

BYLAWS

OF

Texas Colorado River Floodplain Coalition

ARTICLE 1

These bylaws constitute the code of rules adopted by the Texas Colorado River Floodplain Coalition (TCRFC) for the regulation and management of its affairs.

ARTICLE 2 – PURPOSE

The mission of the TCRFC is to encourage comprehensive consistent management of the floodplain among its members, along the Colorado River, its tributaries and surrounding areas; provide a forum for data exchange; and facilitate a structured approach to managing the complex issues related to floodplain management.

The Goals for TCRFC are to:

- Cooperative arrangement for floodplain management;
- Mechanism for sharing ideas and programs;
- Assist local government with technology, emergency management, and training;
- Have a single entity partner with which State and Federal agencies can correspond;
- Current Flood Insurance Rate Maps (FIRMS) – Countywide; and
- Public Education

ARTICLE 3 – ADMINISTRATION

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal executive office of the corporation shall be located at the Texas Floodplain Management Association Offices, 1511 Main Street, Cedar Park, Texas, 78613.

The TCRFC may also have an alternate mailing address separate from this principal executive office.

The corporation also may have offices at such other places as the board of directors may from time to time designate or as the business of the corporation may require.

SECTION 2. ADMINISTRATIVE AGENCY

The TCRFC may enter into an interlocal contract or agreement with a city, county, special district or other legally constituted political subdivision of the State of Texas regarding government functions and services pursuant to the Interlocal Cooperation Act, Texas Government Code, Chapter 791, as amended. The TCRFC may also contract with individuals, entities, associations, or private business to serve as the TCRFC's fiscal agent and to provide administrative support, including an Executive Director.

SECTION 3. ADMINISTRATIVE HANDBOOK

These bylaws are accompanied by the Administrative Handbook attached hereto as Attachment 1 and incorporated by reference.

ARTICLE 4 - MEMBERS

SECTION 1. POWERS

Subject to any limitations in the provisions of the Texas Non-Profit Corporation Act and the Bylaws, management of the corporation's financial and business affairs shall be vested in the Board of Directors.

The members have the exclusive right to amend or repeal the corporation's Bylaws or adopt new Bylaws.

SECTION 2. MEMBERS ENTITLED TO VOTE

- a. Each community that has signed the Interlocal Agreement (attached hereto as Attachment 2) and is in good standing shall be considered a voting member of this corporation. A community is in good standing if it has paid in full its annual membership dues on or before January 31. The primary Executive Committee member and the primary Technical Committee member shall vote for the respective community unless their voting power is expressly delegated by the primary Executive Committee member, the primary Technical Committee member, or the alternate Technical Committee member for that community.
- b. Associate Members – See Attachment 1

SECTION 3. NON-VOTING MEMBERS

- a. Friends of the Texas Colorado River Floodplain Coalition consist of interested corporations (profit/nonprofit) and individuals. See Attachment 3
- b. Qualifications and fees for Friends of the Texas Colorado River Coalition. See Attachment 3

ARTICLE 5 - BOARD OF DIRECTORS

SECTION 1. POWERS

The TCRFC and its corporation shall be governed by a Board of Directors elected by the member communities. The powers of the directors of the corporation shall include those necessary to manage the business and financial affairs of the corporation including, but not limited to:

- a. The right to call Special Meetings;
- b. The right to form and appoint committees;
- c. The right to negotiate and enter into contracts or other agreements necessary to carry out the goals, objectives and programs approved by the members of the Coalition;
- d. The right to delegate authority to other active members and the administrative agent, Executive Director, or agency to carry out specific activities on behalf of the Coalition;
- e. The right to represent the Coalition through the Board chair, Executive Director, or other officer as delegated by the chair before legislative or congressional members, committees, or bodies and at all public meetings, conferences, or other related official functions and to act as a liaison with other governmental entities and agencies, the private business sector, and the general public; and
- f. The right to implement any other powers assigned through resolution by the voting members.
- g. The right to implement virtual meetings to conduct business;
- h. The right to implement electronic votes
 - 1) When urgent issues arise needing a board vote
 - 2) The e-vote may be called for by the Chairman or Executive Director and implemented by the Administrative Agent
 - 3) A quorum vote must be taken in time specified by Chairman or Executive Director
 - 4) If 3 members of the board request a physical meeting, the e-vote will be postponed until the next scheduled board meeting.

The Directors may not amend or repeal any provisions of the corporation's Bylaws or adopt new Bylaws.

SECTION 2. NUMBER OF DIRECTORS

The minimum authorized number of directors shall be eight until changed by amendment to this article of these Bylaws. The directors shall include: a Chairperson; a Vice-Chairperson; a Recording Secretary; a Treasurer; and a Representative from each of the four Regional Committees as elected in accordance with these Bylaws. The Chairperson shall serve as the presiding officer of the Board and in his absence; the Vice-Chair shall serve in that capacity. The positions of Chairperson and Vice-Chairperson must be held by

a primary Executive Committee member of a community in good standing and elected in accordance with these Bylaws.

The Chairperson, Vice-Chairperson, Recording Secretary and Treasurer shall simultaneously serve as the Officers of the Corporation.

Any former Director may be an ex officio member of the Board of Directors but shall serve only in an advisory capacity and shall not have the power to vote nor be eligible to be an Officer unless they are also the current primary Executive or Technical Committee member of a community in good standing and elected as a Director or Officer in accordance with these Bylaws.

SECTION 3. QUALIFICATIONS

Except for the positions of Chair and Vice-Chair, the members of the Board of Directors that also serve as Officers of the Corporation may either be a primary Executive Committee member or a primary Technical Committee member of a member community in good standing.

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

SECTION 4. ELECTION OF DIRECTORS

The four Officer/Director positions shall be elected by the primary Executive Committee and primary Technical Committee members at the members' Annual Meeting in odd-numbered years.

The four Regional Representatives/Director positions shall be elected by the primary Executive Committee and primary Technical Committee members per each of the four regions at the Annual Meeting in odd-numbered years. Only members that lie within any designated region can vote for the Regional Representative from that region.

Specific policies regarding nominations and elections are governed by the Administrative Handbook attached hereto as Attachment 1.

SECTION 5. TERM OF DIRECTOR

A Director shall hold office for a period of two years or until the next annual meeting in an odd-numbered year or until their successors have been elected and qualified.

SECTION 6. VACANCIES AND REMOVAL

Any Director may resign as an officer at any time by giving written notice to the Chairperson or Administrative Agency.

Any Director may be removed without cause, at any time, by the majority of the voting members.

Specific policies regarding vacancies and removal of Directors are governed by the Administrative Handbook attached hereto as Attachment 1.

SECTION 7. COMPENSATION

Directors shall not receive any salaries or other compensation for their services. The TCRFC shall not loan money or property to, or guarantee the obligation of, any Director.

Specific policies regarding reimbursements to Directors are governed by the Administrative Handbook attached hereto as Attachment 1.

ARTICLE 6 – OFFICERS

SECTION 1. OFFICERS

The Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Recording Secretary, and Treasurer. An elected Officer of the Corporation will simultaneously be elected as a Director of the Corporation.

SECTION 2. POWERS OF OFFICERS

All powers and duties of each the officers of the corporation shall be in accordance with the Bylaws and the Administrative Handbook attached hereto as Attachment 1 and incorporated by reference.

SECTION 3. ELECTION OF OFFICERS

The four Officer of Corporation positions shall be elected by the primary Executive Committee and primary Technical Committee members at the members' Annual Meeting in odd-numbered years.

Specific policies regarding nominations and elections are governed by the Administrative Handbook attached hereto as Attachment 1.

SECTION 4. QUALIFICATIONS

Except for the Chairperson and Vice-Chairperson, the four Officers of the Corporation must be primary Executive Committee members or a nominated

primary Technical Committee member from member communities who have signed the Interlocal Agreement and are in good standing.

Officer positions shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

SECTION 5. TERM OF DIRECTOR

The Chairperson, Vice-Chairperson, Recording Secretary, and the Treasurer shall hold office for a period of two years or until the next annual meeting in an odd-numbered year or until their successors have been elected and qualified.

SECTION 6. VACANCIES AND REMOVAL

Any Officer may resign as an officer at any time by giving written notice to the Chairperson.

Any Officer may be removed without cause, at any time, by the majority of the voting members.

Specific policies regarding vacancies and removal of Directors are governed by the Administrative Handbook regarded hereto as Attachment 1.

SECTION 7. COMPENSATION

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the TCRFC, as long as the majority of the disinterested Board of Directors approve the reimbursement. The TCRFC shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE 7 – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

Each member community shall be entitled to appoint one person and a designated alternate from its elected body to the Executive Committee.

All powers and duties of the Executive Committee shall be in accordance with the Administrative Handbook attached hereto as Attachment 1.

SECTION 2. TECHNICAL COMMITTEE

Each member community shall be entitled to appoint one person and a designated alternate to the Technical Committee.

All powers and duties of the Technical Committee shall be in accordance with the Administrative Handbook attached hereto as Attachment 1.

SECTION 3. REGIONAL COMMITTEES

Subsection A. Regions

The TCRFC shall consist of four (4) regions. Delineation of those regions as well as the duties and powers of the Regional Committees are governed by the Administrative Handbook attached hereto as Attachment 1.

Subsection B. Regional Representatives

Each regional committee shall elect a Regional Representative from among its members to serve on the Board of Directors. Specific policies regarding nominations, elections, vacancies, and removals are governed by the Administrative Handbook attached hereto as Attachment 1.

SECTION 4. SPECIAL COMMITTEES

The Board of Directors may from time to time designate and appoint additional committees by majority vote of the Board of Directors. Such committees shall have an exercise such prescribed authority as is designated by the Board of Directors and as is consistent with these Bylaws and the Articles of Incorporation.

ARTICLE 8 - MEETINGS

SECTION 1. PLACE OF MEETINGS

All meetings of the members shall be held at the principal executive office of the corporation or at such other place as may be determined by the Board of Directors.

SECTION 2. ANNUAL MEETINGS

The Annual Meeting of the members shall be the first meeting of the calendar year, at which time the members shall transact any proper business.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called by the Chairperson or by members having not less than two-thirds (2/3) of the votes entitled to be cast at the proposed special meeting.

SECTION 4. NOTICES OF MEETINGS

Written or printed notices of members' meetings, annual or special, shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting. Notice shall state the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called. Notice shall be given by the Chairperson or by the person calling the meeting to each member entitled to vote at such meeting by electronic mail, facsimile transmission, or by mail.

SECTION 5. MEMBERS ENTITLED TO NOTICE

Members, at the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting, are entitled to notice of the meeting.

SECTION 6. VOTING MEMBERS' LIST FOR MEETING

After fixing a record date for the notice of a meeting, the corporation shall prepare an alphabetical list of the names of all its voting members who are entitled to notice of the meeting. The corporation shall make the list of voting members available not later than two business days after the date notice is given of the meeting and during the meeting for inspection by any voting member or its agent or attorney.

SECTION 7. WAIVER OF NOTICE

Whenever any notice is required to be given to any member under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation of this corporation, or these Bylaws, a waiver of notice in writing signed by a member entitled to such notice, whether before or after the meeting, shall be equivalent to the giving of such notice. All such written waivers of notice shall be filed with the corporate records or made part of the minutes of the meeting.

SECTION 8. ACTION WITHOUT MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, is signed by all of the members entitled to vote on the action. Such consent shall have the same force and effect as a unanimous

vote of the members. A photographic, facsimile, or similar reproduction of a writing signed by a member shall be regarded as signed by the member.

SECTION 9. QUORUM

A quorum for a meeting shall constitute those members present or represented by proxy. A quorum for a vote by mail shall constitute the number of votes cast.

SECTION 10. VOTING

Each member shall be entitled to two (2) votes on each matter submitted to a vote of the members. The primary member of the Executive Committee and the member of the Technical Committee are both entitled to votes.

Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, if a quorum is present, a simple majority vote of those members constituting a quorum shall be the act of the members. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election of directors at a meeting of the members at which a quorum is present.

SECTION 11. PROXIES

Any member may vote either in person or by proxy executed in writing by the member and filed with the secretary of the corporation. A photographic, facsimile, electronic or similar reproduction of a writing executed by the member shall be treated as an execution in writing for purposes of this section.

Every person entitled to vote may authorize another person or persons to act by proxy with respect to such vote by filing a written proxy, executed by such person or his duly authorized agent, with the secretary of the corporation.

A proxy shall state the annual or special meeting date for which it applies and shall only be valid for that particular meeting.

ARTICLE 9 – RULES OF PROCEDURE

All meetings shall be conducted in accordance with Robert’s Rule of Order, as revised, except as otherwise provided herein. The TCRFC may appoint a Parliamentarian, as necessary.

ARTICLE 10 – CORPORATE RECORDS AND REPORTS

SECTION 1. INSPECTION BY MEMBERS

The accounting books and records of the account, the minutes of proceedings of the members and the board and committees of the board, and the record of members of the corporation shall be open to inspection upon the written demand of the corporation by any member at any reasonable time for any proper purpose. Such inspection by a member may be made in person or by agent, accountant, or attorney, and the right of inspection includes the right to copy and make extracts.

SECTION 2. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Such inspection by a director may be made in person or by agent, accountant, or attorney, and the right of inspection includes the right to copy and make extracts.

SECTION 3. RIGHT TO INSPECT WRITTEN RECORDS

If any record subject to inspection pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the corporation at its expense makes such record available in written form.

SECTION 4. ANNUAL FINANCIAL STATEMENTS

Upon the written request of any member of the corporation, the corporation shall mail to such member its annual statements for its last fiscal year showing in reasonable detail its assets and liabilities and the results of its operations and the most recent interim statements, if any, which have been filed in a public record or otherwise published. The corporation shall be allowed a reasonable time to prepare such annual statements.

SECTION 5. CONTRACTS, ETC.

The Officers, upon a majority vote, may authorize the chair or any officer(s) or administrative agent, or Executive Director to execute an instrument in the name and on behalf of the corporation. Such authority may be general or confined to specific instances. No Director or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount without Board approval.

ARTICLE 11 – INDEMNIFICATIONS

The corporation shall indemnify its present or former directors and officers, employees, agents and other persons to the fullest extent permissible by, and

in accordance with the procedures contained in, Article 1396-2.22A of the Texas Non-Profit Corporation Act.

ARTICLE 12 – AMENDMENT OF BYLAWS

The members may amend, repeal, or adopt new Bylaws.

Attachment 1: Administrative Handbook

Attachment 2: Interlocal Agreement

Attachment 3: Fee Schedule, Friends of the Texas Colorado River Floodplain Coalition

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the members of said corporation on the date set forth below.

Dated: July 25, 2014

Wayne Boultinghouse, Recording Secretary