

Bylaws of the CAPITAL AREA COUNCIL OF GOVERNMENTS

ARTICLE I - CREATION AND PURPOSE

Section 1.1 - Preamble

- (a) We, the representatives of local governments in State Planning Region 12, join together in a voluntary organization, to be known as the Capital Area Council of Governments, for the purpose of meeting at regular intervals to discuss and study community challenges of mutual interest and concern, and to develop plans, policies, and recommendations for action for approval and implementation by member local governments and other levels of government within the Region.
- (b) We recognize that our individual and common destinies rest with the interdependent actions of the local governments located within the Region.
- (c) The Capital Area Council of Governments is a voluntary organization of local governments through which its members seek, by mutual agreement and closer cooperation, solutions to mutual problems for their mutual benefit.
- (d) The Council's goal is to combine the total resources of its members for regional planning beyond the capabilities of the individual members.

Section 1.2 – Creation

The Capital Area Council of Governments was created June 26, 1970, pursuant to the Regional Planning Act of 1965, as amended, Chapter 391 of the Texas Local Government Code. The Council's geographic boundaries are coextensive with State Planning Region 12, which comprises the counties of Bastrop, Blanco, Burnet, Caldwell, Fayette, Hays, Lee, Llano, Travis, and Williamson. The name of the council was changed from Capital Area Planning Council to Capital Area Council of Governments effective August 11, 2004.

Section 1.3 – Purpose

- (a) The general purpose of the Council is to encourage and facilitate local governments in the Region to cooperate with one another, with other levels of government, and with the private sector to plan for the future development of the Region and thereby improve the health, safety, and general welfare of their citizens.
- (b) The specific purposes of the Council are:
 - (1) to make studies and plans to guide the unified, far-reaching development of the Region and assist participating local governments in preparing and implementing plans that are consistent with the Council's general purpose;
 - (2) to coordinate development in the Region and thereby eliminate duplication and promote economy and efficiency;
 - (3) to serve as a forum to identify, focus on, discuss, and study regional challenges and opportunities;
 - (4) to serve as a vehicle for the collection and exchange of information about the Region and to provide for effective communication and coordination among member governments, other levels of government, and the private sector;

- (5) to encourage, develop, and review policies, plans, and priorities for Regional growth and development;
- (6) to furnish general and technical aid to member governments;
- (7) to facilitate agreement and cooperative action among member governments to carry out specific projects;
- (8) to maintain liaison with member governments, other levels of government, and the private sector, and to serve as a Regional spokesman for local governmental interests;
- (9) to review, coordinate, and expedite federal, state, and local governmental programs that have Regional implications; and
- (10) to develop and carry out plans and programs as directed by the Council.

ARTICLE II – MEMBERSHIP IN THE COUNCIL

Section 2.1 – Qualification for Membership

To be eligible for membership in the Capital Area Council of Governments, a local government or other organization described in Section 2.2, must be located, in whole or part, in State Planning Region 12.

Section 2.2 – Categories of Membership

The categories of membership and organizations eligible for membership in the Council are:

- (1) **Full Members:** counties and municipalities.
- (2) **Associate Members:** independent and common school districts and water, drainage, conservation, and sewer, hospital, and other special-purpose governmental districts; other local, state, and federal governmental units or agencies, publicly and privately owned public utilities; and nonprofit organizations specifically concerned with health, welfare, economic, or civic development, if these organizations' membership is approved by the Executive Committee.

Section 2.3 – Joinder and Withdrawal

- (a) An organization eligible for membership in the Council may apply for membership by submitting to the Executive Committee a written resolution of its governing body together with the amount of dues calculated under Section 8.1. If the applicant is eligible for membership and the correct amount of dues accompanied the resolution or request, the Executive Committee may admit, by resolution approved by a two-thirds vote of all members of the Executive Committee, the applicant as a member in the appropriate category. The applicant becomes a member of the Council on the date the resolution is adopted.
- (b) A member of the Council may withdraw its membership at any time by submitting to the Executive Committee a written of withdrawal. The Executive Committee shall memorialize the withdrawal by written resolution, and the withdrawal becomes effective when the resolution is adopted.
- (c) Upon the receipt of a petition from two members, the Executive Committee will hold a public hearing for the removal of an Associate Member. A two-thirds vote of all members of the Executive Committee is required to remove the Associate Member. The Associate Member will have the opportunity to speak during the public hearing.

ARTICLE III – REPRESENTATION IN THE GENERAL ASSEMBLY

Section 3.1 – General Assembly

The representatives of members of the Capital Area Council of Governments are collectively the General Assembly of the Council.

Section 3.2 – Elected Officials

At least two-thirds of the voting representatives in the General Assembly must be elected officials of the governing body of full members of the Council.

Section 3.3 – Full Member Representatives

(a) Each full member of the Council is entitled to representation in accordance with the following schedule based on the member's population determined under Section 9.4:

<i>Counties</i>	<i>Municipalities</i>	<i>Number of Representatives</i>
Under 20,000	Under 10,000	1
20,000 – 100,000	10,000 – 50,000	2
100,000+	50,000 – 100,000	3
	100,000+	4

- (b) The governing body of the full member shall select its representatives to the General Assembly with a majority vote of the member's governing body.
- (c) Each representative of a full member has one vote in the General Assembly and on all committees on which the representative serves.
- (d) Full Members are eligible to appoint their full number of representatives immediately upon the population, as determined by policy, crossing the threshold listed in 3.3(a). If a Full Member's population drops such that they are allocated fewer Representatives, they shall have one year to reduce their representation.
- (e) A Full Member may select a citizen representative if an elected official is not available to represent the member to the extent that the General Assembly representation complies with the requirements of Section 3.2.

Section 3.4 – Associate Member Representatives

- (a) Each associate member of the Council is entitled to one representative.
- (b) The governing body of the associate member shall select its representative to the General Assembly with a majority vote of the member's governing body.
- (c) An associate member representative has one vote in the General Assembly and on all committees on which the representative serves.

Section 3.5 – Terms of Representatives

A representative serves from the time they are appointed by the member organization until the time they are replaced by the member organization.

Section 3.6 – Resignation and Removal

- (a) A representative may resign at any time by giving written notice to the Executive Director of the Council. A representative's resignation is effective when the notice is given, unless the notice specifies a later effective date. The executive director will immediately notify the officers of the Council and the member organization.
- (b) The authority that selected a representative may remove the representative, with or without cause, at any time by giving written notice of removal to the chairperson or secretary of the Council. Removal is effective when the notice is received.

Section 3.7 – Vacancy

- (a) A vacancy on the General Assembly occurs:
 - (1) when a representative dies;
 - (2) when a representative resigns; or
 - (3) when a representative is removed.
- (b) The authority that selected the representative whose position is vacant shall fill the vacancy.

ARTICLE IV – THE GENERAL ASSEMBLY

Section 4.1 – General Responsibilities

The General Assembly has the following general responsibilities:

- (a) to establish the overall policies and specific objectives of the Council;
- (b) to create, appoint members to, fill vacancies in, and specify the duties of permanent committees of the General Assembly, not otherwise described in these bylaws, to assist in carrying out its responsibilities;
- (c) to review, on its own motion or at the request of the Executive Committee or any permanent committee of the General Assembly, any action of the Executive Committee or permanent committee.

Section 4.2 – Meetings

- (a) The representatives of members shall meet regularly as a General Assembly at least once each year and hold the Annual Meeting of the General Assembly.
- (b) The General Assembly shall meet upon call of the chairperson of the Council or upon the written request of at least one-third of the representatives of the full members.

Section 4.3 – Notice

Notice of both regular and special meetings of the General Assembly must comply with the Open Meetings Act.

Section 4.4 – Quorum and Action

- (a) A quorum of the General Assembly consists of a quorum of the Executive Committee as defined in section 5.5.
- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of the representatives entitled to vote and present is the act of the General Assembly.

Section 4.5 – Nominating Committee

- (a) Prior to July 1st of each year, the Executive Committee shall appoint a seven-person Nominating Committee to nominate Executive Committee members and officers of the Council to serve during the following year. The Nominating Committee members serve for a year or until a new Nominating Committee, which may include members of the former Committee, is appointed.
- (b) A Nominating Committee member must be a General Assembly representative of a full member or an associate member. At least two Nominating Committee members must be Executive Committee members and at least two members must be General Assembly members not currently serving on the Executive Committee. The chair of the Council shall serve as the Nominating Committee chair, or the vice chair in the absence of the chair.
- (c) Each appointee serving on the Nominating Committee shall serve for no more than four consecutive years.
- (d) The Nominating Committee shall nominate at least one qualified representative for each position on the Executive Committee. The Nominating Committee shall also nominate one Executive Committee member for each office of the Council. In making nominations to the Executive Committee, the Nominating Committee shall consider the economic, urban-rural, geographic, ethnic, and gender diversity of the Region and, insofar as possible, shall make its nominations to reflect this diversity. The Nominating Committee shall also consider the active participation of current Executive Committee members seeking reappointment. The Nominating Committee may also consider the timely payment of dues by the member. In the case of November elections, a person who has been elected but not sworn into office may be considered by the Nominating Committee contingent upon the candidate being designated as the General Assembly representative of that local government at the time of the General Assembly election.
- (e) The Nominating Committee shall solicit interest for service on the Executive Committee from all eligible General Assembly members. To be eligible for appointment, General Assembly representatives must be elected officials from cities and counties who are full members. The Nominating Committee shall submit its nominations in writing for Executive Committee members to the Executive Director of the Council and the Executive Director shall furnish copies of the Nominating Committee report to each General Assembly representative during October of each year.
- (f) A qualified representative who is not included on the slate of the Nominating Committee but wishes to be considered for election to the Executive Committee by the General Assembly may notify the Executive Director in writing no later than November 30th and specify which nominated representative he or she wishes to challenge. Nominations will not be accepted from the floor. A contested slot will be voted on separately from the Nominating Committee slate.
- (g) The Nominating Committee shall submit its nominations in writing for the officers of the Council to the Executive Committee with the notice of the January Executive Committee meeting. The nominating committee shall, along with other factors as deemed appropriate, consider continuity of leadership when selecting the nominations for officers.

- (h) In accordance with Local Government Code, Section 391.006(c), the Nominating Committee shall solicit interest for service on the Executive Committee from State Legislators whose districts are wholly or partly within the State Planning Region 12.
- (i) Legislators eligible for membership on the Executive Committee may apply for membership on the Executive Committee by submitting a written request to the Nominating Committee. The Nominating Committee shall recommend at least one eligible State Legislator for an ex-officio, non-voting position on the Executive Committee when it submits nominations to the Executive Director during October of each year.

ARTICLE V – THE EXECUTIVE COMMITTEE

Section 5.1 – Governing Body

The Executive Committee is the governing body of the Council between meetings of the General Assembly. Members of the Executive Committee shall also serve on the Board of Managers of the Capital Area Emergency Communications District (CAECD) as an additional duty. To the extent authorized by law, the Executive Committee will also serve as the governing body of any additional non-profit organization established by the Council.

Section 5.2 – Composition

- (a) The composition of the Executive Committee is as follows:
 - (1) two representatives from Travis County;
 - (2) one representative from each of the other nine counties in State Planning Region 12;
 - (3) one representative from the City of Austin;
 - (4) five representatives from cities with a population in excess of fifty thousand (50,000);
 - (5) five representatives from cities with populations under 50,000; and
 - (6) three at-large members.
 - (7) at least one State of Texas Legislator in accordance with Local Government Code, Section 391.006(c).
- (b) At each Annual Meeting, the General Assembly shall elect members from the categories described in Subsections (a) (1) through (6) of this section 5.2, from the candidates nominated by the Nominating Committee or announced in accordance with the requirements for consideration as described in section 4.4(f).
- (c) In selecting the medium-sized city, small city and at-large representatives, the General Assembly shall consider population and geography to ensure diversity among the members of the Executive Committee.
- (d) All of the Executive Committee members, except for the ex-officio State Legislator, must be elected officials of the governing bodies of the full members of the Council or representatives who have been elected and will take office during the term of their service on the executive committee.
- (e) An elected official of the governing body of a full member of the Council may complete his or her term on the Executive Committee unless or until removed from the General Assembly by the Member.
- (f) A State Legislator selected for the Executive Committee shall serve as an ex-officio member, will not be eligible to vote, to serve as an officer of the Council, or to serve on subcommittees, and will not count toward a quorum.

Section 5.3 – Meetings

- (a) The Executive Committee shall meet regularly each month at a time and place specified by resolution.
- (b) The Executive Committee shall meet specially on call of the chairperson of the Council or upon the written request of at least one-third of the members of the Executive Committee.
- (c) Regular meetings may be cancelled by the Chairperson, provided that the Executive Director confirms that no pressing business is required to be acted upon and the Chairperson provides at least two weeks notice of the cancellation.

Section 5.4 – Notice

Notice of regular and special meetings of the Executive Committee must comply with the Open Meetings Act.

Section 5.5 – Quorum and Action

- (a) A quorum of the Executive Committee consists of a majority of the non-vacant positions..
- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present is the act of the Executive Committee.

Section 5.6 – Term

Executive Committee members serve one-year terms, beginning on January 1 following their election to the Executive Committee and expiring on December 31. An Executive Committee member may complete his or her term unless or until removed from the General Assembly by the Member.

Section 5.7 – Vacancy and Removal

- (a) A vacancy on the Executive Committee occurs:
 - (1) when a member dies;
 - (2) when a member resigns;
 - (3) when a member is removed;
 - (4) when a member becomes disqualified to serve; or
 - (5) when a member incurs four absences as described in subsection (b).
- (b) If an Executive Committee member misses three consecutive regularly-scheduled Executive Committee meetings or four total regularly-scheduled Executive Committee meetings in a calendar year, the Chairperson shall place an item on the next agenda to either excuse the absences or remove the representative from the Executive Committee. A motion to excuse an absence must be approved by a majority of those who are present at a meeting where a quorum is present. A motion to remove the representative must be approved by two-thirds of those present at a meeting where a quorum is present. Upon removal, the chairperson shall immediately declare a vacancy. State Legislators appointed pursuant to Section 5.2(a)(7) shall not be held to attendance requirements.
- (c) Executive Committee members shall also serve on the Board of Managers of the CAECD; a missed meeting of the CAECD shall be counted toward the absences described in (b), but only to the extent that one absence is counted per calendar day.
- (d) If a vacancy occurs on the Executive Committee, the Nominating Committee may nominate at the request of the Executive Committee, and the Executive Committee shall elect a replacement to serve for the remainder of the unexpired.

Section 5.8 – Powers and Responsibilities

- (a) The Executive Committee has the following general powers:
 - (1) to contract;
 - (2) to acquire, own, lease, transfer, or otherwise dispose of real and personal property, tangible or intangible, or any interest in it;
 - (3) to invest the Council's assets in real or personal property, tangible or intangible, or any interest in it;
 - (4) to sell, assign, mortgage, or pledge all or any part of the Council's real or personal property, or any interest in it;
 - (5) to borrow or lend money or other property;
 - (6) to apply for, receive, and use contributions and grants;
 - (7) to sue in the name of the Council; and
 - (8) to create and oversee advisory committees as necessary to comply with grant programs and provide guidance on regional issues.
- (b) The Executive Committee has the following general responsibilities:
 - (1) to have prepared, review, and adopt an annual budget;
 - (2) to designate one or more depositories for the Council's funds and specify the individuals authorized to sign and countersign checks and other instruments for withdrawal of the funds;
 - (3) to receive, review, and, if necessary, act upon reports and recommendations of its subcommittees and of committees of the Council, and to notify the General Assembly of any action taken;
 - (4) to make recommendations, formulate policy, and take action on matters referred to it by the General Assembly that best carry out the purposes of the Council;
 - (5) To be sued in the name of the Council.

Section 5.9 – Creation of Subcommittees

- (a) The Executive Committee by resolution may create one or more subcommittees and appoint members of the Executive Committee to serve on them. Each subcommittee may have three or more members who serve at the pleasure of the Executive Committee.
- (b) To the extent specified in the creating resolution, a subcommittee may exercise the Executive Committee's powers and carry out its responsibilities described in Section 5.8.
- (c) The Executive Committee in the creating resolution shall appoint officers of the subcommittee from among its members and shall describe the meeting, quorum, and voting requirements for the subcommittee.

ARTICLE VI – OFFICERS OF THE COUNCIL

Section 6.1 – Election

- (a) The Executive Committee shall elect from among its members, with the advice from the Nominating Committee per section 4.4(g), a chairperson, first and second vice-chairperson, a secretary, and a parliamentarian of the Council. The parliamentarian position may be jointly held by another officer other than the chairperson.

- (b) The Executive Committee shall elect the officers at the regular January meeting, or as soon thereafter as practicable.
- (c) The Immediate Past Chairperson shall serve as an officer.

Section 6.2 – Term

- (a) Officers of the Council serve one-year terms, beginning on January 1 following their election and expiring on December 31. An officer whose term expires continues to serve until his or her successor is elected.
- (b) The Executive Committee may remove an officer for cause upon two-thirds vote of the total number of members of the Committee, vacancies excluded. The reasons for removal of the officer must be described in the agenda for the meeting at which removal will be considered.
- (c) An officer may not serve more than two consecutive full terms in the same office.

Section 6.3 – Vacancy

In case of vacancy in an office, as determined under Section 5.7, the Nominating Committee may upon the request of the chairperson, nominate a replacement and the Executive Committee shall elect a replacement from among its members at a regular or special meeting. The replacement serves for the remainder of the unexpired term.

ARTICLE VII – EXECUTIVE DIRECTOR AND STAFF

Section 7.1 – Executive Director

- (a) The Executive Committee shall employ an Executive Director, who is qualified by training and experience, to faithfully carry out the duties delegated to him or her by the General Assembly and the Executive Committee. The Executive Director serves at the pleasure of the Executive Committee.
- (b) The Executive Director is the chief administrative officer of the Council and, subject to its policies and directives, acts for and in the name of the Council. Only the Executive Director or their designee is authorized to contract on behalf of the Council in accordance with the Procurement Policy.
- (c) Among other duties, the Executive Director shall:
 - (1) appoint and remove all employees of the Council; and
 - (2) prepare the Council's annual budget and submit it to the Executive Committee for review, recommendation, and submission to the General Assembly.

ARTICLE VIII – FINANCES

Section 8.1 – Annual Dues

- (a) Each member of the Council shall pay annual dues according to the following schedule:
 - (1) Counties: 5 cents per capita based on the most recent population estimates determined under Section 9.4, minimum of \$50.00.
 - (2) Municipalities: 10 cents per capita based on the most recent population estimates determined under Section 9.4, minimum of \$50.00.

- (3) School districts: 5 cents per capita for enrollment up to 2,500; plus 2 cents per capita for enrollment between 2,500 and 10,000; plus 1 cent per capita for enrollment in excess of 10,000. The minimum dues for a school district are \$50.00, and the maximum dues are \$500.00.
 - (4) Special-purpose governmental districts (including but not limited to Municipal Utility Districts Water Control Improvement Districts), except public utilities: \$125.00.
 - (5) Public Utilities: \$500.00.
 - (6) Other agencies and organizations: \$200.00.
- (b) The Executive Committee may amend the schedule of dues set out in subsection (a) in conjunction with reviewing and adopting the annual budget. The amendment may be made effective only for the budget year or permanently.
- (c) Annual Dues are expected to be paid by December 1st of each year.

Section 8.2 – Special Assessment

In case of emergency, the General Assembly, upon a resolution of the Executive Committee passed by a two-thirds vote, may adopt a schedule of special assessments for all members or for specified categories of members.

Section 8.3 – Nonpayment of Dues or Special Assessment

- (a) If a member does not pay its dues, or an installment of its dues authorized by Section 8.1, within three months after the dues or installment becomes due and payable, the Executive Committee by resolution may suspend the member from the Council until the member pays its dues or installment in full. If the member does not pay its dues or the installment within six months after the dues or installment becomes due and payable, the Executive Committee by resolution may expel the member from the Council. The member shall not be eligible for readmittance to the Council until they come current on any past-due balance.
- (b) If a member does not pay its special assessment within thirty days after the assessment becomes due and payable, the Executive Committee by resolution may suspend the member from the Council until the member pays its special assessment in full. If the member does not pay its special assessment within sixty days after the assessment becomes due and payable, the Executive Committee by resolution may expel the member from the Council.

Section 8.4 – Annual Report and Audit

- (a) The Council shall prepare an annual report of its activities and furnish a copy of the report to the governing body of each member of the Council.
- (b) The Council shall obtain an annual audit, prepared by an independent certified public accountant in compliance with applicable federal and state law, of its performance, receipts, and expenditures. The Council shall include a summary of the audit results in its annual report required by subsection (a).

ARTICLE IX – MISCELLANEOUS

Section 9.1 – Principal Office

The Executive Committee shall determine the location of the Council's principal office by resolution.

Section 9.2 – Fiscal Year

The Executive Committee shall determine the Council's fiscal year by resolution.

Section 9.3 – Books and Records

- (a) The Council shall keep at its principal office correct and complete minutes of the meetings of the General Assembly and its committees and of the Executive Committee and its subcommittees; accurate and complete financial records; and other appropriate records documenting the operations of the Council.
- (b) The Council's records are subject to the Texas Public Information Act.

Section 9.4 – Determination of Population

- (a) Except as provided in subsection (b), the US Census Bureau annual mid-year estimates of population determine the representation and dues of full members and the actual population in the year the decennial results are released.
- (b) A full member may request the Executive Committee at its November meeting to use its own population estimate to determine its representation on the Council and the amount of its dues. The member must document its request with evidence of utility connections or other reliable evidence of population. If the Executive Committee agrees to use the member's population estimate, the estimate will determine the member's representation at the Annual Meetings and the amount of the member's dues until publication of the next Census Bureau data.

Section 9.5 – Amendment of Bylaws

- (a) If a quorum of full-member representatives is present, the General Assembly may amend these bylaws by majority vote of all the representatives entitled to vote in the General Assembly.
- (b) The written text of a proposed amendment must be furnished to each representative entitled to vote at least two weeks before the day of the meeting at which the amendment will be considered.
- (c) An amendment is effective when adopted by the General Assembly unless the amendment specifies otherwise.

Bylaws History

- Adopted 6/70
- Revised 10/74
- Revised 9/79
- Revised 4/81
- Revised 9/98
- Revised 1/04
- Revised 8/04
- Revised 11/08
- Revised 4/09
- Revised 8/10
- Revised 12/10
- Revised 9/11
- Revised 12/11
- Revised 12/12
- Revised 9/13
- Revised 12/14
- Revised 9/15
- Revised 9/18
- Revised 9/21
- Revised 9/22
- Revised 12/25