

# BYLAWS OF LOWER RIO GRANDE VALLEY TPDES STORMWATER TASK FORCE

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## ARTICLE I ORGANIZATION

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Section 1.01 **Name.** The name of the entity is Lower Rio Grande Valley TPDES Stormwater Task Force (Task Force). The official acronym for the Task Force shall be LRGVSTTF.

Section 1.02 **Purposes and Limitations.** The specific purpose of the Task Force is to assist municipalities in complying with state and federal environmental regulations and to assist stakeholders with environmental protection goals that are best served by a regional approach. In addition, the Task Force will provide an avenue for students to gain knowledge and experience in process, procedures, supervisory, organizational, and executive skills.

Section 1.03 **Logo.** The Task Force official logo shall be as follows:



## ARTICLE II OFFICES

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Section 2.01 **Principal Office.** The members will determine the principal office for the activities and affairs of the Task Force.

Section 2.02 **Other Offices.** The Task Force may at any time establish branch or subordinate offices at any place or places within the South Texas Region where the Task Force is qualified to conduct its activities.

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## ARTICLE III MEMBERSHIP

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Section 3.01 **Qualifications and Classes of Membership.** The Task Force shall have three (3) classes of members, designated as regular members, affiliate members and institutional members.

- (a) **Regular Member.** Any municipality in charge of meeting state and federal environmental protection goals. Regular members shall be voting members of the Task Force. Each municipality shall appoint one representative and one alternate representative to the Task Force. The representatives must be city employees. The membership fee will be determined by the Task Force.
- (b) **Affiliate Member.** Any interested non-public entity (consulting firm, trade association, individual, etc.) not eligible for regular membership is eligible to become an affiliate member. Affiliate members shall be non-voting members of the Task Force and each of them shall be required to pay an annual membership fee of \$1000.
- (c) **Institutional Member.** Any public entity in charge of meeting state and federal environmental protection goals and not eligible for regular membership is eligible to become an institutional member. Institutional members shall be non-voting members of the Task Force and each of them shall be required to pay an annual membership fee of \$500.00.
- (d) **Members At Large.** Any interested party selected by the task force for membership. Solely two (2) members at large shall serve in the Task Force at any one time. No membership fee. Members at Large shall be a voting member and cannot be a staff member of a city or an elected official of a city.

TAMUK will be a non-voting member of the Task Force and will not be subjected to membership fees.

Section 3.02 **Members' Fees and Administration.** Each member must pay an annual fee for membership during a calendar year, with conditions and fees to be fixed from time-to-time by the Task Force. The Task Force may, in its discretion, set different fees for each class and sub-class of members. Fees collected by the Task Force shall be used for, but not necessarily limited to, funding the administration of the Task Force

(including staff used by TAMUK to develop agendas, to prepare and distribute correspondence, and to perform other administrative tasks), to develop and to maintain a website, and to assist the membership in developing stormwater management plans pursuant to the TCEQ Phase II Stormwater guidelines. TAMUK will be the fiscal agent for the Task Force. TAMUK in cooperation with the Task Force membership will submit an annual budget to the Task Force for approval if grant or other types of funds are obtained by the Task Force. A treasurer shall be appointed by the Board of Directors at that time.

Section 3.03 **Members in Good Standing.** Members who have paid the required fees in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 3.04 **Termination of Membership.** A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the member is renewed on the renewal terms fixed by the Board of Directors;
- (c) The member's failure to pay fees as set by the Board of Directors within thirty (30) days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Termination of membership under Section 3.05 of these Bylaws based on the good faith determination by the Board of Directors.

Section 3.05 **Suspension of Membership.** A member may be suspended, under Section 3.06 of these Bylaws, based on the good faith determination by the Board of Directors, that the member has failed in a material and serious degree to observe the Board of Directors rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Task Force purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Section 3.06 **Termination or Suspension of Membership.** If grounds appear to exist for suspending or terminating a member under Section 3.05 of these By Laws, the following procedure shall be followed.

- (a) The Board of Directors shall give the member at least fifteen (15) days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by first class mail, registered mail to the member's last address as shown on the Task Force records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors to determine whether the suspension or termination should occur.

Section 3.07 **Transfer of Membership.** No memberships or right arising from Membership shall be transferred.

Section 3.08 **Meetings.** A meeting of members shall be held as needed during each year, unless the Board of Directors fixes another date or time and so notifies the members.

Section 3.09 **Meeting Date and Time.** Each regular meeting of members shall be held at a time and place as needed by the Board of Directors and TAMUK.

Section 3.10 **Place of Meeting.** Meetings of the members shall be held at any place designated by the Board of Directors or by consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any designation, member's meetings shall be held at the Task Force principal office. Any meeting may be held by conference telephone, email, or similar communication equipment.

Section 3.11 **Quorum.** A majority of the voting power shall constitute a quorum for the transaction of business at any meeting of the members.

Section 3.12 **Manner of Voting.** Voting may be by voice or written communication.

Section 3.13 **Number of Votes.** Each regular member municipality shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

Section 3.14 **Additional Members.** The Task Force may enroll additional members with approval of the Task Force.

Section 3.15 **TAMUK Representative.** The Task Force will require at least one (1) individual employed by TAMUK to be assigned to the Task Force. Representative shall be fully qualified to represent TAMUK and to assist the Task Force in conducting business. TAMUK will assign representation as needed.

Section 3.16 **TAMUK Role.** TAMUK will be contracted by the Task Force via individual interlocal agreements with each member city to maintain records, administer the Task Force, maintain a website, to coordinate meetings times and places, and to perform other duties as designated by the Task Force.

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## ARTICLE IV BOARD OF DIRECTORS

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Section 4.01 **Powers and Responsibilities.** The Board of Directors shall be responsible for, among other duties; adopting an annual budget, adopting the fee and assessment schedule and adopting policies and positions concerning regulations, legislation and litigation. The Board of Directors may delegate the management of the activities to Texas A&M University-Kingsville, provided all is under the ultimate direction of the Board of Directors. In addition, the Board of Directors shall have the power to:

- (a) To conduct, manage and control the affairs and activities of the Task Force (includes meetings, budgeting, and all efforts pertaining to meeting state, federal and stakeholder driven environmental protection goals).

Section 4.02 **Number and Qualification of Directors.** Commencing with the first annual meeting of the members, the authorized number of Directors shall not exceed seven (7) until changed by amendment to this bylaw.

Section 4.03 **Election, Designation, and Term of Office of Directors.** Directors shall be elected by the voting representatives at a regular meeting of the members. Henceforth, elections shall be held one (1) month prior to termination of respective term or as determined by the Task Force. Directors shall serve two (2) year terms.

Section 4.04 **Vacancies; Removal; Resignation of Directors.** A vacancy or vacancies on the Board of Directors will exist on the occurrence of any of the following: (a) the death or resignation of any Director (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony as set by the State of Texas (c) the increase of the authorized number of Directors; or (d) the removal of a Director in accordance with these Bylaws.

A Director may be removed, either with or without cause, by three-fourths (3/4) vote of all other Directors at the time in office at any regular or special meeting of the Board of Directors. Specific guidelines are at the discretion of the Board regarding removal for failure to attend Board of Director meetings.

Except as provide, any Director may resign by giving written notice to the Chair of the Board of Directors and shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Vacancies of the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or be a sole remaining Director.

Section 4.05 **Annual Meeting of Directors.** The Board of Directors shall hold meetings as needed within each year. Each meeting shall be held for purposes or organization, the election of officers, and the transaction of other business. Notice of the time and place of this meeting will be required.

Section 4.06 **Other Regular Meetings.** Other regular meetings may be open or closed to the members depending on the nature of the subject matter discussed at such meeting.

Section 4.07 **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the Vice-Chair, Secretary or any two (2) Directors.

Section 4.08 **Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business, except to adjourn.

Section 4.09 **Reimbursement of Directors.** Directors and members of committees may receive reimbursement of expenses as determined by a resolution of the Board of Directors.

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## ARTICLE V OFFICERS

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Section 5.01 **Officers of the Task Force.** The officers of the Task Force shall consist of a Chair, a Vice Chair, a Secretary, a Reporter and a Treasurer. Any number of offices may be held concurrently except that neither the Secretary nor the Treasurer may serve concurrently as the Chair or Vice Chair of the Board of Directors.

Section 5.02 **Election of Officers.** The officers of the Task Force shall be chosen annually by the Board of Directors. Officers shall serve one (1) year terms. An officer must be a member of the elected Board of Directors.

Section 5.03 **Removal and Resignation of Officers.** Any officer may be removed with or without just cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Section 5.04 **Vacancies in Office.** 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 appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 5.05 **Chair of the Board.** Subject to the control of the Board of Directors, the Chair of the Board of Directors shall direct, and control the activities and affairs of the Board and its officers.

Section 5.06 **Vice-Chair.** If the Chair is absent or disabled, the Vice Chair shall perform all duties of the Chair.

Section 5.07 **Secretary.** The Secretary shall keep or cause to be kept, a book of minutes or all meetings, proceedings, and actions of the Board of Directors. The minutes of the meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special and if special, how authorized, the notice given, and the names of those present at the Board. In addition, the Secretary shall keep a copy of the Bylaws, as amended to date. TAMUK will provide administrative support to the Secretary.

Section 5.08 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Task Force. TAMUK will provide administrative support to the Treasurer. This position shall not be filled until the Task Force directly obtains grant or other type of funding.

Section 5.09 **Reporter.** The Reporter shall promote the Task Force to the media, to public affairs departments, and to publications.