

BRAZOS G

WATER PLANNING GROUP

BYLAWS

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ARTICLE I. ORGANIZATION

Article I. Section 1. Organization Name

The official name of this organization shall be the "Brazos G Regional Water Planning Group" (hereinafter "RWPG").

Article I. Section 2. Regional Water Planning Area Name

The official name of the regional water planning area designated as "Region G 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 "Brazos G Regional Water Planning Area" (hereinafter "RWPA").

Article I. Section 3. Establishment and Purpose

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

Article I. Section 4. Principal Administrative Office

The principal administrative office of the RWPG shall be the principal business offices of the Brazos River Authority ("BRA"). The administrative officer of the RWPG for purposes of the Texas Open Records Act shall be the General Manager of the Brazos River Authority. The Chair of the RWPG shall insure that the mailing address and physical address of the principal office and administrative officer are provided to all members of the RWPG and the Executive Administrator of the TWDB.

Article I. Section 5. Responsibilities

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

ARTICLE II. VOTING MEMBERSHIP

Article II. Section 1. Initial Composition

The initial voting members of the RWPG shall include the initial coordinating body appointed by the TWDB on February 19, 1998, plus the additional voting members appointed by the initial coordinating body to ensure adequate representation of the interests comprising the RWPA stated in Texas Water Code §16.053(c), if present, and other interests determined by the RWPG.

Article II. Section 2. Current Composition

The current voting membership of the RWPG shall include adequate representation of the interests comprising the RWPA stated in Texas Water Code §16.053(c), if present in the RWPA, and other interests determined by the RWPG. The voting membership of the RWPG may also include persons added or removed as provided under this Article and any 31 TAC §357.11(d) member selected for voting membership under Article IV. The voting membership of the RWPG shall not exceed 23 members.

Article II. Section 3. Terms of Office

Voting Members shall have no set term of office, but shall continue to serve until removed or replaced in accordance with the procedures set forth in these Bylaws.

Article II. Section 4. Conditions of Membership

In order to be eligible for voting membership on the RWPG, a person at the time of taking office must represent the interest for which a member is sought, be willing to participate in the regional water planning process, abide by these Bylaws, and shall not have a change in status during their term. A change in status is any new circumstance that arises during the term of a voting member, which renders the voting member ineligible to represent the interest category they were selected to represent. Circumstances giving rise to a change in status shall include, but not be limited to, a change in job title, job position, employment, occupation, or residency, to the extent such change relates to affects the interest category the member represents. For instance, a change in job title or employment may affect the voting member's ability to represent the interests of municipalities or water districts, while the same changes may not affect a voting member's ability to represent another interest, such as the public interest. Whether a change in status has occurred shall be determined by the RWPG Group in accordance with the process set forth in Article II Section 8. Therefore, in the event a voting member believes they may have experienced a change in status, Upon a change in status, the voting member shall within sixty (60) days of the change in status notify the Brazos G Chairperson in writing describing the change in status, and shall be subject to the process contemplated in Article II, Section 8~~(a)(3)~~. The office of a voting member of the RWPG is specific to the individual selected or appointed as a member of the RWPG and may not be transferred by that individual.

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Article II. Section 5. Selection of Voting Members

New voting members shall be selected pursuant to the process set out in Article III.

Article II. Section 6. Attendance

All voting members shall make a good faith effort to attend all RWPG regular and special meetings of the full group RWPG and hearings. Records of attendance shall be kept by the Secretary at all RWPG meetings and hearings and presented as part of the minutes. Voting members of the RWPG who have excessive absences shall be subject to removal from membership under Section 8(c) of this Article. A voting member shall be considered to have excessive absences if the member is absent from more than twenty five percent (25%) of the total of all RWPG regular and special meetings of the full group RWPG and hearings in a calendar year. Representation by a designated alternate pursuant in accordance with Article V ~~does~~ excuses a member's absence.

Article II. Section 7. Code of Conduct

- (a) Voting members and designated alternates of the RWPG shall ethically conduct the business of the RWPG and shall avoid any form or appearance of a conflict of interest, real or apparent.
- (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'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.
- (c) To the full extent permitted by law, the following shall apply:

Notwithstanding any other provisions of these Bylaws, the fact that a member of the Group is also an employee or public official of an entity which has some relationship, direct or indirect, with the RWPG (for example: a County Judge, Mayor, City Manager, Water District or River Authority member or employee), shall not disqualify such person from voting membership and full participation or be considered as giving rise to a conflict of interest on matters coming before the RWPG in which such public entity is also involved. These Bylaws recognize that such circumstances will probably arise in the very nature of the work and the legal structure of the RWPG and that it is appropriate to expressly recognize such facts.

Article II. Section 8. Removal of Voting Members

(a) Grounds for Removal of Voting Members. The following shall constitute grounds for removal of a voting member:

- (1) excessive absenteeism as defined under Section 6 of this Article determined by the RWPG;
- (2) inability to serve due to poor health;
- (3) change in status so that the member no longer represents the interest he or she was selected to represent unless waived by the RWPG by a two-thirds vote of the voting membership present;
- (4) failure to abide by the code of conduct provisions set forth under Section 7 of this Article;
- (5) falsifying documents; any other serious violation of these Bylaws as may be determined by the voting members; or
- (6) the voting member's designated alternate engages in any acts described in this subsection.

(b) The following shall automatically end the term of a voting member:

- (1) appointment of a successor by the voting members upon resignation of the voting member; or
- (2) death.

(c) 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 that events have occurred constituting a ground for removal under subsection (a) of this section shall report such information to the Chair. The Chair, upon discovering or receiving such information, shall contact that member to verify the events that have occurred or the acts that have been alleged. The member shall respond to the Chair within fifteen calendar days from the date of receipt of the Chair's request. The Chair may require any information or response to be in writing. ~~If the Chair believes that a ground for removal may exist~~ Upon the Chair receiving notice that a ground for removal may exist or if the member fails to provide a timely response to the Chair's request, then the Chair shall confer with the Executive Committee regarding the matter, and the Executive Committee may vote to place an item on the next subsequent agenda addressing the possible removal of the member. If the ~~Chair-Executive Committee~~ does not believe that a ground for removal exists and indicates that ~~he or she~~they will not place an item on the next agenda addressing the possible removal, then if five voting members request its inclusion on the agenda in writing, the Chair shall place an

item on the next subsequent meeting agenda addressing the possible removal of the member.

At the meeting, unless the member facing possible removal requests for discussion and debate to occur in open session, all discussion and debate with regard to the possible removal shall take place in an executive session, but the final vote on removal shall take place in an open meeting. During the executive session, the Chair shall lay out all of the correspondence and information that has been received related to the possible removal, and the member subject to the possible removal may present evidence refuting or verifying the information presented. The voting members may remove the member by a two-thirds vote of the voting membership present. The member subject to the removal action shall not participate in the removal vote, nor shall his or her membership count as part of the total voting membership for purposes of calculating a two-thirds vote. Removal of a voting member pursuant to this subsection shall become effective immediately, and such member shall no longer participate in the RWPG as a voting member.

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- (d) Voting members appointed by ground water management areas as provided in Texas Water Code Section 16.053(c) shall not be subject to the voting member removal procedure set forth in Subsection (c); however, if the voting members decide by a two-thirds vote of the voting membership present, that a particular appointed voting member is hindering the regional water planning efforts of the RWPG, the Chair shall make a written request within ten calendar days to the applicable ground water management area requesting the appointment of another person to serve as the ground water management area's appointee.

Article II. Section 9. Open Meetings Training

RWPG voting members, non-voting members, and designated alternates shall complete the Texas Attorney General's Open Meetings Act training and furnish the RWPG administrative agent with a completion certificate, which shall be kept on file with the RWPG. Voting members and non-voting members must complete the training and furnish a completion certificate within 90 days of assuming responsibilities as a RWPG member. Designated alternates shall complete the training and furnish a completion certificate prior to participating in any RWPG meeting.

ARTICLE III. SELECTION OF NEW VOTING MEMBERS

Article III. Section 1. Timing

~~Upon a vacancy of a voting member, t~~The RWPG shall begin the process of soliciting ~~ation for a new voting member from the public within 15 calendar days. New voting member nominations will be solicited from the public within forty-five calendar days~~ of an opening on the RWPG arising.

Article III. Section 2. Solicitation Requirements

Such solicitations shall identify the particular interest for which nominations are sought, state the conditions of membership, delineate the method for submitting nominations, and establish a deadline for submission of nominations.

Article III. Section 3. Submission of Nominations

Members of the RWPG may also submit nominations in the manner prescribed in the public solicitation.

Article III. Section 4. Executive Committee Responsibilities

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 an agreed upon 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.

~~Outgoing voting members who have not otherwise been removed shall be given the opportunity to fully participate in the selection process for their successors. No voting member shall participate in a vote in which he or she is a nominee.~~

Article III. Section 5. Vote Required

The voting members shall make a decision for a successor by a two-thirds vote of the voting membership present. If no decision can be reached, the voting members shall consider other nominations until a new member can be selected by a two-thirds vote of the voting membership present. The selection of a new member is effective immediately after the vote confirming his or her selection. Outgoing voting members who have not otherwise been removed shall be given the opportunity to fully participate in the selection process for their successors. No voting member shall participate in a vote in which he or

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she is a nominee. If any member is unable to participate in a vote under this section, an alternate for that member shall not participate in that vote. An alternate for a member shall not participate in any vote in which that alternate is a nominee.

Article III. Section 6. Additional Members

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 RWPG by generally utilizing the selection process set forth in this Article. If such a new member is added, the existing voting members shall determine by a two-thirds vote of the voting membership present, the exact applicability of the membership term provisions and restrictions to the new member at the time of the new member's selection.

Article III. Section 7. Membership Criteria

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.

Article III. Section 8. Principal Administrative Officer

This Article shall not apply to the voting member of the RWPG representing River Authorities, who shall be the General Manager of the Brazos River Authority.

Article III. Section 9. Appointed Voting Members

This Article shall not apply to the selection of voting members appointed by ground water management areas as provided in Texas Water Code Section 16.053(c). Such voting members shall be appointed by the ground water management area they represent in accordance with the statute.

ARTICLE IV. NON-VOTING MEMBERSHIP

Article IV. Section 1. Mandatory Members

- (a) The voting members of the RWPG shall add the non-voting members set forth in 31 TAC §357.11(e)(1) - (e)(5) 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 a two-thirds vote of the voting membership present, that a particular designee is hindering the regional water planning efforts of the RWPG, the Chair shall make a written request within ten calendar days to the entity requesting the designation of another person to serve as the entity's designee.

~~(b) The voting members of the RWPG shall add at least one non-voting member as set forth in 31 TAC §357.11(e)(1) - (e)(5), in a manner to be determined by the voting members of the RWPG.~~

~~Once selected, a 31 TAC §357.11(e)(1) - (e)(5) non-voting member shall have no term of office and shall serve until removed by the voting members by a two-thirds vote of the voting membership present. The selection or acceptance of a new non-voting member is effective immediately after the vote confirming his or her selection or acceptance.~~

~~(e)(b)~~ The voting members may at any time, including the time of initial selection of a 31 TAC §357.11(e)(1) - (e)(5) member, convert the membership of a 31 TAC §357.11(e)(1) - (e)(5) non-voting member into a voting membership by a two-thirds vote of the voting membership present. If selected to be a voting member, a 31 TAC §357.11(e)(1) - (e)(5) member shall have the rights, duties, terms, conditions, and other privileges and obligations of regular voting members. The members, excluding the 31 TAC §357.11(e)(1) - (e)(5) 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)(1) - (e)(5) member at the time of such conversion by a two-thirds vote of the voting membership present.

~~(e)(c)~~ The voting members, excluding the 31 TAC §357.11(e)(1) - (e)(5) member subject to the possible membership conversion, may at any time convert the membership of a 31 TAC §357.11(e)(1) - (e)(5) voting member into a non-voting membership by a two-thirds vote of the voting membership present, not including the voting membership of the 31 TAC §357.11(e)(1) - (e)(5) member subject to the possible membership conversion.

Article IV. Section 2. Discretionary Members

The voting members of the RWPG may add or remove as a non-voting member an entity set forth in 31 TAC §357.11(g) by a two-thirds vote of the voting membership present. If an entity is added, the Chair shall make a written request within ten calendar days to the entity requesting the designation of a person to serve as the entity's designee. Such designees shall have no terms of office and shall serve until replaced by the designating entity or until the entity is removed as a non-voting member.

However, if the voting members determine by a two-thirds vote of the voting membership present that a particular designee is hindering the regional water planning efforts of the RWPG and that the entity should remain as a non-voting member, the Chair shall make a written request within ten calendar days to the entity requesting the designation of another person to serve as the entity's designee.

Article IV. Section 3. Code of Conduct

II non-voting members shall comply with the code of conduct provisions under Article 2, Section 7 of these Bylaws.

ARTICLE V. DESIGNATED ALTERNATES

Alternate Designation. Voting and non-voting members may, but are not required to, designate an alternate to attend RWPG regular/special/committee meetings or hearings in place of the member in the event the member is unable to attend a meeting or hearing. If a member designates an alternate, the member shall notify the Chair (or committee Chair, as applicable) in writing that the member has designated an alternate and provide the designated alternate's name and address. Such designation must be made at least forty-eight hours prior to the first meeting or hearing the alternate will attend in place of the member. A member may only designate one alternate during any given calendar year, and once designated, that alternate will serve as the member's alternate for the remainder of that calendar year. An alternate must be redesignated each calendar year. If an alternate is unable to perform the duties of an alternate due to death or incapacitation, then the member may designate a replacement alternate for the remainder of the calendar year. A designated alternate may not represent more than one member per calendar year and a member cannot be represented by an alternate at more than two consecutive RWPG regular or special meetings. A designated alternate for a committee meeting does not count toward the two consecutive RWPG regular or special meetings limitation set forth herein.

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Alternate Attendance. An alternate may only attend in place of a member if 1) the alternate has been properly designated as set forth above, and 2) the member has notified the Chair (or committee Chair) no less than forty-eight hours prior to the meeting/hearing that the alternate will be attending in place of the member. ~~In the event a voting or non-voting member is unable to attend a RWPG regular/special meeting, or hearing, the member shall designate an alternate who is in the same interest group as the member to represent the member at the meeting/hearing and, at least forty-eight hours prior to the meeting/hearing, notify the Chair in writing of the designated alternate's name and address.~~ If the member fails to properly designate the alternate and/or provide such notice, the Chair may forbid the participation of the designated alternate at the meeting or hearing. ~~A designated alternate may not represent more than one member per calendar year and a member cannot be represented by an alternate at more than two consecutive RWPG regular or special meetings.~~

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~~If a voting or non-voting member is unable to attend a committee meeting, the member may, but is not required, to designate an alternate to represent the member at the committee meeting. If a member designates an alternate, the alternate shall be in the same interest group as the member and the member shall provide at least forty-eight hours written notice, including the alternate's name and address, to the Chair of the committee prior to the committee meeting or the Chair may forbid the participation of the designated alternate at the meeting. A designated alternate for a committee meeting does not count toward the two consecutive RWPG regular or special meetings limitation set forth herein.~~

Alternate Privileges. 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. Designated alternates shall complete the Texas Attorney General's Open Meetings Act training and furnish the RWPG administrative agent with a completion certificate prior to participating in a meeting or hearing.

ARTICLE VI. INDEMNIFICATION OF OFFICERS AND MEMBERS

No member or officer is liable to the RWPG or any third party for monetary damages for any act or omission in such member's or officer's capacity as such except to the extent otherwise provided by law of the State of Texas. To the fullest extent possible by applicable law, the RWPG shall indemnify and hold harmless any such member or officer who was, is or is threatened to be made a defendant or respondent in litigation or other proceedings because the person is or was a member, officer, or other person related to the RWPG.

Without limiting the foregoing, the RWPG shall indemnify any member, officer, or employee, or former member, officer, or employee of the RWPG, or any person who may have served at its request, against expenses actually and necessarily incurred by him or her, and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such a member, officer, or employee (whether or not a member, officer or employee at the time such costs or expenses are incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The RWPG may also reimburse any member, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the members not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the RWPG that such settlement be made and that such member, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such member, officer or employee may be entitled by law or under any Bylaw, RWPG resolution, agreement, or otherwise. Also, without limiting the foregoing, to the extent applicable the RWPG, its members and officers, shall have immunities identical to those provided by Chapter 84 of the Civil Practice and Remedies Code. In addition, the RWPG is authorized to obtain such insurance to cover liability of members, officers and others related to the RWPG as the RWPG may find to be available and practicable from time to time.

ARTICLE VII. OFFICERS

Article VII. Section 1. Officers, Restrictions, and Terms of Office

Voting members of the RWPG shall select from the voting membership a Chair, ~~and~~ Vice Chair, ~~to serve as officers of the RWPG. In addition to the Chair and Vice Chair, the ~~along with the~~ and Secretary/Treasurer, as defined ~~whom is the BRA General Manager as defined in Article VII. Section 5(c) of these bylaws, is also an officer of the RWPG. ~~to serve as officers.~~~~ Each ~~The Chair and Vice Chair officer~~ shall serve a term of two calendar years. 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 every other calendar year, with no restrictions on the number of consecutive terms an individual may serve as an officer.~~

Article VII. Section 2. Selection

Officers (Chair and Vice Chair) shall be selected at the first meeting of every other calendar year as of January 2003 as the last Agenda item of that meeting. Written notice of the meeting to select officers shall be provided by emailed to all members of the RWPG by the ~~current~~ Secretary/Treasurer thirty (30) 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 a two-thirds vote of the voting membership present. An officer selected at this meeting shall take office immediately after the vote confirming his or her selection.

Article VII. 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 II of these Bylaws, or for repeated failure to carry out the duties of the office, by a two-thirds vote of the voting membership 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/~~Treasurer~~. Such request shall include a copy of any documents or written information that the requesting members intend to present at the removal meeting. The Chair or Secretary/Treasurer 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 and shall include a copy of any documents or written information submitted by the requestors. At the meeting, unless the officer facing possible removal requests for discussion and debate to occur in open session, all discussion and debate with regard to the possible removal shall take place in an executive session, but the final vote on removal shall take place in an open meeting. During the executive session, the presiding officer shall lay out all of the correspondence and information that has been received related to the possible removal, and the officer subject to the possible removal may present evidence refuting or verifying the information presented. If the Chair is the subject of the possible removal action, the Vice Chair shall preside over the meeting during the agenda item concerning the Chair's removal. The officer subject to the removal action shall not participate in any way in the removal decision, nor shall his or her

membership count as part of the total membership for purposes of calculating a two-thirds vote. The notice of the meeting shall be posted in accordance with the Open Meetings Act and shall state that the issue of possibly removing the officer will be on the agenda. Any vacancy caused by the removal shall be filled as provided under Section 4 of this Article.

Article VII. Section 4. Vacancies of Officers

Whenever an officer vacancy exists, the RWPG shall solicit nominations for a successor at the next RWPG meeting, in the manner consistent with the posting requirements of the Texas Open Meetings Act. Nominations shall be made from the floor by voting members. The voting members shall select a replacement officer from among the nominees by a two-thirds vote of the voting membership present. The next highest ranking officer shall serve in the vacant position until a successor takes office, unless the office of the Secretary/Treasurer becomes vacant, in which case the ~~Chair shall appoint a willing voting member to serve as interim~~ General Manager/CEO of the Brazos River Authority shall serve as Secretary/Treasurer ~~until the successor to the Secretary/Treasurer 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.

Article VII. Section 5. Duties of Each Officer

- (a) Chair. The Chair shall be the executive officer of the RWPG and the Executive Committee. The Chair will preside at all meetings of the RWPG and the Executive Committee and perform all duties provided by these Bylaws. If the Chair is unable to carry out his/her duties, the Vice Chair shall assume the duties of the Chair.
- (b) Vice Chair. The Vice Chair shall assist the Chair in the discharge of his/her duties and, in the absence of the Chair, shall assume the Chair's full responsibilities and duties. In the event the Chair is unable to carry out his/her duties, the Vice Chair shall serve as Chair until the RWPG elects a new Chair under Section 4 of this Article. The Vice Chair shall perform other duties as assigned by the Chair, or these Bylaws. The Vice Chair is a member of the Executive Committee pursuant to Section 6 of this Article.
- (c) Secretary/Treasurer. The Secretary/Treasurer of the RWPG shall be the General Manager/CEO of the Brazos River Authority. The Secretary/Treasurer shall maintain the minutes and take attendance of the RWPG meetings. The minutes and attendance shall be kept as part of the RWPG 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 also keep or cause to be kept accurate books and records of funds of the RWPG. The Secretary/Treasurer shall perform other duties as assigned by the Chair or these Bylaws. If 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. The Secretary/Treasurer is a member of the Executive Committee pursuant to Section 6 of this Article.

Article VII. Section 6. Executive Committee

- (a) Composition. The Executive Committee shall be composed of five RWPG members, including the Chair, Vice Chair, Secretary/Treasurer, and two members-at-large. No two voting members representing the same interest shall serve as members of the Executive Committee at the same time.

The two members-at-large shall be selected initially, and thereafter every other calendar year, 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.

Representation on the Executive Committee shall, to the maximum extent possible, achieve geographic balance.

- (b) Duties. The Executive Committee shall be responsible for carrying out the duties imposed on it in these Bylaws. The voting members of the RWPG may delegate any administrative decisions to the Executive Committee unless provided otherwise in these Bylaws.

Article VII. 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 VIII. MEETINGS

Article VIII. Section 1. Open Meetings and Notices

All meetings of the RWPG 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 RWPG shall be deliberated and undertaken in open meeting, unless otherwise authorized by the Texas Open Meetings Act. The time and place of meetings shall be set to facilitate, to the greatest extent possible, the participation of the public in the regional water planning process. Copies of all materials presented or discussed shall be made available for public inspection prior to and following any meeting of the RWPG.

Article VIII. Section 2. Regular Meetings

At least one regular meeting of the RWPG shall be held each calendar year, and other meetings may be held as deemed necessary. The Secretary/Treasurer shall insure that an advance notice and an agenda for regular meetings will be provided electronically to the full membership of the RWPG at least ~~ten-seven (7)~~ calendar days in advance of the meeting ~~electronically including by first class U.S. Mail, facsimile, or electronic mail.~~ Supporting information, and member-requested materials, and any materials to be presented at the meeting for action by the planning group shall be distributed to the full membership with the notice and agenda at least 72-hours prior to the meeting or at the meeting, as deemed appropriate by the Chair.

Article VIII. Section 3. Called (Special) Meetings

The Chair or a simple majority of the total voting membership of the RWPG, excluding vacancies, may call special meetings of the RWPG. The Secretary/Treasurer shall insure that advance notice and an agenda for the called meeting is provided electronically to the full membership of the RWPG at least five calendar days in advance ~~by first class U.S. Mail, facsimile, or electronic email.~~ 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.

Article VIII. Section 4. Agenda

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

Article VIII. Section 5. Quorum

Brazos G Bylaws – ~~date of adoption by Brazos G group~~ February 23, 2022

A quorum of the RWPG shall be a simple majority of the voting membership or their designated alternates excluding vacancies. At least a quorum shall be necessary to conduct any business of the RWPG, except to adjourn. In the absence of a quorum, a majority of the voting members present at any meeting, regular or special, may adjourn until the date fixed for the next regular or special meeting.

Article VIII. Section 6. Public Hearings/Meetings Required by Law

The RWPG shall post notice and conduct public hearings and public meetings that are specifically required by statute and/or TWDB rule, including those set forth for preplanning, draft regional water plan presentation, adoption of amendments to the regional water plan, and final regional water plan adoption, in accordance with the requirements of the relevant state law and/or TWDB rules. Notification requirements may be different than those specifically delineated in Texas Water Code §16.053 and/or 31 TAC §357.12.

Article VIII. Section 7. ~~Tape~~Audio Recordings and Minutes

- (a) Written minutes or an ~~tape~~ audio recording shall be kept of all open meetings of the RWPG and any committees of the RWPG.
- (b) The Secretary/Treasurer shall insure that ~~tape~~ audio recordings or minutes of all meetings of the RWPG are prepared. If the minutes are prepared, they shall:
 - (1) state the subject of each deliberation;
 - (2) indicate each vote, order, decision, or other action taken;
 - (3) indicate those members in attendance, noting the presence of a quorum, and noting the presence of those members of the public who participate in the course of the meeting;
 - (4) represent an accurate summary of the meeting's record; and state any other information required by these Bylaws to be included in the minutes.
- (c) The Secretary/Treasurer shall insure that true copies of the ~~tape~~ audio recordings or minutes are provided to the full membership as soon as possible following the meeting, but no later than ten calendar days prior to the next regular meeting of the RWPG.

Article VIII. Section 8. Robert's Rules of Order

Except as otherwise provided in these Bylaws, meetings of the RWPG shall be conducted under the provisions of the most current edition of *Robert's Rules of Order*. However, failure to follow such rules shall not constitute grounds for appeal of an action or a decision of the RWPG.

ARTICLE IX. MAKING DECISIONS

Article IX. Section 1. Applicability - No Written Proxies

- (a) Unless the method for making a particular decision is set forth in these Bylaws, the RWPG and its sub regional water planning groups 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 RWPG, its committees, or its sub regional water planning groups. 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 RWPG, 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.

Article IX. Section 2. Decision-Making Process

- (a) The RWPG shall make decisions and take action by a vote of a simple majority of the voting membership present, unless otherwise specified in these Bylaws.
- (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 institute a dispute resolution process.
- (c) Except as provided in Subsection (d), votes may be taken by roll call or voice votes. However, in the event a voice vote is utilized, the Chair shall audibly indicate whether the vote was unanimous and the names of any voting members abstaining or not present for the vote. In the event a voice vote is not unanimous, the Chair shall conduct a roll call vote.
- (d) Any decision or action of the RWPG that requires a two-thirds vote shall be taken by a roll call vote.

Article IX. Section 3. Final Adoption of Regional Water Plan Amendments

The voting members of the RWPG shall finally adopt the regional water plan for the RWPA and any amendments thereto by a two-thirds vote of the voting membership present.

ARTICLE X. BOOKS AND RECORDS

Article X. Section 1. Required Documents and Retainment

Records of the RWPG shall be kept at the principal administrative office of the RWPG for a period of time equal to the retention period required of a local government entity subject to the Local Government Records Act.

Article X. Section 2. Inspection and Copying

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

Article X. 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 Commission on Environmental Quality 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 RWPA, in accordance with state law.~~

Article X. Section 4. Public Information Coordinator

The RWPG administrative agent shall serve as the RWPG Public Information Coordinator.

ARTICLE XI. SUB-REGIONAL WATER PLANNING GROUPS

Article XI. Section 1. Establishment

The RWPG may by motion establish Sub-regional Water Planning Groups (hereinafter "SWPG") to assist and advise the RWPG in the development of the regional water management plan. The SWPG may be formed to address specific issues assigned by the RWPG and may have a specified term of membership.

Article XI. Section 2. Membership

Membership in the SWPG shall generally follow the requirements and procedures of Article II of these Bylaws; membership of the SWPG should be inclusive, rather than exclusive in nature; the interests identified in the initial coordinating body will be invited and/or appointed as well as other interests that have been identified. Appointment to SWPGs shall be made by a two-thirds vote of the voting membership present. The terms of office for all members of SWPG shall be either upon the expiration of the term, if any, specified by the RWPG in the establishing motion for the SWPG or upon the expiration of the person's membership in the RWPG.

Article XI. Section 3. Officers

The Chair, Vice Chair, and Secretary of an SWPG shall be selected from the duly-elected members of the respective SWPG, and shall be elected to their respective offices by a simple majority vote of membership present of the SWPG. Additional SWPG officers with associated responsibilities may be created as necessary by a simple majority vote of the membership present of the SWPG.

Article XI. Section 4. Meetings

Requirements and procedures for SWPG meetings shall follow those established in Article VIII of these Bylaws, including requirements for notice. SWPGs may adopt their own rules of procedure, if authorized by the RWPG and the rules are not in conflict with State law, TWDB rules, or these Bylaws.

Article XI. Section 5. Books and Records

Requirements and procedures for SWPG books and records shall follow those established for the RWPG in Article X of these Bylaws.

Article XI. Section 6. Code of Conduct

Members of an SWPG are subject to the requirements of Article II, Section 7 of these Bylaws.

ARTICLE XII. COMMITTEES

Article XII. Section 1. Establishment

The RWPG may establish committees to address issues deemed appropriate. Committees may be formed to address specific issues assigned by the RWPG and may have the specified term of membership.

Article XII. Section 2. Membership

Membership in committees shall be determined by the Chair of the RWPG. Committees may include both voting and non-voting members. The terms of committee membership for all members of committees shall expire either upon the expiration of the term of the committee, if any, specified by the Chair of the RWPG; upon the expiration of a person's membership of the RWPG; or, on a dissolution of the committee by the Chair of the RWPG.

Article XII. Section 3. Chairs

A Chair for each committee shall be chosen from its membership by the Chair of the RWPG. ~~Committee Chairs shall be appointed at the first meeting of every other calendar year at the same time RWPG officers are elected pursuant to Article VII.~~

Article XII. Section 4. Meetings

Requirements and procedures for committees meetings shall follow those established in Article VIII, Sections 1, 3, 5, 7 and 8 of these Bylaws, including requirements for notice.

Article XII. Section 5. Decision Making Process

Committees of the RWPG shall make decisions and take action by a vote of a simple majority of committee voting members present unless otherwise specified in these Bylaws. Committees shall follow the process set forth in Article IX Section 2(c) regarding voice votes.

ARTICLE XIII. COMPENSATION

Members of the RWPG are not to be compensated for their services by the State of Texas. Travel expenses for voting members and the administrative agent may be reimbursed in accordance with rules adopted by the TWDB.

ARTICLE XIV. COST ALLOCATION

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

ARTICLE XV. CONTRACTUAL SERVICES

The voting members of the RWPG shall make all decisions related to final approval of persons or entities selected by an eligible applicant to provide contractual services for the RWPG, including all services related to preparation, development, or revisions of the regional water plan for the RWPA. However, the voting members may delegate to the Executive Committee the authority to make all administrative decisions concerning amendments to TWDB Research and Planning Fund grant contracts for services related to regional water planning, except those decisions concerning amendments related to scopes of work and budgets.

ARTICLE XVI. FISCAL YEAR

The fiscal year of the RWPG shall be September 1 through August 31.

ARTICLE XVII. ADOPTING AND AMENDING THE BYLAWS

These Bylaws shall have full force and effect upon approval and adoption by the voting members of the RWPG, acting on behalf of the interests comprising the RWPA, 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 a two-thirds vote of the voting membership present.

References to Texas statutes or Texas Administrative Code provisions in these Bylaws are references to such statutes and provisions as amended, modified, re-codified, substituted or supplemented from time to time.

ARTICLE XVIII. RESOLUTION ADOPTING BYLAWS

REVISED and amended by action of the RWPG at a properly noticed meeting on ~~March 20, 2019~~February 23, 2022 and effective for all purposes on that date.

The resolution adopted by the RWPG ~~shall be placed in the minute book,~~ and a full and true copy of the bylaws, certified by the Secretary/Treasurer, shall be posted to the RWPG's website www.brazosgwater.org and kept at the principal office of the RWPG for inspection by members or the public at all reasonable times during business hours.

David Collinworth
Secretary/Treasurer

Date
