

Crown Mountain Water Supply Corporation

Members, Regular, Special and Emergency Meeting Policy

ARTICLE ONE

Texas Non-Profit Corporation Act

1.01 The Texas Non-Profit Corporation Act (Article 1396-1.01 et seq., Vernon's Texas Civil Statutes) shall apply to this corporation to the extent that it does not conflict with Vernon's Annotated Civil Statutes, Chapter 67.

Conflicts

1.02 Any conflicts between this Members, Regular, Special and Emergency Meeting Policy (Policy) and the fore-mentioned articles shall be resolved as follows:

a) Chapter 67 shall apply first;

b) Article 1396 shall apply second;

and concurrently with Texas Government Code, Chapter 551 – Open Meetings

Parliamentary Procedure

1.03 Robert's Rules of Order, Newly Revised, is adopted and shall prevail if there are procedural questions not addressed by provisions of this Policy. In the event of conflict between the Policy and Robert's Rules of Order, Newly Revised, the Policy shall prevail.

ARTICLE TWO

MEMBERS MEETINGS

Place of Meetings

2.01 Meetings of members shall be held at any place within Real County, Texas, designated by the Board of Directors pursuant to authority hereinafter granted to the Board, or by the written consent of all persons entitled to vote thereat. In absence of any such designation, members' meetings shall be held at the office of the corporation.

Time of Annual Meeting Business Transacted

2.02 The annual meeting of members shall be held on the first Saturday of March each year, at the hour of 1:00 PM. At such meetings, Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the members.

Notice of Meetings

2.03 (1) Notice of all meetings of members shall be given in writing to members

entitled to vote by the President or Secretary or by the officer or person calling the meeting, or, in case of his neglect or refusal, or if there is no person charged with the duty of giving notice, by any Director or member. The notice shall be given to each member, either personally or by prepaid mail, addressed to the member at his address appearing on the transfer books of the corporation. The notice shall also be posted in accordance with Open Meetings Act.

Time of Notice

(2) Notice of any meeting of members shall be sent to each member entitled thereto not less than three (3) nor more than forty (40) days before the meeting.

Contents of the Notice

(3) Notice of any meeting of members shall specify the place, date, and hour of the meeting. The notice shall also specify the purpose of the meeting if it is a special meeting.

Notice of Adjourned Meeting

(4) When a members meeting is adjourned beyond the next day, notice of adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned to the next day, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Calling of Special Meetings

2.04 (1) On request in writing to the President, Vice-President, or Secretary, sent by registered mail or delivered to the officer in person, by any persons entitled to call a meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time, fixed by the officer, not less than ten (10) days after the receipt of the request. If the notice is not given within seven (7) days after the date of delivery, or the date of the mailing of the request, the persons calling the meeting may fix the time of the meeting and give the notice in the manner provided by the By-Laws, and in accordance with the Open Meetings Act. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

Persons Entitled to Call Special Meetings

(2) Special meetings of the members, for any purpose whatsoever, may be called at any time by any of the following: (a.) the President; (b.) the Board of Directors; (c.) 10 percent of members.

Quorum of Members

2.01 (1) A quorum for the transaction of business at a meeting of the membership is a majority of the members present. In determining whether a quorum is present, all members who mailed or delivered ballots to the independent election auditor on a matter submitted to a vote at the meeting are counted as present.

Adjournment for Lack or Loss of Quorum

(3) In the absence of a quorum, or the withdrawal of enough members to leave less than a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members of which are present in person, but no other business may be transacted.

Conduct of Meetings

2.05 At every meeting of the members, the President, or in his/her absence, the Vice President designated by the President; or, in the absence of such designation, a chairperson chosen by a majority in interest of the members present in person and entitled to vote, shall act as chair. The Secretary of the corporation, or in his/her absence, an Assistant Secretary, shall act as Secretary of all meetings of the members. In the absence at such meeting of the Secretary or Assistant Secretary, the chair may appoint another person to act as Secretary of the meeting.

BOARD OF DIRECTORS' MEETING

Place of Meetings

2.06 Regular meetings of the Board of Directors shall be held at any place within Real County, Texas, which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the office of the corporation. Special meetings of the Board may be held either at a place designated by resolution of the Board or at the office.

Regular Meetings

2.07 (1) Regular meetings of the Board of Directors shall be held on the second Saturday of each of the following months: March, June, September, and December at 1:00 PM, or at such other time and place as shall, from time to time, be determined by the Board.

Call of Regular Meetings

(2) All regular meetings of the Board of Directors of this corporation shall be called by the President, or if he is absent or is unable or refuses to act, by the Vice President or by any two Directors.

Notice of Regular Meetings

(3) Written notice of the time and place of regular meetings of the Board of Directors shall be delivered personally to each Director or sent to each Director by mail, email or by other form of written communication at least seven (7) days before the meeting. If the address of a Director is not shown on the records and is not readily ascertainable, notice shall be addressed to him at the office of the Corporation. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned. Notices of regular meetings of the Board of Directors shall be posted

according to the Open Meetings Act.

Call of Special Meeting

2.08 (1) Special meetings of the Board of Directors of this corporation shall be called by the President, or if he/she is absent or unable or refuses to act, by the Vice President or by any two Directors.

Notice of Special Meeting

(2) Written notice of the time, place, and purpose of special meetings of the Board of Directors shall be delivered personally to each Director or sent to each Director by mail, email or by other form of written communication, at least three (3) days before the meeting. If the address of a Director is not shown on the records and is not readily ascertainable, notice shall be addressed to him/her at the office of the Corporation. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed and the meeting adjourned. Notice of special meetings shall be posted according to the Open Meetings Act.

Quorum

2.10 A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business.

Majority Action

2.11 Every act or decision done or made by a majority of the Directors present at any meeting duly held, at which a quorum is present, is the act of the Board of Directors, unless an act of a greater number is required by the Articles of Incorporation or these By-Laws. Each Director who is present at a meeting will be deemed to have assented to any action taken at such meeting unless said Director's dissent to the action is entered in the minutes of the meeting, or unless he/she shall file a written dissent thereto with the Secretary of the meeting, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after such meeting.

Adjournment

2.12 (1) In the absence of a quorum, a majority of the Directors present may adjourn from time to time, until the time fixed for the next regular meeting of the Board.

Notice of Adjourned Meeting

(2) Adjourned meetings resumed the next day will not be required to have a notice posted. Notice of the time and place of resuming an adjourned meeting the next day need not be given to absent Directors if the time and place are fixed at the meeting adjourned. Adjourned meetings resumed beyond the next day shall have a notice posted in accordance with the Open Meetings Act.

Conduct of Meetings

2.13 At every meeting of the Board of Directors, the President, or in his/her absence, the Vice President designated by him/her or in the absence of such designation, a chairperson chosen by a majority of the Directors present shall preside. The Secretary of the Board of Directors shall act as Secretary of the meeting. In case the Secretary shall be absent from any meeting the chair may appoint any person to act as Secretary of the meeting.

Notice of Emergency Meeting

2.14 Written notice of the time, place, and purpose of an emergency meetings of the Board of Directors shall be posted at least one hour before the emergency meeting. Due to the emergency nature; actions necessary to combat the emergency may be carried forward prior to the meeting time. Any actions taken before the emergency meeting will be notated in the minutes for the meeting.

ARTICLE THREE SETTING THE AGENDA

Approval of the Agenda

3.01 The President shall approve the agenda for all regular and special meetings of the Board of Directors. Board members or Members having matters to be presented to the Board of Directors shall make a request to the Secretary in writing in order to have the item considered for the agenda. The item must then be approved by the President before the item can be placed on the agenda. Agenda input request for Meeting form is available through the Secretary.

Refused Item for the Agenda

3.02 If an item is refused by the president, a director can propose the item to the Board for a vote as to whether the item is added to a future meeting. Items are automatically added if requested in writing by 2 directors (refusal by president may or may not be a prerequisite)

Inquiry and at Meeting

3.03 Gov. Code Sec. 551.042. INQUIRY MADE AT MEETING. (a) If, at a meeting of a governmental body, a member of the public or of the governmental body inquires about a subject for which notice has not been given as required by this subchapter, the notice provisions of this subchapter do not apply to:

- (1) a statement of specific factual information given in response to the inquiry; or
 - (2) a recitation of existing policy in response to the inquiry.
- (b) Any deliberation of or decision about the subject of the inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

ARTICLE FOUR
POSTING THE AGENDA

Posted for 72 Hours

4.01 ALL agenda items must be posted for 72 hours in their final form before they can be deliberated or acted upon.

- (1) Post physical notice at a place convenient to the public in the administrative office of the system; AND
- (2) Do one of the following:
 - (a.) Provide notice to the county clerk of the county in which the system is located, OR
 - (b.) Post at a government office with a tie to the county in which the water service corporation resides, OR
 - (c.) Post the notice on the system’s website.

Posted for 1 Hour

4.02 Written notice of the time, place, and purpose of an emergency meetings of the Board of Directors shall be posted at least one hour before the emergency meeting. Due to the emergency nature; actions necessary to combat the emergency may be carried forward prior to the meeting time. Any actions taken before the emergency meeting will be notated in the minutes for the meeting.

ARTICLE FIVE
CONDUCTING MEETINGS IN AN ORDERLY MANNER

General Guidelines

5.01 General Guidelines for all meetings:

- a. All members have equal rights, privileges, and obligations
- b. “Discussion” is not the same as “Conversation”
- c. Chair recognizes each speaker in turn
- d. No one speaks a second time
- e. NO INTERRUPTING
- f. Abusive, aggressive, intimidating, or threatening behavior is not allowed at any time either before, during, or after meetings.

Closed Meetings

5.02 Closed Meetings:

- a. A governmental body may hold a closed meeting only when authorized by statute
- b. To hold an executive session, the governmental body must:
 1. Have a quorum;
 2. Properly convene at an open meeting;
 3. Announce at an open meeting that a closed meeting will be held;
 4. Identify in the open meeting the section of the law that allows the closed meeting; and
 5. Maintain a certified agenda (minutes) or recording of the closed meeting.

ARTICLE SIX PUBLIC COMMENT AND PRODUCTIVE DIALOGUE

State Law

6.01 Public Comment & Productive Dialogue

a. H.B. 2840 (eff. Sept. 1, 2019):

“A governmental body shall allow each member of the public who desires to address the body regarding an item on an agenda for an open meeting of the body to address the body regarding the item at the meeting before or during the body's consideration of the item.”

b. H.B. 2840 (eff. Sept. 1, 2019):

“A governmental body may adopt reasonable rules regarding the public's right to address the body under this section, including rules that limit the total amount of time that a member of the public may address the body on a given item.”

Procedures

6.02 Defining procedures:

- a. Each member of the public, member or director may sign up at the beginning of the meeting to talk about an agenda item for two (2) minutes before that item is discussed by the board.
- b. The Speaker should address the meeting from the front of the meeting room.
- c. Implement rules of decorum
 1. Be courteous and listen to each speaker, member or board member
 2. DO NOT ARGUE

3. Comments may not be made on non-agenda items. A speaker may sign up to speak on a non-agenda item at the beginning of the meeting. Any clarification on a non-agenda item must be made through proper channels, not during the board meeting.
4. Neutral questions may be asked for clarification of agenda items from the Board or Members present.
5. Non-Agenda Concerns must be noted with the topic on the sign-up sheet before the meeting. A speaker that has signed up will be given two (2) minutes to address the room during the time set for non-agenda items on the agenda.
6. The sign-up sheet will be collected at the start of the meeting.
7. Speakers will be called in the order in which they signed up.
8. Agenda Items: Speakers will have a maximum 2-minute limit per person, for each item
9. General Concern Items: Speakers will have a maximum 2-minute limit per person, for each meeting
10. The Vice President is the designated timekeeper, or if unable, a member of the Board will be designated by the President of the Board.
11. Pooling of time is prohibited.
12. If a Translator is required, the maximum time will be 4-minutes as required.

DECORUM RULES

6.03 Decorum Rules

1. Be respectful of the board and other attendees.
2. Speakers shall address the board one at a time.
3. No interrupting board members or other speakers.

At no time, either before, during, or after meetings, workshops, or while on the premises where the meeting is held, may a member or guest exhibit abusive, aggressive, intimidating, or threatening behavior. Those doing so will be asked to leave. If the person fails to leave the property on their own, law enforcement will be called and the meeting will pause until the matter is resolved. Any person who is removed by law enforcement personnel is permanently barred from attending corporation meetings, workshops, or committee meetings unless a motion is passed by the Board of Directors to allow that person to resume attendance.

COMMENTS/ DISCUSSION DURING MEETING

6.04 Comments from public or members during meeting.

1. Public or members may sign up to speak before each meeting, noting as to the topic and whether it is an agenda or non-agenda item.
2. Public or members may not comment or discuss items that have not been open to discussion by the President of the Board. The President may open items for discussion

not to exceed 10 minutes. No other comments will be addressed other than those discussed in section 6.02 (8 and 9).

3. If a member of the public or a member is speaking out of turn, or otherwise transgressing the policy of the Crown Mountain Water Supply Corporation, the President or any other Board member shall call him/her to order, in which case he/she shall immediately refrain from such transgression, unless permitted to explain. The Board shall, if appealed to, decide the case without debate. If the decision is in favor of the member called to order, he/she may proceed, but not otherwise.

4. If a member of the public, member or director further transgresses the policy they will be asked to leave the meeting.

5. If a member of the public, member or director is asked to leave three (3) meetings in a 12-month period, they will be banned from meetings for a period of one year. This action can be appealed to the Board.

ARTICLE SEVEN MINUTES

7.01 Minutes

1. All governmental bodies must prepare and keep either minutes or recordings of each open meeting.

“Recording” means any tangible medium on which audio or a combination of audio and visual information is recorded, whether currently existing or developed in the future.

2. Written Minutes:

a. Must state the subject of each deliberation.

b. Must indicate each vote, order, decision, or other action taken.

c. Can be a brief summary – a verbatim transcript is not required.

3. Minutes may be disbursed as requested by members after the minutes have been attested.

ARTICLE EIGHT MEMBER REQUESTS FOR INFORMATION

8.01 Request for any generated report, forms or minutes

1. Any Member may request any generated report, forms or minutes that have been approved on the sign-up sheet the Board provides at each meeting.

2. The request will be responded to via provided email address in a timely manner.

8.02 Resolution

1. Should a generated report, forms or approved minutes be requested on the sign-up sheet provided at meetings not be emailed to the requestee in a timely manner the

Member may, by mail send a request for Open Records form to the Board subject to oversight from the Attorney General's Office (AG). This form is available from the Account Specialist or any Board member.

2. Should the Board receive an Open Records Request by mail; the Board will have 10 days to respond by mail with any fees that may be generated by the request. As well as any clarification needed for the request. Once payment is made and or clarification is received via mail the Board will have 10 days to send the approved items requested or if a request is only for an opportunity to inspect information the Board will respond as to the time and date that inspection will be available.