



RIVERBEND RESOLUTION NO. 20210428-04

**ADOPTING UPDATES TO THE BYLAWS OF
RIVERBEND WATER RESOURCES DISTRICT**

WHEREAS, Riverbend Water Resources District is a conservation and reclamation district created under and essential to accomplish the purposes of Section 59 Article XVI, Texas Constitution, existing pursuant to and having the powers set forth in Chapter 9601 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, Riverbend Water Resources District first adopted the bylaws in 2009, an updated the bylaws in 2019; and

WHEREAS, Riverbend Water Resources District deems it necessary to revise the District bylaws to coincide with the current enabling legislation.

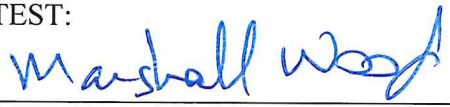
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Riverbend Water Resources District hereby adopts the attached update to the Bylaws of Riverbend Water Resources District.

PASSED and APPROVED this 28th day of April 2021



Sonja Hubbard, President

ATTEST:



Marshall Wood, Secretary

Attached: Riverbend Water Resources District Bylaws dated April 2021



RIVERBEND WATER RESOURCES DISTRICT

BYLAWS

ARTICLE ONE GENERAL PROVISION

- 1.01 The purpose of these Bylaws is to provide for the conduct of the affairs of RIVERBEND WATER RESOURCES DISTRICT (hereinafter called the "DISTRICT"), enacted by the legislature of the state of Texas: Section 1. Title 6, Special District Local Laws Code, Subtitle L, Chapter 9601 and general laws of the State of Texas applicable to the District.
- 1.02 This District, commended by Founding Fathers to unite the Members to actively govern as one, our precious resources, and to not let apathy weaken and destroy the ability to do so as our recorded history proves.

ARTICLE TWO DEFINITIONS

- 2.01 **District:** The Riverbend Water Resources District.
- 2.02 **Board:** The Board of Directors of the District.
- 2.03 **Director:** A person appointed to the Board.
- 2.04 **Member:** A municipality, county, other political subdivision, or water supply corporation that is a Member of the district as provided by Section 9601.005.
- 2.05 **Membership Agreement:** an agreement of membership into the District between the Member and the District on terms determined by the Board to be in the best interests of the District.
- 2.06 **Participation Contract:** a contract between a Member and the District specifying the terms and conditions under which a Member will participate financially in any project, including a water supply source or in the construction, equipping and operation of, and/or be the purchaser of, capacity or supply in a water supply or wastewater project to be developed by the District.
- 2.07 **Participating Member:** a Member that executes a Participation Contract.

ARTICLE THREE OFFICE

- 3.01 The principal office of the District shall be at such place as shall be determined by the Directors from time to time.
- 3.02 The District may maintain other offices at such places as may be authorized by the Board of Directors.

ARTICLE FOUR BOUNDARIES

4.01 The boundaries of the District shall include all territory as outlined in Section 9601.006 in the District's enabling legislation.

ARTICLE FIVE POWERS

5.01 Except as may be limited or regulated by the terms of a Membership Agreement or a Participation Contract, the District shall have all powers and authorities granted to a conservation and reclamation district created under Chapter 49, Texas Water Code.

ARTICLE SIX DIRECTORS/MEMBERS

6.01 The District will be governed by a Board of Directors ("Board"). Said Board shall be responsible for the management, operation, and control of the projects of the District and any property belonging to the District.

6.02 To be eligible to be appointed or to serve as a director, a person must be a resident, qualified voter of the district. A person is not eligible to be appointed or to serve as a director while the person:

- (1) is serving as an elected official of a political subdivision or other governmental body; or
- (2) is an employee of a Member.

6.03 The board consists of five directors, appointed as follows:

- (1) two directors appointed by the City of Texarkana;
- (2) one director appointed by the City of New Boston;
- (3) one director appointed by the TexAmericas Center or its successor; and
- (4) one director appointed by the Members not named in Subdivisions (1) through (3), including any Members added under Section [9601.005\(b\)](#).

The governing body of each Member required to appoint a director under 6.02 (1), (2), or (3) shall appoint the required number of directors to represent the Member on the board. The Members not named in 6.02 (1) through (3) shall appoint a single director in the manner provided by 6.03 to represent those Members on the board. A vacancy in a board position shall be promptly filled in accordance with the policies, resolutions, and procedures of the applicable Member or Members.

6.04 The Members not named in 6.02 (1) through (3) may each nominate a person qualified to serve as a director. The governing body of each of those Members shall cast one vote for a candidate chosen from the list of nominees. The nominee receiving a majority of the votes cast by the governing bodies of those Members becomes the director representing those Members on the board.

6.05 Directors serve staggered terms of four years. The board shall determine the method of staggering the terms of the directors.

- 6.06 The governing body of each Member required to appoint a director under 6.02 shall conduct a review of the director appointed by the governing body before the director's term expires. After conducting the review, the governing body, on expiration of the director's term, may reappoint the director or appoint a new director in the manner provided by this Article.
- 6.07 A Director shall serve until the Director's successor is appointed by the governing body or bodies appointing said director. A Director may serve successive terms. If there is a vacancy on the Board, the governing body or bodies that appointed the director who vacated the place shall appoint a new director to serve the remainder of the term.
- 6.08 New Members may be added and existing Members may withdraw to and from the Agency in the manner authorized by the District's Enabling Legislation, subject to the continuing obligations of any withdrawing Member that may be contained in a Membership Agreement or a Participation Contract.

ARTICLE SEVEN MEETINGS OF DIRECTORS

- 7.01 Meetings of the Board shall be at such place within or without the State of Texas as shall be determined by the Board from time to time
- 7.02 If the President is present at the Meeting, the President will preside over and conduct any called meeting. In the absence of the President at a meeting, the Vice-President will preside over and conduct the meeting.
- 7.03 If a quorum shall not be present at any meeting of Directors, the meeting may be adjourned from time to time without notice other than announcement at such meeting until a quorum is present.
- 7.04 The Board shall have regular meetings at times specified by board adopted calendar and shall have special meetings when called by the board president or by a number of directors that is equal to or greater than the number of directors that is one less than a majority of the board.
- 7.05 Notice of all Board Meetings shall be in accordance with Section 551 of the Government Code.

ARTICLE EIGHT COMMITTEES OF DIRECTORS

- 8.01 The Board may, by resolution or resolutions, establish one or more committees, each committee to consist of one or more Directors of the Agency. Such committee or committees shall have the name or names, and such powers and authority as may be determined from time to time by resolution adopted by the Directors.
- 8.02 The committees shall keep regular minutes of their proceedings and report the same to the Board as required.

ARTICLE NINE AFFAIRS

- 9.01 The Board shall elect a President, a Vice-President, a Secretary, a Treasurer. President and Vice-President must be a Director. The offices of the Secretary and Treasurer may be held by one person and are not required to be a Director. A person may not concurrently hold the offices of Board President and Secretary.
- 9.02 Officers of the District shall be elected by the Board of Directors annually, and as needed to fill vacancies.
- 9.03 The President and Vice-President of the District elected pursuant to section 9601.054 (C) in the enabling legislation shall serve for one-year terms or until the term of the officer expires and is not renewed, whichever comes first.
- 9.04 Officers of the District elected may be removed from office, prior to the expiration date of term, at any time by a 2/3 vote of the Board.
- 9.05 If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board for the unexpired term.

PRESIDENT

- 9.06 The President shall be ex-officio a member of all standing committees and shall have such powers and duties as provided by law, by these Bylaws and as may be assigned from time to time by the Board.
- 9.07 The President shall execute all obligations, undertakings, and contracts in the name of the District except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the District.

VICE PRESIDENT

- 9.08 The Vice President shall, in the absence or disability of the President, or at the direction of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

THE SECRETARY/TREASURER

- 9.09 The Secretary, or designee, shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President.
- 9.10 The Treasurer, or designee, to the extent not otherwise provided by the Board, by rules or regulations, in resolutions relating to the issuance of bonds, or in any financing documents relating to such issuance, shall have the custody of the corporate funds securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the District and shall deposit

all moneys and other valuable effects in the name and to the credit of the District in a depository as shall be designated by the Board. He shall disburse the funds of the District as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Presidents and Directors, at the meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the District.

GENERAL

- 9.11 The provisions of the Texas Uniform Facsimile Signature of Public Officials Act shall be applicable to the Agency.
- 9.12 From time to time, and for such terms and compensation as it shall determine, the Board may authorize the employment of such additional officers, agents, and employees as it may deem necessary for the conduct of the business of the District.
- 9.13 Members of the Board of Directors are entitled to be reimbursed for necessary expenses incurred in the performance of their official duties to the extent allowed by law.

ARTICLE TEN INDEMNIFICATION

- 10.01 The Board of Directors shall have the power to indemnify any Director, Officer, or employee, past or present, for expenses, costs, including attorney's fees, and the amount of any judgment, penalty or fine actually rendered against him in connection with any claim asserted against him by reason of his having been such a director, officer, or employee, in relation to matters as to which he shall not have been guilty of gross negligence or misconduct in respect to any matter for which indemnity is sought.
- 10.02 The Board of Directors may purchase and maintain liability insurance for such persons to the extent as shall be determined by the Board.

ARTICLE ELEVEN ACCOUNTING PROVISIONS

- 11.01 The first fiscal year of the District shall end on September 30th 2009, and thereafter the fiscal year of the District shall be from October 1st of each year to September 30th of the following year.

ARTICLE TWELVE UNIFORM FINANCIAL REPORTING

- 12.01 The financial reports of the District shall be prepared in accordance with General Accepted Accounting Principles as defined by the Governmental Accounting Standards Board and presented in "Audits of State and Local Governments Units" and Governmental Accounting and Financial Reporting Standards.
- 12.02 Except as described in 12.03 below, audits shall be conducted and reported in accordance with Chapter 49 of the Texas Water Code.

12.03 The Board of Directors shall:

- (a) meet to present and discuss the completed annual audit at a regular or special board meeting held no later than January 28 of each year and the Executive Director and Auditor who performed the audit shall be present to discuss the audit findings and respond to inquiries;
- (b) shall approve and provide a copy of the audit to all appropriate local, state, and federal agencies no later than February 12 of each year;
- (c) develop a corrective action plan for deficiencies, if necessary, no later than 60 days after the adoption of the audit and adopt such Corrective Action Plan at a regular or special board meeting, recorded in the minutes of the meeting, and available to the general public in the manner determined by the Board of Directors that must include electronic transmission; and
- (d) send a copy of the adopted annual audit and adopted corrective action plan to Members of District no later than 30 days after the corrective action plan is adopted.

**ARTICLE THIRTEEN
AUDIT COMMITTEE**

13.01 The Board of Directors of the District is hereby designated to function as an Audit Committee. This Board shall be concerned with the District's internal business and management activities.

**ARTICLE FOURTEEN
AMENDMENTS**

14.01 These By-Laws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any regular or special meeting provided notice of the proposed alteration or amendment is contained in the notice of the meeting.

Adopted and approved the 28th day of April 2021.

President: _____

ATTEST:

Vice President: _____