



## **AGENDA**

**CITY COUNCIL WORK SESSION  
City of Garland  
Duckworth Building, Goldie Locke Room  
217 North Fifth Street  
Garland, Texas  
November 3, 2014  
6:00 p.m.**

### **DEFINITIONS:**

**Written Briefing:** Items that generally do not require a presentation or discussion by the staff or Council. On these items the staff is seeking direction from the Council or providing information in a written format.

**Verbal Briefing:** These items do not require written background information or are an update on items previously discussed by the Council.

**Regular Item:** These items generally require discussion between the Council and staff, boards, commissions, or consultants. These items are often accompanied by a formal presentation followed by discussion.

**[Public comment will not be accepted during Work Session  
unless Council determines otherwise.]**

**NOTICE:** The City Council may recess from the open session and convene in a closed executive session if the discussion of any of the listed agenda items concerns one or more of the following matters:

(1) Pending/contemplated litigation, settlement offer(s), and matters concerning privileged and unprivileged client information deemed confidential by Rule 1.05 of the Texas Disciplinary Rules of Professional Conduct. Sec. 551.071, TEX. GOV'T CODE.

(2) The purchase, exchange, lease or value of real property, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Sec. 551.072, TEX. GOV'T CODE.

(3) A contract for a prospective gift or donation to the City, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Sec. 551.073, TEX. GOV'T CODE.

(4) Personnel matters involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee or to hear a complaint against an officer or employee. Sec. 551.074, TEX. GOV'T CODE.

(5) The deployment, or specific occasions for implementation of security personnel or devices. Sec. 551.076, TEX. GOV'T CODE.

(6) Discussions or deliberations regarding commercial or financial information that the City has received from a business prospect that the City seeks to have locate, stay, or expand in or near the territory of the City and with which the City is conducting economic development negotiations; or to deliberate the offer of a financial or other incentive to a business prospect of the sort described in this provision. Sec. 551.087, TEX. GOV'T CODE.

(7) Discussions, deliberations, votes, or other final action on matters related to the City's competitive activity, including information that would, if disclosed, give advantage to competitors or prospective competitors and is reasonably related to one or more of the following categories of information:

- generation unit specific and portfolio fixed and variable costs, including forecasts of those costs, capital improvement plans for generation units, and generation unit operating characteristics and outage scheduling;
- bidding and pricing information for purchased power, generation and fuel, and Electric Reliability Council of Texas bids, prices, offers, and related services and strategies;
- effective fuel and purchased power agreements and fuel transportation arrangements and contracts;
- risk management information, contracts, and strategies, including fuel hedging and storage;
- plans, studies, proposals, and analyses for system improvements, additions, or sales, other than transmission and distribution system improvements inside the service area for which the public power utility is the sole certificated retail provider; and
- customer billing, contract, and usage information, electric power pricing information, system load characteristics, and electric power marketing analyses and strategies. Sec. 551.086; TEX. GOV'T CODE; Sec. 552.133, TEX. GOV'T CODE]

**1. Written Briefings:**

**a. Sale of Property – 501 Edgefield Dr.**

*Council is requested to consider authorizing the sale of property located at 501 Edgefield Dr. in the City of Garland to Bailey Family Builders, Inc. for the public purpose of affordable housing with the Housing and Community Services Department in the amount of \$14,000.*

Item	Key Person
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**2. Verbal Briefings:**

**a. DART Quarterly Report**

**Thomas/Cheney**

*Council will be updated on DART's services, activities, programs, and projects within Garland.*

**b. Texas Enterprise Zone Nomination - Kraft Foods Group, Inc.**

**Mayer/Schuster**

*Council will be briefed on a request from Kraft Foods Group, Inc. for the City of Garland to approve a resolution nominating Kraft for a Texas Enterprise Project designation based on job retention.*

**c. Transportation Report**

**Dean/Schaffner**

*Dean International, the City's transportation consultant, will update Council on the following:*

- *Transportation Program Updates*
  - *IH-635*
    - *Next Steps*
  - *IH-30*
  - *Annual Missions Update*
- *Strategic Events Update*
- *Advocacy Group Update*
- *Transportation Updates*
  - *TEX-21*
  - *Regional Policy*
  - *Federal Policy*
  - *State Update*

**d. Resolution Supporting High-Speed Rail Between Dallas and Houston** **Athas**

*At the request of Mayor Douglas Athas, Council is requested to discuss a proposed resolution supporting high-speed rail between Dallas and Houston.*

**e. Update on Water Conservation Efforts/Restrictions** **Baker**

*Council will be updated on the City's water conservation efforts and the upcoming winter watering restrictions.*

**f. Street Funding/Transportation User Fee** **Williams/Stanley**

*At the request of Council Members B. J. Williams and Stephen Stanley, Council is requested to discuss whether or not to commission a Transportation User Fee (TUF) study be completed by an outside firm. The Citizens Ad Hoc Streets Improvement Committee recommended in their report to the City Council that a TUF be considered to raise the funding needed for street repairs.*

**g. Council Appointments as Representatives to Outside Organizations** **Stanley/B. J. Williams**

*At the request of Council Members Stephen Stanley and B. J. Williams, Council is requested to discuss the process for appointment of Council members as representatives to organizations of which the City is a member. This item was previously discussed at the June 30 and July 14, 2014 Work Session. As requested, copies of the bylaws for each of the outside organizations are included.*

**h. Eastern Hills Country Club Property** **Stanley/B. J. Williams**

*At the request of Council Members Stephen Stanley and B. J. Williams, Council is requested to discuss engaging a consultant to examine alternative development scenarios for the Eastern Hills Country Club property.*

**3. Consider the Consent Agenda**

**Council**

*A member of the City Council may ask that an item on the consent agenda for the next regular meeting be pulled from the consent agenda and considered separate from the other consent agenda items. No substantive discussion of that item will take place at this time.*

**4. Announce Future Agenda Items**

**Council**

*A member of the City Council, with a second by another member, or the Mayor alone, may ask that an item be placed on a future agenda of the City Council or a committee of the City Council. No substantive discussion of that item will take place at this time.*

**5. Council will move into Executive Session**

**Council**

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**EXECUTIVE SESSION  
AGENDA**

1. Personnel matters involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee or to hear a complaint against an officer or employee. Sec. 551.074, Tex. Gov't Code.

- City Secretary

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**6. Adjourn**

**Council**



# Policy Report

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## SALE OF PROPERTY

### ISSUE

Consider the sale of property located at 501 Edgefield Dr. in the City of Garland to Bailey Family Builders, Inc. for the public purpose of affordable housing with the Housing and Community Services Department for \$14,000.

### OPTIONS

1. Approve the sale.
2. Do not approve the sale.

### RECOMMENDATION

Sell the subject property to Bailey Family Builders, Inc., so that upon completion of renovations, it will be sold to a family that is low-to-moderate income as defined by the US Department of Housing and Urban Development. The development will occur under the HOME Infill program managed by the Housing and Community Services Department. If Council concurs with this recommendation, staff will submit a resolution for consideration at the November 18, 2014, Regular Meeting.

### COUNCIL GOAL

Sustainable Quality Development and Redevelopment  
Financially Stable Government with Tax Base that Supports Community Needs  
Safe, Family-Friendly Neighborhoods

### BACKGROUND

On January 4, 2011, the Dallas County Sheriff "struck off" a single-family house located at 501 Edgefield Drive to the City of Garland after receiving no minimum qualified bids at the Sheriff's Sale. Pursuant to delinquent tax suit No. No. TX09-40530, City of Garland *vs. Heirs and Unknown Hears of Adelene Keener, et.al.*, the property was "struck off" for \$29,995.66.

The vacant structure will be acquired, demolished and subsequently sold as affordable housing by Bailey Family Builders, Inc., a developer in partnership with the Housing and Community Services Department's HOME Infill program. Bailey Family Builders, Inc. has offered to purchase this lot for \$14,000.

## **CONSIDERATION**

Net court costs and costs of sale amount to \$3,190.40. In addition, the City is entitled to reimbursement for its costs in the amount of \$1,500.00, leaving \$9,309.60 that will be distributed to the City of Garland, Garland ISD, and Dallas County based on the pro rata percentages of the total judgment for taxes. City of Garland will receive \$2,525.74, with \$4,623.88 distributed to GISD and \$2,159.98 distributed to Dallas County. Because the sale price of \$14,000 is less than the total amount necessary to pay all amounts due under the Judgment or market value at the time of the Judgment, this sale required the consent of the other taxing units in the Judgment. Consent from the other taxing entities was obtained prior to City Council approval of the sale.

## **ATTACHMENT**

1. Offer to purchase the property

Submitted By:

Mona L. Woodard,  
Manager  
Housing and Community Services

Date: October 27, 2014

Approved By:

William E. Dollar  
City Manager

Date: October 27, 2014

**COURT ORDER  
2014-0941**



Consent to City of Garland's Resale of Tax Foreclosed Property at 501 Edgefield Drive,  
Garland, Texas

On a motion made by Commissioner John Wiley Price, District 3, and seconded by Commissioner Dr. Elba Garcia, District 4, the following order was passed and adopted by the Commissioners Court of Dallas County, State of Texas:

BRIEFING DATE: 7/1/2014  
FUNDING SOURCE: N/A

Be it resolved and ordered that the Dallas County Commissioners Court does hereby consent to the sale of the Property at 501 Edgefield Drive, Garland, Texas, to Bailey Family Builders, Inc. for \$14,000 with post judgment taxes to be paid from said amount, subject to the prior owners' remaining right of redemption, if any, even if the amount tendered is less than the market value of the land specified in the judgment of foreclosure or the total amount of the judgment against the Property in compliance with Section 34.05(i) of the Texas Property Tax Code, and authorize the City of Garland, as trustee, to act and sign on behalf of Dallas County, the Dallas County Community College District, the Parkland Hospital District and the Dallas County School Equalization Fund in the sale, use, and disposition of the Property, acquired by tax foreclosure, which has been jointly vested in the name of the Taxing Authorities.

Done in open court July 8, 2014, by the following vote:

IN FAVOR: Honorable Clay Lewis Jenkins, County Judge  
Commissioner Dr. Theresa M. Daniel, District 1  
Commissioner Mike Cantrell, District 2  
Commissioner John Wiley Price, District 3  
Commissioner Dr. Elba Garcia, District 4  
OPPOSED: None  
ABSTAINED: None  
ABSENT: None

Recommended by: Alberta Blair  
Originating Department: Public Works



## **RESOLUTION**

### **A RESOLUTION AUTHORIZING THE CITY OF GARLAND TO RE-SELL TAX FORECLOSED PROPERTY LOCATED AT 501 EDGEFIELD DRIVE, GARLAND, TEXAS, BY PUBLIC OR PRIVATE SALE, AS PROVIDED BY SECTION 34.05 OF THE TEXAS PROPERTY TAX CODE**

**WHEREAS**, pursuant to a delinquent tax collection lawsuit and tax foreclosure sale, the property located at 501 Edgefield Drive, Garland, Texas, ("The Property") was struck off to the City of Garland on its own behalf and as Trustee for the Garland Independent School District and Dallas County, pursuant to Section 34.01(j) of the Property Tax Code, and

**WHEREAS**, Garland Independent School District desires to resell The Property pursuant to Section 34.05 of the Property Tax Code for an amount not less than \$14,000.00, and

**WHEREAS**, Garland Independent School District desires to authorize the City of Garland to act as Trustee to offer The Property for sale pursuant to Section 34.05 of the Texas Property Tax Code,

### **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE GARLAND INDEPENDENT SCHOOL DISTRICT, GARLAND, TEXAS THAT:**

**Section 1.** The Garland Independent School District does hereby provide specific authorization to the City of Garland to act as Trustee to offer for sale by public or private sale 501 Edgefield Drive, Garland, Texas, more fully described in Exhibit "A," attached hereto and made a part hereof, and the Board of Trustees for Garland Independent School District does hereby consent to the sale of 501 Edgefield Drive, Garland, Texas for an amount not less than \$14,000.00 in compliance with Section 34.05 of the Texas Property Tax Code, and each taxing unit entitled to receive proceeds of the sale consents to the sale for that amount.

**Section 2.** This Resolution shall take effect immediately from and after its passage in accordance with the provisions of the law.


PASSED AND APPROVED this 22<sup>nd</sup> day of July, 2014, by the  
Board of Trustees for the Garland Independent School District.

GARLAND INDEPENDENT SCHOOL DISTRICT

By: 

Rick Lambert  
President, Board of Trustees

ATTEST:

  
\_\_\_\_\_  
Scott Luna  
Secretary, Board of Trustees  
Garland Independent School District



# City Council Item Summary Sheet

☒ **Work Session**

**Date:** November 3, 2014

☐ **Agenda Item**

## **DART Update**

### **Summary of Request/Problem**

Council will be updated on DART's services, activities, programs, and projects within Garland.

### **Recommendation/Action Requested and Justification**

Council discussion.

**Submitted By:**

**Approved By:**

**William E. Dollar**  
**City Manager**



# City Council Item Summary Sheet

☒ **Work Session**

**Date:** **November 3, 2014**

☐ **Agenda Item**

## **Texas Enterprise Zone Nomination – Kraft Foods Group, Inc.**

### **Summary of Request/Problem**

Council will be briefed on a request from Kraft Foods Group, Inc. for the City of Garland to approve a resolution nominating Kraft for a Texas Enterprise Project designation based on job retention.

### **Recommendation/Action Requested and Justification**

Council discussion.

**Submitted By:**

**Approved By:**

**William E. Dollar**  
**City Manager**

October 29, 2014

The Honorable Douglas Athas, Mayor of Garland  
And Members of the Garland City Council  
City of Garland  
200 N. Fifth Street  
Garland, TX 75040

Re: Request for the Texas Enterprise Zone Nomination  
Kraft Foods Group, Inc

Dear Mayor Athas and Members of the City Council:

On behalf of Kraft Foods Group, Inc. ("Kraft") we request assistance from the City of Garland, Texas (the "City") by passing a Resolution to nominate the Kraft facility located in Garland for a Texas Enterprise Project designation based on job retention.

Kraft currently employs approximately 235 full-time employees at their existing facility in Garland, Texas, located at 2340 Forest Lane, Garland, TX 75042. If approved, Kraft is in the process to invest approximately \$27.3 million, with an estimated investment of approximately \$46 million in new machinery and equipment for the new Oscar Mayer product line. Additionally, an estimated \$11.2 million of investment is anticipated for demolition and relocation of current production lines. The proposed expansion and capital investment will retain the 235 existing jobs and may also create approximately 325 new job positions (including 146 contract employees). This investment will provide Kraft the ability to retain its current employment base through the 5-year designation period and will allow Kraft to increase production capacity and manufacturing flexibility in their Garland plant. We believe that we meet the criteria under TX Govt. Code § 2303.402 (Chapter 2303.406 (a)(4)(D)) to be approved for a Texas Enterprise Project designation for job retention.

As noted above, a City nomination is required to apply for the Program and we appreciate your consideration and assistance with this request.

Sincerely,



George Francis  
Director, Deloitte Tax LLP

cc: Mike Morgan – Kraft Foods



# City Council Item Summary Sheet

☒ **Work Session**

**Date:** November 3, 2014

☐ **Agenda Item**

## Transportation Report

### Summary of Request/Problem

Dean International, the City's transportation consultant, will update Council on the following:

- Transportation Program Updates
  - IH-635
    - Next Steps
  - IH-30
  - Annual Missions Update
- Strategic Events Update
- Advocacy Group Update
- Transportation Updates
  - TEX-21
  - Regional Policy
  - Federal Policy
  - State Update

### Recommendation/Action Requested and Justification

Council discussion.

**Submitted By:**

**Approved By:**

**William E. Dollar**  
**City Manager**



# City Council Item Summary Sheet

☒ Work Session

Date: November 3, 2014

☐ Agenda Item

## Resolution Supporting High-Speed Rail Between Dallas and Houston

### Summary of Request/Problem

At the request of Mayor Douglas Athas, Council is requested to discuss a proposed resolution supporting high-speed rail between Dallas and Houston.

### Recommendation/Action Requested and Justification

Council discussion and direction.

Submitted By:

Approved By:

William E. Dollar  
City Manager

RESOLUTION NO.

A RESOLUTION OF THE CITY OF GARLAND SUPPORTING THE DEVELOPMENT OF HIGH SPEED INTERCITY PASSENGER RAIL IN THE STATE OF TEXAS

WHEREAS, the State of Texas is growing at an astounding rate, and the population of the state will be over forty million people by 2040;

WHEREAS, the population centers of the State of Texas (Dallas/Fort Worth, Houston, and Austin/San Antonio) continue to become more populated, and are the centers for industry and commerce in the State;

WHEREAS, with the expiration of the Wright Amendment on October 13, 2014, short haul commercial aviation will be greatly impacting, reducing intrastate flights to markets previously served;

WHEREAS, true, intercity high speed passenger rail has been operational since the 1960s and has been a major economic driver in countries across the world, efficiently and effectively moving people between major metropolitan areas;

WHEREAS, the United States Department of Transportation, the Federal Railroad Administration, and the Texas Department of Transportation are currently working on the development of high speed intercity passenger rail between Dallas and Houston with additional studies between Dallas and Fort Worth and along the IH-35 corridor from Oklahoma City to Monterrey, Mexico;

WHEREAS, private sector developers from across the globe have shown interest in developing high speed rail lines within the State of Texas;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GARLAND, TEXAS:

Section 1

THAT the City of Garland commends the USDOT, FRA, and TxDOT for their visionary efforts and leadership to bring true intercity high speed rail to the State of Texas by working with the private sector;

Section 2

THAT the City of Garland supports the current efforts of the private sector to develop a high speed rail line between the cities of Dallas and Houston.





# City Council Item Summary Sheet

☒ **Work Session**

**Date:** **November 3, 2014**

☐ **Agenda Item**

## **Water Conservation Efforts/Restrictions**

### **Summary of Request/Problem**

Council will be updated on the City's water conservation efforts and the upcoming winter watering restrictions.

### **Recommendation/Action Requested and Justification**

Council discussion.

**Submitted By:**

**John Baker**  
**Managing Director of Public Works**

**Approved By:**

**William E. Dollar**  
**City Manager**



# City Council Item Summary Sheet

☒ **Work Session**

**Date:** **November 3, 2014**

☐ **Agenda Item**

## **Street Funding/Transportation User Fee**

### **Summary of Request/Problem**

At the request of Council Members B. J. Williams and Stephen Stanley, Council is requested to discuss whether or not to commission that a Transportation User Fee (TUF) study be completed by an outside firm. This action does not commit Council to enacting a TUF.

The Citizens Ad Hoc Streets Improvement Committee recommended in their report to the City Council that a Transportation User Fee (TUF) be considered to raise the funding needed for street repairs. Significant study and analysis will be needed to determine the structure and amounts related to the establishment of a TUF – particularly as it relates to amounts assessed commercial operations.

This item was previously considered by Council at the September 15, 2014 Work Session.

### **Recommendation/Action Requested and Justification**

Council discussion.

**Submitted By:**

**Approved By:**

**William E. Dollar**  
**City Manager**



# City Council Item Summary Sheet

☒ **Work Session**

Date: November 3, 2014

☐ **Agenda Item**

## Council Appointments as Representatives to Outside Organizations

### Summary of Request/Problem

At the request of Council Members Stephen Stanley and B. J. Williams, Council is requested to discuss the process for appointment of Council members as representatives to organizations of which the City is a member. This item was previously discussed at the June 30 and July 14, 2014 Work Sessions.

As requested, copies of the bylaws for each of the outside organizations are included for Council's information.

### Recommendation/Action Requested and Justification

Council discussion.

**Submitted By:**

**Approved By:**

**William E. Dollar**  
**City Manager**

## COUNCIL-RELATED CITY MEMBERSHIPS

Organization	Representative
Dallas Regional Mobility Coalition	Tim Campbell
Economic Development Steering Committee	Scott LeMay Anita Goebel
National League of Cities	
North Central Texas Council of Governments	Mayor Douglas Athas
North Central Texas Council of Governments Emergency Preparedness Planning Council	B. J. Williams Stephen Stanley, Alternate
North Texas Commission	
Regional Transportation Council	Mayor Douglas Athas
Texas Municipal League	
TEX-21	Lori Dodson B. J. Williams, Alternate
U. S. Conference of Mayors	Mayor Douglas Athas



## **DALLAS REGIONAL MOBILITY COALITION**

### **BYLAWS**

(Amended and Adopted January 5, 1990)  
(Amended July 6, 1990)  
(Amended October 5, 1990)  
(Amended November 2, 1990)  
(Amended March 1, 1991)  
(Amended February 7, 1992)  
(Amended April 3, 1992)  
(Amended February 4, 1994)  
(Amended December 16, 1994)  
(Amended January 9, 1998)  
(Amended November 7, 2003)  
(Amended January 12, 2007)  
(Amended June 5, 2009)

### **ARTICLE I**

#### **PARTICIPANTS, NAME, PURPOSE, STATUS**

##### **Section 1.1. Participants.**

The Participants are the Counties of Collin, Dallas, Denton and Ellis and such other municipalities, political subdivision, and counties as may subsequently become additional parties hereto with the agreement of the Executive Committee herein created.

##### **Section 1.2. Name, Purpose**

- a) The participants hereby create the Dallas Regional Mobility Coalition (the "DRMC").

- b) The DRMC is created for the purpose of examining all issues related to and recommending transportation improvements and other related actions for the portion of the Dallas Metropolitan Area served by District 18 of the Texas Department of Transportation ("TxDOT").
- c) DRMC will consult with and make recommendations to North Central Texas Council of Governments- Regional Transportation Council ("RTC"), TxDOT, North Texas Tollway Authority ("NTTA"), Dallas Area Rapid Transit ("DART"), and any other agency or municipality in transportation decision making in the Dallas Metropolitan Area.
- d) Unless expressly requested to engage informal planning review of proposed projects in the region by the RTC, the DRMC will limit its activities to recommending policy positions and will publicly advocate and encourage only those projects that have been approved by the RTC for inclusion in the Regional Mobility Plan.
- e) Once operational, the DRMC will absorb the activities and will assume the responsibilities of the Metropolitan Transportation Coalition and the North Texas Highway Project Committee.

### Section 1.3. Status of DRMC, Tax Code Treatment

- a) The DRMC shall be and is organized as a non-profit association of participating public entities and political subdivisions under the Act solely for the public purposes, and no part of its net income shall accrue to or be paid for the benefit of any private party except in the ordinary course of business and for services rendered or for goods, supplies, or property supplied or furnished to the DRMC for the benefit of the Participants.
- b) In performing its powers and duties, the DRMC will at all times be acting as the duly constituted authority and instrumentality of the Participants and as an organization performing essential governmental functions under and for the purposes of Section 115 of the Internal Revenue Code of 1986, as amended.
- c) No Participant by its execution hereof is assuming or agreeing to pay any monetary or other obligation other than the agreement to make the contributions provided in Section 7.1. (a) hereof.

## ARTICLE II

### EXECUTIVE COMMITTEE, POWERS, DUTIES

#### Section 2.1. Creation, Selection of Executive Committee

- a) The Participants hereby create the Executive Committee (the "Executive Committee") for the purpose of administering and governing the affairs of the DRMC, and the Executive Committee is hereby designated and appointed as the "administrative agency" of the Participants hereunder as permitted by Section 4 (d) of the Interlocal Cooperation Act, Article 4413 (32c), Vernon's Texas Civil Statutes
- b) The Executive Committee shall consist of appointed members selected, and five (5) ex-officio members, as follows:
  - i) One each from the Cities with a population over 50,000 being either the Mayor or another elected official designated by the City Council.
  - ii) Four members, designated by the City Council of Dallas, being either two or three elected officials from the City of Dallas and one or two community leaders (non-elected officials).
  - iii) Five members, one each from Collin, Dallas, Denton, Ellis and Rockwall County, being either the County Judge or another elected official designated by the Commissioners Court.
  - iv) Additional members from those participating cities not represented under paragraphs (i) and (ii) which have joined with other similar participating cities whose combined population is 50,000 or greater. Each such aggregation shall be represented on the Executive Committee by a single member, being either a Mayor or another elected official, selected by the city councils of those cities.
  - v) One community leader appointed by the Dallas County Commissioners Court.
  - vi) Six ex-officio members as follows:
    - the TXDOT District 18 District Engineer

- the Executive Director of the North Texas Tollway Authority
  - the Executive Director of Dallas Area Rapid Transit Authority
  - the Staff Director of the Regional Transportation Council
  - a representative of the Denton County Transportation Authority
  - Chair of the Associate Member Advisory Board
- vii) One business leader (non-elected official) appointed annually by the Legislative Coalition of Dallas Area Chambers of Commerce.
- viii) Each member, except the ex-officio members and associate members, shall have one (1) vote on all matters coming before the Executive Committee. In the absence of any elected-official member of the Executive Committee, he or she may authorize, in writing, another elected official from the political subdivision(s) he or she represents to attend a regular or special meeting of the Executive Committee and to vote upon any matters presented at that meeting. Citizen members shall not be empowered to authorize a proxy vote.

To vote on an issue to be presented at a regular or special meeting of the Executive Committee at which he or she will be absent, a citizen member must furnish the Co-Chairs a written statement of his voting position on such issues prior to the meeting. All issues will be decided by simple majority vote of at least 50 percent plus one (1) members of the Committee, which shall constitute a quorum.

- c) If any entity entitled to representation under paragraphs (i), (ii), or (iii) above shall withdraw from this Agreement, the Executive Committee will be reduced accordingly.

## Section 2.2. Powers, Duties of Executive Committee

- a) The Executive Committee shall have the power to organize itself by adopting bylaws and operating procedures and by selection of such officers as it may consider appropriate. The Executive Committee shall adopt an annual budget and shall provide a copy thereof to each Participant.



- b) Officers shall be Co-Chairs, Vice Chair, Secretary and a Treasurer. Officers will be elected bi-annually at the first regular meeting in December. The nominations for these positions shall be made from the floor the first year and thereafter by a three member nominating committee appointed by the Co-Chairs. Co-Chairs serve a staggered four-year term, with implementation on January 8, 2010 by the Nominations Committee recommending one Co-Chair for a two-year term and the other Co-Chair for a four-year term. Thereafter, one Co-Chair shall be subject to election on December of odd years. Effective January 12, 2007 the Vice-Chair shall be the Dallas City Council Transportation Committee Chair and serve as one of the City of Dallas Appointees. The Treasurer will provide a report at each regular meeting of expenditures and receipts. Any expenditures in excess of \$1,000 must be authorized by vote of the Executive Committee. At the end of each fiscal year a certified audit or review shall be performed of all financial transactions of the DRMC.
- c) The Executive Committee may obtain technical support and consulting assistance from the North Central Texas Council of Governments ("NCTCOG"), and from such other paid or non-paid sources and personnel as it shall deem appropriate. If not provided by NCTCOG, the Executive Committee shall obtain the services of a full-time staff person or consultant to be responsible for monitoring project development activities of the DRMC.
- d) The Executive Committee shall have the following specific responsibilities:
- i) Advocating projects before the Metropolitan Planning Organization, TxDOT Commission and with Dallas area Legislators and Members of Congress;
  - ii) Overseeing progress on development of major multi-jurisdictional transportation projects in the area and pursuing whatever action is appropriate to expedite such projects; and
  - iii) Other actions that may, from time to time, seem necessary to expedite mobility improvements in the District 18 area of TxDOT, including the admission of additional Participants to the Agreement and to the DRMC.

- e) Any proposed changes in bylaws shall be proposed at least one meeting prior to voting on the proposed changes. Passage of the changes to the bylaws shall require a positive vote of two-thirds of the voting members.

## ARTICLE III

### GOVERNANCE COMMITTEE, POWERS, DUTIES

#### Section 3.1. Creation, Selection of Governance Committee

- a) The Participants hereby create the Governance Committee (the "Governance Committee") for the purpose of preparing meeting content, presentations and governing the affairs to be brought before the Executive Committee.
- b) The Governance Committee shall consist of eight (8) members, as follows:
  - i) The five (5) officers of the Executive Committee: Co-Chairs, Vice-Chair, Treasurer and Secretary
  - ii) The three (3) standing committee chairs: Finance Committee, Communications Committee and Legislative Committee.
  - iii) Ad Hoc committee chairs will not hold a seat on the Governance Committee.

## ARTICLE IV

### STANDING COMMITTEES, POWERS, DUTIES

#### Section 4.1. Creation, Selection of Communications Committee

- a) The Participants hereby create the Communications Committee (the "Communications Committee") for the purpose of preparing public relations materials, media advisories and governing the communications issues to be brought before the Executive Committee.
- b) The Communications Committee Chair shall be appointed by the senior Co-Chair.
- c) The Communications Committee Chair shall hold a seat on the Governance Committee.

#### Section 4.2. Creation, Selection of Finance Committee

- a) The Participants hereby create the Finance Committee (the "Finance Committee") for the purpose of governing the expenditures and monetary proposals to be brought before the Executive Committee.
- b) The Finance Committee Chair shall be appointed by the senior Co-Chair.
- c) The Finance Committee Chair shall hold a seat on the Governance Committee.

#### Section 4.3. Creation, Selection of Legislative Committee

- a) The Participants hereby create the Legislative Committee (the "Legislative Committee") for the purpose of drafting and proposing the legislative priorities, monitoring legislative activities during any given legislative session, and preparing updates on the legislative issues to be brought before the Executive Committee.
- b) The Legislative Committee Chair shall be appointed by the senior Co-Chair.
- c) The Legislative Committee Chair shall hold a seat on the Governance Committee.

### ARTICLE V

#### AD HOC COMMITTEES, POWERS, DUTIES

#### Section 5.1. Creation, Selection of Ad Hoc Committees

- a) The senior Co-Chair shall create Ad Hoc Committees as necessary for the specific purposes stated by the senior Co-Chair. The affairs of the Ad Hoc Committees are to be brought before the Executive Committee.
- b) The Ad Hoc Committee Chair shall be appointed by the senior Co-Chair.
- c) The Ad Hoc Committee Chair shall not hold a seat on the Governance Committee.

## ARTICLE VI

### ASSOCIATE MEMBERS ADVISORY BOARD

#### Section 6.1. Creation, Selection of Associate Members Advisory Board

- a) The Participants hereby create the Associate Members Advisory Board for the purpose of bringing recommendations before the Executive Committee.
- b) The Associate Members Advisory Board shall consist of those paid private sector members that have applied and been approved by the Governance Committee.
- c) The Associate Members Advisory Board Chair shall be an Associate Member selected by the Associate Members Advisory Board.
- d) Associate Members will not have any voting privileges.
- e) The Associate Members Advisory Board Chair shall not hold a seat on the Governance Committee.

#### Section 6.2. Powers and Duties of Associate Members Advisory Board

- a) The Associate Members Advisory Board shall meet at least two times a year and present a report to the Executive Committee following each meeting.
- b) The Associate Members Advisory Board shall make recommendations to the Executive Committee on issues concerning the private sector.

## ARTICLE VII

### FUNDING BY PARTICIPANTS, TERM, WITHDRAWAL

#### Section 7.1. Participant Contributions to Joint Efforts

- a) Each Participant that is a municipality, by its execution hereof, agrees to and shall pay the Executive Committee a per annum sum equal to ten cents (\$0.10) times the most recent NCTCOG population estimate of each Participant with

the exception of the City of Dallas. The City of Dallas agrees to and shall pay \$50,000 per annum.

- b) Each Participant that is a County, by its execution hereof, agrees to and shall pay to the Executive Committee the per annum sum of \$15,000. In the event that a County Participant's most recent NCTCOG population estimate is less than 150,000, that County, by its execution hereof, agrees to and shall pay to the Executive Committee a per annum sum equal to ten cents (\$0.10) times the most recent NCTCOG population estimate of the Participant County.
- c) Each Participant that is an Associate Member agrees to and shall pay the Executive Committee a per annum sum equal:
  - i) \$1,000 for Large organizations/companies with gross revenue of \$10,000,000 or more.
  - ii) \$500 for Medium organizations/companies with gross revenue of less than \$10,000,000.
- d) The amount payable for the first year of this Agreement shall be due on the thirtieth (30<sup>th</sup>) day after the final execution of this Agreement by all Participants. Annual amounts payable in each year thereafter shall be payable on October 1<sup>st</sup> of each year, beginning on February 1, 1990.
- e) The Executive Committee shall meet at least six times within the calendar year at times and places specified by the Co-Chairs. Meetings will be called more often if necessary.
- f) The Co-Chairs shall set meeting Agendas. Five members of the Executive Committee may request in writing to add an Agenda Item at least 14 days in advance of a scheduled meeting. The request shall be delivered to the Co-Chairs and Executive Director of DRMC.
- g) The fiscal year of the Coalition will begin on October 1 of each year and end on September 30 of the following year.

## Section 7.2 Term, Withdrawals

- a) This Agreement shall be effective on and as of the date of final execution by the initial Participants named herein and shall continue from year to year as to all Participants that have not withdrawn in accordance with subsection (b), below.

- b) Any Participant may withdraw from this Agreement, without refund of amounts paid to date, by giving ten (10) days written notice to the other Participants of the effective date of withdrawal. Any Participants shall be automatically withdrawn in the event funds are not paid when due under Section 7.1. This Agreement shall continue as to all Participants that have not withdrawn.

**OPERATING GUIDELINES  
STEERING COMMITTEE**

**GARLAND ECONOMIC DEVELOPMENT PARTNERSHIP**

**PURPOSE OF THE STEERING COMMITTEE:**

The purpose of the steering committee shall be to monitor the Economic Development Services Agreement between the City, the Chamber and the GISD and to make recommendations to the City Council, Chamber Board and the GISD School Board on Economic Development policies and issues.

**COMPOSITION OF THE STEERING COMMITTEE:**

The Steering Committee will be comprised of 12 (twelve) voting members.

Four of these members from the City of Garland, four from the Garland Chamber of Commerce and four from the GISD.

The four "City" members are as follows:

- The Mayor
- City Manager
- Two Council Members selected by the Mayor Pro Tem

The four "Chamber" members are as follows:

- Chairman of the Board for Economic Development
- Vice Chairman of the Board for Economic Development
- Chairman of the GEDC
- President

The four "GISD" members are as follows:

- Superintendent
- President of the School Board
- 2 Board of Trustees

In the event of any vacancies in the above positions, the City, the Chamber and/or the GISD may appoint other appropriate individuals to fill said vacancies.

Presiding officers (Chairman and Vice Chairman) shall be elected by the members of the Steering Committee.

**QUORUM:**

A quorum of the Steering Committee shall be seven voting members with at least two of those present from the City, the Chamber and the GISD.

**MAJORITY:**

For voting purposes, a majority shall consist of a "Simple majority" of those members present and voting. Recommendation to the City Council by the Steering Committee shall be made on the basis of issues decided by a simple majority vote.

**MEETINGS:**

All meetings of the Steering Committee shall be posted in accordance with the Open Meetings Act. Meeting times and dates shall be set by a consensus of the Steering Committee members.

BYLAWS  
OF THE  
NATIONAL LEAGUE OF CITIES

(Amended as of May 20, 1996)

ARTICLE I.  
Name, Objects, Means, and Definitions

Section 1. Name, Objects, and Means. The National League of Cities is an instrumentality of general purpose local governments and state municipal leagues dedicated to advancing the public interest, building democracy and community, and improving the quality of life by strengthening the capacity of local governance and advocating the interests of local communities.

Local government officials, as custodians of democratic values, work together through the National League of Cities and their state municipal leagues to safeguard the authorities and improve the capabilities of general purpose local governments to respond to the needs and aspirations of the people.

Local government officials act together through the National League of Cities and their state municipal leagues to express and advocate their common interests and views as responsible partners in the federal system of governance.

Section 2. Definitions. As used herein, the words "city," "municipality," "local government," and "general purpose local governments" shall mean any city, town, township, village, borough or county that is a corporate entity or that functions as such. The term "capacity" refers to the means and ability to carry out the responsibilities of general purpose local governments. The words "state league city" shall mean a city which has a membership in good standing in a state league of municipalities which in turn has a membership in good standing in the National League of Cities. The words "member city" shall mean a city which has a city membership in good standing in the National League of Cities. The term "state" shall include any state, territory, or possession of the United States.



ARTICLE II.  
Members

Section 1. Member Leagues. Any state league of municipalities or substantially similar organization, the dues of which are paid by municipalities and having not less than ten active members, is eligible for membership in the National League of Cities and may be

admitted as a member league upon filing the proper application and receiving the approval of the Board of Directors.

Section 2. Member Cities. Any city in the United State may upon payment of the prescribed annual dues become a member city and as such be entitled to all the services and privileges of the National League; provided that no city eligible to but not holding membership in a member league shall be eligible for membership in the National League. Any state league city shall be entitled to all the general services furnished municipalities by the National League through the member leagues, and such city shall be entitled to have its city officials attend and participate in all deliberations of the meeting of the National League, subject to rules and procedures set forth by the Board of Directors.

Section 3. Associate Members. Any person, firm, corporation, or organization not otherwise eligible for membership pursuant to sections 1 or 2 of this Article may apply for an associate membership in the National League under such procedures, services, and dues as are prescribed by the Board of Directors. Such associate members will not have the voting privileges of member cities and member leagues.

### ARTICLE III. Officers and Board of Directors

Section 1. League Officers. The officers of this National League shall be a president, a first vice president, a second vice president, the immediate past president, all past presidents while in elective office in a city, and the Executive Director. The Executive Director shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board. The Executive Director shall be secretary and treasurer of the National League. The president, first vice president, and the second vice president elected at the annual meeting shall hold office for one year or until their successors are qualified. The term of office of all newly elected and designated officers shall commence immediately on adjournment of the annual meeting.

Section 2. Board of Directors. There shall be a Board of Directors consisting of 40 members and the National League president, first vice president, and second vice president, plus all National League past presidents in elective office in a city, which shall conduct the affairs of the National League when representatives of the membership are not assembled, including, by a majority vote of Board of Directors members, determination or modification of national municipal policies on national legislation affecting cities. The Board of Directors may refer to the membership by letter ballot any matter which is not otherwise provided for in these bylaws, the voting thereon to be as provided in Section 5 of Article IV. Twenty members of the Board of Directors shall be elected each year to serve for a term of two years or until their successors are elected and qualified. The term of office of all newly-elected Board members shall commence immediately on adjournment of the annual business meeting. The president and first vice president shall be chairman and vice chairman respectively of the Board of Directors.

Section 3. Powers and Duties of Officers. The powers and duties of the officers of this National League shall be such as by general usage are indicated by the title of their offices. The president shall establish and appoint such committees as may be necessary provided that standing policy committees shall be established by a majority vote of the Board of Directors, and their membership appointed by the president. The Executive Director shall transact the financial business of the National League and keep a complete record of all transactions and with such assistants and staff personnel as necessary shall perform such other duties as the National League or the Board of Directors shall direct and shall receive such compensation as the Board of Directors may prescribe.

Section 4. Qualifications. Each elective officer of this National League at the time of election shall be an elected official of a state league city or member city or chief executive officer or equivalent of a member league.

Section 5. Elections. The elective officers and Board of this National League shall be elected in the manner provided for in Article IV provided that nominations for elected officers and Board members shall be made by a nominating committee of not less than six nor more than fourteen officers of member leagues, state league cities, and member cities and the most immediate past president, all of whom shall be appointed by the president. The most immediate past president shall serve as chair of the nominating committee. The nominating committee shall make its report in writing at least four hours before the scheduled election.

Section 6. Vacancies. A vacancy shall occur in any office of the National League in the event that the person holding the office resigns or ceases to possess the essential qualifications for election to office as provided in Section 4. A vacancy in the office of president shall be filled by the succession of the first vice president to that office. A vacancy in the office of the first vice president shall be filled by the succession of the second vice president to that office. A vacancy in the office of the second vice president

or other elected member of the Board of Directors shall continue until a new qualified person is elected under Article III, Section 5, unless it is filled for the unexpired term by a person selected by a majority vote of the remaining members of the Board of Directors.

A vacancy which occurs for a person serving as a member of the Board of Directors as a past president because that person ceases to possess the essential qualifications provided in Section 4 hereof shall continue until a new, qualified retiring president assumes such position on the Board of Directors.

Section 7. Advisory Council. The Board of Directors shall establish an Advisory Council (consisting of previous members of the Board of Directors in municipal elected office), the duties, responsibilities, and leadership of which shall be determined by the Board of Directors.

ARTICLE IV.

Meetings, Voting, and National Policies

Section 1. Membership Meetings. The time, place, and program of the annual or special meetings shall be determined by resolution of the Board of Directors. The president may also call a special meeting. Notices of meetings of members shall be delivered or mailed by first-class mail to the last known address of all members not less than thirty (30) nor more than sixty (60) days before such meetings provided that any notices required by this section may be waived before such meetings.

Section 2. Member Voting. In all meetings requiring the official decision of the National League, each member league shall be entitled to twenty votes. Each member city shall be entitled to one to twenty votes based upon population as follows:

under 50,000 1 vote  
50,000 - 99,999 2 votes  
100,000 - 199,999 4 votes  
200,000 - 299,999 6 votes  
300,000 - 399,999 8 votes  
400,000 - 499,999 10 votes  
500,000 - 599,999 12 votes  
600,000 - 699,999 14 votes  
700,000 - 799,999 16 votes  
800,000 - 899,999 18 votes  
900,000 and above 20 votes

Member cities, but not member leagues, shall be required to cast unanimous votes.

It shall be the duty of the president in advance of or at the beginning of any such meeting to appoint a credentials committee of three, at least one of whom shall be a representative of a member city.

As soon as practicable after the naming of the credentials committee, each member league shall designate one or more voting delegates not to exceed the number of votes to which it is entitled and may designate alternate voting delegates not to exceed the number of its voting delegates. Each member city shall designate one voting delegate and may designate one alternate voting delegate. It shall be the duty of the credentials committee

to settle any dispute concerning the voting rights of members and their voting delegates and alternate voting delegates and the number of votes each is entitled to cast and the total number of votes of all the members of the National League.

All voting shall be by voice vote unless a weighted vote is demanded by ten percent or more of the certified votes present at the meeting. When the weighted vote is taken, voting shall be limited to duly certified voting delegates, or their alternates, each casting the total number of votes to which the voter is entitled by the certified voting roll. A majority vote of the certified votes present at the meeting shall be required for election of

any officer or member of the Board of Directors, or for passage of any matter of business brought before the business meeting. There shall be no voting by proxy.

Section 3. Member Quorum. A quorum at the annual business meeting or special meeting shall consist of a majority of the votes certified to the meeting.

Section 4. Member Resolutions on Policies. Resolutions on national municipal policies, including national legislation affecting cities, shall be submitted to the voting

delegates in writing by the Board of Directors or by a resolution committee appointed therefore; or by special petition provided that such petition is presented to the annual convention by ten (10) voting delegates with the consent of a majority vote. A two-thirds vote shall be necessary to adopt all resolutions.

Section 5. Mail Ballots. Except as otherwise expressly provided by these bylaws, a majority of the votes cast shall be necessary for a decision in the case of mail ballots submitted to the membership. The letter ballot of a member league shall bear the signature of the president and the countersignature of the chief executive officer of such member leagues, and the letter ballot of a member city shall bear the signature of the mayor. Weighted voting shall be in effect in all balloting by mail.

Section 6. Board Meetings. Notices of meetings of the Board of Directors shall be delivered or mailed by first-class mail to the last known address of all members of the Board of Directors not less than five (5) nor more than forty (40) days before such meetings, unless otherwise required by law, provided that any notices required by this section may be waived before such meetings. A majority of the directors present at a meeting shall constitute a quorum, provided that a quorum consists of no less than one-third of the directors then in office. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the articles of incorporation or these bylaws.

ARTICLE V.  
Financial Matters



Section 1. Dues and Charges. The annual membership dues in the National League, and the schedule of fees or systems of charges for all other services of the National League, shall be established by a resolution of the Board of Directors, within such general limits as may be set by the National League in annual meeting assembled. Annual membership dues and annual service charges shall be due the first day of the membership year for which assessed.

Section 2. Fiscal Year. The fiscal year of the National League shall be from October 1 to September 30, inclusive.

Section 3. Annual Budget. The revenues and expenditures of the National League shall be planned and approved through an annual budget, and financial obligations shall be

incurred on the basis of the budget. The annual budget shall be prepared by the Executive Director under the direction of the Board of Directors. The budget shall be approved by the Board of Directors.

Section 4. Annual Audit. An annual audit shall be made of the financial affairs of the National League by a certified public accountant designated or approved by the Board of Directors.

#### ARTICLE VI. Amendments

These bylaws may be repealed or amended at the annual meeting of the membership or by mail ballot. In the case of an annual meeting, a two-thirds majority of the certified votes cast at the meeting shall be necessary to pass such an amendment. In the case of a mail ballot, a two-thirds majority of the votes cast shall be required. Amendments may be proposed either by initiatory petitions signed by members present at the meeting or by resolution of the Board of Directors, provided that notice of such proposed amendments to be voted on at the annual meeting shall be mailed to all members not less than fifteen days prior to that annual meeting.

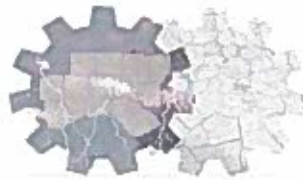
In the case of a mail ballot, not less than forty days shall elapse after mailing of the ballots to all members before the votes are canvassed by two members of the Board of Directors. Such amendments, when adopted by mail balloting, shall become effective ten days after the votes are canvassed and written notice of adoption is mailed to the membership.

#### ARTICLE VII. Parliamentary Procedure

Except as provided in these bylaws, and such official rules and procedures for the conduct of business meetings as may be adopted by the Board of Directors, Robert's Rule of Order Revised shall prevail on parliamentary procedure.

National League of Cities

1301 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004-1763  
202-626-3000  
[www.nlc.org](http://www.nlc.org)



## **NORTH CENTRAL TEXAS COUNCIL OF GOVERNMENTS EMERGENCY PREPAREDNESS PLANNING COUNCIL BYLAWS**

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### **Primary Responsibility of the Council**

The EPPC serves in an advisory role to the NCTCOG Executive Board. The Council has the responsibility to provide policy direction and oversight for development of regional emergency planning and response systems. The Council may also recommend how to best utilize financial assistance for regional emergency planning, mitigation, and recovery.

The Council will specifically devote its attention to the following functions:

1. Recommending priorities for regional homeland security resources.
2. Providing advocacy for legal, regulatory, and legislative actions needed to ensure the most effective response to a major incident/disaster.
3. Providing assistance in assuring interagency communication capabilities.
4. Providing assistance in assuring planning and training opportunities for the various regional stakeholders.
5. Facilitating regional preparedness and multi-agency planning for stakeholders, including inter-agency agreements/mutual aid.
6. Supporting coordination between medical, public health, and public safety.
7. Maintaining an inventory of assets for regional response.
8. Assisting in securing grant assistance for emergency management planning, equipment, personnel, and training requirements identified by the stakeholders.

### **Recommendations of the Council**

The recommendations of the Council will be accepted by the Executive Board through a simple majority vote. A two-thirds (2/3) majority vote by the Executive Board is required to reject a recommendation of the Council.

### **Planning Area**

The planning area includes all participating counties and cities in the 16 county region.

### **Eligibility to Participate**

A county or city within the designated planning area is eligible to participate in the Emergency Preparedness (EP) Planning Program and to have Council representation if it submits its "annual dues" payment to NCTCOG for the limited purpose of funding the program. The annual dues will be established by the Executive Board.

Jurisdictions must also be a member of the EP program in order to participate in special projects such as (CASA, Mitigation Planning, etc.) or pay an additional fee for service.

June 2012

### **Council Membership**

All members of the Council shall be elected officials who represent participating counties and cities within the designated planning area. Each participating county is entitled to one Council member. Participating cities within the planning area will be grouped according to population and representation for cities within certain population ranges will be assigned as shown below.

<b>Membership Population Range</b>	<b>Number of EPPC Representatives</b>	<b>Annual Dues</b>
1,000,000,000 and above	1	\$15,000
750,000-999,999	1	\$12,000
400,000-749,999	1	\$10,500
250,000-399,999	1	\$9,000
170,000-249,999	1	\$8,000
120,000-169,999	1	\$7,000
80,000-119,999	1	\$6,000
50,000-79,999	1	\$5,000
30,000-49,999	3	\$4,000
15,000-29,999	3	\$3,000
5,000-14,999	3	\$2,000
*1-4,999	n/a	\$1,000
*Special Districts	n/a	\$5,000
*DFW Airport	n/a	\$7,000

*\*Special categories are not eligible for EPPC representation at this time; however, they are eligible for working group participation.*

A review of population breakdowns and representation on the Council will be reviewed every two years, in December of odd numbered years.

### **Appointment of Council**

The Executive Board will appoint Council members for a two year term of office. Council members will be appointed from nominations received from each eligible county and from the eligible cities within a particular population range.

- **Officers**

A Chair and Vice-Chair shall be the officers for the Council and shall serve two-year staggered terms. The chair and vice-chair shall be recommended by the Council and approved by the Executive Board. In the event of a vacancy in either or both of the chair positions, the Council shall recommend a replacement(s) for the position for Executive Board approval. The replacement(s) shall serve for the remainder of the replaced officer's term.

- **Duties of the Officers**

The Chair shall lead Council meetings and meet as needed with the technical committee leadership to ensure excellence in all phases of regional emergency preparedness.

The Vice-Chair shall be the appointed liaison with the technical committee and shall represent the Council at all technical committee meetings. This duty may be delegated to another Council member should the Vice-Chair be unable to attend. The Vice-Chair shall take over Chair duties when the Chair is not available, and will also meet with the technical committee leadership to ensure excellence in all phases of regional emergency preparedness.

- **Member Attendance**

Regular meeting attendance is required of Members. Forms will be provided for members to select another elected official as their alternate. Alternates should attend meetings if member attendance is not possible. Alternates meeting eligibility requirements may vote on behalf of the member. Elected alternates may be selected from interested nominees who were not appointed to the Council.

Member stand-ins, or non-elected alternates, will not count toward attendance and will not have voting privileges.

Non-Attendance: Missing two consecutive meetings will result in a letter to the member requesting that an alternate be sent. A carbon copy (cc) to the jurisdiction secretary or equivalent will be included.

Repeated non-attendance will result in a letter of inquiry as to the intent of the member to remain on the Council.

- **Vacancies**

Vacancies occurring during the regular term of a member will be filled for the remainder of the term by an elected official from the same jurisdiction. If the jurisdiction relinquishes the seat, a replacement will be chosen from another jurisdiction in the same population category.

### **Meeting Schedule**

Meetings of the Council and its technical committee(s) will be scheduled on an as needed basis so as to assure the accomplishment of their mission. Council meetings are generally held every other month, with new member orientation scheduled as needed.

### **Technical Support**

A technical committee(s) will assist the Council in carrying out its duties and responsibilities and to formulate strategies and recommendations to affect an approach to accomplish coordinated and integrated emergency preparedness planning so that the best possible response to a major disaster/incident can be achieved.

The standing technical committee for the Council shall be the Regional Emergency Preparedness Advisory Committee (REPAC). Rules governing the membership, structure, and function of this committee may be found in Appendix I of this document. Other technical subcommittees shall be organized or disbanded as determined by the Council.

### **Staff Support**

Staff support for the Council and technical committee(s) will be provided by NCTCOG staff.

June 2012

## **NORTH TEXAS COMMISSION**

### **BY-LAWS**

The following is a restatement of the By-Laws of the North Texas Commission. Incorporated in this restatement are certain changes, amendments and modifications suggested by the By-Laws Review Committee and the Structure and Governance Task Force of the North Texas Commission. The restatement recognizes all previous amendments and modifications made to the By-Laws since the original adoption, and all such modifications, amendments and changes that are in effect to date (and do not conflict with proposed changes) are carefully and accurately restated. Restatement adopted by the Board of Directors November 17, 2005.

#### **Article I – Name**

The name of this corporation shall be North Texas Commission.

#### **Article II – Purpose**

The purposes of the North Texas Commission, a non-profit Corporation chartered under the laws of the State of Texas, as set forth in its Articles of Incorporation are: To promote the public interest of the Dallas Fort Worth Arlington Metropolitan Statistical Area (MSA), and as a means of achieving this purpose, to render (through national and international marketing and economic promotional programs) a service to members, be they individuals or industrial, commercial, municipal, county, educational, recreational, cultural or civic organizations of this area; to provide regional economic data to member enterprises and establishments in such fields situated in this area and to induce the location in this area of other such enterprises and establishments; to render marketing assistance and support to Dallas/Fort Worth International Airport (DFW) in such a way as to encourage further development of regional aviation assets. Nothing herein set forth shall give, or be construed to give, said Corporation any banking powers, and all powers are subject to Part Four of the Texas Miscellaneous Corporation Laws Act.

#### **Article III – Offices**

The principal office of the Corporation shall be located at 8445 Freeport Parkway, Irving, Dallas County, Texas 75063.

#### **Article IV – Membership**

**Section 1: General:** Any person, firm, corporation, partnership, association, foundation, organization, municipality, county, or estate that is desirous of furthering the purposes of this Corporation shall be eligible to apply for membership therein. All such memberships shall be

evidenced by a non-transferable certificate in such form as may be prescribed by the Board of Directors.

**Section 2:** Categories: a) **Voting:** Upon payment by the applicant of a minimum sum of \$1,200.00 per annum as a membership fee (or such other minimum amount as the Board of Directors shall establish from time to time), and upon approval of the Board of Directors, the applicant shall become a Voting member. Such membership shall be renewable annually and shall be renewed upon payment each year of not less than \$1,200.00 (or such other minimum amount as the Board of Directors shall establish from time to time). Upon the payment of \$1,200.00 (or such other minimum amount as the Board of Directors shall establish from time to time) or more, the applicant shall be entitled to one vote. At such time as a voting membership shall cease to exist, the voting rights theretofore held by such member shall automatically terminate and cease to exist, and shall revert back to the Corporation.

b) **Municipal:** Municipal memberships shall be assessed at the greater of 8.5 cents per capita or \$1,200.00 (or such other amount as the Board of Directors shall establish from time to time), using the most current population statistics at entry/renewal period. Municipal members shall be entitled to voting powers under the same formula as applied under Section 2a above. Renewal and other requirements/regulations as described in 2a shall apply.

c) **County and Higher Education:** County and institutions of higher education memberships shall be accepted upon the terms and conditions as approved by the Board of Directors.

d) **Chambers of Commerce or Economic Development Foundations:** Exceptions to the above-stated membership shall be any chamber of commerce or economic development foundation located within the Dallas Fort Worth Arlington MSA. Chambers of commerce or economic development foundations may apply for and maintain voting membership at no cost.

## **Article V – Meetings**

**Section 1:** The annual meeting of the membership shall be held at such time and place as may be determined by the Board of Directors.

**Section 2:** Special Meetings. Special meetings of the membership of the Corporation may be called by the Chairman of the Board, by any five members of the Board of Directors, or by any member or group of members holding at least one tenth (1/10) of the number of outstanding voting certificates.

**Section 3:** Notice. Written or printed notice stating the place, day or hour of a membership meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman of the Board, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the



United States Postal Service, addressed to the member at his address as it appears on the records of the Corporation, with postage paid thereon.

Section 4: Quorum. Members holding one-tenth (1/10) of the total of outstanding voting membership certificates, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the voting members, present or represented by proxy at the meeting at which a quorum is present, shall be the act of the members.

#### Article VI – Board of Directors

Section 1: Number and Composition: The government, business and property of the Corporation shall be managed and controlled by its Board of Directors.

- a) The Board of Directors shall consist of major investor members and members chosen from the NTC membership and maintaining at least a voting (\$1,200.00 per annum, or such other amount as established by the Board of Directors) membership in the North Texas Commission. Two (2) Directors shall be the Mayors of the Cities of Dallas and Fort Worth as provided in Paragraph (d) below. Two (2) Directors may be representatives of the Chambers of Commerce of Dallas and Fort Worth as provided in Paragraph (e) below. Seven (7) Directors shall be the leaders of other area chambers of commerce as provided in Paragraph (e) below.
- b) The Immediate Past Chairman of the Board continues to be a voting member of the Board as provided hereinafter in Section 2 hereof. In addition, in the event the Immediate Past Chairman or any board member of Directors Emeritus status represents a Major Investor entity, that entity is entitled to designate a second representative as a voting member of the Board in addition to the voting position held by the Immediate Past Chairman or Director Emeritus for the duration of that entity's Major Investor status.
- c) The Board of Directors may be expanded to an indeterminate number of members contingent upon the appointment of Director(s) Emeritus as provided hereinafter in Article VII, Section 6 hereof.
- d) The Mayors of the Cities of Fort Worth and Dallas shall automatically serve as voting members of the Board of Directors from the date of qualification as Mayor. They shall automatically succeed their predecessor in office upon such qualification and shall serve for their full term or terms. The term of office as Member of the Board of Directors of such predecessor shall automatically cease and terminate upon the qualification of his successor.
  - (i) In the event the Mayor shall not accept the voting membership on the Board of Directors and shall so signify in writing to the Chairman of the Board, then, in that event, the City Council over whom he presides shall have the right to designate its representative from its membership, who may be the City Manager, and who shall serve for the ensuing term or terms of the Mayor.

- (ii) Should such designated representative of the Council cease to be a member of the Council for any reason, or if the City Manager shall terminate his relationship with the city, then the Council shall be invited to designate a successor from its membership, or the new City Manager.
- e) Representatives of the Chambers of Commerce of Dallas and Fort Worth may serve as voting members of the Board of Directors. Representatives of seven (7) other area chambers of commerce shall serve as voting members of the Board of Directors on an annual basis.
- f) For the purposes of continuity in election of Directors of the Board, and since eleven (11) voting members of the Board are automatically the Mayors and Chamber of Commerce representatives of the Cities of Fort Worth and Dallas and the Leaders of seven (7) other area chambers of commerce, it is hereby established that six (6) voting Directors shall be elected to serve three-year terms each year, with those same eighteen, six (6) voting Directors being eligible for consideration to re-election at the end of each of their three-year terms.
- g) Any Director whose election as such was as a representative of a member of the Corporation which is of a natural person, shall automatically terminate his position as a Director at such time as his association with that member terminates or ceases to be his primary business or professional occupation, or at such time as the said member withdraws from this organization as hereinabove provided.
- h) Representatives of strategic partners as designated by the President shall be invited to serve as ex-officio, non-voting members of the North Texas Commission Board of Directors.

**Section 2: Term:** The Board of Directors shall serve as follows: Rotating Board members shall be elected annually for a three-year term. Directors shall be eligible for re-election. It is specifically provided that should the Chairman of the Board serve in this capacity in his third year, then as Immediate Past Chairman of the Board in the succeeding year, he shall be an official voting member of the Board for the ensuing year. Major investor Board Members shall serve as long as their annual dues investment meets or exceeds the "major investor" definitions as determined from time to time by the Board of Directors. As provided in Section 1, Part b hereof, in the event the Immediate Past Chairman or any board member of Directors Emeritus status represents a Major Investor entity, that entity is entitled to designate a second representative as a voting member of the Board in addition to the voting position held by the Immediate Past Chairman or Director Emeritus for the duration of that entity's Major Investor status.

**Section 3: Meetings:** Regular meetings of the Board of Directors, termed Executive Sessions, shall be scheduled no less than once each quarter, at such time and place as the Board Chairman shall determine. Special meetings may be called at any time by the Chairman of the Board or by at least five Directors. Notice of a special meeting shall be delivered by mail or facsimile to each Director not less than two days in advance, legal holidays or Sundays not included. The time, place and purpose of any special meeting shall be designated in the written notice. Exceptions may be made in the manner of calling special meetings of the Board, provided an emergency exists in the judgment of the members of the Executive Committee, who may, by proper

resolution or vote, authorize a special meeting to be called in such manner and at such time as they may deem advisable.

**Section 4:** Quorum: The presence of twenty (20) voting members of the Board of Directors shall constitute a quorum.

**Section 5:** Manner of Action; Required Vote: The affirmative vote of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation, these By-Laws, or except as provided in Section 6 below, in which case the act of such greater number shall be requisite to constitute the act of the Board.

**Section 6:** Business dealings with Directors: Inasmuch as the nature of this Corporation is such that it may from time to time have business dealings with firms in which one or more of the Directors may have an interest, the following policy and procedure in regard thereto is hereby made a part of these By-Laws.

- a) The fact of such as interest on the part of the Director shall be made known to the Board;
- b) The Director shall disqualify himself from voting on any such business dealings in which he has any possible adverse interest or gainful interest; and
- c) An affirmative vote of at least 80% of the Directors voting, a quorum being present, shall be required for the approval of such business dealings.

**Section 7:** Vacancies: A vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 8:** Action without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof (including, but not limited to, the Executive Committee) may be taken without a meeting: (a) if notice is given to all Directors or Committee members; and (b) if a consent in writing setting forth the action so taken is signed by a majority of the members of the Board of Directors or any such committee. Any such signed consent, or a copy thereof, shall be placed in the minute book of the Corporation.

**Section 9:** Telephone Meetings: Directors may participate in and hold a meeting of the Board of Directors, or any committee thereof (including, but not limited to, the Executive Committee), by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 10:** Signatures: To the extent permitted by the Texas Non-Profit Corporation Act, a telegram, telex, cablegram, or similar transmission by a member, director, or member of a

committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member, director, or member of a committee shall be regarded as signed by the member, director, or member of a committee for purposes of these By-Laws.

#### Article VII – Selection of Directors

**Section 1:** Nominating Committee: The Chairman of the Board shall appoint, prior to July 1 of each year, a Nominating Committee consisting of no less than five persons.

**Section 2:** Nominations by Committee: Prior to August 10 each year the Committee shall make its report to the Chairman of the Board, placing in nomination the names of six (6) persons who are active voting members of the Corporation, or who have made application to become active voting members, or representatives of members who are not natural persons, provided that no member of the Corporation who is not a natural person shall be entitled to have more than two representatives serve as members of the Board of Directors, to replace the Directors whose terms are expiring. In making its nominations, the Committee shall give due consideration to individual ability, interest in the Corporation, industry representation, area representation and the individual's desire to promote regional principles. In its report, the Committee shall confirm the fact that each nominee has given personal assurances of his willingness to accept the responsibilities of serving as a Director and has committed himself to so serve if elected.

**Section 3:** Publicity: Upon receipt of the report of the Nominating Committee, the Chairman of the Board shall cause publicity of the names of the nominees to be given in such manner as reasonable to assure that the membership of the Corporation shall be fully advised concerning the nominations. This notice must be circulated not later than August 15 of each year.

**Section 4:** Nominations by Petition: In addition to the nominations made by the Nominating Committee, candidates for Directors may be nominated by petition signed by at least twenty-five (25) voting members. Such petition must be filed in the general offices of the Corporation within ten (10) days after the names of the candidates nominated by the Nominating Committee have been publicized.

**Section 5:** Election: If no additional nominations are proposed by petition and none are received prior to 12:01 o'clock A.M. (CST) August 30 of each year, then the nominees of the Nominating Committee shall be declared elected, with notice of this fact thereafter immediately publicized to each member. If additional nominations are proposed by petition in accordance with this article, the Chairman of the Board shall, on August 30 of each year, then cause a ballot to be prepared listing the names of all nominees in alphabetical order. Such ballot shall then be mailed forthwith to each voting member of the Corporation. All ballots must be marked and returned to the Corporation no later than 12:01 o'clock A.M. (CST) September 10 of each year. The Nominating Committee shall act as a Canvass Committee and shall meet to canvass the vote not later than September 10 of each year. The Nominating Committee shall cause the ballots to be opened and counted and shall certify the results in writing to the Chairman of the Board. The Chairman of the Board will forthwith publicize the election results to the membership.

**Section 6:** Position of the Director Emeritus: Each Director who has completed an elected term(s) as either President, or Chairman of the Board, shall be designated (without need for election) as Director Emeritus, with vote. He shall be invited to continue to serve, at his pleasure, in this designation for no more than five (5) years. His continuance in this capacity is not counted against the total number of elected members specified in Article VI, Section 1 a & b. This position and title may also be conferred, at the Board's discretion and upon its action, upon other retiring Board members.

**Section 7:** Indemnification: a) Policy of Indemnification and Advancement of Expenses. To the fullest extent permitted by the Texas Non-Profit Corporation Act, as amended from time to time, the Corporation shall indemnify any director or officer of the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or officer and shall advance to such person such reasonable expenses as are incurred by him or her in connection therewith.

b) Rights Not Exclusive. The rights of directors or officers set forth in this Section shall not be exclusive of any other right which directors or officers may have or hereafter acquire relating to the subject matter hereof.

c) Certain Definitions and Broad Scope of "Director" and "Officer."

(i) Director. As used in this Section, the term "director" shall mean any person who is or was a member of the Board of Directors of the Corporation and any person who, while a member of the Board of Directors of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, employee, agent, or similar functionary of the Corporation or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(ii) Officer. As used in this Section, the term "officer" shall mean any person who is or was an officer of the Corporation and any person who, while an officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, employee, agent, or similar functionary of the Corporation or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(iii) Proceeding. As used in this Section, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

d) Insurance. To the full extent permitted by the Texas Non-Profit Corporation Act, as amended from time to time, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving

at the request of the Corporation as a director, officer, partner, venturer, proprietor, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability pursuant to the applicable provisions of the Texas Non-Profit Corporation Act, all as permitted by the Texas Non-Profit Corporation Act, as amended from time to time.

#### Article VIII – Advisory Board; Committees

- a) **Advisory Board:** The Board of Directors may from time to time appoint an Advisory Board composed of outstanding citizens of the area encompassed by the Corporation. The term of appointment for each person so appointed shall be for one year; provided that such limitation shall not preclude the appointment of a member of the Advisory Board for a succeeding term or terms at the pleasure of the Board of Directors.
- b) **Committees of the Board:** The Chairman of the Board of Directors may designate one or more standing, program, or ad hoc committees, each of which committee shall consist of no less than two Directors; non-Directors also may be invited to committee membership but at least a majority of committee members must also be members of the Board of Directors. The respective committee(s), to the extent provided in its charge, shall be limited in its exercise of authority as relates to policy and management of the Corporation. Its powers shall be principally review, resolution and/or recommendation to the Board for policy action. The Executive Committee is an exception to all above and is fully described in Article X, Section 1. The committee(s) shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or him by law. The Chairman-elect shall have the prerogative (prior to the beginning of each fiscal year) of appointing the Chairman and Vice Chairman of each standing committee. The respective committee chairmen, following staff consultation, then shall designate and appoint their committee members.
- c) **Other Committees:** The Chairman of the Board of Directors may designate other committees not having and exercising the authority of the Board of Directors. Membership on such committees may, but need not be, limited to members of the Board of Directors.

#### Article IX – Officers

**Section 1: Offices to be Filled:** The Officers of the Corporation shall be elected from and by the Board of Directors and shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and General Counsel.

**Section 2: Election:** As soon as practical following the certification of new members of the Board of Directors, but in no event later than September 30 of each year, the Directors shall meet for the purpose of electing officers for the next year. At such meeting, the Nominating

Committee, provided for in Article VII hereinabove, shall submit a slate of officer nominees to fill the following offices, having theretofore confirmed with each nominee his ability and willingness to serve, if elected: a Chairman of the Board, a Vice Chairman, a Secretary, a Treasurer, and a General Counsel. No two such offices may be held by the same person. Additional nominations may be made from the floor upon motion duly seconded.

The Chairman of the Nominating Committee shall serve as the Chairman of the election, unless he is a candidate for office, and in which event, the members of the Nominating Committee shall elect from among themselves such an election Chairman. The Nominating Committee shall serve as Canvass Committee and shall certify to the Board the election of the successful candidates for each office.

Section 3: Duties of Officers: a) Chairman of the Board: The Chairman of the Board shall preside at all meetings of the Corporation and of all meetings of the Board of Directors at which he shall be present. He shall be the non-executive Chairman of the Corporation. When authorized by the Board of Directors, he may sign and execute in the name of the Corporation all authorized deeds, mortgages, bonds, contracts, letters of agreement, and all other instruments, except in cases where the signing and execution thereof shall have been expressly delegated by Board action to some other officer or agent of the Corporation. In general, the Chairman of the Board shall perform all duties incident to the Office of Chairman of the Board of a private corporation.

b) Vice Chairman: In the absence or disability of the Chairman of the Board, the Vice Chairman shall perform all of the duties of the Chairman of the Board. The Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

c) Secretary: The Secretary shall keep or supervise the keeping of the minutes of the meetings of the members of the Board of Directors, in books provided for that purpose; he shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; he shall be custodian of the records and of the Corporate Seal or seals of the Corporation; he shall see that the Corporate Seal is affixed to all documents, the execution of which on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same; and in general he shall perform all duties incident to the office of a Secretary of a private corporation, and such other duties as from time to time may be assigned to him by the Board of Directors. At each meeting of the Board of Directors he shall report to the Board regarding the status of municipal contracts.

d) Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited in the name of the Corporation, all monies or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be selected by the Board of Directors; whenever requested, he shall file an account of the financial condition of the Corporation; and in general shall perform all of the duties incident to the office of a Treasurer of a private corporation, and such other duties as may be assigned him by the Board of Directors.

e) Assistant Officers: The Executive Committee may elect one or more Assistant Secretaries and one or more Assistant Treasurers who may or may not be members of the Board of Directors. Each Assistant Secretary, if any, and each Assistant Treasurer, if any, shall hold office for such period and shall have such authority to and shall perform such duties as the Executive Committee may prescribe.

Section 4: Term of Office: The term of office of all officers of the Corporation shall be for one year, or until their successors have been duly qualified and elected. Such term shall begin October 1 following election. Officers are eligible for re-election to their posts.

#### Article X – Executive Committee

Section 1: Number and Composition: The Executive Committee of the Board of Directors shall consist of those officers of the Corporation who are elected by the Board, to wit: The Chairman of the Board, the Vice Chairman, the Secretary, the Treasurer, and the General Counsel, together with seven (7) voting members of the Board of Directors At-Large, four (4) of whom shall represent specific geographical areas of the Metroplex (Dallas, Fort Worth, Suburban, Mid Cities). The other three (3) at-large members of the Executive Committee shall be nominated by the Nominating Committee and submitted for election at the same time officers are elected. Additionally, the Immediate Past Chairman shall automatically become a member of the Executive Committee.

Section 2: The Executive Committee constituted as provided in Section 1 hereinabove shall employ a President of the Corporation and shall fix his compensation.

- a) The President shall be the full-time paid chief executive officer who shall be responsible to the Chairman of the Board and the Board of Directors. He shall be the chief executive, administrative and operating officer of the Corporation and have as his primary responsibility the general management and coordination of all organization activities. He shall direct all planning aimed at deciding methods to be used in carrying out the objectives of the Commission and implementing Commission policy.
- b) He shall be an ex-officio member (without vote) of the Board of Directors.
- c) He shall serve at the pleasure of the Board of Directors.

Section 3: The Executive Committee shall have the authority to act for the entire Board of Directors in emergencies and on interim-meeting matters, provided that the authority to take such emergency or interim action is either expressly approved by the Board of Directors in advance thereof, or is ratified by the Board subsequent thereto.



#### Article XI – Fiscal Year

The Fiscal Year for the North Texas Commission shall be October 1 through September 30 of each year.

#### Article XII – Reserve Funds

It is the policy of the North Texas Commission to maintain unrestricted cash reserves in an amount adequate to meet normal working capital requirements and to provide funds for meeting unforeseen and emergency cash needs.

Section 1: A General Operating Reserve shall be maintained having a balance at the end of each fiscal year equal to at least \$500,000; provided, however, that the Board of Directors, at least annually, shall review the working capital requirements of the North Texas Commission and shall determine (i) whether the foregoing amount of such General Operating Reserve should be increased or decreased; and (ii) the amount, if any, of such increase or decrease. In the event the Board of Directors determines to increase the level of the General Operating Reserve, the Board of Directors shall direct the Executive Committee to adopt a plan to achieve the required level within such time frame as established by the Board of Directors.

Section 2: Whenever the General Operating Reserve is found to be less than the amount specified in Section 1, the Executive Committee shall adopt a plan to achieve the required level within three (3) years.

#### Article XIII – Amendments

The Board of Directors, by a two-thirds (2/3) vote of the Directors present at any special or regular meetings, a quorum being present, may make, alter or amend the By-Laws of the Corporation, provided that notice of such proposed amendment be contained in the notice of the call of any such meeting.

#### Article XIV – Adoption

These By-Laws and their respective amendments became and shall become effective when approved by a two-thirds (2/3) vote of the Board of Directors as set forth in the Articles of Incorporation.

Proposed	(Initial)	:	July 8, 1971
Adopted	(Initial)	:	July 8, 1971

Respectfully submitted,  
Legal Sub-Committee of the  
North Texas Commission  
Steering Committee (Initial Adoption)

Harry Werst, Chairman  
John M. Thorne  
James T. Bailey  
Tom James  
Ken Ward

Amended, Revised & Re-Adopted	:	July 29, 1971
Amended, Revised & Re-Adopted	:	January 14, 1977
Amended, Revised & Re-Adopted	:	December 18, 1980
Amended, Revised & Re-Adopted	:	March 1, 1984
Amended, Revised & Re-Adopted	:	October 23, 1986
Amended, Revised & Re-Adopted	:	February 20, 1987
Amended, Revised & Re-Adopted	:	January 18, 1990
Amended, Revised & Re-Adopted	:	September 24, 1992
Amended, Revised & Re-Adopted	:	February 18, 1993
Amended, Revised & Re-Adopted	:	September 16, 1993
Amended, Revised & Re-Adopted	:	September 19, 1996
Amended, Revised & Re-Adopted	:	February 18, 1999
Amended, Revised & Re-Adopted	:	September 20, 2001
Amended, Revised & Re-Adopted	:	September 19, 2002
Amended, Revised & Re-Adopted	:	September 16, 2004
Amended, Revised & Re-Adopted	:	November 17, 2005
Amended, Revised & Re-Adopted	:	May 18, 2006
Amended, Revised & Re-Adopted	:	November 4, 2010

Respectfully submitted,  
(Amendment & Revision-November 4, 2010)  
Hal T. Thorne  
General Counsel

Amendment and Revision Adopted this 4<sup>th</sup> day of November, 2010.

Attest:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
General Counsel

\_\_\_\_\_  
Chairman of the Board

**BYLAWS AND OPERATING PROCEDURES  
REGIONAL TRANSPORTATION COUNCIL**

December 2009

**STATEMENT OF PRINCIPLES**

1. The physical, economic, and social well-being of the region, its citizens, and business enterprises, now and in the future, is determined to a great extent by its transportation system. Therefore, decisions involving transportation systems and subsystems must consider the environmental, economic, and social impacts of the alternatives in the future development of the transportation system and must attain the principal objective of having an efficient, safe, and practical system for moving people, goods, and services in the region according to their needs.
2. A transportation system can best be planned on a large-area basis involving city, county, regional, and state jurisdictional responsibilities and a proper mix of various modes of travel.
3. Counties and cities have the local responsibility for anticipating and meeting the transportation needs for adequately moving people and goods within their jurisdictions. However, the Texas Department of Transportation is charged, by law, with the responsibility for planning, designing, constructing, and maintaining the State Highway System. In addition, duly authorized transportation authorities are responsible for planning, developing, and operating public transportation services in their respective service areas. Under federal legislation, the Metropolitan Planning Organization (MPO), through the NCTCOG Regional Transportation Council, has an expanded role in project selection, transportation project programming, and project funding.

4. Evaluation of transportation alternatives and the determination of the most desirable transportation system can best be accomplished through a Regional Transportation Council (RTC) of primarily elected officials from the counties and cities in the North Central Texas Region. The Regional Transportation Council will be the forum for cooperative decision making by primarily elected officials of general purpose local governments (i.e., cities and counties) and including representatives of entities responsible for highway, toll roads, and mass transit improvements. It is in the explicit interest of the Regional Transportation Council, that all elected officials be of general purpose local governments.
5. The Regional Transportation Council will make recommendations involving the regional transportation system to the counties and cities, the State, and the authorities for all modes of transportation. Final decisions for implementing the Metropolitan Transportation Plan will be a cooperative effort between the governing bodies of the counties and cities, the Texas Transportation Commission, the Regional Transportation Council, and the authorities.
6. The Regional Transportation Council will monitor the metropolitan transportation planning process to assure that it is conducted in a manner consistent with requirements of federal law and regulations.
7. In an attempt to fulfill the above concepts and to meet the requirements of the Federal Aid Highway Act of 1973, the Governor, on April 18, 1974, designated the North Central Texas Council of Governments as the Metropolitan Planning Organization for transportation planning with the proviso that the Regional Transportation Council be the decision-making group for regional transportation policy for the Dallas-Fort Worth urbanized area. Since that time, this designation has been modified to reflect the inclusion of both the Denton-Lewisville urbanized area and the McKinney urbanized area. The NCTCOG Executive Board serves as the fiscal

agent for the MPO. As the designated Metropolitan Planning Organization, the North Central Texas Council of Governments must assure that transportation planning in the urbanized area is satisfactorily coordinated and integrated with other comprehensive planning in the State Planning Region. These Bylaws and Operating Procedures spell out the manner in which the Regional Transportation Council shall fulfill its responsibilities as the cooperative transportation decision-making group of the Metropolitan Planning Organization for the Dallas-Fort Worth metropolitan area.

## DEFINITIONS

Section 1. The following definitions shall apply to terms used in these Bylaws and Operating Procedures:

- A. Transportation Planning Process. The transportation planning process is the process of estimating future travel demand, identifying transportation improvement alternatives, and evaluating those alternatives and financial resources to determine the best combination of facilities and services for all modes of travel.
- B. Metropolitan Transportation Plan. The Metropolitan Transportation Plan is the delineation of the highway, transit, and airport facilities that would serve the projected travel demand for a forecast year. The Metropolitan Transportation Plan will include a listing of projects anticipated to be funded over the next approximately 20+ years and be developed consistent with federal guidelines.
- C. Transportation Improvement Program. The Transportation Improvement Program (TIP) is a multimodal listing of all transportation projects and programs expected to be implemented over an approximately four-year period as well as projects that are funded but not yet ready for

implementation. This includes all projects or programs which are expected to utilize federal funds and those projects or programs which will utilize other funds (state or local), including toll road projects. The TIP will be developed consistent with federal guidelines and Regional Transportation Council selection criteria.

- D. Unified Planning Work Program. The Unified Planning Work Program (UPWP) is a listing of planning projects to be performed by the MPO in support of a continuous, comprehensive, and coordinated transportation planning process. The UPWP also contains a listing of planning projects performed by other agencies which will have regional significance.
- E. Regional Transportation System. The Regional Transportation System is the continuous network of roadways and transit services that provides for movement and interchange of people and goods, primarily between local jurisdictions within the region. Included in the Regional Transportation System are highways and streets, parking and intermodal terminals, tollways, fixed-guideway transit lines, bus routes, taxi services, paratransit and ridesharing services, railroad facilities, and general aviation and air carrier airports.
- F. Regional Highway System. The regional highway system is those freeways, principal and minor arterials, tollways, truck terminals, parking facilities, and ridesharing services which make up the system for travel by automobile or truck.
- G. Regional Public Transportation System. The regional public transportation system includes all fixed-guideway facilities, bus routes, personal rapid transit, paratransit, and taxi services operated by public or private entities.

- H. Regional Airport System. The regional airport system is the collective airports and heliports in the urbanized area which provide terminals for commercial air travel, general aviation, and air cargo.
- I. Metropolitan Area. The Metropolitan Area is that portion of Dallas, Tarrant, Denton, Collin, Rockwall, and surrounding counties expected to be principally urbanized by the appropriate planning horizon (approximately 20 years).
- J. Texas Metropolitan Mobility Plan. The region will develop, and update regularly, a needs-based plan in order to quantify funding needs and develop candidate policy areas.
- K. Primary Member. A primary member is the principal individual appointed to represent an entity or group of entities on the Regional Transportation Council.
- L. Alternate Member. An alternate member is the individual appointed to represent an entity or group of entities on the Regional Transportation Council in the absence of the primary member. An alternate member will receive all materials provided to the primary member and is encouraged to attend Regional Transportation Council meetings on a regular basis in order to be knowledgeable on issues and prepared to vote should the primary member be unable to attend a particular meeting. In order to ensure coordination between primary and alternate members, all information requests by the alternate member should be coordinated through the primary member.

## ORGANIZATION

Section 2. The organization for regional transportation planning shall consist of the Regional Transportation Council, RTC subcommittees determined by the RTC officers, the Surface

Transportation Technical Committee, and other technical committees determined by the NCTCOG Transportation Director, as described in subsequent paragraphs and sections of these Bylaws and Operating Procedures.

- A. Regional Transportation Council. The Regional Transportation Council shall be the forum for cooperative decision making by primarily elected officials of general purpose local governments in the Metropolitan Area.
- B. Standing and Ad Hoc Subcommittees. The Regional Transportation Council officers will determine necessary subcommittees for the conduct of RTC business.
- C. Technical Committees. The Surface Transportation Technical Committee shall provide technical review and advice to the Regional Transportation Council with regard to the surface transportation system. Other technical committees, determined by the NCTCOG Transportation Director, as needed, shall provide technical review and advice for the regional transportation planning process.

#### REGIONAL TRANSPORTATION COUNCIL

Section 3. The following rules shall govern the procedure, membership, and records of the Regional Transportation Council and its Subcommittees.

- A. Membership. Membership on the Regional Transportation Council shall be provided for local governments in the Metropolitan Area, either by direct membership or by representation. The maximum number of seats for individual and cluster cities shall be 26; the maximum for all other seats shall be 17, resulting in membership that shall not exceed 43 seats. The membership formula shall be based on the most recent NCTCOG demographic data, and the



allocation readjusted to maintain the membership limit of 43. Federally designated urbanized areas of 50,000 or greater, in which the Regional Transportation Council is serving as the Metropolitan Planning Organization, shall be provided direct membership. The following local governments and public agencies shall be represented as indicated:

Cities

City of Arlington	2
Cities of Carrollton and Farmers Branch	1
Cities of Dallas, Highland Park, and University Park	6
Cities of Denton, Sanger, Corinth, Little Elm, Highland Village, and Lake Dallas	1 (urbanized area)
Cities of Duncanville, DeSoto, Lancaster, Cedar Hill, and Glenn Heights	1
City of Fort Worth	3
Cities of Garland and Rowlett	1
City of Grand Prairie	1
Cities of Hurst, Euless, Bedford, Colleyville, Grapevine, and Southlake	1
Cities of Irving and Coppell	1
Cities of Lewisville, Flower Mound, The Colony, Trophy Club, and Roanoke	1 (urbanized area)
Cities of Mansfield, Benbrook, Forest Hill, White Settlement, Crowley, River Oaks, Everman, and Kennedale	1
Cities of Mesquite, Balch Springs, and Seagoville	1
Cities of North Richland Hills, Haltom City, Watauga, Keller, Saginaw, and Richland Hills	1
Cities of McKinney, Fairview, Anna, and Princeton	1 (urbanized area)
City of Plano	1
Cities of Richardson, Addison, Wylie, Sachse, and Murphy	1
Cities of Frisco, Allen, Prosper, and Lucas	1
Subtotal	26

Other

Collin County	1
Dallas County	2
Denton County	1
Ellis County and the Cities of Waxahachie, Midlothian, Ennis, and Red Oak and Kaufman County and the Cities of Forney, Terrell, and Kaufman	1
Johnson County and the Cities of Burleson, Cleburne, and Keene and Hood County and the City of Granbury	1
Rockwall County and the Cities of Rockwall, Heath, and Royse City and Hunt County and the Cities of Greenville and Commerce	1

Parker County and the Cities of Weatherford and Azle	
and Wise County and the Cities of Decatur and Bridgeport	1
Tarrant County	2
District Engineer, Dallas District, TxDOT	1
District Engineer, Fort Worth District, TxDOT	1
Board Member, Dallas Area Rapid Transit	1
Board Member, Fort Worth Transportation Authority	1
Board Member, Denton County Transportation Authority	1
Board Member, North Texas Tollway Authority	1
Board Member, Dallas/Fort Worth International Airport	<u>1</u>
Subtotal	<u>17</u>
TOTAL	43

The representatives of the Dallas/Fort Worth International Airport, North Texas Tollway Authority (NTTA) and the three transportation authorities shall be selected by the chairs of their respective entities. The Dallas/Fort Worth International Airport, NTTA and transportation authority representatives shall be Board members of their respective entities.

B. Appointees. All members of the RTC shall be local elected officials except:

- the three transportation authority representatives,
- the two TxDOT District Engineer,
- the representative of the North Texas Tollway Authority,
- the representative of the Dallas/Fort Worth International Airport (unless an elected official Board member is selected), and
- optional representatives of local governments where one-third of a public agency's representation may be by non-elected private sector officials who are residents of the appointing entity. (This would permit the City of Fort Worth to have one private sector representative and the City of Dallas to have two private sector representatives.)

Representatives of individual cities and counties shall be appointed by and serve at the pleasure of the city councils and commissioners' courts respectively, and shall be serving on

the governing body they represent (except as noted above). The person representing a group of several cities shall be selected by the mayors using a weighted vote of the maximum population or employment of the cities represented, and the person selected shall serve a two-year term beginning in June of even-numbered years and shall be serving on one of the governing bodies they represent (except as noted above or below). The person representing a group of several cities and counties shall be selected by the county judges using a weighted vote of the maximum population or employment of the counties represented, and the person selected shall serve a two-year term beginning in June of even-numbered years and shall be serving on one of the governing bodies they represent. The entity from which the representative is serving must be located within the Metropolitan Planning Area Boundary. When the Regional Transportation Council modifies the current boundary, membership eligibility will be reevaluated based on the new boundary area.

Each seat on the Regional Transportation Council will be provided a primary member and permitted an alternate member. Alternate members must be predetermined in advance of a meeting and will have voting rights in the absence of the primary member. An entity or group of entities may elect to appoint its alternate member(s) from a pool of eligible nominees. The same requirements apply to alternate members as to primary members. If a primary member is an elected official, then the alternate member must also be an elected official; if a primary member is a non-elected private sector official, then the alternate member must also be a non-elected private sector official or an elected official. Cities and/or counties within a cluster group are strongly encouraged to reflect diversity in their selections of primary and alternate members as well as membership rotation amongst the group depending on the qualifications of the appointees.

The appointing bodies are encouraged to select members in common for the RTC and the NCTCOG Executive Board.

C. Voting Structure. Each seat on the Regional Transportation Council will be provided one vote.

As noted above, either the primary or alternate member in attendance will have the right to vote. An alternate member may represent only one primary member at any given meeting. Teleconferencing for member participation will not be permitted; members must be in attendance to vote. No proxy or absentee voting will be allowed.

D. Standards of Conduct (Ethics Policy). The Regional Transportation Council (RTC) establishes the following Ethics Policy in accordance with Section 472.034 of the Texas Transportation Code. This policy applies to both primary and alternate RTC members, whether elected or non-elected. An RTC member may not:

- accept or solicit any gift, favor, or service that might reasonably tend to influence the member in the discharge of official duties or that the member knows or should know is being offered with the intent to influence the member's official conduct;
- accept other employment or engage in a business or professional activity that the member might reasonably expect would require or induce the member to disclose confidential information acquired by reason of the official position;
- accept other employment or compensation that could reasonably be expected to impair the member's independence of judgment in the performance of the member's official duties;
- make personal investments that could reasonably be expected to create a substantial conflict between the member's private interest and the public interest; or

- intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised the member's official powers or performed the member's official duties in favor of another.

A copy of the Ethics Policy will be provided to new RTC members, both primary and alternate, no later than the third business day after the date the person qualifies for membership and the North Central Texas Council of Governments receives notification.

All RTC members must also adhere to Chapter 171 of the Local Government Code and to the Code of Ethics from their respective local governments and public agencies.

The NCTCOG Executive Board has established an Ethics Policy and Standards of Conduct applicable to NCTCOG employees consistent with Section 472.034 of the Texas Transportation Code.

- E. Attendance. Records of attendance of RTC meetings shall be kept and presented monthly as part of the minutes. These records shall be sent to the represented local governments quarterly. Entities with RTC members that have missed at least three consecutive meetings or at least four meetings in the preceding 12 months will be notified and the appointing bodies shall be asked to review the continued service of their representatives. RTC members may record excused absences if it is made known to NCTCOG and it is related to the following: personal illness, family emergency, jury duty, business necessity, or fulfillment of obligation arising out of elected service. An excused absence will not be recorded as an absence. It is the responsibility of the primary members to notify NCTCOG staff and respective alternate members in advance when unable to attend a meeting. The names of the alternate members

should also be provided to NCTCOG. The quarterly attendance notice shall indicate that such notice is standard practice and not indicative of any particular problem.

F. Quorum. At least 50 percent of the appointed members identified in Section 3.A above must be present at meetings for the RTC to take action.

G. Officers. The Regional Transportation Council shall elect a Chair, Vice Chair, and Secretary for a term of one year. Elections shall be held in June of each year. The Chair shall appoint a nominating committee no later than the May meeting of each year for the purpose of bringing before the Council a slate of officers for consideration. The nominating committee, in its deliberations, shall address issues of diversity, including sensitivity to gender, ethnicity, and geography in making its recommendations. Officers shall be elected public officials appointed by and from the governing body of the member government. The Chair shall rotate annually between the Eastern and Western Subregions. In the event that the Chair of the Regional Transportation Council cannot continue to serve at any time during the term of election, the Vice Chair shall automatically become the Chair. If the fulfillment of this term is eight months or less, the Chair is eligible to be reelected. A vacancy in either the office of the Vice Chair or Secretary shall be filled by the Regional Transportation Council in the first meeting of the Council after the vacancy becomes known. In the event that the offices of Chair, Vice Chair, and Secretary all become vacant, new officers shall be elected at the next regularly scheduled meeting of the Regional Transportation Council, with nominations from the floor.

By resolution on August 23, 2007, the North Central Texas Council of Governments Executive Board created an Investment Advisory Committee to guide the development of an investment plan for Regional Toll Revenue funds, also referred to as Revenue Center 5 funds. The

Executive Board shall identify, at a minimum, one officer of the Regional Transportation Council to serve on the Investment Advisory Committee.

- H. Meetings. At least one meeting shall be held annually by the Regional Transportation Council, but the Council shall meet as often as necessary for the purpose of transacting the business at hand. The Chair shall call the meeting and shall designate in the written notice of the meeting the business to be transacted or considered. All members will be able to place items on the agenda.

Written notice of the meeting, accompanied by an Agenda, shall be transmitted to the members and major news media at least 72 hours prior to the meeting and confirmed with members by telephone. The place of meetings shall be designated by the Chair. All meetings shall be held as open meetings as defined in Chapter 551 of the Texas Government Code.

- I. Minutes. Minutes of the meetings shall be kept and shall be submitted to the members of the Council for approval. Meeting minutes from the Surface Transportation Technical Committee will be made available to the RTC for information.
- J. Staff Support. Staff support for the Regional Transportation Council shall be furnished by the staff of the North Central Texas Council of Governments.
- K. Council Functions. Functions of the Regional Transportation Council shall be as follows:
1. Provide direction to the regional transportation planning process.
  2. Certify the coordination, comprehensiveness, and continuity of the regional transportation planning process.
  3. Develop the Unified Planning Work Program, Metropolitan Transportation Plan and related items, and the Transportation Improvement Program in accordance with requirements of federal statutes and regulations.

4. Review the Transportation Improvement Program and Metropolitan Transportation Plan to assure that transportation projects do not reasonably exceed the funding that currently seems likely to be available for each metropolitan subarea.
5. Select and nominate projects for those funding programs authorized by federal law or requested by the State according to the following procedures:

- a. Applicable Program Areas

This policy applies to all of the program areas for which the Regional Transportation Council selects, nominates, or supports projects. These include:

- Transit Section 5307--Urbanized Area Formula Program: These funds are programmed in the Dallas-Fort Worth-Arlington, Denton-Lewisville, and McKinney urbanized areas.
- Surface Transportation Program--Metropolitan Mobility (STP-MM): These funds are programmed in the Dallas-Fort Worth Metropolitan Area Boundary approved by the RTC at the time of funding distribution.
- Congestion Mitigation and Air Quality Improvement Program (CMAQ): These funds are programmed in the Dallas-Fort Worth Nonattainment Area as defined prior to the time of funding distribution.
- Freeway/Toll Road Projects for the Unified Transportation Program (UTP): Projects selected with Metropolitan Corridor funding are programmed through a coordinated effort involving the MPO, and the TxDOT Dallas and Fort Worth Districts. The MPO shall consult with the North Texas Tollway Authority regarding all gas tax projects. Once projects are selected, they are provided to TxDOT Austin for inclusion in the UTP.
- Regional Toll Revenue (RTR) Funds: Toll revenues are funds awarded either up front or over time that result directly from the tolling of a transportation facility.
- Statewide Transportation Enhancement Program (STEP): Projects that are non-roadway in nature and comprise the entire region.

- b. Eastern/Western Subregion Funding Split

To ensure an equitable distribution of funding between the Eastern and Western portions of the Dallas-Fort Worth Area, the RTC applies a funding distribution that fairly credits each subregion within all applicable federal and State laws. In extreme circumstances, it may be necessary to modify the Eastern/Western funding split of one category in order to accommodate federal/State laws of another. When this situation arises, the variation from established policy will be clearly documented and tracked. This policy applies to all funding programs selected and funded by the RTC. The Eastern/Western funding split is calculated and implemented in multiple ways depending upon the funding source, as indicated below:

- (1) Traditional Gas Tax Supported Funding: Distributed based upon population, employment, activity (population and employment equalized), and vehicle miles of travel, for example. This funding split is determined at the beginning of each transportation funding bill cycle. This methodology applies to the following funding sources:



- STP-MM
- CMAQ
- Metro Corridor
- STEP

- (2) Transit Section 5307 Urbanized Area Formula Program Funding: Distributed based on the same formula used by the Federal Transit Administration (FTA) to apportion the funds to the larger urbanized area. This funding split is determined on an annual basis when FTA apportionments are made available.
- (3) Toll Revenue Funding: Distributed based upon the factors enumerated in Texas State law and in accordance with the RTC Near Neighbor and Excess Revenue Policies. The funding split is determined at the time the revenues are received by the RTC directly or by the State on behalf of the RTC.

c. RTC Procedures for Calls for Projects/Funding Initiatives

- (1) NCTCOG wishes to assist its member governments to the best extent possible assuring fair and equitable treatment for all. NCTCOG has historically provided technical assistance and will continue to do so under this policy. No supplemental information can be submitted or will be accepted after the application deadline. Applicants will be encouraged to submit their applications far enough in advance of the submission deadline to allow NCTCOG to review the material for completeness only. Applications submitted just prior to the deadline may not receive any advance review. NCTCOG staff will be able to provide more assistance to the applicant when the Regional Transportation Council's role is to simply nominate a project. NCTCOG staff must remain neutral when the Regional Transportation Council selects transportation projects.
- (2) When the Regional Transportation Council sends out a Call for Projects, the applicant will have an option to return an "Intent to Submit" response card to NCTCOG. This response card will entitle each applicant that returns this card to receive a reminder notice approximately two weeks in advance of the deadline. This reminder will include a summary of this policy statement reminding applicants that late or incomplete applications will not be accepted.
- (3) The Regional Transportation Council will communicate these policies when a Call for Projects is initiated.
- (4) The Regional Transportation Council will not accept any late applications.
- (5) The Regional Transportation Council will not accept any incomplete applications.
- (6) Consistent deadlines will be established with the standard deadline being on Friday at 5 p.m. NCTCOG must have the submitted application "in hand" at the NCTCOG offices. Postmarked by the published deadline does not constitute an on-time application. Deadlines other than the standard will be communicated in advance to the Regional Transportation Council.

- (7) Questions on project scores are required previous to Regional Transportation Council selection. No appeals on late or incomplete applications will be accepted.
  - (8) While all of the above rules apply to all RTC-sponsored Calls for Projects/Funding Initiatives, additional rules apply when projects are selected using toll revenues.
- 6. Prioritize corridors identified for improvements in the Metropolitan Transportation Plan for which Corridor Studies shall be performed in accordance with federal regulations.
  - 7. Review the limits of the Metropolitan Area and make revisions considered appropriate.
  - 8. Authorize transit planning technical assistance to transit operating agencies at their request.
  - 9. Encourage federal and state agencies to follow the plans and programs developed by the Regional Transportation Council.
  - 10. Identify the kinds of consultant projects eligible for federal transportation funding.
  - 11. County representatives are appointed to represent the transportation needs of the entire county, especially those areas of the county within unincorporated areas, and local governments within each county which are not directly represented on the RTC. It is the responsibility of the county representatives to inform and discuss policies and actions of the RTC with those impacted areas they represent and to communicate the transportation needs of these areas to the RTC.
  - 12. RTC members representing groups of entities are appointed to represent the transportation needs of all entities within the group. It is the responsibility of the RTC members representing groups to inform and discuss policies and actions of the RTC with elected officials in their impacted areas and to communicate the transportation needs of these areas to the RTC.
  - 13. Maintain a set of public involvement procedures to optimize public participation and periodically review these procedures for possible enhancements.

#### TECHNICAL COMMITTEES

Section 4. The following rules shall govern the procedures, membership, and records of the Technical Committees.

A. Technical Committees. The following technical committees shall be the minimum number of committees formed to provide technical advice and review for the transportation planning process.

1. Surface Transportation Technical Committee (STTC)
2. Other technical committees determined by NCTCOG Transportation Director.

B. Membership. Members of the Surface Transportation Technical Committee shall be staff personnel nominated by their respective governments or agencies and shall include at least one member from each jurisdiction and agency directly represented on the Regional Transportation Council. Local governments or agencies wishing to send a "consultant or designee" serving as staff is acceptable. Membership selected by formula will be based on the most recently approved population and employment data from NCTCOG with adjustments performed in June of even-numbered years. Membership and voting on the Surface Transportation Technical Committee shall be provided to local governments and public agencies and shall be represented by the following formulas:

- Dallas and Tarrant Counties shall each have two representatives.
- Each perimeter county in the Metropolitan Area with combined population and employment of 10,000 or more (in the portion of the county within the Metropolitan Area Boundary) shall have one representative.
- Each city within the Metropolitan Area with a combined population and employment greater than 1,500,000 shall have five representatives.
- Each city within the Metropolitan Area with a combined population and employment greater than 1,000,000 and less than or equal to 1,500,000 shall have four representatives.

- Each city within the Metropolitan Area with a combined population and employment greater than 500,000 and less than or equal to 1,000,000 shall have three representatives.
- Each city within the Metropolitan Area with a combined population and employment greater than 200,000 and less than or equal to 500,000 shall have two representatives.
- Each city within the Metropolitan Area with a combined population and employment greater than 40,000 and less than or equal to 200,000 shall have one representative.
- The following planning agencies will be represented as listed:
 

TxDOT Fort Worth District	2
TxDOT Dallas District	2
TxDOT Paris District	1
TxDOT Regional Planning Office	1
TxDOT TP&P (Austin)	1
Dallas Area Rapid Transit	2
Fort Worth Transportation Authority	2
Denton County Transportation Authority	1
North Texas Tollway Authority	2
Texas Commission on Environmental Quality <sup>1</sup> (non-voting)	
Dallas/Fort Worth International Airport	1

Each city with an RTC primary member representing multiple local governments and not having a Surface Transportation Technical Committee member by the above representation will also be provided one member.

Representatives from other local governments, the Federal Highway Administration, Federal Transit Administration, and U.S. Environmental Protection Agency are welcome to attend the meetings.

Members of other Technical Committees are selected on an as-needed basis and shall be approved by the Executive Board of the North Central Texas Council of Governments.

C. Standards of Conduct (Ethics Policy).

The Regional Transportation Council (RTC) establishes the following Ethics Policy in accordance with Section 472.034 of the Texas Transportation Code. This policy applies to all Technical Committee members, whether local government representatives, consultants or designees. A Technical Committee member may not:

- accept or solicit a gift, favor, or service that might reasonably tend to influence the member in the discharge of official duties or that the member knows or should know is being offered with the intent to influence the member's official conduct;
- accept other employment or engage in a business or professional activity that the member might reasonably expect would require or induce the member to disclose confidential information acquired by reason of the official position;
- accept other employment or compensation that could reasonably be expected to impair the member's independence of judgment in the performance of the member's official duties;
- make personal investments that could reasonably be expected to create a substantial conflict between the member's private interest and the public interest; or

- intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised the member's official powers or performed the member's official duties in favor of another.

A copy of the Ethics Policy will be provided to new Technical Committee members no later than the third business day after the date the person qualifies for membership and the North Central Texas Council of Governments receives notification.

Technical Committee members must also adhere to Chapter 171 of the Local Government Code and to the Code of Ethics from their respective local governments and public agencies.

D. Attendance. Records of attendance at Surface Transportation Technical Committee meetings shall be kept and presented monthly as part of the minutes. These records shall be sent to the represented local governments quarterly. Entities with STTC members that have missed at least three consecutive meetings or at least four meetings in the preceding 12 months will be notified and the appointing bodies shall be asked to review the continued service of their representatives. STTC members may record an excused absence if it is made known to NCTCOG and it is related to the following: personal illness, family emergency, jury duty, or business necessity. An excused absence will not be recorded as an absence. The quarterly attendance notice shall indicate that such notice is standard practice and not indicative of any particular problem.

E. Quorum. The Technical Committee approved membership in attendance at a meeting shall constitute a quorum for action to be taken.

- F. Officers. A Chair, Vice Chair, and a Secretary for the Surface Transportation Technical Committee shall be designated by the Executive Board of the North Central Texas Council of Governments for a term of one year, beginning in June of each year. Officers for other technical committees will be approved by the Executive Board as well.
- G. Meetings. Meetings of the Technical Committees shall be held as necessary to review and advise on matters referred to them. The Chair shall call such meetings as necessary and shall notify all Committee members.
- H. Minutes. Minutes of all meetings shall be kept and submitted to the membership of the Committee for approval. Minutes will also be made available to the RTC. The Regional Transportation Council will be kept apprised of Surface Transportation Technical Committee attendance by agency.
- I. Staff Support. Staff support for the Surface Transportation Technical Committee shall be furnished by the North Central Texas Council of Governments.
- J. Committee Functions. The functions of the Technical Committees shall be to review and comment on all matters referred to them by either the Regional Transportation Council, their respective Technical Committee Chairs, or the NCTCOG Transportation Director. The Surface Transportation Technical Committee shall advise the North Central Texas Council of Governments on projects submitted for review as part of the Texas Review and Comment System. Comments will be provided as information to the RTC.

## INTENT

Section 5. These Bylaws and Operating Procedures are intended to provide rules and procedures to assure the orderly function of the regional transportation planning process in North Central Texas. The Bylaws and Operating Procedures should be reviewed for possible revisions following receipt of the Census and five years later, at a minimum.

## ADOPTION

Section 6. These Bylaws and Operating Procedures shall be in full force and effect at such time as they have been approved by two-thirds vote of the Regional Transportation Council at a meeting at which a quorum, as defined herein, is present.

## REVISION

Section 7. These Bylaws and Operating Procedures may be revised by approval of two-thirds of the members of the Regional Transportation Council at a meeting at which a quorum, as defined herein, is present. Changes in the Bylaws must be presented at one regularly scheduled meeting and voted on at a following regularly scheduled meeting. No Bylaw change shall be made that has not been presented at a previous meeting. The Chair shall vote on Bylaw changes.



## **TEX-21 BYLAWS**

### ARTICLE ONE NAME AND PURPOSE

1.1 Name. The name of this Coalition is Transportation Excellence for the 21<sup>st</sup> Century (TEX-21).

1.2 Principal Office. The principal office of TEX-21 shall be within the City of Dallas, Texas, or such other city within Texas, as the Executive Committee of TEX-21 may determine to be in the best interest of TEX-21. TEX-21 may have such other offices as the Executive Committee may determine and as the affairs of TEX-21 may require.

1.3 Purpose. TEX-21 is organized as a business league within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), for the purpose of bringing together all regions of the state in a collective effort to improve transportation in Texas. This effort includes strategies to increase investment in transportation infrastructure, improve the planning and management of the state's transportation facilities, and increase the awareness of the importance of transportation to all areas of Texas. TEX-21 is a non-partisan organization. All actions, nominations, resolutions, or any other efforts of TEX-21 shall be performed in a non-partisan manner.

1.4 Structure of TEX-21. TEX-21 shall be (and is) organized as a non-profit corporation of participating public entities and political subdivisions solely for public purposes, and no part of its net income shall accrue to or be paid for the benefit of any private party except in the ordinary course of business and for services rendered or for goods, supplies, or property supplied or furnished to TEX-21 for the benefit of the participants. Private sector individuals, entities, or organizations who are interested in advancing TEX-21 purposes may also join TEX-21 pursuant to membership categories as prescribed by the Executive Committee. All issues coming before TEX-21 shall be decided by the Executive Committee. A majority of Executive Committee members constitutes a quorum. A quorum of Executive Committee members must be present when deciding issues.

## ARTICLE TWO

### MEMBERS

#### 2.1 Membership.

- A. Members. Counties, municipalities, political subdivisions, metropolitan planning organizations, economic development corporations, chambers of commerce, trade and transportation corridors, public transportation service providers, Native American Tribe and other public entities may join TEX-21 as members. Subject to approval by the Executive Committee, and payment of the dues, such entity shall become a member. An entity that is entitled to participate as a member shall designate in writing to TEX-21 one (1) person to represent that member in transacting TEX-21 business. On matters coming before the members for decision, each member shall be entitled to one (1) vote regardless of amount paid for membership. The Executive Committee shall have the discretion to amend the Bylaws with respect to classification of members and voting rights as the Executive Committee may decide from time to time.
- B. Associate Members. Private for-profit and not-for-profit corporations as defined by this section of the TEX-21 Bylaws may join TEX-21 as members. Subject to approval by the Executive Committee, and payment of the dues, such entity shall become an associate member. No city, county or any other public entity is eligible to become an associate member. Associate members are eligible for TEX-21 benefits, including participation in all meetings, participation in committees with the exception of the Executive Committee, special task forces, TEX-21 trips, and all other functions and communications. Associate members are not eligible to serve on the TEX-21 Executive Committee and are not entitled to vote on any TEX-21 business.
- C. Ex-Officio Member. Individuals who previously served as official representatives of a TEX-21 member city or county that is currently a member in good standing of TEX-21 may join TEX-21 as an Ex-Officio member. Ex-Officio members are eligible for TEX-21 benefits including participation in all meetings, committees, task forces, TEX-21 trips, and all other functions and communications with the exception of participation in the Executive Committee. An Ex-Officio member is not eligible to serve on the TEX-21 Executive Committee and is not entitled to vote on any TEX-21 business.

2.2 Membership Dues. All members shall be required to pay annual membership dues to TEX-21 in such amounts as established from time to time by the Executive Committee. The membership dues owed and payable shall be due within 30 days of the beginning of TEX-21's fiscal year or in the case of a new member immediately as a condition of becoming a member.

The dues shall be set by the Executive Committee, which may make distinctions in the dues payable by members. No member is assuming or agreeing to pay any monetary or other obligation other than to make the contributions provided by this Section 2.2.

Schedule of Membership Dues:

- A. The membership dues for a municipality and county shall be based on population according to the schedule below.

<u>Population</u>	<u>Dues</u>
> 500,000	\$21,250
200,000 – 499,999	\$17,000
100,000 – 199,999	\$12,750
50,000 – 99,999	\$ 8,500
25,000 – 49,999	\$ 4,250
< 24,999	\$ 2,125

- B. The membership dues for States or Sovereign Entities shall be based on population according to the schedule below.

<u>Population</u>	<u>Dues</u>
≥ 5 M	\$100,000
2 M – <5 M	\$75,000
500,000 – < 2 M	\$50,000
>499,999	\$25,000

- C. The membership dues for other entities shall be based on gross revenue according to the schedule below.

<u>Gross Revenue</u>	<u>Dues</u>
> \$50 M	\$25,000
\$25 - <\$50 M	\$20,000
\$10 - <\$25 M	\$15,000
\$ 5 - <\$10 M	\$10,000
\$0.5 - <\$ 5 M	\$ 5,000
< \$0.5 M	\$ 2,500

***For Colleges and Universities of higher education full cash payment of membership dues may be provided by in-kind services (research, writing, etc.) equal in value of up to 100% of the normal, annual membership dues outlined above. All in-kind services proposals must be reviewed, and approved by the corporation's consultant's before in-kind services will be accepted as partial payment of dues.***

- D. The membership dues for Associate Members shall be determined according to the schedule below:

<u>Associate Members</u>	<u>Dues</u>
For-profit Corporation	\$ 5,000
Not-for-profit Corporation	\$ 2,500

- E. The annual membership dues for an Ex-Officio member shall be \$150.

2.3 Term of Membership. The member's membership in TEX-21 shall be effective on and as of the date all of the requirements in Section 2.1 are satisfied and shall continue from year to year, provided that membership requirements are met.

2.4 Annual Meetings of Members. The annual meeting of the members shall be held at a time and place designated by the Chair. Written, printed, or electronic notice stating the place, day and hour of the meeting shall be delivered to each member at the address for such member on the books of TEX-21. TEX-21 shall meet at the call of the Chair and initially once a quarter in a location and at a time as the Chair shall establish after collaboration with members of the Executive Committee.

### ARTICLE THREE EXECUTIVE COMMITTEE

3.1 General Powers. Except as provided by applicable law, in TEX-21's Articles of Incorporation, or in these Bylaws, the business, property and affairs of TEX-21 shall be managed and directed, and all corporate powers of TEX-21 exercised, by or under the direction of the Executive Committee. The Executive Committee may make appropriate delegations of authority to the officers of TEX-21.

3.2 Creation; Classification; Term; Election. The Executive Committee shall consist of the officers of TEX-21, including the Chair, the Vice Chairs, the Secretary, the Treasurer, and the Standing Committee Co-Chairs. The Chair may also create Co-Chairs for task forces. Those Co-Chairs are also members of the Executive Committee. The officers for the

2001-2002 fiscal year shall be composed of current TEX-21 leadership; thereafter, nominations will be made by a three-member nominating committee appointed by the Chair. The term of each officer after the first fiscal year shall be one year. The nominating committee shall make recommendations to the Executive Committee, which will then approve or disapprove of the nominations. Each Executive Committee member shall have one (1) vote on all matters coming before the committee. In the absence of an Executive Committee member, he or she may authorize, in writing, another person to attend a regular or special meeting of the Executive Committee and vote upon any matters presented at that meeting. The Executive Committee, at the call of the Chair, shall meet a minimum of four times during each calendar year at times and places specified by the Chair. The Chair may call special meetings of the Executive Committee at his or her discretion.

**3.3 Creation of Standing Committees.** TEX-21 hereby creates the following standing committees:

- A. Federal Issues Committee (Reference following governing and administrative entities: Office of the President of the United States, United States House and Senate, Federal Judiciary, U.S. Department of Transportation, U.S. Department of Defense, U.S. Department of the Interior, U.S. Department of Homeland Defense, U.S. Environmental Protection Agency and Federal Emergency Management Agency, as their actions may affect transportation in Texas.)
- B. State Issues Committee (Reference following governing and administrative entities: Office of the Governor of the State of Texas, State Judiciary, State of Texas House and Senate, Texas Department of Transportation Operations at State, District and Area Office Level, Texas Commission on Environmental Quality, Providers of Interregional Bus Transportation, Intercoastal Canal Operations, and Statewide transportation advocacy organizations, as their actions may affect transportation in Texas).
- C. Regional & Local Issues Committee (Reference following governing and administrative entities: City (incorporated), County and Special Districts (such as Road, Utility, etc. located in one county) governments, Metropolitan Planning Organizations, Regional Mobility Authorities, Regional Transit Authorities, Single or Multi-County Toll Road Authorities, Airports and Seaports serving one or more County or City's Transportation needs, Councils of Governments as they affect transportation and regional transportation advocacy groups),

Transportation Tollroad Authorities and Local Transportation advocacy groups.

- D. Transit Committee (Reference following governing and administrative entities: City (incorporated), County and Special Districts (such as Road, Utility, etc. located in one county) governments, Metropolitan Planning Organizations, Regional Mobility Authorities, Regional Transit Authorities, Single or Multi-County Toll Road Authorities, Councils of Governments as they affect transportation and regional transportation advocacy groups), Transportation Tollroad Authorities and Local Transportation advocacy groups
- E. Public Works Task Force (Reference following governing and administrative entities: City (incorporated), County and Special Districts (such as Road, Utility, etc. located in one county) governments, Metropolitan Planning Organizations, Regional Mobility Authorities, Regional Transit Authorities, Single or Multi-County Toll Road Authorities, Airports and Seaports serving one or more County or City's Transportation needs, Councils of Governments as they affect transportation and regional transportation advocacy groups), Transportation Tollroad Authorities and Local Transportation advocacy groups

General: The scope of investigation, concern, interest and items which could be considered by the four committees enumerated will be included in an Appendix to the bylaws of the TEX-21 Organization, and will be reviewed periodically by the Executive Committee for revision, deletion and addition.

Committee Co-Chairs may create subcommittees at their discretion.

#### 3.4 Officers; Term, Resignation, Removal and Succession.

- A. Officers. The Officers of TEX-21 shall be a Chair, four Vice-Chairs, a Secretary, a Treasurer, and such other officers as may be designated by the Chair and elected by the Executive Committee from time to time.
- B. Term. At each annual meeting, the Executive Committee shall elect the officers for a one year term, provided that each officer so elected shall continue to hold such office until the earlier of the date that his or her successor shall have been duly elected and qualified, or until the date such officer resigns or is removed.

- C. Resignation. Any officer may resign at any time by giving written notice thereof to the Chair or Secretary of TEX-21. Unless otherwise specified, the resignation shall take effect upon the receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.
- D. Removal. Any officer may be removed, either with or without cause, by a majority vote of the entire Executive Committee.
- E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to that office.

3.5 Meetings. The Chair, and in his or her absence the Vice-Chairs, shall call meetings of the Executive Committee to order, and conduct such meetings, and the Secretary of TEX-21 shall act as Secretary of all such meetings, but in the absence of the Secretary, the Chair or Vice-Chairs, as the case may be, may appoint any person present to act as Secretary of the meeting.

3.6 Duties of Officers.

- A. Chair. The Chair shall preside at all meetings of the Executive Committee and the annual membership meeting of TEX-21, and shall perform such other duties as may be assigned to him or her by the Executive Committee. The Chair has the authority to create task forces that further the purposes of TEX-21. Co-chairs appointed by the Chair will head such task forces, and these co-chairs will be members of the Executive Committee. The TEX-21 Chair is hereby directed and authorized to negotiate a professional services contract to retain public policy consulting, technical support, and logistical and secretariat services. These services shall be responsible for monitoring the activities of TEX-21 and effectuating the intents of TEX-21. The Chair shall present this professional services contract for the TEX-21 Consultant to the Executive Committee for ratification and approval. The TEX-21 Consultant shall provide the necessary public policy consulting, technical support, and logistical and secretariat services to accomplish the specific responsibilities of TEX-21 as defined in the professional services contract. The Chair is authorized at his or her exclusive discretion to create additional standing committees and task forces and shall be able to appoint committee co-chairs. The Chair is authorized to call regular and special meetings of the Executive Committee.

- B. Vice-Chairs. Candidates for Vice-Chairs shall be selected with consideration given to: 1) representation by municipalities, counties, and other entity members of TEX-21; 2) representation by major political parties; 3) representation of the geographic and ethnic diversity of the members of TEX-21 and the state of Texas. A Vice-Chair shall discharge the duties of the Chair in the event of the Chair's absence or disability for any cause whatsoever. If for whatever reason, a Vice-Chair is unable to fulfill his duties, the Chair may appoint an Executive Committee member to discharge any or all of the Vice-Chair's duties.
- C. Secretary. The Secretary shall have charge of the records and correspondence of TEX-21 under the direction of the Chair, and shall be the custodian of the seal of TEX-21, if any. The Secretary shall attend all meetings of the Executive Committee and give such notice of meetings as is required by these Bylaws. The Secretary shall take and keep true minutes of all meetings of the Executive Committee. The Secretary shall discharge such other duties as shall be prescribed from time to time by the Chair. The Executive Committee may appoint an Assistant Secretary to perform the duties of the Secretary during any absence or disability of the Secretary.
- D. Treasurer. The Treasurer shall keep a full and accurate account of all moneys, credits and property of TEX-21 that shall come into the Treasurer's hands and keep a full and accurate account of all moneys received and discharged. Except as otherwise ordered by the Executive Committee, the Treasurer shall supervise all the funds and securities of TEX-21 and shall have deposited the same in the name and to the credit of TEX-21 in such banks or depositories as the Executive Committee shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to TEX-21, all of which books shall be open at all times to the inspection of the Executive Committee. The Treasurer shall also submit a report of the accounts and financial condition of TEX-21 at each annual meeting of the Executive Committee. The Treasurer shall, under the direction of the Executive Committee, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of TEX-21, unless the Executive Committee authorizes other officers, employees or agents of TEX-21 to sign checks without the counter signature of the Treasurer. The Treasurer shall also make such transfers and alterations in the securities of TEX-21 as may be ordered by the Executive Committee. In general, the Treasurer shall perform all the



duties which are incidental to the office of Treasurer, subject to the control of the Executive Committee, and shall perform such additional duties as may be prescribed from time to time by the Chair or the Executive Committee. The Treasurer shall give bond only if required by the Executive Committee. The Executive Committee may appoint an Assistant Treasurer to perform the duties of the Treasurer during any absence or disability of the Treasurer.

3.7 Conflict of Interest. Whenever an Executive Committee member has a conflict of interest based upon the possibility of personal gain to such member, such conflict of interest shall be declared by the member and such member may not vote on those issues where a conflict of interest has been declared. He or she may discuss the nature of his or her conflict of interest and otherwise provide information to the Executive Committee. Further, such member may not be counted toward a quorum in respect of a vote on such issue. This Section of these Bylaws is not to be construed so as to prevent, preclude, or otherwise discourage Executive Committee members (or entities which they control or which they represent) from transacting business with TEX-21 on a competitive, arms-length basis, and being awarded contracts, business, or other contractual relationships based upon such member's ability to provide (or that of the controlled or represented entity to provide), TEX-21 with services or products considering price, quality and service, for what is being considered, so long as the express requirements of this Section and the requirements, if any, of applicable law are met. A member shall not be deemed to have a conflict of interest by virtue of benefits that might accrue to the entity that such member represents.

#### ARTICLE FOUR NOTICES

4.1 Form of Notice. Whenever under the provisions of these Bylaws, notice is required to be given to any member, Executive Committee member, or any other committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, or by facsimile transmission or other electronic communication as appears on the books of TEX-21. Written, printed, or electronic notice including e-mail stating the place, day, hour, and purpose of meetings shall be delivered to each member not less than forty-eight (48) hours before the date of the meeting, unless the Chair, in his or her discretion and because of impracticable circumstances, finds it necessary for and in the best interest of TEX-21 to hold a meeting without the forty-eight hour notice requirement.

#### ARTICLE FIVE FUNDING BY PARTICIPANTS, TERM, WITHDRAWAL,

## BUDGET, AND FINANCE

5.1 Member Contributions to Joint Efforts. Each member participant agrees to and shall pay to TEX-21 an annual fee pursuant to the mutually agreed upon membership dues contribution schedule contained in Section 2.2 or as established by the Executive Committee. The initial amount payable under this agreement shall be due on October 1, 2001 and deemed late 30 days thereafter. All annual amounts payable each year thereafter shall be payable on an annual payment basis, beginning on the first month of the fiscal year and ending on the last month.

### 5.2 Term, Withdrawals.

- A. All memberships shall be effective on and as of the date of payment of dues and shall continue from year to year as to all participants that have not withdrawn in accordance with subsection (B), below.
- B. Any member may withdraw his or her membership, without refund of amounts paid to date, by giving 30 days written notice of the effective date of withdrawal to the Secretary. Any member shall be automatically withdrawn in the event funds are not paid in accordance with Section 5.1. This agreement shall continue as to all participants that have not withdrawn.

5.3 Budget and Finance. The Treasurer, in collaboration with the TEX-21 Consultant, will prepare and recommend a budget to the Executive Committee each fiscal year by a date certain determined by the Chair. The budget shall then be adopted by the Executive Committee by a certain date, and a corresponding dues structure adopted and communicated to all members by a certain date. The Treasurer shall make periodic budget reports to the Executive Committee and TEX-21 membership. TEX-21 funds shall be kept in a TEX-21 bank account, and the TEX-21 Consultant shall sign checks under the oversight of the Treasurer.

## ARTICLE SIX AMENDMENTS

6.1 Amendments. The Executive Committee, by a supermajority vote, shall have exclusive authority to alter, amend and repeal these Bylaws and to make and adopt new and other Bylaws. Members who are not on the Executive Committee shall not be entitled to vote thereon. As used herein, the term "supermajority vote" and "supermajority" shall mean more than two thirds (2/3) of the votes eligible to be cast in person or by proxy with respect to the particular matter. Amendments to the Bylaws shall be proposed in writing at least one (1) meeting prior to voting on changes.

ARTICLE SEVEN  
INDEMNIFICATION OF OFFICERS,  
EMPLOYERS, AND AGENTS

7.1 Indemnification. TEX-21 shall indemnify Executive Committee members, employees, officers, and agents of TEX-21 to the fullest extent required by Article 1396-2.22A of the Texas Non-Profit Corporation Act, as amended, and may indemnify such persons to the fullest extent permitted by Articles 1396.2.22A of the Texas Non-Profit Corporation Act as amended, subject in each case to restrictions, if any, in the Corporation's Articles of Incorporation. TEX-21 shall have power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Articles 1396.2.22A of the Texas Non-Profit Corporation Act, as amended.

ARTICLE EIGHT  
GENERAL PROVISIONS

8.1 Fiscal Year. The fiscal year of TEX-21 will begin on October 1 of each year and end on September 30 of the following year, unless otherwise fixed by resolution of the Executive Committee. At the end of each fiscal year a certified audit or review shall be performed regarding all financial transactions of TEX-21.

8.2 Books and Records. TEX-21 shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Executive Committee.

8.3 Inspection of Books and Records. TEX-21's books and records shall be open to inspection of the Executive Committee upon reasonable request, and as provided by the Texas Non-Profit Corporation Act or other applicable law.

8.4 Seal. The Executive Committee may, but need not, adopt a corporate seal to be in such form and to be used in such manner as the Executive Committee shall direct.

8.5 Telephone Meetings. The members and Executive Committee members may participate in and act at any meeting through use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting by such means shall constitute attendance and presence in person at the meeting, except where a person participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

8.6 Action Without a Meeting. Any action required or which may be taken at a meeting of the Executive Committee or any other committee may be taken without a meeting, if a supermajority consents in writing, setting forth the action to be taken, and signed by a supermajority of then serving Executive Committee members, as the case may be. A telegram, telex, cablegram, or similar transmission by an Executive Committee member, or a photographic, photo static, facsimile, or similar reproduction of a writing signed by an Executive Committee member, shall be regarded as signed by the Executive Committee member for purposes of this Section.

8.7 Official Recruitment Trips. The members and executive Committee members may be invited by the TEX-21 consultant to participate in official TEX-21 member recruitment trips. Members and Executive Committee Members participating in such recruitment trips are eligible for reimbursements of travel expenses related to TEX-21 official business only. Reimbursable expenses include transportation expenses (i.e. airfare, taxi fare, car rental, and personal vehicle mileage), lodging, and business meals. Other expenses may be deemed reimbursable at the discretion of the TEX-21 Treasurer and the TEX-21 consultant.

8.8 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible: (a) the remainder of these bylaws shall be considered valid and operative, and (b) effect shall be given to the intent manifested by the portion held invalid and inoperative.

8.9 Headings. The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

8.10 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation of TEX-21.

**CONSTITUTION**  
**OF**  
**THE TEXAS MUNICIPAL LEAGUE**

**ARTICLE I**

**NAME**

Section 1.1 - This organization shall be known as the Texas Municipal League.

**ARTICLE II**

**PURPOSE**

Section 2.1 - The purpose of this organization is to advance and sustain the interests of the cities of Texas. To achieve this purpose, the organization shall:

- A. Represent municipal interests before legislative and administrative bodies.
- B. Conduct original research in any area of concern to member cities and provide the results of that research to member cities and other interested parties.
- C. Serve as a repository of literature, analyses, research, and other data related to all aspects of municipal operations, and make that material available to members.
- D. Sponsor and conduct conferences, seminars, meetings, and workshops for the purpose of studying and exchanging information regarding municipal government.
- E. Publish and circulate an official magazine and other publications, reports, or newsletters of interest to members.
- F. Secure the assistance of educational institutions for the purpose of gathering, analyzing, and publishing municipal government information, and conducting training and professional development in the field of municipal administration.
- G. Strive to secure harmonious actions among Texas municipalities, other governments, and other groups in all matters which affect the rights and duties of the cities of Texas.
- H. Provide any additional services for which individual members, acting alone, may not have adequate resources.
- I. Promote the interests of the League's affiliates by providing organizational and technical assistance.

- J. Promote constructive and cooperative intergovernmental relations by maintaining mutually supportive relationships with groups representing local, state, and regional governments.

## ARTICLE III

### MEMBERSHIP AND DUES

Section 3.1 - Regular Members. Any city or town in the State of Texas may, by proper action of its governing body and the payment of the current membership dues from its own municipal funds, become an active member of the League.

Section 3.2 - Associate Members. Individuals and organizations may be granted associate membership by the Executive Director. Associate members may receive League publications and attend the League's Annual Conference. Classes of associate memberships are:

- A. Councils of governments
- B. Public or school/university libraries
- C. Commercial or civic clubs
- D. Individuals
- E. Corporations

Section 3.3 - Dues. The annual dues, except the dues for each class of associate membership, shall be fixed upon the recommendation of the Board of Directors subject to approval of the member cities assembled at the Annual Conference. The annual dues shall be due and payable in advance on the anniversary of such payment in the first instance. Failure of a member to pay its dues for a year shall result in automatic suspension of membership.

Section 3.4 - Withdrawing From Membership. Any member may withdraw by written notice to the Executive Director.

Section 3.5 - Voting Privileges. Only member cities and towns shall be entitled to vote in all meetings of the League and such municipalities shall each be entitled to one vote on all matters.

Section 3.6 - Honorary Memberships. Any person who has rendered conspicuous service for the improvement of municipal government may, by vote of the Board of Directors, be granted an honorary membership in the League. All former presidents of the League shall be Honorary Members. Honorary Members as such shall not pay dues and shall not be entitled to vote in any of the meetings of the League.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 4.1 - Composition. The affairs of the League shall be conducted by a Board of Directors composed of the following:

- A. Regional Directors. One director to be elected by and from each of the TML regions, provided that such regional director shall in every case be a mayor, councilmember, city commission member, alderman or other member of an elected municipal governing body.

- B. Affiliate Directors. One director to be elected by and from each of the affiliates of the League.
- C. Directors-at-Large. One director-at-large to be designated by resolution of the governing body of each city for which total population exceeds 200,000 on or before October 1, 1986, or 300,000 thereafter.
- D. Past Presidents. Past presidents of the League.

Only city officials of member cities may serve as directors.

Section 4.2 - Staggered Terms. The terms of the directors shall be staggered so that the terms of approximately one-half of the members of the Board of Directors shall expire each year. The terms of the directors from the affiliates of Mayors and Councilmembers, Municipal Utilities, Finance Officers, Public Works Officers, City Planners, Police Chiefs, Fire Chiefs, Municipal Information Officers, Court Clerks, Black City Council Members, and all regional districts bearing odd-numbered designations shall expire in odd-numbered years. The terms of all other affiliate directors and of all regional districts bearing even-numbered designations shall expire in the even-numbered years.

Section 4.3 - Election of Directors. Directors shall be elected as follows:

- A. Affiliate Directors. Affiliate directors shall be elected by their respective affiliates at the time of the League's Annual Conference, or at another annual meeting designated by the affiliate, to fill new terms and to fill vacancies for the remainder of unexpired terms. Only municipal officials or municipal employees may participate in the election of an affiliate director.
- B. Regional Directors. Regional directors shall be elected at the meetings of the regions immediately preceding the League's Annual Conference to fill new terms and to fill vacancies for the remainder of unexpired terms; provided that no city official of a city entitled to designate a director-at-large shall be eligible to be elected or to serve as a regional director. Only an elected city official from a city within the region may serve as that region's director.
- C. Vacancy Caused By Succession to Presidency. The election of a regional director or the director from the Mayors and Councilmembers affiliate to the position of a League officer shall create a vacancy in that director position, and that vacancy shall be filled in accordance with Section 4.6.

Section 4.4 - Terms of Office and Attendance Requirements. The terms of office and meeting attendance requirements for members of the Board of Directors are as follows:

- A. Terms. Terms of all directors shall commence immediately upon adjournment of the League's Annual Conference, except that the directors-elect shall meet with the incoming Board prior to adjournment of the Annual Conference for the purpose of organization. Terms of office of regional and affiliate directors shall be two years, with a maximum of four years for any one person, except that a regional or affiliate director who begins service on the TML Board by filling a vacancy under the provisions of Section 4.6A or 4.6B is eligible for two full, two-year terms in addition to the time served filling the vacancy. Limits on terms of office shall not apply to any director who is elected to be a League officer in accordance with Section 4.10, or who is a Past President.

- B. Attendance Requirements. If a Board member is absent from a duly called meeting between October 1 of one year and September 30 of the following year without being excused by action of the Board, the member may be disqualified from serving as a Board member. An absence is excused only if: (a) the absent Board member informed the President or the Executive Director of his/her absence and the reason for his/her absence in advance, and (b) the Board votes to excuse the absence.

Section 4.5 - Additional Directors. In the event of the creation of additional regional districts or affiliates of the League, each such district or affiliate shall elect a representative to the Board of Directors, provided that, when a new affiliate is created at any Annual Conference, the Board of Directors shall recognize a director to represent such affiliate until it elects a director in its regular manner. The Board of Directors shall fix the initial term of any such new director in such manner as to keep the number of terms expiring on alternate years as nearly equal as possible.

Section 4.6 - Vacancies. Vacancies on the Board of Directors created by a failure to hold a timely election as required under Section 4.3B shall be filled by holding such election as soon as practical. Other vacancies on the Board of Directors shall be filled as follows:

- A. Affiliate Directors. In the event of a vacancy in an affiliate directorship, the President of the affiliate in which said vacancy occurs shall become a member of the Board of Directors, and shall hold such office until the adjournment of the next Annual Conference. In the event that the President of the affiliate is ineligible or does not wish to serve as a member of the Board of Directors, the affiliate shall select or elect a director who will serve until the adjournment of the next Annual Conference. Only municipal officials or municipal employees may participate in the selection or election of an affiliate director.
- B. Regional Directors. In the event of a vacancy in the regional directorship, the President of the regional district in which such vacancy occurs shall become a member of the Board of Directors, and shall hold such office until the adjournment of the next Annual Conference; provided that if the Regional President does not wish to serve or is ineligible to serve as a regional director under Section 4.3 B., a regional director shall be elected at a meeting of the regional district to fill the vacancy for the remainder of the unexpired term.

Section 4.7 - Compensation. The directors shall not receive any compensation as such for their services, but, by resolution of the Board, shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties, provided funds have been budgeted for such expenses.

Section 4.8 - Executive Committee. The Executive Committee of the Board of Directors shall consist of the following: The President, the President-Elect, Past Presidents of the League, and two other Board members appointed by the President. The two presidential appointees shall both be municipal elected officials. One of the presidential appointees shall be from a city of less than 100,000 in population, and the other shall be from a city of 100,000 or greater in population. The terms of the presidential appointees shall expire when the term of the President who appointed them expires. The Executive Committee shall have authority to act for the Board of Directors at intervals between meetings of the Board, provided that: (a) the Board has authorized the Executive Committee to act, or (b) the Executive Committee's actions are required by an emergency. All actions taken by the Executive Committee shall be reviewed by the Board at its next meeting.



Section 4.9 - Quorum. A majority of the Board shall constitute a quorum for the transaction of all business.

Section 4.10 - Officers. Officers of the League and their manner of election are as follows:

- A. Named. The officers of the League shall be a President, a President-Elect, the eligible Immediate Past President and the Executive Director.
- B. Elections. The President and the President-Elect shall be chosen by the Board of Directors from its membership, provided that each officer shall be an elected official of a member city.
- C. Vacancies. A vacancy in the office of President shall be filled for the remainder of the term by the succession of the President-Elect to that office. A vacancy in the office of President-Elect shall be filled for the remainder of the term by election of a member of the Board by the Board of Directors.
- D. Non-Voting Officers. An officer who previously served as a regional director or as a director from the Mayors and Councilmembers Association, and whose position on the Board of Directors was filled pursuant to Section 4.3 C., shall not be entitled to vote on any matter before the Board, provided however, that the President (or other officer presiding in his/her absence) shall be entitled to vote in case of a tie.

Section 4.11 - Executive Director and League Employees. The Board of Directors shall select an Executive Director to manage the affairs of the League under its general direction. The Executive Director shall not be appointed for a definite term, but shall serve at the will and pleasure of the Board of Directors. The Executive Committee, during the first Board meeting of each calendar year, shall review the performance of the Executive Director and communicate the results of that performance review to the full Board of Directors and to the Executive Director. The Executive Director shall appoint the various employees of the League to the positions and at the compensation set forth in the approved budget, and shall be responsible for the proper and efficient conduct of the work of the League. The Executive Director shall cause accurate minutes to be kept of all meetings of the League and of the Board of Directors; shall conduct the correspondence of the League; shall mail notices of meetings to all members; shall publish the official publications of the League; and shall be paid a salary to be fixed by the Board of Directors.

## ARTICLE V

### FINANCES

Section 5.1 - Fiscal Year. The fiscal year of the League shall be from July 1 through June 30 of the following year.

Section 5.2 - Duties of Secretary-Treasurer. The Executive Director shall be the League's Secretary-Treasurer and shall be charged with the responsibility of keeping accurate records and accounts of all transactions of the League. The Director and all employees handling the finances of the League shall furnish a satisfactory surety bond in an amount to be fixed by the Board of Directors, the premium on said bonds being paid out of the funds of the League.

Section 5.3 - Budget. At some time during the months of May or June, the Board of Directors shall meet and adopt a budget which shall serve as the complete financial plan for the ensuing fiscal year. Not less than fifteen days prior to the budget meeting of the Board of Directors, the Executive Director shall cause to be prepared a detailed budget setting forth the estimated revenues and expenditures for the ensuing fiscal year and shall submit such budget to the Board of Directors for its consideration and approval. No unbudgeted indebtedness shall be incurred. No budget shall be adopted under which the expenditures for the ensuing year exceed a reasonable estimate of the actual funds to be available.

Section 5.4 - Audit. The accounts of the League shall be audited at least once annually by a certified public accountant to be selected by the Board of Directors.

Section 5.5 - Budget and Audit Committee. Each year, the President shall appoint a five member budget and audit committee to make recommendations to the Board of Directors concerning the budget and fiscal matters of the League. This Committee shall consist of four members of the Board of Directors, and the President-Elect shall serve as chair. The Committee shall make a report to the Board of Directors at the meeting in which the budget is adopted and thereafter as needed.

## ARTICLE VI

### REGIONS

Section 6.1 - Boundaries. There shall be formed within the League a number of regions having such boundaries and carrying such distinctive and official titles and numerical designations as may be approved by the Board of Directors and recorded on an official map.

Section 6.2 - Purposes of the Regions. The purposes of each region of the League shall be as follows:

- A. To promote interest in municipal government operations and issues among elected and appointed officials of cities within the region.
- B. To facilitate, through meetings and other mechanisms, an exchange of information concerning municipal government among the cities of the region.
- C. To assist the officers and Executive Director of the League in formulating policies and providing services by communicating, through adopted resolutions, any recommendations of the region.

Section 6.3 - Meetings. The cities of each region shall meet not less often than twice each year in the period between Annual Conferences of the League.

Section 6.4 - Membership of the Regions. All cities within the boundaries of the region which are members in good standing of the League may become members of and participate in the activities of the region.

Section 6.5 - Voting. The representatives of each member city within a particular region shall cast collectively one vote, and a majority of the votes cast shall be necessary for a decision.

Section 6.6 - Officers of the Regions. Each region shall elect officers which shall be a regional President, Vice President, Secretary and other such officers as the region may establish, provided that such regional President and regional Vice President shall in every case be a mayor,

councilmember, city commission member, alderman, or other member of an elected municipal governing body.

Such election shall be held at the meeting of said region held next preceding the Annual Conference of the League. The term of office of all newly elected officers shall be one year or two years, at the discretion of the region, and commence immediately upon election. In the event of a vacancy in any office in a region, such vacancy shall be filled by election at the next regular meeting of such region. The fact that such a vacancy will be so filled shall be included in the notice of such meeting.

Each region shall also elect a regional director to serve on the Board of Directors of the League. Such election shall be held every two years in accordance with Section 4.3. The term of the regional director shall be as specified in Section 4.3 and Section 4.4.

Section 6.7 - By-Laws. Each region may draft its own By-Laws consistent with the provisions of this constitution and subject to approval by the Board of Directors of the League.

Section 6.8 - Duties of the Regional Secretary. The secretary of each region shall immediately notify the League of any changes in the officers of the region, record the minutes of all meetings of the region, and send one copy thereof to the headquarters office of the League, and shall prepare and mail all notices of the meetings of the region and send one copy thereof to the headquarters office of the League.

Section 6.9 - League Policy Binding Upon Regions. The general policy of the League as adopted by the Board of Directors of the League shall be binding upon regions, and no action in conflict with such policies shall be taken by said regions, provided, however, that nothing in the foregoing shall be construed to limit or restrict the activities of the regions in matters of purely local interest and concern.

## ARTICLE VII

### AFFILIATES

Section 7.1 - Affiliates Named. The affiliates of the League shall be the following:

- (1) Association of Mayors, Councilmembers and Commissioners
- (2) Texas City Management Association
- (3) Texas Municipal Utilities Association
- (4) Texas City Attorneys Association
- (5) Government Finance Officers Association of Texas
- (6) Texas Public Works Association
- (7) Texas Municipal Human Resources Association
- (8) Texas Chapter of the American Planning Association
- (9) Texas Municipal Clerks Association, Inc.
- (10) Texas Police Chiefs Association
- (11) Texas Fire Chiefs Association
- (12) Texas Municipal Library Directors Association
- (13) Building Officials Association of Texas
- (14) Texas Public Purchasing Association
- (15) Texas Association of Municipal Information Officers
- (16) Texas Association of Municipal Health Officials
- (17) Texas Court Clerks Association
- (18) Texas Association of Black City Council Members

- (19) Association of Hispanic Municipal Officials
- (20) Texas Association of Governmental Information Technology Managers
- (21) Texas Recreation and Park Society

Other organizations may be admitted to the League as affiliates by resolution at the Annual Conference, subject to the prior recommendation of the Board of Directors of the League, provided, however, that the League shall not have more than twenty-one affiliates at any time. When the League has twenty-one affiliates, a request by an additional organization to become an affiliate of the League can be approved only by combining the requesting group with an existing, similar affiliate. When the League has fewer than twenty-one affiliates, an additional organization may request affiliate status if the organization meets the requirements of Section 7.5.

Section 7.2 - Organization. Each affiliate shall administer its own affairs in a way that furthers the objectives of the affiliate or the League and may hold meetings of the affiliate at the time of the Annual Conference. Each affiliate must submit its separate Constitution when initially formed and all amendments thereto to the Board of Directors of the League and have them approved before they may become effective, except that the League's Executive Director may approve amendments that do not conflict with provisions of this Constitution.

Section 7.3 - By-Laws. Each affiliate may draft and amend its own By-Laws consistent with the provisions of this Constitution and subject to approval by the Board of Directors of the League, except that the League's Executive Director may approve amendments that do not conflict with provision of this Constitution.

Section 7.4 - League Policy Binding Upon Affiliates. The general policy of the League as adopted by the Board of Directors of the League shall be binding upon the affiliates, and no action in conflict with such policies shall be taken by any affiliate.

Section 7.5 - Adherence to Affiliated Organization Guidelines. In order to retain status as an affiliate and to be represented on the Board of Directors, each affiliate shall adhere to any affiliate guidelines, conditions, or other requirements which may be adopted by the Board of Directors, and must be in full compliance with such guidelines, conditions, or other requirements on any date established by the Board of Directors.

## ARTICLE VIII

### ANNUAL CONFERENCE

Section 8.1 - Time and Place. The time and place for the Annual Conference shall be determined by the Board of Directors of the League at least two (2) years in advance of the time set for the meeting.

Section 8.2 - Resolutions. Not later than thirty days prior to the Annual Conference, the President shall appoint a Resolutions Committee, which Committee shall consist of not less than fifty (50) city officials who will be in attendance at the Annual Conference, preferably officials who are familiar with the objectives and history of the League.

No resolution shall be eligible to be considered by the Resolutions Committee unless the same has been delivered to the Texas Municipal League headquarters office in Austin at least forty-five (45) full calendar days prior to the first day of the Annual Conference at which the Resolutions Committee will convene. Provided, however, that any proposed resolution that has not been submitted in accordance with this requirement may be considered by the Resolutions

Committee if two-thirds (2/3) of the Committee members present and voting vote in favor of suspending such requirement. Resolutions submitted later than 45 days prior to the first day of the Annual Conference must state the reason precluding timely submission.

No resolution shall be considered or adopted unless it has some direct relation to municipal affairs. All resolutions to be adopted by the membership shall be adopted at the business meeting in the General Assembly at the Annual Conference. Resolutions pertaining to amendments to this Constitution, relative to membership dues or to new affiliates of the League shall, before their submission to the membership, receive prior approval only from the Board of Directors, as otherwise provided in this Constitution; all other resolutions not reserved herein for approval exclusively by the Board of Directors shall be first considered by the Resolutions Committee except as hereinafter provided. No resolution considered by the Resolutions Committee shall be eligible to be considered at the business meeting of the Annual Conference unless the same shall have been adopted by a majority vote of the Committee members present and voting at the meeting of the Resolutions Committee. A resolution relative to a matter within the jurisdiction of the Resolutions Committee which has not received prior approval of said committee may be offered from the floor and considered by the membership in the business session at the Annual Conference only by a two-thirds (2/3) vote in favor of suspension of the rule requiring prior approval by said Committee.

## **ARTICLE IX**

### **SPECIAL COMMITTEES**

Section 9.1 - Appointment. The President shall appoint such committees as may be deemed necessary for the proper conduct of the work of the League.

Section 9.2 - Tenure. The President and the Executive Director shall be ex-officio members of all committees of the League.

Section 9.3 - Reports. The Chairman of each appointed committee of the League shall, upon the completion of his committee's work, make a report to the Board of Directors in such form as may be requested.

## **ARTICLE X**

### **MEETING RULES**

Section 10.1 - Rules of Order. Subject to the provisions of this Constitution, Robert's Rules of Order shall prevail at all meetings of the League, its Board of Directors, regions, and affiliates.

## **ARTICLE XI**

### **AMENDMENTS**

Section 11.1 - Amending the Constitution. The Constitution may be amended at any Annual Conference of the League by a two-thirds vote, provided the proposed amendment shall have first been prepared in writing and submitted to the Board of Directors on or before the first day of the Annual Conference. Such amendment shall go into effect immediately upon adoption or as otherwise stipulated. If, within sixty days after the adoption of any amendment, one-third

or more of the member cities protest in writing to the Board of Directors against such amendment, it shall automatically be suspended until the next Annual Conference, when it may be taken up again for reconsideration and vote as in the first instance.

## **ARTICLE XII**

### **EFFECTIVE DATE**

Section 12.1 - Effective Upon Adoption. This Constitution shall go into effect immediately upon its adoption.

Bylaws were requested from the following, but have not been received:

- North Central Texas Council of Governments
- U. S. Conference of Mayors



# City Council Item Summary Sheet

☒ **Work Session**

Date: November 3, 2014

☐ **Agenda Item**

## Eastern Hills Country Club Property

### Summary of Request/Problem

At the request of Council Members Stephen Stanley and B. J. Williams, Council is requested to discuss engaging a consultant to examine alternative development scenarios for the Eastern Hills Country Club property.

### Recommendation/Action Requested and Justification

Council discussion.

**Submitted By:**

**Approved By:**

**William E. Dollar**  
**City Manager**