

BYLAWS
OF THE
MIDDLE RIO GRANDE DEVELOPMENT COUNCIL

ARTICLE I

Organization

There is hereby organized a Regional Planning Commission under the authority of Chapter 391, Texas Local Government Code, as amended which shall be known as the Middle Rio Grande Development Council, a voluntary association of the local governmental units located within Dimmit County, Edwards County, Kinney County, Maverick County, La Salle County, Real County, Uvalde County, Val Verde County, and Zavala County. The Council is not in itself a government, nor does it seek to become one.

ARTICLE II

Definitions

As used in these Bylaws:

1. "Council" means the Middle Rio Grande Development Council.
2. "Region" or "planning region" means the area embraced by Dimmit County, Edwards County, Kinney County, Maverick County, La Salle County, Real County, Uvalde County, Val Verde County, and Zavala County.
3. "Governmental Unit" means any county, city, town, village, authority, district, or other political subdivision of the State which has either an independently elected

governing body or which has the power to incur financial obligations for public improvements.

4. "General governmental unit" means a city and/or a county.
5. "Special governmental unit" means a special function government such as a public school, public post-secondary institution, hospital, soil, or water-related district.
6. "City" means any incorporated city, town, or village in the Region.
7. "Board" means the Board of Directors of the Council.
8. "Population" means the population according to the last preceding Federal Census encompassing the entire Region.
9. "Member" means a general or special governmental unit, a chamber of commerce, or a local industrial foundation, which has joined the Council.
10. "Official Representative" or "representative" means any individual formally delegated by the governing body of a council member to represent that council member during the course of a board, council or advisory committee meeting at which the member is eligible to be represented.
11. "Alternate representative" means any individual formally delegated by the governing body of a council member to represent that council member during the course of a board, council, or advisory committee meeting at which the member is eligible to be represented and the Official Representative is unable to attend or serve.

ARTICLE III

Objectives and Purposes of the Council

1. The objectives of the Council shall be to encourage and permit local units of government to join and cooperate with one another and with representatives of

major economic interests, citizen groups, and groups experiencing economic distress to improve the health, safety, and general welfare of their citizens and to plan for the future development of the Region. In achieving these objectives, the Council may exercise any powers heretofore or hereafter conferred upon it by State Law.

2. The Council shall have the following general purposes:
 - A. To eliminate duplication and to promote economy and efficiency in the coordinated development of the Region;
 - B. To undertake studies, collect data, and develop regional plans and programs pertaining to such subjects as land use, transportation, housing, economic development, natural resources development, community facilities and the general improvement of living and working environments;
 - C. To engage in such other activities as the Council finds necessary or desirable to accelerate area development and correct regional problems;
 - D. To provide technical assistance and services to local governments and other institutions, public and private, within the region, so as to facilitate economic, physical and/or social projects or programs which will enhance the quality of life and quantity and quality of economic opportunities for local residents.
 - E. To assist, encourage and coordinate the activities of all parties concerned, both public and private, in implementing those plans and programs, which affect the growth and development of the Region.

ARTICLE IV

Powers and Duties of the Council

1. In order to accomplish its objectives and purposes, the Council shall perform the following functions:
 - A. Exercise the powers and perform the duties authorized in Chapter 391, Texas Local Government Code;
 - B. Adopt the Bylaws of the Council;
 - C. Elect Council officers; and
 - D. Adopt an annual budget.
2. In addition to the above functions, the Council has the power to:
 - A. Prepare periodic reports as may be required by the Bylaws of the Council and federal or state legislation or regulations;
 - B. Receive and expend gifts, contributions and donations which may be made to the Council to accomplish its purposes;
 - C. Apply and contract for, receive and expend for Council purposes, funds or grants from the State of Texas, the Federal Government or any other source;
 - D. Solicit and contract for the provision of goods and services for a fee.
 - E. Receive and expend funds from Council members as provided in the Bylaws, to finance the costs of operation; provided that the Council shall not have the power to levy taxes of any kind; and
 - F. Coordinate the planning and development of the Region.

ARTICLE V

Council Membership

1. All governmental units situated within the geographic area of the planning region are eligible for membership. Additionally, chambers of commerce, local industrial

foundations not directly related to local government and functioning within the geographical area of the planning region is eligible for membership. Governmental units eligible for membership which desire to join the Council subsequent to the adoption of these Bylaws may become members by the passage of an ordinance, resolution, rule, order, or other means adopting these Bylaws, and the appropriation and payment of fees as set forth in Article XVI of these Bylaws.

2. A member who is more than sixty (60) days in arrears in its fees as set forth by Article XVI of these Bylaws shall be denied its voting privileges until such fee is paid.
A member who is more than one hundred and eighty (180) days in arrears in either fees or other fiscal obligations to the Council shall be considered to have withdrawn from membership on the Council.
3. A member, by majority vote of its governing body, may withdraw at any time from membership on the Council. Governmental units which withdraw from the Council may subsequently be re-admitted by complying with all membership requirements applicable to new members. In the event of withdrawal by a member of the Council, said member shall not be entitled to a return of any portion of previously paid annual fees.

ARTICLE VI

Council Representation

1. Each member general governmental unit shall be represented on the Council by the Chief Elected Official of such governmental unit.

2. The governing body of each member Special Governmental unit, Chamber of Commerce, or Local Industrial Foundation, shall select one of the members of its governing body or its executive staff to represent that governmental unit on the Council. Representatives appointed by a Special Governmental unit, Chamber of Commerce, or Local Industrial Foundation, shall serve on the Council either during their term of office on the governmental unit's governing body or until replaced by the appointing authority.
3. There shall be nine (9) representatives on the Council who shall be citizens of the Region selected to represent citizen groups and economic and ethnic interests of the Region. The nine citizen representatives shall be elected, one from each of the nine counties of the Region for a term of one (1) year. The representatives of all member units of a county present at the Annual Council Meeting shall caucus and elect the citizen representative and an alternate from that county at the beginning of the Annual Council Meeting. The alternate elected will serve in the place of the citizen representative on the Board of Directors, in the event that the citizen representative is unable to attend due to health reasons or in a circumstance when he or she resigns and/or vacates the position. In the event that the "Citizen Representative and the Alternate" is unable to serve out his/her term on the Board of Directors, for whatever reason, and subsequently vacates the position, representatives of all member units of the affected county shall be allowed to caucus and elect a Citizen Representative and an Alternate for the remainder of the one (1) year term.
4. The official representative of each General Governmental unit, Special Governmental unit, Chamber of Commerce, or Local Industrial Foundation, will

appoint an alternate representative from one of the members of its governing body or its executive staff to be in attendance when the representative is unable to serve at a Council, Board or committee meeting.

5. Written notification of the person selected as the representative or as the alternate representative of a Council member must be received by the Council President or Secretary from the governing body of the Council member at least 24 hours prior to any meeting at which the representative or alternate representative will vote.

ARTICLE VII

Council Voting

1. Each representative on the Council shall be entitled to one vote.
2. There shall be no proxy voting. Only the representative, or in the absence of the representative, the alternate representative, may vote.
3. One-third of the representatives shall constitute a quorum. When a quorum is present at any meeting, a majority vote of the representatives present and voting shall decide any question under consideration except an amendment of the Bylaws.

ARTICLE VIII

Council Meetings

1. The Council shall meet at least once each year, at which time the representatives of the Council members shall elect the Council officers, adopt the annual budget; and conduct other business which may be deemed appropriate.
2. Special Council meetings, for any purpose or purposes, may be called by either the President or by the written request of any nine (9) members of the board.

3. Written notice of the Council meeting shall be mailed to each member at the member's address as it appears on the records of the Council at least fifteen (15) days prior to the meeting. The notice shall state the time, place, and object of the meeting and the business to be transacted. Business transacted at all special meetings shall be confined to the object stated in the notice.

ARTICLE IX

Officers; Duties

1. The Council representatives shall elect a president, 1st vice president, 2nd vice president, 3rd vice president, and secretary/treasurer to serve as officers of the Council and the Board. The officers shall be elected from among the members of the Board.
2. The officers shall perform the duties prescribed by the Council.
 - A. The President shall preside at meetings of the Council, sign, with the countersignature of the secretary/treasurer as authorized by the Council, any contracts or other instruments which the Council deems in its best interest; appoint a member of the Board of Directors to assume the powers and perform the duties of secretary/treasurer, if the elected secretary/treasurer dies, resigns, becomes ineligible to continue in office, or refuses or becomes unable to act; and perform such other duties incident to the office as prescribed by the Council.
 - B. The 1st vice president shall assist the president in the performance of his duties, and either in the absence of the president or in the event of the president's inability or refusal to act, shall have the powers and shall perform

the duties of the president. In the case of the president's death, resignation, or ineligibility to continue in office, the 1st vice president shall become president.

- C. In the event the office of 1st vice president is vacated; the 2nd vice president will become 1st vice president.
 - D. In the event the offices of 1st and 2nd vice president are vacated; the 3rd vice president will become the 1st vice president.
 - E. The secretary/treasurer shall keep minutes of the meetings and the records of the Council and Board; attest the signatures of the Council officers; and see that notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall have custody of all funds and securities of the Council; receive monies due the Council; expend funds of the Council as authorized by the Board; and in general, perform all duties as may be assigned to him by the President or Board.
3. An alternate representative has voting and debating privileges, but if the representative for whom the alternate is substituting is an officer, the alternate has none of the authority or responsibility of the officer's position and may not serve, even as a substitute, in the officer position.

ARTICLE X

Board of Directors

- 1. The Board of Directors shall be the governing body of the Council and shall be responsible for the general policies and programs of the Council and for the control

of all its funds.

2. The composition of the Board shall be as follows:

- A. The County Judge from each County, who will be the County's Council representative.
- B. The Mayor from each County Seat, who will be the City's Council representative.
- C. One Director from each City with a population of 25,000 or more, as determined by the latest U.S. Census publication of population projection, who shall be a member of the Governing Body of that City and who shall be selected by the Governing body of that City.
- D. One Director representing all public school districts which are members of the Council, to be elected for a term of one (1) year. The representatives of the member public school districts present, shall caucus and elect this director, at the beginning of the Annual Council Meeting.
- E. One Director from each public post-secondary institution which is a member of the Council, to be appointed as per Article VI Section 2.
- F. One Director from each county, who shall be the same person selected to serve the Council as per Article VI Section 3.
- G. In the interim period between the adoption of the Bylaws Amendments and the next regular meeting of the Council, the current At-Large Members will continue to serve.

- 3. A. Each director described in Article X, Section 2, Sub-sections A and B, when absent at a board meeting, will be represented by the alternate representative of the particular Council member.

- B. Each director described in Article X, Section 2, Sub-section C, when absent at a board meeting, will be represented by an alternate director who shall be a member of the Governing Body of the particular City and who shall be selected by the Governing Body of the particular City.
- C. The directors described in Article X, Section 2, Sub-section D and E, when absent at a board meeting, will be represented by alternate directors representing all public school districts, and all public post-secondary institutions which are members of the Council, to be elected from and by the representatives of the member public school districts and representatives of the public post-secondary institutions at the beginning of the Annual Council Meeting as outlined in Article X Section D.
- D. Each director described in Article X, Section 2, Sub-section F, when absent at a board meeting, will be represented by the alternate director of the particular county to be elected from citizens of that county not otherwise represented on the Board and to be elected as outlined in Article VI, Section 3.
- E. There shall be no proxy voting for Directors.
- 4. On all matters voted on by the Board, each director shall have one vote.
- 5. County Judges and County seat Mayors shall serve for their elected term of office as County Judges and County seat Mayors.
- 6. All other directors and alternates shall serve for a period of one year and may succeed themselves.
- 7. Vacancies on the Board shall be filled as follows:

Should a vacancy occur among the directors representing governmental

units or groups of units, the successor shall be appointed by the governing body, which the preceding director represented on the Board.

ARTICLE XI

Board Meetings

1. The Board shall meet at least once each two months unless otherwise determined by the Board.
2. Special meetings:
 - A. A special meeting may be called by the President.
 - B. A special meeting may be called at the request of any nine (9) Board members, but such meetings must be held within the Region.
3. Notice of Board meetings and the business to be transacted shall be given to each member of the Board in accordance with the requirements of the Texas Open Meeting Law.
4. A majority of the Board of Directors shall constitute a quorum. When a quorum is present at any meeting a majority vote of the directors present and voting shall decide any question under consideration.
5. The Board may hold its meetings and keep the Board records at such place as it may determine.

ARTICLE XII

Board Duties and Responsibilities

As a general, but not exclusive, guide, the Board shall have the following functions, duties and responsibilities:

1. To prepare and submit to the Council an annual budget for its action and approval;
2. To employ an executive director;
3. To contract for services for other persons or firms or other units and levels of government to carry out the purpose of the Council;
4. To acquire, construct, own and dispose of property, equipment, supplies and office space required in the performance of its duties;
5. To appoint advisory committees to the Board of Directors to assist in carrying out the purposes, functions, duties and responsibilities of the Council; methods of appointment, size, composition and purpose shall be at the discretion of the Board;
6. To establish a Project Review Committee which shall have the authority between Board meetings to act for the Board in reviewing and commenting on projects involving state or federal assistance and perform other duties assigned by the Board; the size and composition of the Committee shall be at the discretion of the Board;
7. To act as nominating committee for officers of the Council, and
8. To take such actions, make recommendations and formulate policy on those matters which may be delegated to it by the Council which will best effectuate and carry out the purposes and functions for which the Council is created and as outlined by these Bylaws.

ARTICLE XIII

Special Studies and Activities

In the event one or more governmental units within the Region should desire the staff of the Council to conduct a special study or activity pertaining to a portion of the

Region, they may make application to the Board of Directors by ordinance, resolution, rule or order wherein the applying governmental units bind themselves to pay all costs involved in the study or activity. If the Board deems the study or activity feasible, it may enter into a separate contract with the particular governmental unit or units to conduct same.

ARTICLE XIV

Executive Director and Staff

1. The Board shall employ an executive director who shall serve at the pleasure of the Board.
2. The executive director shall be the chief administrative officer of the Council, appoint and remove all subordinate employees of the Council, and, subject to the rules and regulations of the Board, act for and in the name of the Council.
3. The executive director shall prepare the annual budget and work program of the Council and shall faithfully execute all other duties and responsibilities vested in or required of him by the Board.

ARTICLE XV

Waiver of Notice

Whenever any notice is required to be given under the provision of the Bylaws to any member a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent hereto.

ARTICLE XVI

Finances, Budget and Payments

1. The Council shall adopt an annual budget on or before August 31, of each year; and its fiscal period shall begin on the first day of September in each year.
2. Each year prior to September 1, the Board shall recommend the fees for all member governmental units and shall notify all member units. Fees shall be sufficient amounts to provide funds as required by the proposed budget.
3. New governmental units may join the Council upon the payment of fees pro-rated for the remaining portion of the Council fiscal year.
4. The fee of each member unit shall be determined on an annual basis by the Council, upon recommendation by the Board of Directors.
5. The accounts of the Council shall be audited by a certified public accountant or accountants, to be selected by the Board of Directors, and the audit report for each preceding fiscal year shall be made to the Board of Directors and be available no later than 120 days after the close of each fiscal year.

ARTICLE XVII

Amendments

These Bylaws may be altered amended or added to by written ballots from the Council member representatives, provided that:

1. Notice of the proposed changes shall contain a full statement of the proposed amendment(s) and be presented to the Board at a scheduled meeting;
2. The proposed amendment(s) is placed on the Agenda for the next scheduled Council meeting following such presentation; and
3. The Council adopts the proposed amendment(s) by a favorable vote of two-thirds (2/3) of the member representatives present and voting.

ARTICLE XVIII

Adoption

1. The Council shall be organized by adoption of an ordinance, resolution, rule, order or other means agreeing to join the Council by two-thirds (2/3) of the governmental units comprising the Middle Rio Grande Development Council.
2. These Bylaws shall be effective upon their adoption by two-thirds (2/3) of the representatives of governmental units which have agreed to join the Council and which are present at a meeting of the Council called for this purpose. For purposes of adoption of the Bylaws, each of the representatives shall have one (1) vote.