



TCOG Governing Board

Meeting Agenda

Presiding Location: 1117 Gallagher Drive, Sherman, Texas
Eisenhower Room
August 17, 2023 5:30 p.m.

- A. Call to Order & Declaration of a Quorum
- B. Invocation and Pledges
- C. Welcome Guests
- D. Public Comment
- E. Executive Director's Report
- F. Approval of Minutes: Approve Meeting Minutes for May 1, 2023 and July 20, 2023
- G. Action
 - 1. TCOG By-Laws Amendment (AF): Review and discussion of proposed amendments to the Texoma Council of Governments' By-laws.
Eric Bridges, Executive Director
- H. President's Report
- I. Adjourn

APPROVAL

A handwritten signature in blue ink, appearing to read "Eric M. Bridges", is written over a horizontal line.

Eric M. Bridges, Executive Director

AS: Aging Services Department AF: Administration & Finance Department CS: Client Services Department ES: Energy Services RS: Regional Services

Pursuant to the Texas Open Meeting Act, Government Code Chapter 551 one or more of the above items may be considered in executive session closed to the public, including but not limited to consultation with attorney pursuant to Texas Government Code Section 551.071 and Section 551.074 arising out of the attorney's ethical duty to advise TCOG concerning legal issues arising from an agenda item. Any decision held on such matter will be taken or conducted in open session following the conclusion of the executive session.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services are requested to contact Administration & Finance at 903-813-3512 two (2) work days prior to the meeting so that appropriate arrangements can be made. The above Agenda was posted online at <http://www.tcog.com> and physically posted at the Texoma Council of Governments offices in a place readily accessible to the public. The Agenda was also emailed to the County Clerk offices in Cooke and Fannin County, TX.



TCOG Special Governing Board

Meeting Minutes

Presiding Location: 1117 Gallagher Drive, Sherman, Texas
May 1, 2023

Members Present: Edwina Lane, Ken Keeler, Bryan Wilson, Dr. John Spies (Zoom), Jim Atchison (Zoom), Newt Cunningham (Zoom), John Roane (Zoom) Scott Neu (Zoom).

Members Absent: Clifford Sicking, John Burnett, Juston Dobbs, Mike Springer, James Thorne

A. Edwina Lane called the meeting to order at 5:32 p.m.

B. Guests included: Eric Bridges, Gary Clement

C. There was no public comment.

D. Action

1. Dr. Spies make a motion to authorize the Executive Director to negotiate two new boilers/circulating pump and to disencumber the reserve (committed) general funds to the project. Bryan Wilson seconded the motion. The motion carried unanimously.

E. Presidents Report

1. Edwina Lane thanked the board members and guests for their attendance. The meeting was adjourned at 5:46. p.m.



TCOG Governing Board

Meeting Minutes

Presiding Location: 1117 Gallagher Drive, Sherman, Texas
July 20, 2023

Members Present: Edwina Lane, James Thorne, Dr. John Spies, Ken Keeler, Bryan Wilson, Newt Cunningham, John Roane, Juston Dobbs, Clifford Sicking, John Burnett, Scott Neu, Gayla Hawkins

Members Absent: Mike Springer, Jim Atchison

- A. Edwina Lane called the meeting to order at 5:30 p.m.
- B. James Thorne provided the invocation and Dr. Spies led the pledges.
- C. Guests included: Eric Bridges, Lori Cannon, Judy Fullylove, Rayleen Bingham, Beth Eggar, Seth Evilsizer, Yazmin Guerrero
- D. There was no public comment.
- E. Gayla Hawkins, Grayson County Treasurer was inducted to the Governing Board.
- F. **Executive Director's Report**
Eric Bridges provided an update on key activities.
- G. **Approval of Minutes**
Ken Keeler made a motion to accept the meeting minutes for May 18, 2023. Dr. Spies seconded the motion. Motion carried unanimously.
- H. **Consent**
Dr. Spies made a motion to approve the consent items to authorize the Household Hazardous Waste Collection Event at the Cooke County Justice Center on July 22, 2023 and Tire Collection Events in the works for July and August 2023. Bryan Wilson seconded the motion. The motion carried unanimously.
- I. **Action**
 - 1. Dr. Spies made a motion to accept the FYE 2024 Cost Pool Report and Monthly Financial Statements. John Burnett seconded the motion. The motion carried unanimously.
 - 2. A motion was made by Cliff Sicking and seconded by Ken Keeler to authorize the acceptance of the TCEQ Fiscal Year 2024/2025 Regional Solid Waste Grant contract #582-24-5011. The motion carried unanimously.
 - 3. A motion was made by Juston Dobbs and seconded by James Thorne to authorize the release of the Request for Proposals for interior painting work at 1117 Gallagher Drive. The motion carried unanimously.
 - 4. A motion was made by Bryan Wilson and seconded by Juston Dobbs to authorize the release of the Request for Proposals for HVAC system Preventative Maintenance. The motion carried unanimously.
 - 5. A motion was made by Ken Keeler and seconded by Newt Cunningham to authorize the release of the Request for Proposals for qualified contractors for TCOG's Weatherization Assistance Program. The motion carried unanimously.
 - 6. A motion was made by Dr. Spies and seconded by Newt Cunningham to table the TCOG Governing Board Officer Appointment. The motion carried unanimously.
- J. **Presidents Report**



TCOG Governing Board

Meeting Minutes

Presiding Location: 1117 Gallagher Drive, Sherman, Texas
July 20, 2023

1. Edwina Lane thanked the board members and staff for their attendance. The meeting was adjourned at 6:46. p.m.



TO: TCOG Governing Board
FROM: Eric M. Bridges, Executive Director
THRU: TCOG Executive Officers Committee
DATE July 20, 2023
RE: TCOG By-Laws

RECOMMENDATION

Review and discuss proposed amendment to Article IV. Section 4(A)(ii) of the By-Laws

BACKGROUND

The President and Vice-President positions are vacant and in need of a new appointment . The terms of both positions extend through June 2024. At least one but preferably both of these positions need to be filled in order for TCOG to conduct its business.

DISCUSSION

Article IV Section (4) Paragraph (A) subparagraph (ii) states "Each officer shall be an elected official of a city of county."

The proposed amendment to Article IV Section (4) Paragraph (A) subparagraph (ii) is "Each officer shall either be an elected official of a city or county, or a community representative selected in accordance with section (2)(b)(i) and (ii) of this Article respectively."

BUDGET

NA

texoma council of governments

bylaws



preamble

We, the representatives of local governments in the Texoma area, hereby join together in a voluntary organization to be known as the Texoma Council of Governments, for the purpose of meeting at regular intervals to discuss and study community challenges of mutual interest and concern, and to develop plans, policies and action recommendations for ratification and implementation by member local governments and other appropriate levels of government within the region.

We realize that our individual and common destinies rest with the interdependent actions of the local governments which comprise our region.

This voluntary association which we have formed is a vehicle for closer cooperation and is a voluntary organization of local governments by which the members seek, by mutual agreement, solutions to mutual problems for mutual benefit.

Our goal is to combine our total resources for regional planning beyond our individual capabilities.

article i

ORGANIZATION

There is hereby organized a Regional Planning Council which shall be known as the Texoma Council of Governments and which shall be a voluntary association of the local governmental units located within Cooke, Fannin and Grayson Counties of the State of Texas. The Council is organized under the authority of Chapter 391, Local Government Code, State of Texas, and may exercise any powers heretofore or hereafter conferred upon it by State Law.

article ii

OBJECTIVES AND DECLARATION OF POLICY

There is hereby organized a Regional Planning Council which shall be known as the Texoma Council of Governments and which shall be a voluntary association of the local governmental units located within Cooke, Fannin and Grayson Counties of the State of Texas. The Council is organized under the authority of Chapter 391, Local Government Code, State of Texas, and may exercise any powers heretofore or hereafter conferred upon it by State Law.

- (1) The objectives of the Council shall be to encourage and permit local governmental units to join and cooperate with one another and with other governmental units and public service organizations to improve the health, safety and general welfare of their citizens and to plan for the future development of the Region
- (2) The Council shall have the following general purposes:
 - (A) To make studies and plans to guide the unified, far-reaching development of the Region and to assist any participating governmental unit in the preparation of the plans or effectuation of plans consistent with the general objectives and purposes of the Council.
 - (B) To eliminate duplication and to promote economy and efficiency in the coordinated development of the Region.

- (C) To serve as a mutual forum to identify, discuss, study and bring into focus regional challenges and opportunities.
 - (D) To serve as a vehicle for the collection and exchange of regional information and to provide for effective communication and coordination among governments and agencies.
 - (E) To foster, develop and review policies, plans and priorities for regional growth, development and consideration.
 - (F) To furnish general and technical aid to member governments.
 - (G) To facilitate agreements and develop cooperative action proposals among member governments for specific projects or other interrelated developmental needs.
 - (H) To maintain liaison with members, governmental units and groups or organizations and to serve as a regional spokesman for local governmental interests.
 - (I) To review, coordinate, and expedite federal, state and local programs that are of a regional nature.
 - (J) To develop plans or programs to carry out such activities as may be agreed upon by the Council.
- (3) Funding Sources
- (A) The Council may apply for, contract for, receive and expend funds or grants from the State of Texas, the federal government, or any other source.
 - (B) The Council may charge and collect annual membership dues in accordance with Article III(3)(C),
 - (C) The Council shall have no power to levy any character of tax whatever, and
 - (D) Funds to the Council shall be deposited in a depository to be designated by the Governing Board and may be expended in accordance with Article IV(5).

article III

MEMBERSHIP

- (1) Types of Membership:
- (A) Regular Membership
 - (i) Eligible governmental units may become regular members of the Texoma Council of Governments by the passage of an ordinance, minute order, resolution or other appropriate and legal action of its governing body adopting the Agreement creating this Council and these Bylaws.
 - (ii) Governmental units eligible to become regular members of the Council shall be:
 - (a) Counties,
 - (b) Incorporated cities,
 - (c) Incorporated towns,
 - (d) Incorporated villages,
 - (e) Independent school districts,
 - (f) Consolidated school districts, or
 - (g) Community College districts.

- (iii) To be eligible for membership, a governmental unit shall be geographically situated, in whole or in part, within the area prescribed in Article I of these Bylaws.
 - (B) Associate Membership
 - (i) Any other political subdivision of the State which is geographically situated, in whole or in part, within the area prescribed in Article I of these Bylaws, any public entity, or any private entity may join the Texoma Council of Governments upon petition of membership to the Governing Board and subsequent acceptance of the application by the Governing Board.
 - (ii) Dues for associate members may be waived by reciprocal offer for dues-exempted membership.
 - (C) If a member's representative is serving as an officer of a state or national association of which Texoma Council of Governments is a member, and ceases to be eligible to serve as the member's representative, that person may continue to serve as a representative until his/her term as the officer of that state or national association expires, subject to the approval of the Governing Board.
- (2) A member of the Council may withdraw by majority vote of its governing body.
 - (3) Dues.
 - (A) Payment of dues is a condition of membership.
 - (B) If a member is more than six (6) months in arrears in its dues, the Governing Board may suspend the membership and the voting privileges of their representative(s) until such times as such dues are paid.
 - (C) Dues for members shall be established by the Governing Board.
 - (4) Population determination.
 - (A) The Texas State Data Center biennial estimates of population shall be used for the purposes of determining dues for cities and counties.
 - (B) The Texas Educational Agency enrollment figures shall be used for the purposes of determining dues and representation eligibility for school districts.

article iv

GOVERNING BOARD

- (1) The representatives of members of Texoma Council of Governments are collectively the Governing Board.
- (2) Composition
 - (A) At least two-thirds (2/3) of the representatives of the Governing Board shall be elected official representatives of regular members in accordance with subsection (2)(B)(i) of this Article. Furthermore, the Governing Board shall be composed of representatives who collectively satisfy the requirements of applicable state and federal law.
 - (B) The Governing Board shall consist of fifteen (15) representatives as follows:
 - (i) Elected Officials
 - (a) The County Judge of:
 - 1. Cooke County,
 - 2. Fannin County, and
 - 3. Grayson County.

(b) The Mayor of:

1. The City of Bonham,
2. The City of Denison,
3. The City of Gainesville, and
4. The City of Sherman.

(c) General Law cities.

1. The Mayor of one (1) General Law city from each of:
 - A. Cooke County,
 - B. Fannin County, and
 - C. Grayson County.
2. Representation shall rotate alphabetically among those General Law cities that are members in good standing.
3. If a General Law city becomes a member in good standing after June 1, 2010, it will enter the rotation at the bottom of the list, irrespective of alphabetical order.
4. In the event that all eligible General Law cities in a county decline their right to have a representative on the Governing Board, the County Commission shall appoint an elected city or county official to fill the vacancy.

(d) In the event that a County Judge or Mayor decline to serve on the Governing Board, the governing body of that jurisdiction shall select another elected official as its representative on the Governing Board.

(ii) Community Representatives.

- (a) The Commissioners Court of each County shall appoint one (1) community representative.
- (b) Insofar as possible, the County Commissioners Court shall make appointments that ensure the economic, urban-rural, geographic, ethnic and gender diversity of the community and region as defined in Article I are represented on the Governing Board.

(iii) School Districts.

- (a) One (1) representative of a school district with an enrollment of more than 1,000 students.
- (b) Representation shall rotate alphabetically among those school districts that are members in good standing.
- (c) If a school district becomes eligible to have a representative to the Governing Board after June 1, 2010, it will enter the rotation at the bottom of the list, irrespective of alphabetical order.

(iv) Community College Districts.

- (a) One (1) representative of a community college district.
- (b) Representation shall rotate alphabetically among those community college districts that are members in good standing.
- (c) If a community college district becomes eligible to have a representative to the Governing Board after June 1, 2010, it will enter the rotation at the bottom of the list, irrespective of alphabetical order.

(3) Terms of Representation:

- (A) Those representatives who are serving in accordance with section (2)(B)(i) of this Article shall serve so long as they remain the Mayor or Judge. In the event that the Mayor or Judge chooses not to serve, the representative shall serve at the pleasure of the governing body that selected them.
- (B) Those representatives who are serving in accordance with section (2)(B)(ii), (iii), or (iv) shall serve for two year terms, with no limit on the number of terms a community representative may serve.
- (C) Subject to the will of the appointing authority, each representative shall continue to serve on the Governing Board until a duly-appointed replacement is selected.

(4) Officers

(A) Election

- (i) The Governing Board shall elect officers at the regularly-scheduled June meeting.
- (ii) Each officer shall either be an elected official of a city or county, or a community representative selected in accordance with section (2)(b)(i) and (ii) of this Article.
- (iii) In the event of an officer vacancy, the Governing Board may at a regularly-scheduled meeting elect an eligible member to serve the balance of the unexpired term.

(B) President

- (i) The President shall be authorized to call special meetings in accordance with applicable state laws. Such meetings shall be announced in accordance with the Texas Open Meetings Act. The posted notice shall specify the time, place and subject of the called meeting and business transacted at such called meetings shall be confined to the subjects as stated in such notice.
- (ii) The duties of the President shall be to:
 - (a) preside at meetings of the Governing Board,
 - (b) sign official documents,
 - (c) call special meetings as required and in accordance with provisions of the Texas Open Meetings Act,
 - (d) recommend committee appointments in accordance with this Article, and
 - (e) countersign checks or warrants to expend Council funds.
- (iii) The President may vote on matters before the Governing Board and shall vote to cast the tie breaking vote in the event of a tie vote.

(C) Vice-President. The duties of the Vice-President shall be to:

- (i) assume the duties of the President in the event the President is absent or otherwise unable to fulfill his or her responsibility, and
- (ii) countersign checks or warrants to expend Council funds in the absence or inability of the President to act.

(D) Secretary/Treasurer. The duties of the Secretary/Treasurer shall be to:

- (i) preside at meetings of the Governing Board in the absence of both the President and Vice-President,
- (ii) sign official documents, and
- (iii) sign checks or warrants to expend Council funds.

- (5) The Governing Board shall designate a depository institution for the funds of the Council which may be expended upon check or warrant signed by the Secretary/Treasurer, countersigned by the President, or in the absence or inability of the President to act, the Vice-President.
- (6) Meetings
 - (A) The appointed representatives serving on the Governing Board shall meet at a time and place it decides, but no less than monthly.
 - (B) Special meetings of the Governing Board may be called by the President or upon the written request of twenty-five percent (25%) of the members of the Governing Board. Said meetings to be conducted in accordance with the Texas Open Meetings Act. The posted notice shall specify the time, place and subject of the called meeting and business transacted at such called meetings shall be confined to the subjects as stated in such notice.
 - (C) A quorum of the Governing Board consists of a majority of voting representatives.
 - (D) When a quorum is present at any meeting, the vote of the majority of the voting representatives shall decide any question brought before the meetings, except for amendment of the bylaws in accordance with Article IX(2).
 - (E) Any member of the Governing Board or the Executive Director may authorize an agenda item.
- (7) The powers and responsibilities of the Governing Board shall include, but not be limited to:
 - (A) Adopting the bylaws and any changes thereto,
 - (B) Establishing the overall objectives and policies of the Council,
 - (C) Adopting an annual financing plan for the Council,
 - (D) Reviewing, on its own motion or at the request of any committee, any action of the requesting committee, and
 - (E) Hiring, should the Governing Board so decide, an Executive Director.

article v

COMMITTEES

- (1) Advisory Committees
 - (A) The Governing Board shall create Advisory Committees to assist the Governing Board in providing policy direction for those programs where specialized knowledge or expertise is desired.
 - (B) Notwithstanding any other provision of these bylaws, the Governing Board retains the responsibility for supervision and control over public business and policy.
 - (C) The Governing Board shall appoint advisory committee members according to processes directed by the federal or state funding agency, specific grant agreement provisions, or the committee bylaws.
 - (D) The Advisory Committee shall have no authority to act absent Governing Board approval of the advisory committee's bylaws.
- (2) Standing Committees
 - (A) The Nominating Committee will be appointed by the Governing Board President at the April meeting, and will consist of three members (one from each county), plus an ex-officio, non-voting member from the Executive Leadership Team. The Nominating Committee will determine a slate of Governing Board

officers, as well as slates of candidates for the Human Resources Advisory Committee and the Audit and Finance Review Committee, to be presented to the Governing Board at the June meeting.

- (B) The Human Resources Advisory Committee will consist of one representative from each county, plus up to two additional human resources subject matter experts (subject matter experts will be ex-officio and will not have voting privileges). Proposed Human Resources Committee members will be presented to the Governing Board by the Nominating Committee every June, subject to approval by the Governing Board.

The Human Resources Advisory Committee will:

- (i) serve as the standing grievance committee for any employee grievances or appeals as directed by the Governing Board President, and,
 - (ii) review, along with the TCOG Executive Leadership Team and TCOG legal counsel, the TCOG Personnel Policy Manual every three years, and present any changes to the Governing Board.
- (C) The Audit and Finance Review Committee will consist of one representative from each county, plus up to two additional audit and finance subject matter experts (subject matter experts will be ex-officio and will not have voting privileges). Temporary advisory members may be added for ad-hoc issues as they arise; advisory members will be ex-officio and will not have voting privileges. Proposed Audit and Finance Committee members will be presented to the Governing Board by the Nominating Committee every June, subject to approval by the Governing Board.

The Audit and Finance Committee will:

- (i) meet with the Executive Director and the external auditors to review the results of each year's annual audit;
 - (ii) review and evaluate annual financing plan prior to submission to the full board;
 - (iii) provide input to the Executive Director and Finance Director as they review internal financial controls and implement any changes resulting from annual audits; and
 - (iv) review, along with the TCOG Executive Leadership Team and TCOG legal counsel, the TCOG Fraud, Waste and Abuse policy, including whistleblower protection, every three years, and present any changes to the Governing Board.
- (3) The Governing Board may create Ad Hoc Committees and appoint representatives thereto as needed.
- (4) Representatives appointed to a committee may be removed for cause with the approval of two-thirds (2/3) of the present and voting Governing Board representatives.

article vi

EXECUTIVE DIRECTOR

- (1) The Governing Board may employ an executive director, who shall be qualified by training and experience, and who shall serve at the pleasure of the Governing Board.
- (2) The executive director shall be the chief administrative officer of the Council and, subject to the policies of the governing body, shall:
 - (A) act for and in the name of the Council,
 - (B) have the authority to sign all documents relating to contracts, grants, and credit cards necessary to conduct the Council's activities,

- (C) be responsible for all personnel decisions concerning subordinate employees of the Council, including, but not limited to, staff assignments within the approved financing plan, and
- (D) be responsible for preparing the annual financing plan for the Council.

article vii

ANNUAL REPORT AND AUDIT

- (1) The Council shall prepare an annual report which shall be submitted to all members of the governing bodies of all member governmental units.
- (2) The Council shall have an annual audit made of its financial accounts and transactions during the preceding fiscal year and shall include a summary of such audit in its annual report.

article viii

ACCOUNTABILITY AND ASSET MANAGEMENT

For the purpose of property and asset management, the Texoma Council of Governments shall be totally accountable to the member governmental units, collectively. In the case of dissolution, all property and assets shall be considered as assets of the member governmental units and shall be disposed of in accordance with the desires of the elected representatives serving on the Governing Board and in accordance with applicable state and federal laws.

article ix

ADOPTION AND AMENDMENT

- (1) These Bylaws shall become initially effective upon adoption of the Agreement by the governing bodies of the governmental units in Cooke, Fannin and Grayson Counties.
- (2) These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the total number of Board Members present, provided that the proposed amendment was discussed at a previous regular meeting of the Governing Board.

Amended April 2017 (effective April 2017)