

## SECTION 5. BOARD OF DIRECTORS MEETINGS

- A. The President or designee shall prepare an agenda for every meeting. The Board of Directors will hold a regular meeting on the first Tuesday of every month, except as provided in this paragraph. No later than 72 hours prior to the time of the meeting, the General Manager, or designee, shall post notice of the date, time and location of the meeting. The notice will include an agenda, approved by the President, that states each item of business to be considered by the Board. The regular meetings will be held at the district offices at 310 E. Ave. C. Milano, Texas, unless directed otherwise by the Board. Upon recommendation by the General Manager, the President may cancel a regular meeting if no issue or business requires Board action. The General Manager shall promptly notify all Board members when a regular meeting is cancelled.
- B. The public is allowed to observe the open portion of a district meeting. The Open Meetings Act does not give members of the public a right to speak on items considered at an open meeting. (Texas Attorney General Opinion No. H-88 (1973)) Such a right only exists if a specific state law requires a public hearing on that item. The Board may adopt reasonable rules regulating the number of speakers on a particular subject and the length of time allowed for each presentation. (Texas Attorney General Opinion Nos. LO 96-111 (1996) and H-188 (1973)). However the Board must apply its rules equally to all members of the public.
- C. The President is responsible for preserving order and decorum and shall keep the meetings orderly by recognizing each individual for discussion, limiting speaking items, encouraging polite debate among, and keeping discussion limited to the agenda item being considered.
- D. Members of the public wishing to be heard during Public Comments or Public Hearings should sign in with a registration card prior to the commencement of the meeting. Agenda item "Public Comments" provides the opportunity for any member of the public to speak or ask questions on topics that are the business of the District. For Public Hearings, there will be an opportunity to speak on public hearing items as those items are announced.
- E. Except as required by state law for a public hearing, the Board may limit the number of speakers or the length of testimony at the Board's discretion. Otherwise, in order to conduct a timely meeting, each individual's comments shall be limited to three (3) minutes unless the President determines, at the President's discretion, that the time may need to be shortened or lengthened. No person may be allowed to yield their time to another person. No person shall speak more than one (1) time per meeting under Public Comments. Further, no more than ten (10) registration cards shall be accepted for general "Public Comments" at each Board meeting. The District staff or presiding officer shall number the registration cards received under this subsection in the order in which they are received. The first ten (10) individuals who submit registration cards and who

are present and ready to speak at the meeting when that agenda item is called shall be allowed to speak.

- F. The Board President, at the President's discretion, may recognize individuals to speak who did not sign the registration cards. No person may speak without being recognized by the Board President. Anyone desiring to address the Board should come to the podium or designated location to address the Board and be recognized by the Board President. After being recognized, the person shall state his/her name and address for the record before making remarks. Audience members shall address their comments to the President, avoid personalizing, or directing comments to any one or more individuals, and avoid lengthy or duplicitous commentary. State law prohibits the Board from taking any action on any item unless it appears on the posted meeting agenda. Inquiries from speakers about matters not listed on the agenda will either be directed to the Staff or placed on a future agenda for Board to consider.
- G. Repetitious Comments Prohibited: A speaker shall not present the same or substantially the same items or arguments to the President repeatedly or be repetitious in presenting oral comments.
- H. Members of the audience, including those who speak during Public Comments, may not engage in disorderly conduct, including the utterance of loud, threatening, or abusive language, and shall refrain from speaking disparagingly about any individual, including other members of the audience, members of the Board or members of the staff. A member of the audience engaging in any such conduct may, at the discretion of the President, be prohibited from speaking any further at that particular meeting or may be subject to ejection from that meeting. The President or a majority of the Board shall have the discretion to take any measures necessary to maintain control of a public meeting in order to ensure the fair and impartial conduct of business and the timely completion of that business.
- I. A citizen or person who has made an application then being considered by the Board, or who is the sponsor or speaker for a group that requested the agenda item, shall, upon being recognized by the President, have a total of five (5) minutes in which to speak on that agenda item. Registration of non-speaking persons during the Public Hearing portion of an item shall be made part of the public record so it is important for those individuals who wish to articulate a position but not directly speak, to fill out a Speaker's Card stating whether they are in support or not of the item and why so that such information may be read into the record.
- J. Board members are required to attend all meetings of the Board of Directors. In the event absences are necessary, the President or General Manager shall be notified as soon as possible prior to the meeting.
- K. If a board member is absent from three consecutive regular meetings without good reason approved by the Board that warrant such absences, the Board will notify the County

Judge of the County that appointed the board member and request the position be declared vacant and the vacancy be filled by appointment.

- L. Seven members of the Board of Directors shall constitute a quorum at any meeting of the Board. An affirmative vote of the majority of the Directors present at a meeting, at which a quorum has been established, shall be an official act of the Board. **If there is a tie vote, the proposed action fails.**
- M. All hotel and air travel reservations for Board members traveling on behalf of the District should be made through the office.
- N. Persons having matters to be presented to the Board of Directors shall make a request to the President in writing in order to have the item placed on the agenda.
- O. Copies of minutes shall be mailed or sent electronically to each Board member within 15 days after the meeting and shall be retained in the District Office for a minimum of five years.
- P. Hearings will be noticed and held in compliance with the applicable Rules. Meetings on legislative or general business matters will generally be conducted in compliance with the applicable provisions of Robert's Rules of Order; provided that the failure of the Board to follow any provision of Robert's Rules of Order shall not create any right or violate any right of any member of the Board, or of any third party, person or citizen, or create or give rise to any due process claim for or on behalf of any such member of the Board, or any third party, person or citizen. The rules of order may be enforced exclusively by the Chair and/or a point or order made by a member of the Board and agreed by the Chair or upheld by majority vote of the Board.
- Q. Materials pertaining to action items on the Board's agenda shall be sent via electronic mail or printed and sent to Board members prior to the meeting, when possible, or be ready for distribution at the beginning of the meeting.
- R. Special meetings may be called by notice signed by the President or a majority of Directors. Notice shall be made to all Directors by mail or electronic mail no less than three (3) days or hand delivered no less than one day in advance. Public notice shall be in conformance with the Texas Open Meetings Act.
- S. In extraordinary cases, the Board of Directors may conduct business via a conference telephone call when deemed necessary by the President and held in compliance with applicable law. A report of any action taken shall be verified and made a part of the minutes of the next meeting of the Board of Directors.
- T. All meetings of the Board shall be held in accordance with the Texas Open Meetings Act.
- U. Each regular and special meeting of the Board of Directors and each meeting of every Committee of the Post Oak Savannah Groundwater Conservation District shall be

conducted in general compliance with Robert's Rules of Order. It is, however, specifically provided that: the failure of the Board or any Committee to follow Robert's Rules of Order shall not create any legal right or cause of action; violate any right of any third party, person or citizen that is not then a member of the Board; or create or give rise to any claim or cause of action (including any claim or cause of action based on due process) for or on behalf of any third party, person, citizen or member. This policy providing for the Board and Committees to generally follow Robert's Rules of Order may be enforced exclusively by the Chair of the Board, the Chair of any such Committee, or any member of the Board or Committee raising a timely point of order. Upon a point of order being raised by any member of the Board or any such Committee, and upheld by a vote of the Board or Committee members present, the Board or Committee chair shall, as the case may be, endeavor to conduct the remainder of such meeting in full compliance with Robert's Rules of Order. If the Board or Committee members in attendance, as the case may be, shall vote on any point of order, a majority vote of such Board or Committee members present and voting shall be finally determinative of any such procedural rule or matter.

The Board shall by majority vote finally determine the order, rules and procedure to be followed in any Board meeting and on any individual matter or issue. Subject to review by the Board on request by any Committee member, the voting members of each Committee shall by majority vote finally determine the order, rules and procedure to be followed in each meeting of such Committee, and on each individual matter or issue to come before the Committee. The Board may, by majority vote, waive any or all rules of order with respect to any issue or matter before the Board. If the Board or any Committee shall by majority vote finally take action on any issue or matter to come before the Board or Committee, such vote shall be deemed to be and constitute a waiver of Robert's Rules of Order as to such vote, item, issue or matter.

This Policy and Procedure shall not be read and construed in a manner to conflict with any term or provision of the "Rules of the Post Oak Savannah Groundwater Conservation District" (the "Rules"). In the event of a direct or deemed conflict between the terms of this Policy and Procedure and the Rules, the terms, provisions and requirements of the Rules shall govern.