

**BY-LAWS  
OF  
NECHES AND TRINITY VALLEYS GROUNDWATER CONSERVATION  
DISTRICT**

**Adopted June 11, 2003  
As Amended November 12, 2005  
As Amended February 21, 2008**

**ARTICLE I  
NAME AND OFFICES**

**Section 1.01. Name.**

The name of the District is NECHES AND TRINITY VALLEYS GROUNDWATER CONSERVATION DISTRICT (NTVGCD).

**Section 1.02. Office and Records.**

The principal office of the District shall be established by the Board of Directors. All records of the District, which shall include but is not limited to records, correspondence, and other documents, regarding the activities associated with the District shall be maintained at the principal office of the District or in another secure location that shall be established by the Board of directors.

**ARTICLE II  
BOARD OF DIRECTORS**

**Section 2.01. Oath and Bond.**

After appointment, a director of the District shall qualify by taking the oath of office, making the sworn statement, and executing a bond in the amount of \$10,000 conditioned as otherwise required by law.

**Section 2.02. Meetings.**

The regular meetings of the Board of Directors will be held at such times and places as shall, from time to time, be determined by the Board. Notice of the meeting will be given as required by Texas Water Code Chapter 36, by Texas Government Code, and as otherwise required by law or by the Board.

**Section 2.03. Organization.**

The President of the District shall preside at all meetings of the Board of Directors and business shall be transacted in such order as from time to time the Board of Directors may determine by resolution. If the President shall be absent, then the Vice President shall serve as chairman of the meeting. If both the President and Vice President shall be absent for any reason, the Secretary shall serve in the capacity of chairman of the meeting.

**Section 2.04. Powers and Duties.**

In addition to the powers and authorities expressly conferred upon them by statute, the Board of Directors may exercise all such powers of the District and do all such lawful and things not otherwise prohibited.

**Section 2.05. Revisions to By-Laws.**

The board of directors can amend or repeal these by-laws in whole or part at any time by a two-thirds (2/3) affirmative vote of the entire board of directors at a regular or called meeting.

**Section 2.06. Quorum.**

A majority of the Directors of the District, with a minimum of four present, shall constitute a quorum.

**ARTICLE III**  
**OFFICERS**

**Section 3.01 Number of Officers.**

The officers of the District shall be four or more in number. Each shall be elected by the Board of Directors at the first meeting in each calendar year. The officers shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer. A Director may hold more than one office the same time. Any vacancy occurring in any office by any reason shall be filled by a vote of the Board of Directors at any regular or special meeting when such vacancy shall be called to the attention of the Board of Directors. Each officer shall be elected by a majority vote of the members present.

**Section 3.02. President.** Powers and Duties shall include:

1. Preside over meetings of the District
2. Shall sign and execute all contracts and instruments of the conveyances in the name of the District.
3. Appoint members to Standing Committees and other committees he/she deems necessary and designate chairman for each of the committees with the exception of the executive Committee.
4. Call special meeting for the Board of Directors.
5. Cause to be prepared the agenda for regular business meetings and special meetings of the District in consultation of the Executive Committee.
6. Is an Ex Officio member of all committees except the Executive Committee.
7. Chairman of the Executive Committee.
8. Shall perform all of the duties usually incident to the office of the president.

Nothing contained in this paragraph shall authorize the President to execute conveyances, mortgages, notes, or other evidence of indebtedness on behalf of the District unless expressly so empowered by the Board of Directors.

**Section 3.03. Vice-President.** Duties shall include:

1. Shall perform the duties of the President in the event of the absence, death, disqualification or inability of the President.

2. Shall perform such duties as shall be from time to time delegated to him by the President or Board of Directors.

**Section 3.04. Secretary.** Duties shall include:

1. Keeping the records of the business affairs District.
2. Maintain all the minutes, notices, am contracts of the District.
3. Shall keep complete minutes of all meetings of the Board of Directors.
4. The Secretary shall, on behalf of the District, countersign all other instruments executed by the President or Vice-President on behalf of the District as the Board of Directors may see fit.
5. Shall perform all other duties usually pertaining to the office of Secretary and all duties that may be delegated to him by the President or Board of Directors.

**Section 3.05. Treasurer.** Duties shall include:

1. Keeping the financial records of the District
2. Shall perform all other duties usually pertaining to the office of Treasurer and all other duties that may be delegated to him by the President or Board of Directors.

**Section 3.06. Absence and Inability to Act.**

In the case of the absence or inability to act, of any officer of the District or any person herein authorized to act in his place, the Board of Directors may, from time to time, delegate the power and duties of such officer to any other officer or any director, or any person it may select.

**Section 3.07. Appointment of Other Officers.**

The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their office for such terms, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 3.08. Resignation.**

In the event that a board member must resign from the board, notice of resignation will be provided in writing to the President of the Board. A copy of such resignation will be provided to the appointing entity for that respective board member, which will have the right to appoint a replacement board member for the remaining term period.

**Section 3.09. Member Absences.**

If a board member has three consecutive unexcused absences from the board meetings, the President of the Board will 1) notify the board member of the absence issue, 2) notify the appointing entity for that respective board member, and/or 3) consider that the respective board position is vacant. If a board position is considered vacant by the Board of Directors, then the President of the Board will notify the appointing entity for that respective board member.

**ARTICLE IV**  
**COMMITTEES**

**Section 4.01 Committees.**

In addition to the standing committees hereafter named, the Board of Directors may, from time to time, authorize the creation of other committees made up of members of the Board of Directors or other persons that may be selected. These committees are to have the duties and responsibilities as provided by the Board of Directors.

**Section 4.02. There is established an Executive Committee,** to be made up of the officers of the District. Duties shall include:

- a. Gathering information and making decisions for the district as directed by the Board of Directors.
- b. Formulating and presenting an annual budget for the fiscal year.
- c. Reviewing, adopting, and taking action of the financial affairs of the district, including budget modifications and expenditures that are within overall budget limitations.
- d. Other duties and responsibilities deemed necessary by the Board of Directors.

**Section 4.03. There is established a Public Relations Committee.** Duties shall include:

- a.. Gathering information and formulating plans and programs to promote NTVGCD and its goals and objectives.
- b. Disseminating information to the public.
- c. Maintaining a dialog with public officials to educate them to the benefits of groundwater conservation districts.
- d. Other duties and responsibilities deemed necessary by the Board of Directors.

**ARTICLE IV**  
**MISCELLANEOUS**

**Section 5.01 Corporate Seal.**

The seal of the District shall be kept and maintained at the offices of the District. An impression of the seal is made on the margin of this paper for identification purposes.

**Section 5.02 Section Headings.**

The headings and captions of Articles and Sections of these By-laws are inserted for convenience of reference only and shall not be deemed to be a part or used in construction or interpretation of them.

**Section 5.03 Checks.**

Checks and drafts for the payment of money must be signed by two of the following: The President, Vice-President, Secretary, or Treasurer, or other person named by Resolution of the Board of Directors.

**Section 5.04. Financial Audit.**

A financial audit shall be made by an outside auditor, at the expense of the District, in each year at the beginning of the new fiscal year.

**Section 5.04 General Manager.**

The General Manager shall be hired and discharged by the Board of Directors. The General Manager shall perform all the duties given ~~to him~~ by the Board of Directors, including, but not limited to, the employment and discharge of employees of the District, subject to the approval of the Board of Directors.

**Section 5.05. Rules of Order.**

When not in conflict with these Bylaws, Roberts Rules of Order Newly Revised, 10<sup>th</sup> Edition, or later version, shall be the parliamentary authority for all matters of procedure.

**Section 5.06. Contracts;**

A majority of the Board of Directors present at a regular or special meeting may authorize any officer or other designated person to enter into any contract or execute and deliver any instrument in the name of and on behalf the District and such authority may be general or confined to specific instances.

**Section 5.07. Gifts.**

The District may accept any contribution or gift for the general purposes or for any specific purpose of the district.

**Section 5.08. Fiscal year**

The fiscal year of the District shall begin on January 1 of each year and end on December 31 of the year.

**Section 5.09. Regulatory Conflicts.**

In the event there is a conflict between these Bylaws and Water Code Chapter 36, the Water Code Chapter 36 shall control.

Amended and approved by a two-thirds majority on February 21, 2008

President \_\_\_\_\_

Attest: \_\_\_\_\_  
Secretary