

**Medina County
Groundwater
Conservation District**

Bylaws

As Amended and Adopted

February 20, 2013

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BYLAWS
MEDINA COUNTY GROUNDWATER CONSERVATION
DISTRICT

Article I: Purpose

Section 1. The purpose of these Bylaws is to provide for the conduct of the affairs of the Medina County Groundwater Conservation District (the District), in conformity with Chapter 36 and all other applicable laws.

Section 2. The principal office of the District shall be in Hondo, Medina County, Texas. The district's address is 1607 Avenue K Hondo, TX 78861.

Article II: Board of Directors

Section 1. Except as where otherwise provided by law, or by these Bylaws, a quorum of the Board of Directors shall be taken by the affirmative vote of a majority of the Directors present at any meeting, except as otherwise provided by law.

Section 2. No Director, Officer, Agent, or Employee shall have any power or authority to bind the District by any contract or engagement; pledge its credit; or render the District liable pecuniarily for any purpose or in any amount, unless so authorized by the Board of Directors.

Section 3. A Vacancy on the Board of Directors shall be filled pursuant to the provisions set forth in section 36.051, Texas Water Code, and Subsection 3a of this Article.

Subsection 3a. For those positions on the Board of Directors elected from precincts, the replacement director shall be selected from the vacated precinct, and for the at-large position on the Board of Directors, the replacement shall be selected from the District at large.

Section 4. A Director's resignation, to be effective, must be in writing, signed by the Director, and delivered to the Secretary. If a Director submits a resignation, a vacancy occurs on the date the resignation is accepted by the Board of Directors or on the eighth day following receipt by the Secretary, whichever date is earlier, as provided by the Texas Election Code, Section 201.001, et seq.

Section 5. A Director is entitled to compensation for service on the Board of Directors pursuant to Sec. 36.060 and may be reimbursed for actual expenses incurred in carrying out the duties of the District. Out-of-county travel will be reimbursed at the IRS allowable rate.

Section 6. The Board of Directors may adopt an ethics policy for the District. Each Director shall exercise his or her best efforts to comply with the policy.

Article III: Officers

Section 1. The officers of the District are a President; a Vice President; a Secretary-Treasurer, all of who shall be members of the Board of Directors; and such other officers as the Board of Directors may, from time to time so designate.

Section 2. On the third Wednesday after the election and qualification of district directors, a meeting shall be called for the purpose of organizing the Board and election of officers. All officers shall continue in office until their successors are elected and qualified, except in the event of death, resignation, or removal, as hereinafter set forth. Election of officers to fill vacancies may be held at any meeting.

Section 3. The President of the Board of Directors shall preside at all meetings of the Board. He shall sign contracts, obligations, undertakings, conveyances, and other instruments when so authorized and directed by the Board of Directors. The President may establish and appoint such committees as may be necessary or desirable to assist in conducting the business of the Board of Directors, or as may be directed by the Board.

Subsection 3a. In the case of the absence of inability of the President to act, the Vice-President of the Board of Directors shall perform all of the duties of the President.

Article IV: General Manager and Employees

Section 1. The Board of Directors may employ a General Manager and set his salary and other compensation. The General Manager is the Chief Executive Officer of the District and as such shall have full authority to manage the affairs of the District, subject to the orders of the Board of Directors. Under policies established by the Board, he is responsible to the Board for:

Subsection 1a. Administering the directives of the Board;

Subsection 1b. Keeping the District's records, including minutes of meetings of the Board and the Executive Committee;

Subsection 1c. Developing plans and programs for the approval of the Board;

Subsection 1d. Hiring, supervising, training, and discharging the employees, as authorized by the board;

Subsection 1e. Contracting for or retaining technical, scientific, legal, fiscal, and other professional services, as authorized by the Board;

Subsection 1f. Preparation for review and approval by the Board of an annual budget for the District;

Subsection 1g. Serving as assistant Secretary-Treasurer with authority to perform all duties of the Secretary-Treasurer in the absence of the Secretary-Treasurer but without the authority to vote;

Subsection 1h. Serving as the District's investment officer in accordance with applicable law and financial management policies adopted by the District;

Subsection 1i. Serving as the records management officer for the District as provided by the Texas Local Government Records Act, Tex. Local Governmental Code, section 201.001.

Subsection 1j. Performing any other duties assigned to him by the Board.

Section 2. The Board of Directors shall establish such positions and salaries for employees, as it deems necessary for sustaining the activities of the District.

Section 3. The Board of Directors may authorize the contracting for service or retaining of engineering, technical, scientific, legal, fiscal, and other professional services, in accordance with the professional service policy adopted by the Board of Directors.

Article V: Meetings

Section 1. All meetings of the Board of Directors and of all committees shall be open to the public, as set forth in the Texas Open Meetings Act, Title 5, Chapter 551 of the Texas Government Code, and advance written notices of such meetings shall be posted as prescribed in said Act.

Section 2. The Board of Directors shall meet in regular session on the third Wednesday of each month. The Board shall meet in special session when called by the President or by a majority of its members.

Section 3. Agendas for meetings of the Board shall be distributed to Directors not later than five days preceding the date of the meeting. However, failure to do so shall not invalidate any action taken at the meeting.

Section 4. No business of substance may be transacted at a meeting of the Board unless such business was listed as an item on the agenda as distributed to the Directors and contained in the written advance notice of the meeting, except that informational items may be presented and discussed at meetings without having been placed on the agenda, providing no action is taken by the Board or the committee on such items that would be contrary to the provisions of the Texas Open Meetings Act as amended.

Section 5. Meetings of the Board of Directors may be closed to the public only as set forth in the Texas Open Meetings Act as amended.

Section 6. A certified agenda shall be kept and maintained or a tape recording made of each meeting that is closed to the public, except for closed meetings during which the Directors seek the legal advise of the District's attorney.

Section 7. To the extent necessary for the orderly conduct of meetings, the guidelines of Robert's Rules of Order will be followed.

Section 8. Public comments may be included in the agenda of the meeting. Each member of the public will be limited to three (3) minutes for each comment. A group of the public with similar interests may be asked by the President to appoint a spokesman for the group. The spokesman will be limited to three (3) minutes.

Article VI: Funds And Records of the District

Section 1. The Board of Directors shall adopt written policies for managing and investing the District's funds. The District and its Officers shall manage and invest its funds in accordance with such policies, as amended.

Section 2. The District's General Manager shall secure an additional signature on the disbursements of District funds in excess of \$2,000.00

Section 3. All documents, reports, records, and minutes of the District shall be available for public inspection in accordance with the Texas Open Records Act, Title 5, Chapter 552 of the Texas Government Code. Upon application of any person, the district, when appropriate, will furnish copies, certified or otherwise, of any of its proceedings or other official acts of record or of any paper, map, or document files in the District office. Certified copies shall be made under the hand of the secretary or General Manager and affixed with the seal of the District. Persons who are furnished any copies may be assessed a charge therefore, pursuant to policies established by the general manager based on the reasonable cost of furnishing such copies. The General Manager is authorized to request, on behalf of the District, an attorney general's decision under the Open Records Act.

Article VII: Amendments

Section 1. These Bylaws may be amended or revised only at a regular meeting of the Board of Directors by affirmative vote of a majority of all the Directors, provided that the proposed amendment has been circulated among the Directors at least seven days prior to such a meeting.

Adopted by the Board of Directors on the 20th day of February, 2013

Thomas Boehme, President

Robert J. Rothe, Secretary-Treasurer