



Development District of Central Texas Bylaws

Principles and Policies

1. The Representatives of local governments (or stakeholder groups) in the Central Texas Area join together in a voluntary organization to be known as the Central Texas Council of Governments (or its Advisory Groups), for the purpose of meeting at regular intervals to discuss problems and needs which require action on an area-wide or regional basis, to develop plans, policies (if authorized), and recommendations for action and implementation by local member governments and other appropriate levels of government within the region.
2. Counties, Cities and School Districts are the principal units of local government in the region. As such, they have the responsibility of planning for and meeting the local governmental needs which future development will produce, including the need for joint and coordinated area-wide service.
3. Sound and workable policies and programs for meeting and solving the area-wide problems of local governments will be most effective and ultimately carried out through regular meetings of the local governmental units (or stakeholder groups) in an area-wide voluntary council dedicated to the solution of these problems.
4. The Council (or its Advisory Groups) is a voluntary organization whereby individual governmental units (or stakeholder groups) can work together in coordination of their efforts in planning and guiding the needs of a progressive society.

Definitions:

The following terms are defined for use within this document.

Bylaws – The governing rules and articles adopted and amended by the membership.

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Council – This term refers to the Council of Governments, specifically the Central Texas Council of Governments in this case.

CTCOG – This is the official abbreviation for The Central Texas Council of Governments.

DDCT- This is the official abbreviation for the Development District of Central Texas.

Executive Committee – The Governing Body of the Council.

EDA – Economic Development Administration.

Article I: Organization

The name of this organization is the Development District of Central Texas.

The State of Texas designated the Central Texas Council of Governments as the fiduciary and administrative agent for this District. The creation of the Development District is authorized by the Central Texas Council of Governments under 13 CFR Part 304, Subsection 2.

The District shall initially serve the following Texas counties: Bell, Coryell, Hamilton, Lampasas, Milam, Mills, and San Saba.

The Advisory Group membership is made up of economic development stakeholders who comprise the DDCT as defined in Article IV. The Executive Committee is the Governing Body of the Central Texas Council of Governments (CTCOG) and is responsible for the general policies and programs of the Council and the control of its funds.

The DDCT is staffed by the CTCOG Planning and Regional Services Division and was created to address economic development issues and related legislation such as that enacted under the Economic Development Administration.

Article II: Purposes and Objectives

1. The objectives of the DDCT shall be to encourage and permit economic development stakeholders to cooperate with one another and with representatives of major economic

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interest, citizen groups, and other interested agencies to improve the health, safety, and general welfare of their citizens and to plan for the future development of the Region.

2. The purposes of the Development District of Central Texas are to:
 - a. Promote economic growth in the Texas State Planning Region 23;
 - b. Increase employment opportunities for unemployed and underemployed persons;
 - c. Assist and coordinate economic development planning efforts of state and local governments and local economic development organizations in the region;
 - d. Coordinate economic development planning with transportation planning, community development programs, job training programs, and other programs and activities that might stimulate the region's economic betterment;
 - e. Implement an economic development technical assistance program that includes workshops, assistance in implementing economic development programs, and assistance to local organizations in applying for grants for economic development purposes;
 - f. Develop and maintain a regional Comprehensive Economic Development Strategy (CEDS), which builds upon county goals and objectives;
 - g. Conduct other activities supporting the region's economic development goals and objectives.

Article III: Powers and Duties of the District

1. In order to accomplish its objectives and purposes, the District shall perform the following functions:
 - a. Exercise the rights and powers granted the District pursuant to the Texas Non-Profit Corporation Act;
 - b. Adopt the Bylaws of the District and amendments to the Bylaws;
 - c. Elect District Officers;
 - d. Establish procedures and take necessary actions to assure compliance with all applicable civil rights laws and regulations;

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- e. Establish procedures and take necessary actions to assure implementation of an effective economic development program and compliance with all applicable requirements and regulations of the EDA;
 - f. Adopt an annual budget.
 2. In addition to the above function, the District has the power to:
 - a. Enter into contracts;
 - b. Receive and expend funds from federal, state, and local governmental or private sources;
 - c. Establish such subcommittees as it deems necessary to conduct its work and determine the duties of such subcommittees upon their establishment;
 - d. Authorize a program of technical assistance to the District Service Area, including, but not limited to workshops and seminars, and information and assistance regarding state and federal economic development grants and loans;
 - e. Coordinate the District's activities with local governments and economic development agencies.
 3. The corporate powers, business, and property of the Board shall be exercised, conducted and controlled by the Board. The Board shall serve as the policy making body of the District.
 - a. Organization
 - b. Contracts
 - c. Subcommittee
 - d. Civil Rights
 - e. Comprehensive Economic Development Strategy
 - f. Technical Assistance
 - g. Coordination and Implementation
 4. Authority
 - a. The District shall be established and shall function within the rules, regulations, and guidelines of Economic Development Administration of the U.S. Department of

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Commerce and the laws of the State of Texas. **Federal Register/ Vol. 79 No. 244-Rules and Regulations

Article IV: Membership

1. All members shall be subject to ratification at a CTCOG Executive Committee meeting.
2. Each Director shall serve for his or her term in office and until his or her successor shall have been duly appointed. Directors are eligible for re-appointment without limitation, so long as they continue to meet the qualification of the category they represent.
3. Vacancies on the Board may be filled in the same manner as initial appointments. If an appointment is made to fill a vacancy on the Board, the successor Member shall serve for the remaining unexpired term of his or her predecessor.
4. Each member may resign at any time upon notice to the Chairman or Secretary of the District. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof, and the acceptance of such recognition shall not be necessary to make it effective.
5. The Board shall provide admittance to meetings by persons who are not members of either the Central Texas Council of Governments or the District to enable such persons to make their views concerning ongoing and proposed activities in the District's Service Area, in compliance with section 303.4-1 (f) of Part 303 of the EDA regulations.

Article V: Representation Issues

1. The District Organization must demonstrate that its governing body is broadly representative of the principal economic interests of the Region, including the private sector, public officials, community leaders, and representatives of workforce development board, institutions of higher education, minority and labor groups and private individuals. Board members who qualify under the above requirements and who wish to become board members must present a letter, or letters of Support or recommendation from an elected official(s) from their county within the DDCT. New members will be voting members after recommendation letter to the DDCT Board of Members has been received and conditions are met. New members will then be ratified by the

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CTCOG Executive Committee at the next appropriate meeting. It is a desirable goal that the DDCT Board be comprised of at least a minimum of one member from each of the seven (7) regional counties within the CTCOG/DDCT region, however membership should represent our rural communities adequately. In addition, the governing body must demonstrate the capacity to implement the EDA-approved CEDS.

2. The business and affairs of the District shall be exercised, controlled and supervised by its Board of Members. The Board shall be comprised of the necessary representatives so as to comply with the Economic Development Administration's Rules and Regulations as outlined in the Federal Register/ Vol 79. No. 244 page 76131 paragraph 304.2 "District Organizations: Formation, organizational requirements and operations.

Article VI: Meetings of the Development District

1. Regular Meeting
 - a. The District Organization must hold meetings open to the public at least twice a year.
2. Special Meetings
 - a. Special meetings may be called by the Board Chairman, District Staff, or upon the request of at least three (3) members of the Board. All requirements for notice, quorum, and other rules governing regular meetings shall apply to special meetings.
3. Notice
 - a. The Board shall publish the date and agenda of such meetings sufficiently in advance (no later than 72 hours prior to the meeting) to allow the public a reasonable time to prepare in order to participate effectively. Board members shall receive notification of date, hour and location of meeting at least seven (7) days prior to the meeting.
4. Quorum
 - a. At any meeting the Board, one-third (1/3) of the sitting Members being present in person and entitled to vote at such meeting shall constitute a quorum for all purposes except where it is otherwise provided by law or by these Bylaws.

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5. Proxies
 - a. All voting by the Members shall be in person at a meeting called pursuant to these Bylaws. Proxy voting is allowed.
6. Attendance and Removal of Board Members
 - a. Failure to physically or via video conference attend three (3) consecutive meetings of the Board shall constitute a resignation from the Board.
7. Video Conference.
 - a. Any board member or Officer may videoconference in and are considered "present" and are counted toward the making of a quorum. They may also discuss and vote on any item so brought before the board.
 - b. It is the purpose of this bylaw revision to make the board meeting(s) accessible to a board member who may be physically unable to attend the meeting.

Article VII: Officers & Staff

The Officers of the District shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer. These officers shall be elected by the Board. The Board may from time to time grant certain officers the right to act on behalf of the District and at all times the Chairman and Vice-Chairman are each authorized to execute and deliver agreements and other instruments on behalf of the District.

The Chairman of the Board, or in his/her absence, the Vice-Chairman of the Board, or in his/her absence, a chairperson chosen by the Members present, shall preside at each meeting of the Board.

1. Manner of Acting
 - a. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board except for Article VI Section 4 herein in accordance with the Open Meetings Act.
2. Subordinate Officers and Employees

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- a. The Board may appoint and remove such other officers and their employees, as it may deem necessary, who shall have authority and shall perform such duties, as from time to time may be prescribed by the Board.
3. Tenure of Office and Removal
 - a. The tenure of office of the Board shall be one year. Any officer may not succeed himself/herself more than once. Any officer, at any time, may be removed prior to the expiration of his/her term by affirmative vote of one-third (1/3) of the Members present, at a meeting duly called and held where a quorum is present.
4. The Chairman
 - a. The Chairman shall preside at all meetings of the district and at all meetings of the Members at which he/she is present. He/She shall see that all orders and resolution of the Board are carried to effect.
5. Vice-Chairman
 - a. The Vice-Chairman shall, during the absence of the Chairman, or in the case of his/her inability to act, be vested with powers and shall perform the duties of the Chairman. The Vice-Chairman shall also perform such other duties and exercise such other powers, as may from time to time be imposed upon or vested in him/her by resolution of the board.
6. Secretary/Treasurer
 - a. The Secretary shall attend all meetings of the Board. He/She shall assure that official records of the Board shall be maintained and give notice of all meetings as required by these bylaws. The Secretary/Treasurer shall be responsible for reporting to the Board concerning the financial affairs of the District. He/She shall perform such other duties as may from time to time be prescribed by the Board.

Article VIII: Parliamentary Authority

1. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not covered by the Bylaws or any specific rules of procedure adopted by the Advisory Group.

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Article IX: Finance

1. Limitation of Liability

- a. Any debt, liability, or obligation of the District shall be of the District only, and not any entity participation in the District.

2. Indemnification

- a. The District may indemnify any current or former Member, officer, agent, employee, or similar functionary of the District against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by such person as provided in Article 1396-2.22A of Vernon's Annotated Texas Statutes, as amended.

3. Contributions

- a. The Board may accept on behalf of the District any contribution, gift, bequest, or device for any purpose of the District.

4. Dissolution

- a. The District's Board may dissolve the District in accordance with the provisions set forth in the Articles of Incorporation and the Texas Non-profit Corporation Act.

5. Fiscal Year

- a. The Fiscal year of the District shall begin on the 1st day of January and end on the 31st day of December each calendar year.

6. Budget

- a. The District's Board shall adopt the annual budget as established by the CTCOG under the guidance of the federal and/or state funding agency(ies) for the operation of the District prior to each fiscal year. The Board shall ensure that local matching funds will be provided for state and/or federal grants.

7. Books and Records

- a. The district shall keep correct and complete books and records of accounts and shall keep minutes of the proceeding of the meetings of its Board and subcommittees.

8. Non-Profit Status



- a. The District is a non-profit corporation. It shall be organized and operated exclusively for non-profit purposes. No part of its net earnings shall inure to the benefit of any officer, member, member, or private individual, nor shall it ever declare or make to any such persons any dividend or other distribution.

9. Reasonable Compensation

- a. Nothing herein shall prevent the payment of reasonable compensation for services rendered or the reimbursement of reasonable expenses incurred in connection with the District's affairs.

10. Political Activities Prohibited

- a. The District shall not attempt to influence legislation nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

Article X: Adoption and Amendment

The Board may amend or repeal these bylaws or adopt new bylaws not inconsistent with the Articles of Incorporation or laws of this state, upon an affirmative vote of one-third (1/3) of the Members, at meetings duly called and held at which a quorum is present. Proposed amendments for initial consideration must be forwarded to each Member at least ten (10) day in advance of a Board meeting.

Article XI: Sub Committees

1. It is the intent of this Advisory Group that the DDCT, shall when advisable, seek the advice and cooperation of interested citizen groups in the formulation of recommendations and to establish the priority of projects for consideration.
2. The DDCT may establish sub committees as necessary to effectively carry out the business of the DDCT planning grant.

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Article XII: Adoption and Revision Date

ATTEST:

The Bylaws of the Development District of Central Texas were accepted and passed by the Board Members on the 8th day of May, 2002, and are hereby revised on this 8th day of April, 2021.

A handwritten signature in black ink, appearing to read "Ginger Watkins", written over a horizontal line.

Ginger Watkins
Chairman

A handwritten signature in blue ink, appearing to read "Cynthia Hernandez", written over a horizontal line.

Cynthia Hernandez
Vice-Chairman

A handwritten signature in black ink, appearing to read "Bobby Whitson", written over a horizontal line.

Bobby Whitson
Secretary/Treasurer

DocuSigned by:

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Uryan Nelson
CTCOG Director of Planning and Regional Services

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