



## Legislation Details (With Text)

**File #:** AI 13-2351    **Version:** 3    **Name:** Proposed bylaws amendments  
**Type:** Action Item    **Status:** Passed  
**File created:** 3/4/2020    **In control:** Board of Directors  
**On agenda:** 5/11/2021    **Final action:** 5/11/2021  
**Title:** Consider recommendation from the Finance/Administrative Committee to approve proposed amendments to the Edwards Aquifer Authority Bylaws.

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** 1. EAA Bylaw Amendments - Finance Committee recommendation 032321

Date	Ver.	Action By	Action	Result
3/23/2021	1	Finance/Administrative Committee		

**Consider recommendation from the Finance/Administrative Committee to approve proposed amendments to the Edwards Aquifer Authority Bylaws.**

### RECOMMENDED MOTION:

Move the board approve the proposed amendments to the Edwards Aquifer Authority Bylaws.

### SUMMARY:

The purpose of this agenda item is for the board to consider a Finance/Administrative Committee recommendation to approve amendments to the EAA Bylaws. Other than the board's annual review and associated minor revisions of the EAA Investment Policy and Investment Strategy (Article IX), the last time the Bylaws were substantively amended was June 14, 2016. Attached to this summary is a red-lined version of the current Bylaws.

The proposed amendments generally fall into three categories.

Non-substantive "clean up" edits remove references to Chapter 36 of the Texas Water Code that no longer apply to the EAA, capitalize "General Manager" throughout the document, and update the EAA's business address. Additionally, the definitions of "Open Meetings Act" and "Public Information Act" are separated into individual definitions.

Clarification or Update edits are a bit more involved, but don't substantively alter the intent of the Bylaws. Several edits have been made to clarify how the EAA functions operationally. Examples of other edits that appear significant due to the number of strikethroughs and underlines include:

- Directors and Officers (original Article II): the first three sections have been edited in an effort to simplify the wording pertaining to the Board of Directors. The only substantive change is the removal of dates that are no longer relevant.

- Attendance of Directors at Staff Meetings (original 4.13): section moved up in the document and edited with the addition of a caveat for directors specifically invited to attend certain meetings.
- The details pertaining to the four standing committees and the Executive Committee are proposed to be combined into one Article. Changes made to Article V beyond the simple moving of text are highlighted.
- Purchasing and Contracting (original Article X): language deemed to be unnecessary is proposed to be deleted. Delegation of procurement authority by the General Manager is no different than any other delegation of authority. Section 10.03-Procurement Activity has been amended to remove language that is also more appropriately included in the EAA's procurement procedures.

Substantive edits are summarized below:

- Included in Management of the Authority (original Article IV) are guidelines pertaining to the board's hiring of legal, legislative, and audit consultants. Each section includes language describing how each consultant may be terminated for violation of these policies. Staff recommends removal of this language as it seems to be no longer necessary.
- In addition to the combining of the details of the Executive Committee with the other committees, the Executive Committee's responsibilities are proposed to be expanded to include review of the Bylaws and oversight of the General Manager's annual performance review.
- Reimbursement of Directors (original Article XIII) is proposed to be amended in a few ways. First, a number of non-substantive edits are proposed to simplify and clarify the original wording. The second, more substantive edits change the restrictions on director attendance at conferences and seminars. Instead of limiting the number of conferences a director may attend without prior approval of the Executive Committee, the proposed edits would limit the total dollar amount of all costs associated with attendance at conferences (registration, travel, lodging, meals). Finally, the provision requiring Executive Committee approval of director reimbursement for certain eligible expenses is proposed to be eliminated.
- General Provisions (original Article XIV) is proposed to be relocated to the beginning of the Bylaws. In addition to this move, the following proposed edits are recommended:
  - o Move language pertaining to non-discrimination in contracting from original Article X to the General Provisions section. This move will remove the language from the EAA's Minority/Women Business Enterprise Policy in original Article X without changing this policy.
  - o In addition to moving the non-discrimination language pertaining to contracting, similar language is proposed for EAA employment.
  - o Each of these sections dealing with non-discrimination is proposed to be expanded to also prohibit discrimination of vendors and employees on the basis of sexual orientation, gender identity, or veteran status.

At the March 23 meeting, the Finance/Administrative Committee voted to recommend the board approve these amendments. Staff's presentation of these recommended amendments to the Board at the April 13 meeting served as the Board's official 10-day notification prior to consideration at the May board meeting, as required by the Bylaws.

STRATEGIC PLAN REFERENCE:

This agenda item does not relate to a specific goal within the Strategic Plan, but supports the general EAA mission.

FISCAL IMPACT:

None.