


**TIMELINE AND ELECTION PROCEDURES FOR  
ANNUAL MEMBERS' MEETINGS**

**NORTH ALAMO  
WATER SUPPLY CORPORATION**

Adopted in accordance with Sections 67.0051 – 67.0055 and 67.007 of the Texas Water Code  
by the Board of Directors, this 16th day of September, 2025.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary-Treasurer

**1. Annual Meeting Date.**

There shall be a regular meeting of the Members annually, to be held before May 1st, to transact all business that may be properly brought before it. In order to be considered at the annual meeting, agenda items shall be in writing and shall be received in the Corporation's principal business office no later than 5:00 p.m. on the last business day of December prior to the annual meeting. Any item to be placed on the agenda of the annual meeting shall be provided in sufficient detail to satisfy the requirements of the Texas Open Meetings Act, Chapter 551, Texas Government Code, and subsequent amendments thereto. At least thirty (30) days before such annual meeting, the Secretary-Treasurer shall mail notice to the membership indicating the time, place, and purpose of such meeting, and shall address and mail the notice to each Member at the address last known to the Corporation.

**2. Credentials Committee**

Not less than ninety (90) days before the annual Member meeting, the Board of Directors shall appoint for a twelve (12) month period a three (3) person Credentials/Proxy Committee comprised of three (3) of the Directors who were elected at the most recent annual Member meeting to:

- a) Collectively vote all proxy votes during their term on the Credentials/Proxy Committee;
- b) Prepare and recommend for approval the election procedures, proxy and ballot forms, Director application forms, and meeting notices;
- c) Ensure that the election procedures are implemented; and
- d) serve other functions as so indicated by the Board.

**3. Adoption of Election Procedures.**

At least sixty (60) days before the date of the annual or special Members meeting, the Board will receive and adopt election procedures as required by Texas Water Code Sections 67.007, 67.0052, 67.0053, and 67.0054. The procedures shall include the following:

- a) notification to eligible Members of the proposed agenda, location, and date of the meeting;
- b) Director election procedures, including candidate application procedures;
- c) approval of the proxy and ballot form to be used; and
- d) validation of eligible voters, proxies, ballots, and election results.

**4. Applications for Director**

The application must be filed with the Corporation not later than the 45<sup>th</sup> day before the date of the annual meeting.

To be qualified for election or appointment as a Director, a person must:

- a) be 18 years of age or older on the first day of the term to be filled at the election or on the date of appointment, as applicable;
- b) be a Member of the Corporation;

- c) if elected, be willing to provide written acknowledgment evidencing his or her agreement to abide by the Corporation's Ethical Standards and Conflict of Interest Policy.
- d) not be determined by a final judgment of a court exercising probate jurisdiction to be:
  - A) totally mentally incapacitated; or
  - B) partially mentally incapacitated without the right to vote; and
- e) not be finally convicted of a felony from which the person has not been pardoned or otherwise released from the resulting disabilities;
- f) not be a person or the spouse of a person who is currently employed by the Corporation or has been employed by the Corporation in any capacity within 60 months of the due date of the Ballot Application. (The Board may waive this requirement by a two-thirds (2/3) vote of the Board); or
- g) not be a former employee who was dismissed for cause; or
- h) not be married to a director. (When a membership is held jointly by a married couple, either one, but not both may serve as a director); or
- i) be a bona fide member in good standing in the area served by the Corporation. (The water meter associated with said membership must be located in the district from which the member is elected); or
- j) not be employed, have monetary ties, or be related by marriage to a supplier or a consultant who offers products and/or services related in any way to the water and wastewater operations of Corporation; or
- k) not have previously been removed from the Board of Directors pursuant to Article VI, Section 6; or
- l) not have missed attending a minimum of three (3) of the four (4) regular monthly meetings of the Board of Directors, in their entirety, immediately preceding the date the ballot application for the election is due. This requirement is not applicable to a person currently serving as a Director.

To be listed on the ballot as a candidate for a Director's position, a person must file an application with the Corporation that includes:

- a) The Director's position sought, including any position number or other distinguishing number;
- b) a petition signed by the lesser of 20 Members or five percent of the Members, requesting that the person's name be placed on the ballot as a candidate for that position;
- c) the person's written consent to serve, if elected;
- d) biographical information about the person; and
- e) a statement of the person's qualifications, including a statement that the person has the qualifications prescribed by the Bylaws.

## 5. Election Auditor.

The Board shall select an Independent Election Auditor not later than the 30<sup>th</sup> day before the scheduled date of the annual meeting. The Independent Election Auditor is not required to be an experienced election judge or auditor and may serve as an unpaid volunteer. At the time of selection and while serving in the capacity of an Independent Election Auditor, the Independent Election Auditor may not be associated with the Corporation as:

- a) an employee;
- b) a Director or candidate for Director; or
- c) an independent contractor engaged by the Corporation as part of the Corporation's regular course of business.

#### **6. Meeting Packets.**

Not later than the 30<sup>th</sup> day before the date of an annual meeting, the Corporation shall mail to each Member of record:

- a) written notice of the meeting;
- b) the election ballot and proxy form; and
- c) a statement of each candidate's qualifications, including biographical information as provided in each candidate's application.

The election ballot and proxy form must include:

- a) the number of Directors to be elected;
- b) the names of the candidates for each position; and
- c) the other business of the Corporation requiring a vote of the Members.

#### **7. Open Meetings Act Notice.**

The Corporation will post the Meeting Notice & Agenda in accordance with the Open Meetings Act at least 72 hours in advance of any Member meeting.

#### **8. Voting Roster.**

The Corporation will prepare an alphabetical list of the names and addresses of all its voting Members ("Voting Roster") as required by Section 22.158 of the Business Organization Code. Eligibility to receive notice, to vote, and to make a determination of membership for any other purpose is vested in those persons who are recorded as Members as of the 15<sup>th</sup> day of the month preceding the month in which the meeting is to be held or upon which the action requiring such determination is to be taken. The Voting Roster will be prepared by the 17<sup>th</sup> day of the month preceding the month in which the meeting is to be held. Not later than the second business day after the date the meeting packets are sent to the Members, and through the date of the meeting, the Voting Roster will be made available in the Corporation's office for inspection by Member or Member's agent(s) or attorney(s). It will also be available for inspection at the meeting. A Member is entitled to only one vote regardless of the number of Memberships the Member owns. A Member is as the term is defined by Texas Water Code §13.002 as amended from time to time. A Member may be a natural person; a partnership of two or more persons having a joint or common interest, including a married couple who jointly own property; or a corporation. Nothing herein shall preclude the holder of a Membership from mortgaging such Membership or, upon notification of the Corporation, preclude the holder of such mortgages from exercising legal rights pursuant to such mortgages upon proper notice to the Corporation.

#### **9. A Member may vote:**

- a) in person at the annual meeting, but if a Member attends the meeting and has already submitted Proxy and/or Ballot Forms, that Member may participate in the meeting, but

- may not change or submit another proxy or ballot or be counted again in establishing a quorum;
- b) by Member mailing a completed ballot which has been signed by the Member, in the envelope provided to the Corporation's main office; which ballot must be received by the Corporation not later than noon on the business day before the date of the annual meeting; or
  - c) by Member hand-delivering a completed ballot, which has been signed by Member, in the envelope provided to the Corporation's Office Manager, or her designee, during the Corporation's normal business hours not later than noon on the business day before the date of the annual meeting.

**10. Quorum Requirement.**

A quorum for the election of directors and for the transaction of business at a meeting of the Members is a majority of the Members present. In determining whether a quorum is present, all Members who mailed or delivered ballots on occasions for the election of directors and ballots and/or proxies for all other business to the Independent Election Auditor or the Corporation on a matter submitted to a vote at the meeting are counted as present.

**11. Counting the Ballots.**

The Independent Election Auditor shall receive and count the ballots before the annual meeting is adjourned. The Election Auditor may enlist the assistance of the Credentials Committee or other individuals present at the meeting to count ballots and to assist with other duties.

- a) For each Director's position, the candidate who receives the highest number of votes is elected or the Board may pass a resolution declaring elected all unopposed candidates and direct that resolution be posted at North Alamo Water Supply Corporation main office as described herein.
- b) If two or more candidates for the same position tie for the highest number of votes for that position, those candidates shall draw lots to determine who is elected.
- c) The Independent Election Auditor shall provide the Board with a written report of the election results.
- d) Except for the election of Directors, voting by proxy shall be permitted.

**12. Ballots returned incomplete.**

Should any Member return an incomplete or unverifiable ballot/proxy to the Corporation, said Member ballot/proxy will be invalid.

**13. Election Contest.**

Should any Member wish to contest an election, said Member must officially file suit in Hidalgo, Willacy, or Cameron County District Court within thirty days of the announcement of the official results of the election at issue.

#### **14. Unopposed Candidates.**

If there are unopposed candidates, the board may declare the candidates elected and certify in writing by resolution that the candidates are unopposed. If there is more than one director position for which unopposed candidates are declared elected and the terms are not for equal duration of service, those unopposed candidates will draw lots under the direction of the presiding director to determine who will fill each position. The resolution will specify which candidates have been declared elected for each position. An election will not be held for the unopposed candidates. The board will direct that the resolution be posted at the Corporation's main office as soon as practical. The resolution also will be read into the record at the annual meeting. If the board fails to pass a resolution of unopposed candidates, the election shall proceed with the unopposed candidates on the ballot.

If an election is still necessary after any unopposed candidate has been declared elected as stated above, the ballot must also include the names of the unopposed candidate(s) who have been declared elected under the heading "Unopposed Candidates Declared Elected" along with the opposed candidates, e.g. Director Position for District 1 was unopposed, however District 2 has two candidates running for this position.

A person may not, by intimidation or by means of coercion, influence or attempt to influence a person to withdraw as a candidate or not to file an application for a place on the ballot so that an election may be canceled.