

# **HAYS TRINITY GROUNDWATER CONSERVATION DISTRICT**

## **DISTRICT BYLAWS Amended 11/18/2013**

### **SECTION 1. DISTRICT CREATION, PURPOSE & POWERS**

#### **1.1 District Creation and Purpose.**

The Hays Trinity Groundwater Conservation District (District) was created under the authority of Section 59, Article XVI, of the Texas Constitution in accordance with Chapter 36 of the Texas Water Code by Acts of the 76<sup>th</sup> Legislature in 1999, codified as Chapter 8843, Special District Local Laws Code. (“the District Act”), as a governmental agency and a body politic and corporate. The District’s boundaries are coextensive with the boundaries of Hays County except those portions located inside the boundaries of the Edwards Aquifer Authority and the Barton Springs-Edwards Aquifer Conservation District.

#### **1.2 Powers of the District.**

Except as otherwise specified by the District Act, the District has all of the rights, powers, privileges, authority, functions, and duties provided by the general laws of this state, including Chapter 36 of the Texas Water Code, applicable to groundwater conservation districts created under Section 59, Article XVI, of the Texas Constitution.

### **SECTION 2. THE BOARD**

#### **2.1 Purpose of the Board.**

The Board sets policy and makes the final decision on all matters not delegated to the General Manager. Board policy is designed to provide for the conservation, preservation, protection, recharging, and prevention of waste of District groundwater, as well as to exercise the rights, powers, and duties of the District in a manner that will effectively and expeditiously accomplish the purposes of the Act creating the District, Chapter 36 of the Texas Water Code, and Section 59, Article XVI, of the Texas Constitution. The Board’s responsibilities include, but are not limited to, the adoption and enforcement of reasonable rules, policies, permits, orders, and a management plan.

#### **2.2 Board of Directors.**

- (a) The District is governed by the Board, which is comprised of five elected Directors. A person who is duly elected and qualifies to serve as a Director on the Board is entitled to participate in all votes relating to the business of the District as soon as the Director takes the oath of office.
- (b) As set forth under the District Act, Directors serving on the District’s Board serve staggered four-year terms. The Directors comprising the Board are elected in accordance with the provisions of the District Act.

- (c) A Director serves on the Board until their successor has qualified for the Directorship under Subsection (a) of this Section. If there is a vacancy on the Board, the Hays County Commissioners Court shall appoint an interim Director to serve the remainder of the term as provided by the District Act.
- (d) At the first board meeting following an election, the Board shall select one of its Directors to serve as President to preside over Board meetings and proceedings, one to serve as Vice-President to preside in the absence of the President, and another to serve as Secretary/Treasurer to keep a true and complete account of all meetings and proceedings of the Board. The officer's duties may be prescribed by the Board in these Bylaws, the District Rules, duly adopted resolutions or motions made in open meetings of the Board.
  - 1. The President is the chief executive officer of the District, presides at all meetings of the Board, and shall execute all documents on behalf of the District. The Vice-President shall act as President in case of the absence or disability of the President, except as set forth in Subsection (e) of this Section. The Secretary is responsible for seeing that all records and books of the District are properly kept and shall attest the President's signature on all documents. The Treasurer ensures all financial policies of the District are followed.
  - 2. The Board may appoint other Directors, the General Manager, or any employee as an assistant or Assistant Secretary to assist the Secretary, and any such person shall be entitled to certify as to the authenticity of any record of the District, including but not limited to all proceedings relating to bonds, contracts, or indebtedness of the District.
- (e) In the event an officer of the Board vacates their position, resigns, becomes unable to serve as an officer or is removed from office, the Board shall select another Director to serve the remainder of the unexpired term of such officer. If the Board selects a Director who holds another office at the time of the vacancy to fill the unexpired term, the Board shall select another Director to serve the remainder of the unexpired term of such second officer.
- (f) An officer may be removed by majority vote of the Board for any cause and at any regular or special meeting of the Board. The Board may vote on the replacement officer at the same meeting following the vote to remove. The Board agenda must specify that the Board will consider and take action on removal and replacement of one or more officers of the Board. Removal as an officer has no effect on that person's position as a Director.

### **2.3 Notice of Election or Appointment, Sworn Statement, Oath of Office, and Bond.**

- (a) Within 30 days after the election or appointment of any Director, the District shall notify the Executive Director of the Texas Commission on Environmental Quality of the name and mailing address of the Director chosen and the date the Director's term of office expires.

- (b) As soon as practicable after a Director is elected or appointed, that Director shall make the sworn statement prescribed for public officers in Section 1, Article XVI, of the Texas Constitution. As soon as practicable after a Director has made the sworn statement, and before beginning to perform the duties of office, that Director shall take the oath of office prescribed for public officers in Section 1, Article XVI, of the Texas Constitution.
- (c) Before beginning to perform the duties of office, each Director shall execute a bond for \$10,000 payable to the District and conditioned on the faithful performance of that Director's duties. All bonds of the Directors shall be approved by the Board and paid for by the District.
- (d) The sworn statement, oath, and bond shall be filed with the District and retained in its records. A duplicate of the original oath shall also be filed with the Texas Secretary of State within 10 days after its execution, but need not be filed before the new Director begins to perform the duties of office.

#### **2.4 Reimbursement.**

- (a) Each Director is also entitled to receive reimbursement of actual expenses reasonably and necessarily incurred while engaging in activities on behalf of the District.
- (b) Any District official desiring reimbursement for expenditures shall present a verified statement thereof to the District, together with all supporting receipts and invoices. These expenses shall be submitted to the District staff, and a check for payment of same shall be issued.

#### **2.5 Policies.**

- (a) Subject to the laws governing the District, the Board shall adopt the following in writing:
  - 1. a code of ethics for Directors as well as other District officers, employees, or any other persons engaged in the handling of investments for the District;
  - 2. a policy relating to travel expenditures and other reimbursable expenses;
  - 3. a policy relating to District investments which ensures that:
    - a. purchases and sales of investments are initiated by authorized individuals, conform to investment objectives and regulations, and are properly documented and approved; and
    - b. periodic review is made of District investments to evaluate investment performance and security;
  - 4. policies and procedures for the selection, monitoring, reviewing, and evaluation of professional services contracted for or otherwise utilized by the District; and
  - 5. policies that ensure a better use of management information, including:

- a. budgets for use in planning and controlling costs;
- b. an audit or finance committee of the Board; and
- c. uniform reporting requirements that use “Audits of State and Local Governmental Units” as a guide on audit working papers and that uses “Governmental Accounting and Financial Reporting Standards.”

## **2.6 Meetings.**

- (a) The Board may hold a regular meeting each month as the Board may establish from time to time by resolution. At the request of the President, or by written request of at least two members, the Board may hold special meetings. All Board meetings shall be held in accordance with the Texas Open Meetings Act. To the extent necessary for orderly conduct of proceedings, the guidelines of “Parliamentary Procedure at a Glance,” New Edition, by O. Garfield Jones, 1971 revised edition, or as amended, may be followed.
- (b) From time to time a Board Meeting may serve as a Public Hearing to address specific matters such rule changes and other matters where a Public Hearing is legally required.
- (c) From time to time and as may be necessary, the Board may hold work sessions to discuss and evaluate issues in such detail as to require open and free discussion not normally possible in regular Board meetings. During work sessions of the Board, no public comment will be heard, unless specifically requested by a Director and recognized by the Board President or Presiding Officer. Public comment may be made at the time the item(s) is up for discussion at a regular Board Meeting. Public comments of a general nature may be made under a separate public comment item listed on the agenda. Specific comments on any posted agenda item may be made following recognition of the speaker by the Presiding Officer. Public comments will be accepted only after the person wishing to speak has submitted a public comment card. A speaker may sign up to speak for any posted item and may speak for up to three (3) minutes. Speakers may only address the item for which they signed up. Speakers are not allowed to pass time to other speakers. The Presiding Officer may limit repetitive comments or comments that are cumulative of comments already received by the Board
- (d) At any Board Meeting, the Presiding Officer may convene an Executive Session for purposes authorized by Subchapter “D” of the Open Meetings Act. Before conducting the Executive Session, the Presiding Officer shall announce that an Executive Session is being convened and that it is closed to the public, and shall identify the section or sections of the Open Meeting Act under which the closed meeting shall be held. No Final action shall be taken in an Executive Session.
- (e) A majority of the membership of the Board constitutes a quorum for any meeting, and a concurrence of a majority of the entire membership of the Board is sufficient for transacting any business of the District.

- (f) Notice of meetings of the Board shall be given as set forth in the Open Meetings Act, Chapter 551, Texas Government Code.
- (g) Should weather conditions or other unforeseen circumstance prevent attendance by a quorum of the Board, the meeting will be canceled and reposted for a later date, not sooner than seventy-two (72) hours after the canceled meeting unless posted as an emergency in compliance with State Law. The District will make reasonable effort to notify the public in advance of a canceled meeting.

#### Committees.

The President may establish advisory committees for formulation of policy recommendations to the Board or for such other purposes as the President may designate. The President shall appoint the committee chairman. The President may take under advisement Director's recommendations for committee members.

- (a) Members of the various committees may be made up entirely of Directors, entirely of members of the general public, or any combination thereof. A Committee will be made up of residents of the District as much as is feasible. Membership may include individuals residing outside the District when it would be in the best interest of the committee's work efforts and the District. Membership is voluntary and committee members serve without compensation.
- (b) Members of committees will be selected from persons recommended to the Board by Directors.
- (c) Committee size will be limited to a number that may reasonably address an issue and will be determined by the Board.
- (d) Members of committees who miss three or more consecutive committee meetings may, at the request of the committee chair, be replaced by the President

### **2.8 Ex Parte Communications.**

A Board member may not communicate ex parte with other members of the Board if such communication would violate state law.

## **SECTION 3. DISTRICT STAFF**

### **3.1 General Manager.**

- (a) The Board may employ or contract with a person to perform those services as General Manager for the District as the Board may from time to time specify. The General Manager shall have full authority to manage and operate the affairs of the District, subject only to orders of the Board.
- (b) The Board may delegate to the General Manager the authority to employ all persons necessary for the proper handling of the business and operations of the District and to determine the compensation to be paid all employees other than the General Manager.

- (c) At least annually, the Board shall determine the compensation to be paid to the General Manager and review the actions and performance of the General Manager to determine how the General Manager has fulfilled their responsibilities and whether additional responsibilities should be delegated.
- (d) In the absence of a General Manager, the President shall exercise all of the duties delegated to the General Manager under the Rules of the District.

### **3.2 Delegation of Authority.**

The General Manager may delegate administrative duties as may be necessary to effectively and expeditiously accomplish those duties, provided, however, that no such delegation shall ever relieve the General Manager of responsibilities that are ultimately the General Manager's under the Act, Rules, or Board Orders.

## **SECTION 4. MANAGEMENT OF DISTRICT**

### **4.1 Management of District.**

- (a) The Board shall be responsible for the management of all the affairs of the District. The District shall employ or contract with all persons, firms, partnerships, corporations, or other entities, public or private, deemed necessary by the Board for the conduct of the affairs of the District, including, but not limited to, engineers, attorneys, financial advisors, operators, bookkeepers, tax assessors and collectors, auditors, and administrative staff.
- (b) The Board shall set the compensation and terms for consultants.
- (c) In selecting attorneys, engineers, auditors, financial advisors, or other professional consultants, the District shall follow the procedures provided in the Professional Services Procurement Act, Subchapter A, Chapter 2254, Texas Government Code.
- (d) The Board shall require any officer, employee, or consultant who collects, pays, or handles any funds of the District to furnish good and sufficient bond, payable to the District, in an amount determined by the Board to be sufficient to safeguard the District. The bond shall be conditioned on the faithful performance of that person's duties and on accounting for all funds and property of the District. Such a bond shall be signed or endorsed by a surety company authorized to do business in the State of Texas.
- (e) The Board may pay a premium on surety bonds required of officials, employees, or consultants of the District out of any available funds of the District, including proceeds from the sale of bonds.
- (f) The Board may adopt Bylaws to govern the affairs of the District to perform its purposes, and amend them from time to time. The Board may, by resolution, authorize the General Manager or other employee to execute documents on behalf of the District.

- (g) The Board shall also have the right to purchase all materials, supplies, equipment, vehicles, and machinery needed by the District to conduct its affairs.

#### **4.2 Annual Report.**

- (a) At fiscal year end the President or General Manager shall report to the Board on the status of the District and its programs. The report shall include, if applicable, the following:
  1. the status of the Aquifer and the District's programs to protect and conserve the Aquifer;
  2. a financial report, including a report from the Board's audit committee, and a report on the performance and security of District investments;
  3. a review and evaluation of professional services rendered to the District during the year;
  4. a report on the status of any capital projects of the Districts; and
  5. an evaluation of the District's performance in light of long range plans developed pursuant to Section 36.1071 of the Texas Water Code.

The Board shall act to accept the Report. After Board acceptance the Annual Report may be sent to Texas Commission for Environmental Quality and published on the District's website.

#### **4.3 Fiscal Year.**

The District's fiscal year shall begin on the first day of January.

#### **4.4 Budget.**

Prior to the commencement of the fiscal year, the Board shall adopt an annual Budget. From time to time the Board may amend the Budget at a Public Hearing.

### **SECTION 5. DISTRICT**

#### **5.1 District Address.**

The District's mailing address and office address may be changed from time to time by resolution of the Board.

#### **5.2 Minutes and Records of the District.**

- (a) The Board shall keep a complete account of all its meetings and proceedings and shall preserve its minutes, contracts, records, notices, accounts, receipts, and other records in a safe place.
- (b) The records of the District are the property of the District and are subject to Chapter 552, Government Code.

- (c) The preservation, storage, destruction, or other disposition of the records of the District is subject to the requirements of Chapter 201, Local Government Code, and rules adopted thereunder.
- (d) All documents, reports, records, and minutes of the District shall be available for public inspection and copying in accordance with the Public Information Act.

**5.3 Certified Copies.**

Requests for certified copies must be made on the “Open Records Request”. Certified copies shall be made under the direction of the General Manager and shall be affixed with the seal of the District. Persons who are furnished certified copies may be assessed a certification charge, in addition to the copying charge, pursuant to policies established by the General Manager.

**5.4 Office Hours.**

The regular office hours of the District shall be determined by the General Manager or the Board. From time to time, circumstances may require the General Manager to modify these hours on a temporary basis. Operating hours, both regular and temporary, shall be posted on or near the front door to the District office.

**5.5 Official Seal.**

By resolution, the Board may adopt an official seal for the District to be used on permits and other official documents of the District.