

**AMENDED AND RESTATED BYLAWS OF GALVESTON COUNTY WATER  
CONTROL AND IMPROVEMENT DISTRICT NO. 1**

**1. AUTHORITY**

**1.1 STATUTORY AUTHORITY**

The GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 (the "District") adopts these bylaws to govern the affairs of the District. (Tex. Water Code 49.057)

**1.2 AD HOC COMMITTEES**

The President of the Board of Directors (the "Board") of the District or the Board may form Ad Hoc Committees with a defined purpose, reporting requirements, and term on an as needed basis. Ad Hoc Committees may have up to two (2) Board Members.

**1.3 PRESIDENT TO ACT AS BOARD'S CEREMONIAL REPRESENTATIVE**

The President of the Board may act as the Board's ceremonial representative at public events and functions. In the absence of the President, the Vice-President of the Board may assume the responsibility. In the absence of both the President and Vice-President, the President may appoint another Board Member to assume the responsibility.

**1.4 BOARD MEMBER PARTICIPATION IN COMMUNITY ACTIVITIES**

Board Members may choose to participate in community activities, committees, events and task forces; however, no Board Member has authority to act for the Board outside a meeting of the Board.

**1.5 BOARD MEMBER CONDUCT**

Board Members shall observe respect for fellow board members, decorum, and good conduct at the District's meetings. Board Members should strive to communicate and deliberate in a professional manner.

**2. BOARD OF DIRECTORS' MEETINGS**

**2.1 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held on the third Monday of each month unless a change is approved by the Board and proper notices given. The meeting location shall be within the boundaries of the District. Notice shall be given of the time and place in accordance with the provision of State law. Tex. Gov't Code 551.045; Tex. Water Code 49.063.

**2.2 SPECIAL MEETINGS AND EMERGENCY MEETINGS**

The General Manager, the President or any two (2) or more members of the Board may call a special meeting. The General Manager shall post notice of any special meeting seventy-two (72) hours prior to the meeting and provide reasonable notice to the Board; provided, however, in the event of an emergency or urgent public necessity which shall be described in the notice of the

meeting, an emergency meeting it shall be sufficient if the notice of meeting is posted one (1) hour before the meeting is convened. (Tex. Gov't Code 551.045)

### **2.3 CLOSED MEETING - EXECUTIVE SESSIONS**

The Board may meet in a closed meeting (“Executive Session”) during any regular, special or emergency meeting to consider or hear any matter that is authorized by State law to be heard or considered in Executive Session.

- a. The Board may exclude from any Executive Session any person or persons that the Board determines should be excluded from such sessions.
- b. The general subject matter for consideration shall be announced in the open meeting before the Executive Session is held. (Tex. Gov't Code 551.101)
- c. Board Members should not disclose the agenda, recording or minutes of a closed meeting. (Tex. Gov't Code 551.146)

### **2.4 NOTICE OF MEETINGS**

The General Manager shall post notice of meetings and the agenda for all Board meetings on the District's official bulletin board and Internet website. (Tex.Gov't Code 551.053)

### **2.5 QUORUM AND CONCURRENCE**

A majority of the membership of the Board constitutes a quorum for any meeting and a concurrence of a majority of the entire membership of the Board is required for transacting any business of the District. (Texas Water Code §49.053)

### **2.6 PRESIDENT**

The President shall preside at all meetings of the Board. The President may vote as a member of the Board. The President shall have the authority to preserve order at all Board meetings, to enforce the rules of the Board and to determine the order of business under the rules of the Board. In the absence of the President, the Vice-President shall act as President. In the absence of the President and Vice-President, the members of the Board present shall select a presiding officer to act as President for the meeting.

### **2.7 ELECTION OF OFFICERS**

The Board shall elect its President, Vice-President, and Secretary Treasurer at the Board's first meeting following the regular election. Each officer shall serve for a term of two (2) years.

### **2.8 ATTENDANCE BY THE PUBLIC; PUBLIC TESTIMONY**

All meetings of the Board shall be open and public in accordance with the terms of the Texas Open Meetings Act except a closed meeting allowed by State law. The District shall allow each member of the public who desires to address the District regarding an item on the agenda to address the Board before the Board's consideration of the item. (Tex. Gov't Code 551.007).

Citizens and other visitors attending Board meetings shall observe the same rules of propriety, decorum, and good conduct applicable to members of the Board.

## **2.9 MINUTES**

The General Manager shall prepare a draft of minutes of all Board meetings which will be submitted to the Board for review and approval by the Board at their next regular board meeting. (Tex. Gov't Code 551.021)

## **3. ORDER OF BUSINESS**

### **3.1 GENERAL ORDER**

Board meetings will be generally conducted in the following order, unless otherwise specified. A closed meeting may be held at any time during a meeting if permitted by State law.

CALL TO ORDER AND ANNOUNCE A QUORUM IS PRESENT  
PRAYER AND PLEDGE OF ALLEGIANCE  
CITIZENS' COMMENTS  
CONSENT AGENDA/APPROVAL OF MINUTES  
REGULAR AGENDA  
OTHER BUSINESS  
EXECUTIVE SESSIONS (*AS NEEDED*)  
PUBLIC ANNOUNCEMENTS/RECOGNITION  
ADJOURNMENT

### **3.2 AGENDA PREPARATION**

The General Manager shall prepare an agenda for each meeting of the Board. Agenda items should be submitted to the General Manager by the close of the sixth (6) business day before the meeting. The President of the Board may review the agenda in advance of the meeting. The President may select those items to be considered on the Consent Agenda item. Any two members of the Board may request the General Manager to place an item on an agenda. Except in an emergency, the posted agenda, along with supporting documentation, shall be delivered to all Board members no less than four calendar days prior to the meeting. Except in an emergency, any Board member may request that an item on a meeting agenda be tabled if the Board member is not provided adequate information to prepare for deliberation of that item at the meeting.

### **3.3 PUBLIC RECOGNITION**

All special presentations and announcements will be calendared and coordinated through the Board's President. A period of time, not to exceed fifteen (15) minutes, will be set aside for public recognition at each Board meeting.

### **3.4 CONSENT AGENDA**

The Consent Agenda shall contain routine, non-controversial items that require Board action but need little or no Board deliberation.

Agenda items may be removed from the Consent Agenda at the request of any Board Member or staff without motion or vote.

Agenda items removed from the Consent Agenda by the request of a Board Member or staff will be considered after approval of the remaining Consent Agenda.

## **4. RULES OF CONDUCT**

### **4.1 GENERAL PROCEDURE**

These rules, consistent with Chapters 49 and 51 of the Texas Water Code and any applicable District ordinance or resolution shall govern the proceedings of the Board.

### **4.2 AUTHORITY OF THE CHAIR**

Subject to appeal to the full Board, the President shall have the authority to prevent the misuse of motions, the abuse of any privilege, or the obstruction of the business of the Board by ruling any such matter out of order. In so ruling, the President shall be courteous and fair and should presume that the moving party is acting in good faith.

Any member of the Board may move to require enforcement of the rules, and the affirmative vote of a majority of the Board shall require the presiding officer to act.

### **4.3 PRESIDENT TO FACILITATE BOARD MEETINGS**

In the role of facilitator, the President will assist the Board in focusing agenda discussions and deliberations.

### **4.4 PROCEDURES FOR HANDLING AGENDA ITEMS**

The President shall request from the staff a report and a recommendation if appropriate. The President shall then ask for a motion from the Directors in accordance with paragraph 4.9.

### **4.5 BOARD DELIBERATION AND ORDER OF SPEAKERS**

The President may control the debate and the order of speakers. Speakers will generally be called upon in the order of the request to speak. With the concurrence of the President, a Board Member may respond while the floor is still held by the Board Member asking the question. A Board Member may opt not to answer a question while another Board Member has the floor.

### **4.6 LIMIT DELIBERATIONS TO ITEM AT HAND**

Board Members will limit their comments to the subject matter or motion being currently considered by the Board.

### **4.7 LENGTH OF BOARD COMMENTS**

Board Members will govern themselves as to the length of their comments or presentation. As a courtesy, the President will signal by hand to a Board Member who has been speaking for over five minutes. This procedure is not meant to limit debate or to cut comments short, but rather to assist Board Members in their efforts to communicate concisely.

### **4.8 OBTAINING THE FLOOR**

Any member of the Board wishing to speak must first obtain the floor by being recognized by the President. The President must recognize any Board Member who seeks the floor when appropriately entitled to do so.

## **4.9 MOTIONS**

Motions may be made by any member of the Board, including the President, provided that before the President offers a motion, the President should offer the opportunity for making a motion to other members of the Board. Any member of the Board, other than the person offering the motion, may second a motion. Motions shall be clearly and fully stated.

### **4.10 PROCEDURES FOR MOTIONS**

The following is the general procedure for making motions:

- a. Before a motion can be considered the President must announce item on Agenda in the order it is listed.
- b. Once the matter on Agenda has been announced, the President shall open the matter for discussion and presentation by Staff.
- c. Once the matter has been fully discussed, the President shall call for a motion and no further discussion will be allowed.
- d. Once the President calls for a motion, a Board Member at this time may make a motion regarding the item discussed by a verbal announcement to the President.
- e. The President shall request a second to the motion.
- f. Once the President requests a second to the motion, a Board Member at this time may second the motion by a verbal announcement to the President.
- g. Once the motion has been properly made and seconded, and if there is no further discussion, the President shall state the motion and call for a vote.
- h. The President shall announce the results.
- i. Then the President shall proceed with the next item on the Agenda in its order and shall continue until all items have been acted upon.

#### **MOTION AMENDMENTS**

When a motion is on the floor and an amendment is offered, the amendment should be acted upon prior to acting on the main motion. No motion of a subject different from that under consideration shall be admitted as an amendment. A motion to amend an amendment shall be in order, but one to amend an amendment to an amendment shall not be in order. Action shall be taken on the amended amendment prior to any other action to further amend the original motion.

#### **MOTION TO CONTINUE**

A motion to continue will leave the motion in its present condition for consideration on a date and time stated in the motion.

#### **MOTION TO REMOVE**

A motion to remove will take the matter off the agenda and will not be considered by the Board for an indefinite period of time.

**MOTION TO TABLE**

A motion to table will delay consideration of the item being discussed by the Board until the next Board meeting.

**MOTION TO REFER**

A motion to refer forwards the item under consideration to the named group, committee, or board for further study.

**MOTION TO LAY ON THE TABLE**

A motion to lay on the table allows the item to be temporarily set aside under discussion.

**MOTION TO TAKE FROM THE TABLE**

A motion to take from the table allows the matter to be discussed again and would only be used in conjunction with a motion to lay on the table at the same meeting.

**WITHDRAWAL OF MOTION**

A withdrawal of motion indicates a motion may be withdrawn or modified by the Board Member who originally made the motion at any time prior to its passage. If the motion is modified, the Board Member who seconded the motion may withdraw his/her second.

**MOTION FOR RECONSIDERATION**

A motion for reconsideration may be made at the same meeting or at the next succeeding meeting following a Board action. A motion for reconsideration may only be made by a Board Member who voted with the majority of the Board on the action proposed to be reconsidered by the Board. Any member of the Board may second a motion for reconsideration.

**4.11 VOTING**

**Abstention**

- a. If a Board Member abstains because of a legal conflict, he/she is not counted as present for quorum purposes and is not deemed to be "voting" for purposes of determining whether there has been a "majority vote of those voting and present."
- b. When a Board Member abstains or excuses himself/herself from a portion of a Board meeting because of a legal conflict of interest, the Board Member must briefly state, on the record, the nature of the conflict.

**Tie Votes**

A tie vote results in a lost motion. In such an instance, any member of the Board may offer

a motion for further action. If there is not an affirmative vote, the result is no action. If the matter involves an appeal and an affirmative vote does not occur, the decision appealed stands as decided by the decision-making person or body from which the appeal was taken.

#### **4.12 NON-OBSERVANCE OF RULES**

Rules adopted to expedite and facilitate the transaction of the business of the Board in an orderly fashion shall be deemed to be procedural only, and the failure to strictly observe any such rules shall not affect the jurisdiction of, or invalidate any action taken by, the Board.

### **5. ADDRESSING THE BOARD OF DIRECTORS**

#### **5.1 STAFF PRESENTATIONS**

Staff presentations will be concise and will provide factual background information on the item as well as a recommendation for the Board if appropriate.

#### **5.2 ORAL PRESENTATIONS BY MEMBERS OF THE PUBLIC**

Any organization or individual desiring to make a presentation to the Board must submit a request to the General Manager at least six (6) days in advance of the Board meeting in order for the presentation to be placed on the Agenda.

#### **5.3 CITIZENS' COMMENTS**

This portion of the Board meeting is set-aside for members of the public to address the Board on any item of business that is not formally scheduled on the agenda or scheduled as a Public Hearing. Prior to the meeting, citizens wishing to address the Board shall give written notice to the Board Secretary or an appointed representative of the Board of Directors.

##### **a. Timing**

Citizens' Comments are generally permitted at the beginning of the regular Board meeting, as specified on the agenda. Presentations shall be limited to three (3) minutes each but may be extended for an additional two (2) minutes with approval of a majority of the Board. Except as permitted by the President, Citizens' Comments shall be limited to a cumulative total not to exceed fifteen (15) minutes for all speakers.

##### **b. District Business**

Members of the Public are invited to give comments of a general nature or may address a specific agenda item. Speaker is to address the entire Board, not individual Board members nor Staff. Any speaker making personal attacks or using vulgar or profane language shall forfeit their remaining time and shall be seated or leave the meeting.

##### **c. No Board Deliberations**

The Board may not deliberate or vote on any matter raised in Citizens' Comments, except for the purpose of determining whether such matter should be placed on a future Board agenda. The President may request the General Manager to provide additional information on a matter of general interest to the full Board, the public at large and to the citizen making the comment.

**5.4 REPETITIOUS COMMENTS PROHIBITED**

- a. A speaker shall not present the same or substantially the same items or arguments to the Board repeatedly or be repetitious in presenting their oral comments. Nothing in the foregoing precludes submission of comments to the Board in writing, for such action or non-action as the Board, in its discretion, may deem appropriate.
- b. In order to expedite matters and to avoid repetitious presentations, the designation of a spokesperson is encouraged. Whenever any group of individuals wishes to address the Board on the same subject matter, those individuals are encouraged to designate a spokesperson to address the Board. With the consent of the Board, the President may extend the time allocation for a designated spokesperson.

**5.5 WAIVER OF RULES**

Any of the foregoing rules may be waived or suspended by a majority vote of the Board Members when it is deemed that there is a good cause to do so, based upon the particular facts and circumstances involved.

**5.6 NON-EXCLUSIVE RULES**

The rules set forth are not exclusive and do not limit the inherent power and general legal authority of the Board, or of its presiding officer, to govern the conduct of the Board meetings as may be considered appropriate from time to time, or in particular circumstances, for purposes of orderly and effective conduct of the affairs of the District.


**5.7 DELEGATION OF AUTHORITY BY GENERAL MANAGER**

The General Manager may appoint one or more employees of the District to assist with, or perform, the duties assigned or delegated to the General Manager under these Bylaws.

The policy was unanimously passed and approved by the Board of Directors at their regular meeting held on the 21<sup>st</sup> day of November, 2022.



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Ron Morales, President



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Doreen Bridges, Secretary