

Brazos G Regional Water Planning Group Bylaws - Revised February 2007

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, Vice Chair, and Secretary/Treasurer to serve as officers. Each 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 other than those that apply because of his or her status as a voting member under these bylaws.

Article VII. Section 2. Selection

Officers shall be selected at the first meeting of every other calendar year as of January 2003. Written notice of the meeting to select officers shall be mailed to all members of the RWPG by the current Secretary thirty calendar days prior to the meeting. Nominations shall be made from the floor by voting members. The voting members shall select officers from among the nominees by 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, 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 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 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.