



**EDWARDS AQUIFER
AUTHORITY**

EDWARDS AQUIFER AUTHORITY BYLAWS

(Includes bylaws adopted through 2021)

ARTICLE VI COMMITTEES

Section

- 6.01 Executive Committee
- 6.02 Standing Committees
- 6.03 Ad Hoc Committees
- 6.04 Conduct of Committee Meetings
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6.01 Executive Committee

(a) Purpose and Responsibilities

(1) The Executive Committee shall be limited to the powers conferred upon it by the Board in these Bylaws or other Board action. The Board may not confer any powers on the Executive Committee that are inconsistent with the Act or other law.

(2) The Executive Committee shall set the agenda for the Board as provided by Section 6.05, and, when prudent, consider and make recommendations on issues within the jurisdiction of other committees that are unable to meet or establish a quorum in order to efficiently and expeditiously transact the business of the Authority.

(3) The Executive Committee shall consider and make recommendations to the Board on matters relating to legislation. However, expression of views that may be inconsistent with that of the Authority's official legislative position are not to be represented as being on behalf of the Board or the organization. As a courtesy and in the interest of transparency, a director shall notify the General Manager and/or the Legislative Consultant of any communication with members of the Texas Legislature or their staff regarding Authority business or concerns.

(4) The Executive Committee shall solicit and review input from individual directors regarding the annual evaluation of the General Manager's performance.

(5) Except as pertaining to Article IX, which shall be reviewed annually by the Finance/Administrative Committee, the Executive Committee shall review and amend the Authority Bylaws as necessary.

(b) Members

The Executive Committee of the Board shall consist of the Officers as defined in Section 2.04.

(c) Officers

The Chair shall serve as the Chair of the Executive Committee and shall preside over all

meetings of the Executive Committee.

6.02 Standing Committees

(a) The standing committees of the Board are the Aquifer Management Planning Committee, the Finance/Administrative Committee, the Permits/Enforcement Committee, and the Research & Technology Committee.

(b) Consistent with the schedule described in Section 2.04, the Chair shall appoint members of the Board to serve on standing committees to consider and make recommendations to the Board concerning the business policies and activities of the Authority.

(c) Each standing committee must include directors from at least three different counties. Members serve until successor standing committee members have been appointed or until the director leaves office, whichever comes first.

(d) In addition to other matters referred by the Chair of the Board, the Committee responsibilities are as follows:

(1) The Aquifer Management Planning Committee shall consider and make recommendations on matters relating to the Critical Period Management Plan; the Comprehensive Management Plan; the Edwards Aquifer Habitat Conservation Plan; new supply sources; implementation of alternative management practices, procedures and methods; other strategies for achieving the mandates of the Act; water quality; and artificial recharge issues.

(2) The Finance/Administrative Committee will be chaired by the Treasurer of the Board and shall consider and make recommendations on matters relating to internal fiscal operations; audit; budget; all fees; management policies and oversight; internal organization and oversight; employee policies and benefits; public information; General Counsel and other legal services; and meeting procedures.

(3) The Permits/Enforcement Committee shall consider and make recommendations on matters relating to the issuance, transfer, monitoring and reporting of permits and general compliance with Authority rules.

(4) The Research & Technology Committee shall consider and make recommendations on matters relating to the collection and development of scientific data; technological assessment of alternative management practices, procedures, and methods; and technical studies.

6.03 Ad Hoc Committees

(a) The Chair may from time to time appoint members of the Board to serve on ad hoc committees to consider and make recommendations to the Board concerning matters of interest to the Authority. These ad hoc committees will be impaneled as stipulated by the Chair.

(b) An ad hoc committee's impaneling may be dissolved at the discretion of the Chair with notice to the Board.

6.04 Conduct of Committee Meetings

(a) The Chair may appoint a member of a standing or ad hoc committee to serve as chair of the committee. In the absence of such an appointment, the committee shall elect its own chair who shall serve for the remainder of the term or until a new committee chair is appointed or elected.

(b) The Assistant to the Secretary shall prepare and archive reports of the committee meetings. Committee reports will be made available upon request.

(c) A committee may take one of the following actions relative to an item pending before the committee:

(1) Recommend the item for Board approval;

(2) Forward the item to the Board with no recommendation;

(3) Subject to recall by the Board, defeat a motion to recommend Board approval of the item; or

(4) Table the item for future committee consideration.

(e) In the event a scheduled committee meeting is unable to be convened because a quorum of the committee is not in attendance, the members of the committee present may nonetheless gather to review and discuss the items listed on the agenda. However, this gathering is not a meeting of the committee. No votes or other action may be taken, nor may any recommendations be made to the Board on behalf of the committee. The committee members present may authorize staff to refer time-sensitive items directly to the Board without a committee recommendation.

(f) Business may be considered in accordance with Robert's Rules of Order or other standard rules of procedure as may be adopted by the Board for its committees. The chair of the committee may also, to the extent permitted by applicable laws, suspend by a majority vote any such standard rules. Any issues of parliamentary procedure may be resolved by majority vote of the committee.

(g) Every effort will be made to show regular meetings in real-time through the Authority's website, social media, or other method. Committee meetings shall be recorded and available to the public, consistent with the Authority's record destruction schedule.

6.05 Notice of Committee Meetings

- (a) Committee meetings may be called at any time by the chair of the committee.
- (b) The Assistant to the Secretary will notify all members of a committee by email or telephone stating the place, date, time, and agenda of the meeting no less than 72 hours prior to the meeting.
- (c) Notices of committee meetings will contain an agenda stating the matters to be considered at such meetings. The agenda will be set by the chair of the committee in consultation with the assigned committee staff liaison.

6.06 Video or Telephone Conferencing

Committee meetings may be conducted by video conference and individual committee members may attend a committee meeting by video conference at the discretion of the committee chair. In the event that individual committee members are unable to attend a committee meeting by video conference, committee members may attend a committee meeting by telephone conference at the discretion of the committee chair. Committee meetings conducted by video conference and committee meetings attended by individual committee members by video or telephone conference shall be open to the public. In instances where a committee meeting is being conducted in person but committee members will attend by video or telephone conference, the committee members shall inform staff of their intent to participate by video or telephone conference no later than four days before the committee meeting.

ARTICLE VII

MEETINGS OF THE BOARD

Section

- 7.01 Regular Meetings
- 7.02 Special Meetings
- 7.03 Emergency Meetings; Supplementation of Agenda
- 7.04 Notice of Meetings
- 7.05 Agenda of Meeting
- 7.06 Quorum
- 7.07 Voting
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- 7.09 Video Conference Meetings
- 7.10 Conduct of Meetings
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- 7.12 Members of the Advisory Committee
- 7.13 Board Action
- 7.14 Minutes
- 7.15 Committee Meetings “Converted” to Board Due to the Presence of a Board Quorum

7.01 Regular Meetings

Regular meetings of the Board shall be held at such time and at such public locations as determined by the Board. Every effort will be made to show regular meetings in real-time through the Authority’s website, social media, or other method. Regular meetings shall be recorded and available to the public, consistent with the Authority’s record destruction schedule.

7.02 Special Meetings

Special meetings of the Board may be called by: (1) the Chair; (2) a majority of the Executive Committee; or (3) by the joint action of at least five directors. Special meetings must be called at such times and at such locations as are convenient to the directors. Notice of special meetings called by joint action of the directors must be: (1) in writing; (2) filed with the General Manager or their designee; (3) state the name of the directors calling the meeting; (4) signed by each director calling the meeting; and (5) state the agenda items to be considered at the special meeting.

7.03 Emergency Meetings; Supplementation of Agenda

The Chair, a majority of the Executive Committee, five directors or the General Manager may call an emergency meeting of the Board at any reasonable time and place or by supplemental notice add an item to the agenda of a meeting for which notice has already been posted. An emergency exists only if immediate action is required by the Authority because of an imminent threat to public health or safety or a reasonably unforeseeable situation. The notice of emergency meeting or supplemental notice shall be posted no less than two hours before the meeting is

convened and shall otherwise comply with the Open Meetings Act. Emergency meetings may be conducted by video or telephone conference as defined in Sections 7.08 or 7.09, respectively.

7.04 Notice of Meetings

Written notice of all regular and special meetings stating the place, day and hour of the meeting and the agenda therefore will be transmitted to each director no less than 72 hours prior to the meeting.

7.05 Agenda of Meeting

(a) Notices of meetings will contain an agenda stating the matters to be considered or acted upon at such meetings, and matters not stated in the agenda or properly added to the agenda shall not be deliberated or acted upon.

(b) The Board agenda will be set by the Executive Committee in consultation with the General Manager. The Executive Committee will determine whether the Board meeting for which the Board agenda is being set may be conducted by video conference and whether any members may attend by video conference. In the event the Executive Committee is unable to timely meet in order to consider the draft agenda proposed by the General Manager, then the General Manager in consultation with the Chair of the Board, may set the agenda. Items may be added to the agenda upon the written or electronic mail request of any three directors if the request is received by the Secretary or the Assistant to the Secretary within a reasonable time prior to posting of the meeting notice.

(c) Items the Executive Committee determines require action by the Board, but which do not normally require briefing by the staff or public discussion, may be placed on a “consent agenda.”

(1) Any Board member shall have the right to remove an item from the consent agenda during consideration of the consent agenda.

(2) All items removed from the consent agenda shall be considered individually in the order in which they were removed, immediately following consideration of the consent agenda.

(3) The consent agenda shall be introduced by a motion to approve the consent agenda.

(4) Approval of a motion to approve the consent agenda shall be equivalent to approving each item as if it had been acted on individually.

7.06 Quorum

If a quorum of the Board is not in attendance at a meeting, the directors present may postpone or recess the meeting for a reasonable time until a quorum is in attendance. At the

reconvened meeting when a quorum is in attendance, any business may be transacted which may have been transacted had a quorum been in attendance at the initial convening of the meeting.

7.07 Voting

An act of the Board is not valid unless adopted by the affirmative vote of a majority of directors who are entitled to vote when a quorum is in attendance. There shall be no voting by proxy.

7.08 Telephone Conference Meetings

Telephone conferencing is allowed only if an emergency or public necessity exists as defined in Section 7.03 of the Bylaws and convening at one location is difficult or impossible. Director participation by telephone is at the discretion of the Chair. Directors must inform the Chair of their intent to participate by telephone conference no later than the day before the Board meeting. The physical location of the Chair or acting Chair presiding over a meeting at which any director is attending by telephone conference must be open to the public.

7.09 Video Conference Meetings

(a) Director attendance at a Board meeting by video conferencing is allowed when approved by the Executive Committee in accordance with Section 7.05 and when all requirements contained in Section 551.127 of the Texas Government Code are met.

(b) The physical location of the Chair or acting Chair presiding over a meeting at which any director is attending by video conference must be open to the public.

(c) Each part of a meeting a director is attending by video conference that is part of the open meeting shall be visible and audible to the public at the location specified in the meeting notice and recorded. The location designated in the meeting notice shall provide two-way communication during the entire video conference meeting.

(d) The notice of the Board meeting defined in Section 7.04 must specify the location of the presiding director and state the intent of some directors to participate by video conference.

(e) Directors must inform staff of their intent to participate by video conference no later than four days before the Board meeting.

(f) While the board is contemplating action on an agenda item, directors participating by video conference should be visible.

7.10 Conduct of Meetings

(a) Except as provided for in Section 7.15, meetings of the Board shall be presided over by the Chair, or in the Chair's absence, the Vice Chair, or in the absence of both the Chair and the Vice Chair, the Secretary, or in the absence of all three, the Treasurer. In the absence of

all four such officers, the voting directors present shall elect a temporary Chair for that meeting.

(b) Business may be considered in accordance with Robert's Rules of Order or other standard rules of procedure as may be adopted by the directors from time to time. Directors may also, to the extent permitted by applicable laws, suspend by a majority vote any such standard rules.

(c) The Parliamentarian shall decide issues of parliamentary procedure, but may be overruled by majority vote of the Board.

7.11 Nonvoting Directors

Nonvoting directors may participate in and comment on any matter before the Board in the same manner as a voting director. A nonvoting director may not vote on any matter before the Board. A nonvoting director may continue to vote at a committee meeting that has been "converted" to a Board meeting pursuant to Section 7.15.

7.12 Members of the Advisory Committee

Members of the Advisory Committee may participate in Board meetings to represent downstream water supply concerns and assist in solutions to those concerns. As is the case with Board members, Advisory Committee members should request recognition from the Chair to participate with the Board on matters before the Board. Advisory Committee members may not vote on matters before the Board.

7.13 Board Action

Unless otherwise required by law or these Bylaws, the Board may act by motion or by resolution and order adopted by the Board.

7.14 Minutes

With the exception of committee meetings that have been "converted" to Board meetings pursuant to Section 7.15, actions taken in meetings will be incorporated in written minutes taken by the Secretary or Assistant to the Secretary and signed by the Secretary or the Chair. A copy of the minutes will be sent with the agenda and submitted for approval to the members of the Board at the next regular or special meeting of the Board. The Secretary is responsible for the meeting minutes.

7.15 Committee Meetings "Converted" to Board Due to the Presence of a Board Quorum

A committee meeting that is attended by additional, non-committee member directors in numbers such that a quorum of the Board is present at that meeting is "converted" to a Board Meeting for the purposes of the Texas Open Meetings Act. Such meetings shall continue to be chaired by the presiding director of the committee. Non-committee member directors who are present at such a meeting shall have no right to vote on any matter before the committee. As is the

case at any committee meeting, no final action of the Edwards Aquifer Authority will be taken at such a meeting.