

BRAZORIA COUNTY SHORELINE RESTORATION TASK FORCE BY LAWS

ARTICLE I PURPOSE AND INTENT

THE PURPOSE OF THE BRAZORIA COUNTY SHORELINE RESTORATION TASK FORCE (“TASK FORCE”) IS TO COOPERATIVELY AND EFFECTIVELY EVALUATE SHORELINE EROSION PROBLEMS IN BRAZORIA COUNTY, IDENTIFY AND INVESTIGATE FEASIBLE ALTERNATIVES TO RESTORE THE SHORELINE, AND MAXIMIZE STATE ASSISTANCE TO THE REGION FOR SHORELINE RESTORATION PROJECTS UNDER THE CEPRA, CIAP AND OTHER APPLICABLE AND APPROPRIATE STATE PROGRAMS.

THE BRAZORIA COUNTY SHORELINE RESTORATION TASKFORCE SHALL DO THE FOLLOWING:

Hold regular meeting in order to identify problems and seek solutions

Work together in a cooperative spirit for the mutual benefit of all parties

Cooperatively and effectively evaluate Gulf, bay and navigable channel shoreline erosion problems in Brazoria County

Jointly initiate and manage through the Task Force the *Long-Range Regional Shoreline & Sediment Management Investigation and Restoration Strategy (the Strategy)*

Prepare and submit Project Goal Summaries and other application materials and documents for state assistance under the CEPRA, CIAP and other applicable and appropriate programs to undertake the Strategy, as determined appropriate by the TASK FORCE or member parties and ratified by the participating governmental entities, to respond to shoreline problems in specific Planning Areas.

ARTICLE II BOARD MEMBERS

Section 1. BOARD MEMBERS

The Board Members of the Task Force shall consist of six_ (6) governmental agencies, together with others who may be invited by the Task Force to become Board Members and who accept such invitation. The initial number of Members, herein defined, that each may designate are as follows:

<u>Members</u>	<u>Number</u>
BRAZORIA COUNTY	3
BRAZOS RIVER HARBOR NAVIGATION DISTRICT	<u>2</u>
CITY OF FREEPORT	1
TOWN OF QUINTANA	1
VILLAGE OF SURFSIDE	1
TREASURE ISLAND MUNICIPAL UTILITY DISTRICT	1

It shall be the duty of each Board Member to notify the Task Force in writing of the Board Member's authorized Member(s) and Alternate(s), if any, and furnish a valid, current address and telephone, fax and e-mail numbers and identification for notice purposes.

Subject to the foregoing, (a) the Members representing the County shall include the County Commissioner representing Precinct 1, the Flood Plain Administrator and the Parks Department Director; (b) the Members representing the Brazos River Harbor Navigation District shall be the Director of Engineering and the Environmental Coordinator; (c) the Member representing the City of Freeport shall be the City Manager; (d) the Member representing the Town of Quintana shall be the Town Secretary; (e) the Member representing the Village of Surfside shall be the City Secretary; and the Member representing Treasure Island Municipal Utility District shall be the President of the Board of Directors.

Any Board Member may withdraw from sponsorship of the Task Force at any time by delivery of written notice of withdrawal to the Chair or Secretary of the Task Force. Any such withdrawal may be effective upon delivery of the notice as set forth above.

ARTICLE III TASK FORCE

Section 1. DUTIES AND POWERS

The powers and duties of the Task Force shall include, without limitation:

- < Establish policy of the Task Force, manage its business, and make rules consistent with these bylaws.
- < Elect and, if appropriate, remove any and all of the Officers, herein defined, of the Task Force.
- < Establish a budget and raise adequate funds for the Task Force.
- < Establish other committees and, subject to the authority of the Task Force, delegate authority to such committees.

Section 2. NUMBER AND QUALIFICATIONS OF MEMBERS AND

ALTERNATES

The Task Force shall consist of an Advisory Committee who shall be the *ex officio* members and other members selected by the respective Board Members as set forth in Section 1 of Article II. The number of Members may be increased or decreased from time to time as needed. The Task Force may invite additional persons to serve as advisory members at the pleasure of the Task Force with voice but without vote.

Section 3. INITIAL MEMBERS

The initial Members of the Task Force shall consist of the following:

Brazoria County	Donald "Dude" Payne	Commissioner, Precinct 1
Brazoria County	Penny Goode	Flood Plain Administrator
Brazoria County	Mark Hanson	Parks Department Director
Port Freeport	David Knuckey	Director of Engineering
<u>Port Freeport</u>	<u>Lisa McMichael</u>	<u>Environmental Coordinator</u>
City of Freeport	Ron Bottoms	City Manager
Town of Quintana	Tonya McCaghren	Town Secretary
Village of Surfside	Kelly Hamby	City Secretary
Treasure Island MUD	Mark Fuqua	President, Board of Directors

Section 4. TERM OF OFFICE

The initial Members shall serve until January 31, 2006. Thereafter, each Member, and Alternate shall be selected by his or her and shall serve for a term of two 2 years from February 1 to January 31, 2008; There shall be no limits on the number of consecutive terms of a Member or the Advisory Committee.

Any Member or Advisory Committee may resign from the Task Force at any time by delivery of written notice of such resignation to the Chair or Secretary of the Task Force. Any such resignation may be effective upon delivery of the notice, as set forth above.

Section 5. VACANCIES

Vacancies on the Task Force shall be filled by the Sponsor whose Member caused the vacancy.

Section 6. MEETINGS OF THE TASK FORCE

a. **Regular Meetings.** The Task Force shall hold regular meetings at such time and place as shall be determined by the Task Force.

b. **Special Meetings.** Special meetings of the Task Force may be called by the Chair, Vice Chair or upon written request of a Board Member. Notice of a special meeting shall state the purpose of the meeting and no other business may be conducted at such meeting. In the event of an emergency requiring immediate action for the protection of life and

property, a special meeting may be initiated by the Chair, Vice Chair or any Sponsor and such meeting may be held on reasonable notice.

c. **Quorum.** Five Board Members shall constitute a quorum. Such a quorum may be achieved by either in-person meetings or teleconference. For purpose of establishing a quorum or establishing a Member's participation as provided in this Section and Section 6(e) of this Article, in the Member's absence, the Member's Alternate shall be deemed to be the Member.

d. **Participation.** Each Member, or the Member's Alternate, shall participate in all meetings. Failure to do so for any two (2) consecutive meetings **without an excuse** shall result in that Member's position being considered vacant and such vacancy shall be filled as provided in these bylaws.

ARTICLE IV OFFICERS

Section 1. NUMBER AND TITLE

The Officers of the Task Force shall be a Chair, Vice Chair, **and Secretary**. The Officers shall hold office for the stated term and until a successor shall be elected and qualified.

Section 2. ELECTION AND TERM OF OFFICE

All Officers shall be elected by the Task Force at the annual meeting of the Members on or the Second (2nd) Wednesday of [February] every other year, or as soon thereafter as reasonably possible. Officers shall be elected for a term of two (2) years; provided, that the initial Chair and Vice Chair shall be elected for the term stated in Section 1 hereof. Subject to the preceding sentence, there shall be no limit on the number of consecutive terms an Officer may serve.

Section 3. REMOVAL AND RESIGNATION

Any Officer may be removed at any time for any reason by vote of a majority of the Members. Any Officer may resign by giving written notice to the Chair or the Secretary. Such resignation may be effective upon delivery of the notice.

Section 4 VACANCIES

A vacancy in any office shall be filled by a majority of the Members.

Section 5. CHAIR

The Chair of the Task Force shall be the chief executive officer of the Task Force and, subject to the control of the Members, shall supervise the business of the Task Force. If the Chair is absent or unable to attend a meeting of the Task Force, Vice Chair shall preside; provided, that if the Vice Chair is also absent or unable to attend or preside over

a meeting, the Chair shall designate another Member or Alternate of the Task Force to preside over the meeting.

The Chair shall appoint all committees and the chair persons for such committees, subject to approval of the Task Force.

Section 6. SECRETARY

The Secretary shall attend all meetings of the Task Force and the Executive Committee. If unavailable, the body holding such meeting shall appoint a recording secretary. The Secretary shall:

- < Keep a book of minutes of all meetings of the Task Force and the Executive Committee.
- < Keep a register showing the names and addresses of all Sponsors, Members and Alternates.
- < Give notice of all meetings as required by the bylaws.
- < Have such other powers as may be authorized by the Chair, Task Force or Executive Committee.

The Task Force may appoint an Assistant Secretary who may perform any or all of the duties of the Secretary.

Section 7. County Auditor

The County Auditor shall administer all funds of the Task Force and provide reports to the Chair, Executive Committee, and Members as required by the Task Force, as requested.

ARTICLE V OTHER COMMITTEES

Section 1. STANDING COMMITTEES

The Chair may appoint and authorize such committees as may be needed, subject to approval of the Task Force.

ARTICLE VI FINANCES

Section 1. RECEIPTS AND DISBURSEMENTS

a. **Dues and assessments.** The Task Force may establish dues and assessments, subject to approval of the governing body of the governmental entities intended to be bound thereby.

b. **Receipts.** All receipts shall be given to the County Auditor who will deposit into the Task Force's bank account(s). A single endorser for deposit shall be approved by the Task Force or Executive Committee. All deposits shall be placed in a federally insured

institution.

c. **Disbursements.** Disbursements of funds shall be by check and shall require the signature of the Treasurer and Chair, or if either is unavailable, the other plus the Secretary.

d. **Petty cash/credit cards.** Petty cash and credit cards in the Task Force's name are specifically prohibited.

Section 2. FISCAL YEAR

The fiscal year will be October 1 through September 30 of the following year.

ARTICLE VII AMENDMENTS

Section 1. POWER OF MEMBERS

These bylaws may be amended by the vote of a majority of the Members voting at any meeting at which a quorum is present, except a special meeting that is called for a different purpose.

ARTICLE IX RULES OF ORDER

Section 1. RULES OF ORDER

All business shall be conducted in accordance with rules established by the Task Force. Subject to the preceding sentence, Robert's Rules of Order shall prevail in the conduct of all meetings of the Task Force, and other committees.

ARTICLE X GENERAL

The Task Force (i) is organized and will be operated exclusively for the purpose of promoting the common good and general welfare of the residents, property owners, visitors and community of Brazoria County by coordinating and furthering their common interest in an effective response to erosion of the beaches, public and/or private property of Brazoria County; Texas (ii) will not engage in activities which in themselves are not in furtherance of the above purposes; (iii) will not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, (iv) dedicates its assets to achieving the stated purpose or purposes of the organization; and (v) will not allow any part of its net assets on dissolution of the organization to inure to the benefit of any group, shareholder or individual.

The Members and Officers of the Task Force, shall receive no compensation for their services as Members or officers, unless expressly provided for in resolutions duly

adopted by a majority of the Members. Nothing contained herein shall preclude any Member or Officer from serving the Task Force in any other capacity and receiving reasonable compensation therefore.

The Task Force shall make no distribution of income or receipts to its Members, Sponsors or Officers.

ARTICLE XI LIMITED INDEMNIFICATION

Section 1. LIMITED INDEMNIFICATION.

Each **Board** Member, Alternate, committee member, officer and representative of the Task Force shall be indemnified by the Task Force against all costs, and expenses, including counsel fees, actually and necessarily incurred in connection with the defense of any civil, criminal, administrative, or other claim, action, suit, or proceeding, whether by or in the right of the Task Force or otherwise, in which such person may become involved or with which he or she may be threatened by reason of such person being or having been a Member, Alternate, committee member or representative of the Task Force; provided, that, in connection with such matter, the said Member, Alternate, committee member, officer or representative acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Task Force and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful; PROVIDED, THAT (A) THE LIABILITY OF THE TASK FORCE PURSUANT TO THIS INDEMNITY IS EXPRESSLY LIMITED TO THE PROCEEDS OF INSURANCE, IF ANY, OBTAINED BY THE TASK FORCE FOR THE PURPOSE OF THIS INDEMNITY AND TO THE PROCEEDS OF CONTRIBUTIONS, IF ANY, BY THE SPONSORS FOR PURPOSE OF THIS INDEMNITY AND (B) THE SPONSORS SHALL HAVE NO LIABILITY, EXPRESS OR IMPLIED, RELATING TO THIS INDEMNITY. SPONSORS SHALL HAVE NO OBLIGATION, EXPRESS OR IMPLIED, TO CONTRIBUTE FOR PURPOSE OF THIS INDEMNITY. Costs and expenses indemnified shall include payments in settlement or in satisfaction of any judgment, fine or penalty.

Section 2. PROCEEDINGS.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that a Member, Alternate, committee member, officer or representative did not act in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Task Force, or with respect to any criminal action or proceeding that he or she had reasonable cause to believe his or her conduct was unlawful.

Section 3. DETERMINATION.

Any indemnification provided for herein, unless ordered by a court, shall be made by the Task Force only as authorized in the specific case upon a determination that the indemnification of the Member, Alternate, committee member, officer or representative is proper in the circumstances because such person met the applicable standard of conduct set forth in Section 2 of this Article. Such determination shall be made (i) by the Task Force by a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceedings, or (ii) if such quorum is not obtainable, or, even if obtainable, and a quorum of disinterested Members so directs, by independent legal counsel (who may be of counsel to the Task Force) in a written opinion.

Section 4. SCOPE OF INDEMNITY.

It is specifically intended to provide indemnification with regard to acts or omission on the part of Members, Alternates, committee members, officers or representatives which may be or are adjudged to constitute negligence, misrepresentations, slander, libel, misconduct, or other breach of duty, but only to

the extent that such indemnification may be provided for or allowed under law, and only upon a determination under Section 3 of this Article that such conduct was in good faith and reasonably believed to be in or not opposed to the best interest of the Task Force and, with respect of any criminal action or proceedings, that there was no reasonable cause for belief that the conduct was unlawful.

Section 5. INSURANCE.

The Task Force shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member, Alternate, committee member, officer or representative of the Task Force, against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Task Force itself would have the power to indemnify such person against such liability under law.

Section 6. EXPENSES.

To the extent permitted by law, expenses incurred in connection with a civil, criminal, administrative or investigative action, suit or proceeding, or threat thereof, may be paid by the Task Force in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 1 of this Article, upon receipt of an undertaking by or on behalf of the Member, Alternate, committee member, officer or representative to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Task Force as authorized by this Article.

Section 7. INVALIDITY.

Should any of the indemnification rights provided for herein be declared invalid, such declaration shall not invalidate the indemnification provisions generally, and such of the indemnification rights provided for herein as are permissible under law shall remain effective.

Section 8. NON-EXCLUSIVE.

The foregoing right of indemnification shall not be deemed exclusive of any other rights, if any, to which any Member, Alternate, committee member, officer or representative may be entitled under any other bylaw, agreement or vote of disinterested Members, as a matter of law or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member, Alternate, committee member, officer or representative and shall inure to the benefit of the heir, executors and administrators of such person.

APPROVED

BRAZORIA COUNTY

By: _____
Donald "Dude" Payne, Comm. Pct. 1

By: _____
Penny Goode, Flood Plain Adm.

By: _____
Mark Hanson, Parks Dept. Director

**BRAZOS RIVER HARBOR NAVIGATION
DISTRICT**

By: _____
David Knuckey, Director of Eng.

By: _____
Lisa McMichael, Env. Coordinator

CITY OF FREEPORT

By: _____
Ron Bottoms, City Manager

TOWN OF QUINTANA

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TREASURE ISLAND MUD

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Mark Fuqua, President Board of Dir.

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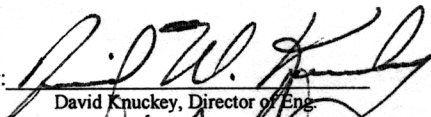
BRAZORIA COUNTY

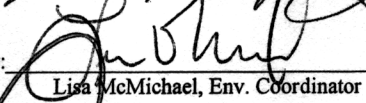
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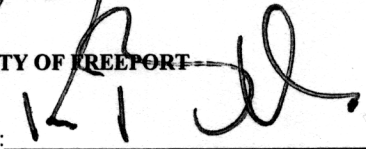
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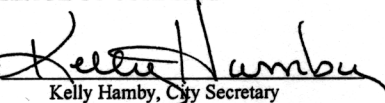
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