

BRAZOS RIVER AUTHORITY BYLAWS

(Last Updated at the September 27, 2021 Board Meeting)

BYLAWS OF BRAZOS RIVER AUTHORITY

(Effective July 26, 2004)

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ARTICLE ONE: GENERAL PROVISIONS

Section 1.01. Purpose and Statutory Authority. The purpose of these bylaws is to provide for the management and regulation of the affairs of the Brazos River Authority (the "BRA") in conformity with and pursuant to the enabling legislation creating a conservation and reclamation district known as "BRAZOS RIVER AUTHORITY", codified at Chapter 8502, Special District Local Laws Code (previously Chapter 221, Texas Water Code), and other applicable law.

Section 1.02. Principal Office. The principal office of the Brazos River Authority shall be in the City of Waco, McLennan County, Texas.

Section 1.03. Seal. The Board of Directors shall provide a seal of the Brazos River Authority which shall be in such form as they shall direct. In the absence of specification by the Board of Directors, the seal now in existence shall be the seal of the Brazos River Authority.

Section 1.04. Reimbursement to Directors. Directors shall be compensated for their time and reimbursed for their expenses in such amounts as the Board of Directors, within the limits of its statutory power, may from time to time direct.

Section 1.05. Amendment. These Bylaws may be amended or added to upon the affirmative vote of fourteen (14) or more Directors at any meeting, provided that all required notices have been given.

Section 1.06. Indemnity. The Board of Directors shall have the power to indemnify any Director, Officer, employee, or volunteer, past or present, for expenses, costs, including attorneys' fees, and the amount of judgment actually rendered against that person in connection with any negligence claim asserted by reason of the person's having been such a Director, Officer, employee, or volunteer so long as the Director, Officer, employee, or volunteer is not found to have committed official misconduct, to have committed a willful or wrongful act or omission, or to have been grossly negligent. The Board of Directors may provide legal counsel to its Directors, Officers, employees, or volunteers who have been sued and for whom the Brazos River Authority may have to pay damages. The Board of Directors shall not pay damages awarded against its Directors, Officers, employees, or volunteers to the extent the damages are recoverable under an insurance contract or a self-insurance plan authorized by statute. Payments made by the Board of Directors shall be subject to any statutory limitations.

Section 1.07. Effective Date. On majority vote of the Board of Directors, these Bylaws shall become effective on July 26, 2004.

ARTICLE TWO: BOARD STRUCTURE

Section 2.01. Number. The Board of Directors shall consist of twenty-one (21) members.

Section 2.02. Terms. Members of the Board and their successors serve staggered terms of six years and until their successors are designated and have qualified. The terms of seven members of the Board shall expire on February 1 of each odd-numbered year.

Section 2.03. Appointment. The Governor shall appoint the Directors at large with the advice and consent of the Senate.

Section 2.04. Vacancies. A vacancy occurring on the Board shall be filled by appointment of the Governor with the advice and consent of the Senate.

Section 2.05. Qualification of Directors. Within 60 days after appointment, each Director shall take and subscribe an oath of office similar to the oaths administered to county commissioners and shall execute bond in the amount of \$5,000, payable to the Brazos River Authority. The premium on the bond shall be paid by the Brazos River Authority. The bond, after being recorded in the official bond records of the county in which the Brazos River Authority maintains its office, shall be deposited with a depository selected and approved for the deposit of the funds of the Brazos River Authority.

Section 2.06. Grounds for Removal. It is a ground for removal from the Board that a Director:

- (1) Does not have at the time of taking office the qualifications required by Special District Local Laws Code, Section 8502.009;
- (2) Does not maintain during service on the Board the qualifications required by Special District Local Laws Code, Section 8502.009;
- (3) Is ineligible for directorship under Chapter 171, Local Government Code;
- (4) Cannot, because of illness or disability, discharge the Director's duties for a substantial part of the Director's term; or
- (5) Is absent from more than half of the regularly scheduled Board meetings that the Director is eligible to attend during a calendar year without an excuse approved by a majority vote of the Board.

The validity of an action of the Board is not affected by the fact that it is taken when a ground for removal of a Director exists.

If the General Manager/Chief Executive Officer has knowledge that a potential ground for removal exists, the General Manager/Chief Executive Officer shall notify the Presiding Officer of the Board of the potential ground. The Presiding Officer

shall then notify the Governor and the Attorney General that a potential ground for removal exists. If the potential ground for removal involves the Presiding Officer, the General Manager/Chief Executive Officer shall notify the next highest ranking Director, who shall then notify the Governor and the Attorney General that a potential ground for removal exists.

ARTICLE THREE: OFFICERS AND DUTIES

Section 3.01. Officers. Officers of the Board of Directors shall be a Presiding Officer, an Assistant Presiding Officer, and a Secretary.

Section 3.02. Designation of Presiding Officer and Duties. The Governor shall designate a director as the Presiding Officer of the Board to serve in that capacity at the pleasure of the Governor.

The Presiding Officer shall:

- (1) Be the principal officer of the Brazos River Authority.
- (2) Have general supervision and control of its business and affairs.
- (3) Preside at all Directors' meetings.
- (4) Sign with the Secretary deeds, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed and with respect to which authority has not been given to others and shall not by law be required to be otherwise executed.
- (5) In general, perform all duties incident to the office of Presiding Officer of entities similar to the Brazos River Authority and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3.03. Election of Assistant Presiding Officer and Duties. The Board shall elect from among its members an Assistant Presiding Officer.

In the absence, inability, or refusal to act of the Presiding Officer, the Assistant Presiding Officer shall perform the duties of the Presiding Officer and when so acting shall have all of the powers and duties of the Presiding Officer. The Assistant Presiding Officer shall perform all such other duties as from time to time may be assigned by the Board of Directors.

Section 3.04. Election of Secretary and Duties. The Board shall elect from among its members a Secretary.

The Secretary shall:

- (1) Require that minutes or tape recordings of open meetings of the Board of Directors and of Committees be kept as required by law.

- (2) Require that notices be given as required by the law and these Bylaws.
- (3) Require that proper provision be made for the custody of the records and seal of the Brazos River Authority.
- (4) Require that the seal of the Brazos River Authority is affixed to all documents required to be under seal.
- (5) Sign with the Presiding Officer such deeds, bonds, contracts, mortgages, and other instruments which the Board of Directors has authorized to be executed and with respect to which authority has not been given to others and shall not by law be required to be otherwise executed.
- (6) In general, perform all duties incident to the office of Secretary of entities similar to the Brazos River Authority and such other duties as from time to time may be assigned by the Presiding Officer or the Board of Directors.

Section 3.05. Appointment of Assistant Secretary. As some obligations of the Secretary may require action at times when the Board is not meeting or the Secretary is otherwise unavailable, the Board shall appoint an assistant secretary or assistant secretaries, who shall assist the Secretary and be authorized to act on behalf of the Secretary to take such actions as may be necessary to fulfill the duties of the Secretary.

Section 3.06. Appointment of Treasurer and Duties. The Board shall appoint a Treasurer. The treasurer shall furnish a bond in an amount equal to 75 percent of the amount of money estimated to be on hand during the year, not to exceed \$100,000. The premium on the Treasurer's bond shall be paid by the Brazos River Authority.

ARTICLE FOUR: OFFICERS, TERMS AND ELECTIONS

Section 4.01. Elected Positions. Elections shall be held for the positions of Assistant Presiding Officer, and Secretary.

Section 4.02. Election Date. Officers shall be elected at the last regular meeting of the Board of Directors in each odd-numbered year.

Section 4.03. Officer Terms. Officers shall serve terms of two (2) years or until their successors are qualified. However, should any Officer required by law to be a Director cease to be a member of the Board of Directors, such Director shall cease to be an Officer of the Brazos River Authority.

Section 4.04. Officer Term Limitations. Except on a two-thirds vote of the membership of the Board of Directors, no Director shall be elected to the same office for consecutive terms.

No Director shall serve more than two consecutive terms in the same office. A Director serving as Presiding Officer may serve multiple consecutive terms. No Director shall serve as Presiding Officer of the same Committee for a term longer than two consecutive years.

Service by a Director on an interim basis as either a Board Officer or as Presiding Officer of a Committee shall not count against the term limitations set forth above.

There is no limitation on the number of non-consecutive terms a Director may serve as an Assistant Presiding Officer, as Secretary, or as Presiding Officer of any Committee.

Section 4.05. Vacancies and Elections. Vacancies in positions of the Assistant Presiding Officer, the Treasurer, or the Secretary shall be filled by the Board of Directors. Elections of Officers to fill vacancies may be held at any meeting of the Board of Directors, provided that notice of the election is given in the call for the meeting.

Section 4.06. Multiple Offices. No person may hold more than one of the following offices at the same time: Presiding Officer, Assistant Presiding Officer, Secretary, or Treasurer.

Section 4.07. Removal of Officers. The Assistant Presiding Officer, the Treasurer, or the Secretary may be removed by the Board of Directors upon the affirmative vote of fourteen (14) or more Directors at any meeting for any reason deemed sufficient by the Board of Directors.

ARTICLE FIVE: MEETINGS

Section 5.01. Regular Meeting Dates. The Board of Directors shall hold a minimum of four meetings per annum. The initial meeting each year shall be held on the last Monday of the month of January, at which time, the Board of Directors shall adopt a schedule of meetings for the remainder of the year. If the Presiding Officer shall deem it necessary or convenient for conducting business of the Brazos River Authority, the date of such meetings may be changed upon notice to all Directors and upon concurrence of a majority of the Directors.

Section 5.02. Special Meetings. Special meetings may be convened upon call by the Presiding Officer or by any five (5) members of the Board of Directors.

Section 5.03. Place of Board Meetings. Meetings of the Board of Directors shall be held in the principal office of the Brazos River Authority. However, upon actual notice to all Directors and with the concurrence of a majority of the Directors, meetings may be held at any other place within the State of Texas. Additionally, meetings may be conducted by videoconference upon authorization by the

Presiding Officer or, in that person's absence, the Assistant Presiding Officer, so long as such meetings are held in compliance with the Texas Open Meetings Act.

Section 5.04. Quorum for Board Meetings. Eleven (11) members of the Board of Directors shall constitute a quorum for the transaction of business.

In the event that a quorum of the Directors shall fail to attend any meeting of the Board of Directors, staff will attempt to contact all Directors not present by telephone, email, or any other available method. In the event that a quorum cannot be convened on the day the meeting is called, the Presiding Officer, after opening the meeting, may either continue same from day to day without further notice to the Directors until a quorum is present, adjourn the meeting, or recall the meeting.

Section 5.05. Texas Open Meetings Act. All meetings of the Board of Directors shall be conducted in accordance with the Texas Open Meetings Act, as it may be amended from time to time.

Section 5.06. Public Comment. At each meeting of the Board of Directors, members of the public shall be afforded the opportunity to address and provide comments to the Board of Directors. The Brazos River Authority reserves the right to implement reasonable rules related to providing public comments, including rules that limit the total amount of time that a member of the public may address the Board of Directors. The Board of Directors cannot respond to comments that are not related to items on the posted agenda.

ARTICLE SIX: NOTICES

Section 6.01. Notices of Regular Meetings. Written notices of the holding of regular meetings shall be given by the Secretary to each member of the Board of Directors on or before five (5) days prior to the holding of such meetings. If the date of the regular meeting is changed, notices shall be given on or before five (5) days prior to the regular meeting date or the proposed changed date of the meeting, whichever is earlier. Failure of a Director to receive such notices shall not invalidate any action of the Board of Directors done at a regular meeting held in the principal offices of the Brazos River Authority on the regular meeting date and attended by a quorum, subject to the fact that notices are sent to all Directors in accordance with these Bylaws.

Section 6.02. Notices of Special Meetings and Committee Meetings. Three (3) days' notice of special meetings of the Board of Directors or of any Committee shall be required.

Section 6.03. Notices of Emergency Meetings. Only meetings of an emergency nature may be held with less than 72 hours notice, in which case applicable law shall be followed.

For purposes of this section, an emergency sufficient to justify an emergency meeting exists only if immediate action is required of a governmental body because of an imminent threat to public health and safety or a reasonably unforeseeable situation.

Section 6.04. Transmission of Meeting Notices. Notices of meetings of the Board and of Committees may be given by any method which conveys actual notice of the time and place of such meeting to a Director.

In the absence of the ability to convey actual notice, it shall be conclusively presumed that each Director to whom notice is sent to the address provided by the Director via a registered delivery service, the United States Postal Service, and electronic mail, directed to such Director at the electronic mail address provided by the Director, has received notice in accordance with these Bylaws.

Section 6.05. Content of All Meeting Notices. Notices of any meeting of the Board of Directors, or of any Committee of the Board of Directors, shall state the date, hour, place and subject of the meeting, and shall comply with all requirements of law. No action shall be taken at any meeting which is not indicated in such notice and posted as required by law.

Section 6.06. Posting of Meeting Notices. Written notice of the date, hour, place and subject of each meeting of the Board of Directors and of each meeting of any Committee of the Board of Directors shall be posted as required by law. Agendas for meetings will be posted on the Brazos River Authority website at least 72 hours in advance of the meeting, with the exception of Emergency Meetings.

Section 6.07. Waiver of Meeting Notice. Any Director may waive notice of any meeting at any time. All actions of the Board of Directors or of any Committee at any meeting with respect to which a written waiver of notice is delivered by any Director to the Secretary of the Brazos River Authority shall in all respects be as regular, legal, and binding, as if such Director had received actual notice of such meeting or any other form of notice provided by these Bylaws at the time required by these Bylaws. Attendance by a Director at any meeting of the Board of Directors or of any Committee shall constitute waiver of notice.

Section 6.08. Placing an Item on the Agenda. Any Director may require inclusion of any matter on the agenda for the next meeting of the Board of Directors or of any Committee by written demand delivered to the Secretary or to the General Manager/Chief Executive Officer at the principal office of the Brazos River Authority no later than ten (10) days in advance of such meeting in order that notice of the matter may be given in compliance with existing law.

ARTICLE SEVEN: EMPLOYMENT AND EMPLOYEES

Section 7.01. General Manager/Chief Executive Officer. The Board of Directors may employ a General Manager/Chief Executive Officer and may give the person so employed full authority in the management and operation of the affairs of the Brazos River Authority (subject only to the orders of the Board of Directors). The term of office and compensation to be paid to the General Manager/Chief Executive Officer shall be established by the Board of Directors. The General Manager/Chief Executive Officer shall sign such checks, mortgages, bonds, deeds, contracts and other instruments as the Board of Directors shall, from time to time, authorize.

A General Manager/Chief Executive Officer employed by the Board of Directors shall select persons to fill the positions of the Brazos River Authority, shall hire such persons, and shall have the right to discharge such persons, their compensation to be fixed in accordance with the policies established by the Board of Directors.

Neither the General Manager/Chief Executive Officer nor any Officer nor Committee nor any other person shall have any power or authority to employ any person except on a month-to-month basis without being authorized to do so by specific resolution of the Board of Directors, naming the person to be employed, the period of time for which the contract of employment shall run, the compensation to be paid to such employee, and all other terms of any contract with such employee. Any contract of employment for a term other than month-to-month made without such specific resolution recorded in the minutes of the Brazos River Authority shall be null and void.

Section 7.02. Employees. The Board of Directors shall establish such positions for employees as it deems necessary or desirable for carrying on the affairs of the Brazos River Authority, and the salary range for each position. The Board of Directors may delegate this authority to the General Manager/Chief Executive Officer.

ARTICLE EIGHT: COMMITTEES

Section 8.01. Establishment and Delegation of Authority. The Board of Directors or the Presiding Officer may, from time to time, elect or appoint committees from among the Board of Directors to perform such duties as may from time to time be delegated to them by the Board of Directors or the Presiding Officer. Such committees shall serve at the pleasure of the Board of Directors or the Presiding Officer, as the case may be. The Directors or the Presiding Officer may delegate to such committees any and all authority which the Directors or the Presiding Officer have a legal right to delegate.

Section 8.02. Meetings and Location. Meetings of Committees of the Board of Directors may be convened upon call by the Presiding Officer of the Committee or, in that person's absence, by the Assistant Presiding Officer of the Committee, or by the Presiding Officer, or by a quorum of the Committee members. Such meetings may be held within the state of Texas, as specified by the person(s) convening the meeting. Additionally, meetings may be held by videoconference upon authorization by the Presiding Officer of the Committee or, in that person's absence, by the Assistant Presiding Officer of the Committee, so long as such meetings are held in compliance with the Texas Open Meetings Act and any other applicable laws.

Section 8.03. Quorum for Committee Meetings. A quorum for the transaction of business by a Committee of the Board shall be at least one-third of the voting members of the Committee. Only the voting members of a Committee are counted toward establishment of a quorum.

In the event that a quorum fails to attend any Committee meeting, the Presiding Officer of the Committee, after opening the meeting, may continue same from day to day without further notice to the Directors until a quorum is present.

Section 8.04. Participation by Directors. Once a quorum is established, other Directors attending the meeting may then participate as *ex officio* members of the Committee. *Ex officio* members do not have a vote on official Committee business.

Section 8.05. Officer Duties. Officers of the Board of Directors are voting members of all Committees.

Section 8.06. Texas Open Meetings Act. All meetings of the committees of the Board of Directors shall be conducted in accordance with the Texas Open Meetings Act, Chapter 551, Texas Government Code, as it may be amended from time to time.

Section 8.07. Administration and Audit Committee as Standing Committee. The Audit and Administration Committee shall be a standing committee.

ARTICLE NINE: RECORDINGS AND MINUTES

Section 9.01. Recordings; Content of Minutes. Written minutes or a recording shall be kept of all open meetings of the Board of Directors and of Committees of the Board.