

BYLAWS
OF THE
GUADALUPE COUNTY GROUNDWATER
CONSERVATION DISTRICT

Effective date: April 11, 2019

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- I. Purpose. The purpose of these bylaws is to provide for the conduct of the affairs of the Guadalupe County Groundwater Conservation District as contemplated by the District's enabling act, Texas Special District Local Laws Code Chapter 8833; Texas Water Code Sections 36.057(f) and 49.057(g); and all other applicable law.
- II. Office. The location of the District's headquarters shall be located within the District's boundaries and may be changed from time to time by resolution of the Board. Meetings, hearings and workshops open to the public may be conducted in places other than the office as allowed by law and at the discretion of the District and will be subject to the appropriate notice required by law.
- III. Board of Directors. The property and business of the District shall be managed and controlled by the Board of Directors (Board) consisting of one Director elected from each of seven (7) single-member districts determined by the Guadalupe County Commissioners Court. Directors shall, pursuant Texas Local Government Code Chapters 171 and 176, disclose any conflict of interest with any matter pending before the Board, execute and file the appropriate disclosure affidavit and statement, and refrain from participation in any discussion or decision relating to any such matter. Directors shall comply with the requirements for open meetings and open records training as provided by Texas Government Code Sections 551.005 and 552.012. Directors may receive reimbursement for reasonable expenses incurred while engaging in activities on behalf of the District. The Board may pass a resolution entitling each Directors to receive fees of office in an amount not to exceed \$250 a day for each day the Director actually spends performing the duties of a Director and in an amount not exceed \$9,000 a year.
- IV. Meetings. The Board may hold a regular meeting every month, provided the President determines there is sufficient business to justify the meeting, and shall hold at least one meeting during each quarter. The Board shall hold a special meeting when called by the President or at the request of at least two Directors.
 - A. Notice to the Directors of each meeting shall be required.
 - B. A majority of Directors is a quorum for convening a meeting and a concurrence of a majority of the entire Board is required to take formal action, including passage of motions, resolutions, and other business.
 - C. Directors will follow the procedures of Robert's Rules of Order in conducting the Board's business.
 - D. Posting of notice of all meetings, workshops and hearings that must be open to the public will be accomplished as required by Texas Government Code Chapter 551 (Texas Open Meetings Act) or as otherwise required by law.

V. Elections. The District shall call an election on the uniform election date in November of each odd-numbered year to elect the appropriate number of directors in accordance with the District's enabling act, as follows:

A. 2019 and every four years thereafter—Director Places 3, 4 and 6.

B. 2021 and every four years thereafter—Director Places 1, 2, 5 and 7.

The Board shall conduct the election in accordance with the Texas Election Code and Texas Water Code Chapters 36 and 49. As soon as practicable after a Director is elected or appointed, the Director shall make the sworn statement prescribed by the Constitution, take the oath of office, and execute a bond, as required by Texas Water Code Sections 36.055 and 49.055. The District shall file the sworn statement, oath, and bond as prescribed by law.

VI. Officers. The offices of the Board shall consist of President, Vice President, Secretary and Treasurer. At the first meeting of the Board following a Directors election, after the canvass of the returns and declaring the results of the election, the Board shall elect from among their number, the officers herein above specified, who shall hold office for a term of two years, or until the next Directors election, whichever comes earlier.

A. The President shall be the Chief Executive Officer of the District and shall preside at all meetings and hearings of the Board as provided for in the Texas Water Code and be engaged in the management of the business of the District.

B. The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors.

C. The Secretary shall exercise general supervision and direction over the General Manager in the matter of keeping the minutes of the District. The Secretary shall attest contracts, bonds and other documents upon which attestation is necessary or desirable, as the Board shall direct.

D. The Treasurer shall exercise general supervision and direction over the General Manager and District's professionals in the matter of bookkeeping, budgeting, financial audits, and keeping the District's financial records.

VII. 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, and shall select a person to serve as Chair of each committee. A meeting of a committee where less than a

quorum of Directors is present is not subject to the provisions of the Open Meetings Act.

VIII. Employees. The Board may employ and set the compensation package of the General Manager.

- A. The Board may delegate any of its powers and duties to the General Manager.
- B. The General Manager, with the approval of the Board, may employ employees of the Board and set their compensation packages.

IX. Financial. Funds shall be maintained in a depository bank or banks determined by a resolution of the Board and in a manner compliant with the Texas Government Code Chapters 2256 and 2257 (Public Funds Investment Act and Public Funds Collateral Act). The Board's officers and General Manager shall be authorized to access any safe deposit box, and sign or otherwise authorize transactions pertaining to certificates of deposits, checks, and any other transactions involving the District's accounts. Only one authorized signature shall be required by the District for any single transaction in the amount of \$5,000.00 or less. Transactions exceeding \$5,000.00 shall require two authorized signatures. The District's fiscal year shall begin October 1 and end the following September 30 of each year.

X. Policies. Subject to the laws governing the District, the Board shall adopt the following policies in writing:

- A. a code of ethics for Directors as well as other District officers, employees, or any other persons engaged in handling of investments for the District;
- B. personnel policies and procedures;
- C. a policy relating to travel expenditures;
- D. a policy relating to District investments of public funds which ensures that:
 - 1. purchases and sales of investments are initiated by authorized individuals, conform to investment objectives and regulations, and are properly documented and approved; and
 - 2. periodic review is made of District investments to evaluate investment performance and security;
- E. a policy for selection and evaluation of professional services contracted for or otherwise used by the District; and
- F. policies that ensure better use of management information, including:

1. budget for use in planning and controlling costs;
 2. a records retention policy;
 3. an audit or finance committee of the Board; and
- G. uniform reporting requirements that use “Audits of State and Local Government Units” as a guide on audit working papers and that uses “Governmental Accounting and Financial Reporting Standards.”

The District’s Board may adopt other policies, which in its discretion, enhance the District’s operations and operational controls and provide more accountability.

- XI. Powers and Duties. The Board shall exercise its authority and duties pursuant to Texas Water Code Sections 36.057 and 49.057 and other applicable law.
- XII. Official Seal. The Board, by resolution, may adopt an official seal for the District to be used on official documents of the District.
- XIII. Records Management. The Board shall designate one of its Directors or employees as the District’s Chief Administrative Officer who, in accordance with the Texas Public Information Act, shall also serve as the Public Information Officer responsible for compliance with the Texas Public Information Act and regulations of the Texas State Library and Archives Commission and Attorney General, and implementation of the District’s records retention policy. If desirable, the Board may designate a Public Information Coordinator to assume certain duties and obligations as allowed by the Texas Public Information Act.
- XIV. Indemnity. The Board shall assume the legal defense of, compromise, settle, and pay any claim or cause of action asserted against any director, officer, or employee, past or present, by reason of his or her having served as such director, officer, or employee past or present, or arising out of the alleged performance of, or alleged failure to perform, his or her duties; and, shall pay or reimburse any such director, officer, or employee, past or present, for any judgment rendered against him or her by reason of his or her having been such director, officer or employee, or arising out of the performance, or failure to perform, of his or her duties, unless the Board determines that such director, officer, or employee, past or present, shall have been guilty of willful misconduct in respect to the matter in which such claim is asserted or judgment recovered. If any action, payment or reimbursement herein provided is covered by insurance or bond protection then in force, then to the extent which such insurance or bond gives the protection above provided, the Board will cover the cost of such matters which are not covered by such insurance or bond which may be in excess of such insurance or bond protection. The Board will periodically undertake a risk management assessment to decide what insurance, risk-pool or

other coverage may be appropriate and may or may not decide to cover any legal fees, costs, or expenses incurred by a director, officer or employee that is not covered by insurance or a risk pool defense.

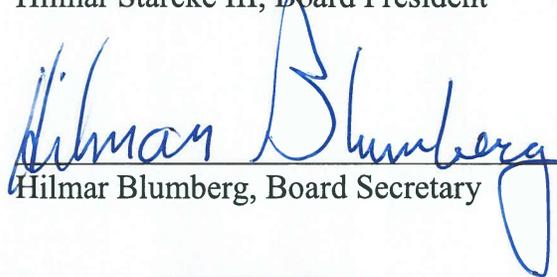
- XV. Amendments. The bylaws of the District may be amended, added to or repealed by a vote of a majority of the Board at any meeting of the Board, providing notice of the proposed change, amendment, or repeal is given in the notice of the meeting.

The above bylaws were amended most recently by the Guadalupe County Groundwater Conservation District's Board at a properly noticed meeting held on the 11th, day of April, 2019.

APPROVED:



Hilmar Starcke III, Board President



Hilmar Blumberg, Board Secretary

