

## **BYLAWS**

### **ARK-TEX COUNCIL OF GOVERNMENTS**

#### **ARTICLE 1**

##### **Name and Organization**

**There is hereby organized pursuant to the authority granted by Article 1011m, Revised Civil Statutes of Texas, and Arkansas Interlocal Cooperation Act 430, an Interstate Regional Planning Commission, hereafter called Council, which shall be known as the Ark-Tex Council of Governments, a voluntary association of local governmental units located in the Texarkana, Texas area.**

#### **ARTICLE II**

##### **Purpose and Objectives**

- 1. It shall be the purpose of the Council: (1) 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; (2) to plan for the future development of the region to the end that transportation systems may be more carefully planned; that the communities, areas and regions grow with adequate streets, utilities and health, educational, recreational and other essential facilities; that needs of agriculture, business and industry be recognized; that residential areas provide health surroundings for family life; that historical and cultural value be preserved; and that the growth of the communities, areas and regions is commensurate with and promotive of the efficient and economical use of public funds; and (3) to eliminate duplication and promote economy and efficiency in the coordinated development of the area.**
  
- 2. In achieving these objectives, the Council may: (1) exercise any powers heretofore or hereafter conferred upon it by state law; (2) undertake studies, collect data and develop area plans and programs; (3) engage in such other activities as the Council finds necessary or desirable to accelerate area development and correct area problems; (4) receive and expend gifts, contributions and donations which may be made to the Council to accomplish its purposes; (5) apply and contract for, receive and expend funds from Council members, as provided in the Bylaws, to finance the costs of operation; and (6) assist, encourage, and coordinate the activities of all parties concerned both public and private, in implementing those plans and programs which affect the growth and development of the area.**

### ARTICLE III

#### **Membership**

1. **Membership shall consist of local governmental units as defined in Section 18 of Article 1011m of Vernon's Annotated Civil Statutes and of the Arkansas Interlocal Cooperation Act 430, which may join by passage of an ordinance, resolution, order or other means, upon payment of dues as provided in Article XI of the Bylaws and approval of the Board of Directors of the Ark-Tex Council of Governments.**
2. **Local governmental units eligible for membership shall be geographically situated in whole or in part, within Bowie, Cass, Morris, Red River, Lamar, Delta, Franklin, Hopkins, and Titus Counties in Texas, and Miller County in Arkansas, and adjoining counties upon the approval of the Board of Directors of the Council, and may include counties, cities, towns, villages, hospital authorities, districts or other political subdivisions of the State.**
3. **A member which is more than six months in arrears in its dues as herein provided may be denied its voting privileges until such time as the dues are paid.**
4. **A member may withdraw from the Council upon notifying the Executive Committee by resolution or other appropriate legal action of the governing body of such withdrawing member. In the event of withdrawal by a member of the Council, said member shall not be entitled to a return of any portion of previously paid annual dues.**
5. **As an honor, past presidents who are no longer member representatives may be recognized as ex-officio, non-voting, non-dues paying, non-entity representative members by the Board in the capacity of citizen advisors.**

### ARTICLE IV

#### **Board of Directors**

1. **The Board of Directors shall be composed of members elected or appointed by the membership within the area specified in these Bylaws and shall be elected or appointed as may be determined by each respective member in the following manner:**
  - a. **Each member county government shall have one Director who shall be an elected official appointed by the Commissioner's Court;**
  - b. **Each member city with a population of 10,000 or more shall have three Directors who shall be elected officials appointed by the City Council;**
  - c. **Each member city with a population of less than 10,000 shall have one Director who shall be an elected official appointed by the City Council;**

- d. Each member community college, junior college or school district shall be entitled to have one member on the Board of Directors who shall be appointed from their elected governing body from the area described in Article III of these Bylaws;
  - e. Each member special district shall be entitled to have one member on the Board of Directors who shall be appointed from their elected governing body from the area described in Article III of these Bylaws;
  - f. Each member authority shall be entitled to have one member on the Board of Directors who shall be appointed from their governing body of the authority and shall be from the area described in Article III of these Bylaws.
  - g. All members of the Texas Legislature whose districts include all or part of the Ark-Tex Council of Governments' region shall serve on the Board of Directors.
2. The term "elected officials" used herein means a mayor or member of the governing body of a municipality, a county judge, a county commissioner, a member of the board of trustees of a school district or a member of the elected governing body of a special district.
  3. Each Director shall have one vote and shall be appointed for a period of two years, beginning on June 1 of the year appointed. Each may serve until his successor is duly qualified or installed. A member of the Board of Directors must be physically present to vote at any regular or special meeting of the Board of Directors. No proxy votes, meetings via telephone conference calls, or live video transmission meetings are allowed per Opinion rulings of the Office of the Attorney General of the State of Texas.
  4. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the member from which such Director received his selection by election or appointment.

## ARTICLE V

### Executive Committee

1. There will be an Executive Committee chosen from the Board of Directors, consisting of President, Vice-President, Secretary, Treasurer and twelve other members. These sixteen Committee members are to be elected by the Directors at the Annual Meeting which shall be the regular meeting in September and will serve a two-year term beginning at the regular meeting in October, with no limitations for successions. No Board member may be elected to the Executive Committee if the entity which he represents is in arrears of dues owed to the Ark-Tex Council of Governments. Vacancies on the Executive Committee because of death, resignation, removal, disqualification or otherwise may be filled immediately by vote of the Board of Directors at a regular meeting of the Ark-Tex Council of Governments on recommendation of a nominating committee of not less than three Directors appointed by the highest officer of the then active Executive Committee.

- a. **The President shall be the principal executive officer of the Council, and in general, shall supervise and control all the business and affairs of the Council. He shall preside at all meetings of the members and of the Board of Directors. He and/or the Secretary, Treasurer or any other proper officer of the Council authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts, checks, drafts or other instruments which the Board of Directors has authorized to be executed, and in general, he shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors from time to time. The Board of Directors may authorize, upon occasion, the Executive Director to act in its behalf and sign documents as described above.**
- b. **In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.**
- c. **The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; be custodian of the records and ensure execution of such as duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.**
- d. **If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever; and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.**
- e. **No entity member may have more than one Director serve on the Executive Committee.**

2. **The Executive Committee, unless otherwise determined by the Board of Directors, shall normally meet monthly, and shall be responsible for the implementation of policies established by the Board of Directors. Such meetings, unless otherwise determined by the Executive Committee, shall be held in the City of Mount Pleasant. Actions to the Executive Committee may be appealed to the Board of Directors upon the written request of any member.**
3. **A majority of the sixteen-member Executive Committee shall constitute a quorum and the President shall vote only in case of tie vote of other members.**
4. **A member missing more than three (3) consecutive, regular Executive Committee meetings must have a legitimate excuse, approved by the Executive Committee for his/her third consecutive absence or he/she shall forfeit his/her position on the Executive Committee. A position made vacant by such forfeiture shall be filled as described in Article V, para. (1) above. Regular membership on the Board of Directors shall not be affected by the provisions of this paragraph.**

#### ARTICLE VI

##### **Executive Director and Staff**

1. **The Board of Directors shall employ an Executive Director who shall serve at the pleasure of the Board.**
2. **The Executive Director shall be the chief administrative officer of the Council, appoint and remove all subordinate employees and, subject to the rules and regulations of the Board of Directors, act for and in the name of the Council.**
3. **The Executive Director shall prepare the annual budget and work program of the Council and shall faithfully execute all other duties and responsibilities vested in or required of him by the Board of Directors.**

#### ARTICLE VII

##### **Meetings**

1. **The Board of Directors shall hold regular and/or special meetings at such times and places as it may determine and said meetings shall be open to the public. Normally such meetings shall be held quarterly, unless otherwise determined by the Board of Directors and, in terms of location, shall be rotated throughout the region.**
2. **Special meetings may be called by the President or upon the written request of twenty percent (20%) of the members of the Board of Directors for the purpose of transacting any business specified in the call. The call for a special meeting must be in writing and mailed to each Director at least five days before such meeting.**

3. There shall be an annual meeting of the Council at a time and place to be determined by the Board of Directors. Normally this meeting shall be held during the month of September, as herein described, and shall constitute one of the Board of Directors' normal quarterly meetings.
4. Ten percent (10%) of the positions on the Board of Directors will constitute a quorum at any meeting of the Council; provided, however, that a quorum may not be less than the number required by the Bylaws for a quorum of the Executive Committee.

#### ARTICLE VIII

##### Waiver of Notice

1. Whenever any notice is required to be given under the provisions of the Bylaws to any member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### ARTICLE IX

##### Books and Records

1. The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, and Board of Directors, and shall keep at the registered or principal office a record giving names and addresses of members entitled to vote. All books and records of the Council may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE X

##### Contracts, Checks, Deposits, Funds and Other Business

1. The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the Council, and such authority may be general or confined to specific instances.
2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Council.
3. All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board of Directors may select.

4. **The Board of Directors shall be responsible for the review, approval and adoption of all Council policy documents, including but not limited to an annual budget, as herein described, action/implementation plans, annual work program, affirmative action and personnel plans and rules.**

## **ARTICLE XI**

### **Finances, Budget and Payments**

1. **The Council shall adopt an annual budget on or before September 30<sup>th</sup> of each year and its fiscal period shall begin on the first day of October in each year.**
2. **Each year upon adoption of the annual budget, the Council shall fix the dues for all member governmental units. Dues shall be in sufficient amounts to provide funds as required by the budget.**
3. **New governmental units may join the Council upon the payment of dues prorated for the remaining portion of the Council's fiscal year.**
4. **The dues for each city shall be 20 cents per capita based on the most current census that is a Council-recognized census estimate with a minimum of one hundred dollars (\$100.00) annually (see paragraph 5). County governmental units shall pay 15 cents per capita of population for non-member incorporated areas and 15 cents per capita of population for unincorporated areas of the county.**
5. **All other governmental units shall pay a minimum of one hundred dollars (\$100.00) annually.**

## **ARTICLE XII**

### **Parliamentary Rule**

**“Robert’s Rules of Order Revised” shall be the authority of all questions of parliamentary procedure not covered by these Bylaws.**

## **ARTICLE XIII**

### **Amendments**

1. **Amendments by the Board of Directors. These Bylaws may be amended by a vote of the Board of Directors approving the amendment at any meeting, provided that the proposed amendment has been submitted in writing to each member of the Board at least ten days in advance of each meeting and ratified by a majority vote of three-fourth (3/4) of the Directors at any meeting.**

**These Bylaws adopted by the Directors of the Ark-Tex Council of Governments at a meeting thereof at Texarkana, Texas, this the 24<sup>th</sup> day of June, 1969.**

**AS AMENDED -**

- November 7, 1974**
- June 3, 1976**
- May 3, 1976**
- December 6, 1979**
- September 24, 1981**
- September 9, 1982**
- September 24, 1985**
- June 25, 1987**
- January 12, 1993**
- March 30, 2000**
- February 23, 2006**
- June 30, 2011**
- March 27, 2014**

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**Charles McMichael, President  
Ark-Tex Council of Governments**

**ATTEST:**

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**Laura Mabey, Secretary  
Ark-Tex Council of Governments**