

**ADMINISTRATIVE RULES OF THE BOARD OF DIRECTORS
OF THE
GRATER AUSTIN AREA TELECOMMUNICATIONS NETWORK
(BYLAWS)
REVISED AUGUST 4, 1997**

ARTICLE I. Definitions

For the purposes of those Administrative Rules, the following terms, phrases, words and their derivations shall have the meaning given herein. When not consistent with the context, words used in the present tense include the future, words in the plural number include the singular number, and words in the singular number include the plural number, and the use of any gender shall be applicable to all genders whenever the sense requires. "Chairperson" may also be referred to as Chairman, Chairwoman, or chair, and prefixed by the word "Vice", if appropriate. The words "shall" and "will" are mandatory and the word "may" is permissive. Words not defined shall be given their common and ordinary meaning. The definitions and uses of words in the Greater Austin Area Telecommunications Network Interlocal Agreement shall prevail in all cases whenever there is a conflict as defined or used in this document. Additional definitions are included in the Greater Austin Area Telecommunications Network Interlocal Agreement.

- a. "Agency" shall mean the administrative agency, created by the Greater Austin Area Telecommunications Network Interlocal Agreement pursuant to Gov. 791.013(a) and consisting of representatives from all of the Participants.
- b. "Participants" shall mean the governmental entities comprising the Agency.
- c. "ACC" is the Austin Community College District, a political subdivision of the state of Texas.
- d. "AISD" is the Austin Independent School District, a political subdivision of the State of Texas.
- e. "City" is the City of Austin, a municipal corporation, home-rule city, and political subdivision of the State of Texas.
- f. "County" is Travis County, a political subdivision of the State of Texas.
- g. "State" is State of Texas.
- h. "UT" is the University of Texas at Austin, a political subdivision of the State of Texas.
- i. "LCRA" is the Lower Colorado River Authority, a conservation and reclamation district created pursuant to Article 16, Section 59 of the Texas Constitution, being a political subdivision of the State of Texas.

- j. "Director" shall mean a person appointed by each Participant to serve as its representative on the governing board of the Agency.
- k. "Alternate" shall mean the person appointed in writing by a Participant's Director to serve as the Participant's representative on the governing board of the Agency in the absence of the Director.
- l. "Equity Contributions" shall mean the funds and other property and things of value contributed for the acquisition and installation of the Network in accordance with Section 5 (A) of the Interlocal Agreement.
- m. "Interlocal Agreement" shall refer to the Telecommunications Network Interlocal Agreement (together with attached Exhibits) entered into on the 10th day of June 1993, by and among the Participants as the same may be amended from time to time.
- n. Whenever "act of the Agency," "action of the Agency," "approval to the Agency," or "vote of the Agency," appears herein, such phrase shall mean the competent vote required by the Interlocal Agreement sufficient for such act, action, approval or vote to be effected.
- o. Whenever reference is made in these Rules to a designated officer title or designated entity or group, such reference includes, unless otherwise stated or the context indicates the contrary, the successor of such officer's, entity's or group's relevant function. Such references also designate persons duly acting as such officer, whether temporarily appointed or otherwise stated or plainly indicated.

ARTICLE II. Membership and Dispute Resolution

- a. Every two years, each governmental entity composing the Agency shall appoint its Director to the Board. Current Directors may be reappointed.
- b. Any Director desiring to resign from the Board shall submit his/her resignation in writing to his/her respective governmental entity. In accordance with the Interlocal Agreement, resigning members shall be replaced by the governmental entity, which appointed them.
- c. Each Director is responsible for notifying the Board in writing of any changes to the designated Alternate for the Participant.

ARTICLE III. Meetings

- a. The date, time and location of each subsequent meeting of the Board shall be decided by the Board during each regular meeting.
- b. (1) Notice of all meeting and changes of the Agency shall be in accordance with the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended. All Notices will be posted at AISD, Treaty Oak.

- (2) If a quorum for any meeting of the Board or its committees does not convene within one-half hour of the notice time for such meeting to convene, then no such meeting shall be held.
- c. Special meetings or study sessions may be called for any time and place on any subject germane to Agency duties and responsibilities on the request of any Participant with approval of a majority vote of the Board.
- d. Special called or emergency meetings may also be set upon the written petition of two (2) voting Participants of the Board coordinated through the Chair.
- e. The Agency shall meet at least once every month, unless by majority vote of the members or by a decision of the Chair a monthly meeting is canceled.
- f. Citizens seeking to address the Agency on a matter within its purview, whether posted on the agenda or not, shall speak during the Citizen Communications portion of any Agency meeting. Citizens may make inquires regarding matters not listed on the agenda, but there shall be no discussion of such matters other than a recitation of specific factual information or existing policy. All citizen communications are subject to such time limitations as the Chair may establish.

ARTICLE IV. Quorum and Voting

At least one half of the Directors of the Board, in good standing, representing at least fifty (50) percent of Network Rights, shall constitute a quorum for the transaction of Business. Except the specific instance outlined in the Interlocal Agreement, the Board shall act by majority of Network Rights at a properly constituted meeting. In the case of a tie vote, the motion fails. "Majority vote" and "majority vote of Network Rights" may be used interchangeably. Each Director's vote shall be given the relative weight of its appointing Participant's Network Rights.

ARTICLE V. Officers, Committees and Duties

- a. (1) The officers of the Agency shall be a Chair and one Vice-Chair. They shall be elected annually in July by majority vote of the Directors.
- (2) Either the Chair or the Vice-Chair may be removed from office by a majority vote of the Board. In the event either the Chair or Vice-Chair is removed, the Board shall schedule an election at the next regular Board meeting or at a Special Called meeting of the Board to select a new Chair or Vice-Chair.
- (3) If the position of Chair or Vice-Chair becomes vacant through the resignation of the elected Director or the replacement of the elected Director by the Participant, the Board shall schedule an election at the next regular Board meeting or a Special Called meeting of the Board to select a new Chair or Vice-Chair.

- (4) Standing committees shall be established by majority vote of the Board. Ad hoc committees shall be established by the Chair.
- (5) Committee appointments shall be made by the Chair. Any appointment made by the Chair may be overruled by the majority vote of the Board.

b. Duties of the Chair shall include:

- (1) Presiding at all meetings of the Board.
- (2) In Collaboration with Participants and Agency staff, formulating all agendas for regular and special meetings of the Board and assuring that meetings are properly posted in accordance with the Texas Open Meetings Act.
- (3) Taking attendance at all Board meetings.
- (4) Signing all official documents and correspondence on behalf of the Agency.
- (5) Acting as the official spokesperson of the Agency and the principal liaison with others as the Board directs.
- (6) Transmitting, monitoring and receiving responses to Agency requests for legal opinions, reports, or other information from Participants, staff or others
- (7) Performing any lawful duty assigned either by vote of the Board or by these rules.
- (8) Preparing Agency budget with the cooperation of Agency staff for approval by the Board.

c. Duties of the Vice Chair shall include:

- (1) Performing all duties of the Chair in the absence of the Chair.
- (2) Performing any lawful duty assigned by majority vote of the Board, by these Rules, or by the Chair of the Agency.

d. Duties of the standing and ad hoc committees shall consist of the duties and activities assigned at the time the committees are formed. Duties of standing committees shall be modified by majority vote of the Board: duties of ad hoc committees shall be modified by the Chair. Standing and ad hoc committees may have members other than Agency Directors who will serve in an advisory non-voting capacity.

ARTICLE VI. Duties of Directors

The duties and responsibilities of Directors shall include

- a. Initiating all official action by a motion or a second.
- b. Serving on all committees to which appointment has been by the Chair.
- c. Performing any lawful duty assigned by majority vote of the Board.
- d. Observing standards of conduct as required by individual Participants.

ARTICLE VII. Agendas

- a. For all meetings, an agenda, with appropriate supporting documents, shall be mailed or sent by fax to all Directors at least seventy-two (72) hours in advance of the meeting day, and appropriately posted at AISD Administrative Offices, Treaty Oak, in a location accessible to the public during regular business hours. The Board may decide to post agendas at additional locations.
- b. By majority vote, the posted agenda order may be altered in any meeting
- c. An item may also be considered for placement on any Board Meeting agenda on any Director's written request sent to the Chair at least four (4) days prior to the meeting for which agenda placement is desired. The Director should submit any appropriate documentation with the request for an agenda item.

ARTICLE VIII. Records, Reports and Recommendations

The Agency shall keep minutes, records, tapes and accounts of its transactions and its business, which shall be maintained at a central office as designated by the Board.

ARTICLE IX. Adoption and Amendment of Rules.

- a. The Board may at any regular or special meeting, by majority vote, amend, alter, repair, adopt or suspend any Agency rule.
- b. Robert's Rules of Order, latest edition, shall be the Board's final doctrine on all procedural questions not covered by those Rules.