



SAN ANTONIO  
RIVER AUTHORITY

Leaders in Watershed Solutions

# Board of Directors Bylaws

September 2018

INSPIRING ACTIONS FOR HEALTHY CREEKS AND RIVERS

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*These bylaws of the Board of Directors of the San Antonio River Authority provide guidance to members of the Board regarding applicable procedures as well as respective roles and responsibilities. Additional roles and responsibilities are provided by law. These bylaws are not a complete statement of all duties and limitations related to Board service. In the event of a conflict between the terms of these bylaws and applicable law, applicable law controls.*

## ARTICLE I • Election and Duties of Statutory Officers

1. **Election.** At the first regular meeting of the Board of Directors held in the month of November of each odd-numbered year, by majority vote of the Board of Directors, the Board may appoint a Nominating Committee to recommend Directors to be nominated for the positions of Chair, Vice-chair, Secretary and Treasurer, or the Board may by majority vote of Directors present at the meeting elect from its membership a Chair, Vice-chair, Secretary and Treasurer. If a Nominating Committee is formed, at the first regular meeting of the Board held in the month of December of each odd-numbered year, there shall be appointed by a majority vote of the Board of Directors from its membership a Chair, a Vice-chair, a Secretary and a Treasurer, and, if deemed proper, an Assistant Secretary and an Assistant Treasurer, who need not be members of the Board of Directors and who may be granted limited powers in the bylaws. The officers so appointed shall serve for a term of two (2) years and until their successors have been appointed, except that the Assistant Secretary and the Assistant Treasurer, if such officers are appointed, shall hold office at the pleasure of the Board. The terms of this article are the general practice of the Board, and may be modified at the discretion of the Board to allow for a different calendar schedule and a different length of officer terms.
2. **Chair.** The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chair shall execute contracts, obligations, undertakings, conveyances and other instruments when so authorized and directed by the Board of Directors or the Executive Committee.
3. **Vice-chair.** The Vice-chair of the Board of Directors shall perform, in the case of the absence of or inability of the Chair to act, all of the duties of the Chair.
4. **Secretary.** The Secretary shall attest to approved Minutes of all meetings of the Board of Directors and of each Board Committee, shall attest all contracts, obligations, undertakings, conveyances and other instruments when so authorized and directed by the Board of Directors or the Executive Committee, may certify as to the validity and correctness of true copies of any and all records of the District, shall file all records required by law to be filed with the District and shall call roll and certify a quorum for Board of Directors and Executive Committee meetings.
5. **Treasurer.** The Treasurer shall ensure all Financial Records of the District are properly kept and serve as Chair of the Fiscal Committee.
6. **Assistant Secretary.** The Assistant Secretary shall perform, in the case of the absence of or inability of the Secretary to act, all of the duties of the Secretary, and may perform the ministerial functions of the office of Secretary.
7. **Assistant Treasurer.** The Assistant Treasurer shall perform, in the case of the absence or inability of the Treasurer to act, all of the duties of the Treasurer, and may perform the ministerial functions of the office of Treasurer.

## ARTICLE II • General Manager

1. **Duties.** The General Manager shall be the Chief Executive Officer of the District. All employees, agents and professional consultants of the District shall be employed by and shall conduct their work under the guidance, supervision and direction of the General Manager. The General Manager may employ on behalf of the District all such employees, agents and professional consultants for which allocation has been made in the Annual Budget. The General Manager shall execute contracts, obligations, undertakings, conveyances and other instruments when so authorized and directed by the Board of Directors or the Executive Committee. The General Manager or the designee of the General Manager shall prepare and recommend approval of Board and Committee meeting minutes.
2. **Term.** The General Manager shall serve at the pleasure of the Board of Directors.
3. **Contracts.** For any contract concerning construction, maintenance, operation or repair; purchase of materials, equipment or supplies; or services other than professional services:

The General Manager, or the designee of the General Manager, may execute, on behalf of the District, any contract the duration of which is less than two years and involving an expenditure that is less than the amount for which competitive bidding is required by Statute. The General Manager, or the designee of the General Manager may execute, on behalf of the District, any contract that is not subject to competitive bidding. The General Manager, or the designee of the General Manager, may also execute, on behalf of the District, any contract, the purpose and funding for which has been authorized in the Annual Budget, placed through any authorized intergovernmental purchasing entity.

## ARTICLE III • Committees

To assist the Board of Directors in proper management and control of the affairs of the District, the Executive, Fiscal, Communications and Operations Committees are established. The Board may establish additional committees to assist the Board by a majority vote of the Board. The terms of this article are the general practice of the Board, and may be modified at the discretion of the Board to allow for a different calendar schedule.

1. **Executive Committee.** The Executive Committee shall generally review and provide recommendations to the Board of Directors concerning statute, bylaws, legislation, policies and strategic planning, or other matters at its discretion.
  - a. **Members.** The Executive Committee shall consist of six (6) members of the Board of Directors, three (3) of whom shall be from Bexar County, one (1) of whom shall be from Wilson County, one (1) of whom shall be from Karnes County, and one (1) of whom shall be from Goliad County, among whom shall be the Chair, Vice-chair, Secretary and Treasurer of the Board of Directors. If a Nominating Committee is appointed to recommend Directors to be nominated for Executive Committee positions, then the Nominating Committee shall recommend two (2) at large members to the Executive Committee. If a Nominating Committee is not appointed, then the Chair of the Board of Directors shall appoint two (2) members to the Executive Committee. The General Manager shall be a member of the Executive Committee without any voting rights.
  - b. **Officers.**
    - i. **Chair.** The Chair of the Board of Directors shall be the Chair of the Executive Committee.

- ii. Vice-chair. The Vice-chair of the Board of Directors shall be the Vice-chair of the Executive Committee.
    - iii. Secretary. The Secretary of the Board of Directors shall be the Secretary of the Executive Committee.
  - c. Term. If a Nominating Committee recommends Directors to be nominated for the positions of Chair, Vice-chair, Secretary, and Treasurer, then the members of the Executive Committee shall be confirmed by a majority vote of the Board of Directors from among its membership at the first regular meeting of the Board of Directors held in the month of December of each odd numbered year. If a Nominating Committee is not appointed, then the members of the Executive Committee shall be confirmed by a majority vote of the Board of Directors from among its membership at the first regular meeting of the Board of Directors held in the month of November of each odd-numbered year. Executive Committee vacancies shall be filled by election at a regular meeting subsequent to the occurrence of such vacancies.
  - d. Selection of General Counsel. The Executive Committee may provide input to the General Manager regarding the selection of General Counsel. The General Counsel's service may be continued from year to year based on acceptable performance.
2. **Fiscal Committee.** The Fiscal Committee shall generally review and provide recommendations to the Board of Directors concerning the audit, budget, salaries and benefits. Among these responsibilities, the Fiscal Committee shall be responsible for the duties outlined in Article VI, Fiscal Policy.
- a. Selection of Auditor. The Committee shall be responsible for recommending to the General Manager the selection of the auditor to be engaged to perform the annual audit and may give direction to the audit firm on the audit plan, special concerns or any special requirements.
  - b. Annual Auditor's Report. Upon completion of the audit, the Committee will review the draft of the annual report, auditor's comments and recommendations on internal controls, and evaluate investment performance and security. The Fiscal Committee shall recommend to the Board of Directors whatever actions are necessary to fulfill filing requirements of the State of Texas and corrective actions or modifications to the District's policies or procedures determined necessary or desirable.
  - c. Periodic Review of Auditor. The current auditor may be continued from year to year for up to five years based on acceptable performance. No single audit firm shall conduct more than five consecutive audits unless the Board determines that it is in the best interest of the District. When selecting a new auditor, the Fiscal Committee shall evaluate proposals submitted from qualified audit firms in accordance with Fiscal Committee guidelines. The Fiscal Committee shall evaluate proposals submitted by qualified audit firms and make recommendations to the General Manager.
3. **Communications Committee.** The Communications Committee shall generally review and provide recommendations to the Board concerning the media, community, other organizations and, inter-agency staff and Board relations.
4. **Operations Committee.** The Operations Committee shall generally review and provide recommendations to the Board concerning existing and future operations; engineering and technical

services; environmental sciences, park services, watershed management, water resources, and utility services activities.

**5. General Requirements for Committee Meetings.**

- a. **Fiscal, Communications and Operations Committee Members.** For each Committee, the Committee shall consist of at least three (3), but not more than six (6), members of the Board of Directors.
- b. **Fiscal, Communications and Operations Committee Member Terms.** For each Committee, if a Nominating Committee is appointed to recommend Directors to be nominated for member positions, then the Nominating Committee shall nominate each member during the month of December of each odd-numbered year. If a Nominating Committee is not appointed, then the Chair of the Board of Directors shall appoint each member during the month of December of each odd-numbered year. Confirmation of the appointments shall be approved by a majority vote of the Board of Directors from among its membership. Committee vacancies shall be either filled or Committee size reduced upon the Chair's recommendation at a regular meeting of the Board subsequent to the occurrence of such vacancy.
- c. **Fiscal, Communications and Operations Committee Officers.** For the Communications and Operations Committees, if a Nominating Committee is appointed to recommend Directors to be nominated for the respective Chair positions, then the Nominating Committee shall nominate a Chair each for the Communications and Operations Committees during the month of December of each odd-numbered year. If a Nominating Committee is not appointed, then the Chair of the Board of Directors will appoint a Chair for each said Committee.

The Treasurer of the Board of Directors shall be the Chair of the Fiscal Committee.

If a Nominating Committee is appointed to recommend Directors to be nominated for Vice-chair and Secretary of the Communications, Operations, and Fiscal Committees, then the Nominating Committee shall make its recommendations to the Board during the first regular meeting of the Board in the month of December of odd-numbered years. If a Nominating Committee is not appointed for said purpose, then members of the Communications, Operations and Fiscal Committees shall appoint their respective Committee Vice-chair and Secretary. Confirmation of Chair appointment and Committee selection of officers shall be approved by a majority vote of the Board of Directors.

- d. **Meetings.** Meetings of a Board Committee may be called by its Chair or by the General Manager and shall be held at the time and place deemed proper by the person calling the meeting.
- e. **Minutes.** Approved minutes of each meeting of a Committee shall be attested by the Committee Secretary or the Board of Directors' Assistant Secretary. Copies of these minutes shall be delivered to the Board of Directors. Minutes of each meeting of the Executive Committee where action is taken on policy decisions or advice concerning matters which arise between meetings of the Board of Directors or which authorize, on behalf of the District, the execution of an amount no greater than \$20,000, shall be submitted to the Board at its next regular meeting following each such meeting of the Executive Committee for approval by the Board of Directors.

- Said minutes, when so approved, shall constitute ratification and confirmation of the actions taken by the Executive Committee.
- f. **Quorum.** A quorum of Committee members constituting a majority of members assembled to legally transact Committee business depends on the number of members on the Committee. For a three-member Committee, two members present constitute a quorum. For four-, five- and six-member Committees, three, three and four members present constitute a quorum respectively.
  - g. **Attendance.** Board members may, as a member of the public, attend meetings of Committees they are not members of, but may not participate in those meetings and will not receive a per diem for attending any such meeting. A Board member who attends a meeting of a Committee they are not a member of may only address that Committee during the citizens to be heard agenda item of that Committee meeting.
  - h. **Notice.** Written notice shall be sent to the Board of Directors not later than five (5) days prior to any committee meeting, and written notice of any meeting may be waived by the Directors present at a committee meeting if there are at least four (4) committee members present at the meeting. Attendance at any committee meeting and/or the approval of the minutes of any committee meeting constitutes a waiver of the requirement for notice of the committee meeting.

## **ARTICLE IV • Meetings of the Board of Directors**

1. **Regular Meetings.** Minutes shall be taken at all meetings of the Board of Directors. The Board of Directors of the District shall convene in regular monthly sessions on the third Wednesday of each month at 2:00 p.m. at the principal office of the District in San Antonio, Bexar County, Texas; provided however, that a regular meeting may be held within or without the District, away from the principal office of the District on a day other than the third Wednesday of each month, and at a time of day other than 2:00 p.m. if so ordered by the Board at a meeting preceding such meeting or by posting notice of the time and place of the meeting seven days in advance of the meeting.
2. **Special Meetings.** Minutes shall be taken at all Special meetings of the Board of Directors. Special meetings of the Board of Directors may be convened at such times and places within or without the District upon call as hereinafter provided:
  - a. The Chair may call such special meetings as he or she may deem proper; or
  - b. The General Manager may call such special meetings as he or she may deem proper; or
  - c. Any seven (7) members of the Board of Directors may jointly issue a call for such special meetings.
3. **Notice of Meetings.** Written notice shall be sent to the Board of Directors not later than five (5) days prior to any Board meeting, and written notice of any meeting may be waived by the Directors present at a Board meeting if there are at least seven (7) Board members present at the meeting. Attendance at any Board meeting and/or the approval of the minutes of any Board meeting constitutes a waiver of the requirement for notice of the Board meeting.

It is the practice of the San Antonio River Authority to provide an agenda and packet electronically to the Board of Directors not later than five (5) days prior to any posted committee or Board meeting so that the Board members may familiarize themselves with the agenda and materials before the meeting occurs.

## ARTICLE V • Seal

The District shall have a seal to be used by the Secretary or Assistant Secretary in attesting the official acts of the District. The seal shall be formed of two circles, one within the other, with the words “SAN ANTONIO RIVER AUTHORITY” between the two circles, and with a five pointed star within the inner circle.

## ARTICLE VI • Fiscal Policy

1. **Fiscal Year.** The fiscal year of the District shall commence on July 1st of each calendar year and shall terminate on June 30th of the succeeding year.
2. **Annual Budget.** The General Manager and District staff shall prepare an Annual Budget for the forthcoming fiscal year, which shall be submitted to the Board of Directors during the month of May. The Board of Directors shall adopt an Annual Budget for the forthcoming fiscal year at the regular meeting held during the month of June. Each Annual Budget promulgated by the Board of Directors shall:
  - a. Estimate the amount of funds available from all sources for expenditure by the District during the forthcoming fiscal year.
  - b. Allocate the amount of funds that may be expended during the forthcoming fiscal year.

Such allocation shall vest in the General Manager full authority to expend funds of the District up to but not exceeding the amounts so allocated for such purposes as are specified in the Annual Budget; provided, however, that the Director of Support Services, or designee, shall submit quarterly operating statements to the Board of Directors showing the status of such allocation.

- c. Authorize the number of full time and part time positions.
3. **Revisions of Annual Budget.** The adopted Annual Budget may be amended or revised at any meeting of the Board.
4. **Audit.** An annual financial audit shall be conducted by an independent accounting audit firm selected by the Board in compliance with Section 14 a of the District’s organic act and general law of the State of Texas.

## ARTICLE VII • Election of Directors

1. **Time for Holding Biennial Election.** The biennial election to elect Directors shall be held on the first Tuesday following the first Monday in November of odd numbered years. Each biennial election shall be called by an Ordinance to be passed and approved biennially in odd numbered years at a meeting of the Board no later than the August regular meeting. Directors so elected shall take office upon their taking the prescribed oath, signing and filing same as prescribed by law.
2. **Filing by Candidates.** The Secretary of the Board of Directors or his or her designee shall prepare and make available to all applicants an application form prescribed by the Texas Election Code. Any person desiring his or her name to appear upon the official ballot of and for the county, and District, if applicable, of his or her residence as a candidate for election to the office of Director of this Authority for the county, and District, if applicable, of his or her residence may do so by presenting a duly executed application to the Secretary of the Board of Directors or the Secretary’s designee. All such applications must be accompanied by a fee of One Hundred Dollars (\$100.00) or by a petition signed by not less than one hundred (100) qualified voters residing in the county, and District, if applicable, of residence of the applicant. Such petition shall be sworn to by the applicant. Each person signing such petition shall write his or her complete address and Voter

Registration Number beneath or opposite his or her signature. The Secretary of the Board of Directors or the Secretary's designee shall promulgate an official form of petition. The Secretary of the Board of Directors, or the designee, shall, upon receipt of any application which conforms with the above requirements, accept and file same.

3. **Preparation of the Ballot.** The Secretary of the Board of Directors, or his or her designee, shall make up the official ballot for each county from the names of candidates whose applications have been duly filed with him. The order of placing of the names of candidates on the official ballot for each county shall be determined by lot. The drawing of lots for the order of placing of the names of candidates on the official ballot for each county shall be made by the Secretary of the Board of Directors or his or her designee at the principal office of the District at the time and date specified in the Ordinance calling the election. All candidates or their designated representatives may be present at such drawing.
4. **Cooperation with County Election Officials.** The General Manager, or his or her designee, of the District may make arrangements with the appropriate county election officials in each county in the District to conduct District elections.
5. **Counting the Ballots, Returns, Canvassing the Returns, Declaring the Results of the Election, and Certifying the Results of the Election.** The ballots shall be counted at the polls by the election officials appointed to hold the election in that county. Upon receipt of the returns from the Election Official of each county, the Board shall canvass said returns and declare by Ordinance the results of the election to the Secretary of State.

## ARTICLE VIII • Levy of Ad Valorem Taxes

The Board of Directors shall each year declare by Ordinance:

1. Whether or not it intends to levy in that current year the District's ad valorem tax within the maximum authorized rate of Two Cents (\$.02) on the One Hundred Dollar (\$100.00) valuation; and
2. The rate of tax to be levied during that current year if the Board of Directors intends to levy said ad valorem tax.

The rate of tax shall be uniform throughout the territory comprising the District, and shall be certified by the Chair and Secretary of the Board of Directors of the District to the Tax Assessor/Collector of each included county. A true copy of the instrument certifying said rate of tax shall be transmitted by the General Manager, or designee, to the County Clerk of each county within the District. Both the instruments certifying said rate of tax and the true copies thereof shall be sent by the General Manager, or designee, not more than five (5) days after the said regular meeting in the month at which said tax was levied.

## ARTICLE IX • Depository or Depositories of the District

1. The Board of Directors shall select and designate a depository or depositories for its funds.
2. After the Board has designated and contracted with its depository or depositories and/or its clearing house or clearing houses, it shall be the duty of the General Manager, or his or her designee, to administer such contract or contract. In connection therewith, the General Manager, or his or her designee, is authorized and directed to make all inter account or inter depository transfer of funds.

3. An Investment Officer designated by the Board shall be responsible for the investment of District funds. Any uncommitted District funds may be invested in time deposits or any legal investments authorized by Article 8280 119, V.A.T.S. and by Subchapter A, Chapter 2256, Government Code as the same may hereafter be amended. All purchases and sales of investments made by the Investment Officer shall be subject to approval by the General Manager, Assistant General Manager or Board of Directors' Treasurer and the Director of Support Services or the Accounting Manager.

## ARTICLE X • Investments

The District shall invest public funds in a manner which will provide the highest investment return with the maximum security while meeting the daily cash flow demands of the District and conforming to all state and local statutes governing the investment of funds.

1. **Investment Training.** The Board of Directors or the Fiscal Committee shall ensure that SARA's investment officers complete investment training from an independent source, in accordance with the current statutory requirements.
2. **List of Brokers/Dealers.** The Board annually shall adopt a list of qualified brokers/dealers that are authorized to engage in investment transactions. These may include "primary" dealers or regional dealers that qualify under Securities and Exchange Commission Rule 15C3-1 (uniform net capital rule).
3. **Annual Investment Policy Review.** The District's Investments Policy and Strategies FN-0003, shall be reviewed annually by the Board of Directors. The Board shall adopt, by resolution or ordinance, the investment policy and strategies. Board of Director approval is required on any changes recommended by the General Manager, Accounting Manager or Director of Support Services charged with maintaining internal controls.
4. **Quarterly Investment Report Review.** The Board of Directors will review and approve of investment reports quarterly, as required by applicable law.

## ARTICLE XI • Funds Balance Policy

The District shall maintain an adequate reserve and shall use any fund balances to support and generate projects as described in Fund Balance Policy FN-0002.

## ARTICLE XII • Tax Increment Financing

The District may participate in a Tax Increment Financing (TIF) project within a tax increment reinvestment zone (TIRZ) created by a local municipality or county when the associated development is consistent with the District's long range plans in water quality/environmental, flood control, parks and recreation, utilities development, and water resources, and will truly result in a positive economic impact, is supported by other affected taxing entities, and has limited financial impact on the River Authority. The District's maximum participation shall not exceed eighty percent (80 %) of the property tax revenue generated within the TIRZ. This policy governing District staff's implementation of the TIF program will be reviewed annually in January by the Board of Directors. Approval of participation and the participation level shall be granted by the Board of Directors.

## ARTICLE XIII • Professional Services Contracts Expected to Exceed \$75,000

For professional services expected to exceed \$75,001, the Board of Directors shall be notified and will have an opportunity to provide input regarding scope of services and selection criteria prior to initiation of the selection process for a consultant. The Board Operations Committee, or other appropriate Board Committee, shall receive a briefing on the selected consultant after completion of the process. The General Manager or the Board may utilize documentation of unsatisfactory performance and evidence thereof to take appropriate action or deny future engagements.

## ARTICLE XIV • Small, Minority and Women-owned Business Enterprises and Historically Underutilized Businesses (SMWBE/HUB)

The District shall support and utilize Small, Minority and Women-owned Business Enterprises and Historically Underutilized Businesses (SMWBE/HUB) in a fair and equitable manner and to afford these businesses a fair opportunity to compete for District contracts and purchases of equipment and supplies.

## ARTICLE XV • Real Estate

1. **Land and Water Rights Acquisitions.** The General Manager, or designee, is specifically authorized to acquire such land rights or water rights as may be purchased or leased for \$100,000 or less per parcel and/or permit, where the purchase or lease price is within the amount budgeted for the project or program, without Board action. However, the Board will be notified of the purchase or lease of land rights or water rights under these conditions. Acquisitions of land rights or water rights that have a purchase price or lease price exceeding \$100,000 per parcel and/or permit require the Board's specific prior approval.
2. **Consideration Paid by District.** Consideration paid by the District to secure a purchase or lease option may not exceed \$20,000 per parcel, tract, or interest, nor may the term of the option exceed one year, unless specifically approved by the Board.
3. **Eminent Domain Proceedings.** The Board may authorize initiation of eminent domain proceedings for acquisition of specific land. If the owners have been unable to agree with the District upon the fair market value of the land rights, good faith negotiations have been exhausted, further negotiations for settlement have become futile, the title cannot be conveyed without a court judgment, if there is a conflict of interest of the owner(s), or if possession of the property is necessary for completion of the project, the District may initiate eminent domain proceedings.
4. **Land Use Agreements.** The Board of Directors shall approve all other land use agreements except those listed below, which constitute the land use agreements that the General Manager, or designee, is specifically authorized to execute without Board approval:
  - a. Short term land use agreements with terms of fifteen (15) years or less, including easements, leases, temporary use permits, licenses, utility dedications, rights of entry, and construction permits.
  - b. Plats and consent and indemnity agreements.
  - c. Joint Use Agreements for the co-location of utilities or other improvements on SARA land, easements, or leases.
  - d. Leases that may be canceled upon thirty (30) days notice.

- e. Easements across SARA's bed and banks.
  - f. Minor easements that are less than 1 acre in size or less than \$50,000 in value.
  - g. Land use agreements with governmental or non-profit entities for less than fair market value provided that the term of use is for less than eighteen (18) months, and provided that the permitted uses further SARA's ability to meet its statutory responsibilities or are deemed to be in SARA's best interest.
5. **Agreements Involving Private Entities and Commercial Recreation Project Development.** Board authorization shall be required prior to issuance of a request for proposals to solicit bids for any development, operation, and management agreement involving River Authority lands. The Board shall also approve selection of the successful proposer and the terms of the agreement. This paragraph does not apply to any lease or land use agreement where the other party to the lease agreement is the owner of property adjoining District land, and District land could not reasonably be independently developed.
  6. **Easements across District Land.** Board authorization shall be required to authorize easements across District land except that the General Manager, or designee, is specifically authorized to approve easements across the bed and banks of the San Antonio River and its tributaries and to approve minor easements as defined at Section 4.f. SARA may accept monetary consideration for easements that serve a public or non-profit use at less than full fair-market-value.
  7. **Mitigation.** Board authorization is required to authorize any use of SARA land for mitigation purposes under state or federally mandated laws including but not limited to the Endangered Species Act or the Clean Water Act and to specifically approve the regulations associated with such mitigation.
  8. **Land Disposition.** Lands identified as non-essential may be sold, traded or exchanged if declared by the SARA Board to be not necessary, convenient or of beneficial use to SARA and surplus to SARA's needs. Such declaration and the terms of any such sale or exchange will require the affirmative vote of a majority vote of a quorum present at any meeting of the Board. Proceeds from the sale of non-essential lands will be used when required to fund land acquisition or improvements to projects to develop any SARA project included in SARA's San Antonio River Basin Plan for Nature-Based Park Resources or subsequent regional park and recreation plan, or for such other purposes as may be determined by the Board.
  9. **Park Resources Development Fund.** The Board must approve all expenditures from the Park Resources Development Fund (PRDF). Monies for the PRDF may come from the following sources:
    - a. Proceeds from the sale of non-essential SARA lands or revenues from the leases, license agreements, and easements on SARA owned property unless encumbered by bonds or otherwise dedicated to other funds;
    - b. Loans, grants, or gifts allocated to the acquisition of SARA park, conservation, or recreation lands;
    - c. Other sources as approved by the Board of Directors.

## ARTICLE XVI • Communications

1. **Director to Individual Director.** Individual Directors may contact other directors individually, to include the entire board, to communicate ideas and personal opinions but must avoid engaging in responses or an exchange that could be deemed as deliberations concerning public business.

2. **Director to Board or Committee.** Should a Director require consideration of an item by a Board Committee or the full Board, then the Director should make the request during the designated time to identify future agenda items on each Committee meeting agenda and/or Board meeting agenda. The presiding officer of the meeting may request consensus from the Committee or Board to place the item on an upcoming agenda or may, at his or her discretion, request that the item be placed on an upcoming agenda.
3. **Director to General Manager.** Individual Directors shall address communications needs to the General Manager as follows:

- a. Individual Directors should inform the General Manager of specific project/activity related activities s/he desires periodic updates. In order to customize communications practices to meet the specific needs of a Director, Directors will inform the General Manger of communications requests beyond the procedures outlined in this document.

If the specialized communications requests of a Director have resource and/or budget implications, the request may be subject to authorization by the Communications Committee and the full Board.

- b. When the River Authority participates in events that highlight programs/projects that span multiple districts and counties, the Chair or Vice-chair shall be requested to represent the District. The Chair or Vice-chair may elect to delegate representation at the event to another Director.
- c. Individual Director(s) is (are) requested to represent the District at events which highlight projects/programs within their respective district or county.

Should a Director wish to represent the District at events for a specific project/program not within his/her specific district or county, then the Director should coordinate the request with the Chair and the other Director(s) from the district or county in which the event is scheduled and then inform Community and Intergovernmental Relations of the agreed upon participation.

4. **Director to Elected Officials or Community Representatives.** Directors are responsible for informing the General Manager of communications they may have with another elected official or with community representatives that may affect active District projects and activities. To encourage a dynamic sharing of information between the General Manager and Directors, Directors shall make the General Manager aware of information commitments that may affect on-going District negotiations, projects, programs or activities.
5. **Director to Staff:**
  - a. Directors shall notify the General Manager of all communications and information requests made to staff.
  - b. Generally, communications between the Board of Directors and staff shall occur during Board and Board Committee meetings unless the General Manager has directed a particular staff member to communicate directly with a Director with regard to a specific project or program.
  - c. Individual Directors with general information requests may contact a Department Director or Manager directly. Directors may contact staff as follow-up on presentations provided and for information on active projects.
  - d. Individual Directors with specific information or work requests of staff should inform the General Manager via phone or email of the requested information or work. Should a Director communicate directly with the staff via email, the General Manager should be copied on the message.

- e. Should a Director desire for a staff member to perform a specific work task, then the Director shall coordinate this request through the General Manager or the Assistant General Manager rather than directly with a staff member.
  - f. Should the requested work have resource and/or budget implications, the request may be subject to authorization by the Communications Committee and/or other appropriate Committee and the full board.
6. **Individual Director Communication Plan.** Each Director shall develop her/his respective communications plan with elected officials of each constituent government. Directors with overlapping governmental jurisdictions shall coordinate their respective communications plans. If the Director's communications plan involves work by the staff, then the work requests shall be coordinated through the General Manager or the Assistant General Manager. Should implementation of the individual Director's communications plan have resource or budget implications, the request may be subject to authorization by the Communications Committee and/or other appropriate Committee and the full board.
7. **Communications with the Community.** Contributing a column to the River Reach newsletter. Each quarterly issue of the River Reach includes either one or two columns from a Director. Community and Intergovernmental Relations plan the columns to provide balance among the Directors and between counties. Directors are invited to discuss column ideas with the newsletter editor and coordinate the writing and scheduling of publication of the column. Directors may submit lists of constituents for inclusion in the Intergovernmental and Community Relations Department's database of neighborhood, community and civic groups, interested citizens, and individual stakeholders of the District's various programs. Depending upon the volume of contact names submitted by individual directors, Community and Intergovernmental Relations may have to phase-in the increase in the database to manage the budget impact resulting from the increase in the printing and postage associated with the newsletter, or the Director may present the request to the Communications Committee for budget authorization from the Board.

Each Director is responsible for developing his/her respective constituent communications plans. At the discretion of the Director, the individualized communications plans may be shared with Community and Intergovernmental Relations to promote coordination of activities. If the Director's communications plan involves work by the staff, then the work requests shall be coordinated through the General Manager or the Assistant General Manager. Should implementation of the individual Director's communications plan have resource or budget implications, the request may be subject to authorization by the Communications Committee and the full Board.

## ARTICLE XVII • Information Technology

District-issued computers are subject to inspection under the Public Information Act. Board members receiving District-issued computers or hardware shall sign usage agreements promulgated by the District. Members of the Board of Directors shall avoid accessing the Internet for personal pursuits or otherwise utilizing District-issued computers for personal pursuits. Board Members shall receive approval from the Information Technology Manager before downloading and installing any software on District-issued computers, as some software may interact poorly with existing software, software support may be required, or harmful computer viruses associated with the software may be known, and therefore avoided, by the Information Technology Manager.

Board members also shall refrain from utilizing District-issued computers for visiting sites that are discriminatory, harassing, defamatory, or obscene and from expressing personal opinions on on-line forums, such as blogs, newsgroups, and mailing lists.

## ARTICLE XVIII • Director Conferences, Expense Reimbursements, and Fees

1. **Definitions:**
  - a. Director: An elected or appointed member of the Board of Directors (Board) of the San Antonio River Authority.
  - b. District: The service area of the River Authority including Bexar, Wilson, Karnes and Goliad counties.
  - c. Meeting: A gathering of Directors and/or personnel to discuss with the public and/or other public officials items of direct interest, concern or benefit to the District.
  - d. Conference: A scheduled conference, symposium, seminar, training course, etc., related to the business of the District.
  - e. Directors Meeting: Scheduled meeting of District Directors including: Regular Board Meeting, Special Board Meeting, Budget Workshop, Directors Planning Workshop, Committee Meetings (Executive, Fiscal, Communications, Operations, and Special).
2. **Conferences/Meetings:** Related to the business of the River Authority, Directors attend scheduled meetings, symposia, seminars, training courses, etc. Reimbursement is allowed if the activity deals with subjects of interest or benefit to the River Authority or where the activity has a beneficial effect on the general knowledge or ability of a Director.
  - a. Registration: Directors interested in attending a conference/meeting shall notify administrative staff. Administrative staff will register the Director for the conference/meeting. Conferences/ meetings should be generally beneficial to the District as described above. Directors registering for a conference/meeting are expected to attend.
  - b. Reimbursement: Directors are eligible for reimbursement for the following per annum: two germane Texas organizations' conferences and two germane organization conferences and/or meetings in the other 48 continental United States. An exception to the policy may be made by the Chairman of the Board. Procedures and requirements regarding reimbursement of expenses are detailed in a subsequent section under this article.
  - c. Cancellations: Without legitimate cause, any expense associated with registration cancellation, including the cost of registration, will be the responsibility of the Director.
3. **Expense Reimbursement:** The following shall govern reimbursement for Director expenses:
  - a. Meals: Reimbursement for meals shall be as follows:
    - i. Away from home overnight: Directors who are required by the business of the District to be away from their homes overnight shall be eligible for reimbursement of reasonable actual meal expenditures.
    - ii. Not away from home overnight: A Director who is not away from home overnight but who is on District business in or out of the District may be reimbursed for reasonable actual meal expenditures.

- iii. Directors are not eligible for and shall not claim reimbursement for meals not eaten by them or meals furnished by others.
- b. Lodging: A Director who, in the course of authorized District business, is required to be away from home overnight shall be eligible for reimbursement of reasonable actual personal lodging, including reasonable tips for services rendered in connection with lodging. Overnight stay for an activity close to home is discouraged.
- c. Spouse Expenses: Reimbursement for spouse expense while attending conferences: In connection with District business and to further the District's interest, a Director may be reimbursed for expenses of their spouse in attendance at any official function, such as luncheons, banquets, etc. Without legitimate cause, any cancellation expense associated with spouse registration will be the responsibility of the Director.

Reimbursement shall not be allowed for strictly spouse functions, airline, meals or other travel expenses of the spouse. Reimbursement for lodging shall be allowed if additional rooms are not required as a result of spouse attendance.

- d. Business Relationship Expenses:
  - i. Reimbursable Items: Directors may claim reimbursement for expenses incurred in maintaining or developing business relationships in the course of authorized business of the District with respect to the following:
    - A. Meals
    - B. Local transportation (i.e., cab, bus, subway)
  - ii. Non-reimbursable Items: The District will not reimburse Directors for expenses incurred in entertaining persons in the course of maintaining or developing business relationships with respect to the following items: Theater, movies, professional sporting events, or other similar entertainment.
- e. Travel:
  - i. Local: Local travel is defined as automobile travel incurred in the course of authorized business of the District within the District in a Director's home county. Reimbursement for such travel shall be on an actual mileage basis. When actual mileage is not recorded then mileage figures as shown on the State of Texas highway map to the distant City plus actual official intercity travel may be used. Reimbursement shall be at the rate allowed by the Internal Revenue Service (IRS) for mileage allowance.
  - ii. Non-local: Reimbursement for travel incurred in the course of authorized business of the District outside the District shall be computed as follows:
    - A. If airline travel at a coach rate is available to locations sufficiently distant as to make air travel the most economical and convenient mode of transportation, then reimbursement of the actual travel expenditure shall not exceed the cost of a coach airline ticket, regardless of the means of transportation used. Generally, automobile travel is more economical and convenient when traveling to locations less than 100 miles from a Director's home. Without legitimate cause, any expense associated with

cancellation of a posted airline flight, including the cost of the ticket, if not refundable, will be the responsibility of the Director.

- B. If airline travel is not available, reimbursement shall be on an actual mileage basis. When actual mileage is not recorded, mileage may be determined from mileage figures as shown on the State of Texas highway map plus actual official intercity travel. Reimbursement shall be at the rate allowed by IRS mileage allowance.

- ii. Social Travel: Travel incurred to attend a social event or luncheon is not reimbursable.

- 4. **Directors Fees:** Directors may receive a director fee for attendance at eligible District Directors meetings. A Director is entitled to receive fees of office of \$150 per day for each day the director actually spends attending Eligible Director Meetings. A Director is eligible to receive a director fee if the director is present at an Eligible Director Meeting which lacks a quorum. A Director may not receive director fees in excess of \$7,200 annually.
  - a. Eligible Directors Meetings: The following lists the types of meetings/activities eligible for Director fees of office claims:
    - i. Regular Board Meeting
    - ii. Special Board Meeting
    - iii. Budget Workshop
    - iv. Directors Planning Workshop
    - v. Committee Meetings (Executive, Fiscal, Communications, Operations, Special, etc.)
    - vi. Other activities attended at the direction of the Board by official action of at the request of the Board Chair or General Manager with ratification by the full Board. The Board shall evaluate the necessity of attendance at such meetings annually in conjunction with the budget process and shall make appropriate delegations at this time.
    - vii. Attendance at pertinent educational programs.
  - b. To the extent possible, Committee meetings or other eligible activities will be scheduled on the day of a regular or other Board meeting. If two or more of the eligible activities occur on one day, a Director will be eligible to claim only one day of service.
  - c. Social events and luncheons are not Eligible Director Meetings and shall not entitle a Director to receipt of a director fee.
- 5. **Records and Documentation:** It is necessary to submit receipts for expenses in conjunction with the "Statement of Expense" form except in those rare instances where it is impractical to obtain a receipt. Examples of exceptions are tips to baggage handlers, taxi fares, and meals attended with a group and the restaurant refuses to provide separate checks. However, these expenses must be itemized on the "Statement of Expense" form.
- 6. **Reimbursement Procedure:** Directors who have incurred reimbursable expenses in connection with business meals, lodging and travel and/or Directors fees, should support their claim with documentation. Each reimbursable expense must be itemized. All reimbursement expenses must be submitted for payment within three (3) months after the expense is incurred. No reimbursement will be allowed for expenses older than three (3) months. In any event, a request for reimbursement of expenses must be made on June 30 of each year, which is the end of the District's fiscal year.

7. **Payment:** Claims for reimbursement for expenses shall be processed in the same manner as invoices, bills and statements specified above under Cash Disbursements.

## ARTICLE XIX • Code of Ethics

Directors will maintain the highest ethical standards in the conduct of the organization's affairs. Persons involved in handling investments shall be independent, impartial and responsible to the citizenry of the District; decisions and policies shall be made in proper channels of the governmental structure; public office shall not be used for personal gain. The integrity of the District shall not be compromised with the public.

### 1. **Directors shall not**

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

### 2. **Gifts**

- a. **Description of Offense.** In general, a Director of the District performing regulatory functions or conducting inspections or investigations commits an offense if he/she solicits, accepts or agrees to accept any "benefit" from a person he/she knows to be subject to regulation, inspection or investigation by the District.

A Director who exercises discretion in connection with contracts, purchases, payments, claims, or other pecuniary transactions commits an offense if he/she solicits, accepts, or agrees to accept any "benefit" from a person he/she knows is interested in or likely to become interested in any contract, purchase, payment, claim, or transaction involving the exercise of his discretion.

"Benefit" means anything reasonably regarded as pecuniary gain or advantage. Pecuniary means consisting of or measured in money or relating to money. Therefore, "benefit" is anything reasonably regarded as a monetary gain or advantage.

#### b. **Accepting Gifts**

As herein allowed, the following indicates circumstances where gifts or favors may be accepted by a Director of the District:

- i. Directors may accept an occasional non-pecuniary gift of insignificant value. A non-pecuniary gift of insignificant value is defined as a gift with a value of \$50 or less.

- ii. Directors may accept an award publicly presented in recognition of public service, when such award has a pecuniary value of \$50 or less.
  - iii. Directors may accept any gift which would have been offered or given to him/her if he/she were not an official of the District.
  - iv. Directors may accept food provided that the donor providing the food or a representative of the donor is present.
- c. Disclosure of Gifts

The acceptance of gifts given in relation to service as a Director valued over \$100 in the aggregate during a twelve (12) month period triggers disclosure requirements under applicable law.

### 3. Disclosure of Information

No District Director shall disclose confidential information to advance the financial or other private interest of him/ herself or others regarding any contract or transaction which is or may be the subject of an official act of action of the District without proper legal authorization.

### 4. Incompatible Service

No District Director shall engage in or accept private employment or render service for private interest when such employment of service is incompatible with the proper discharge of his official duties, unless otherwise permitted by law and unless disclosure is made as provided in this policy.

### 5. Public Property

No District Director shall request or permit the personal use of District owned vehicles, equipment, materials, or property, except automobiles utilized by employees as authorized by employment agreement and incidental use of office machines in compliance with other policies.

### 6. Disclosure of Interest in Actions Considered by the Board of Directors

- a. Any member of the Board of Directors who has a substantial interest in any proposed action before the Board of Directors shall disclose for the record of the Board of Directors the nature and extent of such interest and shall abstain from further participation in the matter.
- b. Any other Director who has a substantial interest in any proposed action of the Board of Directors and who participates in discussion with or gives an official opinion or recommendation to the Board of Directors regarding such action shall disclose for the record of the Board of Directors the nature and extent of any substantial interest.
- c. Filing a conflict of interest questionnaire is required by those vendors who have a business relationship with the District and (i) have an employment or business relationship with a Board Director or the General Manager; or (ii) have given one or more gifts that have an aggregate value of more than \$100 to a Board Director or the General Manager; or (iii) is related to the Board Director or General Manager within the third degree of consanguinity or the second degree of affinity. Where such relationship exists, form CIQ, "Conflict of Interest Questionnaire" must be completed.
- d. Filing a conflicts disclosure statement is required by the Board Directors and General Manager for those vendors who contract with the District or who the District is considering entering into a

contract with, if the vendor (i) has an employment or business relationship with or (ii) has given one or more gifts that have an aggregate value of more than \$100, in the twelve month period preceding the date the Board Director or General Manager becomes aware that a contract between the District and the vendor has been executed or that the District is considering entering into a contract with the vendor, to the General Manager, Board Director or their family member within the first degree of consanguinity or affinity; or if the vendor is related to the Board Director or General Manager within the third degree of consanguinity or the second degree of affinity. Staff will provide a list of current vendors to Board members quarterly or upon request to assist with this requirement. When such relationship exists, form CIS, "Local Government Office Disclosure Statement," must be completed.

An individual's relatives within the third degree by consanguinity (blood) are the individual's:

- i. parent or child (relatives in the first degree);
- ii. brother, sister, grandparent, or grandchild (relatives in the second degree); and
- iii. great-grandparent, great-grandchild, aunt who is a sister of a parent of the individual, uncle who is a brother of a parent of the individual, nephew who is a child of a brother or sister of the individual, or niece who is a child of a brother or sister of the individual (relatives in the third degree).

An individual's relatives within the second degree by affinity (marriage) are the individual's:

- i. spouse, mother-in-law, father-in-law, daughter-in-law, and son-in-law. (relatives in the first degree);
- ii. spouse of their brother, sister, grandparent, or grandchild (relatives in the second degree).

## 7. Violations

Any violation of this policy will subject the District Director to disciplinary action or immediate discharge. Any other person in the organization having knowledge of any violation of the policy shall promptly report such violation to the appropriate level of management. For assistance with forms referenced in this Article, contact the Director of Legal Services.

### ARTICLE XX • Amendment of Bylaws

These Bylaws may be amended or revised only at a meeting of the Board of Directors, by the affirmative vote of seven (7) members of the Board of Directors, by resolution.

### ARTICLE XXI • Validity of Bylaws

Any provisions of these Bylaws in conflict with the Act creating the District, or any act or law amendatory thereof, shall be of no force and effect.

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