

**Frog Pond Lake
Water Control and
Improvement District
Bylaws**

**As Adopted
January 20, 2018**

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BYLAWS of Frog Pond Lake Water Control and Improvement District No. 1

Article I: Purpose

Section 1 – Name

The name of the District is Frog Pond Lake Water Control and Improvement District No. 1. The District was created to maintain, own and use the Frog Pond Lake dam and lake for exclusive use by the property owners and their authorized guests.

Section 2 – Purpose of Bylaws

The purpose of these Bylaws is to provide for the conduct of the affairs of the Frog Pond Lake Water Control and Improvement District, in conformity with and pursuant to the order of the Texas Water Code, Chapter 51 and operating under the general laws of the State of Texas.

Section 3 – District Office

The principal office of the District shall be in Woodville, Tyler County, Texas. The district's mailing address is P.O. Box 818, Colmesneil, Texas 75938.

Article II: Board of Directors

Section 1 – Directors

The Board of Directors shall consist of 5 directors. Each director shall be elected from qualified voters of the district. A director of the District shall qualify by taking the oath of office and executing a bond in the amount of \$10,000 conditioned as otherwise required by law. Each director shall serve four-year terms. Election of directors will be held in May of even numbered years as set forth Texas Water Code, Sec. 49.103.

Section 2 – Quorum

Except as where otherwise provided by law or by these Bylaws, an action item of the Board of Directors shall be approved by the affirmative vote of a majority of the Directors present at any meeting. In the event a quorum is 3 directors, a vote on action items must be unanimous. All directors shall vote on every action item unless disqualified due to a conflict of interest.

Section 3 – Pecuniary Liability

No Director, Officers, Agent or Employee shall have any power or authority to bind the District by any contract or engagement; pledge its credit; or render the District liable peculiarly for any purpose or in any amount, unless so authorized by the Board of Directors.

Section 4 – Board Vacancy

A Vacancy on the Board of Directors shall be filled pursuant to the provisions set forth in Texas Water Code section 49.105. A vacancy shall be filled by the Board of directors at the next regular meeting following the acceptance of the resignation of a director.

Section 5 – Director Resignation

A Director's resignation, to be effective, must be in writing, signed by the Director, and delivered to the Secretary. If a Director submits a resignation, a vacancy occurs on the date the resignation is accepted by the Board of Directors.

Section 6 – Ethics Policy

Each Director shall exercise his or her best efforts to comply with the ethics policy of the District.

Article III: Officers

Section 1 – District Officers

The officers of the Frog Pond Lake Water Control and Improvement District are a President, a Vice President, a Secretary, a Treasurer, all of who shall be members of the Board of Directors.

Section 2 – Duties of President

The President shall preside at all meetings of the Board. The President shall sign contracts, obligations, undertakings, conveyances, and other instruments when so authorized and directed by the Board of Directors. The President shall perform all of the duties usually incident to the office of the President.

Subsection 3 – Duties of Vice-President

The Vice-President of the Board of Directors shall perform all of the duties of the President in the event of the absence, death, disqualification or inability of the President. The Vice-President shall perform such duties as shall be delegated by the Board of Directors.

Section 4 – Duties of Secretary

The Secretary shall keep the records of the District and shall keep complete minutes of all meetings of the Board of Directors. The Secretary shall perform all duties usually pertaining to the office of the Secretary and all duties that may be delegated by the Board of Directors. The Secretary shall, on behalf of the District, countersign all other instruments executed by the President or Vice-President of the District as the Board of Directors see fit.

Section 5 – Duties of Treasurer

The Treasurer shall keep the financial records of the District and all duties usually pertaining to the office of the Treasurer. The Treasurer shall perform all other duties that may be delegated by the Board of Directors.

Section 6 – Absence or Inability to Act

In the case of absence or inability to act by any officer of the District or any person herein authorized to act in his or her place, the Board of Directors may delegate the power and duties of such officer to any other officer or director.

Section 7 – Appointment of Other Officers

The Board of Directors may appoint such officers and agents as it shall deem necessary or expedient, who shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

Section 8 – Removal of Officers

Officers of the District may be removed from office by the Board of Directors at any meeting for any reason deemed sufficient by the Board of Directors. The removal of any officer shall be with a 4/5ths vote of the Board of Directors.

Section 9 – Amendment

The Bylaws may not be changed, modified or amended except with a 4/5ths vote of the Directors.

Section 10 – Indemnification

To the full extent allowed by the law, the District shall indemnify any director, officer, agent, employee, former director, former officer, former agent or former employee of the Board of Directors or any person who may have served as a request against expenses actually and necessarily incurred by him or her. Any amount paid in satisfaction of judgements in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or not having been such a director, officer, agent or employee (whether or not a director, officer, agent or employee at the time costs or expenses are incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for the gross negligence or willful misconduct in the performance of duty. The District may also reimburse a director, officer, agent or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the directors not involved in the matter in controversy, that it was in the interests of the District that such settlement be made and that such director, officer, agent or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, agent or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled by law or under and Bylaw, board resolution, agreement or otherwise.

Article IV: Meetings

Section 1 – Open Meetings

All meetings of the Board of Directors and of all committees shall be open to the public, as set forth in the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, and advance written notices of such meetings shall be posted as prescribed in said Act.

Section 2 – Regular Meetings

The Board of Directors shall set the scheduled meeting dates for the upcoming year during the last meeting of each year. The Board of Directors shall meet in regular session on the scheduled meeting dates.

Section 3 – Meeting Agenda

No business of substance may be transacted at a meeting of the Board or of a committee unless such business was listed as an item on the agenda as distributed to the Directors and contained in the advanced written notice of the meeting, except that informational items may be presented at meetings without having been placed on the agenda, providing no action is taken by the Board or the committee on such items that would be contrary to the provisions of the Texas Open Meetings Act as amended.

Article V: Rules

Section 1 – Rules

Rules shall be adopted and enforced as set forth in the Texas Water Code.

Article VI: Miscellaneous

Section 1 – District Seal

The Frog Pond Lake Water Control and Improvement District shall have a seal to be used in attesting all the official acts of the Board of Directors, or otherwise as the Board may direct, such seal to be kept by the Secretary of the District.

Section 2 – Checks

Checks and drafts for payment of money of \$499.99 or less may be signed by any one of the following: The President, Vice-President, Secretary or Treasurer unless the payee is also the person to sign. Checks and drafts for more than \$500.00 shall require the signature of two of the foregoing.



President: Cris Thompson

1-20-2018

Date