

**BYLAWS OF
BRONTE ECONOMIC DEVELOPMENT CORPORATION (4A)**

ARTICLE ONE: PURPOSE AND POWERS

1.01 PURPOSE. The Corporation is incorporated for the purposes set forth in Article Five of its Articles of Incorporation, the same to be accomplished on behalf of the City of Bronte, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, Article 5190.6, Vernon's Ann. Civ. St., Sect. 4A (the "Act"), Local Government Code 504 Type A Corporations, and other applicable laws.

1.02 POWERS. In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4A of the Act, and shall have all of the powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE TWO: BOARD OF DIRECTORS

2.01 POWERS, NUMBER, AND TERM OF OFFICE.

- (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation. The Board shall be appointed by the governing body of the City of Bronte, Texas.
- (b) The board shall consist of five (5) Directors, each of whom shall be: residents of the City; resident of the county in which the major part of the area of the municipality is located, or reside within ten (10) miles of the City boundaries and in a county bordering the county in which most of the municipality is located; and be appointed by the City Council (the "Council"). Each member of the Board shall serve at the pleasure by the Council for a term of two (2) years. Three Directors must be persons who are not employees, officers, or members of the City Council. Places, 1, 3, and 5 shall be appointed in odd-numbered years, and Places 2 and 4 shall be appointed in even-numbered years. Terms begin on October 1st of each year. In case of a vacancy on the Board, the Council shall appoint a successor to serve the remainder of the unexpired term. Board members shall continue to serve until resignation, removal, or their successor is appointed.
- (c) Any Director may be removed from office by the Council at will.
- (d) Any vacancy occurring on the Board shall be filled by the governing body of the City by an appointment of a successor Director for the remainder of the term of

the vacancy. Such an appointment must be made within forty-five (45) days after the vacancy is created.

2.02 MEETINGS OF DIRECTORS. The Directors may hold their meetings at such place or places in the City as the Board may from time to time determine, provided, however, in the absence of any such determination by the Board, the meetings shall be held at the Registered Office of the Corporation as specified in Article Four of these Bylaws.

- (a) **Annual Meetings.** The Annual Meetings of the Board shall be held on the first business day of February. Officers of the corporation shall be elected at each annual meeting. The President of the previous fiscal year shall call the annual meeting to order, shall preside over the election of a presiding officer of the newly formed Board, and shall then relinquish control of the meeting to the elected presiding officer. Any other business of the Board may be conducted at annual meetings.
- (b) **Special Meetings.** For any purpose the President or one or more of the Directors of the Corporation may call a Special meeting.
- (c) **Emergency Meetings.** An emergency or urgent public necessity exists only if immediate action is required due to an imminent threat to public health and safety or a reasonably unforeseeable situation.

2.03 NOTICE OF MEETINGS. The Secretary shall cause notice of the time and place of holding each meeting of the Board to be given to each Director. The notice may be in writing, in person, or in person by telephone. Notice of each meeting shall also be given to the public in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Government Code, as amended. Any member of the Board or member of the governing body of the City may place an item on the agenda of a Director's meeting by delivering the request in writing to the Secretary or in the absence of the Secretary to an officer of the Corporation designated by the Secretary no later than eighty (80) hours prior to the date of the Board meeting.

2.04 QUORUM. A majority of the Directors shall constitute a quorum for the conduct of the official business of the Corporation.

2.05 ORDER OF BUSINESS. At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.

2.06 PRESIDING OFFICER. At all meetings of the Board, the President, or in the President's absence, the Vice-President, or in the absence of both of these officers, a member of the board selected by the directors present shall preside. The Secretary of the Corporation shall sit as Secretary at all meetings of the Board, and in case of the Secretary's absence, the presiding officer shall designate any person to act as Secretary.

2.07 COMMITTEES OF THE BOARD. The Board may designate two or more Directors to constitute an office committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions for the Corporation may be exercise only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in book kept for that purpose in the Registered Office of the Corporation.

ARTICLE THREE: OFFICERS

3.01 OFFICERS. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board, at each annual meeting, shall elect these officers. The Board may appoint such other officers as it deems necessary, who shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board. One person may hold more than one office, except that the President shall not hold the office of Secretary. Terms of office shall be one (1) year with the right of an officer to be reelected. All officers shall be subject to removal from office at any time by a vote of the majority of the entire Board. A vacancy in the office of any officer shall be filled by a vote of a majority of the Board.

3.02 PRESIDENT. The President shall be the chief executive officer of the Corporation, and subject to the paramount authority of the Board, the President shall be in general charge of the properties and affairs of the Corporation, shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

3.03 VICE-PRESIDENT. The Vice-President shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability of the President to act at the time such actions were taken.

3.04 TREASURER. The Treasurer shall have the responsibility to see to the handling, custody, and security of all the funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the Treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent with these Bylaws. The Treasurer shall see to the entry in the books of the Corporation full and accurate accounts of all monies received and paid out on account of the Corporation. The Treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of his duties in such form and amount as the Board or the council may require.

3.05 SECRETARY. The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; shall give and serve all notices; may sign with the President, or Vice-President, in the name of the Corporation, and/or attest the signature thereto, all contracts conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments

except the papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board.

3.06 REGISTERED AGENT. The Board shall designate a registered agent who must be an individual who is a resident of Texas and who must have an office that is identical with the Registered Office of the Corporation. The initial registered agent of the Corporation shall be the City Secretary of the City of Bronte, Texas.

3.07 ASSISTANT SECRETARY / TREASURER. The Assistant Secretary / Treasurer, if any, shall, in general, perform such duties as may be assigned to them by the President, Secretary, Treasurer, Board of Directors, or by the governing body of the City.

3.08 CONTRACT WITH OTHER PRIVATE CORPORATION. The Corporation may contract with another private corporation to carry out an industrial development program or objective; or assist with the development or operation of an economic development program or objective consistent with the purposes and duties provided by this subtitle.

3.09 COMPENSATION OF DIRECTORS. Directors shall not receive any salary of compensation. However, they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

3.10 TRAINING. President, Secretary, Treasurer, Registered Agent and Assistant Secretary/Treasurer shall attend Sales and Use Tax workshop annually. Newly appointed directors shall attend Sales and Use Tax workshop within twelve (12) months of being appointed. Directors shall continue to attend Sales and Use Tax workshop every two (2) years.

3.11 ATTENDANCE. Board members that miss three consecutive meetings are automatically removed from the Board.

ARTICLE FOUR: MISCELLANEOUS PROVISIONS

4.01 NOTICES AND WAIVERS. Whenever under the provisions of these bylaws notice is required to be given to any Director or officer, unless otherwise provided, the notice may be given personally, or it may be given in writing by depositing it in the post office or letter box in a post paid envelope or postal card addressed to the Director or officer, at the address as appears on the books of the Corporation, and the notice shall be deemed to be given by law, or by these bylaws, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the time stated shall be deemed the equivalent of notice. This paragraph does not eliminate the requirement to comply with the Open Meetings Act.

4.02 REGISTERED OFFICE. The Registered Office of the Corporation shall be City Hall, 114 South Washington Street, Bronte, Texas 76933. The office must be open during the business

hours of the municipal offices of the City of Bronte, Texas. The books and records of the Corporation shall be stored in the Office.

4.03 FISCAL YEAR. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

4.04 RESIGNATIONS. Any Director or officer may at any time resign. Resignations shall be made in writing and shall take effect at the time specified in the resignation, or, if not time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

4.05 APPROVAL OF THE CITY COUNCIL. To the extent these bylaws refer to any approval or other action to be taken by the City, that approval or action shall be evidenced by a certified copy of a resolution, ordinance, or motion duly adopted by the City Council.

4.06 ORGANIZATIONAL CHART. The City Council at its sole discretion, and at any time, may alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into such Corporation. The foregoing notwithstanding, the City, at all times during which any indebtedness of the Corporation, the interest on which is exempt from federal income taxation, remains outstanding, with maintain a beneficial interest in the Corporation.

4.07 STATE COMPTROLLER REPORT. Not later than February 1st of each year, the Board of Directors of the Corporation shall submit to the State Comptroller's Office a report in the form required by the Comptroller.

4.08 INDEMNIFICATION OF DIRECTORS, OFFICER, AND EMPLOYEES.

- (a) As provided in the Act, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.
- (b) The Corporation shall indemnify each and every member of the board, its officers, and its employees, and each member of the Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

4.09 BUDGET. A budget for the forthcoming fiscal year shall be submitted to and approved by the Board and the governing body of the City of Bronte, Texas. The Board shall submit the budget in accordance with the annual budget preparation schedule as set forth by the City for its inclusion in the annual budget presentation to the City's governing body. The budget proposed for adoption shall include the projected operating expenses and such other budgetary information

as shall be useful to or appropriate for the Board of Directors and the governing body of the City of Bronte, Texas.

4.10 AUDIT. Financial reports shall be provided to the City of Bronte. Reports and shall be subject to inspection and audit by the City's external auditor. The external auditor shall provide an annual independent review to assure compliance with state law, policies and procedures.

ARTICLE FIVE: PROVISIONS REGARDING BYLAWS

5.01 EFFECTIVE DATE. These bylaws shall become effective only upon the occurrence of the following events:

- (1) the approval of these bylaws by the City Council; and
- (2) the adoption of these bylaws by the Board of Directors.

5.02 AMENDMENTS TO BYLAWS. These bylaws may be amended at any time and from time to time either by majority vote of the Directors when in office with approval of the City Council or by the City Council itself, at its sole discretion.

5.03 INTERPRETATION OF BYLAWS. These bylaws shall be liberally construed to effectuate their purposes. If any word, phrase, clause, sentence, paragraph, section or other part of these bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these bylaws and the application of such word, phrase, clause, sentence, paragraph, section or party of these bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE SIX: ELIGIBLE PROJECTS

- Manufacturing and industrial facilities.
- Research and development facilities.
- Military facilities.
- Recycling facilities.
- Distribution centers.
- Small warehouse and storage facilities.
- Primary job training facilities for use by institutions of higher education.
- Regional or national corporate headquarters facilities.
- Airport facilities.
- Facilities to promote new and expanded business development.
- Facilities to promote job creation and retention.
- Job training classes and career centers.
- Targeted infrastructure.
- Educational facilities.
- Clean-up of contaminated project sites.

- Infrastructure assistance to retail or commercial projects.
- Business-related sewer utilities and site improvements.
- Type B projects with voter approval.
- May undertake projects outside of the city limits with permission of the governing body that has jurisdiction over the property.

Gerald Sandusky
 Mayor, Gerald Sandusky

SUBSCRIBED AND SWORN TO BEFORE ME by Gerald Sandusky, Mayor, on behalf of the City of Bronte, on this 14th day of December, 2017.



CJ 2 Bl
 Notary Public, State of Texas

Paul J. King
 Director, 4A Bronte Economic Development

SUBSCRIBED AND SWORN TO BEFORE ME by Paul J. King, Director, on behalf of the said 4A Bronte Economic Development Board, on this 30th day of January, 2018.



CJ 2 Bl
 Notary Public, State of Texas