

**BY LAWS**

**OF THE**

**GUADALUPE COUNTY GROUNDWATER**

**CONSERVATION DISTRICT**

**2000**



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- I. Purpose        The purpose of these By-Laws is to provide for the conduct of the affairs of the Guadalupe County Groundwater Conservation District in accordance with Section 3, Chapter 1066, Act of the 75<sup>th</sup> Legislature, Regular Session, 1997, and amended in House Bill 3817, of the 76<sup>th</sup> Legislature, Regular Session, 1999, and approved by the voters in Guadalupe County on November 2, 1999.
  
- II. Office        The location of the office for the District shall be the Commissioner's Court Room, Seguin, Guadalupe County, Texas.
  
- III. Board of Directors    The property and business of the District shall be managed and controlled by the Board of Directors consisting of one Director elected from each of seven (7) single member districts in the part of Guadalupe County the District is in charge of.
  - A.    A director serves until his successor is elected or appointed and has qualified.
  - B.    A vacancy in an elected director's position on the Board of Directors shall be filled by majority of the remaining directors appointing another person from the district left vacant.
  
- IV. Meetings        The Board of Directors shall hold a regular meeting every month, provided the President determines there is sufficient business to justify the meeting. The Board of Directors shall hold a special meeting when called by the President or at the request of at least two directors.
  - A.    Notice to the directors as to such regular meeting shall be required.

- B. A majority of directors is a quorum for conducting business.
- C. Posting of all meetings with #551.

V. Elections The Board of Directors shall call an election to elect one director in each District. An election shall be held in the district for the election of three directors, each of whom shall serve a two year term, and four directors, each of whom shall serve a four year term. The Board of Directors shall call this election on the first Tuesday after the first Monday in November.

- A. The Board shall conduct the election in accordance to the Texas Election Code.
- B. Elected directors serve staggered terms.
- C. Expiring director's terms end upon execution of the Oath of Office by the newly elected director.

VI. Officers The offices of the Board of Directors shall consist of President, Vice President, Secretary and Treasurer. At the first meeting of the Board of Directors following a directors election, after the canvass of the returns and declaring the results of the election, the Board of Directors 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.

- A. The President shall be the Chief Executive Officer of the District. He shall preside at all meetings of the directors; he shall have general and active management of the business of the District. The same is delegated to the

directors, who shall see that all orders and resolutions of the Board are carried into effect.

- 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 latter. 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 and financial records of the District.
- D. The Treasurer shall attest contracts, bonds, and other documents upon which attestation is necessary or desirable, as the Board of Directors shall direct.

VII. Executive Committee            The Executive Committee is a standing committee consisting of the President, Vice-President, Secretary, and the Treasurer. All four members of the Executive Committee are necessary to constitute an Executive Committee quorum, and actions of the Executive Committee must be affirmed by unanimous vote.

- A. Meetings of the Executive Committee may be called by any member of the Executive Committee.
- B. The powers of the Executive Committee are limited to those that may be delegated to it by the Board of Directors.
- C. Minutes of each Executive Committee meeting shall be submitted to the Board of Directors for approval and ratification at its next regular meeting.

- VIII. Employees The Board may employ a General Manager and set his salary.
- 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 salaries, and hire legal counsel for the Board.
- IX. Financial The depository bank for banks shall be determined by a resolution of the Board of Directors. Transactions pertaining to District certificates of deposit shall require two signatures. The three Board officers shall be authorized to sign transactions pertaining to certificates of deposits. Checks drawn from the District's primary checking account shall require two signatures. Those authorized to sign on the primary checking account shall be the General Manager and the three Board officers. Checks drawn from the District's payroll and permit deposit checking accounts shall require one signature. Those authorized to sign on the payroll and permit deposit accounts shall be the General Manager and the three Board Officers. Access to the District's safe deposit box shall be limited to the General Manager and the three Board Officers. Only one signature shall be required to enter the safe deposit box. Withdrawals from the retirement-savings accounts established for the District employees shall require both the signature of the individual employee whose name the account is in and one of the three Board Officers.
- X. Powers and Duties The Board of Directors shall have the management of the business of the District, and such powers and duties as is conferred upon them by Article 36.101, and may exercise all such powers, and perform all such duties, subject to the provisions

of Article 36.101, and subject to any regulations and laws that may be promulgated or enacted for the government and management of underground water conservation districts.

XI. Indemnity The Board of Directors 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 having been such director, officer, or employee past or present, or arising out of the performance, or failure to perform, of his duties as such; and, shall pay or reimburse any such director, officer, or employee, past or present, for any judgement rendered against him by reason of his having been such director, officer or employee, or arising out of the performance, or failure to perform, of his duties as such, and including any legal fees, costs, or expenses incurred by him in the defense of any such claim or cause of action; 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 judgement 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 of Directors from the performance of such matters which are not covered by such insurance or bond which may be in excess of such insurance or bond protection.

XII. Amendments The By-Laws 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 of Directors, providing notice of the proposed change, amendment, or repeal is given in the notice of the meeting.



The above By-Laws were adopted by Guadalupe County Groundwater Conservation District at a Special Workshop Meeting held on the 29<sup>th</sup> day of January, 2000.

APPROVED:

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President, Ronald Naumann

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Secretary, Leslie Pete Kallies