

# BYLAWS OF THE GALVESTON BAY COUNCIL

*Bylaws approved by Council resolution on 10/19/2016.*

## ARTICLE I. ORGANIZATION NAME

The name of this organization, hereinafter referred to as the Council, shall be the Galveston Bay Council.

## ARTICLE II. ENABLING AUTHORITY

The Galveston Bay Council was created by resolution of the Texas Natural Resource Conservation Commission, now known as the Texas Commission on Environmental Quality (TCEQ or Commission), on November 21, 1995. The Council shall expire as of November 15, 2035, unless a different expiration date is established by subsequent Commission action.

## ARTICLE III. PURPOSE AND FUNCTIONS

The Council is an advisory committee to the TCEQ and Galveston Bay Estuary Program (GBEP). The Council will perform the following functions:

1. Provide a forum for technical and stakeholder group review and input during *Galveston Bay Plan* implementation.
2. Advise the TCEQ staff during preparation of progress reports, evaluations, and *Plan* updates.
3. Authorize and make appointments to subcommittees as necessary.
4. Assess the success of action plans and initiate revisions.
5. Address legislative issues and make recommendations to the Texas Legislature.
6. Advise the TCEQ as to annual priorities for implementation of action plans.
7. Monitor the effectiveness of actions taken pursuant to the *Plan*.
8. Review all federal financial assistance programs and federal development projects in accordance with Section 320 of the Clean Water Act.

## ARTICLE IV. COUNCIL MEMBERSHIP

### Section 1. Composition of Council

The Council shall be composed of 41 members representing the following:

Type of Organization	Interest Represented (listed alphabetically)
Federal Agencies:	National Marine Fisheries Service Natural Resources Conservation Service U.S. Army Corps of Engineers U.S. Coast Guard U.S. Environmental Protection Agency U.S. Fish and Wildlife Service U.S. Geological Survey
State Agencies:	Texas Commission on Environmental Quality Texas Department of Agriculture Texas Department of State Health Services Texas Department of Transportation Texas General Land Office Texas Parks & Wildlife Department Texas Railroad Commission Texas State Soil & Water Conservation Board Texas Water Development Board
Regional/Local Governments:	City of Houston Gulf Coast Waste Disposal Authority Houston-Galveston Area Council Large Local Governments (populations >500,000) Medium Local Governments (populations 25,000 -500,000) Port of Houston Authority San Jacinto River Authority Small Local Governments (populations <25,000) Trinity River Authority
Environmental/ Citizen's Groups:	Citizens-at-Large Coastal Conservation Association Galveston Bay Foundation League of Women Voters Low-income Community Representatives Minority Representatives Other Conservation Organizations
Industry/ Business Sector:	Commercial Fisheries East Harris County Manufacturer's Association Galveston County Chambers of Commerce (Gulf Coast Economic Development District) Greater Houston Partnership Industry Marinas Utilities
Research/ Academia:	Major Universities Sea Grant Program

## **Section 2. Appointment of Members**

All Galveston Bay Council members are appointed by and serve at the pleasure of the Commission.

## **Section 3. Vacancies**

A member of the Council vacates his/her membership when;

1. the member resigns, dies, or becomes incapacitated; or
2. the member fails to meet the attendance requirements described in Article IV. Section 6; or
3. the member is removed by the Commission; or
4. the member no longer represents the type of organization or interest represented identified in Article IV. Section 1; or
5. the member's term expires.

## **Section 4. Filling Vacancies**

If a vacancy occurs in a membership position that represents a specific agency or organization identified in Article IV. Section 1., then that agency or organization shall nominate to the Commission a replacement for the vacancy.

If a vacancy occurs in a membership position that is not represented by a specific agency or organization identified in Article IV. Section 1., then the Council shall nominate to the Commission a replacement for the vacancy. Such nominations shall be made in accordance with *The Galveston Bay Plan* to maintain the balance of representation.

## **Section 5. Terms**

Council members shall serve four-year terms. Council members' terms are staggered such that approximately half the terms will expire biennially in November. The members are grouped as follows into four-year terms offset by two years:

Type of Organization	Group 1	Group 2
Federal Agencies	National Marine Fisheries Service Natural Resource Conservation Service U.S. Coast Guard U.S. Geological Survey	U.S. Army Corps of Engineers U.S. Environmental Protection Agency U.S. Fish and Wildlife Service
State Agencies	Texas Commission on Environmental Quality Texas Department of Agriculture Texas Department of State Health Services Texas General Land Office Texas Parks & Wildlife Department	Texas Department of Transportation Texas Railroad Commission Texas State Soil & Water Conservation Board Texas Water Development Board
Regional/Local Governments	City of Houston Gulf Coast Waste Disposal Authority Houston-Galveston Area Council Medium Local Governments (populations 25,000 -500,000) Small Local Governments (populations <25,000) Trinity River Authority	Large Local Governments (populations >500,000) Port of Houston Authority San Jacinto River Authority
Environmental/Citizen's Groups	Citizens-at-Large League of Women Voters Minority Representatives	Coastal Conservation Association Galveston Bay Foundation Low-income Community Representatives Other Conservation Organizations
Industry/Business Sector	Greater Houston Partnership Galveston County Chambers of Commerce (Gulf Coast Economic Development District)	Commercial Fisheries East Harris County Manufacturer's Association Industry Marinas Utilities
Research/Academia	Major Universities	Sea Grant Program

**Section 6. Attendance**

Attendance shall be recorded at all Council meetings. If a Council member misses three consecutive regular meetings, as defined in Article IV. Section 1., or more than half of all Council meetings in a one-year period, that member automatically vacates his/her position on the Council. In the case of a vacancy the Council shall nominate a replacement to the Commission. The Commission shall make an appointment to fill the remainder of the unexpired term of the vacancy. Proxies shall count for meeting attendance.

**ARTICLE V. OFFICERS**

**Section 1. Terms and Elections**

The Council shall select a Chair and Vice-Chair biennially from among its members that do not represent a Federal or State agency or department. Officers may serve successive terms.

**Section 2. Chair**

The Chair shall preside at all regular and called meetings of the Council. The Chair shall review and approve agendas for all Council meetings prior to their distribution to members. The Chair may call special meetings of the Council, appoint standing and ad-hoc committees, and may delegate duties and responsibilities to the Vice-Chair. The Chair shall report Council's advice and attendance in writing to the Commission. The Chair may assign administrative tasks/duties related to the operation of the Council to the GBEP program manager.

**Section 3. Vice-Chair**

The Vice-Chair shall assume the duties of the Chair in the event of the Chair's absence or inability to serve.

**ARTICLE VI. EXPENSES**

Members of the Council shall not be reimbursed for expenses unless the commission expressly authorizes reimbursement by resolution. The commission may, in its discretion, reimburse the expenses of members of any duly authorized subcommittee of an advisory committee.

**ARTICLE VII. MEETING PROCEDURES**

**Section 1. Regular Meetings**

At least one regular meeting of the Council shall be held in each calendar quarter. At the last regular meeting of each calendar year, regular meeting dates for the following year shall be established. Advance notice and agenda packets for regular meetings shall be provided to the full membership at least 10 days in advance by first class U.S. Mail or facsimile, or other electronic means. Other program information, GBEP products, and member requested materials may be distributed with the agenda packets.

**Section 2. Called (Special) Meetings**

The Chair or a TCEQ Commissioner may call special meetings of the Council. Advance notice and an agenda for a called meeting shall be provided to the full membership at least five days in advance by first class U.S. mail, facsimile, or other electronic means. Other program information, GBEP products, and member requested materials may be distributed with the agenda or at meetings.

### **Section 3. Open Meetings**

All meetings of the Council shall be open to the public in accordance with the Texas Open Meetings Act requirements.

### **Section 4. Quorum**

A quorum of the Council shall be a simple majority of the members or their designated proxies.

### **Section 5. Proxies**

A Council member may designate in writing or by electronic means to the Chair the name of a specific person who may participate on his/her behalf at any meeting of the Council. The Chair of the Council shall recognize such proxies received prior to or during the meeting. Proxies shall count toward member attendance.

### **Section 6. Voting**

The Council shall attempt to reach all decisions by consensus. If consensus is not reached, the Council meetings shall follow parliamentary procedures in *Robert's Rules of Order, Newly Revised*. If voting is required, each Council member or designated proxy shall have one vote.

### **Section 7. Meeting Agendas, Materials, and Information**

The agenda shall be developed by the Chair and the GBEP program manager. The Chair shall review and approve all regular meeting agendas prior to their distribution. Council members with items for inclusion on the agenda shall submit such items to the GBEP program manager at least three weeks prior to the meeting.

### **Section 8. Minutes**

Minutes of all Council meetings shall be taken by the GBEP program manager and shall be distributed to members as soon as possible but no later than 10 days prior to the

next regular Council meeting. Minutes will be approved by the Council at their next regular meeting.

### **ARTICLE VIII. SUBCOMMITTEES**

The Chair may appoint standing and ad-hoc subcommittees. One member of each subcommittee shall serve as the Chair of that subcommittee. The Chair of the subcommittee shall be a Council member. A non-Council member may serve as the Chair only if approved by the Council. Subcommittee Chairs shall make written reports regarding their subcommittee's work to the Chair of the Galveston Bay Council. Subcommittees of the Council may include members who are not members of the Council, but must include at least one member of the Council. A Vice-Chair will be selected and will perform the duties of the Chair in the event of the Chair's absence. A GBEP staff member will assist each subcommittee in its operation.

### **ARTICLE IX. CONDUCT AND CONFLICTS OF INTEREST**

Council members may not use or allow the use of, for other than official council purposes, information obtained through or in connection with their council affiliation that has not been made available to the general public.

In no case shall a Council member represent individual opinions as those of the Council, the GBEP, or the TCEQ.

In order to make GBEP business transparent, any Council member or proxy that has an interest (financial, personal or business interest including a contract, subcontract, or grant) in any matter before the Council or a subcommittee or working group shall identify such interest prior to discussion and voting on such matter. No Council member or proxy shall cast a vote or seek to influence any decision on any matter that would provide a direct financial benefit to that member or proxy, or otherwise give the appearance of a conflict of interest under State, Federal, or local law. The Council member shall recuse themselves after identifying any conflict of interest and refrain from any deliberations on that matter.

All Council members are expected to conduct themselves in a civil manner, showing courtesy and respect to other Council members, GBEP staff, and any other individuals present at the meeting.

### **ARTICLE X. AMENDMENT OF BYLAWS**

These Bylaws may be amended by two-thirds vote of the members of the Council in attendance at a regular meeting.

## **ARTICLE XI. ANNUAL ACKNOWLEDGEMENT OF BYLAWS**

Each Council member will sign a form each year that acknowledges these Bylaws. That form shall include a reprint of Article IX, Conduct and Conflicts of Interest. Failure to sign this acknowledgement will prevent that member or proxy from voting at Council or subcommittee meetings.