F WPG. Thereafter, the voting membership of the Region F WPG 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 initial voting members (or the successors of any initial voting members who have been elected to fill a vacancy prior to September 1, 2001), shall be divided by lot into three equal classes, such that the term of office of the first class shall expire upon September 1, 2004, the term of office of the second class shall expire on September 1, 2005, and the term of office of the third class shall expire on September 1, 2006. If there is an odd number of voting

members at the time that lots are drawn, one more than one-third shall draw lots for the three-year terms. The term of office of each subsequent successor (unless elected to fill a vacancy) shall be five years, that is, shall expire on September 1 of the fifth calendar year following the expiration of his or her respective predecessor's term of office. At the conclusion of the three-year terms and four-year terms described above, all subsequent terms of office for voting members shall be five years. This classification of the members shall have no relevance for any purpose other than term of office. No later than 90 calendar days prior to the end of the three-year terms, the voting members shall initiate procedures to appoint successors for the voting members drawing three-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.

Section 3. Conditions of Membership

In order to be eligible for voting membership on the Region F WPG, a person must reside or be employed in the Region F WPA, represent the interest for which a member is sought, be willing to actively participate in the regional water planning process, and abide by these by-laws.

Section 4. Selection of Members

No later than ninety calendar days prior to the expiration of a voting member's term, or within ninety calendar days after the removal or resignation of a voting member, the Region F WPG shall post notice with the County Clerk of each county located in whole or in part in the Region F WPA 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 thirty calendar days after the date that public notice was posted. Members of the Region F WPG may also submit nominations in the manner prescribed in the public notice.

The Executive Committee shall receive and process the nominations and, at the next regularly scheduled meeting of the Region F WPG, shall recommend a nominee to the voting membership as a whole. 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 select a successor by a simple majority vote of the total voting membership. If voting fails to select a new voting member, the voting members shall consider other nominations until a new member can be selected.

In addition to selecting new voting members, the voting members may add members to ensure adequate representation of the interests comprising the Region F WPA by utilizing the selection process set forth in this section.

In both the consideration of nominees and the selection of new voting members, the Executive Committee and other voting members shall strive to select the most qualified person to represent the interest group for which nominated and 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 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 Region F WPG meetings and hearings. Records of attendance shall be kept by the Political Subdivision at all Region F WPG meetings and hearings and presented as part of the minutes. Voting members of the Region F WPG 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 deemed to have resigned and shall be removed from membership.

Section 6. Code of Conduct

Members of the Region F WPG shall ethically conduct the business of the Region F WPG and shall avoid any form or appearance of a conflict of interest, real or apparent, by observing the following:

(a) No member of the Region F WPG 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 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 prior to any deliberation or action on an agenda item with which the voting member 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.

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) death;

(2) resignation;

(3) failure to abide by the code of conduct provisions set forth under Section 6 of this Article;

(4) appointment of a successor by the voting members upon expiration of the member's term;

- (5) change in status so that the member no longer represents the interest he or she was selected to represent;
- (6) falsifying documents;
- (7) any other serious violation of these bylaws as may be determined by the voting members.

(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 evidence that a voting member has engaged in acts or that events have occurred constituting a ground for removal under subsection (a) of this section shall report such 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 evidence and response to the voting members. If the Chair believes that a ground for removal exists, 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 controvert the evidence of why he or she should not be removed. The voting members may remove the member by 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

The voting members of the Region F WPG shall add the non-voting members set forth in 31 TAC §357.4(g)(1)-(5) and accept the designees appointed by the entities set forth therein. However, if the voting members decide by agreement of a simple majority vote of the voting membership present at the meeting, that a particular designee is hindering the regional water planning efforts of the Region F WPG, 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 2. Discretionary Members

The voting members of the Region F WPG may add or remove as a non-voting member an entity set forth in 31 TAC §357.4(h) or others as determined by the Region F WPG by agreement of a simple majority vote of the voting membership present at the meeting. If an entity is added, the Chair shall make a written request within thirty calendar days to the entity requesting the designation of a person to serve as the entity's designee. However, if the voting members determine by a simple majority vote of the voting membership that a particular designee is hindering the regional water planning efforts of the Region F WPG 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.

Section 4. Terms for Non-Voting Members

All non-voting members shall serve two-year terms.

ARTICLE VII. DESIGNATED ALTERNATES

Each voting member may 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 prior to the 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 IIX. OFFICERS

Section 1. Officers, Restrictions, and Terms of Office

Voting members of the Region F WPG 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. 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 by-laws.

Section 2. Selection

Officers shall be selected at the first regular meeting of each calendar year. Nominations shall be made from the floor by voting members. The voting members shall select officers from among the nominees.

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 by-laws, or for repeated failure to carry out the duties of the office, by agreement of a simple majority vote 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 controvert the 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 vote. 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 at the next regularly scheduled meeting of the Region F WPG. Nominations shall be made from the floor by voting members. The voting members shall select a replacement officer from among the nominees by agreement of a simple majority vote 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.

(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 Region F WPG elects a new Chair under Section 4 of this Article. The Vice Chair shall perform other duties as assigned by the Chair, or these by-laws.

(c) Secretary. The Secretary shall insure that the Political Subdivision maintains the minutes and takes attendance of the Region F WPG meetings and that all notices are properly posted as provided in the by-laws, 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 by-laws. If 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 voting members from the Region F WPG members, and shall include 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 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 by-laws. The voting members of the Region F WPG may delegate any administrative decisions to the Executive Committee unless provided otherwise in these by-laws.

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

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 Region F WPG 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 Region F WPG 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.

Section 2. Regular Meetings

Meetings of the Region F RWPG shall be held as scheduled by the Region F WPG. The Political Subdivision shall insure that an advance notice and an agenda for regular meetings will be provided to the full membership of the Region F WPG at least seven 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 Region F WPG may call special meetings of the Region F WPG. The Political Subdivision shall insure that advance notice and an agenda for the called meeting is provided to the full membership of the Region F WPG 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 the meeting, as deemed appropriate by the Chair.

Section 4. Agenda

The Political Subdivision of the Region F WPG 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 Region F WPG.

Section 5. Quorum

A quorum of the Region F WPG shall be a simple majority of the voting members excluding vacancies. Designated Alternates, as qualified under Article VII, may count toward a quorum. A quorum shall be necessary to conduct any business of the Region F WPG. The total number of voting members shall be established by resolution of the Region F WPG as set forth in Article III.

Section 6. Applicability of Robert's Rules of Order

Except as otherwise provided in these by-laws, meetings of the Region F WPG 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 Region F WPG.

Section 7. Public Hearings/Meetings Required By Law

The Region F WPG shall post notice and conduct public hearings and public meetings that are specifically required by statute and/or TWDB rule. 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 Political Subdivision shall insure that written minutes of all meetings of the Region F WPG are prepared.
- (b) The Political Subdivision 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 seven calendar days prior to the next regular meeting of the Region F WPG.

ARTICLE X. MAKING DECISIONS

Section 1. Applicability; No Written Proxies

- (a) Unless the method for making a particular decision is set forth in these by-laws, the Region F WPG, 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 Region F WPG.

Section 2. Decision-Making Process

- (a) Use of Consensus. The Region F 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 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 a motion to put the issue to a vote to be conclusively decided by agreement of a simple majority of the voting members present unless otherwise provided herein.

Section 3. Final Adoption of Regional Water Plan; Amendments

The voting members of the Region F WPG shall adopt the final regional water plan for the Region F WPA, and any amendments, 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 Region F WPG, 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 as representative of the Region F WPG; minutes; agendas; notices; contracts, subcontracts, annual financial statements, and any and all financial records and supporting information; by-laws; 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 Region F WPG for a period of at least five years.

Section 2. Inspection and Copying

Records of the Region F WPG 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 Region F WPG for inspection and copying of its own public records.

Section 3. Available 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 Region F WPA, in accordance with state law.

ARTICLE XII. COMMITTEES

Section 1. Establishment

The Region F WPG may, by resolution, establish committees and subgroups to assist and advise the Region F WPG in the development of the regional water management plan. The committee or subgroup may be formed to address specific issues assigned by the Region F WPG and may have a specified term of membership.

Section 2. The Purpose of Each Committee and Subgroup, Membership

Membership and officers shall be determined by the Region F WPG and follow the guidelines of state law and these by-laws.

ARTICLE XIII. COMPENSATION

Members of the Region F WPG are not to be compensated for their expenses.

ARTICLE XIV. COST ALLOCATION

The voting members of the Region F WPG shall develop and approve an equitable method or formula for the allocation of administrative costs associated with regional water planning.

ARTICLE XV. CONTRACTUAL SERVICES

The voting members of the Region F WPG shall make all decisions related to final approval of persons or entities selected by an eligible applicant to provide contractual services for the Region F WPG, including all services related to preparation, development, or revisions of the regional water plan for the Region F WPA. 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 contract 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

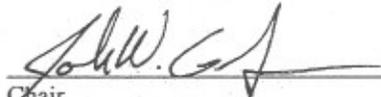
These by-laws shall have full force and effect upon approval and adoption by the voting members of the Region F WPG, acting on behalf of the interests comprising the Region F WPA, and upon submission to the TWDB in compliance with 31 TAC §357.4. The voting members shall adopt these by-laws and any amendments thereto by agreement of two-thirds of the voting membership.

ARTICLE XVII. RESOLUTION ADOPTING BYLAWS

WHEREAS, the set of by-laws presented to the Region F WPG this date are suitable for the purpose and their adoption is in the best interests of the Region F WPG; it is, therefore,

RESOLVED, that the members of the Region F WPG this 4th day of June 2001, approve and adopt the by-laws presented to this meeting of members as the by-laws of the Region F WPG; and it is

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



Chair
Region F Water Planning Group



Secretary
Region F Water Planning Group