



HEMPHILL COUNTY
Underground Water Conservation District
Conserving a Texas Oasis

BYLAWS
OF THE HEMPHILL COUNTY UNDERGROUND WATER
CONSERVATION DISTRICT

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TABLE OF CONTENTS

ARTICLE I	DEFINITIONS	1
1.01	Definition	1
ARTICLE II	DIRECTORS AND OFFICERS	2
2.01	Board of Directors.....	2
2.03	Notice of Appointment; Sworn Statement; Oath of Office; Bond.....	2
2.05	Officers; Election of Officers; Terms of Office.....	2
2.07	Fees of Office.....	3
2.09	Ex Parte Communications.....	3
ARTICLE III	DUTIES OF OFFICERS	4
3.01	President.....	4
3.03	Vice President	4
3.05	Secretary	4
ARTICLE IV	MANAGEMENT OF THE DISTRICT	5
4.01	Management of the District	5
4.03	Legal Consultant Services.....	5
4.05	Guidelines for Selecting and Managing Auditor Consultants	5
4.07	Consultant Services.....	5
4.09	Bond Required	6
4.11	Annual Report.....	6
4.13	Minutes and Records of the District	6
4.15	General Manager and Employees	7
ARTICLE V	MEETINGS OF THE BOARD.....	8
5.01	Meetings.....	8
5.03	Notice of Meetings.....	8
5.05	Agenda of Meeting	8
5.07	Quorum	9
5.09	Voting	9
5.11	Conduct of Meeting	9
5.13	Public Participation at Board Meeting.....	9
5.15	Board Action.....	9
5.17	Minutes	9
ARTICLE VI	FISCAL POLICY	10
6.01	Fiscal Year	10
6.03	Annual Budget	10
6.05	Contracts; Instruments; Documents	10
6.07	Loans	11
6.09	Checks, Drafts, etc.	11

6.11	Depositories	11
6.13	Annual Audit.....	11
ARTICLE VII	PURCHASING AND CONTRACTING.....	12
7.01	Purchasing.....	12
7.03	Procurement Responsibilities and Authorization.....	12
ARTICLE VIII	COMMITTEES.....	13
8.01	Board Committees	13
8.03	Notice of Committee Meetings.....	13
ARTICLE IX	CODE OF ETHICS	14
9.01	Statement of Policy	14
9.03	Purpose.....	14
9.05	Qualification of Directors	14
9.07	Conflict of Interest	14
9.09	Nepotism.....	15
9.11	Standards of Conduct.....	15
9.13	Use of District Property	15
ARTICLE X	REIMBURSEMENT OF DIRECTORS.....	16
10.01	Transportation	16
10.03	Meals.....	17
10.05	Lodging.....	17
10.07	Other Expenses; Membership; District Publications; Reimbursement for Personal Expenses Prohibited	17
10.09	Board Discretion	17
ARTICLE XI	GENERAL PROVISIONS.....	18
11.01	Effect of Bylaws	18
11.03	Amendment of Bylaws	18
11.05	Severability	18
11.07	Seal.....	18

ARTICLE I DEFINITIONS

1.01 Definitions

(a) The “Act” is the enabling legislation for the Hemphill County Underground Water Conservation District (Act of May 19, 1995, 74th Leg., R.S. ch. 157, 1995 Tex. Gen. Laws 1007), as may be amended.

(b) The “District” is the Hemphill County Underground Water Conservation District.

(c) The “board” is the board of directors of the District.

(d) A “director” is a person elected or appointed to the office of director of the District pursuant to the Act. Unless otherwise indicated, “director” includes temporary directors and initial directors.

(e) The “administrative office” of the District is located at 906 South 2nd, Canadian Texas. Such address and office may be changed from time to time by the board.

(f) The “Open Meetings Act” is Chapter 551 of the Texas Government Code, as amended.

(g) The “Public Information Act” is Chapter 552 of the Texas Government Code, as amended.

(h) As provided by Section 36.053, Texas Water Code, a “quorum” with respect to meetings of the board means the presence of three (3) or more directors at a duly called meeting of the board.

(i) The term “Manager” or “General Manager” means the employee of the District who is in charge of the administrative affairs of the District.

ARTICLE II DIRECTORS AND OFFICERS

2.01 Board of Directors

(a) The board of directors is the governing body of the District and is responsible for all affairs of the District. The board's rights powers, duties, and responsibilities are provided in the Act and Chapters 36 and 49 of the Texas Water Code. The board is composed of five directors, elected in even years on the uniform Election Day in May.

(b) The directors will each serve staggered four-year terms.

2.03 Notice of Election; Sworn Statement; Oath of Office; Bond

(a) Within 30 days after the election of any director, the District shall notify the Executive Director of the Texas Commission on Environmental Quality of the name and mailing address of the director chosen and the date the director's term of office expires. The Executive Director shall provide forms to the district for such purposes.

(b) As soon as practicable after a director is elected, that director shall make the sworn statement prescribed for public officers in Section 1, Article XVI, of the Texas Constitution.

(c) As soon as practicable after a director has made the sworn statement, and before beginning to perform the duties of office, the director shall take the oath of office prescribed for public officers in Section I, Article XVI of the Texas Constitution.

(d) Before beginning to perform the duties of office, each director shall execute a bond for \$10,000 payable to the District and conditioned on the faithful performance of that director's duties. All bonds of the directors shall be approved by the board and paid for by the District.

(e) The sworn statement, oath, and bond shall be filed with the District and retained in its records. A duplicate of the original sworn statement shall also be filed with the Texas Secretary of State prior to taking the oath of office and performing the duties of the office.

2.05 Officers; Election of Officers; Terms of Office

At the initial meeting of the board following the election of new directors, the following officers shall be elected by the board: President, Vice President, and Secretary. Officers shall serve two-year terms commencing on the date of the board meeting at which the election occurred and continuing until their successors have been elected.

2.07 Fees of Office

Pursuant to Section 36.060(a) of the Texas Water Code, each director of the District may receive fees of office of not more than \$150 a day for each day the director spends performing the duties of a director, not to exceed \$9,000 a year. However, the policy of the board of directors is to receive a fee of office of \$50.00 per meeting. This is to include regular and special meetings of the board or hearings that are held on separate occasions. Fees of office will not be paid for committee meetings. The directors shall also be entitled to reimbursement of actual expenses reasonably and necessarily incurred while engaging in activities on behalf of the District. The process for obtaining such reimbursement is set forth in Article X of these Bylaws.

2.09 Ex Parte Communications

A board member may not communicate ex parte with another member of the board if such communication would violate state law.

ARTICLE III DUTIES OF OFFICERS

3.01 President

The President shall preside at all meetings of the board. The President is the chief executive officer of the District and shall execute contracts, obligations, undertakings, conveyances and other instruments on behalf of the board when so authorized and when directed by the board. The President may appoint committees of the board, and shall exercise such other powers and duties as may from time to time be prescribed by action of the board. The President may appoint a Parliamentarian from among the directors, who shall serve at the pleasure of the President. The board may, by resolution, authorize the District's General Manager or other employee to execute documents on behalf of the District.

3.03 Vice President

The Vice President will perform the duties of the President if the President becomes incapacitated or otherwise unable or unavailable. The Vice President will perform such other duties and exercise such other authority and powers as the board may from time to time prescribe, or as the President may from time to time delegate.

3.05 Secretary

The Secretary shall attest to the President's signature on all contracts, obligations, undertakings, conveyances and other instruments, including the minutes of meetings of the board, after such instruments have been approved by the board, and shall perform such other duties as may be prescribed by the board. The Secretary is also responsible for submitting a proposed budget to the board, as well as seeing that all financial records of the District are properly kept and administrative matters are reported to the board. The General Manager is appointed to serve as the assistant to the Secretary and shall be entitled to certify as to the authenticity of any record of the district, including but not limited to all proceedings relating to bonds, contracts, or indebtedness of the district.

ARTICLE IV MANAGEMENT OF THE DISTRICT

4.01 Management of the District

(a) The board shall be responsible for overseeing the affairs of the District. The District shall employ or contract with all persons, firms, partnerships, corporations, or other entities, public or private, deemed necessary by the board for the conduct of the affairs of the District, including, but not limited to, engineers, attorneys, financial advisors, operators, bookkeepers, tax assessors and collectors, auditors, and administrative staff.

(b) The board shall have the right to purchase all materials, supplies, equipment, vehicles, and machinery needed by the District to perform its purposes.

4.03 Legal Consultant Services

(a) The board shall hire all legal consultants for the District. It is the policy of the board not to engage the services of any attorney or firm which has a conflict of interest with the District. The selected individual/firm shall serve at the pleasure of the board and shall agree to conduct all activities in accordance with the guidelines established in this policy. Legal consultants shall only perform work which has been authorized by one or more members of the board, or the District's General Manager.

(b) With regard to matters discussed in closed session, materials distributed to directors labeled "Privileged and Confidential Communication between Attorney and Client" or similar verbiage will be collected at the end of the closed session to preserve the confidential nature of the material and to protect the interests of the District.

4.05 Guidelines for Selecting and Managing Auditor Consultants

The board will set the compensation and terms for auditor consultants. The scope of auditor consulting services and the compensation to be paid will be specified by written contract. It is the policy of the board not to engage the services of any individual or firm that has a conflict of interest with the District. The selected individual/firm serves at the pleasure of the board and must agree to conduct all activities in accordance with these guidelines. The auditor consultants will only perform work that has been expressly authorized by the board.

4.07 Consultant Services

The board shall set the compensation and terms for consultants. In selecting, attorneys, engineers, auditors, financial advisors, or other listed professional consultants, the District shall comply with the Professional Services Procurement Act, Chapter 2254, Subchapter A, Texas Government Code. The scope of consulting services and the compensation to be paid therefore shall be specified by written contract.

4.09 Bond Required

The board shall require any officer, employee, or consultant who collects, pays, or handles any funds of the District to furnish good and sufficient bond, payable to the District, in an amount determined by the board to be sufficient to safeguard the District. The bond shall be conditioned on the faithful performance of that person's duties and on accounting for all funds and property of the District. Such bond shall be signed or endorsed by a surety company authorized to do business in the state. The board shall pay the premium on surety bonds required of officials, employees, or consultants of the District out of any available funds of the District.

4.11 Annual Report

(a) After fiscal year-end, the General Manager shall report to the board on the status of the District and its programs. The report shall include at least the following:

- (1) the status of the groundwater in the District and the District's programs to protect and conserve same;
- (2) an annual review of the performance and security of District investments performed by the Financial/Audit Committee;
- (3) a review and evaluation of professional services rendered to the District during the year;
- (4) a report on the status of any capital projects of the District; and
- (5) an evaluation of the District's performance in light of long-range plans developed pursuant to Section 36.1071 of the Texas Water Code.

4.13 Minutes and Records of the District

(a) The board shall keep a complete account of all its meetings and proceedings and shall preserve its minutes, contracts, records, notices, accounts, receipts, and other records in a safe place.

(b) The records of the District are the property of the District and are subject to Chapter 552, Texas Government Code, the Public Information Act. Persons who are furnished copies of District records pursuant to the Public Information Act may be assessed a copying charge, pursuant to policies established by the board or General Manager.

(c) The preservation, storage, destruction, or other disposition of the records of the District is subject to the requirements of Chapter 201, Local Government Code, and rules adopted thereunder.

4.15 General Manager and Employees

The Board may employ a General Manager and set his or her salary. The Board may delegate any of its powers and duties (except those of adopting rules, a dissolution resolution, a dissolution order, and those orders or resolutions relating to hearings, taxation, and bonds) to the General Manager who shall carry out the powers and duties delegated to him or her by the Board. The General Manager, with the approval of the Board, may hire employees of the District and set their salaries. The General Manager may delegate his or her administrative duties as may be necessary to effectively and expeditiously accomplish his or her duties, provided however, that no such delegation shall ever relieve the General Manager of his or her responsibilities under the District Rules and Bylaws or board orders.

ARTICLE V MEETINGS OF THE BOARD

5.01 Meetings

Regular meetings of the board shall be held at such time and at such public locations as determined by the board. Regular meetings shall be held at least quarterly. Special meetings of the board may be called by the President or by the joint action of at least three directors. Special meetings must be called at such times and at such locations as are convenient to the directors. From time to time and as may be necessary, the board may hold work sessions to discuss and evaluate issues in such detail as to require open and free discussion not normally possible in regular board meetings. During work sessions of the board, no public comment will be heard, unless specifically requested by a director and recognized by the board President. Public comment may be made at the time the item(s) is up for discussion at a regular or special board meeting. All board meetings shall be held in accordance with the Chapter 551, Texas Government Code, the Open Meetings Act.

5.03 Notice of Meetings

Written notice of all regular meetings, special meetings, and board work sessions, stating the place, day and hour of the meeting, and the agenda therefor will be transmitted to each director no less than 72 hours prior to the meeting.

5.05 Agenda of Meeting

(a) Notices of meetings will contain an agenda stating the matters to be considered or acted upon at such meetings, and matters not stated in the agenda or properly added to the agenda shall not be deliberated or acted upon.

(b) The agenda will be set by the President, with input from other board members and the General Manager.

(c) Items the President determines require action by the board, but which do not normally require briefing by the staff or public discussion, may be placed on a “consent agenda.”

(1) Any board member shall have the right to remove an item from the consent agenda during consideration of the consent agenda.

(2) All items removed from the consent agenda shall be considered individually in the order in which they were removed, immediately following consideration of the consent agenda.

(3) The consent agenda shall be introduced by a motion to approve the consent agenda.

(4) Approval of a motion to approve the consent agenda shall be equivalent to approving each item as if it had been acted on individually.

5.07 Quorum

If a quorum of the board is not present at a meeting, the directors present may postpone or recess the meeting for a reasonable time until a quorum is present. At the reconvened meeting when a quorum is present, any business may be transacted which may have been transacted had a quorum been present at the initial convening of the meeting.

5.09 Voting

An act of the board is not valid unless adopted by the affirmative vote of a majority of the entire membership of the board. There shall be no voting by proxy.

5.11 Conduct of Meetings

Meetings of the board shall be presided over by the President, or in the President's absence, the Vice President, or in the absence of both, the President and the Vice President, the Secretary.

5.13 Public Participation at Board Meetings

The board is not required to allow public comment at a board meeting, although it shall be the board's general practice to do so. The board may set reasonable limits on the number, frequency, and length of presentations before it, but shall not unfairly discriminate among speakers based on their point of view. Members of the public who wish to provide public comments shall provide the following information to the board at the beginning of the board meeting: name, address, telephone number, organization, and agenda item to be addressed, if any. A registration form shall be provided for this purpose. Members of the public who wish to provide general public comment, rather than address a particular agenda item, shall so indicate on the registration form. At the board's discretion, it may seek public comment or ask questions of any member of the public in attendance.

5.15 Board Action

Unless otherwise required by law or these Bylaws, the board may act by motion or by resolution and order adopted by the board.

5.17 Minutes

Actions taken in meetings will be incorporated in written minutes taken by the Secretary or assistant to the Secretary, and signed by the Secretary or the President. A copy of the minutes will be sent with the agenda and submitted for approval to the members of the board at the next meeting of the board. The Secretary is responsible for the meeting minutes.

ARTICLE VI FISCAL POLICY

6.01 Fiscal Year

The fiscal year of the District shall commence on the first day of October.

6.03 Annual Budget

(a) Prior to the commencement of each fiscal year, the board shall prepare and approve an annual budget.

(b) The budget shall contain a complete financial statement, including a statement of:

- (1) the outstanding obligations of the District;
- (2) the amount of cash on hand to the credit of each fund of the District;
- (3) the amount of money received by the District from all sources during the previous year;
- (4) the amount of money available to the District from all sources during the ensuing year;
- (5) balance expected at the end of the year in which the budget is being prepared;
- (6) the estimated amount of revenues and year-end balance available to cover the proposed budget; and
- (7) the estimated tax rate or fee revenues that will be required.

(c) The annual budget may be amended after its adoption on the board's approval at any meeting of the board.

(d) The General Manager shall have full authority, without further authorization of the board, to expend funds of the District in amounts up to, but not exceeding the annual budget unless a budget amendment is approved by the Board and reserve funds are available.

6.05 Contracts; Instruments; Documents

The board may authorize the President or the General Manager to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the District, and such authority may be general or confined to specific instances. All contracts shall be executed by either the President or the General Manager, attested to by the Secretary, and, if deemed necessary by the board, approved by the District's legal counsel. Any contract not so executed is void and of no effect.

6.07 Loans

No loan shall be contracted on behalf of the District and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board, executed by the President, and attested to by the Secretary.

6.09 Checks, Drafts, etc.

All checks, drafts, notes, or other orders for the payment of money issued in the name of the District in the amount greater than \$2,500 shall be signed by two directors or one director and the General Manager, with the exception of monthly office rental payments and payroll tax liability payments which shall be authorized and/or signed by the General Manager either by check or ACH.. All checks, drafts, notes, or other orders for the payment of money issued in the name of the District in the amount not greater than \$2,500 shall be signed by the General Manager, or two directors.

6.11 Depositories

All funds of the District shall be deposited from time to time to the credit of the District in such banks or accounts as the board may designate and upon such terms and conditions as shall be fixed by the board, unless otherwise required by order or resolution authorizing the issuance of the District's bonds or notes. The board may, from time to time, authorize the opening and maintaining of general and special accounts within any such depository as it may designate, and may make such special rules and regulations with respect thereto as it may deem expedient. To the extent that funds in the depository bank or banks are not insured by the Federal Deposit Insurance Corporation, they shall be secured as provided by Texas Water Code, Section 36.155. The depository shall be located within Hemphill County unless the board determines that a suitable depository cannot be found within the County.

6.13 Annual Audit

After the end of each fiscal year, the board shall have an audit of its affairs prepared by an independent certified public accountant. This audit shall be available for public inspection. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the District and shall be experienced and qualified in the accounting and auditing of public bodies. The audit shall be performed in accordance with generally accepted auditing standards and shall satisfy all requirements imposed by Chapter 36, Texas Water Code. The District's auditors may undertake consulting services for the District in addition to their duties in connection with the annual audit.

6.15 Investment Policy

The Board shall comply with the District's adopted investment policy.

ARTICLE VII PURCHASING AND CONTRACTING

7.01 Purchasing

(a) Expenditures to acquire goods or services valued at greater than \$5,000 require approval by the board in advance, unless an emergency acquisition requiring expenditure greater than \$5,000 shall be presented to the board for approval and validation at its next meeting.

(b) No expenditures may be made that are not authorized by the budget. This requirement shall not, however, prevent the board from amending the budget at the same time that it authorizes an expenditure, provided that the expenditure does not result in total expenditures for the year exceed the budget unless a budget amendment is approved by the Board of Directors and reserve funds or other source of funding is available.

7.03 Procurement Responsibilities and Authorization

(a) The District shall secure the highest quality goods and services for the funds available. The District shall award contracts to responsible vendors, suppliers, and contractors that, in the judgment of District, will promote the mission and goals of the District, and result in the best and most economical completion of the District's proposed plants, improvements, facilities, works, equipment and appliances.

(b) All goods and services obtained from a third party by purchase, lease, or rental agreement requiring a single expenditure of more than \$50,000 shall be procured by competitive sealed bids, proposals or other applicable competitive procedure, except those specific goods and services explicitly characterized as exempt from competitive bidding.

(c) Goods and services that do not meet the \$50,000 threshold need not be subject to competitive bidding, but will be procured in accordance with sound business practices, and in a manner that will promote and advance the mission and goals of the District.

ARTICLE VIII

COMMITTEES

8.01 Board Committees

The President may appoint members of the board to serve on advisory committees to consider and make recommendations to the full board concerning the policies and activities of the District, including on the Financial/Audit Committee.

8.03 Notice of Committee Meetings

- (a) Committee meetings may be called at any time by the President of the committee.
- (b) The General Manager will notify all members of a committee by mail, telephone, electronic mail or facsimile stating the place, date, time, and agenda of the meeting no less than 72 hours prior to the meeting.
- (c) Notices of committee meetings will contain an agenda stating the matters to be considered at such meetings. The agenda will be set by the Chair of the committee in consultation with the General Manager.

8.05 Financial/Audit Committee

The Financial/Audit Committee shall be established as a committee of the board and shall be comprised of at least two directors, with one director to serve as the chair. The committee shall recommend the selection of an auditor to perform the annual audit, monitor the completion of the audit, and, if applicable, recommend to the board specific actions needed to address recommendations or concerns raised by the auditor in the audit report. The committee shall also review annually the District's investment policies and strategies.

ARTICLE IX CODE OF ETHICS

9.01 Statement of Policy

It is the policy of the District that all directors and employees conduct themselves in a manner consistent with sound business and ethical practices, in compliance with applicable laws, and in a manner that excludes considerations of personal advantage; that the public interest always be considered in conducting District business; that the appearance of impropriety be avoided to ensure and maintain public confidence in the District; and that the board control and manage the affairs of the District fairly, impartially, without discrimination, and in accordance with the stated purpose of the District.

9.03 Purpose

The purpose of this Code of Ethics (“Code”) is:

- (a) to ensure a high level of public confidence;
- (b) to establish guidelines for ethical standards of conduct for all directors as public servants;
- (c) to encourage high ethical standards in official conduct by the officials of the District;
- (d) to establish guidelines for such ethical standards of conduct; and
- (e) to satisfy the requirement of Texas Water Code, Section 36.061(a)(1), which states that the board shall adopt in writing “a code of ethics for District directors, officers, employees, and persons who are engaged in handling investments for the District.”

9.05 Qualification of Directors

- (a) Each director shall comply with all statutes applicable to them as governmental officials.
- (b) Each director shall conduct himself/herself in accordance with his/her duties as stated in the Act and his/her Oath of Office.
- (c) A person shall not serve as a director if he or she is not qualified to do so under the provisions of the Act or other applicable law.

9.07 Conflict Of Interest

- (a) Directors are subject to the provisions of Chapter 171 of the Texas Local Government Code relating to the regulation of conflicts of interest of officers of local governments. Directors shall, pursuant to the standards of Chapter 171, disclose any conflict of

interest with respect to a matter pending before the board and shall refrain from participation in the discussion or decision on such matters.

(b) Each director and the General Manager of the District shall comply with the conflict of interest disclosure requirements of Chapter 176, Texas Local Government Code.

9.09 Nepotism

In accordance with Chapter 573, Texas Government Code, no board member may appoint, or confirm the appointment, of a person to a position that is to be directly or indirectly compensated from District funds if the appointee is related to the board member within the second degree by affinity (marriage) or within the third degree by consanguinity (ancestry).

9.11 Standards of Conduct

(a) No director or employee of the District should accept or solicit any gift, favor, or service that might reasonably tend to influence him/her in the discharge of his/her official duties or that he/she knows or should know is being offered him/her with the intent to influence his/her official conduct.

(b) No director or employee of the District shall accept employment or engage in any business or professional activity that he/she might reasonably expect would require or induce him/her to disclose confidential information acquired by reason of his/her official position.

(c) No director or employee of the District should accept other employment or compensation that could reasonably be expected to impair his/her independence of judgment in that performance of his/her official duties.

(d) No director or employee of the District should make personal investments that could reasonably be expected to create a substantial conflict between his/her private interest and the public interest.

(e) No director or employee of the District should intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised his/her official powers or performed his/her official duties in favor of another.

(f) With respect to honoraria, a director or employee may not solicit, agree to accept, or accept an honorarium in consideration for services the director or employee would not have been asked to provide but for his or her official position. A director or employee may, however, accept food, transportation and lodging in connection with such services.

9.13 Use of District Property

No director or officer of the District shall permit unauthorized use of District-owned or District-controlled equipment, materials, supplies or property.

ARTICLE X REIMBURSEMENT OF DIRECTORS

The purpose of this policy is to establish procedures and guidelines for the reimbursement of expenses incurred by directors of the District. This policy applies to those actual expenses reasonably and necessarily incurred while engaging in activities on behalf of the District. As stewards of public funds, directors should consider the cost of all expenses they incur and be frugal. Only directors who have qualified for office are entitled to reimbursement of expenses by the District.

To receive reimbursements, directors must complete a Director Reimbursement Voucher (“Voucher”), together with all supporting receipts and invoices. Directors are encouraged to submit completed vouchers by the 15th day of the following month.

10.01 Transportation

(a) District Meetings

(1) Each director shall be reimbursed for round-trip mileage for attendance at meetings of the board, and for such other transportation expenses undertaken by a director at the direction of the board.

(2) Mileage will be paid from point of departure to the meeting, whether the point of departure is home, place of employment, or other location, to the extent the mileage would not have been traveled but for attendance at the meeting. Directors shall be reimbursed for District use of a personal vehicle at the maximum rate allowed by the United States Internal Revenue Service.

(b) Other Meetings and Conferences.

(1) Each director shall be reimbursed for round-trip mileage for attendance at meetings or hearings of governmental bodies or agencies where matters directly affecting the District are under consideration.

(2) Each director shall be reimbursed for round-trip mileage for attendance at conferences where the subject matter is directly related to the business of the District.

(3) Mileage will be paid from point of departure to the meeting, conference or seminar whether point of departure is home, place of employment, or other location, to the extent the mileage would not have been traveled but for attendance at the meeting. Directors shall be reimbursed for District use of a personal vehicle at the maximum rate allowed by the United States Internal Revenue Service.

(4) Directors traveling by commercial transportation are entitled to reimbursement of the actual cost of necessary transportation for performing official business, except the reimbursement for air transportation will not exceed the next lowest available airline fare below first class unless first class is the only available fare. Mileage reimbursements for

long trips may not exceed the amount charged for commercial transportation if those rates are more economical.

10.03 Meals

Directors will be reimbursed for the actual cost of meals associated with meetings or conferences, unless the meal is included as part of meeting expenses. Directors will not be reimbursed for expenses for his/her spouse, family or personal guest meals. Charges for alcoholic beverages are not reimbursable.

10.05 Lodging

Lodging expenses associated with travel for District business are reimbursable. Normally, directors should pay for their lodging and submit receipts for reimbursement. District assistance can be available at a director's request. Each director will be responsible for costs for spouses, family members or personal guests. Other personal expenses will not be reimbursed by the District.

10.07 Other Expenses; Memberships; District Publications; Reimbursement for Personal Expenses Prohibited

(a) Other expenses incurred in the course of conducting District business are reimbursable. Charges for such things as telephone, fax, and photocopier must be submitted with an appropriate bill or receipt. Reasonable non-documented expenses will also be reimbursed.

(b) Directors may be reimbursed up to \$250 per fiscal year for expenses not discussed above for activities directly related to and benefiting the District and its policies and objectives. Requests for approval to the Board for such reimbursements should include sufficient information to demonstrate the specific purpose advanced by the expenditure, and where necessary, information providing specific assurance that the purpose will be accomplished.

(c) Personal expenses are not reimbursable.

10.09 Board Discretion

The board may at its discretion approve exceptions from this policy on a case-by-case basis. The District will not reimburse directors or employees for unreasonable or unnecessary expenses, or in excess of a reasonable amount.

ARTICLE XI GENERAL PROVISIONS

11.01 Effect of Bylaws

These Bylaws shall be construed in connection with and so as to conform in all respects to the provisions of the Act and the general laws of the State of Texas applicable to the District and its affairs.

11.03 Amendment of Bylaws

Bylaws may be altered, amended, repealed, or replaced by a simple majority vote of the board at any regular meeting of the board. No such action may be taken unless a copy of the proposed alteration, amendment or repeal or copy of the proposed new Bylaws is submitted to each of the directors at least ten (10) days prior to the meeting date.

11.05 Severability

If any provision of these Bylaws is rendered invalid in whole or in part by an order of a court of competent jurisdiction or other law, such provision shall be severed from these Bylaws and deemed inapplicable to the extent and during the time it is rendered invalid. All remaining provisions of these Bylaws shall continue in effect except to the extent they are rendered unworkable by the severance.

11.07 Seal

The Seal of the District shall have inscribed thereon the name of the District and words indicating that it is a Texas groundwater conservation district. Said seal may be impressed by causing a facsimile thereof to be printed, affixed or otherwise reproduced.