

**NORTH CENTRAL TEXAS COUNCIL OF GOVERNMENTS  
EXECUTIVE BOARD MEETING**

Minutes — April 24, 2014

Transportation Council Room  
616 Six Flags Drive  
Arlington, Texas

**SPECIAL SESSION TO CONSIDER AMENDING THE NCTCOG BYLAWS**

President Terrell called the Special Session into order at 11:10 am.

**Members of the Board Present:**

Stephen Terrell – President, Mayor, City of Allen  
Kathryn Wilemon – Vice-President, Councilmember, City of Arlington  
John Horn – Secretary/Treasurer, County Judge, Hunt County  
Bobbie Mitchell – Past President, Commissioner, Denton County  
Clay Jenkins, County Judge, Dallas County  
Marcus Knight, Mayor, City of Lancaster  
Vonciel Jones Hill, Councilmember, City of Dallas  
Dr. Larry Marshall, Councilmember, City of Benbrook  
A.J. Mathieu, Councilmember, City of Joshua  
Keith Self, County Judge, Collin County  
Lissa Smith, Mayor Pro Tem, City of Plano

**Members of the Board Absent:**

Daniel Scarth, Councilmember, City of Fort Worth  
Toni Rose, State Representative  
B. Glen Whitley, County Judge, Tarrant County

**Members of the Staff Present:**

Mike Eastland, Executive Director  
Monte Mercer, Deputy Executive Director  
Michael Morris, Director of Transportation  
Edith Marvin, Director, Environment and Development  
Molly Thoerner, Director of Emergency Preparedness  
Lucille Johnson, Assistant to the Executive Director  
Stephanie Cecil, Administrative Assistant, EDO  
Dan Kessler, Assistant Director of Transportation  
Ken Kirkpatrick, Counsel, Transportation  
James Powell, Assistant Counsel, Transportation  
Bob Best, Audio/Video Comp Support Tech, Transportation

**Item 1. Discuss Recommendation to General Assembly to Enact the Amended Bylaws of the North Central Texas Council of Governments**

The Board discussed the draft of amended Bylaws and options for Board representation that were submitted in the Agenda and based upon previous discussion at the February meeting. The Board also expressed support for electing Board representation that would include two categories for at-large cities, in addition to specific population categories. No action was scheduled or taken.

President Terrell adjourned the Special Session at 12:00 noon.

## **REGULAR SESSION**

### **Members of the Board Present:**

Stephen Terrell – President, Mayor, City of Allen  
Kathryn Wilemon – Vice-President, Councilmember, City of Arlington  
John Horn – Secretary/Treasurer, County Judge, Hunt County  
Bobbie Mitchell – Past President, Commissioner, Denton County  
Clay Jenkins, County Judge, Dallas County  
Marcus Knight, Mayor, City of Lancaster  
Vonciel Jones Hill, Councilmember, City of Dallas  
Dr. Larry Marshall, Councilmember, City of Benbrook  
A.J. Mathieu, Councilmember, City of Joshua  
Toni Rose, State Representative  
Keith Self, County Judge, Collin County  
Lissa Smith, Mayor Pro Tem, City of Plano

### **Members of the Board Absent:**

Daniel Scarth, Councilmember, City of Fort Worth  
B. Glen Whitley, County Judge, Tarrant County

### **Members of the Staff Present:**

Mike Eastland, Executive Director  
Monte Mercer, Deputy Executive Director  
Tim Barbee, Chief Information Officer, Research and Information Services  
Michael Morris, Director of Transportation  
David Setzer, Director of Workforce Development  
Edith Marvin, Director of Environment and Development  
Molly Thoerner, Director of Emergency Preparedness  
Lucille Johnson, Assistant to the Executive Director  
Stephanie Cecil, Administrative Assistant, Executive Director's Office  
Dan Kessler, Assistant Director of Transportation  
Ken Kirkpatrick, Counsel, Transportation  
James Powell, Assistant Counsel, Transportation  
Bob Best, Audio/Video Comp Support Tech, Transportation  
Shannan Ramirez, Assistant Director of Finance, Administration  
Doni Green, Chief Aging Program Officer, Area Agency on Aging  
Debra Kosarek, Quality Assurance Manager, Workforce  
Donna Coggeshall, Manager, Research and Information Services  
Dana Buckholt, Operations Manager, Workforce  
Amanda Everly, Information Analyst, Emergency Preparedness  
Shannan Ramirez, Assistant Director of Finance, Administration  
Karen Richard, Chief Human Resources Officer  
Kelly Schmidt, Senior Criminal Justice Planner  
Thomas Shelton, Senior Program Manager, Transportation

### **Visitors Present:**

Neil Strassman, Executive Administrator, Office of Tarrant County Judge Glen Whitley

### **ACTION:**

#### **Item 1. Approval of Minutes**

President Terrell called the regular meeting of the North Central Texas Council of Governments Executive Board to order at 12:50 pm on April 24, 2014 and stated that the first item on the agenda was approval of the minutes from the March Board Meeting.

Upon a Motion by Commissioner Mitchell (seconded by Mayor Knight), and unanimous vote of all members present, the Board approved the minutes of the March Executive Board meeting. Judge Jenkins was not present.

**Item 2. Resolution Recommending General Assembly Enactment of the Amended Bylaws of the North Central Texas Council of Governments**

Based upon discussions in the Special Session, the Board was presented with a draft of the Bylaws (Attachment 1). The Board was reminded that the proposed amendments to the Bylaws were to be effective upon their approval by the General Assembly at its June 20, 2014 meeting, except for *Section V.H., Representation on the Board*, which is scheduled to take effect for the 2015 election of Officers and Board members.

Upon a Motion by Judge Jenkins (seconded by Councilmember Wilemon), and unanimous vote of all members present, the Board approved the Resolution recommending enactment of the amended Bylaws by the General Assembly.

*See Exhibit E14-04-2*

**Item 3. Resolution to Accept and Approve the Quarterly Investment Report**

Monte Mercer, Deputy Executive Director, presented the Investment Report, as required by the Investment Policy, and in compliance with the Public Funds Investment Act. The Report provided information on the investment activity for the quarter ending March 31, 2014 and showed the average rate of return, cumulative transactions and beginning and ending balances for the quarter. A supplementary schedule regarding the State's investment activity for Regional Toll Revenue funds as well as the NTTA Hwy 161 funds was also provided.

Upon a Motion by Mayor Knight (seconded by Judge Horn), and unanimous vote of all members present, the Board approved the resolution as presented. Judge Jenkins was not present.

*See Exhibit E14-04-3*

**Item 4. Resolution Endorsing Submittal of Grant Application to the Environmental Protection Agency for the Pollution Prevention Information Network Grant Program**

Edith Marvin, Director of Environment and Development, asked the Board to endorse the submittal of a grant application to the US Environmental Protection Agency (EPA) through the Pollution Prevention Information Network Grant Program and to authorize the receipt of grant funds, if awarded, in the amount of approximately \$260,000 (\$130,000 EPA funds plus \$130,000 in local match). The grant application is a joint effort between the Transportation and Environment and Development Departments.

The goals of the EPA program include: 1) providing quality, peer-reviewed pollution prevention information, technical assistance and training; 2) supporting regional pollution prevention priorities; and, 3) collaborating in a national pollution prevention information network. The funds would be used to extend the agency's current pollution prevention program activities and to develop an interactive Web site that will create a one-stop-shop clearinghouse of tools and resources related to efficiencies and conservation in the transportation, water, and energy sectors.

Upon a Motion by Commissioner Mitchell (seconded by Mayor Pro Tem Smith), and unanimous vote of all members present, the Board approved the resolution as presented. Judge Jenkins and Representative Rose were not present.

*See Exhibit E14-04-4*

**Item 5. Resolution Authorizing the Receipt of Funds and Execution of Necessary Agreements for Federal Transit Administration Enhanced Mobility of Seniors and Individuals with Disabilities Program, Job Access/Reserve Commute Program, and New Freedom Program Funding**

Michael Morris, Director of Transportation, asked the Board to authorize receipt of approximately \$1.6 million in program funding and execution of necessary agreements for:

- FTA Enhanced Mobility of Seniors and Individuals with Disabilities for FY 2013. (Total available was approximately \$1.07 million)

- New Freedom Program funding for FY 2012 (Total available was approximately \$107,611)
- Returned FY 2009 New Freedom Program funding (Total available was approximately \$1.23 million)

He explained that as a designated recipient of these funds, NCTCOG is responsible for program administration and management activities including, but not limited to: developing a competitive selection process; conducting regular Calls for Projects; grant management and compliance activities; and conducting procurements on behalf of sub-grantees.

A total of twenty-two (22) projects were submitted, requesting approximately \$6.4 million in federal funds, in response to a Call for Projects. In April the Regional Transportation Council awarded all available funding to the following twelve (12) projects.

<b>Enhanced Mobility of Seniors and Individuals with Disabilities Program</b>			
<b>Subrecipient</b>	<b>Federal Funds</b>	<b>TDCs (1)</b>	<b>Local Funds</b>
Kaufman County Senior Citizen Services	\$ 121,220	24,244	
Public Transit Services (PTS)	\$ 225,967	43,594	\$ 2,000
Texoma Area Paratransit System (TAPS)	\$ 185,000	37,000	
Tarrant County	\$ 432,336	86,468	
Denton County Transportation Authority (DCTA)	\$ 110,661		\$ 27,666
<b>TOTAL</b>	<b>\$ 1,075,184</b>	<b>191,306</b>	<b>\$ 29,666</b>

  

<b>New Freedom Program</b>			
<b>Subrecipient</b>	<b>Federal Funds</b>	<b>TDCs</b>	<b>Local Funds</b>
Texoma Area Paratransit System (TAPS)	\$ 498,000	99,600	
Denton County Transportation Authority (DCTA)	\$ 73,596 (2)		\$ 73,596
<b>TOTAL</b>	<b>\$ 571,596</b>	<b>99,600</b>	<b>\$ 73,596</b>

(1) Transportation Development Credits (TDCs) for "Strategic Awards to Small Transit Providers" are credits (not dollars) used to leverage federal funds in lieu of local cash match. The result is the project will be 100% federally funded.

(2) Returned FY 2009 New Freedom Program funding.

Upon a Motion by Mayor Pro Tem Smith (seconded by Mayor Knight), and unanimous vote of all members present, the Board approved the resolution as presented. Judge Jenkins and Representative Rose were not present.

See Exhibit E14-04-5

**Item 6. Resolution Approving Modifications to the FY2014 and FY2015 Unified Planning Work Program for Regional Transportation Planning (UPWP)**

Dan Kessler, Assistant Director of Transportation, asked the Board to approve amendments to the UPWP, which is required by federal and state transportation planning regulations. The UPWP provides a summary of the transportation and air quality planning tasks to be conducted by Metropolitan Planning Organization (MPO) staff between October 1, 2013, and September 30, 2015. He explained that new initiatives, project modifications, and funding adjustments have resulted in the need for amendments. He told the Board that the proposed modifications were presented to the public during public meetings in March, have been posted on NCTCOG's Web site and were approved by the Regional Transportation Council in April.

Upon a Motion by Councilmember Wilemon (seconded by Councilmember Jones Hill), and unanimous vote of all members present, the Board approved the resolution as presented. Judge Jenkins and Representative Rose were not present.

See Exhibit E14-04-6

**Item 7. Resolution Authorizing Submittal of Applications for the Transportation Investment Generating Economic Recovery Discretionary Grant Program (TIGER VI)**

Michael Morris, Director of Transportation, asked the Board to authorize the submission of six applications to the US Department of Transportation (US DOT) for TIGER VI. He explained that the Regional Transportation Council (RTC) approved submission of six projects totaling approximately \$59.61 million. The source of the required local match will be determined if funds are awarded and are likely to be State, Regional Toll Revenue local, or RTC local funds. If awarded, staff will work with US DOT on the most efficient method to transfer the funds to the region.

Proposed Projects:

Planning Projects (RTC match required if TIGER funds are awarded.)

1. Cotton Belt Regional Corridor - \$0.5 Million Requested - \$0.5 Million Proposed Match - Source of match to be determined (Likely Regional Toll Revenue or RTC/Local Funds).
2. School Siting and Landbanking Coordination - \$0.21 Million Requested - \$0.09 Million Proposed Match - Source of match to be determined (Likely Regional Toll Revenue or RTC/Local Funds).
3. Aviation and Military Base Accessibility Coordination - \$0.5 Million Requested - \$0.5 Million Proposed Match - Source of match to be determined (Likely Regional Toll Revenue or RTC/Local Funds).

Capital Projects

4. IH 45/US 175 (SM Wright-Phase 2B) \$13 Million Requested \$13 Million Proposed Match (State Match & Future RTC Funds)
5. Regional Bicycle/ Pedestrian Multimodal Network - \$30.4 Million Requested -\$23.7 Million Proposed Match (Local Match)
6. IH 35W Managed Lane Access from IH 30 (Eastbound to Northbound) - \$15 Million Requested - \$15 Million Proposed Match (State Match & Future RTC Funds)

Upon a Motion by Councilmember Jones Hill (seconded by Councilmember Marshall), and unanimous vote of all members present, the Board approved the resolution as presented.

See Exhibit E14-04-7

**Item 8. Resolution Approving the Installation of Security Cameras within the Workforce Centers**

David Setzer, Director of Workforce Development, explained that due to an increasing number of negative events in Workforce Centers, the Workforce Board has approved the installation of security cameras in all eleven workforce centers and has chosen Knight Security Systems to install the system from among the vendors who submitted quotes. The proposed system will provide a minimum of 30 days recording with secure remote access over the internet. In its current configuration, the installed price of the proposal is not to exceed \$104,000, which includes the equipment, a five (5) year warranty, and installation.

Upon a Motion by Councilmember Mathieu (seconded by Commissioner Mitchell), and unanimous vote of all members present, the Board approved the resolution as presented.

See Exhibit E14-04-8

**Item 9. Resolution Authorizing Approval of the Prioritized Project Ranking for the FY2014 State Homeland Security Program Grant (SHSP)**

Molly Thoerner, Director of Emergency Preparedness, explained that the Emergency Preparedness department determines the ranking of the submitted FY2014 SHSP projects in conjunction with the Regional Emergency Preparedness Advisory Committee (REPAC) and the Emergency Preparedness Planning Council (EPPC) Project Review Committee. Together, these entities reviewed, amended and prioritized applications for funding that were submitted by the regional working groups, including Hazmat, SWAT, and Explosive Ordnance Device (EOD).

Prioritized Ranking of the 2014 State Homeland Security Program Projects:

<b>Carve Out Projects</b>	<b>Adjusted Project Amt.</b>	<b>EPPC Recommend Min</b>	<b>EPPC Recommend Max</b>
NCTCOG SOW	\$256,500.00	\$256,500.00	\$256,500.00
CCP Sustainment, Training, and Coordinator	\$53,567.30	\$53,567.30	\$53,567.30
Public Education	\$47,000.00	\$28,500.00	\$35,000.00
Regional Interop Training	\$12,891	\$12,890.72	\$12,890.72
Travel	\$7,500	\$7,500.00	\$7,500.00
<b>Total</b>	<b>\$377,458.02</b>	<b>\$358,958.02</b>	<b>\$365,458.02</b>

  

<b>Working Group Projects</b>	<b>Adjusted Project Amt.</b>	<b>EPPC Recommend Min</b>	<b>EPPC Recommend Max</b>
Regional Interoperable Communications Infrastructure Funding (Gap Analysis)	\$585,000.00	\$369,135.00	\$456,248.99
Joint SWAT Training	\$233,668.00	\$203,038.76	\$233,668.00
Regional HazMat Training	\$76,500.00	\$48,271.50	\$48,271.50
Dismounted Operations Equipment for Regional Bomb Squads	\$244,000.00	\$97,600.00	\$169,843.26
North Central Texas All-Hazards Incident Management Team Training	\$137,750.00	\$86,920.25	\$86,920.25
Regional Training & Exercise Support Coordination	\$85,000.00	\$53,631.48	\$53,635.00
US&R Regional Training Exercises	\$40,000.00		\$35,000.00
Position Specific Training Instructors & Travel Costs	\$20,000.00		\$10,000.00
Fusion Center Workshop & Outreach	\$15,000.00	\$5,000.00	\$10,000.00
Regional Preparedness Among Emergency Operations Centers in North Central Texas	\$150,000.00		\$75,000.00
North Central Texas Emergency Operations Center Support Team (EST)	\$142,500.00		\$75,000.00
US&R WebEOC Resource Sharing	\$35,000.00		\$35,000.00

Upon a Motion by Mayor Pro Tem Smith (seconded by Councilmember Marshall), and unanimous vote of all members present, the Board approved the resolution as presented.

See Exhibit E14-04-9

**APPOINTMENTS:**

**Item 10. Appointments to the Collaborative Adaptive Sensing of the Atmosphere (CASA Wx) Executive Council 2014**

Molly Thoerner, Director of Emergency Preparedness, explained that the Standard Operating Guidelines of the CASA Wx program require the Executive Council members to be from agencies that participate in the program via financial support, in-kind or otherwise. Accordingly, the CASA Wx Executive Council recommended an updated roster of Council membership for 2014 with changes as follows:

- The addition of Danny Scarth from Fort Worth and Roger Harris from McKinney as Emergency Preparedness Planning Council liaisons.
- The addition of Pete Delkus with WFAA, Channel 8 (with this addition all four major media stations will be participating on the Council)

- The removal of those representatives from jurisdictions that are not currently members, including: Eric Gildersleeve of Denton County, Sandy Respass of DeSoto, Sid Sexton of Seagoville, and Rodrick Jones of Dallas County

Upon a Motion by Commissioner Mitchell (seconded by Mayor Pro Tem Smith), and unanimous vote of all members present, the Board approved the appointments as presented.

**Item 11. Update on the 2014 Appointments to the Emergency Preparedness Planning Council (EPPC)**

Molly Thoerner, Director of Emergency Preparedness, recommended seating Arlington Mayor Robert Cluck and Addison Deputy Mayor Pro Tempore Bruce Arfsten to fill two vacancies on the Emergency Preparedness Planning Council. She explained that the Board appoints qualified local elected officials, from a pool of nominations, to serve a two-year term. The Council serves in an advisory role to the NCTCOG Executive Board and is responsible for providing policy direction and oversight functions pertaining to the development and maintenance of a coordinated and integrated regional approach to emergency management planning and response systems. The Council may also make recommendations as to how the region can most efficiently and effectively utilize state and/or federal financial assistance made available for emergency and disaster planning, mitigation, and recovery.

Upon a Motion by Mayor Knight (seconded by Councilmember Marshall), and unanimous vote of all members present, the Board approved the appointments as presented.

**STATUS REPORTS:**

**Item 12. Collaborative Adaptive Sensing of the Atmosphere (CASA Wx) Project Update**

Molly Thoerner, Director of Emergency Preparedness, explained that as Spring storm season nears, the focus of the CASA Wx program is to install as many radars as possible. She briefed the board on the status of radar installations, as follows;

- The University of Texas at Arlington (UTA) and the City of Midlothian radars are operating
- The Town of Addison radar has been installed and is being calibrated
- Johnson County in Cleburne is scheduled for installation in May
- Fort Worth is scheduled for installation in June
- The radar at The University of North Texas (UNT) is down for maintenance.
- A mobile radar from the University of Massachusetts was placed in Fort Worth for 6-8 weeks to fill in a gap while further installations are planned.

Approximately 50 jurisdictions are participating in the membership program cost share program, garnering just under \$200,000 for support of annual operating costs. Staff anticipates this amount to increase over the Spring and Summer and as jurisdictions plan for their FY15 budgets.

**Item 13. Announcement of 15th Annual North Texas Public Works Roundup to be held May 21, 2014**

Edith Marvin, Director of Environment and Development, invited Board members to attend the annual North Texas Public Works Roundup on Wednesday, May 21, 2014, from 9 a.m. to 4 p.m., at the Ruthe Jackson Center, in Grand Prairie. She explained that since 1999, this event has promoted communication and networking among the public works community and the success of regional public works coordination activities. For the past several years, the Roundup events have been scheduled in venues across the region to increase participation, promote discussion, and to add a local flair. The events have always been very well attended and have become a source of a great deal of positive feedback from the public works community about regional efforts.

**Item 14. Presentation of 2014 Current Population Estimates**

Tim Barbee, Director of Research & Information Services, presented the *2014 Current Population Estimates* for the North Central Texas region, which include estimated population totals for all cities over 1,000 in population,

each county, the twelve-county metropolitan planning area, and the region. Historical U.S. Census figures are also provided. He reported that NCTCOG's population estimates are often cited and recognized for their coverage, timeliness, and uniqueness. He explained that local governments provided input as part of the estimation process and were given an opportunity to review draft numbers prior to finalization.

**Item 15. Extension of Contract with Forensic Logic Inc. (FLI) Relative to the Law Enforcement Analysis Portal (LEAP) Project**

Mike Eastland, Executive Director, explained that on April 10, 2006, NCTCOG entered into an agreement with FLI to assist law enforcement agencies, particularly those in this region, with the sharing of records related to criminal activities and cases. Through the use of technology known as LEAP, law enforcement agencies can readily and timely compare information on criminal activities that have apparent similarities.

While LEAP has had some successes in our region, the group of users has grown nationwide. As a result, NCTCOG did not believe it was in its best interest to continue to have any fiduciary or legal responsibilities associated with this program. Notice was given to FLI that NCTCOG was exercising its rights to terminate all contracted arrangements with them as of April 10, 2014. However, NCTCOG did offer to extend involvement, through August 31, 2014, with a contract extension that includes provisions to minimize exposure. Specifically, an acknowledgement that NCTCOG has no financial liability and assurances that existing grant responsibilities will continue to be met through August 31. This was done to provide FLI and the LEAP Advisory Committee, which is comprised of law enforcement officials in North Texas, the time necessary to finalize an arrangement with a new administrative agency and thus assure a smooth transition phase.

**MISCELLANEOUS:**

**Item 16. Old and New Business**

Mike Eastland, Executive Director, informed the Board that a Conflict of Interest Statement had been developed and encouraged them to use the form, if necessary, to record any conflicts they may have.

**Item 17. Future Calendar and Attendance**

There being no action required, this information was submitted to the Executive Board for their review and information only and included the Executive Board monthly meeting calendar and attendance.

There being no other business, President Terrell adjourned the meeting.

Approved by:



Stephen Terrell  
President, North Central Texas Council of Governments  
Mayor, City of Allen

Checked by:



Mike Eastland, Executive Director  
North Central Texas Council of Governments

**BYLAWS (REVISED) OF THE  
North Central Texas Council of Governments**

2014  
\*\*\*\*\*

**INTRODUCTION**

The North Central Texas Council of Governments (NCTCOG) is the regional planning commission for the 16-county Texas State Planning Region 4 comprising Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant and Wise counties. NCTCOG is a Texas political subdivision and non-profit corporation organized and operating under Texas Local Government Code Chapter 391.

**STATEMENT OF PRINCIPLES AND POLICIES**

1. The underlying concept of the North Central Texas Council of Governments (hereinafter referred to as the Council) is that the general purpose units of government, which are closest to the people, should exercise the basic initiative and leadership and have the primary responsibility for dealing with those problems and needs which require action on an areawide or regional basis.
2. The physical, economic, and social well-being of the region, its citizens and business enterprises, now and in the future, are dependent upon an orderly development of the entire region. This will be possible only with the successful coordination of governmental services and policies.
3. Counties and cities are the principal units of local government in the region. As such, they have the responsibility for anticipating and meeting the local governmental needs which future development will produce, including the need for joint and coordinated areawide services.
4. County and city governing bodies are, and should continue to be, the top policy makers in local government. They are directly concerned with all services and regulations affecting the public in their communities.
5. Constructive and workable policies and programs for meeting and solving the areawide problems of local government will be most effectively and expeditiously developed by regular meetings of governmental unit members in an areawide voluntary council dedicated to the solution of these problems.
6. The Council is an organization through which individual governmental units can coordinate their efforts. It is not in itself a government nor does it seek to become one.
7. The Council shall consider such matters as are areawide or regional in nature or as requested by or deemed beneficial to its member governments.

**MEMBERSHIP**

Section I.

Membership in the Council of Governments shall be voluntary and will be determined by passage of a resolution, the payment of dues, and shall be open to the following eligible entities:

- A. Any county in State Planning Region 4, as determined by the Office of the Governor, State of Texas.
- B. Any incorporated cities, municipalities, towns, and villages within State Planning Region 4, as determined by the Office of the Governor, State of Texas.
- C. Any authority, district or other political subdivision of the State within State Planning Region 4, as determined by the Office of the Governor, State of Texas.

## GENERAL ASSEMBLY

### Section II.

- A. The General Assembly shall be composed of one (1) elected or appointed public official from each governmental member of the Council whose annual dues are current. The General Assembly shall be responsible for the election of officers, directors and for amendments to these Bylaws except as otherwise provided herein.
- B. The members present at any Assembly meeting shall constitute a quorum, and the majority vote of said members shall decide any business under consideration except Bylaws. Bylaws may be revised by an affirmative vote of seventy-five percent (75%) of the members present. (See Section XI.)
- C. The General Assembly shall elect a President, Vice President, Secretary-Treasurer, and Directors to serve on the Executive Board.

## GENERAL MEMBERSHIP (GENERAL ASSEMBLY) MEETINGS

### Section III.

- A. An annual membership meeting of the General Assembly shall be held after the municipal elections for the purpose of electing Officers and Directors to the Executive Board. Additional meetings may be called by the Executive Board, as necessary. General membership meetings shall be for the purposes of amending Bylaws, electing officers, and conducting any other business which may be deemed appropriate.
- B. Written notice of the time, date and location of general membership meetings shall be transmitted to each member government entitled to vote thereat (at the member's physical or electronic address as it appears on the books of the Council) at least ten (10) days prior to the meeting.
- C. Special general membership meetings, for any purpose or purposes, shall be called by the President at the written request of a majority of the members of the General Assembly.
- D. Written notice of special general membership meetings, stating the time, place, and object of such meetings, and the business to be transacted, shall be transmitted to each member government entitled to vote thereat, at least ten (10) days before such meeting. Business transacted at all special meetings shall be confined to the objects and business to be transacted as stated in the notice.
- E. The time, date, and location of all general membership meetings shall be determined by the President as recommended by the Executive Board.

## ROLE AND RESPONSIBILITIES

### Section IV.

- A. The Council shall be concerned with the planning of the region with respect to transportation, water supply, storm water, waste water, flood management, emergency management, work force development, community services, data support services, land use, environmental protection, public facilities, conservation, and any other governmental functions beneficial to its members. Such Council shall be vested with full authority to perform all acts, to render all services, to initiate all studies and to make all recommendations authorized by law. The Council is authorized to apply for, contract for, receive and expend for its purposes, any funds or grants from any participating governmental unit or from the State of Texas, Federal Government, or any other sources, and to contract with and receive payments for services rendered to any incorporated municipality, the State of Texas or any of its political subdivisions, or the Federal Government. The Council shall have no power to levy any character of tax whatsoever. The participating governmental units shall pay annual dues, as determined by the Executive Board, to the Council to help offset the costs and expenses required in the performance of its purpose.

The Council is empowered to make use of funds to employ staff and/or agents, rent office space, and contract for goods and services as it deems necessary to expeditiously carry to completion any studies, activities and/or programs with which it may be charged.

- B. A member government(s) may request the Council to conduct or administer a special study, activity or service on their behalf wherein they agree to pay or share in the costs of such. If said study, activity or service is deemed feasible by the Council, it may enter into an agreement(s) with the member government(s) and any other interested parties to conduct same.

### EXECUTIVE BOARD

#### Section V.

- A. The Executive Board shall constitute the Board of Directors and governing body of the Council and shall be responsible for the general policies, programs and the control of funds.
- B. The Executive Board shall also be responsible for approving a work program, including a complement of personnel to implement it, adopting the annual budget following a public hearing of such budget, and making necessary amendments to the budget during the fiscal year.
- C. The Executive Board shall be empowered to appoint an Executive Director as the chief administrative and executive officer of the Council.
- D. The Executive Board shall be empowered to employ consultants and to authorize contracts necessary to carry out the business of the Council.
- E. The Executive Board shall be empowered to appoint study committees, technical advisory committees, and policy development committees deemed necessary to carry out the business of the Council.
- F. The President of the Executive Board shall appoint a nominating committee comprised of Past Presidents to prepare a slate of Officer and Director candidates for consideration at the annual membership meeting of the General Assembly.
- G. The Executive Board shall meet regularly at least once each month, unless otherwise determined by its members, to conduct the continuing business of the Council.
- H. Representation on the Board shall meet the following minimum requirements at all times:

#### Counties (6 Seats)

- Four (4) locally elected officials on the Board shall be representatives from the four (4) largest populated member Counties (one from each County), as of the last official census.
- One (1) locally elected official on the Board shall be from a member County with a population of between Seventy Five Thousand (75,000) and Six Hundred Fifty Thousand (650,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member County with a population of less than Seventy Five Thousand (< 75,000), as of the last official census.

#### Cities (10 Seats)

- Three (3) locally elected officials on the Board shall be representatives from the three (3) largest populated member Cities (one from each City), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Two Hundred Thousand (200,000) and Three Hundred Fifty Thousand (350,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between One Hundred Thousand (100,000) and Two Hundred Thousand (200,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Fifty Thousand (50,000) and One Hundred Thousand (100,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Twenty Thousand (20,000) and Fifty Thousand (50,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of less than Twenty Thousand (20,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of between Fifty Thousand (50,000) and Three Hundred Fifty Thousand (350,000), as of the last official census.
- One (1) locally elected official on the Board shall be from a member City with a population of less than Fifty Thousand (< 50,000), as of the last official census.

No entity shall have more than one representative on the Board at any one time, with the exception that the Past President shall serve in a designated position on the Board and shall not be deemed to be a representative of any specific entity.

- I. The Executive Board shall be composed of the following members:
  - 1. The Immediate Past President of the Council;
  - 2. The sixteen (16) Directors of the Council; and,
  - 3. One (1) ex-officio, non-voting member who is a Texas State Legislator representing a Legislative District that is located in-whole or in-part in a county holding membership in the North Central Texas Council of Governments for so long as required by State law.
- J. Each member of the Executive Board shall be entitled to one vote, with the exception of the President who will only vote in the event of a tie. Members must be in attendance to vote. Attendance via telephone and/or videoconference is allowable when permitted by State law and as prescribed by Board resolution.
- K. The membership of the Executive Board shall always be composed of elected local government officials except as provided in I.3. above.
- L. A majority of the Executive Board members in office immediately before a meeting shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which a quorum is not present.
- M. Should a vacancy occur in the Officers or Directors of the Executive Board, a successor shall be appointed by the remaining members of the Board to fill the unexpired term and in accordance with Section V. H.
- N. The Executive Board shall establish an Ethics Policy, consistent with State law related to Metropolitan Planning Organizations, which is applicable to Board members and employees.

#### **DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION**

##### Section VI.

- A. No Director or Officer of the Council shall be personally liable to the Council or any other person for an action taken or omission made by the Director or Officer in such person's capacity as a Director or Officer unless a Director's or Officer's conduct was not exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the Director or Officer reasonably believed to be in the best interest of the Council.
- B. The Council shall indemnify a Director or Officer for necessary expenses and costs, including attorney's fees, judgments, fines and amounts reasonably paid in settlement, incurred by the Director or Officer in connection with any claim asserted against the Director or Officer in their respective capacity as a Director or Officer so long as the Director's or Officer's conduct was exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the Director or Officer reasonably believed to be in the best interest of the Council.

#### **WAIVER OF NOTICE**

##### Section VII.

Whenever any notice is required to be given under the provisions of the Bylaws to any member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### **ADVISORY GROUPS**

##### Section VIII.

- A. It is the intent of this organization that the Council 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.
- B. The Council may recommend to the Executive Board the establishment of such citizen and/or technical advisory committees as may be necessary to effectively carry out the business of the Council.

## FINANCES

### Section IX.

All checks or demands for money and notes of the corporation shall be signed by such officer or officers, or such persons as the Executive Board may from time to time designate.

## ELECTIONS AND OFFICERS' TERMS

### Section X.

Election of Officers and Directors to the Executive Board will be conducted at the annual membership meeting of the General Assembly. The elected Officers and Directors shall hold office for one year, said term to begin immediately following the aforementioned meeting and continuing through the next annual membership meeting or until such time as a replacement has been duly elected in accordance with Section V. M.

## AMENDMENTS TO THE BYLAWS

### Section XI.

These Bylaws may be altered, amended, or added to by written ballots from the members or by action of the General Assembly or Executive Board, provided:

- A. Proposed changes shall contain a full statement of the proposed amendment or amendments.
- B. The enactment of the amendment by written ballots shall require a majority vote of the city and county member governments.
- C. The enactment of amendments at the General Assembly shall require an affirmative vote of seventy-five percent (75%) of the members present at the General Assembly and shall be submitted in writing to the Executive Board at least sixty (60) days prior to the General Assembly.
- D. The enactment of amendments by the Executive Board shall require a majority vote and shall be limited to only those changes necessary to conform the Bylaws to State law. Any such changes by the Executive Board shall be transmitted in writing to all member governments within thirty (30) days of enactment.

## BUDGETS AND PAYMENTS

### Section XII.

- A. The fiscal year of the organization shall begin on the first day of October in each year.
- B. The annual budget, including the dues structure, for the organization shall be prepared and submitted to the Executive Board for approval and adoption on or before the last day of September of each year, after a public hearing thereon.
- C. New members may join the Council upon the pro-rated payment of dues for the remaining portion of the current fiscal year.
- D. The annual dues for city and county member governments shall be established in accordance with current population of such member governments as certified annually by the Council. All other member governments shall pay annual dues as established by the Executive Board.
- E. The books of the Council shall be audited annually by a certified public accountant or accountants, and the audit report shall be approved by the Executive Board and be available no later than six (6) months after the close of the fiscal year.