

BYLAWS OF THE WILSON COUNTY, ATASCOSA COUNTY, KARNES COUNTY, AND
MCMULLEN COUNTY (W.A.K.M.) LOCAL EMERGENCY PLANNING COMMITTEE

ARTICLE I
NAME, OFFICE, AND PURPOSE

Section 1. NAME. The name of this organization shall be "W.A.K.M. Local Emergency Planning Committee," hereinafter referred to as the "LEPC."

Section 2. PRINCIPLE OFFICE. The LEPC's principle office in Texas will be located at 501 River St., Tilden, Texas 78072. The LEPC may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the LEPC.

Section 3. REGISTERED OFFICE AND REGISTERED AGENT. The LEPC will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the LEPC's principle office in Texas. The Board of Directors may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section 4. PLANNING DISTRICT. The Planning District shall consist of Wilson, Atascosa, Karnes, and McMullen Counties.

Section 5. PURPOSE. The purpose of the LEPC shall be to:

- A. Carry out for the Planning District those responsibilities required of the LEPC pursuant to Public Law 99-499, Superfund Amendments and Reauthorization Acts of 1986 (SARA) Title III, the Emergency Planning and Community Right-to-Know Act (EPCRA), and related regulations including, but not limited to:
 - 1) Assistance in developing, training, and testing of (a) hazardous substance emergency response plan(s) for jurisdictions within the Planning District.
 - 2) Development of procedures for regulated facilities to provide notification to the LEPC in accordance with EPCRA SARA Title III.
 - 3) Development of procedures for receiving and processing requests from the public under the Community Right-to-Know provisions of the EPCRA Title III.
- B. To implement such other and further related activities as may hereafter be legally required by the Federal Government, the SERC, or the County Judges.
- C. Provisions for public education and notification of committee activities.
- D. Formation of a partnership between local government and industry as a resource for enhancing hazardous materials preparedness. This includes ensuring the local hazard analysis adequately addresses hazmat incidents; incorporating planning for hazmat incidents into the local emergency management plans and annexes; assessing capabilities and developing hazmat response capability using local resources, mutual aid, and contractors; training responders; and exercising the plan.

ARTICLE II MEMBERSHIP

Section 1. APPLICATION FOR MEMBERSHIP AND CHANGES. Applications for membership may be obtained from the LEPC principle office. Applications for membership or changes shall be submitted in writing to the Secretary, or designee, and include the name of the company or individual seeking membership and required contact information. Applications for membership shall be recommended to the County Judges by the Executive Committee. The County Judges shall affirm the membership.

Section 2. QUALIFICATIONS. Members shall represent the various professional, community and volunteer groups as designated by Public Law 99-499, Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III. Members of the LEPC shall be residents of or conduct business within the Planning District.

Section 3. CLASSES OF MEMBERSHIP. The membership of the LEPC shall consist of community and industrial organizations or individuals, as designated by the EPCRA.

- A. Board of Directors: Shall consist of the County Judges.
- B. Executive Committee: Shall consist of President, Vice-President, Treasurer, and Secretary.
- C. Appointed (Voting) Members: Such members include: elected State and local officials; law enforcement, emergency management, firefighting, emergency medical personnel, health, local environmental groups, hospital and transportation personnel; broadcast and print media; and community groups. Each Appointed Member representing an organization shall appoint one primary and one alternate representative.
- D. Facility Representatives (Non-voting) Members: Industrial members shall be those persons named by owners or operators of companies within the LEPC Planning District as their facility representative under provisions of Section 301 of SARA Title III. These regulated facilities (subject to the provisions of the Act) participate in the funding of the LEPC by paying the full amount of its "fair share" of the annual operating budget as determined by the funding formula adopted by the LEPC. Each Facility Representative shall appoint one primary and one alternate representative.

Section 4. VACANCIES. Any vacancy occurring in the LEPC by reason of the resignation, death or disqualification of a member may be filled by appointment in accordance with Article 3 Section 1.

- A. Resignations shall be drafted and signed on a company letterhead and delivered to the Secretary of the LEPC.

Section 5. DUTIES. Members in good standing are expected to actively participate in the LEPC. These duties are:

- A. Regular meeting attendance, and
- B. Participation in a minimum of one Committee, and/or
- C. Any special assignments deemed necessary by the Board of Directors or Executive Committee.

Section 6. MEETINGS. There shall be at least four regular meetings of the LEPC per year. Meetings will be held on the 3rd Thursday of the month (February, May, August, and November).

- A. Special Meetings: Special meetings of the LEPC may be called by the President at such time and place as the President may determine. The President shall call a special meeting of the LEPC within 14 days of receiving written request from five members.
- B. Meeting Agenda. The Executive Committee shall develop, publish, and distribute an agenda in advance of each General and Special Meeting. Prior to the onset of the General or Special Meeting, citizens and non-members wishing to address the LEPC shall so inform the Executive Committee. The President shall allocate a timeslot for this activity.

Section 7. VOTING

- A. Voting Members. A voting member is Appointed and in good standing.
- B. Non-Voting Members. A non-voting member is a designated Facility Representative.

Section 8. VOTING CRITERIA. Each voting member will have one (1) representative vote for those motions before the LEPC which involve election of Officers, the disbursement of unbudgeted funds, or amendments to the bylaws. Ballots shall consist of the member's name, the casting of a yes or no vote and the date. A unanimous vote of the members present shall prevail on any matter before the LEPC.

Section 9. QUORUM. The presence of 3/4 voting members of the LEPC at the opening of the meeting shall constitute a quorum for the transaction of business by the LEPC.

ARTICLE III BOARD OF DIRECTORS

Section 1. MANAGEMENT OF LEPC. The Board of Directors will manage the affairs of the LEPC. The Board of Directors shall have full charge of the planning for emergency response and public information as directed by law. It shall plan and direct the work necessary to carry out the planning mandate.

Section 2. QUALIFICATIONS. The Board of Directors shall consist of the County Judges. All Officers and Presiding Officers of standing committees must be affirmed by the County Judges and submitted to the SERC.

Section 3. NUMBER AND TENURE. The number of Directors must always be at least four Directors. Each Director will serve for a term of four years.

Section 4. VACANCIES. Any vacancy occurring on the Board of Directors by reason of resignation, death or disqualification of a member will be filled by appointment in accordance with Article 2.

Section 5. MEETINGS. There should be at least one regular meeting of the Board of Directors per year. Special meetings may be called by the President at such time and place as the President may designate. The President must call a special meeting within fourteen days upon the written request of three members. No notices of regularly scheduled board meetings are required. Notices of any special meetings or any change in a regularly scheduled meeting shall be given to each Director as directed by the President.

Section 6. QUORUM. The presence of 3/4 of the members of the Board of Directors at the opening of the Board of Directors meeting shall constitute a quorum for the transaction of business.

Section 7. ALTERNATES. Each County Judge may designate a standing duly authorized alternate whose vote may be counted in determining a quorum and who will be permitted to vote in their place. This alternate must be made in writing to the President.

Section 8. DISQUALIFICATION. Any member of the Board of Directors who is unable to attend a meeting shall notify the LEPC President or designee. The County Judges are not subject to disqualification under any circumstances.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. ENUMERATION OF OFFICERS. The officers of the LEPC shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. NOMINATION AND ELECTION OF OFFICERS. Prior to the expiration of the officer's term of service, nomination and election of officers shall occur. Nominations will be accepted from the floor for the positions of President and Vice-President. The election shall be by ballot, except that when there is only one nomination for each office, election may be by voice vote. These officers shall be selected by a majority of the voting members of the LEPC present and voting at the meeting.

Section 3. TERM OF OFFICE. The term of the officers shall be for a period of one year, starting on January 1.

Section 4. OFFICES. Suggestions for candidates to fill vacant positions may be made by the Executive Committee to the County Judges who will affirm and make notification of change to the SERC.

Section 5. PRESIDENT. The President shall preside at all meetings of the Board of Directors and general LEPC; shall serve as ex officio member of all committees; and shall perform such duties and acts as necessary to accomplish the goals and objectives of the LEPC. The President shall be empowered to create other ad hoc committees as necessary to accomplish the goals of the LEPC.

Section 6. VICE-PRESIDENT. Upon the resignation or death or in the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall perform such other duties as may be assigned by the President.

Section 7. SECRETARY. The Secretary shall be the custodian of all books, papers, documents, and other property of the LEPC. The Secretary shall keep a true record of the proceedings of all meetings of the LEPC.

Section 8. TREASURER. The Treasurer shall attend to the business needs of the LEPC and shall maintain an accurate record of all monies received and expended for the use of the LEPC.

Section 9. LEPC COORDINATOR. The Officers may appoint a LEPC Coordinator to serve as the primary point of contact for LEPC related business. This position may be compensated, subject to available budgeted funds. If compensated, the LEPC Coordinator may only serve in an ex-officio capacity and is not entitled to vote or counted in determining the existence of a quorum.

ARTICLE V COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Executive Committee will consist of the President, Vice-President, Secretary, and Treasurer. The duties of the Executive Committee shall be to coordinate the activities of the standing and ad hoc committees.

Section 2. STANDING COMMITTEES. The following standing committees can be established.

- A. Public Information and Awareness. Each county shall provide the general public with information of the hazardous materials stored or transported in or through the respective county. Programs shall be established for presentations at any club or organization which may request such information. News releases shall be prepared for publishing information of ways to protect the public in the event of a chemical release, general information concerning the storage or transportation of hazardous substances and general activities of the W.A.K.M. LEPC. Additionally, each should conduct periodic countywide analysis of hazardous substances stored or transported in or through the Planning District, identifying the type of chemical, hazards, locations, and amounts. The study will be the basis of the vulnerability analysis, which addresses potential exposure to populations and the relative risk and severity of an accidental release.
- B. Emergency Response & Communications. This committee shall establish and maintain an emergency response and communication system between federal, state, and local government response personnel and industry response personnel that is consistent with the National Incident Management System (NIMS) and Homeland Security Presidential Directive (HSPD-5). Provide joint training opportunities for first responder personnel and assist in chemical emergency drill planning. Evaluate plan performance during exercise or past incidents and upgrade as needed. This Committee will work with the existing emergency response organizations in jurisdictions within the Planning District. This committee shall be responsible for:
 - 1) Communications. Provide ways to enhance communications between all emergency response agencies in the Planning District and any of its mutual aid jurisdictions. The Committee shall develop ways to provide the general public with emergency warnings, notifications and information to be communicated by the Public Information and Awareness Committee.
 - 2) Health and Medical. Provide an ongoing assessment of the health and medical capabilities of all medical agencies, or other entities in the Planning District to deal with persons exposed to hazardous substances. This assessment shall include, but not be limited to, equipment and personnel availability, personnel training, and hospital and area doctor capabilities for mass casualty and contaminated victims.
 - 3) Training. Address ongoing hazardous materials training of all LEPC facility members, citizens, and emergency response agencies in the Planning District.
 - 4) Emergency Response Communities. The Committee will bring issues of concern from all entities of the Emergency Response Communities, including boundaries, equipment, support, and training.
 - 5) Exercise. Develop and execute exercises in accordance with SARA Title III requirements. These exercises shall address various components of the Emergency Operations Plans for the Planning District.

C. Resource and Funding. This committee shall address ongoing programs for the funding of LEPC and establish resource lists for all areas of hazardous materials response. All resource lists shall be reevaluated and updated as necessary.

Section 3. MEETINGS. All committees can meet as needed and shall present minutes of the meetings and an oral report to the LEPC during the regular LEPC quarterly meetings.

Section 4. ATTENDANCE OF COMMITTEE MEETINGS. For the purpose of standing committee meetings, the presence of three members shall constitute a quorum for the transaction of business.

Section 5. ANNUAL GOALS AND OBJECTIVES. Each committee shall prepare a set of goals and objectives for projects along with budget requests to be accomplished during the year. These goals and objectives shall be presented to the LEPC during the February meeting for approval of the general LEPC membership present at that meeting.

Section 6. PRESIDING OFFICERS OF THE STANDING COMMITTEES. Each standing committee shall elect its own Presiding Officers. A Chairperson and Vice Chairperson shall be elected yearly. The exception is the Resources and Funding Committee, in which case the Chairperson is appointed, therefore, only the Vice Chairperson is elected. The selected Presiding Officers shall be approved by the LEPC at the November meeting following the election of Officers.

Section 7. AD HOC COMMITTEES. The President may create ad hoc committees as necessary to perform the functions of the LEPC. The Presiding Officers of ad hoc committees shall be appointed by the President.

Section 8. MEMBERSHIP OF STANDING AND AD HOC COMMITTEES. All members of the LEPC may volunteer to serve on at least one committee to remain in good standing or accept other special assignment (see Article II Section). Final membership on the standing committees shall be determined by the Presiding Officers after consultation with the Executive Committee to ensure that all committees have sufficient manpower to carry out their assigned tasks.

ARTICLE VI INDEMNIFICATION

Section 1. WHEN INDEMNIFICATION IS REQUIRED, PERMITTED, AND PROHIBITED. The LEPC will indemnify a director, officer, member, committee member, employee, or agent of the LEPC who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the LEPC. For the purpose of this article, an agent includes one who is or was serving at the LEPC's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

The LEPC will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the LEPC's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The LEPC will not indemnify a person who is found liable to the LEPC or is found liable to another on the basis of improperly receiving a personal benefit from the LEPC. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgement,

order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the LEPC.

The LEPC will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the LEPC in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the LEPC when the person is not named defendant or respondent in the proceeding.

In addition to the situations otherwise described in this paragraph, the LEPC may indemnify a director, officer, committee member, employee, or agent of the LEPC to the extent permitted by law. However, the LEPC will not indemnify any person in any situation in which indemnification is prohibited herein.

The LEPC may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified herein have been satisfied. Furthermore, the LEPC will never advance expenses to a person before a final disposition of a proceeding if the person is named defendant or respondent in a proceeding brought by the LEPC or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. EXTENT AND NATURE OF INDEMNITY. The indemnity permitted under these Bylaws includes indemnity against judgements, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the LEPC, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS. Before the LEPC may pay any indemnification expenses (including attorney's fees), the LEPC must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided herein. The LEPC may make these determinations and decisions by any one of the following procedures:

- 1) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- 2) If such a quorum cannot be obtained, by a majority vote of the Board of Directors, designated to act in the matter by a majority vote of all Board of Directors, consisting solely of two or more Board of Directors who at the time of the vote are not named defendants or respondents in the proceeding.
- 3) Determination by special legal counsel selected by the Board of Directors by the same vote as provided herein, or if such quorum cannot be obtained and such a committee cannot be established, by a majority of all Board of Directors.

The LEPC will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified herein, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members of the Board of Directors that requires the indemnification permitted herein constitutes sufficient authorization of indemnification

even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

The LEPC will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible herein.

In addition to this determination, the LEPC may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the LEPC if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR. The fiscal year shall be from January 1 to December 31.

Section 2. INDEBTNESS. All indebtedness incurred by the LEPC shall be approved by the Resource and Funding Committee and the Executive Committee prior to payment by the Treasurer from 2 of the 4 counties.

Section 3. CHECK WRITING. There shall be two authorized signatures on all checks of the LEPC. The President, Treasurer, or the County Judges are authorized to sign checks.

Section 4. AUDITING. An annual audit of all financial functions is not mandatory. During the February regular LEPC meeting, or upon request of the Board of Directors, an audit may be directed. The audit, if required, shall be performed by an independent auditor subject to available funds.

ARTICLE VIII NOTICES

Section 1. NOTICES. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the LEPC may be given by mail, hand delivery or electronic mail. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the LEPC records, with postage prepaid. If given by electronic mail, a notice is deemed delivered when transmitted. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary, or designee, of the LEPC.

Section 2. SIGNED WAIVER OF NOTICE. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 3. WAIVING NOTICE BY ATTENDANCE. A person's attendance at a meeting constitutes a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIX AMENDMENTS

These Bylaws may be amended by a 3/4 vote of the members of the Executive Committee present and voting at any meeting of the LEPC provided that any proposed amendments to these Bylaws must be submitted to the members in writing at least one week in advance of the meeting.

ARTICLE X RULES

Section 1. ADOPTION OF RULES: PUBLICATION OF PROPOSALS. The LEPC may, as necessary and proper, adopt rules of general application governing the execution of its responsibilities under federal and state law and related applicable regulations. Any such rules must first be published in proposed form not less than ten (10) days prior to final adoption by the LEPC. Publication shall be affected through posting of the proposed rule and a statement of basis and purpose on the public bulletin boards located at the Wilson, Atascosa, Karnes, and McMullen County Courthouses. (The proposed rule together with the statement of basis and purpose are hereafter referred to as "notice of proposed rulemaking.") Such notice of proposed rulemaking shall invite written public comment on any aspect of the proposed rule during the ten (10) day period. The Executive Committee is encouraged, but not required, to mail notices of the proposed rulemaking to interested local government officials, industries, and citizens.

Section 2. METHOD OF INITIATING PROPOSED RULEMAKING. Any member of the LEPC may recommend the initiation of proposed rulemaking. Any proposed rules shall be initially considered by the Executive Committee, unless otherwise decided by the LEPC. If the Executive Committee, by majority vote approves a proposed rule it shall thereafter proceed to publication as provided in the proceeding section.

Section 3. METHOD OF ADOPTING FINAL RULES. Following the expiration of the (10) day comment period, the Executive Committee shall review all public comments and prepare a statement, which responds to comments raised and discusses the basis for any appropriate changes to the proposal. The Executive Committee shall present such statement of the LEPC. The LEPC shall then vote on the adoption of the proposed rule. If the LEPC acts favorably, the rule shall take effect immediately at the time and date the notice of adoption is first published unless the LEPC determines otherwise.

Section 4. NOTICE OF ADOPTION. Upon adoption of any rule by the LEPC, the Executive Committee also shall publish the LEPC's response to comments received and any changes to the proposal made in response to such comments. Publication of the final rule shall be in the same manner as that for proposed rules. Nothing herein shall require a specific response to each, and every, comment received.

Section 5. EMERGENCY RULES. In emergency circumstances, to be determined by the LEPC, the LEPC may adopt rules without prior public notice and comment, provided that no such rule will remain in effect for more than ninety (90) days.

ARTICLE XI
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the LEPC and its committees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the W.A.K.M. Local Emergency Planning Committee and that these Bylaws constitute the LEPC's Bylaws. These Bylaws were duly adopted at a meeting of the Executive Committee held on November 16, 2023.

Previous Revision: October 11, 2023 (Desiree Berlanga)

 11/16/23
Desiree Berlanga, Secretary of LEPC Date