

**BYLAWS
OF
CALVERT ECONOMIC DEVELOPMENT CORPORATION**

ARTICLE I

PURPOSE AND POWERS

SECTION 1. REGISTERED OFFICE AND REGISTERED AGENT

CALVERT ECONOMIC DEVELOPMENT CORPORATION (the "Corporation") shall have, and continuously maintain in the State of Texas , a registered office and a registered agent, whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act, and state law. The registered Agent for the Corporation shall be the City Administrator. The Board of Directors (the "Board") may from time to time, change the registered agent and/or the address of the registered office, subject to City Council approval, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation (the "Articles").

The Registered Office of the Corporation is located at City Hall, 600 Railroad Street, Calvert, Robertson County, Texas 77837, and at such address is the Corporation, whose mailing address is P.O. Box 505, Calvert, Texas 77837. Said address shall also serve as the principal office of the Corporation and Board.

SECTION 2. PURPOSE

The Corporation is incorporated as a non-profit corporation for the purpose set forth in the Articles, the same to be accomplished on behalf of the City of Calvert, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Texas Development Corporation Act of 1979, Article 5190.6, Section 4B, Tee. Rev. Civ. State., Ann., as amended, (the "Act"), other applicable laws, and the City of Calvert, Ordinance No. 175, including all permissible projects prescribed by the Act, and for parks, auditoriums, open space improvements, athletic and exhibition facilities, and other related improvements and for maintenance and operating cost of the publicly owned and operated projects. The Corporation shall be a non-profit corporation as defined by the Internal Revenue Code 1986, as amended, and the applicable regulations of the United States Treasury and the rulings of the Internal Revenue Service of the United States prescribed and promulgated hereunder.

SECTION 3. POWERS

In the fulfillment of its corporate purpose, the Corporation shall be governed by the Act, and shall have all of the powers set forth and conferred in the Act, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE

- A. The property and affairs of the corporation shall be managed and controlled by a Board and, subject to the restrictions imposed by law, by the Articles and these Bylaws, The Board shall exercise all of the powers of the Corporation.
- B. The Board shall consist of seven (7) directors, each of whom shall be appointed by the City Council. Each of the directors shall be a resident of the City.
- C. Four (4) members of the first Board shall serve terms of one (1) year and three (3) members shall serve terms of two (2) years. The respective terms of the initial directors shall be determined by the City Council. Thereafter, each successive member of the Board shall be appointed and serve for two (2) years or until a successor is appointed as hereinafter provided. At least three (3) directors shall be persons who are not employees, officers of the City or members of the City Council.
- D. Any director may be removed from office by the City Council at will. A vacancy of any director's position which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council.

SECTION 2. VACANCIES AND RESIGNATION

A vacancy in any position of director that occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled as prescribed in Article II, Section 1. A vacancy in the office of president or vice president which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by appointment by the Mayor from the remaining directors, with approval by the City Council, for the unexpired portion of the term of that office.

Any director may resign at any time. Such resignation shall be made in writing addressed to the Mayor and the City Administrator, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the City Administrator.

SECTION 3. MEETINGS OF DIRECTORS

For meetings of the Board or committees, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Local Government Code. Any member of the Board, officers of the Corporation or Mayor, may have an item placed on the agenda by delivering the same in writing to the secretary of the Board no less than three (3) calendar days prior to the date of the Board meeting. Each agenda of a Board meeting shall contain an item, titled "Citizens Forum", to allow public comment to be made by the general public concerning Board related matters. However, no official or formal action or vote may be taken on any comment made by citizens during Citizens Forum. The annual meeting of the Board shall be on the 2nd Monday in June of each year, at 4:00 P.M. The Board shall hold regular and special meetings. within the corporate limits of the City, at such place or places as the Board may from time to time determine and in conformance with the Texas Open Meetings Act.

SECTION 4. QUORUM

A quorum is a majority of the Board (being not less than four (4) members), and shall be present for the conduct of the official business of the Corporation. The act of four (4) or more directors at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by these Bylaws, policies/procedures of the Board, City Council resolution/ordinance, or state law.

SECTION 5. CONDUCT OF BUSINESS

- A. At the meeting of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board. Unless otherwise adopted by the Board, the rules of procedures of the City Council shall be the rules of procedures for the Board.
- B. At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.
- C. The secretary of the Corporation shall act as secretary of all meetings of the Corporation, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting. The secretary shall keep minutes of the transactions of the Board-and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

SECTION 6. COMMITTEES OF THE BOARD

An official committee of the Board shall consist of two (2) or more directors. It is provided, however, that all final official actions of the Corporation must be exercised by the Board. Each committee so designated shall keep regular minutes to be recorded in books kept for that purpose in the principal office of the Corporation or to allow recordings in lieu of/in addition to hand-written minutes for committee meetings.

SECTION 7. COMPENSATION OF DIRECTORS

The directors, including the president and vice president, shall not receive any salary or compensation for the services. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the Board. Travel expenses incurred by directors for both regular and special meetings are not eligible for reimbursement.

ARTICLE III

OFFICERS

SECTION 1. TITLES AND TERMS OF OFFICE

The president and vice president shall be appointed from the Board, by the Mayor, and approved by the City Council, and shall serve a term of one (1) year beginning on July 1 and ending on June 30. The respective terms of the initial president and vice president shall be determined by the City Council. The president and vice president shall continue to serve until their successors are appointed as provided in Article II, Section 1.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT

The president shall be the chief executive officer of the Corporation and shall, subject to the authority of the Board and absent any different designation by a majority of the Board, shall sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, and notes in the name of the Corporation. In addition the president shall:

- A. Call both regular and special meetings of the Board and establish the agency for such;
- B. Have the right to vote on all matters coming before the board;
- C. Have the authority to appoint standing or study committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and functions of the Board;
- D. Perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the board, subject to approval by the City Council;
- E. Appear before the City Council or be represented by his designee, on a periodic basis to give a report on the status of activities of the Corporation; and
- F. Appear before the City Council, or be represented by his designee regarding any item being considered by the City Council concerning the Corporation.

SECTION 3. VICE PRESIDENT

The vice president shall exercise the powers of the president during that officer's absence or inability to act. The vice president shall also perform other duties as from time to time may be assigned by the president or the Board.

SECTION 4. ATTENDANCE

Directors must be present in order to vote at any meeting. Regular attendance at the Board meetings is required of all directors. The following number of absences shall constitute the basis for replacement of a director. Three consecutive unexcused absences from meetings of the Board shall cause the position to be considered vacant. In addition, the position of any director who has four (4) unexcused absences in a twelve (12) month period shall also be considered vacant.

SECTION 5. CONFLICT OF INTEREST

In the event that a director is aware that he has conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the Board, the director shall bring the same to the attention of the Board and shall abstain from discussion and voting thereof.

Any director shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other director, in which case the Board shall determine whether or a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The director about whom a conflict of interest question has been raised shall refrain from voting with regard to determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the Board is cause for dismissal from the Board by action of the City Council.

SECTION 6. IMPLIED DUTIES

The Corporation is authorized to do that which the Board deems desirable, subject to City Council approval, to accomplish any of the purposes or duties set out or alluded to in the Articles, these Bylaws, and in accordance with state law.

SECTION 7. BOARD'S RELATIONSHIP WITH THE CITY

In accordance with state law, the Board shall be responsible for the proper discharge of its duties assigned herein. The Board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, the Articles, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities. Such policies and directives are subject to approval by the City Council. Any request for services made to the departments of the City shall be made by the Board or its designee in writing to the City Administrator. City Administrator may approve such request for assistance from the Board when he finds such requested services are available within the City and that the Board has agreed to reimburse the City for the cost of such services so provided, as provided in Article III, Section 8 of these Bylaws.

SECTION 8. CONTRACT FOR SERVICES

The Corporation may, with approval of the City Council, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy making functions in discharging the duties herein set forth. An administrative services contract shall be executed between the Board and the City, Council for the services provided by the General Manager, City Administrator, City Secretary, City Attorney, and other City services/functions and compensation as provided for herein. Subject to the authority of the City Administrator under the Charter of the City, the Corporation shall have the right to utilize the services of staff and employees of the administrative department of the City and other employees of the City provided (i) that the City Administrator approves of the utilization of such services, (ii) that the Corporation shall pay, as approved by the City Manager, reasonable compensation to the City of such services, and (iii) the performance of such services does not materially interfere with the other duties of such personnel of the City. Utilization of the aforesaid City staff shall be solely by contract approved by the City Council.

ARTICLE IV

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

SECTION 1. GENERAL MANAGER

The general manager shall be chief administrative officer of the Corporation and be in general charge of the properties and affairs of the Corporation, shall administer all work orders, requisitions for payment, purchase orders, contracts, administration/oversight, and other instruments or activities as prescribed by the board in the name of the Corporation. The general manager shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation. When necessary or proper, the general manager shall endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations drawn upon such bank or banks or depositories as shall be designated by the City Council consistent with these Bylaws. The general manager shall, at the expense of the Corporation, give such bond for the faithful discharge of the duties in such form and amount as the City Council shall require, by resolution. The general manager shall submit a monthly report, to the Board in sufficient detail,

of all checks or drafts issued on behalf of the Corporation for the previous month. The general manager shall provide a monthly financial report to the City Council concerning activities of the Corporation in a format consistent with other financial reports of the City. The general manager shall be an employee of the City.

SECTION 2. SECRETARY

The secretary shall keep the minutes of all meetings of the Board and committees in books provided for that purpose, shall give and serve all notices, shall sign with the 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, instruments, books of account, financial records, securities and such other books and 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 and control of the Board. The secretary shall endorse and countersign, 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 City Council consistent with these Bylaws.

The secretary shall see to the entry in the books of the Corporation of full and accurate accounts of all monies received and paid out on account of the Corporation. The secretary shall be an employee of the City.

SECTION 3. EX-OFFICIO MEMBERS

The City Council may appoint Ex-Officio members to the Board of Directors as it deems appropriate. These representatives shall have the right to take part in any discussion or open meetings, but shall not have the power to vote in the meetings. Ex-Officio members shall serve a term of one year. Ex-Officio members shall be required to take an Oath of Office and abide by and be subject to the City code of Ethics.

SECTION 4. PARTICIPATION OF BOARD MEETINGS

The general manager, secretary, Mayor and City Administrator (or their respective designees), shall have the right to take part in any discussion of the Board, or committees thereof, including attendance of executive sessions, but shall not have the power to vote in any meetings attended.

SECTION 5. DUTIES OF THE BOARD

The Board shall develop an Economic Development Capital Improvement Program (the "CDCIP") including maintenance and operation costs thereof, for the City which shall include and set forth short and long term goals. Such plan shall be approved by the City Council. The CDCIP developed by the Board shall be one that incorporates the Capital Improvement of the City Parks and Recreation Department and addresses cultural arts, senior citizens, and other similarly related Economic development needs within the financial constraints of revenues available to the Corporation. The Board shall conduct a public hearing concerning both the adoption and required annual updates to the CDCIP. A legal notice shall be advertised as determined by the Board, at least three (3) days prior to the scheduled public hearing.

The Board shall review and update the CDCIP once a year to ensure the plan is up to date with current community needs and is capable of meeting Calvert's Economic Development needs. The Board shall expend, in accordance with state law and subject to City Council approval, the funds received by it for **Economic** Development where such expenditures will have a benefit to the citizens of Calvert. The Board shall make an annual report to the City Council including, but not limited to the following:

- A. A review of the accomplishments of the Board in the area of Economic Development
- B. The activities of the Board for the budget year addressed in the annual report, together with any proposed change in the activity as it may relate to Economic Development.

The annual required report shall be made to the City Council no later than March's City Council Meeting.

The Board shall be accountable to the City Council for all activities undertaken by it or on its behalf, and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board.

SECTION 6. COMPONENTS OF THE CDCIP

The Board shall submit to the City Council for its approval, the CDCIP which shall include proposed methods and expected costs of implementation, and cost of operations and maintenance of the projects. The plan shall include both short and long term goals for the Economic Development of the City.

SECTION 7. ANNUAL CORPORATE BUDGET

At May's City Council meeting, the Board shall prepare and adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year. The fiscal year of the Corporation shall commence on July 1st of each year and end on June 30. The budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the City Council. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be required by the City Council for its approval and adoption. The budget shall be considered adopted upon formal approval by the City Council.

SECTION 8. FINANCIAL BOOKS, RECORDS, AUDITS

The secretary shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs. The City shall cause the Corporation's financial books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the City Council. Such audit shall be at the expense of the Corporation.

SECTION 9. DEBT DEPOSIT AND INVESTMENT OF CORPORATE FUNDS

All proceeds from the issuance of bonds, notes or other debt instruments (the "Bonds") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance and handled in accordance with the statute governing this Corporation, but no bonds shall be issued, including refunding bonds, by the Corporation without the approval of the City Council after review and comment by the City's bond counsel and financial advisor.

All monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City, as authorized by the City Investment

Policy. The general manager shall designate the accounts and depositories to be created and designated for such purpose, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of the general manager or the secretary and the president or vice president. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Administrative Department of the City. The Corporation shall pay reasonable compensation for such services as prescribed in Article III, Section 8, of these Bylaws.

SECTION 10. EXPENDITURES OF CORPORATE MONEY

The monies of the corporation, including sales and use taxes collected pursuant to the Act, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds derived from the sale of bonds, and other proceeds may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

- A. Expenditures from the proceeds of bonds shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Council.
- B. Expenditures that may be made from a fund created from the proceeds of bonds, and expenditures of monies derived from sources other than the proceeds of bonds may be used for the purposes of financing or otherwise providing one or more projects, as defined in the Act. The specific expenditures shall be described in a resolution or order of the Board and shall be made only after the approval thereof by the City Council.
- C. All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by these Bylaws or in contracts meeting the requirements of the Articles.

No bonds, including refunding bonds, shall be authorized or sold and delivered by the Corporation unless the City Council shall approve such bonds.

SECTION 11. CONTRACTS

As provided herein, the president and secretary shall enter into any contracts or other instruments which the Board has approved and authorized in the name and on behalf of the Corporation. Such authority may be confined to specific instances or defined in general terms. When appropriate, the Board may grant a specific or general power of attorney to carry out some action on behalf of the Board, provided however, that no such power of attorney may be granted unless an appropriate resolution of the Board authorizes the same to be done.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 1. SEAL

The Board may obtain a corporate seal which shall bear the words "Corporate Seal of the Calvert Economic Development Corporation" and the Board may thereafter use the corporate seal and corporate name; but these Bylaws shall not be constructed to require the use of the corporate seal.

SECTION 2. APPROVAL OR ADVICE AND CONSENT OF THE CITY COUNCIL

To the extent that these Bylaws refer to any action, approval, advice, or consent by the City or refer to action, approval, advice or consent by the City Council, such action, approval, advice or consent shall be evidenced by a resolution or ordinance duly passed by the City Council and reflected in the minutes of the City Council.

SECTION 3. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

As provided in the Act and in the Articles of Incorporation, 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.

The Corporation shall indemnify each and every member of the Board, its officers, its employees, each member of the City 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. This indemnity shall apply even if one or more of those to be indemnified was negligent or caused or contributed to cause any loss, claim, action or suit. Specifically, it is the intent of these Bylaws and the Corporation to require the Corporation to indemnify those named for indemnification, even for the consequences of the negligence of those to be indemnified which caused or contributed to the cause any liability.

The Corporation must purchase and maintain liability insurance on behalf of every director, officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the Corporation, whether or not the Corporation has the power to indemnify that person against liability for any of those acts.

SECTION 4. GIFTS

The Board may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purpose of or for any special purposes of the Corporation.

SECTION 5. CODE OF ETHICS

Each director, including the president, vice president, its officers, employees, and agents shall abide by, and be subject to, the City Code of Ethics. The Code of Ethics shall also be applicable to independent contractors of the Corporation, except to the extent that such independent contractors are not performing work on behalf of the Corporation.

SECTION 6. AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of four (4) directors serving on the Board, subject to approval by the City Council. The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly passed and adopted by resolution or ordinance duly reflected in the minutes of the City Council and thereafter, duly noted to the Board.

SECTION 7. DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation, titles to or other interest in any real or personal property owned by the Corporation at such time shall vest in the City of **Calvert**.

SECTION 8. APPLICABILITY OF CITY CHARTER POLICIES AND PROCEDURES

The City Charter and all duly approved city policies and procedures shall apply directly to the Corporation and the Board unless such charters, policies or procedures are superseded by state law or not related to the functions of the Board. The Board has the prerogative, subject to approval by the City Council, to adopt other policies and procedures in addition to, or in place of those of, the City.

SECTION 9. EFFECTIVE DATE

These Bylaws, having been approved by Ordinance No. 177 , shall become effective upon the approval of such by the Board.

Bylaws approved on this the 17 th day of November A.D. 2003.

Dennis Joyce, President

Attested to by:

Bronwyn McGlothlin, Corporate Secretary