

UPPER COLORADO RIVER AUTHORITY

Board Organization & By-Laws

The purpose of these By-Laws is to provide an outline for the conduct of the affairs of the Upper Colorado River Authority pursuant to powers granted it by the State of Texas.

I. AGENCY LOCATION

The principal office for the agency will be in the city of San Angelo, Tom Green County, Texas where the Board of Directors will meet and where the records of the River Authority will be kept, except when the Board otherwise designates a meeting to be held at another location.

II. BOARD MEETINGS

- (A) The Board of Directors will convene in a regular session on the last Tuesday of each month at 2 p.m., unless otherwise determined. The Board may remain in session as many days thereafter as deemed necessary for the transaction of the agency's business.
- (B) Special meetings of the Board may be called by the Chairperson and convened at such a time and place as the Chairperson deems appropriate. Notice of a special called meeting will be by mail or electronic mail to each member of the Board of Directors.
- (C) Five members constitute a quorum of the Board of Directors for the transaction of all business of the River Authority. All Board action will require a minimum of five votes for approval or disapproval of any agency action, unless otherwise prescribed in these By-Laws.

III. BOARD STRUCTURE

The Board is comprised of nine Directors who are appointed to six-year terms by the Governor of the State of Texas. Directors serve at the pleasure of the Governor and/or until a successor is named by the Governor. Directors will be a resident of a county located in the Upper Colorado River Authority's territory.

IV. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The management and control of all River Authority affairs is vested in the Board of Directors. Specific authority of the Board of Directors includes but is not limited to the following;

- (A) The Board may employ staff, consultants and legal counsel to oversee operations and management of the River Authority to implement and execute programs, subject to policies of the Board of Directors. Compensation for all employees, consultants and legal counsel will be established by the Board of Directors.
- (B) The Board will establish and adopt an annual budget in accordance to the provisions in the Texas Water Code, Chapter 49. Any amendments to the budget must be approved by the Board.
- (C) Any operating policies utilized by the River Authority will be approved by the Board of Directors.
- (D) The Board of Directors will prescribe all fees and charges, unless delegated to staff.
- (E) The Board of Directors has the authority granted to it by the State of Texas to receive and expend money for the agency; enact water conservation programs; lend and borrow funds for any water collection, treatment or storage facility; contract with other water districts, municipalities, state or federal agencies for programs or projects; receive and disperse federal and state grants or loans and enact any measures the Board deems appropriate for the general welfare of the agency. The board may exercise its duties and responsibilities over the jurisdictional counties.

V. OFFICERS RESPONSIBILITY

- (A) Officers of the Board are as follows, Chairperson, Vice-Chairperson, Secretary and Treasurer. The term of office for each Board officer will be one year. Under Legislative Session 85(R), HB1921, the Governor will be responsible for designating the presiding officer to serve at the pleasure of the Governor. All other officers will be elected at the second meeting of each new calendar year. Officers will continue to serve until their successors are selected and qualified, except in the event of resignation or removal as hereinafter provided.

- (B) The Chairperson of the Board of Directors will preside at all meetings of the Board and execute all contracts, obligations and undertakings of the Board.
- 1) In the absence of the Chairperson, the Vice-Chairperson will perform all duties of the Chairperson.
 - 2) The Secretary will keep the minutes of all meetings of the Board, unless the Board has delegated this task to staff. The Secretary will attest to all contracts and other pertinent documents of the River Authority. In the absence of the Secretary, the Board may designate a Secretary Pro Tem.
 - 3) The Treasurer will be responsible for reporting the River Authority's financial affairs to the Board and account for all agency funds.
 - 4) These officers may perform other duties deemed appropriate by the Board of Directors.
- (C) Any officer or employee charged with the collection, custody, or disbursement of any agency funds are required to be insured by Surety Bond, approved by the Board.
- (D) Any Board officer may be removed by an affirmative vote of six members of the Board of Directors, for any cause deemed adequate by the Board; provided that before any officer is so removed said officer will be given notice in writing of any charges and will be entitled to a hearing before the Board.
- (E) A vacancy caused by death, resignation, or removal of any officer will be filled by a vote of a majority of the Board.

VI. COMPENSATION

Each member of the Board will receive compensation in the sum of \$150 for each regular or special called meeting of the Board of Directors, as well as reimbursement for mileage to board meetings or other functions involving responsibilities of the River Authority as approved by the Board. Employees, agents or other officers (other than Board members) will receive compensation as determined by the Board or by provision of direction of the Board.

VII. RIVER AUTHORITY FUND AUTHORIZATION

- (A) Funds for the River Authority are dispersed by checks counter-signed by two authorized board members. In the absence of an authorized board member, the Board may authorize the counter-signing of checks by an appropriate employee in lieu of the designated board signatories. Payroll and payroll liabilities are paid by Direct Deposit twice a month.

- (B) Funds for the River Authority will be deposited only in such bank or banks designated by the Board of Directors as official depositories of Authority funds.

VIII. BOARD OVERSIGHT

The Board of Directors will have general authority in the management of the affairs of the agency and may direct and control officers and employees in the exercise of their powers and duties in all respects, except as otherwise provided herein or provided by applicable state or federal law.

IX. CHANGES TO BY-LAWS

These by-laws may be amended by an affirmative vote of six members of the Board of Directors, provided that no amendment will be adopted except at a regular meeting of the Board and that Directors have had an opportunity review the proposed changes.