

**BYLAWS**  
**OF**  
**TEXAS COLORADO RIVER FLOODPLAIN COALITION**

**ARTICLE I OFFICES**

**SECTION 1. PRINCIPAL EXECUTIVE OFFICE**

The principal executive office of the corporation shall be located at Lower Colorado River Authority Offices, 3700 Lake Austin Blvd., Austin, Travis County, Texas.

The corporation also may have offices at such other places as the board of directors may from time to time designate or as the business of the corporation may require.

**ARTICLE II MEETINGS**

**SECTION 1. PLACE OF MEETINGS**

All meetings of the members shall be held at the principal executive office of the corporation or at such other place as may be determined by the board of directors.

**SECTION 2. ANNUAL MEETINGS**

The annual meeting of the members shall be the first meeting of the calendar year, at which time the members shall transact any proper business.

**SECTION 3. SPECIAL MEETINGS**

Special meetings of the members may be called by the president or by members having not less than two-thirds (2/3) of the votes entitled to be cast at the proposed special meeting.

**SECTION 4. NOTICES OF MEETINGS**

Written or printed notices of members' meetings, annual or special, shall be given not less than five nor more than sixty days before the date of the meeting. Notice shall state the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes

for which the meeting is called. Notice shall be given by the president or by the person calling the meeting to each member entitled to vote at such meeting by electronic mail, facsimile transmission or by mail.

#### SECTION 5. MEMBERS ENTITLED TO NOTICE

Members, at the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting, are entitled to notice of the meeting.

#### SECTION 6. VOTING MEMBERS' LIST FOR MEETING

After fixing a record date for the notice of a meeting, the corporation shall prepare an alphabetical list of the names of all its voting members who are entitled to notice of the meeting. The corporation shall make the list of voting members available not later than two business days after the date notice is given of the meeting and during the meeting for inspection by any voting member or its agent or attorney.

#### SECTION 7. WAIVER OF NOTICE

Whenever any notice is required to be given to any member under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation of this corporation, or these Bylaws, a waiver of notice in writing signed by a member entitled to such notice, whether before or after the meeting, shall be equivalent to the giving of such notice. All such written waivers of notice shall be filed with the corporate records or made part of the minutes of the meeting.

#### SECTION 8. ACTION WITHOUT MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, is signed by all of the members entitled to vote on the action. Such consent shall have the same force and effect as a unanimous vote of members. A photographic, facsimile, or similar reproduction of a writing signed by a member shall be regarded as signed by the member.

#### SECTION 9. QUORUM

Members holding a simple majority of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum.

## SECTION 10. VOTING

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, if a quorum is present, the vote of the members entitled to vote and represented at a meeting shall be the act of the members. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election of directors at a meeting of the members at which a quorum is present.

## SECTION 11. PROXIES

Any member may vote either in person or by proxy executed in writing by the member and filed with the secretary of the corporation. A photographic, facsimile, or similar reproduction of a writing executed by the member shall be treated as an execution in writing for purposes of this section.

Every person entitled to vote may authorize another person or persons to act by proxy with respect to such vote by filing a written proxy, executed by such person or his duly authorized agent, with the secretary of the corporation.

A proxy shall state the annual or special meeting date for which it applies and shall only be valid for that particular meeting.

## ARTICLE III MEMBERS

### SECTION 1. POWERS

Subject to any limitations in the provisions of the Texas Non-Profit Corporation Act and the Bylaws, the business affairs and powers of the corporation shall be managed under the direction of the members. Members may assign any rights and powers to an administrative agency upon a majority vote of the members and upon mutual agreement by the administrative agency.

The members have the exclusive right to amend or repeal the corporation's Bylaws or adopt new Bylaws.

## SECTION 2. MEMBERS ENTITLED TO VOTE

Each party that has signed the Interlocal Agreement (attached hereto as "Attachment 1") and is in good standing shall be considered a voting member of this corporation.

A member is in good standing if it has paid in full its annual membership dues on or before January 31.

## ARTICLE IV EXECUTIVE COMMITTEE

Each member shall be entitled to appoint one member and a designated alternate from its governing body to the Executive Committee. All powers and duties of the Executive Committee shall be in accordance with the Executive Committee Handbook attached hereto as Attachment 2 and the corporation's Bylaws.

The officers of the Executive Committee shall also serve as the Board of Directors of the Corporation and as the Corporate Officers.

## ARTICLE V DIRECTORS

### SECTION 1. POWERS

The powers of the directors of the corporation shall be limited in scope to allow only the right to call Special Meetings.

The directors may not amend or repeal any provisions of the corporation's Bylaws or adopt new Bylaws. The management of the corporation is not vested in its Directors but rather solely in its members.

### SECTION 2. NUMBER OF DIRECTORS

The authorized number of directors shall be four until changed by amendment to this article of these Bylaws.

### SECTION 3. ELECTION, VACANCIES, REMOVAL

The directors shall be elected by the members at the members' annual meeting in odd-numbered years and hold office for a period of two years or until the next annual meeting in an odd-numbered year or until their successors have been elected and qualified. A director will simultaneously be elected as a director of the corporation, an Executive Committee Officer and an Officer of the Corporation. Notice of

appointments, resignations, vacancies, and replacements of directors is governed by the Executive Committee Handbook attached hereto as Attachment 2.

## ARTICLE VI OFFICERS

### SECTION 1. OFFICERS

The officers of the corporation shall be a President/Chairman, Vice President/Vice Chairman, Secretary and Treasurer.

The officers shall be elected by the members of the corporation at the members' annual meeting in odd-numbered years and hold office for a period of two years or until the next annual meeting in an odd-numbered year or until their successors have been elected and qualified. An elected officer of the corporation will simultaneously be elected as a Director of the Corporation and an Executive Committee Officer. A vote for each corporate officer (i.e. Chairman, Vice Chairman, Secretary, and Treasurer) is also a vote for that person to simultaneously hold the same titled position as an Executive Committee Officer and serve as a Corporate Director. Notice of appointments, resignations, vacancies, and replacements of officers is governed by the Executive Committee Handbook attached hereto as Attachment 2.

### SECTION 2. POWERS

All powers and duties of each the officers of the corporation shall be in accordance with the Executive Committee Handbook attached hereto as Attachment 2 and specifically setting forth the duties and powers of each office.

## ARTICLE VII CORPORATE RECORDS AND REPORTS

### SECTION 1. INSPECTION BY MEMBERS

The accounting books and records of account, the minutes of proceedings of the members and the board and committees of the board, and the record of members of the corporation shall be open to inspection upon the written demand of the corporation by any member at any reasonable time for any proper purpose. Such inspection by a member may be made in person or by agent, accounting, or attorney, and the right of inspection includes the right to copy and make extracts.

Members also shall have the right to inspect the original or copy of these Bylaws, as amended to date and kept at the corporation's principal executive office, at all reasonable times for any proper purpose.

## SECTION 2. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Such inspection by a director may be made in person or by agent, accountant, or attorney, and the right of inspection includes the right to copy and make extracts.

## SECTION 3. RIGHT TO INSPECT WRITTEN RECORDS

If any record subject to inspection pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the corporation at its expense makes such record available in written form.

## SECTION 4. ANNUAL FINANCIAL STATEMENTS

Upon the written request of any member of the corporation, the corporation shall mail to such member its annual statements for its last fiscal year showing in reasonable detail its assets and liabilities and the results of its operations and the most recent interim statements, if any, which have been filed in a public record or otherwise published. The corporation shall be allowed a reasonable time to prepare such annual statements.

## SECTION 5. CONTRACTS, ETC.

The Officers, upon a majority vote, may authorize any officer(s) or administrative agent to execute an instrument in the name and on behalf of the corporation. Such authority may be general or confined to specific instances. No director, Executive Committee member, Executive Committee officer, corporation officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

## ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its present or former directors and officers, employees, agents and other persons to the fullest extent

permissible by, and in accordance with the procedures contained in, Article 1396-2.22A of the Texas Non-Profit Corporation Act.

#### ARTICLE IX AMENDMENT OF BYLAWS

The members may amend, repeal, or adopt new Bylaws.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the members of said corporation on the date set forth below.

Dated: October 6, 2004

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Secretary