

UPPER COLORADO RIVER AUTHORITY

Board Organization

And

By-Laws

Section 1.

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

Section 2.

The principal office of the district shall be in the City of San Angelo, Tom Green County, Texas where the Board of Directors shall meet and where the records of the District shall be kept, except when the Board may otherwise designate meetings to be held at some other place.

Section 3.

- (A) The Board of Directors shall convene in regular session monthly on the last Tuesday of each month at 3 p.m. and may remain in session as many days thereafter as the Board deems necessary for the transaction of the District's business.
- (B) Special meetings of the Board may be called by the Chairman, and convened at such times and at such places within the district as the Chairman deems appropriate. In addition, any five members of the Board, by written request, filed with the Secretary, may call a special meeting of the Board. Notice of the special meeting called by any firm five members of the Board shall be by Registered Mail to each member of the Board of Directors.
- (C) Five members shall constitute a quorum of the Board of Directors for the transaction of all business of the District. All action of the Board of Directors shall require a minimum of five votes for approval or disapproval of district action, unless otherwise prescribed in these By-Laws.

Section 4.

The Board shall be composed of nine (9) Directors appointed to six-year terms by the Governor of the State of Texas. A Director serves at the pleasure of the Governor and/or until a successor is named by the Governor.

Three (3) of the directors shall be residents of Tom Green County; three (3) from Coke County and the remaining three shall be residents of counties contiguous to the District.

Section 5.

The management and control of all District affairs is vested in the Board of Directors. Specific responsibilities and authority of the Board of Directors include but are not limited to the following:

- (A) The Board may employ staff, consultants and legal counsel to oversee operations and management of the District, and/or accomplish programs, subject to policies of the Board of Directors. Compensation for all employees, consultants and legal counsel shall be established by the Board of Directors.
- (B) The Board shall establish and adopt an annual budget. Any amendments to that budget shall be approved by the Board.
- (C) Operating policies utilized by the District shall be approved by the Board of Directors.
- (D) The Board of Directors shall prescribe all fees and charges, except those delegated to staff.
- (E) The Board of Directors shall have the authority granted to it by the State of Texas to receive and expend money for the District; 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 measures the Board deems appropriate for the general welfare of the District. The board may exercise its duties and responsibilities over the Colorado and Concho River watersheds or their tributaries.

Section 6.

Officers of the Board shall be Chairman, Vice-Chairman, Secretary and Treasurer and other officers as the Board may determine from time to time may be necessary. The term of office for each Board officer shall be one year, elected at the first meeting of each new calendar year. Officers shall continue in office until their successors are selected and qualified, except in the event of resignation or removal as hereinafter provided.

Section 7.

The Chairman of the Board of Directors shall preside at all meetings of the Board, and shall execute all contracts, obligations and undertakings of the Board. The Vice-Chairman shall, in case of absence of the chairman, perform all duties of the Chairman of the Board. The Secretary shall, unless the Board has

delegated to staff, keep the minutes of all meetings of the Board and shall attest to all contracts and other documents of the District. In the absence of the Secretary, the Board may designate a Secretary Pro Tem. The Treasurer shall be responsible for reporting accurately to the Board, the District's financial affairs, and shall account for all funds of the District. These officers may perform other duties deemed appropriate by Board of Directors.

Section 8.

Any officer or employee charged with the collection, custody, or disbursement of any funds of the District shall be required to be insured by surety bond, approved by the Board.

Section 9.

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 that officer shall be given notice in writing of any charges and shall be entitled to a hearing before the Board.

Section 10.

A vacancy caused by death, resignation, or removal of any officer shall be filled by a vote of a majority of the Board.

Section 11.

Each member of the board shall receive as compensation 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 functions involving responsibilities and of the district as approved by the Board. Employees, agents or other District officers (other than Board members) shall receive compensation as determined by the Board or by provision of direction of the Board.

Section 12.

Monies of the District shall be dispersed only on checks counter-signed by the Chairman, or in his absences, by the Vice Chairman and signed by the Treasurer, provided that the Board may authorize the counter-signing of checks by an appropriate employee in lieu of the Chairman or Vice Chairman.

Section 13.

Funds of the District shall be deposited only in such bank or banks as designated by the Board of Directors as official depositories of District funds.

Section 14.

The Board of Directors shall have general authority in the management of the affairs of the District 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. The Board may amend these by-laws by an affirmative vote of six members of the Board of Directors; provided that no amendment shall be adopted except at a regular meeting of the Board of Directors after being read and proposed at a regular meeting preceding the one which said amendments were to be acted upon.