



TEXAS GROUND WATER ASSOCIATION BOARD MEETING

**Special Called Meeting – via Zoom
Monday, March 20, 2023, 1:00pm**

AGENDA

1. Call meeting to order – President John Julian
2. Establish a quorum – President John Julian
A simple majority of the board is required, which would require at least 25 Board members present. (49 current Board members)
3. Discussion and possible action on approval of minutes of January 26, 2023 board meeting – Action needed
4. Notice of Resignation from the Board – No action required
Effective February 28, 2023, Ross Smart notified the Executive Director of his decision to resign as a member of the TGWA Board of Directors.
5. Executive Committee Report – No action required
President and Executive Director will give a report from the Executive Committee meeting on February 9, 2023.
6. Discussion and possible action on Amendments to Bylaws – Action needed
Proposed amendments were sent to members of the Board via email on March 10, 2023, which is pursuant to the 10-day notice required by current bylaws.
7. Discussion and possible action on President-appointed Committees – No action required
8. Staff Reports
 - Membership
 - Continuing Education
 - Fountainhead
 - Legislative Update
9. Other Business
10. Next Board Meeting – April 22, 2023; Lubbock, TX at High Plains UWCD
11. Adjournment

Topic: TGWA Board Meeting
Time: Mar 20, 2023 01:00 PM Central Time (US and Canada)

Join Zoom Meeting:

<https://us06web.zoom.us/j/85332436637?pwd=cXE5NUFsWDRoSEV5R0pEU2tsTnNwUT09>

Meeting ID: 853 3243 6637

Passcode: 208202

One tap mobile:

+13462487799,,85332436637#,,,,*208202# US (Houston)

Dial by your location:

+1 346 248 7799 US (Houston)

Meeting ID: 853 3243 6637

Passcode: 208202

Find your local number: <https://us06web.zoom.us/j/85332436637?pwd=cXE5NUFsWDRoSEV5R0pEU2tsTnNwUT09>



TEXAS GROUND WATER ASSOCIATION BOARD MEETING
TGWA 76th ANNUAL CONVENTION, SAN MARCOS EMBASSY SUITES
Thursday, January 26, 2023, 4:30pm
MINUTES

1. Call to order Annual Board Meeting – President William McPike

William called the meeting to order at 4:37pm. Pete gave the prayer. The following board members were in attendance: Alex Neely, Ezequiel Cervantes, Chris Lange, Jason Yonce, David Dennett, Jaythan Browning, Bill Stein, Steve Musick, John Waugh, Russell Southerland, Patrick Casarez, Vickie Ross, Terry Lowe, Dennis Kern, Ross Smart, Mike Pyburn, Bill Stoner, Don McElroy, Bill Lange, Clark Abel, Robert Wagstaff, Pete Brien, Kelley Cochran, Amy Bush, Robert “Bob” Hill, Josh Barrett, Lacey Nivens, Jacob Strunk, Roger Russell, John Julian, Robert Dilldine, and Jimmy Vela.

Guests: Zach Holland, Adam Roberts, Ryan Arnett, Ann McElroy, Leroy Goodson, Veronica Jones, Debora Wagstaff, Stacey Steinbach, Dillon Bybee, Leroy Barrett,

2. Introduction of TGWA Executive Director – Bobby Bazan

William introduced Bobby Bazan. Bobby introduced himself.

3. Confirmation of TGWA President – John Julian

Pursuant to the Bylaws, so long as the President-Elect continues to be a member of the board, s/he shall become the President of the Association one year after s/he officially becomes President-Elect.

John was confirmed as TGWA president. Bill Stoner moved, and Terry Lowe seconded the motion to vote John Julian in as President, and the motion passed unanimously. John then took over the meeting from there.

4. Election of TGWA President-Elect

John asked for nominations from the floor. The nominating committee proposed Chris Lange become the President-Elect. Josh Barrett and Jason Yonce seconded the motion to elect Chris Lange as the President-Elect, and the motion passed unanimously.

5. Election of TGWA Treasurer

John said there is no election of the treasurer position right now. The board is tabling this item for a later meeting.

6. Division Reports and introduction of Division Chairs

- Contractors & Drillers – Josh Barrett became the division chair. Randy Roberts stepped off the board and Russell Southerland got on the board. Josh recognized Randy’s service on the board.
- Manufacturers & Suppliers – Robert Dilldine remained the division chair. There were six nominees for one board seat. Justin Brisnahan from Baroid was elected to the board and Lacey Nivens was voted in as Vice-chair.
- Ground Water Science – Mike Miller became the division chair. Amy Bush became the Vice-Chair. Mike mentioned the geoscience seminar set for March 31 at the Meadows Center for Water and the Environment at Texas State University. This will be the third time GWS Division has hosted a seminar. Registration will open next week. There will be a discount for members. Mike thanked Rusty Tarver and Joe Vickers for their help in planning the seminar.

7. Discussion and possible action on approval of minutes of October 29, 2022 board meeting

Bill Stoner moved and Vickie Ross seconded the motion to approve minutes of the past meeting, and the motion passed unanimously.



8. Discussion and possible action on financial reports – Don McElroy, Treasurer

Don said the numbers look a lot better. Mike Pyburn highlighted the balance sheet. TGWA has \$85K more in the bank than they did this time last year. The membership dues are contributing to the increase in revenue. The budget has a target of \$188K in membership dues, and as of today the number is \$156K.

Pete Brien moved, and Bob Hill seconded the motion to approve the financial reports, and the motion passed unanimously.

9. TGWA Scholarship Foundation report – Pete Brien, TGWA Scholarship Foundation President

Pete reported that the foundation is doing well. The SF had a great auction and raffle. Financially, we are doing better every year. The SF will review a draft support services agreement between TGWA and SF. The SF meets tomorrow morning to nail down details and present to the TGWA board in April. The SF has 40 students on scholarship right now.

10. Staff Reports

- Continuing Education – Bobby Bazan – Bobby mentioned the schedule in the board packet for CE classes starting in Feb. 24. The schedule is full for April and he will be going all over the state. GICON is planning to sponsor a class at the Brush County GCD in South Texas. He provided an update on the status of the NGWA online classes. TGWA has an expiring memo and Bobby needs to talk to Terry about future plans. TGWA will be looking to alternative online options if NGWA is no longer available.
- Membership – Adeline Fox – Adeline reported that about 85% of membership dues have been collected. Staff plans to bill outstanding members one more time before cancelling.
- Fountainhead – Adeline Fox – Adeline reported that FH advertising is down due to budget cuts. Sponsorships are up because TGWA has had support from its board of directors. She encouraged everyone to seek out advertisers and support via sponsorship if possible.
- Legislative Update – Sarah Kirkle – Stacey provided the update. She reported that legislative filing has started. Water bills have been slow. One to watch is SB 156 which was filed by Sen. Perry dealing with attorney's fees. Perry is again chair of the senate Water, Ag and Rural Affairs committee. House committees haven't been assigned yet. There is a focus on requesting funding for infrastructure, science and data, and flood mitigation because of the budget surplus. No bills relating to TLDR yet. All three water-related agencies were under sunset – TWDB, TCEQ, and PUC. There was discussion about the bills in the bill tracker handout. William will oversee NGWA Fly-in with eight states and is working with Ben French to coordinate the visit.

11. Chapter Reports

- Alex Neely, South Texas – The chapter closed the STX bank account and donated the \$4000 to the scholarship foundation.
- Joshua Barrett, East Texas – The ETX chapter has about \$5800 in its bank account. They are considering closing it and donating it to the scholarship foundation.
- Eric McElroy, Panhandle/S. Plains – Dennis reported that there hasn't been a meeting since COVID. The chapter will try to meet in the next couple of months. Membership is way down. It might have to dissolve. They still have two students on scholarship that are on their second year.



- David Dennett, North Texas – Nothing to report. Local distributors hosting CE classes are good for TGWA, but not good for the chapters.
- Ross Smart, Central Texas – No report. Pat turned in funds to scholarship foundation.
- Open, Gulf Coast – Patrick reported that a lot of young adults have family members so they don't want to come to chapter meetings during the week. They still have their checking account.
- Open, West Texas – No report.
- Open, Mid-Coast – Mike Pyburn reported that there is some interest in meeting at the chapter level from new members.

12. Other Business

Bob reminded the group that we are having a cornhole tournament this evening. He thanked Andrew Bettle and Jaythan Browning for helping plan the event. He also plugged the live music.

Bobby reminded the board that the 2024 convention will be at Embassy Suites in San Marcos. TGWA is looking for the 2025 convention spot. Vickie recommended Lubbock. There was also discussion about Abilene, San Angelo, Galveston, San Antonio, Corpus Christi, and The Woodlands.

13. Next Board Meeting – TBA; spring 2023 (we will schedule and announce all 2023 dates soon)

Board information will be sent out soon. There has been discussion of moving the meetings around the state. It was proposed to have the next board meeting on April 22 in Lubbock following a CE class on April 21 CE class in Lubbock. John Julian recommended going to Lubbock for the next meeting and Vickie Ross seconded the motion to approve the meeting date and location, and the motion passed unanimously. Need room blocks and confirm meeting space. John thanked William McPike and the staff.

14. Adjournment of Annual Board Meeting

Bill Stoner moved to adjourn the meeting and Bill Lange seconded the motion to approve. The meeting was adjourned at 5:50pm.

Call to Order of Annual Membership Meeting

No agenda items noted; pursuant to the Bylaws, one of the Board's regular meetings must include an annual membership meeting; take public comment, if any

Adjournment of Annual Membership Meeting

None

RDS

ROSS DESMOND SMART

1610 County Road 3420
Lampasas, TX 76550

512-556-7762 (Cell)
512-556-5274 (Home)

February 4, 2023

TGA Board of Directors
Texas Ground Water Association
3755 S Capital of Texas Highway
Austin, TX 78704

Dear Board of Directors:

We have closed our family business, Smart Drilling, which was in operation by 3 generations of Smarts, for over 100 years in Lampasas County. After serving for over 30 years on the Texas Ground Water Board of Directors, it is time for me to resign from the board. My resignation will be effective on February 28, 2023.

I have been associated with the TGA for over 50 years and I have made many lasting friendships during that time. I have completed my new shop and home in Lampasas and can finally have space and time to do my woodworking projects. My new address is:

Ross D. Smart, 1610 County Road 3420, Lampasas, TX 76550.

I want to thank you for allowing me to serve for all these years and I sincerely hope that the Texas Ground Water Association will continue to be active and will recruit new members to serve on the board.

Sincerely,



Ross D. Smart

TEXAS GROUND WATER ASSOCIATION EXECUTIVE COMMITTEE
Zoom Meeting - Thursday, February 9, 2023
MINUTES

- 1. Call meeting to order:** President John Julian called meeting to order at 3:00pm. The following committee members were in attendance: President – John Julian, President-Elect – Chris Lange, Past-President – William McPike, C&D Chair – Josh Barrett, M&S Chair – Robert Dilldine. Absent from the meeting was GWS Chair – Michael Miller.

- 2. Discussion & Action on Resolution for Authorized Representatives for bank accounts at JP Morgan Chase Bank:** John Julian stated that to add new Executive Director, Bobby Bazan, to the Signature card as an authorized representative the bank would require a resolution stating such. Currently TGWA has two authorized signatories, Stacey Steinbach and Lisa Henley. William McPike expressed concern about having more than two signatories and recommended removing Stacey Steinbach and replacing with Bobby Bazan. Motion was made by Josh Barrett to approve the Resolution to add Bobby Bazan as an Authorized Representative, keep Lisa Henley as an Authorized Representative, and remove Stacey Steinbach as an Authorized Representative. Motion was seconded by Robert Dilldine, and the motion passed unanimously.

- 3. Discussion about Bylaws concerning Officers and Committees:** John Julian presented the idea of amending the Bylaws to remove the Treasurer position as an Officer and instead handle Association finances by creating a standing committee, to be known as, Finance Committee. Bobby Bazan explained the bylaws requirements for amendments. Language will be developed and presented to the Executive Committee to take before the Board in a called meeting to be held on, or before, March 22, 2023. The April 22, 2023 Board meeting in Lubbock, Texas will be held in conjunction with a Membership meeting.

- 4. Future Dates and Locations for 2023 Board Meetings:** Bobby Bazan suggested the following dates and locations for scheduled future Board Meetings: July 22, 2023 in Port Aransas, TX, and October 21, 2023 in Waco, TX. A motion was made by Robert Dilldine to accept the dates and locations as presented. The motion was seconded by Josh Barrett, and motion passed unanimously.

- 5. Other Business:** Bobby Bazan asked the committee about legislative issues and how the committee would like to proceed with any bills that come up. It was suggested by Josh Barrett that it would be good to be kept informed however possible. Bobby Bazan suggested to John Julian that a legislative committee could be established if needed. John suggested it be discussed further at a future time.

Discussion was had about reconfiguring the Annual Convention to allow more time for access to the exhibit hall by attendees. Options will be explored for an alternative schedule format.

- 6. Adjourn:** Motion was made by Josh Barrett to adjourn, seconded by Robert Dilldine, meeting adjourned at 3:46pm.



TEXAS GROUND WATER ASSOCIATION BYLAWS

ARTICLE I. NAME AND OFFICE

The name of this Association shall be the TEXAS GROUND WATER ASSOCIATION.

ARTICLE II. OBJECTIVES

SECTION 1 The objectives of this Association shall be:

- a) To promote and advocate for the interests and welfare of the groundwater industry.
- b) To facilitate cooperation and exchange of information and technology between drillers, pump installers, manufacturers, suppliers, scientists, and government and scientific agencies relative to the proper development and protection of groundwater and improvement of drilling and pumping equipment.
- c) To provide educational opportunities for groundwater professionals.

ARTICLE III. MEMBERSHIP

SECTION 1 Membership in the Association shall be open to all individuals, businesses, or organizations interested in furthering the objectives of the Association. The Association shall assess annual membership dues to finance functions of the Association.

SECTION 2 The membership of the Association shall be organized into three divisions as follows.

- (a) Contractors and Drillers Division: Members include any person or employer primarily engaged in the business of groundwater-related construction or service and/or pump installation or service.
- (b) Manufacturers and Suppliers Division: Members include any person or employer engaged in manufacturing equipment, materials, or supplies used in the groundwater industry or a person who does no contracting for the construction of ground water-related wells and/or installation and servicing of water pumps, and which:
 - i) Is an established wholesaler maintaining a warehouse and stock of pumps, pump parts, and other water handling equipment which are sold regularly to dealers and/or contractors for resale; or
 - ii) Is engaged in the business of supplying equipment, rigs, tools, or rendering specialized services to the ground water industry from an established place of business in its trading area.
- (c) Groundwater Science Division: Members include any person interested in the study,

supervision, regulation, evaluation, development, remediation, or investigation of groundwater or related technology.

SECTION 3 The Board may designate a person as a lifetime member of the Association if that person has contributed significantly to the groundwater industry. Lifetime members are entitled to all of the benefits of active membership in the Association. Lifetime members are not exempt from conference attendance fees, but annual membership dues are voluntary.

SECTION 4 Membership shall entitle an individual member to a single vote on matters brought before the division or the Association for its consideration. Company memberships entitle a company to a single vote.

SECTION 5 A member may be expelled from the Association for cause, as determined by the Board of Directors.

ARTICLE IV. FINANCIAL STRUCTURE

SECTION 1 Funds to carry on the activities of the Association shall be derived from membership dues, educational programs, gifts, contributions, and other sources. The Board of Directors shall adopt and establish the membership dues structure for the Association.

SECTION 2 All receipts shall be entered in a permanent record and deposited in a FDIC bank to the credit of the Association. All disbursements shall be made only after approval by the Executive Director or his/her designee and shall be within budget guidelines established by the Board of Directors.

SECTION 3 The fiscal year of the Association shall be July 1st to June 30th of each year.

SECTION 4 Prior to the commencement of each fiscal year, the Board of Directors shall adopt an annual budget for that year which shall remain in effect unless subsequently amended by the Board.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1 The governance of the Association shall be vested in a Board of Directors, the members of which shall be members of the Association. The Board shall consist of up to 53 members. The Board shall be composed as follows: (1) Contractors and Drillers – 22 members plus the chapter director of any local chapter that exists pursuant to Article IX that presents an individual to serve (up to 8); (2) Manufacturers and Suppliers – 13 members; and (3) Ground Water Science – 10 members. The Immediate Past President shall also be a member of the Board as specified in Article VII, SECTION 2.

- SECTION 2 The terms of all members of the Board shall be three years. The first elected board shall determine term lengths by agreement or by drawing lots such that 1/3 of each division's member terms expire annually. Successors to members of the Board whose terms expire shall be chosen annually by each division at the annual meeting of the Association.
- SECTION 3 The Board of Directors shall determine the policies and programs for the Association's activities and shall direct all activities to carry out the objectives of the Association. However, as matters come before the Board, they may be referred to committees as directed by the President and/or Board with specific direction as to their charge. It shall be the duty of the officers and directors of the Association to carry out and actively support and defend the policies and programs of the Association.
- SECTION 4 The Board of Directors shall designate an Executive Director of the Association who shall serve at the discretion of the Board, either through employment or contract with another organization for management services. The Executive Director shall have complete charge of the office and records of the Association and be responsible for the prosecution of all its activities. The Executive Director shall receive such compensation as the Board of Directors may determine, unless the designated Executive Director is employed by another entity pursuant to a management agreement, in which case no compensation may be directly paid from TGWA to the Executive Director or any other employees of the organization charged with managing the Association. The Executive Director shall disclose to the Board of Directors any known and previously undisclosed conflicts of interest between the Executive Director and the Association, either through employment with the managing organization or otherwise.
- SECTION 5 A simple majority of members of the Board of Directors present at any regular or special meeting shall constitute a quorum for the transaction of such business as may come before it.
- SECTION 6 Vacancies on the Board of Directors shall be filled by the Board at their next succeeding meeting upon nomination by a Director representing the division in which the vacancy exists. Vacancies must be filled by an Association member representing the same division as the vacating director to ensure that the Board maintains the same composition as described in Article V, SECTION 1. The newly elected Director shall serve the unexpired term of the Director being replaced, subject to confirmation by the division members present at the succeeding annual meeting of the Association.
- SECTION 7 Any officer or any member of the Board of Directors may be removed for two unexcused meeting absences during the year, upon which the vacancy shall be filled according to the procedures in Section 6. No notification of such action is

compelled; however, such officer or director should receive notice of such action immediately following action taken.

SECTION 8 Any director or officer of the board who has a financial or personal interest in any matter before the board shall disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

ARTICLE VI. EXECUTIVE COMMITTEE

SECTION 1 The Executive Committee of the Association shall consist of ~~seven~~⁷ members; ~~three~~⁴ of whom shall be the Immediate Past-President, President, ~~and~~ President-Elect, ~~and Treasurer.~~ ~~three of whom shall be~~ ~~The Executive Committee shall also include one Director~~ ~~the elected chair~~ representing each division; ~~and one of whom shall be the appointed chair of the Finance Committee.~~ Subject to the policies and programs of the Association and subject to the policies, rules, and regulations determined by the Board of Directors, the Executive Committee may direct all activities of the Association. A simple majority of Executive Committee members shall constitute a quorum for the transaction of business at any meeting.

SECTION 2 The Executive Committee shall submit minutes of its meetings, including a report of any actions, to the next scheduled meeting of the Board of Directors.

ARTICLE VII. OFFICERS

SECTION 1 The Board of Directors shall include ~~three~~^{four} officers: President, President-Elect, ~~Treasurer~~, and Immediate Past President. ~~The terms of officer positions shall be for one year or until their successors are elected and installed.~~ Vacancies occurring from any cause in the officer personnel of the Association shall be filled by election at the next succeeding meeting of the Board of Directors.

SECTION 2 The President shall preside at all meetings of the Board of Directors, the Association, and the Executive Committee at times and places s/he deems advisable. The President shall serve as the chief executive officer of the Association. The President may also assign any duties to the Immediate Past President that s/he deems necessary. The President shall become the Immediate Past President one year after s/he officially becomes President. If the Immediate Past President is not re-elected as a division representative on the Board, s/he may remain on the board for one year as Immediate Past President.

SECTION 3 The President-Elect in the absence of the President shall have all the powers and prerogatives of the President. The President-Elect shall become the President of the Association one year after s/he officially becomes President-Elect, unless s/he is not again re-elected as a division representative to the Board. If the President-Elect is not re-elected as a division representative on the Board, s/he no longer serves on the Board and the Board shall elect a new member to serve as President.

Commented [BB1]: This sentence does not agree with language in Sections 2 or 3 of this same Article VII.

SECTION 4 In the absence or failure to act of both the President and President-Elect, any three members of the Executive Committee of the Association shall be empowered to call special meetings of the Board of Directors or the Executive Committee.

SECTION 5 The Executive Director shall be responsible for ensuring the proceedings of all meetings of the Association, Board of Directors, and the Executive Committee and properly documented. The Executive Director shall keep well informed on all matters pertaining to the development and protection of groundwater resources of Texas and other matters relating to the business of the Association, and from time to time report such matters to the membership of the Association in such manner as the Executive Committee may prescribe and shall perform such other duties as may be required by the Board of Directors or the Executive Committee.

ARTICLE VIII. DIVISIONS

SECTION 1 Each division listed in Article III, Section 2 shall meet at least annually to elect representatives to the Board of Directors as described in Article V, Section 2 and in accordance with Article XII, Section 2. Divisions shall also elect from their membership one member to serve as Division Chair and one member to serve as Vice-Chair. Division chairs are not officers of the association. Divisions may adopt procedures and hold other meetings as desired.

SECTION 2 Local chapters must be approved affiliates of the Texas Ground Water Association and must file a copy of local bylaws with the Association. Any group wishing to organize a new chapter must present to the Board a statement of need, proposed area, an organizational plan, and any other information the Board requests. Existing chapters do not need to be re-approved by the Board. Existing chapters include Panhandle-South Plains, North Central Texas, East Texas, Central Texas, Gulf Coast, Mid-Coast, South Texas, and West Texas.

ARTICLE X. COMMITTEES

SECTION 1 The standing committees of the Association shall be as follows:

a. Finance

a-b. Membership

b-c. Continuing Education

e-d. Convention

The President shall annually appoint the chair of each standing committee. Committee chairs shall be responsible for ensuring each committee includes membership from all divisions of the Association. Committee chairs are not officers of the association.

SECTION 2 The President shall annually appoint all other committees as authorized or directed by the Board of Directors.

SECTION 3 It shall be the function of such committees as are appointed to make necessary investigations and recommendations, reporting same in writing to the Board of

Directors. No committee or officer shall represent the Association in favor of, or in opposition to, any matter without the approval of or authority of the Board of Directors in the manner prescribed in Section 4 of Article V of these Bylaws.

ARTICLE XI. MEETINGS

- SECTION 1 The Association shall meet at least one time per year in an annual meeting, which shall be held at the same time and place as the Association conference, unless otherwise authorized by the Board of Directors.
- SECTION 2 The Association may be called in special meeting at any time or place by the Executive Committee should an emergency arise justifying such meeting.
- SECTION 3 The Board of Directors shall hold at least three regular meetings, in person or through video or teleconference, at such times and places as may be decided upon by the Board. One of the Board's regular meetings shall be the annual membership meeting. Special meetings of the Board or executive committee may be called by the President or as described in Article VII.

ARTICLE XII. ELECTIONS

- SECTION 1 Thirty days before the annual meeting, the Executive Director shall furnish all members of the Association with a list of the members of the Board of Directors whose terms of office will expire at such annual meeting.
- SECTION 2 At the annual meeting, the members of the Association present representing the respective divisions set forth in Article III, Section 2 shall hold separate caucuses and elect a member of the Board of Directors for each expired term described in Article V, Section 1. Any member of the Association whose current annual dues are paid and who is eligible for association membership shall be eligible for election or appointment as a member of the Board of Directors.

ARTICLE XIII. GOVERNING RULES

- SECTION 1 The Board of Directors shall adopt rules of order to govern conduct of Association affairs.

ARTICLE XIV. AMENDMENTS

- SECTION 1 Proposed amendments to these bylaws must receive the affirmative vote of two-thirds of the members of the Board of Directors present and voting, and a majority

vote of the membership present and voting at a subsequent meeting of the Association. Proposed amendments may be considered at any regular or special meeting of the Board of Directors, provided the Directors have been furnished an electronic copy of the proposed amendments not less than 10 days in advance of the Board meeting where the amendments will be considered. Members of the Association must receive an electronic copy of the proposed amendments 30 days in advance of the membership meeting where the amendments will be considered.

ARTICLE VII. OFFICERS

- SECTION 1. The Board of Directors shall include the following officers: President, President-Elect, and Immediate Past-President. The terms of the officer positions shall be for two-years. The President-Elect shall be elected by the Board of Directors during the Annual Meeting of the Association on odd-numbered years in which the officers' terms expire. Vacancies occurring from any cause in the officer personnel of the Association shall be filled by election at the next succeeding meeting of the Board of Directors.
- SECTION 2. The President shall preside at all meetings of the Board of Directors, the Association, and the Executive Committee at times and places s/he deems advisable. The President shall serve as the chief executive officer of the Association. The President may also assign any duties to the Immediate Past-President that s/he deems necessary. The President shall become the Immediate Past-President upon completion of her/his term. If the Immediate Past-President is not re-elected as a division representative on the Board, s/he may remain on the Board for the completion of the two-year term.
- SECTION 3. The President-Elect, in the absence of the President, shall have all the powers and prerogatives of the President. The President-Elect shall become the President of the Association upon completion of her/his term, so long as s/he is serving as an elected division representative on the Board. If the President-Elect is not re-elected as a division representative on the Board, s/he no longer serves on the Board and the Board shall elect a new representative to complete the term of office and/or ascend to serve as President.

ARTICLE IX. COMMITTEES

- SECTION 1. The standing committees of the Association shall be as follows:
- a. Finance
 - b. Membership
 - c. Continuing Education
 - d. Convention
- The President shall, biennially, appoint the chair of each standing committee. Committee chairs shall be responsible for ensuring each committee includes membership from all divisions of the Association. Committee chairs are not officers of the association.
- SECTION 2. The President shall, biennially, appoint all other committees as authorized or directed by the Board of Directors.
- SECTION 3. It shall be the function of such committees as are appointed to make necessary investigations and recommendations, reporting same in writing to the Board of Directors. No committee or officer shall represent the Association in favor of, or in

opposition to, any matter without the approval of or authority of the Board of Directors in the manner prescribed in Section 4 of Article V of these Bylaws.

Standing Committees (per Bylaws):

- **Membership**
This committee is charged with matters in recruitment and retainment of membership of the Association.
- **Continuing Education**
This committee is charged with suggesting courses for TDLR approval, as well as suggesting potential schedules and locations for class events.
- **Convention**
This committee is charged with suggesting convention venues, dates, and price structure. Assists the Executive Director with soliciting sponsors and exhibitors.
- **Finance** (if amended)
This committee is charged with suggesting an annual budget, recommending dues and fees, and reviewing financial reports of the association.

President-appointed Committees:

- **Bylaws**
This committee would be charged with reviewing the Association bylaws, and suggesting amendments as needed.
- **Legislative & Regulatory**
This committee would be charged with reviewing and developing a position on pending legislation of possible interest to members of the Association. This committee would also be charged with reviewing and developing rules of state agencies which may impact members of the association.
- **Fountainhead**
This committee would be charged with suggesting content for the quarterly newsletter, developing a rate structure for advertising, and assist the Executive Director with soliciting advertisers and sponsors.
- **Nominating**
This committee would be charged with nominating officers of Association.
- **Awards**
This committee would be charged with reviewing nominations and voting for annual award recipients.
- **Auction & Raffle**
This committee would be charged with assisting the TGWA Scholarship Fund with fundraising events.
- **Social Events**
This committee would be charged with organizing social events for members throughout the year. Could be included with Membership Committee.