

North Central Texas Council of Governments

TO: NCTCOG Member Governments

DATE: June 1, 2026

FROM: Victoria Johnson, President

SUBJECT: Election of Officers and Directors of the North Central Texas Council of Governments Executive Board and Proposed Bylaws Amendments to be Considered by the General Assembly

The 2026 General Assembly of the North Central Texas Council of Governments (NCTCOG) will be held on June 12, 2026, at the Hurst Conference Center beginning at 12:00pm.

During the meeting, the membership will elect Officers and Directors of the Executive Board, who may be elected by a majority vote of members present at the General Assembly. In addition, the membership will be asked to approve another major item of business—a comprehensive set of amendments to the NCTCOG Bylaws. The Bylaws may be amended by an affirmative vote of seventy-five percent (75%) of the members present at the General Assembly. Proposed amendments are required to be submitted to the Executive Board at least sixty (60) days prior to the General Assembly.

A Bylaws Review Committee began work in Summer 2025 to conduct a thorough review and update. Following its report in January 2026, the Executive Board spent several additional months working on these proposed amendments. At its March 2026 meeting, the Executive Board passed a resolution recommending enactment of the proposed amendments for consideration by the General Assembly. A copy of the resolution and redline of the Bylaws is enclosed for reference.

The material changes included in the proposed amendments relate to the composition of the nominating committee that prepares the slate of Officer and Director candidates for consideration by the General Assembly; clarify that, with nominating committee approval, the Immediate Past President may no longer be a local elected official; address the timing of vacancy replacement for Directors other than those representing “designated” seats; and refine language related to Director and Officer indemnification.

Other proposed amendments establish term limitations, specify the progression of Officers, and define Officer duties. Finally, a new section has been added to permit an Executive Committee of the Executive Board to be constituted to advise the NCTCOG Executive Director on matters affecting the organization. This memo and its related attachments are posted on NCTCOG’s General Assembly website at www.nctcog.org/executive-director/the-general-assembly.

Should you have any questions about these recommended amendments, please contact me or our Executive Director, Todd Little, at 817-695-9101.

Exhibit: 2026-03-11-EDO

RESOLUTION RECOMMENDING GENERAL ASSEMBLY ENACTMENT OF THE AMENDED BYLAWS OF THE NORTH CENTRAL TEXAS COUNCIL OF GOVERNMENTS

WHEREAS, the North Central Texas Council of Governments (NCTCOG) is a Texas political subdivision and non-profit corporation organized and operating under Texas Local Government Code Chapter 391 as the regional planning commission for the 16-county North Central Texas region; and,

WHEREAS, NCTCOG is a voluntary association of, by and for local governments established to assist in planning for common needs, cooperating for mutual benefit, and coordinating for sound regional development; and,

WHEREAS, the NCTCOG Bylaws were last amended in 2018; and,

WHEREAS, the NCTCOG President, Councilmember Victoria Johnson, appointed a Bylaws Review Committee in August 2025 to comprehensively review the Bylaws and recommend any changes necessary to comport with current law and practices; and,

WHEREAS, the Bylaws Review Committee met numerous times throughout the fall of 2025 and early 2026 to consider potential revisions with support from NCTCOG staff; and,

WHEREAS, the Bylaws Review Committee reviewed the proposed Amended Bylaws and recommended forwarding to the NCTCOG Executive Board for consideration; and,

WHEREAS, the Executive Board has reviewed the Amended Bylaws and is in favor of the revisions contained therein; and,


WHEREAS, the Executive Board desires to recommend General Assembly enactment of the Amended Bylaws at its June 2026 annual meeting.

NOW, THEREFORE, BE IT HEREBY RESOLVED THAT:

Section 1. The Executive Board recommends General Assembly enactment of the Amended Bylaws of the North Central Texas Council of Governments in substantially similar form to Attachment 1.

Section 2. The Executive Board acknowledges the revisions contained in the Amended Bylaws were submitted to it in writing on this date, March 26, 2026.

Section 3. This resolution shall be in effect immediately upon its adoption.


Victoria Johnson, President
North Central Texas Council of Governments
Councilmember, City of Burleson

I hereby certify that this Resolution was adopted by the Executive Board of the North Central Texas Council of Governments on March 26, 2026.

Signed by:

Brandon Huckabee

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Brandon Huckabee, Secretary-Treasurer
North Central Texas Council of Governments
County Judge, Erath County

AMENDED AND RESTATED BYLAWS (REVISED) OF THE
North Central Texas Council of Governments

~~2018~~2026

INTRODUCTION

The North Central Texas Council of Governments (NCTCOG) is the regional planning commission for the 16-county Texas State Planning Region 4 comprising Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant and Wise counties. NCTCOG is a Texas political subdivision and non-profit corporation organized and operating under Texas Local Government Code Chapter 391.

STATEMENT OF PRINCIPLES AND POLICIES

1. The underlying concept of the North Central Texas Council of Governments (hereinafter referred to as the Council) is that the general purpose units of government, which are closest to the people, should exercise the basic initiative and leadership and have the primary responsibility for dealing with those problems and needs which require action on an areawide or regional basis.
2. The physical, economic, and social well-being of the region, its citizens and business enterprises, now and in the future, are dependent upon an orderly development of the entire region. This will be possible only with the successful coordination of governmental services and policies.
3. Counties and cities are the principal units of local government in the region. As such, they have the responsibility for anticipating and meeting the local governmental needs which future development will produce, including the need for joint and coordinated areawide services.
4. County and city governing bodies are, and should continue to be, the top policy makers in local government. They are directly concerned with all services and regulations affecting the public in their communities.
5. Constructive and workable policies and programs for meeting and solving the areawide problems of local government will be most effectively and expeditiously developed by regular meetings of governmental unit members in an areawide voluntary council dedicated to the solution of these problems.
6. The Council is an organization through which individual governmental units can coordinate their efforts. It is not in itself a government nor does it seek to become one.
7. The Council shall consider such matters as are areawide or regional in nature or as requested by or deemed beneficial to its member governments.

MEMBERSHIP

Section I.

Membership in the Council of Governments shall be voluntary and will be determined by passage of a resolution, the payment of dues, and shall be open to the following eligible entities:

- A. Any county in State Planning Region 4, as determined by the Office of the Governor, State of Texas.
- B. Any incorporated cities, municipalities, towns, and villages within State Planning Region 4, as determined by the Office of the Governor, State of Texas.
- C. Any authority, district or other political subdivision of the State within State Planning Region 4, as determined by the Office of the Governor, State of Texas.

GENERAL ASSEMBLY

Section II.

- A. The General Assembly shall be composed of one (1) elected or appointed public official from each governmental member of the Council whose annual dues are current. The General Assembly shall be responsible for the election of officers, directors and for amendments to these Bylaws except as otherwise provided herein.
- B. The members present at any Assembly meeting shall constitute a quorum, and the majority vote of said members shall decide any business under consideration except Bylaws. Bylaws may be revised by an affirmative vote of seventy-five percent (75%) of the members present. (See Section XI.)
- C. The General Assembly shall elect a President, Vice President, Secretary-Treasurer, and Directors to serve on the Executive Board.

GENERAL MEMBERSHIP (GENERAL ASSEMBLY) MEETINGS

Section III.

- A. An annual membership meeting of the General Assembly shall be held after the municipal elections for the purpose of electing Officers and Directors to the Executive Board. Additional meetings may be called by the Executive Board, as necessary. General membership meetings shall be for the purposes of amending Bylaws, electing officers, and conducting any other business which may be deemed appropriate.

- B. Written notice of the time, date and location of general membership meetings shall be transmitted to each member government entitled to vote thereat (at the member's physical or electronic address as it appears on the books of the Council) at least ten (10) days prior to the meeting.
- C. Special general membership meetings, for any purpose or purposes, shall be called by the President at the written request of a majority of the members of the General Assembly.
- D. Written notice of special general membership meetings, stating the time, place, and object of such meetings, and the business to be transacted, shall be transmitted to each member government entitled to vote thereat, at least ten (10) days before such meeting. Business transacted at all special meetings shall be confined to the objects and business to be transacted as stated in the notice.
- E. The time, date, and location of all general membership meetings shall be determined by the President as recommended by the Executive Board.

ROLE AND RESPONSIBILITIES

Section IV.

- A. The Council shall be concerned with the planning of the region with respect to transportation, water supply, storm water, waste water, flood management, emergency management, work force development, community services, data support services, land use, environmental protection, public facilities, conservation, and any other governmental functions beneficial to its members. Such Council shall be vested with full authority to perform all acts, to render all services, to initiate all studies and to make all recommendations authorized by law. The Council is authorized to apply for, contract for, receive and expend for its purposes, any funds or grants from any participating governmental unit or from the State of Texas, Federal Government, or any other sources, and to contract with and receive payments for services rendered to any incorporated municipality, the State of Texas or any of its political subdivisions, or the Federal Government. The Council shall have no power to levy any character of tax whatsoever. The participating governmental units shall pay annual dues, as determined by the Executive Board, to the Council to help offset the costs and expenses required in the performance of its purpose.

The Council is empowered to make use of funds to employ staff and/or agents, rent office space, and contract for goods and services as it deems necessary to expeditiously carry to completion any studies, activities and/or programs with which it may be charged.

- B. A member government(s) may request the Council to conduct or administer a special study, activity or service on their behalf wherein they agree to pay or share in the costs of such. If said study, activity or service is deemed feasible by the Council, it may enter into an agreement(s) with the member government(s) and any other interested parties to conduct same.

EXECUTIVE BOARD

Section V.

- A. The Executive Board shall constitute the Board of Directors and governing body of the Council and shall be responsible for the general policies, programs and the control of funds.
- B. The Executive Board shall also be responsible for approving a work program, including a complement of personnel to implement it, adopting the annual budget following a public hearing of such budget, and making necessary amendments to the budget during the fiscal year.
- C. The Executive Board shall be empowered to appoint an Executive Director as the chief administrative and executive officer of the Council.
- D. The Executive Board shall be empowered to employ consultants and to authorize contracts necessary to carry out the business of the Council.
- E. The Executive Board shall be empowered to appoint study committees, technical advisory committees, and policy development committees deemed necessary to carry out the business of the Council.
- F. The President of the Executive Board shall ~~appoint~~ ~~convene~~ a nominating committee, ~~comprised~~ ~~composed~~ of the President, Vice President, Secretary-Treasurer, and the most recent five (5) NCTCOG Past Presidents (to include the Immediate Past President), to prepare a slate of Officer and Director candidates for consideration at the annual membership meeting of the General Assembly. The minimum quorum for such nominating committee to conduct its business shall be five (5) members. In the event quorum cannot be reached, the most recent 6th Past President shall be invited to participate, or in their unavailability or absence the 7th Past President, and so on until the quorum is satisfied.
- G. The Executive Board shall meet regularly at least once each month, unless otherwise determined by its members, to conduct the continuing business of the Council.
- H. Representation on the Board shall meet the following minimum requirements at all times:
- Counties (6 Seats)
- Four (4) locally elected officials on the Board shall be representatives from the four (4) largest populated member Counties (one from each County), as of the last official census.
 - One (1) locally elected official on the Board shall be from a member County with a population of between Seventy Five Thousand (75,000) and Six Hundred Fifty Thousand (650,000), as of the last official census.

- One (1) locally elected official on the Board shall be from a member County with a population of less than Seventy Five Thousand (< 75,000), as of the last official census.

Cities (10 Seats)

- Three (3) locally elected officials on the Board shall be representatives from the three (3) largest populated member Cities (one from each City), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Two Hundred Thousand (200,000) and Three Hundred Fifty Thousand (350,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between One Hundred Thousand (100,000) and Two Hundred Thousand (200,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Fifty Thousand (50,000) and One Hundred Thousand (100,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Twenty Thousand (20,000) and Fifty Thousand (50,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of less than Twenty Thousand (20,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Fifty Thousand (50,000) and Three Hundred Fifty Thousand (350,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of less than Fifty Thousand (< 50,000), as of the last official census.

No entity shall have more than one representative on the Board at any one time, with the exception that the Past President shall serve in a designated position on the Board and shall not be deemed to be a representative of any specific entity.

- I. The Executive Board shall be composed of the following members:
 1. The Immediate Past President of the Council;
 2. The sixteen (16) Directors of the Council; and,
 3. One (1) ex-officio, non-voting member who is a Texas State Legislator representing a Legislative District that is located in-whole or in-part in a county holding membership in the North Central Texas Council of Governments for so long as required by State law.

- J. Each member of the Executive Board shall be entitled to one vote, with the exception of the President who will only vote in the event of a tie. Members must be in attendance to vote. Attendance via telephone and/or videoconference is allowable when permitted by State law and as prescribed by Board resolution.

- K. The membership of the Executive Board shall always be composed of elected local government officials except as provided in I.3. above or, subject to nominating committee approval, in the event the Immediate Past President no longer holds local elected office.
- L. A majority of the Executive Board members in office immediately before a meeting, excluding the ex-officio, non-voting member, shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which a quorum is not present.
- M. Should a vacancy lasting more than sixty (60) calendar days occur in the Officers or Directors of the Executive Board other than those representing the four (4) largest counties and three (3) largest cities, a successor shall be appointed by the remaining members of the Board to fill the unexpired term and in accordance with Section V. H.
- N. The Executive Board shall establish an Ethics Policy, consistent with State law related to Metropolitan Planning Organizations, which is applicable to Board members and employees.

DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION

Section VI.

- A. No Director or Officer of the Council shall be personally liable to the Council or any other person for an action taken or omission made by the Director or Officer in such person's capacity as a Director or Officer unless a Director's or Officer's conduct was not exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the Director or Officer reasonably believed to be in the best interest of the Council.
- B. The Council shall indemnify and reimburse a Director or Officer for necessary expenses and costs, including attorney's fees, judgments, fines and amounts reasonably paid in settlement, incurred by the Director or Officer in connection with any claim asserted against the Director or Officer in their respective capacity as a Director or Officer so long as the Director's or Officer's conduct was determined by the Executive Board to have been exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the Director or Officer reasonably believed to be in the best interest of the Council.

WAIVER OF NOTICE

Section VII.

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.

ADVISORY GROUPS

Section VIII.

- A. It is the intent of this organization that the Council shall, when advisable, seek the advice and cooperation of interested citizen groups in the formulation of recommendations and to establish the priority of projects for consideration.
- B. The Council may recommend to the Executive Board the establishment of such citizen and/or technical advisory committees as may be necessary to effectively carry out the business of the Council.

FINANCES

Section IX.

All checks or demands for money and notes of the corporation shall be signed by such officer or officers, or such persons as the Executive Board may from time to time designate.

ELECTIONS, ~~AND OFFICERS'~~ TERMS AND DUTIES

Section X.

Election of Officers and Directors to the Executive Board will be conducted at the annual membership meeting of the General Assembly. The elected Officers and Directors shall hold office for one (1) year, said term to begin immediately following the aforementioned meeting and continuing -through the next annual membership meeting or until such time as a replacement has been duly elected in accordance with Section V. M. Directors shall have the opportunity to serve additional one (1) year terms, subject to nominating committee approval. No Director shall serve more than four (4) consecutive one (1) year terms unless elected to be an Officer. This term limitation shall not apply to Directors representing the four (4) largest populated member counties or three (3) largest populated member cities. To promote continuity of leadership, the Secretary-Treasurer shall be promoted to Vice President, the Vice President shall be promoted to President, and the President, upon completion of their term, shall be appointed to Past President, subject to nominating committee approval.

Section XI.

The Officers of the Executive Board shall be President, Vice President, and Secretary-Treasurer. The President shall preside at meetings of the Executive Board and perform all duties incident to his or her office and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the Executive Board. The Vice President shall assume all duties and responsibilities of the President in his or her absence, or in the event of the President's inability or refusal to act. The Vice President shall have other powers

and perform such other duties as may be prescribed by law, these Bylaws, or by the Executive Board. The Secretary-Treasurer shall be responsible for oversight of the keeping of the records of the Executive Board's actions and shall perform such other duties as may be prescribed by law, these Bylaws, or by the Executive Board. In the event the President and Vice President are both absent, the Executive Board shall elect a temporary President by majority vote to serve for the duration of the meeting. The temporary President shall have all powers and responsibilities of the President during said meeting, except the power to appoint committees.

Section XII.

An Executive Committee composed of the President, Vice President, Secretary-Treasurer and Immediate Past President may be constituted to serve in an advisory role to the NCTCOG Executive Director regarding matters affecting the organization.

AMENDMENTS TO THE BYLAWS

Section XIII.

These Bylaws may be altered, amended, or added to by written ballots from the members or by action of the General Assembly or Executive Board, provided:

- A. Proposed changes shall contain a full statement of the proposed amendment or amendments.
- B. The enactment of the amendment by written ballots shall require a majority vote of the city and county member governments.
- C. The enactment of amendments at the General Assembly shall require an affirmative vote of seventy-five percent (75%) of the members present at the General Assembly and shall be submitted in writing to the Executive Board at least sixty (60) days prior to the General Assembly.
- D. The enactment of amendments by the Executive Board shall require a majority vote and shall be limited to only those changes necessary to conform the Bylaws to State law. Any such changes by the Executive Board shall be transmitted in writing to all member governments within thirty (30) days of enactment.

BUDGETS AND PAYMENTS

Section XIV.

- A. The fiscal year of the organization shall begin on the first day of October in each year.

- B. The annual budget, including the dues structure, for the organization shall be prepared and submitted to the Executive Board for approval and adoption on or before the last day of September of each year, after a public hearing thereon.
- C. New members may join the Council upon the pro-rated payment of dues for the remaining portion of the current fiscal year.
- D. The annual dues for city and county member governments shall be established in accordance with current population of such member governments as certified annually by the Council. All other member governments shall pay annual dues as established by the Executive Board.
- E. The books of the Council shall be audited annually by a certified public accountant or accountants, and the audit report shall be approved by the Executive Board and be available no later than six (6) months after the close of the fiscal year.