

A.0 APPENDIX A: STAKEHOLDER GROUP BY-LAWS

**Lake Granbury
Watershed Protection Plan
STAKEHOLDERS GROUP**

BYLAWS

Adopted

March 24, 2006

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ARTICLE I. ORGANIZATION

Section 1. Organization Name

The official name of this organization shall be the "Lake Granbury Watershed Protection Plan Stakeholders Group" (Stakeholder Group).

Section 2. Establishment and Purpose

The STAKEHOLDER GROUP was established by appointment of an initial coordination of Federal and State legislative staff, Texas Commission on Environmental Quality (TCEQ) staff, and Brazos River Authority (Authority) staff. The purpose of the STAKEHOLDER GROUP shall be to provide regional input into the Lake Granbury Watershed Protection Plan (WPP).

Section 3. Principal Administrative Office

The principal administrative office of the STAKEHOLDER GROUP shall be the principal business offices of the Authority. The Watershed Coordinator shall be the principal point of contact at the Authority.

Section 4. Responsibilities

The STAKEHOLDER GROUP shall have the responsibility for providing input and information with respect to selecting, designing, and implementing water quality management measures. Foremost among those responsibilities shall be identification of areas with the greatest concerns, making recommendations for additional monitoring, and selecting Best Management Practices (BMPs).

ARTICLE II. VOTING MEMBERSHIP

Section 1. Initial Composition

The initial voting members of the STAKEHOLDER GROUP were selected by the initial coordinating body. Member groups were selected to ensure adequate and balanced representation of the interests of individuals and entities that have a vested interest in the waters of Lake Granbury or directly affected by project outcome or decisions, including the general public, associations, government, industry, fee payers, and other interested parties.

The entity or stakeholder group that has been asked to participate shall appoint an individual to be their designated representative.

Section 2. Voting Membership

The current voting membership of the STAKEHOLDER GROUP shall include adequate and balanced representation of the interests of individuals and entities that have a vested interest in

the waters of Lake Granbury and other interests determined by the STAKEHOLDER GROUP. The voting membership of the STAKEHOLDER GROUP may also include persons added or removed as provided under this Article and Article III. The voting membership of the STAKEHOLDER GROUP shall not exceed 25 members.

Section 3. Terms of Office

All voting member groups are considered to be permanent members for the duration of the project. Anticipated project duration is from November 21, 2005 through August 31, 2009.

If a designated representative is unable to serve for the duration of the project, the entity or stakeholder group that the individual represents will be asked to appoint a new individual to represent their interests.

Section 4. Conditions of Membership

In order to be eligible for voting membership on the STAKEHOLDER GROUP, a person at the time of taking office must represent the group for which a member is sought, be willing to participate in the WPP process, and abide by these Bylaws. The individual voting member cannot select his/her replacement. Replacement must be chosen by the entity from which membership is sought.

Section 5. Attendance

All members shall make a good faith effort to attend all STAKEHOLDER GROUP meetings. Records of attendance shall be kept by the Authority at all STAKEHOLDER GROUP meetings. Voting members must attend at least one-half of the sum of all meetings during a calendar year. Voting members of the STAKEHOLDER GROUP who have excessive absences shall be subject to removal from membership under Section 7 of this Article. Representation by a designated alternate pursuant to Article V does not excuse a member's absence.

Section 6. Code of Conduct

Members and designated alternates of the STAKEHOLDER GROUP shall ethically conduct the business of the STAKEHOLDER GROUP and shall avoid any form or appearance of a conflict of interest, real or apparent.

Potential conflicts of interest shall be clearly stated by the voting member or designated alternate prior to any deliberation or action on an item with which the voting member or designated alternate may be in conflict. Where the potential conflict is restricted to a divisible portion of an item, the Facilitator may divide the agenda item into parts, at the Facilitator's discretion, for deliberation and voting purposes. An abstention from participation in deliberations, decisions, or voting and the reasons therefore shall be noted in the minutes.

The fact that a member is also an employee or public official of an entity which has some relationship, direct or indirect, with the STAKEHOLDER GROUP (e.g., County Judge, Mayor, City Manager, Water District or River Authority member or employee), shall not disqualify such

person from voting membership and full participation. These Bylaws recognize that such circumstances will probably arise in the very nature of the work and the legal structure of the STAKEHOLDER GROUP and that it is appropriate to expressly recognize such facts.

Section 7. Removal of Voting Members

The following shall constitute grounds for removal of a voting member:

- a. excessive absenteeism as defined under Section 5 of this Article determined by the STAKEHOLDER GROUP;
- b. resignation;
- c. change in status so that the member no longer represents the interest he or she was selected to represent;
- d. failure to abide by the Code of Conduct provisions set forth under Section 6 of this Article;
- e. falsifying documents or information presented to the STAKEHOLDER GROUP;
- f. any other serious violation of these Bylaws as may be determined by the voting members; or
- g. The voting member's designated alternate fails to abide by the Code of Conduct provisions set forth under Section 6 of this Article.

ARTICLE III. SELECTION OF ADDITIONAL GROUPS TO THE VOTING MEMBERSHIP

Section 1. Timing

No later than 30 calendar days prior to the next meeting, a voting member shall submit to the Watershed Coordinator a written proposal for consideration of an additional group and a written request that the item be added to the next meetings agenda.

Section 2. Proposal Requirements

Such proposals shall identify the particular interest group for which the nomination is sought and supporting documentation of need for this group to be represented.

Section 3. Vote Required

The voting members shall make a decision for the addition of a group by a two-thirds vote of the voting membership when a quorum is present.

Section 4. Membership Criteria

In the consideration of new groups, the Voting Membership shall strive to achieve geographic, ethnic, and gender diversity.

ARTICLE IV. DESIGNATED ALTERNATES

Each voting member shall designate an alternate to represent him/her when he/she is unable to attend a meeting or hearing. Each voting member must notify the Watershed Coordinator in writing a designated alternate.

The designated alternate shall enjoy the same voting privileges and shall be bound by the same duties, terms, and conditions as the member they represent, except as otherwise provided in these Bylaws.

ARTICLE V. MEETINGS

Section 1. Public Participation

All meetings of the STAKEHOLDER GROUP shall be open to the public. All actions of the STAKEHOLDER GROUP shall be deliberated and undertaken in open meeting. Copies of all materials presented or discussed during meeting shall be made available for public inspection.

Section 2. Regular Meetings

At least one regular meeting of the STAKEHOLDER GROUP shall be held each quarter of each year. The Watershed Coordinator shall insure that an advance notice for regular meetings will be provided to the Voting Membership of the STAKEHOLDER GROUP.

Section 3. Special Meetings

A simple majority of the total Voting Membership of the STAKEHOLDER GROUP may call special meetings of the STAKEHOLDER GROUP. The Watershed Coordinator shall insure that advance notice is provided to the Voting Membership of the STAKEHOLDER GROUP.

Section 4. Agenda

The Watershed Coordinator of the STAKEHOLDER GROUP shall insure that an agenda is prepared for all meetings. Items shall be placed on the agenda as deemed necessary by the Watershed Coordinator or the TCEQ. Copies of the agenda and all supporting information shall be made available for public inspection.

Section 5. Quorum

A quorum of the STAKEHOLDER GROUP shall be a simple majority of the Voting Membership. At least a quorum shall be necessary to conduct any business of the STAKEHOLDER GROUP. However, if a quorum cannot be gathered or a decision cannot be

reached and a critical deliverable is due, the Watershed Coordinator will move forward in consultation with TCEQ to complete the deliverable.

ARTICLE VI. MAKING DECISIONS

Section 1. Applicability; No Written Proxies

Written proxies shall not be allowed in any decision-making by the STAKEHOLDER GROUP. However, designated alternates shall be allowed to participate in decision making as set forth in these Bylaws.

Section 2. Decision-Making Process

The STAKEHOLDER GROUP shall make decisions and take action by a vote of a simple majority of the Voting Membership when a quorum is present, unless otherwise specified in these Bylaws. However, if a quorum cannot be gathered or a decision cannot be reached and a critical deliverable is due, the Watershed Coordinator will move forward in consultation with TCEQ to complete the deliverable.

ARTICLE VII. COMPENSATION

Members of the STAKEHOLDER GROUP are not to be compensated for their services by the State of Texas.

ARTICLE VIII. ADOPTING AND AMENDING THE BYLAWS

These Bylaws shall have full force and effect upon approval and adoption by the voting members of the STAKEHOLDER GROUP. The voting members shall adopt these Bylaws and any amendments thereto by a two-thirds vote of the voting membership when a quorum is present.