

BYLAWS
OF THE
FAR WEST TEXAS
WATER PLANNING GROUP

ARTICLE I

Name

Section 1. Planning Group: These Bylaws are adopted by the “Far West Texas Water Planning Group” (“the Planning Group”).

Section 2. Planning Area: The official name of the regional water planning area designated as “Region E” or “Area E” by the Texas Water Development Board (“the TWDB”) in accordance with 31 Texas Administrative Code (“TAC”) Chapter 357 on February 19, 1998, shall be the “Far West Texas Water Planning Area” (“the Planning Area”). The Planning Area includes all of Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, Presidio, and Terrell Counties.

ARTICLE II

Purpose

The purpose of the Planning Group shall be to provide comprehensive regional water planning for the Planning Area, and to carry out related responsibilities as directed by state law and TWDB rules, including (but not limited to) Chapter 16 of the Texas Water Code and 31 TAC Chapters 355, 357 and 358.

ARTICLE III

Principal Administrative Office

Section 1. Administrative Office: The initial Principal Administrative Office, mailing address, and telephone number of the Planning Group shall be:

Rio Grande Council of Governments
8037 Lockheed, Suite 100
El Paso, Texas 79925
915/533-0998

Section 2. Administrative Officer: The Administrative Officer of the Planning Group shall be Annette Gutierrez.

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Section 3. Change of Office or Officer: The Principal Administrative Office and the Administrative Officer may be changed at any time by vote of a simple majority of the voting membership.

ARTICLE IV
Membership

Section 1. Composition: The initial voting members of the Planning Group shall include the initial coordinating body appointed by the TWDB on February 19, 1998, plus any additional voting members appointed by the initial coordinating body to ensure adequate representation of all of the interests comprising the Planning Area, as stated in Texas Water Code § 16.053(c) and as determined by the Planning Group, including:

- (1) the Public
- (2) Counties
- (3) Municipalities
- (4) Industries
- (5) Agriculture
- (6) Environmental
- (7) Small Businesses
- (8) Electric Generating Utilities
- (9) River Authorities
- (10) Water Districts
- (11) Water Utilities
- (12) Groundwater Management Areas
- (13) Tourism
- (14) Economic Development
- (15) Real Estate

The voting membership of the Planning Group shall subsequently include persons added as provided under this Article.

Section 2. Terms of Office: The terms of voting members shall be three years. Voting members may be elected to multiple three-year terms. The term of any voting member that has resigned shall be carried out by the next appointee until the completion of the term. The term of any elected official who is a voting member of the Planning Group will expire with the expiration of the term of the office to which he or she was elected, unless a simple majority of the remaining voting members vote to continue his or her status as a voting member of the Planning Group.

Section 3. Conditions of Membership: In order to be eligible for voting membership on the Planning Group, a person must represent the interest for which a member is sought, be willing to participate in the regional water planning process, and abide by these Bylaws.

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Section 4. Selection of Members: As soon as may be practicable prior to the expiration of a voting member's term, and after the removal, death or resignation of a voting member, the Planning Group shall notify each mayor, county judge, water district, water supplier, and water rights holder in the Planning Area, and post notice on the Water Planning Group's website soliciting nominations for a successor, identifying the particular interest for which nominations are sought, stating the conditions of membership, delineating the method for submitting nominations, and establishing a deadline for submission of nominations between thirty and forty-five calendar days from the date that public notice was first given, in accordance with this section and the law. Members of the Planning Group may also submit nominations in the manner prescribed in the public notice.

After an affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met, the current Designated Alternate of a voting member who has resigned or died may be elected by the Planning Group to represent the interest of the member who has resigned or died without the need to post public notice or solicit nominations as specified in the first paragraph of this Section.

The Executive Committee shall receive and process the nominations and, as soon as practical after the deadline for submitting nominations, shall recommend a nominee to the voting membership as a whole, giving strong consideration to a consensus nominee from those individuals and entities that collectively represent the interest being filled. The Executive Committee shall not be bound by the nominations received and may consider any person who meets the conditions of membership. The voting membership as a whole shall not be bound by the recommendation of the Executive Committee and may consider any person who meets the conditions of membership.

Outgoing voting members shall be given the opportunity to fully participate in the selection process for their successors and shall serve until their successors take office. However, no member shall participate in a vote in which he or she is a nominee.

An affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met shall be required to appoint a nominee as a voting member. If voting fails to select a voting member, the voting members shall consider other nominations until a new or reappointed member can be selected by an affirmative vote of a simple majority of the Planning Group voting members present.

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Section 5. Non-voting Members:

(A) The Planning Group shall include as required non-voting members, who shall receive meeting notifications and information in the same manner as voting members:

- (1) A staff member of the TWDB designated by its Executive Administrator,
- (2) A staff member of the Texas Parks and Wildlife Department designated by its Executive Director,
- (3) One member each from any Regional Water Planning Area adjacent to the Planning Area to serve as a liaison,
- (4) One person to represent those entities not located in the Planning Area that (a) hold surface water rights to at least 1,000 acre-feet per year in the Planning Area, (b) supply at least 1,000 acre-feet of water per year to entities located within the Planning Area, or (c) receive at least 1,000 acre-feet of water per year from the Planning Area (“the water user/supplier member”).
- (5) A staff member of the Texas Department of Agriculture designated by its Commissioner.

(B) The Planning Group, at its discretion, may include as non-voting members:

- (1) A representative of Mexico,
- (2) A representative of New Mexico,
- (3) A representative of the International Boundary and Water Commission,
- (4) A representative of the Bureau of Reclamation,
- (5) A representative of the Texas Commission on Environmental Quality and the Texas General Land Office,
- (6) A staff member of the Texas State Soil and Water Conservation Board designated by its Executive Director.
- (7) Other parties as determined necessary and advisable.

An affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met shall be required to appoint a nominee as a water user/supplier member. If voting fails to select a member, the voting members shall consider other nominations until a water user/supplier member can be selected by an affirmative vote of a simple majority of the Planning Group voting members present. Once selected, a water user/supplier member shall have no term of office and shall serve until removed by the voting members, with or without cause, by the agreement of not less than a simple majority of the voting membership.

Non-voting members chosen pursuant to this subsection shall be selected and removed in the same manner as provided above for the selection and removal of a water user/supplier member.

Section 6. Designated Alternates: Each voting and non-voting member shall designate an alternate to represent him or her when he or she is unable to attend a meeting or hearing. Each member must notify the Administrative Officer of the name of the member’s Designated Alternate at least twenty-four hours prior to the first meeting or hearing at which the Designated

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Alternate will appear on behalf of the member. No additional notice is necessary until a change in the person assigned as Designated Alternate is requested.

The Designated Alternates shall enjoy the same voting privileges, and shall be bound by the same duties, terms, and conditions, as the member they represent, except as may be otherwise provided in these Bylaws. However, a Designated Alternate for a voting member who serves as an officer or member of the Executive Committee shall not be allowed to serve as an officer or voting member of the Executive Committee in the member's absence but may represent the member at a meeting of the Executive Committee. Participation of a designated alternate is counted as attendance.

Section 7. Code of Conduct: Members and Designated Alternates of the Planning Group shall ethically conduct the business of the Planning Group and shall avoid any form or appearance of a conflict of interest, real or apparent, by observing the following:

- (a) No member or Designated Alternate of the Planning Group shall:
 - (1) Solicit or accept gratuities, favors, or anything of monetary value from suppliers or potential suppliers of services, materials, or equipment, including subcontractors under recipient contracts; or
 - (2) Participate in the selection, award, or administration of procurement where the member or Designated Alternate has a financial or other substantive interest in the organization being considered for award. Such conflict may be due to any of the following having a financial or familial relationship with the organization:
 - (i) the member or Designated Alternate;
 - (ii) the member's or Designated Alternate's family;
 - (iii) the member's or Designated Alternate's business partner(s); or
 - (iv) a person or organization that employs, or is about to employ, any of the persons listed in the (i)-(iii) above.
 - (3) Participate in any deliberation, decision, or vote that would constitute a conflict of interest under federal, state or local law.
- (b) Potential conflicts of interest shall be clearly stated by the member or Designated Alternate prior to any deliberation or action on an agenda item with which the member or Designated Alternate may be in conflict. Where the potential conflict is restricted to a divisible portion of an agenda item, the Chair may divide the agenda item into parts, at the Chair'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.
- (c) This Section 7 applies to all members, whether voting or non-voting, and Designated Alternates.

Section 8. Removal of Voting Members:

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(a) Grounds for Removal of Voting Members: The following shall constitute grounds for removal of a voting member:

- (1) failure to abide by the code of conduct provisions set forth under Section 7 of this Article;
- (2) change in status so that the member no longer represents the interest he or she was selected to represent;
- (3) falsifying documents;
- (4) any other serious violation of these Bylaws as may be determined by the voting members; or
- (5) the voting member's Designated Alternate engaging in any acts described in subdivisions (1), (3) or (4) of this subsection.

(b) Process for Removing Voting Members: Voting members may be removed at any time for any of the grounds set forth in subsection (a) of this Section. Upon determining that grounds for removal may exist (or that events constituting grounds for removal have occurred), the Chair shall make a written request to that member for an explanation as to why he or she should not be removed from voting membership. The accused member shall make a written response to the Chair within five (5) days following receipt of the request for explanation. The Chair shall forward copies of the request and the response to the voting members. If the Chair continues to suspect that a ground for removal may exist, if the member fails to make a timely response to the Chair's request, or if a voting member requests its inclusion on the agenda after reviewing the written response from the accused member, the Chair shall place an item on the next meeting agenda calling for the removal of the member. At the meeting, the member subject to the possible removal action may present evidence of why he or she should not be removed. The voting members may remove the member by an affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met. The member subject to the removal action shall not participate in any way in the removal decision; nor shall his or her membership count as part of the total voting membership for purposes of calculating an affirmative simple majority vote.

(c) Loss of Membership for Non-Attendance: A voting member who misses four or more consecutive meetings of the Planning Group in any calendar year shall be dropped from the voting membership of the Planning Group unless the Planning Group votes, by an affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met, that the member should be retained as a voting member because the absences were due to extraordinary or extenuating circumstances. Retaining the member shall be placed on the agenda for the next meeting of the Planning Group, after the non-attendance issue has been identified. Participation of a designated alternate is counted as attendance.

ARTICLE V
Officers and Executive Committee

Section 1. Election and Term: At the first meeting of the Planning Group after the adoption of these Bylaws, and at the first meeting in each calendar year after that, and at the first meeting after any vacancy occurs in the officers or on the Executive Committee, the voting members of the Planning Group shall elect from the voting members a Chair, Vice-Chair, and Secretary (who shall be the officers of the Planning Group), as well as two at-large members of the Executive Committee, and two Alternates to the Executive Committee to serve as voting members of the Executive Committee in the absence of one of the regular members of the Executive Committee, all of whom shall serve one-year terms or until their successors take office. If an election is held because of a vacancy, only the vacant office shall be filled. Officers and Executive Committee members may be reelected to the same office and may be removed for any of the grounds listed in Section 8 of Article IV or for repeated failure to carry out the duties of the office. Officers shall be elected, and may be removed, by an affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met. Each officer shall serve until his or her successor takes office. Upon the completion of his/her term, the Chair shall automatically become the Immediate Past Chair. The Immediate Past Chair shall work with the Executive Committee as a non-voting member to provide continuity to the operation of the Planning Group.

Section 2. Duties: The Chair shall be the executive officer of the Planning Group to execute any instruments or documents authorized to be executed by the Planning Group and to preside at all meetings of the Planning Group. The Vice Chair shall assist the Chair in the discharge of his or her duties and, in the absence of the Chair, shall assume the Chair's duties. The Secretary shall be responsible for maintaining the minutes of all meetings of the Planning Group and the records and documents of the Planning Group and shall also ensure that notice of all meetings of the Planning Group is properly posted and given. In the absence of the Vice Chair, the Secretary shall assume the duties of the Vice Chair. All officers shall perform any other or additional tasks or duties the Planning Group may direct.

Section 3. Executive Committee: The Executive Committee shall be composed of five voting members of the Planning Group, including the Chair, Vice Chair, Secretary, and two at-large members. Two alternates to the Executive Committee shall also be elected by the Planning Group, and shall serve as voting members of the Executive Committee in the event of the absence of any of the five regular members, but shall not serve as an officer of the Executive Committee. The Immediate Past Chair serves as a non-voting advisory member. No two voting members representing the same interest (as defined in 31 TAC §357.4(a)) shall serve as regular members of the Executive Committee at the same time, but alternates may represent any interest regardless of whether or not that interest is already represented on the Executive Committee. The Executive Committee shall act only on administrative decisions expressly delegated by the Planning Group unless otherwise provided in these Bylaws or by law. All meetings of the

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Executive Committee shall comply with the provisions of Article VI of these Bylaws related to meetings of the Planning Group.

ARTICLE VI

Meetings

Section 1. Open Meetings and Notice: All meetings of the Planning Group, its committees and/or sub-groups shall be posted and open to the public in the manner of a governmental body under the Texas Open Meetings Act and as set forth in TWDB rules. All actions of the Planning Group shall be deliberated and undertaken in open meeting, unless otherwise authorized by the Texas Open Meetings Act. Meetings of the Planning Group, its committees and/or sub-groups also may be held by telephone or video conference call in accordance with Sections 551.125 and 555.126 of the Texas Government Code. The time and place of meetings shall be set to facilitate, to the greatest extent possible, the participation of the public in the regional water planning process. Copies of all materials presented or discussed shall be made available for public inspection prior to and following any meeting of the Planning Group.

Section 2. Regular Meetings: At least one regular meeting of the Planning Group shall be held annually. At the first meeting after the adoption of these Bylaws and the first meeting of each calendar year thereafter, the Planning Group shall establish and adopt a regular meeting schedule for the ensuing year. The Secretary shall ensure that an advance notice and an agenda for regular meetings will be provided to the full membership of the Planning Group at least ten calendar days in advance by first-class U.S. Mail, facsimile, or electronic mail. Supporting information and member-requested materials shall be distributed to the full membership with the notice and agenda or at the meeting, as deemed appropriate by the Chair.

Section 3. Called (Special) Meetings: The Chair or a majority of the voting members of the Planning Group may call special meetings of the Planning Group. The Secretary shall ensure that advance notice and an agenda for the called meeting is provided to the full membership of the Planning Group at least five calendar days in advance by first-class U.S. Mail, facsimile, or electronic mail. Supporting information and member-requested materials shall be distributed to the full membership with the notice and agenda or at the meeting, as deemed appropriate by the Chair.

Section 4. Agenda: The Secretary of the Planning Group shall ensure that an agenda is prepared and distributed for all meetings, in accordance with Sections 2 and 3 of this Article. Items shall be placed on the agenda at the request of the Chair or at the request of at least three voting members of the Planning Group. Consideration for approval of the previous meeting's minutes shall always be among the first items on the agenda. Copies of the agenda and all supporting material shall be made available for public inspection prior to and following any meeting of the Planning Group.

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Section 5. Quorum: A quorum of the Planning Group shall be one-half of the voting members or their Designated Alternates, excluding vacancies. At least a quorum shall be necessary to conduct any business of the Planning Group.

Section 6. Applicability of Robert's Rules of Order: Except as otherwise provided in these Bylaws, meetings of the Planning Group shall be conducted under the provisions of *Robert's Rules of Order*. However, failure to follow *Robert's Rules of Order* because of an incorrect ruling by the Chair, made in good faith, shall not constitute grounds for appeal of or objection to an action of the Planning Group.

Section 7. Public Hearings/Meetings Required By Law: The Planning Group shall post notice and conduct public hearings and public meetings that are specifically required by statute and/or TWDB rule, including those set forth for preplanning, draft regional water plan presentation, adoption of amendments to the regional water plan, and final regional water plan adoption in accordance with the requirements of the relevant state law and/or TWDB rules. Notification requirements may be different than those specified in Section 1 of this Article and are specifically delineated in Texas Water Code § 16.053 and/or 31 TAC § 357.12.

Section 8. Minutes: The Secretary shall ensure that minutes of all meetings of the Planning Group are prepared. The minutes shall:

- (1) state the subject of each deliberation;
- (2) indicate each vote, order, decision, or other action taken;
- (3) indicate those members in attendance, noting the presence of a quorum, and noting the presence of those members of the public who participate in the course of the meeting;
- (4) represent an accurate summary of the meeting's record, and
- (5) state any other information required by these Bylaws to be included in the minutes.

The Secretary shall ensure that true copies of the minutes are provided to the full membership as soon as possible following the meeting, but no later than ten calendar days prior to the next regular meeting of the Planning Group.

ARTICLE VII
Voting

Section 1. General: Unless the method for making a particular decision is prescribed by law or in these Bylaws (including any amendments), all decisions and actions of the Planning Group and of its committees and subgroups, if any, shall be in accordance with this Article. All votes shall be cast in person by a member (or by his Designated Alternate), and no proxies shall be allowed.

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Section 2. Consensus: The goal of the Planning Group is that all actions and decisions of the Planning Group shall be by consensus. “Consensus” is an agreement built by identifying, exploring, and satisfying, to the greatest extent possible, all members’ interests and concerns. A consensus is reached when all voting members agree that their interests and concerns have been taken into consideration and addressed in a manner satisfactory to each member so that all members can support the decision of the group. The process of building consensus involves the development of alternatives and trade-offs and the assessment of the impact of those alternatives. Consensus does not require unanimity, and consensus can never result from coercion.

Section 3. Failure to Reach Consensus: If, after good faith negotiations, the voting members are unable to reach consensus on an issue, the Chair shall entertain a motion to put the issue to a vote. If the issue before the Planning Group is the adoption of the regional water plan or any amendment to it, passage of the motion shall require an affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met. If there is a vacancy in one or more interests that the Planning Group has agreed should be represented, and if the vote is for adoption of the regional water plan or any amendment to it or for the adoption of any amendment to these Bylaws, the vacancy shall be filled before the vote is taken. If the issue before the Planning Group is any other issue, passage of the motion shall require an affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met, unless otherwise required by these Bylaws.

Section 4. Dispute Resolution After Failed Votes: If the Planning Group fails to act on an issue because (1) no consensus was reached and (2) the requirements of Section 3 of this Article prevented a motion from passing, and if action on the issue must be taken, in the judgment of a majority of the total voting membership of the Planning Group, affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met may agree on a procedure for alternative dispute resolution, including the appointment of third-party mediators or arbitrators. If the issue is resolved by the alternative dispute resolution process agreed upon, the issue shall be reconsidered by the Planning Group as provided by Sections 2 and 3 of this Article. If a resolution of the issue again fails, it will be abandoned unless action is required by law. If action is required by law, the issue will be submitted to a different alternative dispute resolution process, as may be agreed to by affirmative vote of a simple majority of the Planning Group voting members present at a meeting at which a quorum has been met. The procedures of this Section will be repeated until the issue that is required by law to be acted upon is resolved.

ARTICLE VIII

Books and Records

Section 1. Required Documents and Retainment: Records of the Planning Group shall be kept at the Principal Administrative Office of the Planning Group for a period of at least five years, including: a current membership list with addresses, affiliations, and phone numbers, if not unlisted; the current roster of officers; a copy of the written record of designation of the

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political subdivision(s) as representative(s) of the Planning Group; minutes; agendas; notices; contracts, subcontracts, annual financial statements, and any and all financial records and supporting information; Bylaws; records of public hearings; correspondence; memoranda; phone logs; committee or subgroup recommendations or findings; draft and final plans; studies; data of any sort; computer records or models; executive summaries; other work products; and any other pertinent information of a public nature.

Section 2. Inspection and Copying: Records of the Planning Group shall be available for inspection and copying at the Principal Administrative Office of the Planning Group during normal business hours. Procedures and fees for copying and inspection shall be the same as those used by the political subdivision housing the Principal Administrative Office of the Planning Group for inspection and copying of its own public records.

Section 3. Availability of Reports: All reports, planning documents, and work products resulting from projects funded by the TWDB shall be made available to the TWDB, the Texas Parks and Wildlife Department, and the Texas Commission on Environmental Quality or their successor agencies. At least one copy of the approved regional water plan shall be placed in the county clerk's office for each affected county and in at least one public library of each county having land within the Planning Area, in accordance with state law.

ARTICLE IX
Committees

The voting members of the Planning Group shall make all decisions required of regional water planning groups, and none of those decisions may be delegated. However, the Planning Group may engage contractors and may appoint committees to advise the Planning Group and to help in the decision-making process. Any committees shall consist of voting and non-voting members only, but the committees may consult with experts and advisors. All committees shall conduct their meetings as these Bylaws require for the Planning Group.

ARTICLE X
Reimbursement of Expenses

Members of the Planning Group will not be compensated for their services on the Planning Group, and their actual expenses may be reimbursed as allowed by law and in accordance with procedures that may be adopted by the Planning Group from time to time.

ARTICLE XI
Cost Allocation

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The voting members of the Planning Group shall develop an equitable method or formula for the allocation of costs associated with the local match for state funding for the development of a regional water plan. The method or formula will be submitted to each commissioners court and the governing body of each municipality in the Planning Area, the approval of a simple majority of which shall be required before the Planning Group may adopt the method or formula.

ARTICLE XII
Contractual Services

The voting members of the Planning Group shall, by vote of a simple majority of the voting members present, make all decisions related to final approval of persons or entities selected by an eligible applicant to provide contractual services for the Planning Group, including all services related to preparation, development, or revisions of the regional water plan for the Planning Area. However, the voting members may delegate to the Executive Committee the authority to make all administrative decisions concerning amendments to TWDB Research and Planning Fund grant contracts for services related to regional water planning, except those decisions concerning amendments related to scope of work and budgets.

ARTICLE XIII
Adopting and Amending the Bylaws

These Bylaws shall have full force and effect upon approval and adoption by the voting members of the Planning Group, acting on behalf of the interests comprising the Planning Area, and upon submission to the TWDB in compliance with 31 TAC § 357.4. The voting members shall adopt these Bylaws and any amendments to them by vote of a simple majority of the voting membership.