

BYLAWS  
OF THE  
BOARD OF COMMISSIONERS  
TRAVIS COUNTY EMERGENCY  
SERVICES DISTRICT NO. 13

Adopted 09/06/2022

# Table of Contents

<b>1.1</b>	<b><u>Authority to Adopt, Suspend and Revise Bylaws</u></b>
1.1.1	Adoption of Bylaws
1.1.2	Suspension
1.1.3	Revision
<b>1.2</b>	<b><u>Membership</u></b>
1.2.1	Board of Commissioners Governing Body
1.2.2	Board Composition
1.2.3	Qualification
1.2.4	Installation of Board Members and Oath of Office
1.2.5	New Board Member Orientation
1.2.6	Board Members Seeking Employment with the District
<b>1.3</b>	<b><u>Officers and Duties of Officers of the Board of Commissioners</u></b>
1.3.1	Officers
1.3.2	Election of Officers/Term of Office/Vacancy
1.3.3	President
1.3.4	Vice President
1.3.5	Secretary
1.3.6	Treasurer
1.3.7	Assistant Treasurer
1.3.8	Authorization to Perform Duties
<b>1.4</b>	<b><u>Meetings of the Board</u></b>
1.4.1	General Conduct and Notice of Meeting
1.4.2	Organizational Meeting
1.4.3	Regular Meetings
1.4.4	Special Meetings/Notice
1.4.5	Quorum, Voting, and Roll Call Voting
1.4.6	Legal Counsel
1.4.7	Executive Session
<b>1.5</b>	<b><u>Meeting Procedures</u></b>
1.5.1	Agenda for Regular Meeting
1.5.2	Order of Business
1.5.3	Public Participation in Public Meetings
1.5.4	Minutes
1.5.5	Parliamentary Procedure and Authority
<b>1.6</b>	<b><u>Commissioners Conduct/Interaction with Public and with District Personnel</u></b>
1.6.1	General Guidelines for Conduct
1.6.2	Receipt of Confidential Information
1.6.3	Communication Policy/Board Members Request for Information
1.6.4	Communication with Legislators, Public Officials and Community Leaders
1.6.5	Relationship with the Press on Board Related Issues
1.6.6	Conflict of Interest
1.6.7	Complaints Regarding Individual Commissioners
<b>1.7</b>	<b><u>Compensation and Reimbursement of Expenses</u></b>
1.7.1	Compensation
1.7.2	Reimbursement of Expenses

## **1.1 AUTHORITY TO ADOPT, SUSPEND AND REVISE BYLAWS**

### **1.1.1 Adoption of Bylaws**

These Bylaws are adopted under the authority granted in the State of Texas Health and Safety Code, Chapter 775, Emergency Service Districts, as amended.

### **1.1.2 Suspension**

Except as otherwise prohibited by law, these Bylaws may be suspended, in whole or in part, at any meeting of the Board by the President, if without objection, or by a majority vote of the Board and such action shall apply to that meeting only.

### **1.1.3 Revision**

Except as otherwise prohibited by law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted at any Regular or Special Board meeting; provided that the proposal has been presented at a previous meeting of the Board. This rule may be waived by a majority vote of the Board at a meeting at which the proposal is presented.

Any new or amended Bylaws properly adopted shall take immediate effect unless otherwise stated by the Board at the time of adoption.

## **1.2 MEMBERSHIP**

### **1.2.1 Board of Commissioners Governing Body**

The governing body of Emergency Services District No. 13 shall be the Board of Commissioners ("Board"), membership of which shall be determined in accordance with the Health and Safety Code, Chapter 775, Emergency Service Districts, as amended.

### **1.2.2 Board Composition**

The Board consists of five (5) persons appointed by Travis County Commissioners Court. Appointment to the Board shall be in accordance with the State of Texas Health and Safety Code, Chapter 775, Emergency Service Districts as amended.

### **1.2.3 Qualification**

To be qualified to serve as a member of the Board, a person must be at least 18 years of age, a resident of the State and a qualified voter within areas served by the District, or the owner of land subject to taxation in the District.

### **1.2.4 Installation of Board Members and Oath of Office**

Each person appointed as a member of the Board shall file with the Secretary of the Board an Acceptance of Office and an Oath of the Office as prescribed by the Secretary of State in Forms 2201 and 2204 (or subsequent forms as prescribed by the Secretary of State) with Form 2204 being attested by a Notary Public.

### 1.2.5 New Board Member Orientation

It shall be the responsibility of the President of the Board, or the Vice President if so designated by the President, to inform new members of the Board about the then current budget and any current Strategic Plan of the District, the general organization and administration of its programs, the major issues it faces, programs of development in progress, and the way in which the Board functions. Such orientation shall be planned and carried out after new members are appointed, and may be presented in a workshop for new members or for the full Board, subject to applicable requirements of the Texas Open Meetings Act.

### 1.2.6 Board Members Seeking Employment with the District

A Board member shall not apply for a position with the District unless and until he or she has first resigned from the Board. Similarly, employees of the District, regardless of the type of compensation received, are excluded from membership on the Board.

## **1.3 OFFICERS AND DUTIES OF OFFICERS OF THE BOARD OF COMMISSIONERS**

### 1.3.1 Officers

The Board members shall elect from among their members a President, Vice President, Secretary, Treasurer, and Assistant Treasurer to perform the duties usually required of the respective offices. The office of Secretary and Treasurer may be combined by majority vote. The officers shall perform those duties as needed and provided by these Bylaws not inconsistent with the Health and Safety Code, Chapter 775, Emergency Service District, as amended.

### 1.3.2 Election of Officers/Term of Office/Vacancy

The nomination and election of officers will be held annually after the appointment of member(s) of the Board, but not later than the regular meeting of the Board in March each year. Board positions are one-year terms. Any Board member may nominate any other Board member and/or themselves to a position, which will then be subject to a Board vote.

Each officer of the Board shall assume office immediately upon election, and shall hold office until a qualified successor shall be elected. In the case of a vacancy in any office, such vacancy shall be filled as soon as practicable by electing a successor to the unexpired term of office. This provision does not preclude the re-election of an officer.

### 1.3.3 President

The President shall provide leadership in planning the work of the Board, shall preside at all meetings of the Board, and shall decide all questions of rule and order. The President shall act for the Board when such action is required by law, including signing contracts and other official documents, represent the Board or designate a representative when such representation is deemed desirable, act as spokesperson for the District, and consistent with 1.6.4 and 1.6.5 perform such other duties as may be prescribed by law. If the President or Vice President are not available to attend a meeting or fulfill their duties, the Board may authorize another member of the Board to perform the duties of the President or Vice President.

#### 1.3.4 Vice President

The Vice President shall support the President in his or her duties, shall assume the duties of the President in the event of his or her absence or incapacity, and shall perform other duties as these Bylaws and State law provide or the Board may prescribe.

#### 1.3.5 Secretary

The Secretary shall, through the District's Administrative Assistant(s) and such other agents engaged by the District, cause to be kept minutes and notices required by law to be published or posted, ensure Commissioners are properly notified of all meetings, ensure that public information is available for public inspection, and in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to him or her by the Board or as required by these Bylaws or State law. In the absence or inability of Secretary to act, any officer may act in his or her place.

#### 1.3.6 Treasurer

The Treasurer, based on financial policies and parameters adopted by the Board, shall review and examine reports of the District's financial records. The Treasurer shall monitor and safeguard the financial condition of the District, with assistance of the Assistant Treasurer, including but not limited to receiving, holding in custody, investing and handling all funds of the District as directed by the Board, dispersing funds of the District as he or she may be ordered by the Board, and shall perform such other duties as these by laws and State law or the Board may prescribe.

The Treasurer, through the appropriate agent or employee engaged by the District, shall each year, after the Board has determined the tax rate to be levied and the amount of taxes to be raised, notify the appropriate assessing officers of Travis County and the State of Texas.

The Treasurer must execute and file with the County Clerk a bond conditioned on the faithful execution of the Treasurer's duties. The County Judge of the County in which the bond is to be filed must determine the amount and sufficiency of the bond before it is filed.

#### 1.3.7 Assistant Treasurer

The Assistant Treasurer shall support the Treasurer in his or her duties, shall assume the duties of the Treasurer in the event of his or her absence or incapacity, and shall perform other duties as these Bylaws and State law provide or the Board may prescribe.

#### 1.3.8 Authorization to Perform Duties

The Board may act to authorize any officer to perform any duty of an officer not specified herein, and may authorize any officer to perform an act in the absence or inability of the officer having responsibility to take such act, including but not limited to electing a presiding officer at a regular or special meeting of the Board.

## **1.4 MEETINGS OF THE BOARD**

### **1.4.1 General Conduct and Notice of Meetings**

The business that the Board may perform shall be conducted in compliance with the Texas Open Meetings Act. Generally, unless the Open Meetings Act provides otherwise, meetings of the Board shall be open to the public and shall be held in a place available to the public. The Board, in accordance with the Open Meetings Act, may go into closed session (Executive Session 1.4.7)

A notice of all Board meetings must be posted at least 72 hours prior to each meeting. In case of emergency or urgent public necessity which is limited to imminent threats to public health and safety or reasonably unforeseeable situation requiring immediate action, an emergency meeting may be held after notice has been posted for two (2) hours. The President and/or any two Commissioners may determine such matters constituting an emergency or urgent public necessity to be included on the agenda for such meeting.

### **1.4.2 Organizational Meeting**

The organizational meeting of the Board shall be held following the appointment or re-appointment of Commissioners each year, but not later than the regular Commissioner's meeting in March of each year. The Board shall elect officers at the organizational meeting.

### **1.4.3 Regular Meetings**

The Board shall meet on a regular basis, a minimum of once a month, at times and places determined by the Board from time to time.

### **1.4.4 Special Meetings/Notice**

Special meetings of the Board may be called by the President or Vice President of the Board by serving on the other Board members a written notice of the date, time, place and purpose of such special meeting. No business shall be conducted at a special meeting other than that which is designated in the written notice of the meeting. In addition, a special meeting may be called by majority vote of the Board acting in a public meeting.

In general, a special meeting will be held at the same location as regular meetings unless otherwise noticed. The agenda for the special meeting will be set by the President or Vice President who called the meeting. A special meeting called by the Board acting in an open meeting may include any matters determined by the Board or the President, provided that all matters specified in the action calling for the special meeting are taken up before any other matter included on the agenda for such meeting. All data to be included with the agenda and supporting documents will be made available to Commissioners in accordance with the Board's regular practice for submission of supporting materials in connection with meetings of the Board.

### **1.4.5 Quorum, Voting, and Roll Call Voting**

At all meetings of the Board, whether regular or special, a majority of the entire membership of the Board shall constitute a quorum to do business. If a quorum is not present for a meeting, a majority of those present may adjourn the meeting to a future date.

No act of the Board shall be effective unless voted at a public meeting in compliance with applicable law by a majority of a quorum of the Board then present.

#### 1.4.6 Legal Counsel

Legal Counsel may be asked to be present at regular and special meetings of the Board when legal advice is needed and counsel has been notified by the President of the Board or his or her designee.

#### 1.4.7 Executive Session

In accordance with the Open Meetings Act, no actions may be taken during the Executive Session. A quorum must convene in an open meeting and the presiding officer must:

- (1) Publicly announce that a closed (executive) session will be held, and
- (2) Identify the section(s) of the Open Meetings Act under which the closed meeting is held.

Executive Session may be called for any purpose authorized by the Texas Open Meetings Act.

### 1.5 MEETING PROCEDURES

#### 1.5.1 Agenda for Regular Meeting

The President of the Board or his or her designee shall prepare a draft agenda. The final agenda will be approved by the President of the Board (or other officer acting in the President's absence).

The agenda, with supporting materials shall be available for each Commissioner no later than three (3) calendar days prior to the meeting to allow adequate time for review but as circumstances may require, additional materials may be provided later than three (3) days prior to the meetings.

Any Commissioner shall be entitled to submit an item for inclusion on an agenda by providing the item to the Board President and the administrative agent of the District no later than ten business days prior to the Board meeting.

The order of business to be taken up may be modified by the President, if without objection, or upon a majority vote of the Commissioners in attendance at a Board meeting. In the event that an item requested by a Commissioner to be included on the agenda for a meeting is not reached, such item will be taken at the following Board meeting.

Procedures for preparation of the agenda and supporting materials:

1. The agenda is to be a composite of items carried forward from previous meetings and new items to reflect concerns of the Commissioners.
2. The agenda shall be approved by the President of the Board or by any other Commissioner in the absence of the President, and signed by the President or his or her designee for signing agendas.
3. The agenda shall be posted no later than seventy-two (72) hours prior to the scheduled meeting time and date by the District's designee as required by the Texas Open Meetings Act and other applicable law.

4. All supporting materials will be prepared in a manner specified from time to time by the Board.

### 1.5.2 Order of Business

The President, or in the President and Vice-President's absence the designated Commissioner, upon taking the chair, shall call the members to order on the appearance of a quorum. The order of business for Regular Meetings shall be as follows:

1. Call to order
2. Verify/establish a quorum
3. Limited public comment
4. Approval of minutes
5. Approval of Treasurer's Report
6. Approval of Bills
7. Contracted Service Provider Reports
8. Other Reports
9. Agenda items
10. Executive session
11. Commissioners' concerns and future agenda items
12. Other items requiring no action
13. Adjournment

### 1.5.3 Public Participation in Public Meetings

Individuals and delegations are welcome to attend meetings of the Board and may address the Board during that section of the agenda designated for public comments. Participation by the public shall be in compliance with applicable State law and any policy adopted by the Board from time to time to comply with applicable State law. The Board may act, on a temporary basis, to alter the procedures for a particular meeting when circumstances warrant same, such as when an unusual number of participants want to be heard on a matter before the Board, provided that such temporary rules of procedure comply with applicable State law.

Defamation or abusive personal remarks are always out of order. The presiding officer may terminate the speaker's privilege of address if, after being warned, the speaker persists in improper conduct remarks. The President may order the removal of any person by Law Enforcement/Peace Officers or any lawful means, who persists in improper conduct during a meeting of the Board.

Subject to the Commissioner's authority to adopt temporary rules in special circumstances, rules of conduct and the procedure of meetings of the Board that are adopted by the Board for general or particular applicability shall take precedence over any inconsistent provision of these Bylaws in the circumstances provided in such rules of conduct and procedure.

#### 1.5.4 Minutes

The Secretary or the District's Administrative Assistant(s) shall keep a written or printed record of each regular and special meeting of the Board, in accordance with the Open Meetings Act. Copies of the minutes of Board meetings, except closed sessions, shall be available to the public at the reasonable estimated cost of copying or as otherwise required by the Public Information Act.

#### 1.5.5 Parliamentary Procedure and Authority

In general, and unless otherwise required by State law or these Bylaws, the Board shall act by motion brought by a Board member, seconded by another Board member, and approved by a majority of the quorum of the Board then present. A motion to call the question, if seconded and approved by majority of those present, shall end debate and require a vote on the main motion or resolution. A motion to table may be made at any time and is nondebatable. A motion to adjourn may be made at any time and takes priority over any other motion except for a motion then pending. Any question of procedure not governed by applicable law or these Bylaws shall be decided by the presiding officer at the meeting in which the question arises, which decision shall not have the effect of depriving any member of the Board of the right to participate in deliberation or a vote, except as expressly limited by applicable law or these Bylaws.

### **1.6 COMMISSIONERS CONDUCT/INTERACTION WITH PUBLIC AND WITH DISTRICT PERSONNEL**

#### 1.6.1 General Guidelines for Conduct

The Board acknowledges its responsibility to the public to conduct itself, collectively and individually, in a manner consistent with these Bylaws as well as with other District and Board policies and practices, consistent with the applicable State law.

The Board recognizes that it has authority to act only as a unit and that individual Board members have no authority to act in District matters without approval of the Board.

#### 1.6.2 Receipt of Confidential Information

At times, Commissioners will receive confidential or sensitive information concerning District affairs, including information which if disclosed could have adverse consequences to the District. For example, information received in a closed session of the Board that is disclosed to the public by a Commissioner could result in the waiver of the attorney-client privilege. Accordingly, Commissioners should keep confidential all information of a confidential or sensitive nature provided to the Board, the disclosure of which would violate the fiduciary obligations of the Commissioners, compromise the attorney-client privilege, or violate any law or court order, and should not disclose any confidential information received during closed sessions of the Board or otherwise.

### 1.6.3 Communications Policy/Board Members Request for Information

Individual Commissioners requesting information that will require a material amount of staff time to research or compile, or the preparation of a special report shall make such requests to the President of the Board. In light of the limited resources of the District, the Board President may, at his or her discretion, direct the effort of District agents to reasonably comply with such request in light of other demands of District agents, and may place the request on the next Board meeting agenda for the consideration of the Board. Compilations and reports prepared pursuant to this provision will be available to all Commissioners.

Individual Commissioners with questions regarding the operations of the District, such as inquiries concerning employment at the District, complaints from or about an employee, complaints or questions about administrative decisions, and complaints or questions about facilities shall convey such to the President, or if the President is the subject of the complaint or inquiry, to any other Commissioner for consideration and possible action.

When discussing community concerns, issues involving the District, and actions taken by the Board and the administration, Commissioners shall carefully delineate between opinions that are personal and held as an individual citizen versus opinions that reflect officially approved policies or actions of the Board or District.

Commissioners should make no announcement of or give any information about action taken by the Board until such action has been communicated by the Board President or his or her designee.

An individual Commissioner shall not purport to act for, bind, or commit the District to any act or course of conduct without the prior approval of the Board. The District can be bound only by formal action of the Board or the Board's designee.

### 1.6.4 Communication with Legislators, Public Officials and Community Leaders

In contact with legislators, public officials and community leaders, Commissioners should maintain consistency with established Board decisions, policies and plans and coordinate contacts with the Board President.

### 1.6.5 Relationship with the Press on Board Related Issues

The Board President, or designee, shall be the spokesperson to the press on Board related issues. In most cases, Commissioners should refer inquiries from reporters to the President. The goal is to speak with one voice on District matters and to remove the potential of conflicting statements.

### 1.6.6 Conflict of Interest

A. Defined: Obligations in event of conflict of interest: As required by State law, if a Commissioner's outside activity (employment, participation or involvement in another

business, corporation, institution or other entity) constitutes a conflict of interest, then the Commissioner will (1) disclose to the Board such conflict or the potential conflict, (2) absent himself/herself from discussion regarding any issue which involves his or her role as a Board member and his or her outside activity, and (3) refrain from voting on any such issue.

Conflict of interest includes, without limitation (1) serving simultaneously as a member of the Board and as an officer or director of a corporation doing business with District, or (2) having a financial interest in a corporation doing business with the District, or (3) having the potential in similar ways to have a direct personal benefit from a Board action, or (4) participation or involvement in any outside activity which would create the appearance of divided loyalties and advancing self-interest if Commissioner were to engage in deliberations or votes concerning matters of interest to both the District and the outside activity, or (5) any conference or discussion with any person which would create a risk of disclosing confidential or proprietary information of the district particularly when such discussions could implicate and further exacerbate conflicts as defined in (4) above.

B. Disclosure: Commissioner shall immediately disclose to the Board any conflict of interest or potential conflict of interest that arises, and shall also disclose in writing at the regular September Board meeting each year any existing or potential conflict of interest. Each Commissioner shall receive a disclosure form in advance of the September Board meeting upon which disclosures shall be made.

C. Solicitation: No Commissioner shall directly or indirectly solicit any contract between the District and (1) the Commissioner, (2) any firm (meaning a co-partnership or other incorporated association) of which she/he is partner, member or employee, (3) any private corporation in which he or she is a stockholder owning more than one percent (1%) of the total outstanding stock of any class where such stock is not listed on a stock exchange, or stock with present market value in excess of \$25,000.00 where such stock is listed on a stock exchange or of which he/she is a director, officer or employee, and (4) any trust of which the Commissioner is a beneficiary or trustee.

D. Vendors: Except when delegated such a role by action of the Board or by specific delegation by the President, Commissioners shall not normally communicate with vendors regarding the provision of products and services to the District, and shall refer all inquiries to the President or his or her designee. Commissioners shall avoid involvement in vendor-District relationship.

#### 1.6.7 Complaints Regarding Individual Commissioner

In the event the District receives a complaint from a member of the public or from a District employee, the complaint shall be referred to the Board President or, if the complaint is against the President, to the Vice President. The Commissioner that is the subject of the complaint shall be notified and given an opportunity to respond to the President (or Vice President, if the complaint concerns the President). The President (or the Vice President, if appropriate), at his or her discretion, shall determine whether to take the complaint to the full Board for consideration or possible disciplinary action. Further, the President (or Vice President, if appropriate), shall have the discretion to investigate the complaint, including the authority to engage an outside consultant to undertake the investigation and may, if he or she chooses, do so prior to notifying the Board of the complaint. Any report from an outside consultant shall

be disseminated to all Board members prior to any disciplinary action being taken against the Commissioner.

All meetings to hear complaints or to consider the discipline of a Commissioner shall occur at an open meeting, unless the Commissioner that is the subject of the complaint requests a closed session, in accordance with the Open Meetings Act.

The foregoing does not prohibit the right of a member of the public, District employee, or vendor to appear before the Board at a regular or special meeting to address the Commissioners during the public comments portion of the meeting and air his or her complaints regarding the conduct of the Commissioner.

## **1.7 COMPENSATION AND REIMBURSEMENT OF EXPENSES**

### **1.7.1 Compensation**

A Commissioner is not entitled to compensation for service to the District unless the Board adopts a compensation policy in compliance with applicable State law.

### **1.7.2 Reimbursement of Expenses**

To receive reimbursement for expenses, a Commissioner must file with the District a verified statement showing the expenses for personal vehicle mileage at the current rate specified by IRS ruling, parking fees, meals, and such other expenses as are approved for reimbursement by the Board. Receipts for expenditures should be attached to the expense reimbursement statement.