

## **BYLAWS OF THE NEW BRAUNFELS UTILITIES COMMUNITY ADVISORY PANEL**

### **ARTICLE I — NAME AND PURPOSE**

Section 1 — Name: The name of the committee is the New Braunfels Utilities (“NBU”) Community Advisory Panel (the “CAP”). The CAP is a special-purpose advisory group to the NBU Board of Trustees. The CAP is purely advisory in nature.

Section 2 — Purpose: Members of the CAP will offer a forum for the community to provide diverse views and feedback on certain NBU projects and initiatives. The CAP will receive information from NBU Management and staff, consultants, and subject matter experts related to NBU initiatives.

Section 3 – Basis: The CAP feedback and insights will focus on certain upcoming NBU initiatives and projects, including but not limited to, NBU’s Integrated Resource Plan (IRP), water resource topics such as drought management, water supply, and conservation, and a Fiscal Year 2026 – 2027 Rate Design.

### **ARTICLE II – MEMBERSHIP**

Section 1 — Membership and role: The role of the CAP is to review, discuss, and analyze NBU projects with the NBU staff. The NBU Board of Trustees shall appoint all members to the CAP. Each CAP member represents a constituency and shall facilitate the flow of ideas and concerns from the community to NBU staff and the Board of Trustees.

Section 2 – Eligibility for membership: The Committee will be made up of thirteen (13) members. To qualify, members must:

- Be nominated by a member of City Council;
- Be a customer, property owner or business owner, and/or representative in one of NBU’s service territories; or
- Be a representative of business or civic organizations located within NBU’s service territories.

Section 3 — Composition: Membership of the CAP should reflect a balanced representation of the NBU service area. CAP members are selected from throughout the service territories. The NBU Board of Trustees will appoint thirteen (13) CAP members. Of the thirteen (13) members, City Council will nominate seven (7) members, NBU will nominate six (6) members, which includes two (2) at-large participants selected through a public application process and reviewed by a committee of the NBU Board of Trustees. The board committee will review all nominations for the CAP and make a recommendation to the NBU Board of Trustees for consideration and approval.

Section 4 — Terms: Subject to Section 6, CAP members will serve up to a three-year term and the terms will be staggered. CAP members will be eligible to serve no more than two consecutive terms. The NBU Board of Trustees may reconsider a member who serves a total of two consecutive terms for an additional term after leaving the CAP for at least one term.

Section 5 — Nomination procedures: Each City Council member has the opportunity to nominate one CAP member. Additionally, NBU staff will request nominations from business classes, economic sectors,

*Approved and Adopted October 26, 2023*

customer classes, and other groups and associations in an attempt to ensure that the CAP is composed of a balanced group of members representing different customer segments. NBU staff shall be responsible for recommending an official slate of prospective CAP members to the Board for consideration. The Board of Trustees may choose to appoint all, none, or some of the nominees.

Section 6 — Resignation, removal, and absences: A member who wishes to resign from the CAP shall provide such resignation in writing to the Chairperson of the CAP, who will provide the resignation to the NBU Board of Trustees. The NBU Board of Trustees may remove a CAP member with three total absences from meetings in a term or for any reason at any time. By a majority vote, the CAP may recommend the removal of a CAP member to the NBU Board of Trustees.

Section 7 — Vacancies: When a vacancy on the CAP exists mid-term, the City Council member or the NBU staff member, who previously nominated that position, may nominate a replacement to the Board of Trustees, who may approve the individual to serve out the term of the member creating the vacancy.

### ARTICLE III — SELECTION OF CHAIRPERSON AND VICE-CHAIRPERSON

Section 1 — Selection and Term of Chairperson: The NBU Board of Trustees shall nominate and appoint the Chairperson of the CAP. The Chairperson will serve for the duration of the appointed term.

Section 2 — Chairperson Duties: The Chairperson's responsibilities include, but are not limited to, presiding over all CAP meetings; encouraging members to participate in discussions and to arrive at decisions in a timely and democratic manner; and undertaking certain administrative duties, such as approving CAP agendas, draft minutes, proposed meeting venues, and meeting dates. The Chairperson shall also serve as the principal spokesperson for the CAP, maintain communication with NBU staff, and report on the CAP's progress to the Board of Trustees.

Section 3 — Selection and term of Vice Chairperson: The NBU Board of Trustees shall nominate and appoint the Vice Chairperson of the CAP. The Vice Chairperson will serve for the duration of the appointed term.

Section 4 — Vice Chairperson Duties: The Vice Chairperson is responsible for assisting the Chairperson on all assigned tasks and fills in for the Chairperson when necessary. In the event the Chair is unable to complete the term of office, the Vice Chair will assume the role as Chairperson for the remainder of the term.

### ARTICLE IV — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Meetings will be scheduled on an as-needed basis. It is anticipated that during a project, meetings will be held monthly. All CAP meetings will be open to the public and posted in accordance with the Texas Open Meetings Act.

Section 2 — Notice of meetings: A notice of each meeting shall be given to each member, via e-mail, not less than 72 hours prior to the meeting. Notice will also be provided to each member when the agenda is posted in accordance with the Texas Open Meetings Act.

Section 3 — Meeting Agenda: NBU staff shall draft meeting agendas for review and approval by the Chairperson.

Section 4 — Quorum: More than half of the currently appointed membership must be present to constitute a quorum. A meeting may proceed without a quorum; however, no consensus may be formalized without a quorum present.

Section 5 – Decision Making: All decisions shall be made by a consensus of members present at a meeting. If an issue cannot be resolved through consensus, the Chairperson shall strive to achieve consensus but may make a final note of the various points of view that prevented consensus from being achieved.

Section 6 – Report: The CAP will submit a report to the Board of Trustees that summarizes the consensus of the CAP and its feedback related to NBU projects and initiatives. If the CAP is unable to reach a consensus regarding the feedback, the report will summarize the alternatives considered by the CAP, as well as the feedback received from the CAP. NBU’s staff may submit feedback related to any proposed project or initiative changes in the CAP report.

#### ARTICLE V — SUBCOMMITTEES

Section 1 — Subcommittee formation: The CAP may create subcommittees, as needed, to discuss projects and initiatives in more detail. If so charged by the CAP, subcommittees shall provide feedback to the CAP, which will in turn make decisions regarding the feedback of the subcommittee.

#### CERTIFICATION

These bylaws, if approved by the NBU Board of Trustees, will take effect immediately upon approval.