

HALTOM CITY ECONOMIC DEVELOPMENT CORPORATION

BYLAWS

ARTICLE I. OFFICES

1.01 Location. The principal office of the Haltom City Economic Development Corporation (the "corporation") is located at 5024 Broadway Avenue, Haltom City, Texas.

ARTICLE II. DIRECTORS

2.01 Number, Appointment, and Term of Office. The business and affairs of the corporation shall be managed by a board of seven directors (the "board"). Directors shall be appointed by the city council, and at least three directors must not be employees, officers, or members of the city council. Each member of the board shall serve at the pleasure of the city council for a term of two years. Each director shall be a resident of the city and is entitled to one vote upon the business of the corporation.

2.02 Vacancies. In case of a vacancy on the board, the city council shall appoint a successor to serve the remainder of the unexpired term.

2.03 Regular Meeting; Place of Meetings. Regular meetings shall be held from time to time as determined by resolution of the board and shall be held at City Hall, 5024 Broadway Haltom City, Texas, 76117, unless otherwise determined by resolution of the board. A meeting of the board for the election of officers and the transaction of other business shall be held on the third Tuesday in July of each year, unless changed by resolution of the board. All meetings shall be called and held in accordance with the Texas Open Meetings Act, Chapter 551, Government Code, as amended.

2.04 Special Meetings. Special meetings of the board shall be held whenever called by the president, or upon written request by two directors.

2.05 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.

2.06 Quorum. A majority of the membership of the board, including vacancies, shall constitute a quorum for the transaction of business.

2.07 Order of Business. The order of business shall be determined by the board.

2.08 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.

2.09 Management. The property and business of the corporation shall be managed by the board which may exercise all powers of the corporation.

2.10 Additional Powers. In addition to the powers conferred by these by-laws, the board may exercise all powers of the corporation and do all lawful acts and things that are not prohibited by statute, or these by-laws including, but not limited to the following powers:

(1) To purchase, or otherwise acquire for the corporation, any property, rights, or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they determine to be appropriate, and at their discretion to pay therefor either wholly or partly in money, notes, bonds, debentures, or other securities or contracts of the corporation as may be lawful.

(2) To create, make and issue notes, mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or deed of trust on any real property of the corporation or otherwise, and to do every other act or thing necessary to effect the same.

(3) To sell or lease the real or personal property of the corporation on such terms as the board may see fit and to execute all deeds, leases and other conveyances or contracts that may be necessary for carrying out the purposes of this corporation.

ARTICLE. III OFFICERS

3.01 Compensation of Directors and Officers. Directors and officers, shall not receive any salary for their services but by resolution of the board, expense incurred in the corporation's business may be reimbursed.

3.02 Executive Officers. The executive officers of the corporation shall be a president and vice-president. The board, at each annual meeting shall elect these officers by ballot. These offices shall be held by directors. The office of secretary shall be held by the city secretary, and the office of treasurer shall be held by the city manager. The persons holding the offices of secretary and treasurer shall be non-voting ex officio members of the board. The board may appoint such other officers as they deem necessary, who shall have such authority, and shall perform such duties as from time to time may be prescribed by the board. The city manager shall serve as the executive director of the corporation and shall provide such staff as may be necessary for administrative support services for the corporation. The executive director shall be a non-voting ex officio member of the board.

3.03 Powers and Duties of the President. The president shall preside at all meetings of the directors. He or she shall have power to sign and execute all contracts and instruments of conveyance in the name of the corporation and to sign checks, drafts, notes and orders for the payment of money. He or she shall have general and active management of the business of the corporation, and shall perform all the duties usually incident to the office of president.

3.04 Vice-President. The vice president shall have such powers and perform such duties as may be delegated to him or her by the board. In the absence or disability of the president, the vice-president may perform the duties and exercise the powers of the president.

3.05 Power and Duties of the Secretary. The secretary shall keep the minutes of all meetings of the board in books provided for that purpose; shall provide all notices, may sign with the president, or a vice-president, in the name of the corporation, all contracts and instruments of conveyance authorized by the board, shall have charge of the books and papers of the board, and shall in general perform all the duties incident to the office of secretary, subject to the control of the board. Records of the corporation shall be maintained and filed in the office of the city secretary of the city.

3.06 Treasurer. The treasurer shall have custody of all funds and securities of the corporation and shall endorse on behalf of the corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank

or depository as the board may designate. Whenever required by the board the treasurer shall render a statement of the corporation's cash account; enter regularly in the books of the corporation, a full and accurate account of the corporation; and perform all acts incident to the position of treasurer, subject to the control of the board. All written statements and accounts shall be maintained and filed in the office of the city manager for the city. The treasurer shall give a bond for the faithful discharge of his duties in such sum, if any, as the board may require.

ARTICLE IV. CORPORATION SEAL

No corporate seal shall be required.

ARTICLE V. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and terminate on the 30th day of September in each year.

ARTICLE VI. INDEMNITY

The corporation shall indemnify each member of the board, its officers and employees, and each member of the city council and employee of the city, to the applicable limits established by the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code) or other applicable law, against all liability or expense, including attorneys fees, incurred by reason of any actions or omissions that may arise out of the functions and activities of the corporation.

ARTICLE VII. MISCELLANEOUS

6.01 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 at the time when it is mailed. Whenever any notice to directors or officers is required 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.

6.02 Negotiable Instruments. All checks, drafts, notes or other obligations of the corporation shall be signed by such of the officers of the corporation or by such person or persons as may be authorized by the board. All checks shall require the signature of two persons.

6.03 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 no 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.

6.04 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.

6.05 Organizational Control. 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 by such corporation. The city, however, will maintain a beneficial interest in the corporation at all times during which any indebtedness of the corporation, the interest on which is exempt from federal income taxation, remains outstanding.

6.06 Annual Audit. The board shall arrange for an annual independent audit of the corporation's books and records and shall present the audit report to the city council within 180 days of the end of each fiscal year.

6.07 Quarterly Reports. The board shall prepare a quarterly activity report, detailing the projects and work accomplished during the previous quarter. This report shall be submitted to the city council by the 15th day of the month following the end of each quarter.

ARTICLE VIII. PROVISIONS REGARDING BYLAWS

(a) 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.

(b) These bylaws may be amended at any time and from time to time either by majority vote of the directors then in office with approval of the city council or by the city council itself, at its sole discretion.

(c) 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 other part of these bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE IX. DISSOLUTION OF CORPORATION

It shall not be the purpose of this corporation to engage in carrying on propaganda or otherwise attempting to influence legislation. Upon the dissolution of the corporation after payment of all obligations of the corporation, all remaining assets of the corporation shall be transferred to the City of Haltom City, Texas.

I hereby certify that the foregoing bylaws are the true and correct bylaws of the corporation as adopted by the _____ on the _____ day of _____, 1995.

Secretary