



## Houston-Galveston Area Council

# H-GAC's Bylaws

### Article I - Organization and Purpose



#### Section 1

The Houston-Galveston Area Council is the voluntary association of local governments for Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton counties comprising the Gulf Coast State Planning Region designated by the Governor of Texas.

#### Section 2

The Houston-Galveston Area Council's purpose is to assist local governments in serving today and helping to plan for tomorrow. The Houston-Galveston Area Council shall function as a Regional Planning Commission under Ch. 391 of the Texas Local Government Code, and may exercise powers conferred on it by State Law or by its member local governments.

### Article II - Membership



#### Section 1

Membership in the Houston-Galveston Area Council shall be voluntary. Any County, City, or Independent School District located in whole or in part within the Gulf Coast State Planning Region may become a member by appropriate action of its governing body, and payment of dues.

#### Section 2

A member of the Houston-Galveston Area Council may withdraw from membership by action of its governing body. Governmental entities may be readmitted to membership by complying with the provisions of Section 1 of this Article.

### Article III - General Assembly



## **Section 1 - Membership**

The General Assembly shall consist of delegates from all member governmental entities of the Council.

## **Section 2 - Composition**

All members of the General Assembly shall be elected officials of the Commissioner's Court, City Council, or Independent School District Board of Trustees which they represent.

- a. The Commissioners' Court of each member County shall select two (2) elected officials as representatives and two (2) elected officials as alternates to the General Assembly, all of whom shall be members of the Commissioners' Court.
- b. The City Council of each member city having a population of 100,000 or more according to the most recent Federal Census shall select two (2) of its members as representatives and two (2) of its members as alternates to the General Assembly.
- c. Each member city with a population not in excess of 99,999 according to the most recent Federal Census shall select one (1) member of its governing body as its representative and one (1) member of its governing body as an alternate to the General Assembly.
- d. Each member independent school district shall select one (1) member of its governing body as its representative and one (1) member of its governing body as an alternate to the General Assembly.
- e. In the event that a representative to the General Assembly becomes ineligible to serve or resigns, the representative's duly appointed alternate shall assume the duties and exercise the powers of that representative. In the event that a representative to the General Assembly is unable to attend a meeting of the General Assembly, the representative's duly appointed alternate shall assume the duties and exercise the powers of that representative for that meeting.

Article IV - General Assembly Meetings



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## **Section 1 - Meetings**

The Chair shall call an Annual Meeting of the General Assembly in the first quarter of each year. The Annual Meeting's principal business will be to hear a report of the Houston-Galveston Area Council's activities for the preceding year and to determine the Council's officers for the current year.

Article V - Offices and Election



### **Section 1 - Officers**

The Officers of the Houston-Galveston Area Council will be Chair, Chair Elect, and Vice Chair. All officers shall be members of the General Assembly and the Board of Directors.

### **Section 2 - Officer Nominations**

The Chair shall annually appoint an Elections Committee, which shall consist of not less than three, nor more than seven members of the Board of Directors, including any past Presidents or past Chairs currently serving on the Board of Directors. During appointment of the Elections Committee, the Chair will call for any interest from the Board members to be considered for nomination to an officer position. The Elections Committee shall recommend nominees for the offices listed in Section 1 for consideration by the Board of Directors. The Board of Directors will select nominees for Officers not less than one month before the Annual Meeting of the General Assembly.

### **Section 3 - Officer Election**

A ballot containing the Board of Directors recommended officer nominees shall be provided to each representative of the General Assembly at least fifteen days prior to the Annual Meeting. The Ballot shall allow write-in votes to be cast for each position. Ballots shall be returned to the Elections Committee for tabulation in accordance with the instructions on the ballot form.

### **Section 4 - Ballot Tabulation**

The Elections Committee shall receive the ballots immediately prior to the Annual Meeting. The Elections Committee shall tabulate all ballots and shall announce its tabulation at the Annual Meeting. Officers shall be elected by a simple majority of the ballots cast.

### **Section 5 - Officer Vacancies**

Should a vacancy occur in the office of the Chair, the Chair Elect shall become Chair for the balance of the unexpired term. Should a vacancy occur in the office of Chair Elect, the Vice Chair shall become Chair Elect for the balance of the unexpired term. Should a vacancy occur in the office of Vice Chair, the Elections Committee shall submit the name of a member of the Board of Directors to serve the balance of the unexpired term. Additional nominations by the Board of Directors shall be in order. Election shall be through a simple majority of the Board of Directors.

Article VI - Board of Directors



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### **Section 1 - Responsibility and Officers**

The Board of Directors shall be the governing body of the Houston-Galveston Area Council. It shall be responsible for the general policies and programs of the Houston-Galveston Area Council and for control of its funds. The Chair of the Houston-Galveston Area Council, or if absent, the Chair Elect, or if absent, the Vice Chair, shall preside at meetings of the Board of

Directors. In the event all officers are absent, members present shall designate a presiding officer. The Vice Chair shall also serve as Chair of the Board's Finance and Budget Committee, and shall attest the official actions of the Board as necessary.

In the event of a declared Federal, State or Local emergency or disaster, and the H-GAC Board of Directors is unable to convene in a duly or special called meeting, H-GAC Board officers, can exercise temporary authority to empower the Executive Director to authorize related procurements, or agreements which require immediate action related to declared emergency or disaster. All agreements, or procurements must be presented for ratification at the next duly or special called meeting of the H-GAC Board.

## **Section 2 - Terms and Method of Appointment**

The Board of Directors of the Houston-Galveston Area Council shall serve terms of one year to begin January 1 and shall be composed of representatives of the General Assembly as follows:

- One (1) representative and one (1) alternate from each member County except Harris County, which shall have two (2) representatives and two (2) alternates, selected by the Commissioners' Court of each member County.
- One (1) representative and one (1) alternate from each member Home Rule City over 25,000 population except the City of Houston which shall have two (2) representatives and two (2) alternates, selected by the City Councils of such member cities.
- The Houston Independent School District General Assembly representative and alternate;
- Two (2) representatives and two (2) alternates representing all member Home Rule Cities, with populations under 25,000, selected by and from the General Assembly representatives of member Home Rule Cities by mutually agreeable procedure.
- Two (2) representatives and two (2) alternates representing all member General Law Cities, selected by and from the General Assembly representatives of member General Law Cities by mutually agreeable procedure.
- One (1) representative and one (1) alternate representing all member independent school districts, other than the Houston Independent School District, selected by and from the General Assembly representatives of member independent school districts by mutually agreeable procedure.
- In the event that a representative to the Board of Directors becomes ineligible to serve or resigns, the representative's duly appointed alternate shall assume the duties and exercise the powers of that representative. In the event a representative to the Board of Directors is unable to attend a meeting of the Board of Directors, the representative's duly appointed alternate shall assume the duties and exercise the powers of that representative for that meeting.

- The Board Chair shall appoint a member of the state legislature as an ex-officio non-voting member of the Board of Directors. The term of this member will be coterminous with the term of the Chair.

### **Section 3 - Meetings**

The Board of Directors shall meet monthly at a time and place it shall designate. Special meetings of the Board of Directors may be called by the Chair or by written request of at least four (4) members of the Board of Directors.

### **Section 4 - Quorum**

A simple majority of the Board of Directors shall constitute a quorum for the transaction of all business. When a quorum is present, the majority vote of members present shall decide any question under consideration, except Bylaw amendments.

### **Section 5 - Rules of Procedure**

The Board of Directors may establish rules of procedure for its meetings to assure efficient and orderly transaction of business. An item may be placed on the agenda of the Board of Directors if so requested by at least six Board members.

### **Section 6 - Committees**

Committees may be created, modified, or dissolved upon recommendation of the Chair and confirmation by the Board of Directors. Committees created by this Board will include a Chair and Vice Chair position. In the event officers are absent, members present shall designate a presiding officer.

## Article VII - Executive Director



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### **Section 1 - Employment**

The Board of Directors shall employ an Executive Director who shall serve at the pleasure of the Board of Directors.

### **Section 2 - Responsibilities of Executive Director**

The Executive Director shall be the chief administrative officer of the Houston-Galveston Area Council, and shall, subject to the rules and regulations of the Board of Directors, act for and in the name of the Houston-Galveston Area Council and appoint and remove all subordinate employees of the Houston-Galveston Area Council. The Executive Director shall, subject to the rules and regulations of the Board of Directors, acquire and/or dispose of all materials, equipment and property required for the operation of the Houston-Galveston Area Council.



### **Section 1 - Dues Schedule**

Each member of the Houston-Galveston Area Council shall pay annual dues on the basis of the following schedule:

- Counties, cities, and towns shall pay annually \$200.00 or four cents (\$.04) per capita, whichever is greater.
- Population figures shall be as set forth in the most recent Federal Census.
- School Districts shall pay annually \$200.00 each or three cents (\$.03) per Average Daily Attendance for the most recent Federal Census year, whichever is greater.

### **Section 2 - Annual Dues**

Each member shall pay an amount equal to one year's dues to the Houston-Galveston Area Council within thirty (30) days from the date of joining. Annual dues shall be paid by January 1 of each calendar year.

### **Section 3 - Members in Arrears**

A member more than six months in arrears in its dues may be denied voting privileges until dues are paid.

### **Section 4 - Fund Sources**

The Houston-Galveston Area Council may apply for, contract for, receive and expend funds from the State of Texas, the Federal Government, or any other source. The Houston-Galveston Area Council shall have no power to tax.

### **Section 5 - Depository and Expenditures**

Funds of the Houston-Galveston Area Council shall be kept in a depository designated by the Board of Directors and shall be expended in accordance with policies adopted by the Board of Directors.

### **Section 6 - Bond and Insurance**

The Board of Directors shall maintain Fidelity Bond coverage of a type and amount sufficient to reasonably safeguard the assets of the Council. The Board of Directors shall also maintain such other insurance, including Directors and Officers Liability Insurance, as it deems prudent.

### **Section 7 - Fiscal Year**

The fiscal year of the Houston-Galveston Area Council shall be the Calendar Year.

### **Section 8 - Annual Service Plan and Budget**

The Executive Director shall prepare an annual budget and service plan setting out recommended program and financial priorities for the Council. The recommended budget and

service plan shall be presented in the fourth quarter of each year, and shall take effect the following January 1 upon approval by the Board of Directors.

## Article IX - Annual Report and Audit



### **Section 1 - Annual Report**

The Council shall prepare an annual report which shall be submitted to all member governmental units.

### **Section 2 - Annual Audit**

An audit of the Council's financial accounts and transactions during the preceding fiscal year shall be made annually by independent certified public accountants selected by the Board of Directors. The annual financial report and audit report shall be presented to the Board of Directors upon its completion.

## Article X - Amendment



### **Section 1 - Proposed Amendments**

The Board of Directors may propose amendments to these bylaws.

### **Section 2 - Proposed Amendment Ballot**

Any proposed amendment must be fully set out in writing as a ballot, and furnished to each member of the Board of Directors, at least fourteen (14) days in advance of the meeting at which amendments are to be acted upon. Each member of the Board of Directors shall execute and return the ballot in a sealed envelope in accordance with instructions contained in the ballot for tabulation by the Elections Committee. Bylaws may be amended by a three-quarters affirmative majority vote of the Board of Directors.

About the Houston-Galveston Area Council

Leadership

H-GAC's Bylaws

## Contact Info

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Would you like to contact us about this topic? Please contact us at:

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