

**THIRD AMENDED BYLAWS  
OF  
CITY OF BUDA 4B CORPORATION**

These Bylaws govern the affairs of CITY OF BUDA 4B CORPORATION, a nonprofit corporation.

**ARTICLE 1  
OFFICES  
Principal Office**

1.01. The Corporation's principal office in Texas will be located at 203 Railroad Street, Suite 3A, Buda, Texas. The Corporation may have such other offices, in Buda, Texas as the Board of Directors may determine.

**Registered Office and Registered Agent**

1.02. The Corporation will maintain a registered office and registered agent in Buda, Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted under The Development Corporation Act, Chapters 501 to 505 of the Texas Local Government Code, as amended (hereinafter referred to as the "Act").

**ARTICLE 2  
BOARD OF DIRECTORS  
Management of Corporation**

2.01. The Board will manage corporate affairs.

**Number, Qualifications, and Tenure of Directors**

2.02. The number of Directors will be seven. At least three of the Directors shall be persons who are not employees, officers or members of the Buda City Council. All of the Directors shall be residents of the City of Buda or of Hays County, Texas. Except as otherwise provided herein, Directors shall serve two-year terms and may be reappointed at the end of a term.

On September 1, 2007, the Directors shall begin serving in staggered two-year terms of office. The Buda City Council shall appoint three Directors to serve for an initial one-year term beginning September 1, 2007. The Buda City Council shall appoint four Directors to serve full two-year terms beginning September 1, 2007.

Thereafter, the terms of three (3) directors shall begin on February 1 of each even numbered year and expire on January 31 of the next following even numbered year. The terms of four (4) directors shall begin on February 1 of each odd numbered year and expire on January 31 of the next following odd numbered year.

### **Appointment of Directors**

2.03. Directors shall be appointed by, and shall serve at the pleasure of the Buda City Council.

### **Vacancies**

2.04. The Board will notify the City Council of any vacancy occurring on the Board, and the vacancy will be filled by the City Council at its pleasure.

### **Meetings**

2.05. The Board will meet from time to time, but at least once a calendar quarter to carry out its duties. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings must be held within the City of Buda. All meetings shall be held in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, as amended.

### **Special Meetings**

2.06. Special Board meetings may be called by, or at the request of, the president or any three directors. A person or persons authorized to call special meetings of the Board may fix any place within the City of Buda, Texas, as the place for holding a special meeting. The person or persons calling a special meeting will inform the administrative staff of the Corporation of the information to be included in the notice of the meeting. The administrative staff of the Corporation will give notice to the directors as these Bylaws require.

### **Notice**

2.07. Written or printed notice of any special meeting of the Board will be delivered to each director not less than three, nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

### **Quorum**

2.08. A majority of the directors shall constitute a quorum for the conduct of the official business of the Corporation. A majority shall be four (4) directors, unless vacancies exist on the board. If vacancies exist on the board, a majority shall be more than 50% of the board members. The act of a quorum of directors shall constitute the act of the Board and of the Corporation unless the act of a greater number is required by law. Directors must be present in order to vote at any meeting.

### **Proxies**

2.09. A director may not vote by proxy.

### **Compensation**

2.10. Directors may not receive salaries for their services, but are entitled to reimbursement for actual expenses incurred in the performance of their duties on behalf of the Corporation.

### **Removing Directors**

2.11. The City Council may remove a director at any time, without cause.

### **Board Meeting Attendance**

2.12. The voluntary absence of a member from three (3) consecutive meetings, or more than a total of six (6) meetings within a calendar year, will result in automatic resignation of the member from the EDC Board. An absence of a member from a regularly scheduled Board meeting may be regarded as excused, rather than voluntary, at the discretion of the Board, if it results from the illness or from a factor beyond the control of the Board member.

## **ARTICLE 3**

### **OFFICERS**

#### **Officer Positions**

3.01. The Corporation's officers will be a president, a secretary, a vice president, and a treasurer. The Board may define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

#### **Election and Term of Office**

3.02. The Corporation's officers will be appointed annually by the Board and will remain in office until their successor has been appointed and qualified. An officer may be appointed to succeed himself or herself in the same office.

#### **Removal**

3.03. Any officer elected or appointed by the Board may be removed by the Board or the City Council with or without good cause.

#### **Vacancies**

3.04. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

### **President**

3.05. The president is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

### **Vice President**

3.06. When the president is absent, cannot act, or refuses to act, a vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of--and is subject to all the restrictions on--the president. A vice president will perform other duties as assigned by the president or Board.

### **Treasurer**

3.07. The treasurer will:

- (a) Have charge and custody of--and be responsible for--all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,500.00 without signature of the president or a vice president in addition to that of the treasurer.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or the Board.
- (h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
- (i) Perform all of the duties incident to the office of treasurer.
- (j) The Treasurer may assign any duties to the staff or a hired agent of the Corporation upon approval of the Board. The Treasurer will maintain a supervisor role regarding these duties if assigned.
- (k) Will serve as the Chair of the Budget Committee.

### **Secretary**

3.08. The Secretary will:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and seal.
- (d) Affix the corporate seal to all documents as authorized.
- (e) Perform duties as assigned by the president or the Board.
- (f) Perform all duties incident to the office of secretary.
- (g) Comply in all respects with the Texas Open Meetings Act and the Texas Public Information Act.
- (h) The Secretary may assign any duties to the staff or a hired agent of the Corporation upon approval of the Board. The Secretary will maintain a supervisor role regarding these duties if assigned.

**ARTICLE 4**  
**TRANSACTIONS OF THE CORPORATION**  
**Contracts**

4.01. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

**Deposits**

4.02. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

**Gifts**

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

**Prohibited Acts**

4.04. As long as the Corporation exists, the Corporation and its Board and Officers shall comply in all respects with the Act, as amended, and shall not take any action that shall be inconsistent with the requirements of that Act. In addition no Board member or Officer shall:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.

- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property.
- (g) Use the Corporation's name (or any substantially similar name) except on behalf of the Corporation in the ordinary course of its business.

ARTICLE 5  
BOOKS AND RECORDS  
**Required Books and Records**

5.01. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board.
- (d) A list of the names and addresses of the directors and officers of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing the Corporation's income and expenses as required by law.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

**Inspection and Copying**

5.02. The Corporation is subject to the Texas Public Information Act and shall at all times comply with the requirement of that law.

ARTICLE 6  
FISCAL YEAR

The Corporation's fiscal year will begin on the first day of October and end on the last day in September in each year.

ARTICLE 7  
NOTICES  
**Notice by Mail or Telegram**

7.01. Any notice required or permitted by these Bylaws to be given to a director or officer of the Corporation may be given by mail or electronic transmission. 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 corporate records, with postage prepaid. If given by electronic transmission, it is deemed given the day after it is transmitted. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation.

### **Signed Waiver of Notice**

7.02. 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.

### **Waiving Notice by Attendance**

7.03. A person's attendance at a meeting constitutes 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 8 AMENDING BYLAWS**

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted with the recommendation of the Board and the approval of the Buda City Council.

## **ARTICLE 9 MISCELLANEOUS PROVISIONS Legal Authorities Governing Construction of Bylaws**

9.01. These Bylaws will be construed generally under Texas law and specifically under the Act. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

### **Legal Construction**

9.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

### **Headings**

9.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

### **Number**

9.04. All singular words include the plural, and all plural words include the singular.



**Seal**


9.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "City of Buda 4B Corporation", "Texas", in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of City of Buda 4B Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on November 5, 2001, and subsequently approved by the City Council of the City of Buda, Texas.

As amended by the Board of Directors at a meeting held on November 1, 2017, and approved by the City Council on November 8, 2017.

Dated: December 6, 2017

  
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Joy Hart, Secretary of the Corporation