

**BYLAWS**  
**Texas Coalition of Cities For Utility Issues**

**ARTICLE 1. NAME AND PURPOSE**

The formal name of the organization shall be the Texas Coalition of Cities For Utility Issues, hereinafter referred to as "TCCFUI". TCCFUI is an unincorporated nonprofit association of Texas cities concerned with issues involving utilities, including telecommunications, electric, and gas utilities. The purposes of this organization are:

- A. To provide representation concerning city issues and interests in utility matters in a variety of venues where cities have a vested interest;
- B. To educate the staff of member cities;
- C. To participate in, and influence the results of legal, legislative and regulatory activities affecting the interests of cities and their residents with respect to utility and rights- of-way issues;
- D. To develop model ordinances, agreements, and regulations;
- E. To provide technical assistance to the membership;
- F. To establish an active role in the development of policy at the Local, State and Federal level;
- G. To provide other services as may be determined by the membership.

**ARTICLE 2. FISCAL YEAR AND BUDGET**

**SECTION 2.1. Commencement of Fiscal Year and Expenditures**

- A. The Fiscal Year for TCCFUI shall commence on October 1st of each calendar year and end on September 30th of the following calendar year.
- B. All expenditures of TCCFUI shall be in compliance with the purposes, as described herein. The Executive Board shall consider such compliance when approving expenditures.

**SECTION 2.2. Annual Budget and Amendments**

- A. The Chair or Treasurer, on or before September 30th of each year, shall prepare and submit the budget covering the next fiscal year to the Executive Board. Each Committee Chair shall assist the Chair or Treasurer by furnishing any requested

information. The Executive Board shall, after making such revisions as they deem appropriate, adopt the budget by a majority vote of all Executive Board members. Failure to meet the budget deadlines shall not affect the validity of the budget.

- B. The Executive Board may authorize budget amendments. The Treasurer shall review and advise the Board about the effect of such amendment on the budget prior to passage by the Executive Board.

## **ARTICLE 3. MEMBERSHIP**

### **SECTION 3.1. Membership Qualifications and Privileges**

- A. Membership is open to any municipality engaged in the regulation, administration, or franchising of utilities or right-of-way users. Honorary Membership shall be extended at the discretion of the Executive Board to individuals for special contributions to furthering the goals of TCCFUI. Any dispute over membership qualifications shall be resolved by a majority vote of the Executive Board.
- B. Member cities shall have voting rights in all TCCFUI business. Members shall have access to a complete TCCFUI membership list, any regular or special TCCFUI correspondence, as well as special electronic resources designated for the sole use of members.

### **SECTION 3.2. Voting**

- A. TCCFUI employs a one city-one vote principle. The member agency shall designate one individual from the organization as a voting delegate for TCCFUI business. Each Agency may submit a proxy statement should the designated member be unable to be present at a voting session.
- B. Non-voting delegates are encouraged to participate in discussions and may serve as Chairs of the Committees represented on the Executive Board but may not vote on Executive Board matters. Honorary members may serve on Committees or as an Executive Board member. An Honorary member serving on the Executive Board is allowed to vote on Executive Board matters.
- C. The Chair is empowered to conduct emergency votes of the Executive Board by e-mail when circumstances arise so as to render impractical the timely consideration of a measure during the regularly scheduled meeting times.

### **SECTION 3.3. Dues**

Annual membership dues for TCCFUI shall be remitted to the Treasurer in an amount equal to \$0.04 per capita of each city's total population or in an amount otherwise determined by a vote of the Executive Board, not to exceed \$0.05 per capita of the city's total population. Each city's

population per the most recently published population survey by the Texas Municipal League shall serve as the standard reference for population totals for determining annual membership dues. Annual membership dues may be prorated to October 1st as determined by the Board. Annual membership dues may be capped by the Board in an amount not to exceed \$49,500.

#### SECTION 3.4. Dissolution

- A. In the event that, for whatever reason, the membership of TCCFUI elects to dissolve the association, the assets and funds of TCCFUI shall be used and distributed in accordance with this Section.
- B. The Executive Board shall arrange for the sale of any real or tangible assets owned by TCCFUI and the proceeds from that sale, together with all funds held by TCCFUI, shall be used to pay all outstanding debts.
- C. After paying all outstanding debts, any remaining funds shall be distributed proportionately among the current members of TCCFUI that paid their annual membership dues for the current fiscal year according to each member's dues payment as provided by this Subsection. The percentage of each member's dues payment shall be calculated in comparison to the total amount of dues payments received for the fiscal year and that number shall be multiplied by the final amount of remaining funds to determine each member's distribution of the remaining funds. For example, if TCCFUI has \$300,000 in remaining funds upon dissolution (after paying outstanding debts) and had received \$200,000 in total dues payments that fiscal year, then City A, which paid \$20,000 in dues that year, will be distributed 10% of the remaining funds, which is \$30,000.

### **ARTICLE 4. EXECUTIVE BOARD**

#### SECTION 4.1. Composition

- A. The Executive Board shall consist of:
  - 1. four (4) officers (Chair, Vice-Chair, Secretary, and Treasurer) and three (3) at-large board members, all of whom shall be elected by the TCCFUI membership from the body of voting delegates of member cities, as provided by Section 4.2;
  - 2. Ex-Officio Former Chair(s), as provided by Section 4.4;
  - 3. the ERCOT Liaison, who shall be appointed by the Chair; and
  - 4. the Chair of each of the following committees: Legislative Committee, Telecom Committee, Energy Committee, and Seminar Committee, all of whom shall be appointed by the Chair pursuant to Section 6.1.

- B. The Board may vote to increase or decrease the number of at-large Board members. No person may serve in more than one (1) Executive Board position at a time.
- C. If a Committee Chair, the ERCOT Liaison, or any Ex-Officio Former Chair is a non-voting delegate, i.e., a person who is not the designated voting delegate of a member city, they may not vote on actions of the Executive Board and may not constitute a member of the quorum required to take action. A city shall have only one (1) vote on the Board.
- D. Both regular and honorary members are eligible to serve in Board or Committee positions.

#### SECTION 4.2. Election and Terms of Officers and At-Large Board Members

- A. At or before the June meeting of each odd-numbered year, the Chair shall appoint three (3) voting delegates from member cities to a Nominating Committee which will select candidates for the four (4) officer positions and at-large board member positions from eligible members. The Nominating Committee will submit a slate of candidates to the Executive Board for such positions not later than five (5) days before the August meeting. It shall not affect the validity of any election if these dates are not met.
- B. In order to be eligible for nomination for an officer position or at-large board member position, a person must be a delegate of a member city or an honorary member and must have attended, in person or virtually, no fewer than five (5) regular monthly meetings of TCCFUI in the previous twelve (12) months. The Executive Board may waive these attendance requirements where it determines that circumstances warrant.
- C. Upon receipt of the Nominating Committee's recommendation of nominees, the Executive Board shall adopt the Nominating Committee's recommendation of nominees or make its own recommendation of nominees, and in either case such nominees must be clearly designated on the ballot as "Board recommended nominees." Voting delegates may forward other nominations in writing to the Secretary after the June meeting and not later than five (5) days before the August meeting.
- D. The Secretary shall direct ballots to be sent to the membership not later than five (5) days after the August meeting or by another date designated by the Board. Members must return their ballot to the Secretary not later than one (1) day before the September meeting or by another date designated by the Board. Before the Board certifies the election results, a voting delegate who has not already voted may submit their vote at the September meeting, either in person or virtually.
- E. Officers and at-large board members shall be elected by a majority of the voting delegates by returned (electronically or physically delivered) ballot.

- F. Terms of the officers and at-large members of the Executive Board shall be two (2) years and will commence on October 1st of the year in which they were elected.
- G. The failure to hold an election within the timeframes of this Section does not affect the validity of the individuals currently serving in an officer or at-large board member position, as such individuals shall continue to perform the duties of their positions unless and until a successor is selected.

#### SECTION 4.3. Removal and Vacancy

- A. Any officer or at-large board member may be removed by: (1) a simple majority affirmative vote of those members who return ballots; or (2) a majority vote of the Executive Board.
- B. A vacancy created in any Executive Board position (except an Ex-Officio Former Chair) because of death, resignation, removal, change in employment status, or otherwise may be filled by the Executive Board for the unexpired portion of the term.

#### SECTION 4.4. Officers and Ex-Officio

- A. The Chair shall be the principal executive officer of TCCFUI, and shall preside at all meetings of the Executive Board and the membership; provided that the Chair may designate another Board member to serve as an acting Chair to preside at a meeting that the Chair and Vice-Chair are unavailable to act as Chair. The Chair shall be responsible for directing the preparation of the agenda and the providing of notice to the membership of the meeting time, date, location, and agenda items. The Chair shall have primary responsibility for coordination of the activities of the various committees, for external relationships, and shall serve as chief spokesperson of TCCFUI.
- B. The Vice-Chair shall perform necessary functions as determined by the Chair. In the absence of the Chair, the Vice-Chair shall serve in that capacity, except as otherwise provided herein.
- C. The Secretary shall ensure the minutes of meetings are prepared, conduct elections according to the Bylaws, and be custodian of the official records of TCCFUI.
- D. The Treasurer shall oversee the finances and invoices, collect dues and other funds, keep a current list of members, and provide financial reports to the TCCFUI Executive Board and membership, as requested.
- E. Any Former Chair, while continuing to serve as the voting delegate for a bona-fide member City, shall be considered a voting ex-officio member of the Executive Board and shall be eligible to serve on any committee. Any Former Chair, if not continuing to serve as the voting delegate for a bona fide member city, shall be considered a non-

voting ex-officio member of the Executive Board and shall be eligible to serve on any committee.

## **ARTICLE 5. MEETINGS**

### Section 5.1. Quorum

- A. A quorum of the Executive Board shall be comprised of four (4) voting delegate members present at the Board meeting. A majority but not less than three (3) affirmative votes of voting delegate members are required to take action on a matter.
- B. Three (3) appointed members attending a Committee meeting shall constitute a quorum. A majority but not less than two (2) affirmative votes are required to make a recommendation to the Executive Board.

### SECTION 5.2. Regular Meetings

Regular meetings of the TCCFUI Executive Board shall be held the third Friday of every month unless the Chair and Vice-Chair determine that a meeting is not required in any given month, or that another day would be more appropriate within the month. These meetings shall be held for the purposes and objectives of TCCFUI as set forth in these Bylaws, for conducting of elections, and for other business that may arise.

### SECTION 5.3. Special Meetings

A special meeting of the TCCFUI Executive Board may be called by the Chair or by a vote of the Executive Board. A special meeting will be held at a reasonable time fixed by the Chair.

## **ARTICLE 6. COMMITTEES**

### SECTION 6.1. Establishing Committees

In addition to the committees established by this article, the Executive Board may designate other ad hoc committees as necessary to fulfill the needs of the membership. Committee chairs shall be appointed by the TCCFUI Chair. The Committee Chair and members of any committee may be either a voting or a non-voting delegate of a member city.

### SECTION 6.2. Legislative Committee

The Legislative Committee shall monitor the activity of the Texas Legislature and the U.S. Congress to ensure that the membership of TCCFUI is kept apprised of any issues which may affect the interests of the members. The Legislative Committee shall timely advise the Executive Board of such issues, so as to enable TCCFUI members to respond appropriately. The Legislative Committee shall ensure that materials are circulated to the membership in a timely

manner, maintain methods for the provision and delivery of information and to coordinate the public relations activity of TCCFUI.

#### SECTION 6.3. Telecom Committee

The Telecom Committee shall monitor developments within the telecommunications utility industries, advise the membership and the Executive Board of developments which affect the membership, advise the Legislative Committee on telecommunications matters, develop model ordinances, regulations, and agreements, monitor the activity of the Public Utility Commission of Texas and the Federal Communications Commission, and coordinate participation in any activity, legal proceeding, or hearing related to telecommunications in which TCCFUI members have an interest.

#### SECTION 6.4. Energy Committee

The Energy Committee shall monitor developments within the natural gas and electric utility industry, advise the membership and the Executive Board of developments which affect the membership, advise the Legislative Committee on energy utility matters, develop model ordinances, regulations, and agreements, monitor the activity of the Texas regulatory agencies, and coordinate participation in any activity, legal proceeding, or hearing related to the energy utility industry in which TCCFUI members have an interest.

#### SECTION 6.5. Seminar Committee

The Seminar Committee shall develop and coordinate training opportunities for TCCFUI members.

### **ARTICLE 7. AMENDMENT OF BYLAWS**

On thirty (30) days' notice to the member cities, these Bylaws may be amended by an affirmative vote of two-thirds (2/3) of those voting. The Executive Board shall establish procedures for the notification, voting method, and tabulation of all proposed amendments to the Bylaws.

### **ARTICLE 8. BOOKS AND RECORDS**

TCCFUI shall keep correct and complete books and records of account for at least three (3) years after the end of each fiscal year and shall make the books and records available upon request to members of TCCFUI for inspection and copying.

ADOPTED in 1999.

AMENDED the 19th day of September 2000.

AMENDED the 17th day of August 2018.

AMENDED the 16th day of August 2024.

APPROVED:



Don Knight  
CHAIR

ATTEST:



Chuong Phung  
SECRETARY