

# UPPER TRINITY GROUNDWATER CONSERVATION DISTRICT BYLAWS

Adopted, as Amended, and Effective August 15, 2016

## SECTION 1. DISTRICT CREATION AND PURPOSE

### 1.1 Creation and Purpose

The Upper Trinity Groundwater Conservation District (the “District”) was created by the 80<sup>th</sup> Texas Legislature under the authority of Section 59, Article XVI, of the Texas Constitution, and in accordance with Chapter 36 of the Texas Water Code (“Water Code”), by the Act of May 25, 2007, 80<sup>th</sup> Leg., R.S., ch. 1343, 2007 Tex. Gen. Laws 4583, as amended, codified at TEX. SPEC. DIST. LOC. LAWS CODE ANN. ch. 8830 (“the District Act”).

The District is a governmental agency and a body politic and corporate. The District was created to serve a public use and benefit, and is essential to accomplish the objectives set forth in Section 59, Article XVI, of the Texas Constitution. The District’s boundaries are coextensive with the boundaries of Montague, Wise, Parker, and Hood Counties, Texas, and all lands and other property within these boundaries will benefit from the works and projects that will be accomplished by the District.

The creation of the District was confirmed by the citizens of Montague, Wise, Parker, and Hood Counties, Texas, on November 6, 2007, in an election called for that purpose. The election was properly called, noticed, conducted, and canvassed in accordance with all applicable laws.

The mission statement for the District, as previously adopted by its Board of Directors, is as follows:

The Mission of the Upper Trinity Groundwater Conservation District is to develop rules to provide protection to existing wells, prevent waste, promote conservation, provide a framework that will allow availability and accessibility of groundwater for future generations, protect the quality of the groundwater in the recharge zone of the aquifer, ensure that the residents of Montague, Wise, Parker, and Hood Counties maintain local control over their groundwater, respect and protect the property rights of landowners in groundwater, and operate the District in a fair and equitable manner for all residents of the District.

## SECTION 2. BOARD OF DIRECTORS

### 2.1 Composition and Appointment

The District is governed by a Board of Directors, which is comprised of eight appointed Directors, two from each of the four counties comprising the District. Director

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appointments shall be made by the commissioners courts of each of the four counties in the manner set forth in the District Act. To be eligible to serve as a Director, a person must be a registered voter in the appointing county. A Director may serve multiple consecutive terms.

### **2.2 Terms of Office; Director Vacancies; Notification**

Permanent Directors shall serve staggered four-year terms, with the term of one director from each of the four counties expiring on June 1 of each odd-numbered year. Should a vacancy occur on the Board for any reason, the Board shall appoint a replacement from the county with the vacant position to fill the remainder of the unexpired term. Within thirty (30) days after any election or appointment of a Director, the District shall notify the Executive Director of the Texas Commission on Environmental Quality in accordance with Section 36.054(e), Water Code. A Director shall serve until the Director's successor has qualified.

### **2.3 Sworn Statement; Bond; Oath of Office**

As soon as practicable after a Director is appointed, the Director shall make the sworn statement prescribed by the Texas Constitution, take the oath of office, and execute a bond, as required by Section 36.055, Water Code. The District shall file the sworn statement, oath, and bond as prescribed in Section 36.055(d).

### **2.4 Officers**

Each odd-numbered year at its regular July meeting, or at its next regular meeting if there is no July meeting, the Board shall meet and elect three Directors to serve as officers, whose titles shall be President, Vice-President, and Secretary/Treasurer. Officers shall be elected for terms of two years. Officers may serve multiple consecutive terms.

The President shall preside at all Board meetings, execute all documents on behalf of the District, and perform other duties prescribed by the Board.

The Vice-President shall act as the President in case of the absence or disability of the President, and perform other duties prescribed by the Board.

The Secretary/Treasurer shall be responsible for seeing that all records and books of the District are properly kept, according to the requirements of Sections 36.054(c) and 36.065, Water Code, shall attest the President's signature on all documents, and shall perform other duties prescribed by the Board.

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The Board may appoint other Directors, the General Manager, or any employee as an Assistant Secretary to assist the Secretary/Treasurer, 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.

The Board shall fill vacant officer positions as needed to serve the remainder of the unexpired term of such vacant 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.

### **2.5 Indemnification of Directors and Employees**

The District may purchase and maintain insurance or bonding on behalf of any person who is a Director or employee of the District in any capacity or arising out of his status as such.

Each Director and employee is indemnified by the District against any liability imposed upon the Director or employee and for any expense reasonably incurred by the Director or employee in connection with any claim made against the Director or employee, or any action, suit or proceeding to which the Director or employee may be a party by reason of his being, or having been, a Director or employee, and against such sums as counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding; provided, however, that no Director or employee shall be indemnified with respect to actual damages arising out of a cause of action for a willful act or omission, an act or omission constituting gross negligence or official misconduct, or with respect to matters for which such indemnification would be unlawful or against public policy. Any right of indemnification granted by this section is in addition to and not in lieu of any other such right for which any Director or employee of the District may at any time be entitled under the laws of the State of Texas; and if any indemnification that would otherwise be granted by this section is disallowed by any competent court or administrative body as illegal or against public policy, then any Director or employee with respect to whom such adjudication was made, and any other Director or employee, shall be indemnified to the fullest extent permitted by law or public policy, it being the express intent of the District to indemnify its Directors and employees to the fullest extent possible in conformity with these Bylaws, all applicable laws and public policy. The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of each Director and employee of the District.

### **2.6 Conflicts of Interest**

Directors shall, pursuant to the provisions of Chapters 171 and 176, Local Government Code, and the current District Code of Ethics, disclose any conflict of interest with matters pending before the Board, execute and file the appropriate disclosure affidavits and statements, and refrain from participation in any discussion or decision relating to such matters. A Director shall not attend a closed meeting or portion of a closed meeting of the Board under Chapter 551, Government Code, where the Board is discussing a matter on which the Director has a conflict of interest under Chapters 171 or 176, Government Code.

## **2.7 Open Meetings and Public Information Training**

Directors shall comply with the requirements for open meetings and public information training as provided by Sections 551.005 and 552.012, Government Code.

## **2.8 Fees of Office and Reimbursement of Expenses**

Directors may not receive fees of office or other compensation for performing the duties of director. However, a director is entitled to reimbursement of actual expenses reasonably and necessarily incurred while engaging in activities on behalf of the District.

## **SECTION 3. BOARD MEETINGS**

### **3.1 Regular and Special Meetings of the Board**

The Board shall schedule and hold a regular monthly meeting as the Board may establish from time to time. At the request of the President, presiding officer, or General Manager, the Board shall hold special meetings. All Board meetings shall be held in accordance with the Open Meetings Act, Chapter 551, Texas Government Code.

The President shall be responsible for establishing the notice and agenda items for each Board meeting, and shall coordinate with the General Manager regarding preparation of the notice and agenda and its posting and/or publication. Any Director or the General Manager may request that the President include an item on an upcoming meeting agenda for consideration by the Board, which the President may include at his discretion. Each regular Board meeting agenda shall include an agenda item for "New Business," at which a Director or the General Manager may request the inclusion of an agenda item to be considered at a future regular or special Board meeting or hearing, as applicable under the law and rules of the District. If an item is not placed on an agenda after a request has been made, a Director may make a motion for the inclusion of such an agenda item. If the motion prevails by a majority of the Board (see Section 3.3), the President and General Manager shall include the agenda item in a manner consistent with the prevailing motion.

The Board may provide members of the public an opportunity to speak and may place reasonable limitations on such public comment, including time limitations, prohibiting unduly repetitious comments or improper conduct, and requiring persons wishing to provide comment to complete an information card. A registration form may be provided for this purpose. At the discretion of the President or presiding officer, the Board may seek public comment or ask questions of any person in attendance. Public comment at permit application hearings and rulemaking hearings shall be as provided in the District Rules.

To the extent necessary for orderly conduct of meetings at the discretion of the President, the guidelines of "Parliamentary Procedure at a Glance," New Edition, by O. Garfield Jones, 1971 revised edition, or as amended, may be followed, insofar as such procedures do not conflict with the District Rules, orders or resolutions of the District, or state law.

### **3.2 Work Sessions**

From time to time, a regular or special Board meeting, or portion thereof, may be designated as a Work Session for the Board and its employees to discuss and evaluate issues that may require lengthy presentations not generally possible during a regular Board meeting. Work Sessions are primarily for the benefit of the Board and employees, although

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they will be open to the public. During work sessions of the Board, no public comment will be heard, unless specifically requested by a Director and recognized by the President. Public comment may be made at the time the item is set for discussion at a regular Board Meeting.

### **3.3 Quorum**

A quorum of the Board must be present to conduct District business. A quorum exists when five or more Directors are present. A concurrence of a majority of the entire Board is required for transacting any business of the District. No motion may prevail unless at least five directors vote in agreement.

## **SECTION 4. COMMITTEES**

### **4.1 Committees**

The President may establish and appoint Directors and/or other persons for advisory committees for formulation of recommendations to the Board or for such other purposes as the President may designate. The President shall establish an audit or finance committee comprised only of Directors. The President shall select a person to serve as Chair of each committee. Each member of a committee shall have a single vote on any issue before the committee. Written proxy votes shall not be allowed. A meeting of a committee where less than a quorum of the Board is present is not subject to the provisions of the Open Meetings Act.

Committee members serve at the pleasure of the President. Committee membership is voluntary and without compensation or reimbursement, except for reimbursement of expenses of Directors as set forth under Section 2.8.

## **SECTION 5. EMPLOYEES**

### **5.1 General Manager and Employees**

The Board may employ or contract with a person to perform such services as General Manager for the District and set the General Manager's salary. A Director may not be employed as General Manager of the District. 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 the General Manager's responsibilities and whether additional responsibilities should be delegated to the General Manager.

### **5.2 Delegation of Authority**

The General Manager shall be the chief administrative officer of the District and shall have full authority to manage and operate the affairs of the District, subject only to the direction given by the Board through policies, resolutions, and orders adopted by it. The General Manager may employ all persons necessary for the proper handling of the business and operations of the District and determine the compensation to be paid all employees other than the General Manager, subject to the constraints of the annual budget approved by the Board. The General Manager may delegate the General Manager's duties to an Assistant General Manager or other employee as may be necessary to effectively and expeditiously accomplish the General Manager's duties, provided, however, that no such delegation shall

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ever relieve the General Manager of the responsibilities which are ultimately the General Manager's under the District Act, District Rules, District Bylaws, or Board orders. In the absence of a General Manager, the President shall exercise all of the duties delegated to the General Manager.

### **SECTION 6. DISTRICT ADMINISTRATION**

#### **6.1 District Address**

The District's mailing address is Post Office Box 1749, Springtown, Texas 76082. The physical address is 1250 East Highway 199, Springtown, Texas. Such addresses may be changed by resolution of the Board.

#### **6.2 Minutes and Records of the District**

All documents, reports, records, taped recordings, and minutes of the District shall be available for public inspection in accordance with the Texas Public Information Act, Chapter 552, Texas Government Code. The preservation, storage, destruction, or other disposition of the District's records is subject to Chapter 201, Texas Government Code.

#### **6.3 Office Hours**

The regular office hours of the District shall be determined and posted for Monday through Friday, except for District holidays. 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. Permanent changes in the District's regular office hours may be approved by the Board from time to time as needed or as may be appropriate.

#### **6.4 Official Seal**

The Board, by resolution, may adopt an official seal for the District to be used on official documents of the District.

### **SECTION 7. FINANCIAL**

#### **7.1 Contracts, Instruments, and Documents:**

The Board may authorize the President or the General Manager to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the District. All contracts shall be executed by either the President or the General Manager, attested by the Board Secretary/Treasurer, and, if deemed necessary by the Board or General Manager, approved by the District's legal counsel.

## **7.2 Loans**

No loans shall be contracted on behalf of the District and no evidence of indebtedness shall be issued in its name unless authorized by the Board, executed by the President, and attested to by the Board Secretary/Treasurer.

## **7.3 Expenditures and Purchasing**

The District's money may be disbursed only by check, draft, order, or other instrument, which shall be signed as provided in accordance with this section. A disbursement in an amount less than \$1,000 may be signed solely by the General Manager or Board President if the expenditure is within the current budget or otherwise expressly approved by the Board. A disbursement in any amount may, and a disbursement in an amount of \$1000 or more shall, be signed by at least two of the following: the President, Vice-President, Secretary/Treasurer, General Manager, or a Director who has been appointed as an Assistant Secretary. The General Manager may disburse District funds by federal reserve wire system only to accounts held in the name of the District if such transfers do not violate the provisions of any law or of the District's Investment Policy.

Expenditures of District funds to acquire goods or services valued at greater than \$5000 require approval by the Board in advance. Expenditures of less than \$5000.00 may be made by the President or General Manager without prior Board approval if the expenditure falls within the existing budget. If the General Manager determines that an expenditure must be made that is greater than \$5000 because it is either an emergency acquisition or because the regular monthly meeting of the Board was cancelled and the expenditure is within the existing budget and must be made in order to be timely, the General Manager shall obtain verbal approval from the President. The transaction shall be presented to the Board for approval and validation at its next meeting.

No expenditures shall be made that are not authorized by the budget. This requirement shall not, however, prevent the Board from amending the budget at the same time that it authorizes an expenditure, provided that funds are available from other budget categories or that reserve funds are available.

Construction contracts and contracts for the acquisition of materials and machinery requiring the expenditure of \$25,000 or more may be competitively bid, or as provided by law.

## **7.4 Depositories**

The Board shall name one or more banks to serve as depository for district funds and shall deposit such funds in accordance with Section 36.155, Water Code.

## **7.5 Investments**

Funds of the District may be invested and reinvested in accordance with the provisions of the Public Funds Investment Act, Chapter 2256, Government Code, and in accordance with the investment policy of the District.

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### **7.6 Annual Audit**

The Board at the end of each fiscal year shall have prepared an audit of its affairs by an independent certified public accountant, who shall have no personal interest directly or indirectly in the fiscal affairs of the District and shall be experienced and qualified in the accounting and auditing of public bodies. This audit shall be open to public inspection. The audit shall be performed in accordance with generally accepted auditing standards and shall satisfy all requirements imposed by Chapter 36, Texas Water Code. The District's auditors may undertake consulting services for the District in addition to their duties in connection with the annual audit.

### **7.7 Budget**

Prior to the commencement of each fiscal year, the Board shall adopt an annual budget in accordance with Section 36.154, Water Code.

### **7.8 Taxes Prohibited; Assessment of Fees; Use of Revenue**

The District may not impose a tax. The Board shall annually set groundwater production fees and other fees in accordance with the District Act and the Water Code. The District may use revenues generated from fees for any lawful purpose.

### **7.9 Fiscal Year**

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

### **7.10 Bond Requirement**

The Board shall require any Director, employee, or consultant who collects, pays, or handles any funds of the district to furnish good and sufficient bond as provided under Section 36.057(d), Water Code.

## **SECTION 8.0. BYLAWS**

The Board may amend or repeal in whole or in part these Bylaws.

### **BYLAWS ADOPTION/AMENDMENT DATES:**

- Adopted and effective December 17, 2007
- Resolution 14-001 amended and effective February 24, 2014
- Resolution 16-003 amended and effective August 15, 2016