

1 **BYLAWS**

2
3 **ALAMO AREA COUNCIL OF GOVERNMENTS**

4
5 **ARTICLE I**

6
7 **Name and Organization**

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9 The Alamo Area Council of Governments (the Council) is a voluntary association of
10 local governments and organizations organized pursuant to Chapter 391, Texas Local
11 Government Code as a regional planning commission. The Council serves the Alamo
12 Area State Planning Region 18, which is comprised of Atascosa, Bandera, Bexar,
13 Comal, Frio, Gillespie, Guadalupe, Karnes, Kendall, Kerr, McMullen, Medina, and
14 Wilson counties.

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16 **ARTICLE II**

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18 **Purpose and Objectives**

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20 1. The Alamo Area Council of Governments’ purpose is to enhance the quality of
21 life of all residents of the Alamo Region in partnership with elected and appointed
22 officials, funders, community partners and beneficiaries.
- 23
24 2. In achieving these objectives, the Council may: (1) exercise any powers
25 heretofore or hereafter conferred upon it by state law; (2) undertake studies,
26 collect data and develop regional and area plans and programs; (3) engage in
27 such other activities as the Council finds necessary or desirable to accelerate
28 area development and correct area problems; (4) receive and expend gifts,
29 contributions and donations which may be made to the Council to accomplish its
30 purposes; (5) apply and contract for, receive and expend funds from Council
31 members, as provided in the Bylaws, to finance the costs of operation; and (6)
32 assist, encourage, and coordinate the activities of all parties concerned both
33 public and private, in implementing those plans and programs which affect the
34 growth and development of the area.

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36 **ARTICLE III**

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38 **Membership**

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40 1. Membership shall consist of local governmental units as defined in Section
41 391.002, Texas Local Government Codes Annotated, which may join by passage

42 of an ordinance, resolution, order or other means, upon payment of dues as
43 provided in Article XI of these Bylaws and approval of the Board of Directors of
44 the Council.

45
46 2. Local governmental units eligible for membership shall be geographically situated
47 in whole or in part, within Atascosa, Bandera, Bexar, Comal, Frio, Gillespie,
48 Guadalupe, Karnes, Kendall, Kerr, McMullen, Medina, and Wilson counties in
49 Texas, and adjoining counties upon request and the approval of the Board of
50 Directors of the Council. Local governmental units eligible for membership
51 include counties, cities, towns, villages, hospital authorities, districts or other
52 political subdivisions of the State.

53
54 3. A member which is more than three months in arrears in its dues may be denied
55 its voting privileges until such time as the dues are paid. A member shall be
56 deemed to have withdrawn from the Council upon becoming more than six (6)
57 months in arrears in its dues.

58
59 4. A member may withdraw from the Council by resolution or other appropriate legal
60 action of the governing body of such withdrawing member and the forwarding of
61 notice of such action to the Council's Executive Director. The member's
62 withdrawal shall be effective as of the date the withdrawing member's governing
63 bodies took action. In the event of withdrawal by a member of the Council, said
64 member shall not be entitled to a return of any portion of previously paid annual
65 dues.

66
67 5. All other organizations within the Council's planning region, whether public or
68 private, not otherwise eligible for membership, may by formal letter to the Council
69 request to become an Associate Member of the Council. Such associate
70 members may participate in Council business solely in an advisory capacity and
71 shall not have the right to vote at Council meetings or be represented on the
72 Council's Board of Directors.

73
74 6. Management of the Council shall be vested in the Council's Board of Directors.
75 At least two-thirds (2/3) of the members of the Board must be elected officials of
76 participating counties or municipalities. The Board of Directors shall select from
77 its members a Chair and Vice-Chair, who shall serve for a period of one year and
78 who shall preside at all meetings of the Council, except as otherwise provided for

79 herein. Should a vacancy occur in the Chair or Vice-Chair position, the vacancy
80 shall be filled by a member of the Board.

81
82 7. On an annual basis or as needed to fill a vacancy in the position of Chair or Vice-
83 Chair, a nominating committee composed of the current and former Chairs of the
84 Board of Directors, shall meet and review the current membership of the Board
85 and recommend to the Board of Directors a Chair and Vice-Chair for the
86 upcoming calendar year. The Board may also consider nominations from the
87 floor in addition to the recommendations from the nominating committee.

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89 **ARTICLE IV**

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91 **Board of Directors**

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93 1. The Board of Directors (the Board) shall be composed of members elected or
94 appointed by the membership within the areas specified in these Bylaws and
95 shall be elected or appointed as may be determined by each Council member in
96 the following manner:

97
98 a. Three Bexar County representatives, at least two of whom shall be
99 members of the County's Commissioner's Court. The Bexar County
100 Commissioner's Court shall designate and appoint their representatives.

101
102 b. Three City of San Antonio representatives, at least two of whom shall be
103 members of the City Council. The City of San Antonio shall designate and
104 appoint their representatives.

105
106 c. Representatives of member cities other than San Antonio as follows:

107
108 1. Three representatives for Cities situated in Bexar County.
109 Representatives may be elected at large or members may agree upon
110 a division of their number into groups of at least six. The Greater
111 Bexar County Council of Cities (the GBCCC) will coordinate the
112 election.

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114 2. Three representatives for Cities not classified as "Urbanized" and
115 situated outside of Bexar County.

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Cities shall be grouped by counties as follows:

- a. Group A cities – Atascosa, Frio, McMullen, Medina – One member. AACOG will coordinate and disseminate a letter to all eligible cities within Group A. The letter will contain a list of all eligible candidates, and request that cities select their respective representative. After AACOG tallies the vote, the candidate with the highest number of votes will be the designee.
- b. Group B cities – Comal, Guadalupe, Karnes and Wilson – One member. AACOG will coordinate and disseminate a letter to all eligible cities within Group B. The letter will contain a list of all eligible candidates, and request that cities select their respective representative. After AACOG tallies the vote, the candidate with the highest number of votes will be the designee.
- c. Group C cities – Bandera, Gillespie, Kendall and Kerr – One member. AACOG will coordinate and disseminate a letter to all eligible cities within Group C. The letter will contain a list of all eligible candidates, and request that cities select their respective representative. After AACOG tallies the vote, the candidate with the highest number of votes will be the designee.
- d. One representative for cities classified as “Urbanized” situated outside of Bexar County.
- e. One representative selected by Council members who represent independent public utility boards and special districts. AACOG will coordinate and disseminate a letter to all eligible independent public utility boards and special districts, containing a list of all eligible candidates, and request that those entities select their respective representative. The representative candidate with the highest number of votes will be the designee.
- f. One representative selected by Council members who represent multi-county districts. AACOG will coordinate and disseminate a letter to all multi-county districts, containing a list of all eligible candidates, and request that those entities select their respective representative. The representative candidate with the highest number of votes will be the designee.

158 g. One representative selected by Council members who represent hospital /
159 health districts. AACOG will coordinate and disseminate a letter to all
160 eligible hospital / health districts, containing a list of all eligible candidates,
161 and request that those entities select their respective representative. The
162 representative candidate with the highest number of votes will be the
163 designee.

164 h. One representative selected by Council members who represent school
165 districts. Representative shall be a member of a member school district's
166 board of trustees. AACOG will coordinate and disseminate a letter to all
167 eligible school districts, containing a list of all eligible candidates, and
168 request that those entities select their respective representative. The
169 representative candidate with the highest number of votes will be the
170 representative candidate with the highest number of votes will be the
171 designee.

172 i. One representative from each County, other than Bexar. Representative
173 shall be a member of the Commissioners Court and appointed by their
174 specific Commissioners Court.
175

176 j. One representative selected by Council members who represent soil and
177 water conservation districts. AACOG will coordinate and disseminate a
178 letter to all eligible soil and water conservation districts, containing a list of
179 all eligible candidates, and request that those entities select their
180 respective representative. The representative candidate with the highest
181 number of votes will be the designee.
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183 k. Two representatives, one from the Texas Senate and one from the Texas
184 House of Representatives, to be selected by Council representatives who
185 represent urban and rural areas within the AACOG region shall be
186 members and have voting privileges. AACOG will coordinate and
187 disseminate a letter, containing a list of all eligible candidates, to all
188 eligible representatives from the Texas Senate and Texas House whose
189 electoral districts lie within the AACOG region; and request that those
190 eligible candidates select their respective representatives. The candidates
191 with the highest number of votes will be the designees.
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194 *Ex-Officio, non-voting*, status will also be extended to the balance of the
195 delegation members within the AACOG region (State Planning Region

196 18); as per *Texas Local Government Code, Section 391.006 (c)*,
197 *Governing Body of a Commission*.

198
199 **i.** One representative from Joint Base – San Antonio. *Ex-Officio, non-voting*,
200 status will be extended to the representative; whom shall represent the
201 military installations and personnel.

202
203 m. Directors shall be permitted to designate an alternate to attend Board
204 meetings in their behalf. Only one designated alternate however, who is
205 not an elected official, may represent Director and exercise voting
206 privileges at a Board meeting so long as elected officials constitute two-
207 thirds (2/3) of the Board Directors present to vote and voting at the
208 meeting. Directors shall provide the name and contact information for
209 their designated Alternate(s) in writing to the Executive Director on official
210 stationary.

211
212 2. The term “elected officials” used herein includes, but is not limited to, a mayor or
213 member of the governing body of a municipality, a county judge, a county
214 commissioner, a member of a school district board, a state elected official or a
215 member of the elected governing body of a special district.

216
217 3. Each “elected” Board Director shall be appointed for the current term of their
218 office and will serve until his successor is duly qualified or installed as Board
219 Director. A “non-elected” Board Director will serve for a maximum period of four
220 (4) years, upon which time their respective membership sector shall renew or
221 replace the representative.

222
223 4. Each Board Director shall have one vote, unless otherwise stated. A member of
224 the Board of Directors or their designated alternate must be physically present to
225 vote at any regular or special meeting of the Board of Directors. No proxy votes,
226 meetings via telephone conference calls, or live video transmission meetings are
227 allowed. A simple majority of members of the Board shall constitute a quorum for
228 the conduct of business. Voting shall be by voice or by the showing of hands, at
229 the discretion of the Chair; provided; however, that a roll call vote shall be had
230 upon the seconded request of any member of the Board. The vote of a majority
231 of the members present at a meeting shall decide any motion before the Board
232 except as hereinafter provided. On any motion determined by a majority vote
233 upon which a Board member representing a general purpose government, or a
234 group of such governments, dissents, said dissenting member may request

235 reconsideration of said motion by a weighted vote. The Chair must grant such
236 request for reconsideration. Only Board members representing a general-
237 purpose government, or a group of such governments, shall be entitled to
238 participate in a weighted vote. The votes of such members shall be weighted on
239 the basis of the population represented by such members and the population of
240 each general-purpose government shall be the figure used to calculate the
241 payment of Council dues for the then current year, as follows:

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- 243 a. A member (or members) representing a county shall cast the number of
244 votes equal to the total population of the county.
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- 246 b. A member (or members) representing a city (or group of cities) shall cast
247 the number of votes equal to the total population of the city (or cities).
- 248
- 249 c. A member (or members) representing the City of San Antonio, present
250 and voting, may collectively vote only the total population of the City of
251 San Antonio.
- 252
- 253 d. A member (or members) representing Bexar County, present and voting,
254 may collectively vote only the total population of Bexar County.
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256 In consideration of a motion by weighted vote, a majority vote for or against the
257 previous action of the Board shall decide the motion. A motion for
258 reconsideration may only be made during the meeting for which the original
259 motion was considered.

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261 5. A vacancy in office because of death, resignation, removal, disqualification or
262 otherwise, of a Director shall be filled by the Council member which elected or
263 appointed said Director.

264

265 6. Required attendance at Board of Director Meetings:

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267 a. A Director shall relinquish their seat upon three meeting absences by the
268 Director and/or their alternate within a single calendar year, when no
269 reasonable excuse is presented by the Director to the Board.

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271 b. When an alternate is not designated, a Director shall relinquish their seat
272 upon three Board meeting absences when no reasonable excuse is
273 presented.

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275 c. Board meeting attendance records shall reflect the attendance of the
276 Director or their alternate, considered together as a single attendance
277 record.

278
279 d. The Executive Director shall notify a Director of the attendance
280 requirements when the Director and their alternate, collectively miss two
281 meetings within a calendar year. After collectively missing a third Board
282 meeting, the Board Chair shall notify the absent Director and the entity
283 they represent (appointing body), in writing that the Director is required to
284 relinquish their seat.

285
286 e. Excused absence determined by Board Chair or Executive Director when
287 notified by Director in advance of anticipated absence.

288
289 7. The Chair shall be the principal executive officer of the Council, and in general,
290 shall supervise and control all the business and affairs of the Council. The Chair
291 shall preside at all meetings of the Council and of the Board of Directors, except
292 as otherwise stated herein. The Chair, Vice-Chair or any other officer of the
293 Council authorized by the Board may sign contracts, checks, drafts or other
294 instruments which the Board has authorized to be executed, and in general, may
295 perform all duties incident to the office of Chair and other such duties as may be
296 prescribed by the Board from time to time. The Board of Directors may also
297 authorize the Executive Director, his designee and any other Director level officer
298 of AACOG to act on AACOG's behalf and sign documents as described above.

299
300 8. In the absence of the Chair or in the event of the Chair's inability or refusal to act,
301 the Vice-Chair shall perform the duties of the Chair, and when so acting, shall
302 have all the powers of the Chair. The Vice-Chair shall perform such other duties
303 as from time to time may be assigned to them by the Chair or by the Board of
304 Directors.

305
306 9. As an honor, past Chairs who are no longer member representatives may be
307 recognized as ex-officio, non-voting, non-dues paying, non-entity representative
308 members by the Board in the capacity of citizen advisors.

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ARTICLE V

Executive Committee

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314 1. There will be an Executive Committee chosen from the Board of Directors,
315 consisting of the Chair, Vice-Chair, and nine (9) other members chosen by the
316 Chair, after consultation with the Vice-Chair. These eleven (11) Executive
317 Committee members will serve a one-year term beginning at the regular meeting
318 in January, with no limitations for successions. No Board member may serve on
319 the Executive Committee if the entity which they represent is in arrears 60 days
320 or more on dues owed to the Council. Vacancies on the Executive Committee
321 because of death, resignation, removal, disqualification or otherwise may be filled
322 immediately by the Chair. No entity member may have more than one Director
323 serve on the Executive Committee.

324
325 2. The Executive Committee, unless otherwise determined by the Board of
326 Directors, shall meet as necessary, and shall be responsible for the oversight of
327 the Executive Directors' implementation of policies established by the Board of
328 Directors. The Vice-Chair shall preside at meetings of the Executive Committee
329 and in the absence of the Vice-Chair, the Chair shall preside. The Executive
330 Committee shall:

- 331
332 a. Monitor, review and make recommendations to the Board on matters
333 concerning the Council.
334
335 b. Conduct the Executive Director's annual performance and compensation
336 review by January of each year and forward a recommendation to the
337 Board of Directors.
338
339 c. Ensure the development and monitor the implementation of a
340 comprehensive audit program.
341
342 d. Evaluate staff's recommendation and recommend to the Board the
343 selection of an Auditor.
344
345 e. Monitor the fiscal affairs of the Council, which includes but is not limited to
346 the review of financial reports, review of draft audit report(s) and making
347 other necessary recommendations to Board for approval as necessary.
348
349 f. Make recommendation to the Board of Directors regarding any disciplinary
350 action against the Executive Director.
351
352 g. Actions of the Executive Committee may be appealed to the Board of
353 Directors upon the written request of any member.
354

- 355 3. A simple majority of the Executive Committee shall constitute a quorum for the
356 purpose of conducting business.
- 357
- 358 4. A member of the Executive Committee shall relinquish their seat on the
359 Executive Committee, upon the occurrence of two meeting absences within a
360 single calendar year, when no reasonable excuse for their absence is presented
361 by the Director to the Chair. A position made vacant by such forfeiture shall be
362 filled as described in Article V, paragraph (1) above. Regular membership on the
363 Board of Directors shall not be affected by the provisions of this paragraph.
- 364
- 365 5. In addition to the Executive Committee, the Board of Directors may create and
366 appoint members to ad-hoc sub-committees, create, appoint and remove with
367 cause, members to any program advisory committee, as the Board deems
368 necessary. Unless otherwise directed by the Board, all sub-committees and
369 program advisory committees shall forward studies, findings and
370 recommendations directly to the Board for consideration. Sub-committees shall
371 be composed of the Chair, at their discretion, and a minimum of three other (3)
372 Board members up to a maximum of ten (10), not including the Chair. A simple
373 majority of the members of any committee shall constitute a quorum for the
374 conduct of business.

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376 **ARTICLE VI**

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378 **Executive Director and Staff**

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- 380 1. The Board of Directors shall employ an Executive Director and any staff
381 members assigned to direct-report to the Board of Directors, who shall serve at
382 the pleasure of the Board.
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- 384 2. The Executive Director shall be the chief administrative officer of the Council,
385 who shall appoint, supervise and remove all subordinate employees, is subject to
386 the rules and regulations of the Board of Directors. The Executive Director acts
387 for and in the name of the Council and shall direct the day-to-day operations of
388 the Agency. The Agency is defined as the Alamo Area Council of Governments
389 and its affiliations.
- 390
- 391 3. The Executive Director shall be responsible for the preparation of the annual
392 budget and work program of the Council and shall faithfully execute all other

393 duties and responsibilities vested in or lawfully required by the Board of
394 Directors.

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ARTICLE VII

Meetings

- 400 1. The Board of Directors shall hold regular and/or special meetings at such times
401 and places as it may determine and said meetings shall be open to the public.
402 Meetings shall be held monthly at the Council's main office located in San
403 Antonio, Texas, unless otherwise determined by the Board.
- 404
- 405 2. Special meetings of the Board may be called by the Chair or upon the written
406 request of twenty percent (20%) of the members of the Board of Directors for the
407 purpose of transacting any business specified in the call. The call for a special
408 meeting must be in writing and mailed to each Director at least five days before
409 such meeting.
- 410
- 411 3. There shall be an annual meeting of the Council at a time and place to be
412 determined by the Board of Directors. Normally this meeting shall be held during
413 the month of December, as herein described, and shall constitute one of the
414 Board of Director's normal monthly meetings.
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ARTICLE VIII

Waiver of Notice

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

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ARTICLE IX

Books and Records

429 The Council shall keep correct and complete books and records of account and shall
430 also keep minutes of the proceedings of its members, Board of Directors, and Executive
431 Committee and shall keep at the registered or principal office a record giving names and

432 addresses of members entitled to vote. All books and records of the Council may be
433 inspected by any member or his agent or attorney for any proper purpose at any
434 reasonable time.

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ARTICLE X

437

Contracts, Checks, Deposits, Funds and Other Business

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440 1. The Board of Directors may authorize any officer or officers, agent or agents of
441 the Council, in addition to the officers so authorized by these Bylaws, to enter
442 into any contract or execute and deliver any instrument in the name of and on
443 behalf of the Council and such authority may be general or confined to specific
444 instances.

445

446 2. All checks, drafts or orders for the payment of money, notes or other evidences
447 of indebtedness issued in the name of the Council shall be signed by such officer
448 or officers, agent or agents of the Council and in such manner as shall from time
449 to time be determined by the Board of Directors.

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451 3. The Board shall provide for an independent audit annually, with the auditor
452 selected pursuant to a Request for Proposal (RFP) to be released at least every
453 five (5) years. The contract awarded through the RFP will be for three (3) years
454 with two (2) one (1)-year extensions that will be made at the pleasure of the
455 Board of Directors. The maximum number of consecutive years that an auditor
456 or auditing firm may provide services will be five (5). If no qualified proposals are
457 received at the end of the five (5) years, the Board may authorize an additional
458 one (1)-year extension until a qualified proposer is selected.

459

460 4. All funds of the Council shall be deposited from time to time to the credit of the
461 Council in such banks, trust companies or other depositories as the Board of
462 Directors may select.

463

464 5. The Board of Directors shall be responsible for the review, approval and adoption
465 of all Council policy documents, including but not limited to an annual budget,
466 strategic / implementation plans, annual work programs, affirmative action plans
467 and personnel policies.

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469 **ARTICLE XI**

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471 **Finances, Budget and Payments**

- 472
473 1. The Board of Directors shall adopt an annual budget on or before December 31st
474 of each year and its fiscal period shall begin on the first day of January in each
475 year.
- 476
477 2. Each year upon adoption of the annual budget, the Board of Directors shall fix
478 the dues for all member governmental units. Dues shall be in sufficient amounts
479 to provide funds as required by the budget.
- 480
481 3. New members may join the Council upon the payment of dues prorated for the
482 remaining portion of the Council's fiscal year as of the effective date of their
483 governing body's membership approval.
- 484
485 4. Annual membership dues of governmental units who become members of the
486 Council shall be as follows:
- 487
488 a. Cities and Counties
- 489
490 1. All pay 7 cents per capita according to latest census estimates.
491 2. Minimum for counties is \$1,000.
492 3. Minimum for cities is \$600.
- 493
494 b. All other entities, not cities or counties, regardless of classification are
495 \$600.

496 **ARTICLE XII**

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498 **Parliamentary Rule**

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

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506 **ARTICLE XIII**

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Amendments

510 These Bylaws may be altered, amended, or added to by the Board of Directors at any
511 Board or Council meeting provided that at least thirty (30) days' written notice setting
512 forth the proposed changes is given to all Council members. Changes will take effect
513 upon the affirmative vote of three-fourths of the total number of Board members
514 present, after a quorum is established. Voting on proposed changes may be by oral
515 vote or written ballot and shall be by written ballot upon the request of any Director.