

**BYLAWS  
OF THE  
KENEDY COUNTY GROUNDWATER CONSERVATION DISTRICT  
AS AMENDED ON JUNE 18, 2025**

**1.0 PURPOSE AND AMENDMENT OF BYLAWS**

**1.1 Purpose of Bylaws**

The purpose of these Bylaws is to provide for the regulation of the District's Board of Directors and governance of the District's internal affairs.

**1.2 Amendment of Bylaws**

At a Board of Directors meeting, after notice required by the Open Meetings Act, these Bylaws may be amended or repealed, in whole or in part.

**2.0 ENABLING LEGISLATION AND DISTRICT AUTHORITY**

**2.1 Enabling Legislation**

The District was created by Chapter 1152, Acts of the 78<sup>th</sup> Legislature, Regular Session, 2003 (H.B. 3374) and Chapter 1162, Acts of the 78<sup>th</sup> Legislature, Regular Session, 2003 (S.B. 0025) and subsequent codification.

**2.2 District Authority**

The District has all of the rights, powers, privileges, authority, functions, and duties provided by the general law of the State, including Chapter 36, Water Code, applicable to groundwater conservation district created under Section 59, Article XVI, Texas Constitution.

**3.0 BOARD OF DIRECTORS-COMPOSITION, ELECTION, VACANCIES**

**3.1 Composition**

A Board of Directors composed of five members governs the District. The five directors are elected by the voters of their precinct and serve four-year terms. Precinct 1 consists of Kenedy County's Precinct 1 and the King Ranch Laureles Division. Precinct 2 consists of Kenedy County's Precinct 2, part of Kleberg County north of Precinct 2, and the southeast section of the Santa Gertrudis ISD. Precinct 3 consists of Kenedy County's Precinct 3 and all of the annexed tracts of land in Brooks and Hidalgo counties and the westernmost part of Willacy County. Precinct 4 consists of Kenedy County's Precinct 4 and the annexed tracts of land in the easternmost part of Willacy County. Precinct 5 consists of the Santa Gertrudis ISD, less the southeastern section thereof, and all of the annexed tracts of land in Jim Wells and Kleberg Counties, except for the portion that is part of Precinct 2. To be qualified

as a Director, a person must be a registered voter in the precinct such person will represent.

### **3.2 Election**

Elections shall be held in November in even-numbered years. The general election for director positions from precincts 1, 2 and 5 will be on the same election cycle and the general election for director positions from precincts 3 and 4 will be on the same election cycle. Directors shall serve staggered four-year terms.

### **3.3 Resignation**

A Director's resignation, to be effective, must be in writing, signed by the Director and delivered to the Secretary. A vacancy occurs on the date the Director's resignation is accepted by the Board of Directors or on the eighth day following receipt by the Secretary, whichever date is earlier.

### **3.4 Filling Vacancies**

The board of directors shall by appointment of a new director fill vacancies in the office of director. If the vacant office is not scheduled for election for longer than two years at the time of the appointment, the Board shall order an election for the unexpired term to be held as part of the next regularly scheduled director's election. The appointed director's term shall end on qualification of the director elected at that election.

### **3.5 Qualification**

As soon as practicable after a Director is elected or appointed, the Director shall be sworn in, take the oath of office, sign the sworn statement and execute a bond, as required by Texas Water Code, Section 36.055. The District shall file the sworn statement, oath and bond as prescribed in Section 36.055(d).

### **3.6 Notification of TCEQ**

The District, within thirty (30) days after any election or appointment of a Director, shall notify the Executive Director of the Texas Commission on Environmental Quality, as required by Texas Water Code, Section 36.054(e).

## **4.0 BOARD OF DIRECTORS - POWERS, DUTIES, AND RESTRICTIONS**

### **4.1 Quorum**

A majority of the membership of the Board constitutes a quorum for any meeting, and a concurrence of a majority of the entire membership of the Board is sufficient for transacting any business of the District.

#### **4.2 No Power to Bind District**

No Director shall have the power or authority to bind the District, to serve as a representative of the District, or to speak on behalf of the District unless so authorized by the Board. No Director shall have the authority to bind the District by any contract or engagement; pledge its credit; or render the District liable pecuniarily for any purpose or any amount, unless so authorized by the Board.

#### **4.3 Serve Without Compensation**

A Director is not entitled to compensation for service on the Board of Directors, but may be reimbursed for actual expenses reasonably and necessarily incurred while engaged in activities on behalf of the District; such expenses shall be approved by the Board on a case-by-case basis.

#### **4.4 Return of District Records**

All records related to District activities that are created or maintained by a Director during his term of office are records and property of the District. Therefore, upon the board of directors' request of the District or when a Director vacates office, he shall return to the District all documents and records related to District activities.

### **5.0 OFFICERS**

#### **5.1 Selection of Officers**

The board of directors, after each Director's election, shall meet and elect officers whose titles shall be President, Vice-President and Secretary. An election shall also be held in the event of a vacancy in any officer position.

#### **5.2 President**

The President is the chief executive officer of the District, presides at all Board meetings, executes all documents on behalf of the District and performs other duties prescribed by the Board. The President will serve as the Investment Officer for the District and will be assisted by the administrative assistant.

### **5.3 Vice-President**

The Vice-President shall act as the President in case of the absence or disability of the President and perform other duties prescribed by the Board.

### **5.4 Secretary**

The Secretary shall be responsible for preparing, organizing, and maintaining the Board meeting minutes and District records and documents, according to the requirements of Texas Water Code Section 36.065. The Secretary shall attest the President's signature on all documents. The Secretary shall either perform the following tasks or supervise a general manager and/or administrative assistant who will perform these tasks: maintain financial records, establish a bank account, report financial matters to the Board and other financial-related duties prescribed by the Board.

### **5.5 Notification of TCEQ**

The District, within thirty (30) days after any election of officers, shall notify the Executive Director of the Texas Commission on Environmental Quality, as required by Texas Water Code, Section 36.054(e).

## **6.0 BOARD MEETINGS**

### **6.1 Meetings of the Board**

All Board meetings are subject to the Open Meetings Act, Chapter 551 of the Texas Government Code and the following provisions:

- All Board meetings shall be open to the public and held in a location accessible to the public.
- Notice of all Board meetings shall be provided as required by the Open Meetings Act.
- A quorum of the Board must be present to conduct District business. A quorum exists when three or more Directors are present.
- A concurrence of a majority of the entire Board is required for transacting any business of the District. Therefore, when the quorum is three Directors, all three Directors must vote in agreement to make the majority vote.
- To the extent necessary for orderly conduct of the proceedings, the Board may follow Robert's Rules of Order.
- The Board may provide members of the public an opportunity to speak regarding agenda items.
- The President may convene an Executive Session for purposes authorized by Subchapter D of the Open Meetings Act, only if an Executive Session was included in the required notice of the meeting.

## **6.2 Regular and Special Meetings**

The Board shall meet in regular session monthly on the third Wednesday of each month at 9:00 a.m., so long as such date is not in conflict with a federal holiday or other state/county matters. The President or three or more Directors, by written request made to the President, may schedule a special Board Meeting. A special meeting is also known as a called meeting.

## **6.3 Work Sessions**

A regular or special Board Meeting may serve as a Work Session. The purpose of a Work Session is to allow the Board and its employees to discuss and evaluate issues that may require lengthy presentations not generally possible during a regular Board Meeting. Work Sessions are primarily for the benefit of the Board and employees. Work Sessions are subject to the Open Meetings Act, but may be conducted by the President using a different format from meetings that are not Work Sessions.

## **6.4 Executive Sessions**

At any Board Meeting, the President may convene an Executive Session for purposes authorized by Subchapter D of the Open Meetings Act, only if the Executive Session was included in the required notice of the meeting. Before conducting the Executive Session, the President shall announce that an Executive Session is being convened and that it is closed to the public, and shall identify the section or sections of the Open Meetings Act under which the closed meeting shall be held. No final action shall be taken in an Executive Session.

## **6.5 Public Participation at Board Meetings**

The agenda for board meetings shall provide for receiving public comments regarding agenda items. The Board may set reasonable limits on the number, frequency, and length of public comment presentations, but shall not unfairly discriminate among speakers for or against a particular point of view.

The Board may require members of the public who wish to provide public comment to provide the following information to the Board at the beginning of the Board Meeting: name, address, telephone number and agenda item to be addressed. A registration form may be provided for this purpose.

At the Board's discretion, it may seek public comment or ask questions of any member of the public in attendance.

Due to restrictions under the Open Meetings Act, the Board will not discuss or answer questions on issues that are raised during public comment unless the issue was included in the required notice of the Meeting. The Board may, however, decide to include the issue on the agenda of a future Board Meeting.

## **6.6 Minutes and Certified Agendas**

Minutes shall be made of each Board meeting. A certified agenda shall be made and maintained for each Executive Session, except for those during which the Board seeks legal advice.

## **7.0 ADVISORY COMMITTEES**

### **7.1 Advisory Committees**

The President may establish and designate Advisory Committees for such other purposes as the President may deem necessary. If a quorum of the Board is present at a committee meeting, the meeting shall be subject to the provisions of the Texas Open Meetings Act. Any Committee under Section 7.0 shall be for advisory purposes only and shall not have authority to bind the District, unless such authority is delegated by the Board of Directors.

### **7.2 Committee Memberships**

The President shall appoint the chair of each committee. Any Director may serve as committee chair or as a committee member. In order to reasonably address an issue, a committee shall be limited to a size deemed appropriate by either the President or the Board as a whole.

The President or the Board as a whole may appoint members of the committees in any manner appropriate to the formation of the committee and satisfactory to the purposes of the Board.

Members of the various committees shall be residents of the District insofar as feasible. Members of committees may be selected from persons recommended to the Board by Directors, the General Manager, public officials, and members of the general public. Membership may include individuals residing outside the District when it would be in the best interest of the District and would be of benefit to the committee's work efforts. When appointing someone who resides outside the appointing Director's single-member district, the appointing Director shall consult the Director of the single-member district in which the proposed appointee resides.

Committee membership is voluntary and without compensation.

All members appointed to a committee by the Board or Board President shall have a single vote on any issue before the committee.

Written proxy votes may be accepted when the vote is cast by an informed and active committee member as determined by the committee chair.

Subcommittees appointed by the committee chair may be formed to create a work product for Board and/or full committee review and input.

The President or Board may, at the request of the committee chair, replace a member of a committee who misses three or more consecutive committee meetings.

## **8.0 GENERAL MANAGER AND EMPLOYEES**

### **8.1 General Manager**

The Board may employ or contract with a person to serve as a General Manager. The Board may delegate to the Manager full authority to manage and operate the affairs of the District subject to the Board's orders and directives.

Under policies to be established by the Board, the General Manager may be responsible to the Board for the following:

- Administering the directives of the Board and the Executive Committee;
- Keeping the District's records, including minutes of meetings of the Board and the Executive Committee;
- Developing plans and programs for the approval of the Board;
- Hiring, supervising, training, and discharging the employees, as authorized by the board;
- Contracting for or retaining technical, scientific, legal, fiscal, and other professional services, as authorized by the Board;
- Preparation for review by the Finance Committee and approval by the Board of an annual budget for the District;
- Serving as assistant Secretary with authority to perform all duties of the Secretary in the absence of the Secretary but without the authority to vote;
- Serving as the records management officer for the District as provided by the Texas Local Government Records Act, Tex. Local Governmental Code, Section 201.001.
- Performing any other duties assigned to him by the Board.

### **8.2 Employees**

The Board of Directors shall establish such positions and salaries for employees, as it deems necessary for sustaining the activities of the District.

## **9.0 WRITTEN POLICY STATEMENTS**

### **9.1 Employee Policy Manual**

The District will develop and adopt a written policy manual which includes employee hiring practices, compensation, annual review, benefits, ethics, work schedules, and other policies affecting District employees.

### **9.2 Travel and Reimbursable Expenses**

The District will develop and adopt a written policy concerning the reimbursement of travel expenses and other expenses incurred by employees or Directors while performing District business. This policy shall comply with Chapter 36 of Texas Water Code. See Kenedy County Groundwater Conservation District's travel policy.

### **9.3 Investments**

The District will develop and adopt a written policy relating to District investments that ensures compliance with Texas Water Code, Section 36.061 and that includes a code of ethics for Directors, officers, employees, and persons who are engaged in handling investments for the District.

### **9.4 Professional Services**

The District will develop and adopt a written policy concerning the selection, monitoring, review, and evaluation of consultants providing professional services to the District.

## **10.0 STANDARDS OF CONDUCT**

### **10.1 Confidentiality of Attorney-Client Communication**

Attorney-client communication between the District and its attorney is confidential. It may not be disclosed to the public unless approved by the Board. If an employee, contractor, or Director of the District discloses such information to the public, the Board may request the District Attorney for Kenedy County to investigate and prosecute such action as a possible violation of Texas Penal Code §39.06: Misuse of Official Information.

### **10.2 Conflicts of Interest**

Directors shall comply with Chapter 171, Local Government Code, including the requirements to disclose any conflict of interest with matters pending before the Board and to refrain from participation in the discussion and decision on such matters.

### **10.3 Ethical Conduct**

Directors shall conduct themselves in an ethical manner recognizing their oath of office, and their responsibilities to the District and to their constituents, and shall comply with all State laws related to the ethical standards for public officials.

### **10.4 Standards of Conduct**

A Director or employee shall not:

- Accept or solicit any gift, favor, or service that might reasonably tend to influence him in the discharge of his official duties or that he knows or should know is being offered him with the intent to influence his official conduct;
- Accept employment or engage in any business or professional activity that he might reasonably expect would require or induce him to disclose confidential information acquired by reason of his official position;
- Accept other employment or compensation that could reasonably be expected to impair his independence of judgment in the performance of his official duties;
- Make personal investments that could reasonably be expected to create a substantial conflict between his private interest and the public interest;
- Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised his official powers or performed his official duties in favor of another.

## **11.0 LIABILITY INSURANCE OR BONDING**

### **11.1 Liability Insurance or Bonding**

The District may purchase and maintain liability insurance or bonding on behalf of any person who is a Director or employee of the District in any capacity or arising out of his status as such.

### **11.2 Indemnification of Directors and Employees**

The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of each Director and employee of the District.

Each Director and employee is indemnified by the District to the maximum extent authorized by law against any liability imposed upon him and for any expense reasonably incurred by him in connection with any claim made against him, or any action, suit or proceeding to which he may be a party by reason of his being, or having been, a Director or employee, and against such sums as counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding; provided, however, that no Director or employee shall be indemnified with respect to actual damages arising out of a cause of action for a willful act or omission, an act or omission constituting gross negligence or official misconduct, or with respect to matters for which such indemnification would be unlawful or against public policy.

Any right of indemnification granted by this Section is in addition to and not in lieu of any other such right for which any Director or employee of the District may at any time be entitled under the laws of the State of Texas; and if any indemnification that would otherwise be granted by this Section is disallowed by any competent court or administrative body as illegal or against public policy, then any Director or employee with respect to whom such adjudication was made, and any other Director or employee, shall be indemnified to the fullest extent permitted by law or public policy, it being the express intent of the District to indemnify its Directors and employees to the fullest extent possible in conformity with these Bylaws, all applicable laws and public policy.

## **12.0 MANAGEMENT PLAN AND JOINT PLANNING**

The District will prepare a District Management Plan pursuant to Texas Water Code, Section 36.1071 for submission and approval by the Texas Water Development Board under Texas Water Code, Section 36.1072. The Plan may be updated as needed, and will be updated at least every five years. In accordance with Texas Water Code, Section 36.108, the District shall participate in joint planning with other groundwater districts located in GMA-16.

## **13.0 USE OF CONSULTANTS**

The District may contract with consultants that they deem necessary for the conduct of the District's affairs. In selecting attorneys, engineers, auditors, financial advisors, or other professional consultants, the District shall follow the procedures of the Professional Services Procurement Act, Subchapter A, Chapter 2254, Texas Government Code.

## **14.0 FINANCIAL**

### **14.1 Contracts, Instruments, and Documents**

The Board may enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the District. All contracts shall be executed by the President, attested by the Board Secretary, and, if deemed necessary by the Board, approved by the District's Legal Counsel. Any contract not so executed is void and of no effect on the District.

### **14.2 Loans**

No loans shall be contracted on behalf of the District and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board, executed by the President, and attested to by the Board Secretary.

### **14.3 Disbursements**

As required by Texas Water Code, Section 36.151, all checks, drafts, notes, or other orders for the payment of money issued in the name of the District shall be

signed by at least two Directors unless the Board has authorized by resolution certain employees of the District to so sign.

#### **14.4 Depositories**

All funds of the District, except petty cash, shall be deposited from time to time to the credit of the District in such banks or accounts as the Board may designate and upon such terms and conditions as shall be fixed by the Board, unless otherwise required by orders or resolutions authorizing the issuance of the District's bonds or notes. The Board may, from time to time, authorize the opening and maintaining of general and special accounts within any such depository as it may designate, and may make such special rules and regulations with respect thereto as it may deem expedient. To the extent that funds in the depository bank or banks are not insured by the Federal Deposit Insurance Corporation, they shall be secured as provided by Texas Water Code, Section 36.155. The depository shall be located within the District unless the Board determines that a suitable depository cannot be found within the District.

#### **14.5 Annual Audit**

An audit shall be made of the financial condition of the District by an independent certified public accountant after the end of each fiscal year. This audit shall be open to public inspection. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the District and shall be experienced and qualified in the accounting and auditing of public bodies. The audit shall be performed in accordance with generally accepted auditing standards and shall satisfy all requirements imposed by Texas Water Code, Section 36.153.

#### **14.6 Budget**

Prior to the commencement of each fiscal year, the Board shall adopt an annual budget in accordance with Chapter 36, Texas Water Code. The budget shall contain a complete financial statement, including the requirements of Texas Water Code, Section 36.154.

#### **14.7 Administrative Fee Schedule**

Each year after notice and hearing, in conjunction with development of its annual budget, the Board may adopt an administrative fee schedule. Such fees for administrative acts of the District shall not unreasonably exceed the cost to the District of performing the administrative function for which the fee is charged.

#### **14.8 Fiscal Year**

The District's fiscal year shall be the same as calendar year.

#### **14.9 Purchasing**

No expenditures shall be made that are not authorized by the budget. This requirement shall not, however, prevent the Board from amending the budget at the same time that it authorizes an expenditure provided that funds are available from other budget categories or that reserve funds are available.

#### **14.10 Investments**

Funds of the District may be invested. The District will comply with the requirements of its written Investment Policy and Texas Water Code, Chapter 36 regarding investments.

### **15.0 DISTRICT ADMINISTRATION**

#### **15.1 District Address**

The District's mailing address is P.O. Box 212, Sarita, TX 78385. The physical address is 365 La Parra Ave., Sarita, TX 78385.

#### **15.2 Records of the District**

The District will keep a complete account of all of the Board and Advisory Committee meetings and proceedings and will preserve its minutes, contracts, records, notices, accounts, receipts, and other records in a safe place. To the extent that a Director maintains such records outside the District office, upon request by the District or when he vacates office, he shall return the records to the District.

The District records are the property of the District and are subject to the Texas Public Information Act, Chapter 552, Texas Government Code. Such records are available for public inspection or copying under the terms of that Act. Persons who are furnished copies of District records may be assessed a charge for the documents, as allowed by the Texas Public Information Act.

The preservation, storage, destruction, or other disposition of District records is subject to Chapter 201, Texas Government Code.

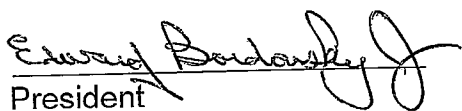
#### **15.3 Office Hours**

Regular office hours will be from 8:00 A.M. to 5:00 P.M., Monday through Friday.

#### **15.4 Official Seal**

The Board, by resolution, may adopt an official seal for the District to be used on official documents of the District.

Adopted by the Board of Directors on June 18, 2025.

  
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President

Attested by:   
\_\_\_\_\_  
Secretary