

**BYLAWS OF THE EAST TEXAS COUNCIL OF GOVERNMENTS  
AS ADOPTED AND EFFECTIVE JUNE 8, 1970  
AND AS AMENDED OCTOBER 21, 1970; MARCH 18, 1971;  
SEPTEMBER 28, 1972; SEPTEMBER 27, 1973; MARCH 24, 1977; MARCH 19,  
1981; MARCH 18, 1982; MARCH 22, 1990, MARCH 16, 1995 AND MARCH 20,  
2008**

Article I.      Organization

The Regional Planning Commission hereby organized shall be known as the East Texas Council of Governments, and is created as a voluntary association of local governmental units, districts and political subdivisions located within the East Texas Planning Region by and through which the individual governmental units can coordinate their efforts.

Article II.     Objectives and Declaration of Policy

To encourage and permit local units of government to join and cooperate with one another to improve the health, safety and general welfare of their citizens; to plan for the future development of communities, areas and regions to the end that transportation systems may be more carefully planned; that communities, areas and regions grow with adequate street, utility, health, educational, recreational, and other essential facilities; that needs of agriculture, business, and industry be recognized; that residential areas provide healthy surroundings for family life; that historical and cultural value be preserved; and that the growth of the communities, areas and regions is commensurate with the efficient and economical use of public funds.

Article III.    General Membership

- A.   Eligible governmental units within the area embraced by this association may become members of the East Texas Council of Governments by passage of an ordinance, order, resolution or other appropriate legal action of the governing body of each governmental unit adopting the Agreement and Articles creating this association, approving these Bylaws, and appropriating the funds and paying same required for the particular dues of each eligible governmental unit of the Association as set forth in Section VI of the Articles of Agreement of the East Texas Council of Governments.
- B.   Governmental units eligible to become members of this Council shall be any incorporated city or town, county or other political subdivision occurring wholly or partially within the boundaries of Anderson, Camp, Cherokee, Gregg, Harrison, Henderson, Marion, Panola, Rains, Rusk, Smith, Upshur, Van Zandt and Wood Counties, all of which political subdivisions shall comprise a part of and be included within the East Texas Planning Region, composed of a 14 county area as delineated by the

Office of the Governor, Division of Planning Coordination, in December, 1968.

- C. A member of this Council may withdraw from same by a majority vote of its governing body and upon notifying the Executive Committee of such action, but all dues assessed and payable prior to such withdrawal shall not be refundable. Governmental units which withdraw from this Council may subsequently apply for readmission as new members.
- D. A member unit of government which is more than two months in arrears in its dues will be denied all voting privileges and if such dues are not paid within three months from the time that they are due, then such member will forfeit its right to be a part of this Council of Governments and shall forthwith become a non member.

Article IV. Representation and Voting

- A. Each County and city shall have one vote for each member it seats on the Board of Directors, and the number of the Directors serving on the Board from each governmental unit shall be determined as follows according to the same population figures set out in Section VI of the Articles of Agreement concerning the per capita payment of dues as follows:
  - 1. Counties under 25,000 population shall have 2 members on the Board of Directors for each participating county and two votes.
  - 2. Counties with a population of 25,000 or over but with a population under 50,000 shall have three members on the Board of Directors for each participating county and three votes.
  - 3. Counties with 50,000 in population shall have four members on the Board of Directors for each participating county and four votes.
  - 4. Incorporated cities with up to 10,000 in population shall have one member on the Board of Directors and one vote.
  - 5. Incorporated cities between 10,000 in population and 25,000 in population shall have two members on the Board of Directors and two votes.
  - 6. Incorporated cities with between 25,000 in population and 50,000 in population shall have three members on the Board of Directors and three votes.
  - 7. Cities with over 50,000 population shall have four members on the Board of Directors and four votes.
  - 8. All independent school districts within a particular county shall collectively have one member on the Board of Directors and one vote. A district with jurisdictional area in more than one county shall be, for the purpose of collective representation, considered to be located in the county where the larger part of it area is located. It shall be the responsibility of the independent school districts to caucus as required from time to time and to select a collective representative. A change of representative will be assumed upon receipt of documented evidence of appointment by a simple majority of the districts involved in a particular county.

9. Multi-county river authorities shall have one member on the Board of Directors and one vote.
  10. All other units of government not described hereinabove in subparagraphs 1 through 9 lying within a particular county shall collectively have one member on the Board of Directors and one vote. A unit of government with jurisdictional area in more than one county shall be, for the purpose of collective representation considered to be located in the county where the larger part of it area is located. It shall be the responsibility of those units of government to caucus as required from time to time to select a collective representative. A change of representative will be assumed upon receipt of documented evidence of appointment by a simple majority of the units involved in a particular county.
- B. Each member of the Board of Directors shall be an elected official of the governmental unit or units which he represents and shall serve during the term of office to which he has been elected unless sooner replaced by the appointing authority.
  - C. Elected official means a member of the governing body of a county, incorporated city, or other political subdivision.
  - D. Special purpose units of government (being all those other than incorporated cities or towns and counties within the boundaries of member counties) shall be eligible to join the Council by passage of an adopting resolution by such participating unit of government at a duly called meeting.

Article V            Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt

Article VI            Meetings

- A. The Board of Directors shall meet semi-annually and upon call of the Chairman. For the purpose of any such meeting, a quorum shall be constituted when representatives are present in person from within at least eight of the counties of the region. When a quorum is declared present at any meeting, the majority vote of the members present shall decide any question brought before such meeting, including amendment of the Bylaws and Articles of Agreement.
- B. Special meetings called by the Chairman or by a fourth of the Directors shall be announced by written notice served upon or mailed to each member of the Board of Directors at least five (5) days prior to the called meeting with such written notice specifying the time, place and agenda of the called meeting and general business to be transacted at such meeting.
- C. Both the semi-annual meetings and all special called meetings of the Board of Directors shall be rotated consecutively among the member counties, unless otherwise decided by a vote of the Executive Committee.

Article VII. Executive Committee

- A. The Executive Committee shall be composed of seventeen members and shall be responsible for carrying out the policies and programs as established by the Board of Directors and be responsible for the management of its funds, the determination of regional plans to be undertaken, the authorization of contracts, and the application for grants.
- B. Sixteen members of the Executive Committee shall be representatives of general purpose governments, elected by the Board of Directors from its membership and in such a way that there shall be one member from the geographical area of each county in the planning region, but provided there shall be two members each from the two most populated counties with one member from each county delegation being a city official and one member from each county delegation being a county government official. The terms of these members shall be two years, with nine of them elected at the semi-annual Board of Directors meeting prior to the beginning of each odd fiscal year and seven elected in even fiscal years.
- C. One member of the Executive Committee shall be a representative of a special purpose district or unit of government, as defined herein, elected by the Board of Directors from its membership and without regard to geographical location of that district or unit of government within the planning region. The term of this member shall be two years, to be elected first at the semi-annual Board of Directors meeting in September, 1977.
- D. At the semi-annual meeting of the Board of Directors prior to the beginning of each fiscal year, and following the election of members to the Executive Committee, the Board of Directors shall elect from the membership of the Executive Committee a Chairman, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman and a Secretary-Treasurer, who shall serve for one year and who shall constitute the officers of the Executive Committee and Board of Directors. At least forty-five days prior to the election described, the Chairman shall appoint a Nominating Committee, consisting of at least one member of the Board of Directors not serving on the Executive Committee to both nominate persons for election to the Executive Committee and to nominate officers. Prior to the presentation of its report, the Committee shall have invited by mail all members of the Board of Directors to make recommendations as to such nominations from their respective counties. In addition, the appointed Nominating Committee and the nominating process shall be utilized in filling Executive Committee vacancies occurring during the course of a given year.
- E. The Chairman, or in his absence, the successive Vice-Chairman, shall preside at all meetings of the Board of Directors and the Executive Committee.
- F. The Executive Committee shall convene in a regular meeting monthly and in special meetings upon the call of the Chairman, or any three members of the Executive Committee.
- G. Each regular and called meeting of the Executive Committee shall be held in the offices of the East Texas Council of Governments, or other

- appropriate place in Kilgore, Texas, unless otherwise determined by a majority vote of the Executive Committee.
- H. An Executive Committee member missing three consecutive meetings, will be considered as having resigned his or her position on the Executive Committee unless reinstated by the Executive Committee.
  - I. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of any and all business. When a quorum is present at any meeting the majority shall decide any question under consideration.
  - J. The Executive Committee by majority vote shall have authority to transfer funds within the approved total budget in order to meet any unanticipated needs or changed conditions, provided that such transfers shall be reported to the Board of Directors at its next meeting.
  - K. Board of Director's or Executive Committee approval is required on all expenditures of this Council of Governments in excess of \$5,000. The Executive Director shall sign all checks or drafts of this Council of Governments. In the absence of the Executive Director, checks or drafts may be signed by the Council of Governments Chairman or Secretary-Treasurer, or a staff employee duly designated by the Executive Director. All such officers shall be bonded in an amount not less than \$10,000 payable to the East Texas Council of Governments and the premium for such bonds shall be an expense of this Council of Governments.

Article VIII. Voting

Each Executive Committee member shall have one vote on all matters coming before the Executive Committee.

Article IX. Executive Director and Staff

- A. In event of a vacancy, the Executive Committee shall screen applicants for the position of Executive Director, and shall then appoint an Executive Director who shall be qualified by training and experience and shall serve according to the terms of his contract of employment with this Council of Governments.
- B. The Executive Director shall be the chief administrative officer of the Association and shall carry out the policies and guidance of the Board of Directors under the supervision of the Executive Committee. The Executive Director, subject to rules and regulations promulgated by the Executive Committee, shall appoint and remove all subordinate employees of this Council of Governments.
- C. The Executive Director shall prepare the annual budget of this Council and shall faithfully execute all other duties and responsibilities vested in him or required of him by the Board of Directors and Executive Committee.

Article X      Adoption and Amendment

These Bylaws may be amended at any regular or called meeting of the Board of Directors by affirmative vote of a majority of the total number of Directors, voting in person, provided that at least five (5) days notice in writing be given to all member of the Board of Directors setting forth in detail the proposed amendment or amendments.

Article XI.      Annual Report and Audit

The Council shall have an annual audit made of its financial accounts and transactions during the preceding fiscal year by an independent certified public accountant. A copy of the annual audit shall be submitted to each member of the Executive Committee and to any member of the Board of Directors upon request. In addition, the Council will prepare an annual report to be provided to all members of the Board of Directors.

Article XII      Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the particular member of the Executive Committee or particular member of the Board of Directors entitled to such notice shall be deemed equivalent and substantial notice thereof.