

# **LOWER RIO GRANDE VALLEY DEVELOPMENT COUNCIL**

## **BY-LAWS**

### **ARTICLE I.**

#### **ORGANIZATION**

There is hereby organized a Regional Planning Commission under the authority of Article 1011m, Vernon's Annotated Civil Statutes, which shall be known as the Lower Rio Grande Valley Development Council, a voluntary association of the local governmental units and associate members located within Cameron, Hidalgo and Willacy Counties. The Council has been formed by the merger of the Lower Rio Grande Valley Council of Governments and the Texas Southmost Economic Development District. The Council is not in itself a government, nor does it seek to become one.

### **ARTICLE II.**

#### **DEFINITIONS**

As used in these By-Laws:

1. "Council" means the Lower Rio Grande Valley Development Council.
2. "Region" or "planning region" means the area embraced by Cameron, Hidalgo, and Willacy Counties.
3. "Governmental unit" means any county, city, town, village, authority, district, or other political subdivision of the State which has either an independently elected governing body or which has the power to incur financial obligations for public improvements.
4. "General governmental unit" means a city and/or a county.
5. "Special governmental unit" means a special-function government, such as a school, hospital, navigation or water-related district.
6. "City" means any incorporated city, town, or village in the Region.
7. "Board" means the Board of Directors of the Council.

8. "Population" means the population according to the U.S. Bureau of the Census population estimates of Counties and Incorporated Places, except for the decennial years when the official population figures will be used.
9. Representation of the poor and underprivileged of Hidalgo, Cameron, and Willacy Counties shall be determined by the Community Grassroots Organizations Committee, which shall independently elect its governing body and operational structure, including any activity related to the representation of the poor and underprivileged in the said Counties.

### **ARTICLE III.**

#### **OBJECTIVES AND PURPOSES OF THE COUNCIL**

1. The objectives of the Council shall be to encourage and permit local units of government to join and cooperate with one another and with representatives of major economic interests, citizens groups, and groups experiencing economic distress to improve the health, safety and general welfare of their citizens and to plan for the future development of the Region. In achieving these objectives, the Council may exercise any powers heretofore or hereafter conferred upon it by State Law.
2. The Council shall have, but not be limited to, the following general purposes:
  - a. To eliminate duplication and to promote economy and efficiency in the coordinated development of the Region;
  - b. To undertake studies, collect data, and develop regional plans and programs pertaining, but not limited to, such subjects as land use, transportation, housing, economic development, environmental resources, community facilities, and general improvement of living and working environments;
  - c. To engage in such other activities as the Council finds necessary or desirable to accelerate area development and correct regional problems;
  - d. To perform and annually update, a Regional Overall Development Program, or Comprehensive Economic Development Strategies Program, or any other related program which may be required by the Economic Development Administration for the long-range economic growth of the region; and
  - e. To 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 Region.

## **ARTICLE IV.**

### **POWERS AND DUTIES OF THE COUNCIL**

1. In order to accomplish its objectives and purposes, the council shall perform the following functions:
  - a. Exercise the powers and perform the duties authorized in Article 1011m, V.A.C.S.;
  - b. Adopt and amend as necessary the by-laws of the Council;
  - c. Elect Council officers, members of the Board, and five (5) at-large members;
  - d. Adopt an annual budget and establish a membership fee; and
  - e. Adopt an Annual Work Program.
2. In addition to the above functions, the Council has the power to:
  - a. Prepare periodic reports as may be required by the by-laws of the Council and Federal or State legislation or regulations;
  - b. Receive and expend gifts, contributions and donations which may be made to the Council to accomplish its purposes;
  - c. Apply and contract for, receive and expend for Council purposes, funds or grants from the State of Texas, the Federal Government, or any other source;
  - d. Receive and expend funds from Council members, as provided in the by-laws, to finance the costs of operation, *provided* the Council shall not have the power to levy taxes of any kind; and
  - e. Coordinate the planning and development of the Region in such manner as shall implement the objectives and purposes stated in Article III.
3. The Council meetings shall be conducted under Robert's Rules of Order.

## **ARTICLE V.**

### **MEMBERSHIP**

1. All governmental units situated within the geographic area of the planning region are eligible for membership, governmental units. Governmental units eligible for membership who desire to join the Council subsequent to the adoption of these by-laws may become members by passage of an ordinance, resolution, rule, order, or

other means, adopting these by-laws and by the appropriation and payment of fees as set forth in Article XVI of these by-laws. Any person, partnership, corporation, cooperative, foundation, trust, the State of Texas, or any entity supported by the State of Texas, shall also be eligible for membership in the capacity of an "associate member" upon written application to the Council and acceptance and approval by the Council's Board of Directors.

2. A member which is more than ninety (90) days in arrears after receipt of notice in its fees as set forth by Article XVI of these by-laws shall be subject to cancellation of its membership and suspension of voting privileges until such fee is paid.
3. A governmental member, by majority vote of its governing body, may withdraw at any time from the membership of the Council. Governmental units which withdraw from the Council may subsequently be re-admitted by complying with all membership requirements applicable to new members. 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 fees.

## **ARTICLE VI.**

### **REPRESENTATION**

1. Each member governmental unit shall select one of the members of its governing body to represent that governmental unit on the Council. Representatives appointed by a governmental unit shall serve on the Council during their term of office on the governmental unit's governing body, or until replaced by the appointing authority. Each associate member, when appropriate, shall also select a person to represent it on the Council.
2. There shall be twelve (12) members of the Council who shall be citizens of the region selected to represent special interest groups, economic and ethnic interests of the region, and the poor and underprivileged people of Cameron, Hidalgo, and Willacy Counties. Five (5) of the citizen members shall be elected by the Council at its Annual Election Meeting; five (5) citizen members shall be elected by the Board at its first meeting following the Annual Election Meeting of the Council; and the entity designated in Article II, Section 9 above shall hold an annual meeting prior to the Annual Election Meeting of the Council to elect two (2) citizen members to represent the poor and underprivileged people of Cameron, Hidalgo, and Willacy Counties. Citizen members shall be elected for a term of one (1) year. Citizen members may be elected from associate members.

## **ARTICLE VII.**

### **VOTING**

Members of the Council shall be entitled to vote as follows:

1. Member cities shall have one (1) vote per one thousand (1,000) population or fraction thereof within their incorporated limits;
2. Member counties shall have one (1) vote per one thousand (1,000) population or fraction thereof within the unincorporated area of the county;
3. Special government member units shall have one (1) vote per governmental unit;
4. Citizen members shall be entitled to one (1) vote each; and
5. Associate members shall not be entitled to vote unless selected as a citizen member.

## **ARTICLE VIII.**

### **COUNCIL MEETINGS**

1. The Council shall meet at least twice each year. The Annual Election Meeting will be held during the first six months of the calendar year for the purpose of electing Council officers, Board Members and alternates, five (5) of the Citizen Members, and conducting other business which may be deemed appropriate. The Annual Work program and Budget Meeting will be held for the purposes of adopting the Annual Budget and Annual Work Program, and conducting other business which may be deemed appropriate, said meeting to be held no later than one month following the close of the calendar year immediately preceding the calendar year for which an Annual Budget and Annual Work Program are proposed to be adopted.
2. Special Council meetings, for any purpose or purposes, may be called by either the President, or by written request of any nine (9) members of the Board.
3. Written notice of Council meetings shall be mailed to each member at the member's address as it appears on the records of the Council, at least eight (8) days prior to that meeting. The notice shall state the time, place, and object of the meeting, and the business to be transacted. Business transacted at all special meetings shall be confined to the object stated in the notice.

4. Members entitled to cast fifty percent (50%) of the total number of votes encompassed in Article VII shall constitute a quorum at any Council meeting. When a quorum is present, the majority of the votes cast shall decide any question brought to a vote before the Council.

## **ARTICLE IX.**

### **OFFICERS - DUTIES**

1. The members of the Council shall select a President, First Vice-President, Second Vice-President, Secretary, and Treasurer to serve as officers of both the Council and the Board of Directors. The officers shall be selected from the Board.
2. The officers shall perform the duties prescribed by the Council.
  - a. The President shall preside at meetings of the Council and the Board; sign, with the counter-signature of the Secretary or Treasurer, as authorized by the Council, any contracts or other instruments which the Council deems in its best interest; and perform such other duties incident to the office as may be prescribed by the Council.
  - b. The First Vice-President shall assist the President in the performance of his duties, and in the absence of the President, or in the event of the President's inability or refusal to act, shall have the powers of, and shall perform the duties of the President.
  - c. The Second Vice-President shall assist the President and the First Vice-President in the performance of their duties, and either in the absence of the President and the First Vice-President, or in the event of the President's and First Vice-President's inability or refusal to act, shall have the powers of, and shall perform the duties of the President.
  - d. The Secretary shall keep, or cause to be kept, minutes of the meetings and the records of the Council and Board; attest the signatures of the Council officers; certify orders or matters of the minutes of meetings; and see that notices are duly given in accordance with the provisions of these by-laws, or as required by law.
  - e. The Treasurer shall have, or cause to be had, custody of all funds and securities of the Council; receive monies due to Council, and deposit them in a depository designated by the Council; expend the funds of the Council as authorized by the Board; and, in general, perform all the duties as may be assigned to him/her by the President of the Board.

## ARTICLE X.

### **BOARD OF DIRECTORS**

1. The Board of Directors shall be the governing body of the Council, and shall be responsible for the general policies and programs of the council, and for the control of all its funds.

As per Sect. 391.006 (b) Texas Local Government Code: At least two-thirds of the members of a governing body of a commission must be elected officials of participating counties or municipalities.

2. The composition of the Board shall be as follows:
  - a. The three (3) county members shall be directors;
  - b. Each city with a population of 25,000 or over, or which is designated an entitlement city by the U.S. Department of Housing and Urban Development (HUD) shall have one (1) director;
  - c. Three (3) directors representing member cities with a population from 10,000 to 24,999 to be elected from and by those members representing those cities;
  - d. Three (3) directors representing member cities with a population of under 10,000 to be elected from and by those members representing those cities;
  - e. Two (2) directors representing member school districts and public educational institutions, said directors to be elected by those members from the governing body of a member district or institution;
  - f. One (1) director representing University of Texas Rio Grande Valley, service as the designated regional educational institution with distributed campuses across LRGVDC's boundaries. Representative shall consist of University President or other Executive Representative of UTRGV's Office of the President.
  - g. Two (2) directors representing all remaining governmental units to be elected from and by those governmental members;
  - h. Three (3) at-large directors to be elected by the members of the Board from among the Council membership at-large at the meeting following the Annual Election Meeting. These members shall be selected to represent those economic, social, and ethnic interests that are not represented by other directors; and
  - i. One (1) citizen member of the two elected by the entity designated in Article II, Section 9 above, shall be elected by that entity to represent the poor and underprivileged people of Cameron, Hidalgo, and Willacy Counties.

- j. Consistent with HB 2160 as adopted by the Texas Legislature, each elected member of the state legislature who represents a district located wholly or partly in the LRGVDC Region shall have an ex officio, non-voting membership on the Board of Directors.
3. For each director representing a governmental unit or units, an alternate director shall be elected in the same manner and with the same qualifications. Alternate directors serve when directors are unable to serve.
4. On all matters voted on by the Board, each director shall have one (1) vote.
5. Each director and alternate shall serve for a period of one (1) year, or until he is duly re-elected or replaced at the next meeting of the Board of Directors. A director may succeed himself.
6. Vacancies on the Board shall be filled as follows:
  - a. Should a vacancy occur involving the director representing governmental units or groups of units, the successor shall be appointed by the governing body, which the preceding director previously represented.
  - b. Should a vacancy occur among the three (3) at-large directors, the Board shall appoint a successor.
  - c. Should a vacancy occur involving the director representing the entities designated in Article II, Section 9, the successor shall be appointed by the entity designated in Article II, Section 9.

## **ARTICLE XI.**

### **BOARD MEETINGS**

1. The Board shall meet at least once quarterly unless otherwise determined by its officers.
2. Special meetings of the Board may be called by either the President or at the request of any nine (9) board members.
3. Written notice of Board meetings and the business to be transacted shall be mailed to each member of the Board at least five (5) days prior to the meeting.
4. A majority of the Board of Directors shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority vote of the directors present shall decide any question under consideration. Ex officio members shall not count towards establishment of a quorum.
5. The Board may hold its meetings and keep the Board records at such place as it may determine.



## **ARTICLE XII.**

### **BOARD DUTIES AND RESPONSIBILITIES**

As a general rule, but not exclusive guide, the Board shall have the following functions, duties, and responsibilities:

1. To prepare and submit to the Council an annual budget and an Annual Work Program for its action and approval;
2. To employ an executive director;
3. To contract for services of persons or firms or other units and levels of government to carry out the purposes of the Council;
4. To acquire, construct, own, and dispose of property, equipment, supplies, and office space required in the performance of its duties;
5. To appoint advisory committees to the Board of Directors to assist in carrying out the purposes, functions, duties, and responsibilities of the Council; methods of appointment, size, composition, and purpose shall be at the discretion of the Board;
6. To take such other action, make recommendations, and formulate policy on those matters which may be delegated to it by the Council which will best effectuate and carry out the purposes and functions for which the Council is created, and as outlined in these by-laws; and
7. To appoint an Executive Committee, which shall be composed of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and the immediate past President of the Lower Rio Grande Valley Development Council. The Executive Director of the Council shall be an ex-officio member of the Executive Committee without voting privileges. The Board shall, by Resolution, designate all functions and duties of the Executive Committee.

## **ARTICLE XIII.**

### **SPECIAL STUDIES AND ACTIVITIES**

1. In the event one or more governmental units within the Region should desire the staff of the Council to conduct a special study or activity pertaining to any portion of the entire Region, they may make an application to the Board of Directors by ordinance, resolution, rule, or order wherein the applying governmental units bind themselves to pay all costs involved in the study or activity. If the Board deems the study or activity feasible, it may enter into a separate contract with the particular

governmental unit or units to conduct same.

#### **ARTICLE XIV.**

##### **EXECUTIVE DIRECTOR AND STAFF**

1. The Board 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 of the Council, and subject to the rules and regulations of the Board, act for and in the name of the Council.
3. The executive director shall be responsible for preparation of an annual budget and an annual work program and shall faithfully execute all other duties and responsibilities vested in or required of him by the Board.

#### **ARTICLE XV.**

##### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the by-laws 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 XVI.**

##### **FINANCES, BUDGET AND PAYMENTS**

1. The Council shall adopt an Annual Budget and an Annual Program on or before January 31 of each year, except for its initial fiscal year, which shall extend from the date of its creation through the succeeding December 31.
2. Each year, upon adoption of the annual budget, the council shall fix the fees for all member governmental units. Fees shall be in sufficient amounts to provide funds as required by the budget.
3. New governmental units may join the Council upon payment of fees prorated for the remaining portion of the Council's fiscal year.
4. The fee of each general governmental unit member shall be determined on a per capita basis of the population it represents, with a minimum membership payment of fifty dollars (\$50.00) annually.

5. The fee of each special governmental unit member shall be no less than fifty dollars (\$50.00) annually.
6. The accounts of the Council shall be audited by a certified public accountant or accountants, and the audit report for each preceding fiscal year shall be made to the Board of Directors, and be available no later than nine (9) months after the close of each fiscal year consistent with federal guidelines outlined in Circular A-133.
7. Associate members may not be required to pay a fee for the privilege of joining the Council and maintaining an associated membership in the Council; however, each associate member may contribute whatever sum of money it, or the Board may deem appropriate, to assist the Council in the operation of the Council's functions.

## **ARTICLE XVII.**

### **AMENDMENTS**

These by-laws may be altered, amended or added to by vote to the Council members, *provided that:*

1. Notice of the proposed changes shall contain a full statement of the proposed amendment(s) and be presented to the Board at a scheduled meeting;
2. The proposed amendment(s) is/are placed on the agenda of the next scheduled Council meeting following such presentation; and
3. The Council adopts the proposed amendment(s) by a majority vote of the members present at the Council meeting.

## **ARTICLE XVIII.**

### **ADOPTION**

1. The Council shall be organized by adoption of an ordinance, resolution, rule, order or other means agreeing to join the Council by two-thirds (2/3) of the governmental units comprising the Lower Rio Grande Valley Council of Governments and the Texas Southmost Economic Development District.
2. These by-laws shall be effective upon their adoption by two-thirds (2/3) of the representatives of governmental units which have agreed to join the Council, and which are present at a meeting of the Council called for this purpose. For purposes of adoption of the By-Laws, each of the representatives shall have one (1) vote.

## **ARTICLE XIX.**

### **DISSOLUTION**

In the event that the Lower Rio Grande Valley Development Council is dissolved, any funds remaining on hand belonging to the Lower Rio Grande Valley Development Council will be repaid to the various governmental units comprising the Lower Rio Grande Valley Development Council in the ratio to their contribution during the year of such dissolution.

\*Prior to June 16, 2000, under Article X. 2. e.: The composition of the Board was one (1) director representing school districts and public educational institutions, and one (1) director representing all remaining governmental units, respectively.