

BYLAWS OF THE BRYAN TEXAS UTILITIES BOARD

The Bryan Texas Utilities Board ("Board") as created by the City Council of the City of Bryan for the management and control of the electric utility of the City of Bryan and the management and control of ancillary services. These Bylaws shall govern the organization and operation of the Board.

I. MEETINGS

The Board may have the following types of meetings:

- A. Organizational: This meeting shall be held at the time of the first meeting scheduled after the initial appointment of members of the Board and each year at the next regular meeting after appointment of the Board Chairperson. At each organizational meeting, the Board shall elect a vice chairperson and secretary for a one (1) year term or until the Board elects a new vice chairperson or secretary.
- B. Regular: Regular meetings of the Board shall be held on the fourth Monday of each month at 4:00 p.m. at the BTU conference room unless otherwise designated by the General Manager of Bryan Texas Utilities ("General Manager") or upon motion duly approved by the Board.
- C. Special: Special meetings may be held upon call by the Chairperson of the Board or the General Manager, or when a special meeting has been requested by three (3) members of the Board. The request for a special meeting shall set out the subject or subjects to be considered at the special meeting. The request shall be made to either the presiding officer of the Board or the General Manager.
- D. Emergency: Emergency meetings, upon two (2) hour's notice, may be called in the same manner as a special meeting. Any request for an emergency meeting shall clearly identify the emergency or urgent public necessity. Cases of emergency and urgent public necessity are limited to imminent threats to public health and safety or reasonably unforeseeable situations requiring immediate action by the Board.
- E. Study Sessions: The Board may schedule study sessions to review matters that cannot be handled in the time allocated to regular Board meetings. No action shall be taken at a meeting that is designated a study session unless the agenda for the study session includes a statement that action may be taken by the Board on the subject listed on the agenda for the study session.
- F. Closed Meetings: Closed Meetings of the Board, closed to all persons other than those specifically permitted by the Board, may be held in connection with any meeting. Only those subjects permitted by the Texas Open Meetings Act, including competitive matters as provided in Section 551.086 of the Government Code, shall be considered in closed meetings. The Board must make the determination in the closed meeting that the matter to be considered and voted upon is a competitive matter, which satisfies the requirements of Section 551.086 of the Government Code.

The holding of any meeting may be waived or its date or time may be changed by a motion duly approved by the Board.

II. AGENDA

- A. Agenda: The agenda for a meeting shall be a list of the subjects to be considered at a meeting.
- B. All meetings: Agendas for all meetings shall be prepared by the Chairperson of the Board and the Manager.

- C. Subjects: Subjects for meetings shall be placed on the agenda at the request of any Board member made to the General Manager at least ninety-six (96) hours prior to a scheduled meeting.
- D. Additional subjects added to the agenda: Three (3) Board members may request the addition of subjects to the agenda if the request is made at least ninety-six (96) hours prior to the meeting. The request shall clearly identify the addition to the agenda.
- E. Agendas: Agendas shall be furnished by the General Manager to the members of the Board at least seventy-two (72) hours prior to the commencement of the meeting. At the time the agenda is furnished to the Board, a reasonable number of copies of the agenda will be made available to the public. After the supply of agendas is exhausted, additional copies will be furnished to members of the public upon payment of the copying charge by the person requesting the agenda.
- F. Material supplementing agenda items: Written supplementary material available when the agenda is written may be included with the agenda. Additional supplementary materials may be furnished before or during the meeting.

III. ORDER OF BUSINESS

Generally, the order of business at regular meetings of the Board shall be as follows:

- A. Call to Order
- B. Report by the Manager
- C. Items listed on the agenda for action
- D. Items of information or for study
- E. Audiences
- F. Adjournment

IV. RULES OF PROCEDURE FOR ALL MEETINGS

- A. Any subject on the agenda may be discussed in the order listed on the agenda without the need for formal motion and second. No action shall be taken by the Board without a motion.
- B. Votes by all Board members may be made orally or by show of hands. Upon request of any Board member, the vote shall be by show of hands.
- C. In the event any person, organization or group wishes to be heard in connection with an item listed for action on an agenda, the person, organization or group may be allowed three (3) minutes to make a presentation. The Board shall have the right to limit or extend the amount of time for presentation by each person, organization or group.
- D. Individuals may speak to items not listed on an agenda. Audiences may be limited to three (3) minutes for each person, organization or group.
- E. The Board will have the right to limit the total amount of time devoted to audiences at each meeting. Audiences will be granted on a first-come/first-serve basis and will be requested in writing prior to the start of a meeting. No comments or statements by Board members should be expected in answer to statements or questions raised during an audience.

- F. The Board shall not take action on any item unless the item is listed on the agenda as an item for action.
- G. All Board meetings shall be public except where a closed session is permitted by law.
- H. No action shall be taken during a closed session, except for competitive matters. Action on an item discussed in closed session shall only be taken up in public session, except for competitive matters.
- I. A quorum of the Board for transaction of business shall consist of four (4) members of the Board.
- J. No action by the Board through resolutions or orders shall be adopted or passed except by the affirmative vote of a majority consisting of four (4) members of the Board.
- K. The Chairperson of the Board, subject to a determination by the majority of the Board, shall have the right to amend the order of proceeding during any meeting.
- L. The Board shall follow the current edition of Robert's Rules of Order, Revised, except as otherwise provided by these rules or by applicable law.

V. BOARD OFFICERS

The Board shall have the following officers:

- A. Chairperson of the Board: The Chairperson of the Board shall be the general presiding officer of the Board.
- B. Vice Chairperson: The Vice Chairperson shall be elected at each organizational meeting.
- C. Secretary/Treasurer: The Secretary/Treasurer shall be elected at each organizational meeting. As Treasurer he shall chair the Finance Committee.

VI. RECORDING SECRETARY

A person who is not a member of the Board shall be the recording secretary. The recording secretary shall be responsible for keeping the minutes and official records and actions of the Board meetings.

VII. RECORDS OF THE MEETINGS

- A. Regular and Special Meetings: The recording secretary shall prepare and present to the Board minutes of each Board meeting. The minutes need not be a verbatim transcript of actions and discussions by the Board, but shall accurately reflect the action taken by the Board, the members attending meetings, the vote of each member attending a meeting on each action taken by the Board, and such other matter that in the discretion of the Board may be appropriate. When approved by the Board, the minutes shall become the official minutes of a meeting.
- B. Closed Meetings: A certified agenda of all closed meetings shall be maintained pursuant to section 551.103, Texas Government Code.

VIII. COMMITTEES

The Chairperson of the Board shall appoint the membership of committees with the consent of the Board. Upon motion duly approved, the Board may determine that it will appoint the membership of any committee. Advisory members may be appointed by the Board to each committee.

Committees shall comply with the Open Meetings Act. All Board members shall receive notice by telephone or other means of all committee meetings prior to the date for the committee meeting.

All committees shall consist of a minimum of three (3) Members. A quorum for action by any committee shall be a majority of the committee. In the event a quorum is not present at a duly called committee meeting, one of the officers of the Board (with preference given to first the Chairperson, second the vice Chairperson and third the secretary) shall be entitled to serve as a committee member with full power to vote and take other action as if the officer was a duly appointed committee member. The officer present at the committee meeting shall serve only so long as a quorum does not exist.

The Board may create additional committees as needed to assist the Board.

IX. CONFLICTS OF INTEREST

Members of the Board shall be governed by the provisions of Local Government Code Chapter 171 regarding the regulation of conflicts of interest. The Board shall be furnished copies of this section of the Local Government Code and shall conduct its business in accordance with Chapter 171 of the Local Government Code so as to avoid all conflicts of interest.

X. CONFIDENTIALITY

The Board shall keep all matters of the business of the public Utility in confidence in situations where disclosure would create the possibility of placing the Utility in a competitive disadvantage. Such matters as competitive energy services, legal and personnel issues, real estate acquisitions and values, purchasing and other acquisition requests, responses to bids and proposals and similar matters impacting the competitive ability of the Utility should be maintained in confidence and discussed only with appropriate Utility employees and administrators, other Board members, City Council members, City Manager and the City Attorney on a right and need to know basis. The provisions of the Texas Open Meetings Act and the Texas Open Records Act is applicable to the Board and the Utility shall not be modified by this confidentiality provision.

XI. WAIVER

The Board, by motion duly approved, may waive any portion of these bylaws, except where inconsistent with applicable law, for any specific meeting. A full explanation of the reason for the waiver of these bylaws shall be included within the motion made to waive the provisions of these bylaws and the full explanation shall be spread upon the minutes of the meeting when duly approved by the Board.

XII. AMENDMENTS

These bylaws may be amended by a specific proposal for amendment submitted by a Board member at a regular Board meeting. Any proposals for amendment shall be included in an item for study at a regular Board meeting but shall not be acted upon at that Board meeting. After deliberation, the Board may direct that the item be placed on the next regular Board meeting agenda for consideration for adoption. No amendment to these bylaws shall be effective until the amendment, as approved by the Board, has been sent by mail to all members of the Board.

The above bylaws were approved by the BTU Board on the _____ day of _____, 2004.