

# **TEXOMA COUNCIL OF GOVERNMENTS**

## **Bylaws**

### **PREAMBLE**

We, the representatives of local governments in the Texoma area, hereby join together in a voluntary organization to be known as the Texoma Council of Governments, for the purpose of meeting at regular intervals to discuss and study community challenges of mutual interest and concern, and to develop plans, policies and action recommendations for ratification and implementation by member local governments and other appropriate levels of government within the region.

We realize that our individual and common destinies rest with the interdependent actions of the local governments which comprise our region.

This voluntary association which we have formed is a vehicle for closer cooperation and is a voluntary organization of local governments by which the members seek, by mutual agreement, solutions to mutual problems for mutual benefit.

Our goal is to combine our total resources for regional planning beyond our individual capabilities.

### **ARTICLE I**

#### **ORGANIZATION**

There is hereby organized a Regional Planning Council which shall be known as the Texoma Council of Governments and which shall be a voluntary association of the local governmental units located within Cooke, Fannin and Grayson Counties of the State of Texas. The Council is organized under the authority of Chapter 391, Local Government Code, State of Texas, and may exercise any powers heretofore or hereafter conferred upon it by State Law.

### **ARTICLE II**

#### **OBJECTIVES AND DECLARATION OF POLICY**

- (1) The objectives of the Council shall be to encourage and permit local governmental units to join and cooperate with one another and with other governmental units and public service organizations to

improve the health, safety and general welfare of their citizens and to plan for the future development of the Region

(2) The Council shall have the following general purposes:

- (A) To make studies and plans to guide the unified, far-reaching development of the Region and to assist any participating governmental unit in the preparation of the plans or effectuation of plans consistent with the general objectives and purposes of the Council.
- (B) To eliminate duplication and to promote economy and efficiency in the coordinated development of the Region.
- (C) To serve as a mutual forum to identify, discuss, study and bring into focus regional challenges and opportunities.
- (D) To serve as a vehicle for the collection and exchange of regional information and to provide for effective communication and coordination among governments and agencies.
- (E) To foster, develop and review policies, plans and priorities for regional growth, development and consideration.
- (F) To furnish general and technical aid to member governments.
- (G) To facilitate agreements and develop cooperative action proposals among member governments for specific projects or other interrelated developmental needs.
- (H) To maintain liaison with members, governmental units and groups or organizations and to serve as a regional spokesman for local governmental interests.
- (I) To review, coordinate, and expedite federal, state and local programs that are of a regional nature.
- (J) To develop plans or programs to carry out such activities as may be agreed upon by the Council.

(3) Funding Sources

- (A) The Council may apply for, contract for, receive and expend funds or grants from the State of Texas, the federal government, or any other source.
- (B) The Council may charge and collect annual membership dues in accordance with Article III(3)(C),
- (C) The Council shall have no power to levy any character of tax whatever, and
- (D) Funds to the Council shall be deposited in a depository to be designated by the Governing Board and may be expended in accordance with Article IV(5).

## **ARTICLE III**

### **MEMBERSHIP**

#### (1) Types of Membership:

##### (A) Regular Membership

- (i) Eligible governmental units may become regular members of the Texoma Council of Governments by the passage of an ordinance, minute order, resolution or other appropriate and legal action of its governing body adopting the Agreement creating this Council and these Bylaws.
- (ii) Governmental units eligible to become regular members of the Council shall be:
  - (a) Counties,
  - (b) Incorporated cities,
  - (c) Incorporated towns,
  - (d) Incorporated villages,
  - (e) Independent school districts,
  - (f) Consolidated school districts, or
  - (g) Community College districts.
- (iii) To be eligible for membership, a governmental unit shall be geographically situated in whole or in part, within the area prescribed in Article I of these Bylaws.

##### (B) Associate Membership

- (i) Any other political subdivision of the State which is geographically situated, in whole or in part, within the area prescribed in Article I of these Bylaws, any public entity, or any private entity may join the Texoma Council of Governments upon petition of membership to the Governing Board and subsequent acceptance of the application by the Governing Board.
- (ii) Dues for associate members may be waived by reciprocal offer for dues-exempted membership.

- (C) If a member's representative is serving as an officer of a state or national association of which Texoma Council of Governments is a member, and ceases to be eligible to serve as the member's representative, that person may continue to serve as a representative until his/her

term as the officer of that state or national association expires, subject to the approval of the Governing Board.

(2) A member of the Council may withdraw by majority vote of its governing body.

(3) Dues.

(A) Payment of dues is a condition of membership.

(B) If a member is more than six (6) months in arrears in its dues, the Governing Board may suspend the membership and the voting privileges of their representative(s) until such time as such dues are paid.

(C) Dues for members shall be established by the Governing Board.

(4) Population determination.

(A) The Texas State Data Center biennial estimates of population shall be used for the purposes of determining dues for cities and counties.

(B) The Texas Educational Agency enrollment figures shall be used for the purposes of determining dues and representation eligibility for school districts.

## **ARTICLE IV**

### **GOVERNING BOARD**

(1) The representatives of members of Texoma Council of Governments are collectively the Governing Board.

(2) Composition

(A) At least two-thirds (2/3) of the representatives of the Governing Board shall be elected official representatives of regular members in accordance with subsection (2)(B)(i) of this Article. Furthermore, the Governing Board shall be composed of representatives who collectively satisfy the requirements of applicable state and federal law.

(B) The Governing Board shall consist of fifteen (15) representatives as follows:

(i) Elected Officials

(a) The County Judge of:

1. Cooke County,
2. Fannin County, and

3. Grayson County.

(b) The Mayor of:

1. The City of Bonham,
2. The City of Denison,
3. The City of Gainesville, and
4. The City of Sherman.

(c) General Law cities.

1. The Mayor of one (1) General Law city from each of:
  - A. Cooke County,
  - B. Fannin County, and
  - C. Grayson County.
2. Representation shall rotate alphabetically on an annual basis among those General Law cities that are members in good standing.
3. If a General Law city becomes a member in good standing after June 1, 2010, it will enter the rotation at the bottom of the list, irrespective of alphabetical order.
4. In the event that all eligible General Law cities in a county decline their right to have a representative on the Governing Board, the County Commission shall appoint an elected city or county official to fill the vacancy.

(d) In the event that a County Judge or Mayor declines to serve on the Governing Board, the governing body of that jurisdiction shall select another elected official as its representative on the Governing Board.

(ii) Community Representatives.

- (a) The Commissioners Court of each County shall appoint one (1) community representative.
- (b) Insofar as possible, the County Commissioners Court shall make appointments that ensure the economic, urban-rural, geographic, ethnic and gender diversity of the community and region as defined in Article I are represented on the Governing Board.

(iii) School Districts.

- (a) One (1) representative of a school district with an enrollment of more than 1,000 students.
- (b) Representation shall rotate alphabetically on an annual basis among those school districts that are members in good standing.
- (c) If a school district becomes eligible to have a representative to the Governing Board after June 1, 2010, it will enter the rotation at the bottom of the list, irrespective of alphabetical order.

(iv) Community College Districts.

- (a) One (1) representative of a community college district.
- (b) Representation shall rotate alphabetically on an annual basis among those community college districts that are members in good standing.
- (c) If a community college district becomes eligible to have a representative to the Governing Board after June 1, 2010, it will enter the rotation at the bottom of the list, irrespective of alphabetical order.

(3) Terms of Representation:

- (A) Those representatives who are serving in accordance with section (2)(B)(i) of this Article shall serve so long as they remain the Mayor or Judge. In the event that the Mayor or Judge chooses not to serve, the representative shall serve at the pleasure of the governing body that selected them.
- (B) Those representatives who are serving in accordance with section (2)(B)(ii), (iii), or (iv) shall serve for one (1) year.
- (C) Subject to the will of the appointing authority, each representative shall continue to serve on the Governing Board until a duly-appointed replacement is selected.

(4) Officers

(A) Election

- (i) The Governing Board shall elect officers at the regularly-scheduled June meeting.
- (ii) Each officer shall be an elected official of a city or county.

(B) President

- (i) The President shall be authorized to call special meetings in accordance with applicable state laws. Such meetings shall be announced in accordance with the Texas Open Meetings Act. The posted notice shall specify the time, place and subject of the called meeting and

business transacted at such called meetings shall be confined to the subjects as stated in such notice.

(ii) The duties of the President shall be to:

- (a) preside at meetings of the Governing Board,
- (b) sign official documents,
- (c) call special meetings as required and in accordance with provisions of the Texas Open Meetings Act,
- (d) recommend committee appointments in accordance with this Article, and
- (e) countersign checks or warrants to expend Council funds.

(iii) The President shall not vote on matters before the Governing Board except to cast the tie breaking vote in the event of a tie vote.

(C) Vice-President. The duties of the Vice-President of the Governing Board shall be to:

- (i) assume the duties of the President in the event the President is absent or otherwise unable to fulfill his or her responsibility, and
- (ii) countersign checks or warrants to expend Council funds in the absence or inability of the President to act.

(D) Secretary/Treasurer. The duties of the Secretary/Treasurer shall be to:

- (i) preside at meetings of the Governing Board in the absence of both the President and Vice-President,
- (ii) sign official documents, and
- (iii) sign checks or warrants to expend Council funds.

(5) The Governing Board shall designate a depository institution for the funds of the Council which may be expended upon check or warrant signed by the Secretary/Treasurer, countersigned by the President, or in the absence or inability of the President to act, the Vice-President.

(6) Meetings

(A) The appointed representatives serving on the Governing Board shall meet at a time and place it decides, but no less than monthly.

(B) The President shall be authorized to call special meetings in accordance with the Texas Open Meetings Act. The posted notice shall specify the time, place and subject of the called meeting

and business transacted at such called meetings shall be confined to the subjects as stated in such notice.

- (C) A quorum of the Governing Board consists of a majority of voting representatives.
  - (D) When a quorum is present at any meeting, the vote of the majority of the voting representatives shall decide any question brought before the meetings, except for amendment of the bylaws in accordance with Article IX(2).
- (7) The powers and responsibilities of the Governing Board shall include, but not be limited to:
- (A) Adopting the bylaws and any changes thereto,
  - (B) Establishing the overall objectives and policies of the Council,
  - (C) Adopting an annual budget for the Council,
  - (D) Reviewing, on its own motion or at the request of any committee, any action of the requesting committee, and
  - (E) Hiring, should the Governing Board so decide, an Executive Director.

## **ARTICLE V**

### **COMMITTEES**

- (1) Advisory Committees
- (A) The Governing Board shall create Advisory Committees to assist the Governing Board in providing policy direction for those programs where specialized knowledge or expertise is desired.
  - (B) Notwithstanding any other provision of these bylaws, the Governing Board retains the responsibility for supervision and control over public business and policy.
  - (C) The Governing Board shall appoint advisory committee members according to processes directed by the federal or state funding agency, specific grant agreement provisions, or the committee bylaws.
  - (D) The Advisory Committee shall have no authority to act absent Governing Board approval of the advisory committee's bylaws.
- (2) The Governing Board may create Ad Hoc Committees and appoint representatives thereto as needed.

- (3) Representatives appointed to a committee may be removed for cause with the approval of two-thirds (2/3) of the present and voting Governing Board representatives.

## **ARTICLE VI**

### **EXECUTIVE DIRECTOR**

- (1) The Governing Board may employ an executive director, who shall be qualified by training and experience, and who shall serve at the pleasure of the Governing Board.
- (2) The executive director shall be the chief administrative officer of the Council and, subject to the policies of the governing body, shall:
  - (A) act for and in the name of the Council,
  - (B) have the authority to sign all documents relating to contracts, grants, and credit cards necessary to conduct the Council's activities,
  - (C) be responsible for all personnel decisions concerning subordinate employees of the Council, including, but not limited to, staff assignments within the approved budget, and.
  - (D) be responsible for preparing the annual budget of the Council.

## **ARTICLE VII**

### **ANNUAL REPORT AND AUDIT**

- (1) The Council shall prepare an annual report which shall be submitted to all members of the governing bodies of all member governmental units.
- (2) The Council shall have an annual audit made of its financial accounts and transactions during the preceding fiscal year and shall include a summary of such audit in its annual report.

## **ARTICLE VIII**

### **ACCOUNTABILITY AND ASSET MANAGEMENT**

For the purpose of property and asset management, the Texoma Council of Governments shall be totally accountable to the member governmental units, collectively. In the case of dissolution, all property

and assets shall be considered as assets of the member governmental units and shall be disposed of in accordance with the desires of the elected representatives serving on the Governing Board and in accordance with applicable state and federal laws.

## **ARTICLE IX**

### **ADOPTION AND AMENDMENT**

- (1) These Bylaws shall become initially effective upon adoption of the Agreement by the governing bodies of the governmental units in Cooke, Fannin and Grayson Counties.
- (2) These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the total number of representatives, provided that the proposed amendment was discussed at a regular meeting of the Governing Board at least thirty (30) days prior to the vote.”

*Amended March 2010 (effective June 2010)*