

BYLAWS
Of the
Alamo Area Council of Governments

These Bylaws are adopted pursuant to Articles of Agreement between member governmental units within the planning region of the Alamo Area Council of Governments.

Definitions

- A. Articles of Agreement – is the agreement entered by and between a governmental unit and the Alamo Area Council of Governments (hereinafter called AACOG).

- B. Governmental unit – means any county, city, town, village, authority, district or other political subdivision of the State of Texas and any public utility having an independent board.

- C. Area Council – means the membership of AACOG, a Regional Planning Commission established herein pursuant to state law (hereinafter called the Council).

- D. Board of Directors – means the governing body of AACOG that will manage and administer the affairs of the Council and is composed of representatives as described in Section III (hereinafter called the Board).

- E. Associate Members – means any for-profit or non-profit organization authorized by the Board. Associate Members shall be eligible to participate in the proceedings of all meetings in AACOG, but shall not be entitled to vote.

Section I

- A. The Area Council shall be composed of representatives appointed by member governmental units as provided in the Articles of Agreement.

- B. The Chairman and Vice-Chairman of the Board shall serve as the Chairman and Vice-Chairman respectively, of the Area Council. The Chairman shall preside at meetings of the Council. The Vice-Chairman shall preside in the absence of the Chairman.
- C. The Council shall meet at least once a year at times and places determined by the Council.
- D. The Chairman of the Council may call a special meeting of the Council when the Chairman deems it necessary. The Chairman of the Council shall call a special meeting at the request of the Board. The Board shall give written notice to Council members of each meeting.
- E. Each representative shall have one vote. Thirty per cent (30%) of the total number of representatives shall constitute a quorum for the conduct of business. The vote of a majority of the representatives present at any meeting shall decide any motion as is otherwise provided herein.
- F. The Council shall periodically review the plans and programs adopted pursuant to these Bylaws and shall advise the Board on general policy.

Section II

- A. Membership dues of governmental units who become members of AACOG shall be as follows: (effective January 1, 2008).
 - 1. Cities and Counties
 - a. All pay 7 cents per capita according to latest calculated census estimates.
 - b. Minimum for cities and counties over 1,000 population - \$480.

- c. Minimum for cities under 1,000 population - \$240
- d. Minimum for cities under 500 population - \$120.

2. School Districts

- a. Over 25% of their population in urban areas - \$480.
- b. Less than 25% of their population in urban areas - \$240.
- c. Less than 10% of their population in urban areas - \$120.

3. Utilities, hospital districts and regional districts - \$480.

4. Associate Members - \$120.

5. Soil and Water Conservation Districts - \$120.

B. The Council shall send each member before January 1 of each year a statement of dues for the coming year. Each member governmental unit shall pay to AACOG an amount equal to one year's dues on or before January 31st of each year, beginning January 1, 1979. Members whose annual dues have not been paid as of January 31st of the dues' year shall be given written notice by certified mail, return receipt requested, as soon thereafter as practicable of this delinquency, which notice shall include a statement advising such member that it is delinquent and further advising that if such dues are not paid within thirty (30) days from the date of such notice, its membership and all privileges afforded thereby, including the right to vote, shall be terminated automatically as provided herein. Thereafter, upon the expiration of thirty (30) days from the date of such notice, any delinquent member shall be notified by certified mail, return receipt requested, that its membership and all privileges afforded thereby have been terminated. A terminated member shall automatically be reinstated upon payment of all delinquent dues and the current dues, if any, then owing.

C. Members adopting the Articles of Agreement after January 31st in any year shall pay an amount proportionate to the remainder of their first year of membership in quarterly increments. The partial quarter of the first year's membership will be considered as a full quarter for the purpose of calculating dues in the partial year. The members will pay this

prorated first year's dues within thirty (30) days of the adoption of the Articles of Agreement and shall thereafter pay each year's dues on or before January 31st of each year.

- D. The Board may by resolution prescribe the membership dues of a Class of governmental units not expressly prescribed in "A" above.

Section III

- A. Management and administration of the affairs of the Council shall be vested in a Board of Directors composed of representatives in accordance with the Articles of Agreement and as follows:

1. Three Bexar County representatives, at least two of whom shall be members of the county governing body.
2. Three City of San Antonio representatives, at least two of whom shall be members of the City Council.
3. Representatives of member cities other than San Antonio as follows:
 - a. Cities situated in Bexar County:
 1. Council membership of six to eleven: One member.
 2. Council membership of more than eleven: Two members.
 3. Council membership of more than seventeen: Three members.

Representatives may be elected at large or members may agree upon a division of their number into groups of at least six.

The Greater Bexar County Council of Mayors will coordinate the election.

b. Cities situated outside of Bexar County:

1. Council membership of six to eleven: One member.
2. Council membership of more than eleven: Two members.
3. Council membership of more than seventeen: Three members.

Cities shall be grouped by counties as follows:

Group A: Atascosa, Frio, Medina

Group B: Comal, Guadalupe, Karnes and Wilson

Group C: Bandera, Gillespie, Kendall and Kerr

Terms of office shall be staggered so that one representative's term expires each year beginning with Group A's and Group C's term expiring June 30 of odd number years and Group B's term expiring on even number years.

4. One member to be elected by the Area Council members representing independent public utility boards created by Cities within the planning region for the primary purpose of providing public utility services, and special districts, the primary purpose of which is the provision of public utility services.
5. One member to be elected by Area Council members representing multi-county districts.
6. One member to be elected by Area Council members representing hospital/health districts.

7. One member to be elected by Area Council members representing school districts, provided that a minimum of six school districts maintains Council membership.
8. The representative from each County, other than Bexar, shall be a member of the Commissioners Court and appointed by the Commissioners Court.
9. One member to be elected by Area Council members representing soil and water conservation districts.
10. Two members, one each from the Texas Senate and House of Representatives, to be elected by Area Council members, representing urban and rural areas.
11. Members of the Board shall be permitted to designate an alternate with full voting privileges, preferably an elected official; however, an alternate who is not an elected official may exercise voting privileges only so long as elected officials constitute two-thirds of the members present to vote at any AACOG Board meeting.
 - a. A Board member shall relinquish the seat upon three successive Board meeting absences when no valid excuse is presented and the designated alternate is not in attendance.
 - b. When an alternate is not designated, a Board member shall relinquish the seat upon three successive Board meeting absences when no valid excuse is presented.
 - c. Board meeting attendance records shall reflect the attendance of the Board member and the alternate considered together as a single attendance record.

- d. The Board Chair shall notify a Board member in writing of the attendance requirements after the member misses two consecutive meetings. After missing a third consecutive Board meeting, the Board Chair shall notify the absent member in writing that they are to relinquish their seat.

- B. Members of the Board elected under the provisions of Section III, A, above, shall serve during their continuance in the local governing office to which they are appointed or elected, or for terms of two years, whichever is less, and may be elected for more than one term; provided, however, that at the end of a member's term, the member shall continue to serve until a successor is elected or until such time as the member may become ineligible for any reason other than end of term. At least sixty (60) days prior to the end of a member's term as described in this section, the Board Chairman shall notify the member in writing of the expiration date of that member's term.

- C. The Board shall elect from its members a Chairman and a Vice-Chairman who shall serve for a period of one year. Should a vacancy occur in the Chairmanship or Vice-Chairmanship, the office shall be filled from members of the Board. The Vice-Chairman of the Board shall preside in the absence of the Chairman.

- D. The Board shall meet on a regular periodic basis or upon call by the Chairman, at a time and place designated by the Board. The Executive Director shall give written notice to the Board of all regular meetings.

- E. A simple majority of members of the Board shall constitute a quorum for the conduct of business. Voting shall be by voice or by the showing of hands, at the discretion of the Chairman; provided, however, that a roll call vote shall be had upon the seconded request of any member of the Board. Each Board member shall be entitled to one vote. The vote of a majority of the members present shall decide any motion before the Board except as hereinafter provided.

On any motion determined by a majority vote upon which a Board member representing a general purpose government, or a group of such governments, dissents, said dissenting member may request reconsideration of said motion by a weighted vote. The Chairman shall grant such request for reconsideration. Board members representing a

general-purpose government, or a group of such governments, shall be entitled to vote. The votes of such members shall be weighted on the basis of the population represented by such members and the population of each general-purpose government shall be the figure used to calculate the payment of Area Council dues for the then current year, as follows:

1. A member (or members) representing a county shall cast the number of votes equal to the total population of the county.
2. A member (or members) representing a city (or group of cities) shall cast the number of votes equal to the total population of the city (or cities).
3. A member (or members) representing the City of San Antonio, present and voting, may collectively vote only the total population of the City of San Antonio.
4. A member (or members) representing Bexar County, present and voting, may collectively vote only the total population of Bexar County.

In consideration of a motion by weighted vote, a majority vote for or against the previous action of the Board shall decide the motion.

- F. Each June, the Bylaws Committee will consider membership compliance with funding agency requirements and make appropriate recommendations to the Board of Directors .

Section IV

The Board shall exercise powers and duties as follows:

- A. Each year before the end of the fiscal year, the Board shall adopt a budget for its operations for the ensuing fiscal year. After adoption, the budget will be submitted to the Area Council for its approval. The Board may from time to time during a budget year amend the approved budget so as to carry out more effectively the overall program of

- AACOG, provided that such amendments shall not increase the costs apportioned to member governmental units through payment of dues.
- B. The Board shall determine the various regional plans to be developed by AACOG.
 - C. The Board may contract with private firms and/or governmental units, including members, to perform any of AACOG's functions.
 - D. The Board shall appoint an Executive Director to oversee and administer AACOG's functions.
 - E. The Board shall be responsible for prescribing adequate controls for the investment, receipt, disbursement, and accounting for all funds of AACOG. No funds shall be received or disbursed by AACOG unless such funds are included in the budget adopted in accordance with these Bylaws.
 - F. The Board shall review AACOG's investment policy annually.
 - G. The Board is authorized to apply for, contract for, receive and expend for its purposes any funds or grants from any participating governmental units or from the State of Texas, Federal Government or any other source.
 - H. The Board shall provide for an independent audit annually, with the auditor selected pursuant to a Request For Proposal (RFP) to be released at least every five (5) years. The RFP will be for three (3) years with two (2) one (1) year extensions that will be at the pleasure of the Board of Directors. The maximum number of consecutive years that an auditor may provide services will be five (5).
 - I. The Board shall at all times comply with Local Government Code Chapter 176 – Disclosure of Certain Relationships with Government Officers, as amended, and shall file with AACOG on an annual basis a completed Conflicts Disclosure Statement form, as promulgated by the Texas Ethics Commission.

- J. The Board shall require any person entrusted with the handling of funds to be bonded.

Section V

Each year in December, the Chairman of the Board will appoint the following seven (7) standing committees balanced according to interest and committee requirements. Other than the Management Committee, committees shall be composed of a minimum of three (3) Board members and a maximum of seven (7), with attendance requirements in accordance with Section III (A) (10) of these Bylaws. A simple majority of the members of any committee shall constitute a quorum for the conduct of business.

- A. The Planning and Program Development Committee – This Committee shall:
 - 1. Oversee and guide the development of strategic and operations plans and the annual budget.
 - 2. Oversee and guide program development.
 - 3. Ensure in-depth evaluation of program effectiveness.

- B. The Management / Audit Committee - The Chairman and Vice-Chairman of the Board shall serve as members of the Management / Audit Committee. The Vice-Chairman shall preside at meetings of the committee. The Chairman shall preside in the absence of the Vice- Chairman. The Management / Audit Committee shall be composed of a minimum of five (5) Board members and a maximum of ten (10), with attendance requirements in accordance with Section III (A) (10) of these Bylaws. This Committee shall:
 - 1. In March of each year, conduct the Executive Director's annual performance and compensation review and make a recommendation to the Board of Directors regarding same.

2. Ensure the development – and monitor the implementation – of agency management processes and systems (financial, contract and personnel management, for example).
 3. Monitor the fiscal affairs of AACOG, including review of monthly financial reports and participation in preparing for quarterly fiscal review.
 4. Monitor program performance, identify problems and recommend corrective actions.
 5. Evaluate staff's recommendation and recommend to the Board the selection of an Auditor.
 6. Ensure the development - and monitor the implementation - of a comprehensive audit program.
 7. Review and make a recommendation to the Board on the draft audit report.
- C. The Community Affairs Committee – This Committee shall:
1. Ensure the development – and monitor the implementation – of a comprehensive public information/relations program.
 2. Ensure development and implementation of an AACOG marketing program.
 3. Devise strategies for strengthening the AACOG image and for improving stakeholder relations and oversee the implementation of these strategies.
- D. The Legislative Affairs Committee – This Committee shall:

1. Guide the development of the AACOG Legislative Agenda (Priorities and Positions).
 2. Monitor the Legislative session and provide updates to the Board on Legislation submitted and passed into law.
- E. The Bylaws Committee – This Committee shall:
1. On an annual basis, review and suggest Bylaw revisions to the Board to conform the Bylaws to member goals, funding agency requirements and legislative changes.
- F. The Strategic Planning Committee – This Committee shall:
1. Guide the implementation of the AACOG Strategic Plan approved by the Board.
 2. Identify progress or problems and recommend corrective action where required.
- G. The Nominating Committee – The members of this committee are composed of the current and former Chairmen of the Board. The committee shall meet at least once per year. This Committee shall:
1. Review the current membership of the Board of Directors.
 2. Recommend to the Board of Directors a Chairman and Vice-Chairman for the upcoming calendar year.

Section VI

Pursuant to Section V of the Articles of Agreement of AACOG, the addition of future members to AACOG is restricted to cities and counties until such time as the Board may determine that the total number of member governmental units other than cities and counties does not exceed forty-five per cent (45%) of the total membership. Upon the determination by the Board that additional governmental units other than cities and counties may be admitted without causing the number of such governmental units to exceed forty-five per cent (45%) of the total membership, the Board

may authorize the Executive Director to accept applications for membership in such order and at such times as the Board determines is in the best interest of AACOG.

Section VII

The Board may establish a classification of membership in AACOG to be known as Associate Membership. The Board shall establish the qualifications for Associate Membership and may authorize the Executive Director to accept applications for such Associate Membership. Associate Members shall be eligible to participate in the proceedings of all meetings in AACOG, but shall not be entitled to vote.

Section VIII

These Bylaws may be altered, amended, or added to by the Area Council at any meeting provided that at least thirty (30) days' written notice setting forth the proposed changes is given to all Area Council members. Changes will take effect upon the affirmative vote of three-fourths of the total number of representatives present. Voting on proposed changes may be by oral vote or written ballot and shall be by written ballot upon the request by any member.

Section IX

. All Board and Committee meetings shall be conducted in compliance with Texas Government Code Chapter 551 - Open Meetings. Generally accepted parliamentary procedures will be used for Board and Committee meetings so long as the procedures do not conflict with the Open Meetings Act and these Bylaws.

As amended, effective December 11, 2002

As amended, effective December 10, 2003

As amended, effective December 14, 2005

As amended, effective June 14, 2006

As amended, effective January 1, 2008

As amended, effective December 10, 2008