

RESOLUTION #01-18

A RESOLUTION OF THE CITY OF DE LEON, TEXAS, CONTAINING A PREMABLE; APPROVING AMENDMENTS TO THE BYLAWS OF THE DE LEON INDUSTRIAL DEVELOPMENT CORPORATION SHOWN IN EXHIBIT "A" AS RECOMMENDED BY THE BOARD OF DIRECTORS, THE OFFICE OF THEIR SECRETARY, AND IN ACCORDANCE WITH THEIR CURRENT BYLAWS; PROVIDING THAT PROPER PROCEDURE HAS BEEN FOLLOWED IN THE PROCESS OF AMENDING SAID BYLAWS; PROVIDING THAT THIS RESOLUTION SHALL TAKE EFFECT AND BE IN FULL FORCE FROM AND AFTER ITS PASSAGE AND ADOPTION; AND PROVIDING THAT THIS RESOLUTION SHALL BE MAINTAINED BY THE CITY SECRETARY AND SECRETARY OF THE DE LEON INDUSTRIAL DEVELOPMENT CORPORATION IN THE PERMANENT RECORDS OF SAID ENTITIES.

WHEREAS, the Development Corporation Act of 1979, Article 5190.6, Tex. Rev. Civ. Stat., as amended, provides for the creation of industrial development corporations by Texas cities; and the De Leon Industrial Development Corporation was established on the 8th day of April 2003, to oversee the expenditures of certain tax monies at which time bylaws were established for the operation of the EDC; and

WHEREAS, the current bylaws provide for the amendment of said bylaws by resolution and adoption of City Council; and

WHEREAS, these bylaws may have been amended in the past by resolution; and

WHEREAS, the Board of Directors of the DIDC and their Office of Secretary have determined that it is in the best interest of the City of De Leon to amend these bylaws; and

WHEREAS, all required procedures have been followed to amend such bylaws and the amendments were approved unanimously by the Board of Directors at their meeting of February 28, 2018; and

WHEREAS, this resolution shall take effect and be in full force from and after its passage and adoption; and

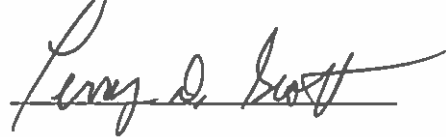
WHEREAS, this resolution after execution and attestation, shall be maintained by the City Secretary and Secretary of the De Leon Industrial Development Corporation in their permanent records.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DE LEON, STATE OF TEXAS:

THAT, the Bylaws of the De Leon Industrial Development Corporation are hereby amended as shown in Exhibit "A" and as recommended by the Board of Directors of the De Leon Industrial Development Corporation

READ, PASSED, APPROVED AND ADOPTED on this 13th day of March, 2018.

CITY OF DE LEON, TEXAS



Terry Scott, Mayor

ATTEST:



Melenda K. Harbour, City Secretary



EXHIBIT "A"

BYLAWS OF THE DE LEON INDUSTRIAL DEVELOPMENT CORPORATION

ARTICLE I

POWERS AND PURPOSES

Section 1.1. Corporate Identity: Offices. The name of the Non-Profit Corporation is the "De Leon Industrial Development Corporation", (the "Corporation"). The principal office of the Corporation shall be at the City Hall, 109-125 S. Texas, De Leon, Texas 76444. The Corporation may have such other offices as the Board of Directors shall determine.

Section 1.2. Powers, Purposes and Authority. In order to implement the purposes for which the Corporation was formed, as set forth in its Articles of Incorporation, the Corporation shall have all the authority and powers of every nature and kind whatsoever, both express and implied, which are authorized or permitted by the terms of the Development Corporation Act of 1979, Article 5190.6, Tex. Rev. Civ. Stat., as amended (the "Act"). The Corporation shall have and may exercise each power and authority enumerated in the Act as if such power and authority were specifically set forth herein; provided that the Corporation shall be governed by § 4A of the Act and to the extent of any conflict between § 4A and any other term or provision of the Act, § 4A shall govern and prevail. The Corporation shall have the power and authority to undertake any lawful action not inconsistent with the Act and it shall undertake the promotion and development of industrial and manufacturing enterprises to promote and encourage employment and the public welfare in the City of De Leon (the "City"). The powers of the Corporation shall include the authority to contract and be contracted with and, absent a conflict with § 4A, the power to purchase, lease, sell and mortgage real estate, and to issue obligations for or otherwise finance all or part of the cost of one or more Projects as defined in the Act.

Section 1.3. Books and Records: Review of Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his or her agent or attorney at any reasonable time; and at all times the City Council of the City (the "City Council") will have access to the books, records and financial statements of the Corporation.

The board shall prepare an annual budget for the corporation. To be effective, the budget must be approved by the board and presented to and approved by the governing body of the municipality that created the corporation. The corporation may not make any expenditure authorized by this chapter until the budget has been approved as provided by this section. An amendment of the budget must be approved in the same manner as the budget, in accordance with *Section 379A.025 Subchapter A, Chapter 379 A, Subtitle A, Title 12, Local Government Code*. Along with the proposed budget, City Council shall be presented a "Year Ending Financial Report" summarizing, but not limited to, revenues and expenditures for the closing fiscal year for approval.

Section 1.4. Powers in General. The Corporation may exercise all powers granted under

the Act consistent with its Articles of Incorporation, these Bylaws and the resolutions, orders and ordinances of the City Council.

ARTICLES II

BOARD OF DIRECTORS

Section 2.1. Appointment, Powers, Number and Term of Office. The Board of Directors shall exercise all of the powers of the Corporation, subject to the restrictions imposed by law, the Article of Incorporation and these Bylaws.

The Board of Directors shall consist of five (5) persons who shall each be appointed by the City Council. The term of each appointment of the initial directors shall be determined by a lot and then recorded in the minutes of the organizational meeting of the Corporation. Two of the initial directors shall serve an initial term of three (3) years, two shall serve a term of (2) years and one shall serve an initial term of one (1) year. Thereafter the term of each directorship shall be for three (3) years. The directors constituting the initial Board of Directors shall be those persons named in the Articles of Incorporation, each of whom, as well as any subsequent directors, shall serve for the term to which he or she is selected or appointed or until his or her successor is appointed by the City Council.

Any director, or all directors, may be removed from office at any time by the City Council, for cause or at will. Any vacancy occurring on the Board of Directors shall be filled by appointment by majority vote of the City Council.

Section 2.2. Meetings of Directors in General. The Board of Directors may hold its meetings at any place authorized by the Act and as the Board of Directors may from time to time determine; provided that, in the absence of any such determination by the Board of Directors, the meetings shall be held ~~at~~ at the principal office of the Corporation or at the City Council Chambers of the City. The Board of Directors shall conduct its meetings in accordance with the requirements of the Open Meetings Act, ~~and~~ Chapter 551, Tex. Gov't Code, as amended.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of regular meetings need not be given to each of the Directors but public notice of each meeting shall be given in the manner prescribed by law.

Section 2.4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the president, by the secretary or by a majority of the directors then in office, or upon advice of or request by the City Council.

The secretary or his/her designee shall give or cause public notice to be given of each special meeting. Special notice of each special meeting shall also be given to each director either by mail, email, telephone, telegraph or in person, at least ~~two days~~ 72 hours before the meeting time. Notice required by law to be given to any other person or entity shall be given in the manner prescribed by law. Except as otherwise provided by law or unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director is present, even though without any notice, any matter pertaining to the purposes of the Corporation may be considered and acted upon.

Section 2.5. Quorum. A majority of the directors fixed by these Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the directors present at a meeting ~~aw~~ at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required bylaw.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

Section 2.7. Compensation of Directors. Directors shall not receive any compensation for their services as directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

ARTICLE III

OFFICERS

Section 3.1. Titles and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except the president shall not hold the office of secretary. Each officer shall be appointed by a majority vote of the directors then in office and shall hold office for a term of three years or until his or her successor is elected or appointed.

All officers shall be subject to removal from office with or without cause at any time by a majority vote of the directors then in office.

A vacancy in any office shall be filled by appointment by a majority voted of the directors then in office.

Section 3.2. President. The president shall be the chief executive officer of the Corporation, and, subject to the control of the Board of Directors, the president shall be in general charge of the properties and affairs of the Corporation; the president shall preside at all meetings of the Board of Directors; in furtherance of the purposes of this Corporation, the president may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

Section 3.3. Vice President. The vice president shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the president during the president'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 action was taken.

Section 3.4. Treasurer. The treasurer shall have custody of all the funds and securities of the Corporation that come into his or her hands. When necessary, or proper, the treasurer may sign or endorse, on behalf of the corporation, for collection or payment, checks, notes and other

obligations and shall deposit any funds received to the credit of the Corporation in such bank or banks or depositories as shall be designated by the Board of Directors; whenever required by the Board of Directors, the treasurer shall render a statement of the ~~treasure's~~ treasurer's cash account; the treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the treasurer for that purpose full and accurate amounts of all monies received and paid out on account of the Corporation; the treasurer shall perform all acts incident to the position of treasurer subject to the control of the Board of Directors; the treasurer, if required by the Board of Directors, shall give such bond for the faithful discharge of his/her duties in such form as the Board of Directors may requires.

Section 3.5. Secretary. The secretary or his/her designee shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; the secretary or his/her designee shall attend to giving and serving notices; in furtherance of the corporate purposes, the secretary may attest or sign with the president, in the Corporation's name, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; the secretary or his/her designee shall have charge of the corporate books, records, and all records of the securities of which the treasurer shall have custody, and such other books and papers as the Board of Directors may direct, all of which shall during business hours be open to inspection at the office of the Corporation; and the secretary or his/her designee shall in general perform all duties incident to the office of secretary subject to the control of the Board of Directors.

In the absence of the secretary, the president may appoint any other person to act as secretary during such absence.

Section 3.6 Compensation. Officers shall not receive any compensation for their services as officers except that they may be reimbursed for their actual expenses incurred in the performance of their official duties.

ARTICLE IV

PROVISIONS REGARDING BYLAWS

Section 4.1. 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, which approval may be granted prior to creation of the Corporation; and
2. the adoption of these Bylaws by the Board of Directors.

Section 4.2. Amendments to Bylaws. The Bylaws may be amended at any time and from time to time by majority vote of the directors then in office, with prior approval of the City.

Section 4.3. Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If ~~any~~ any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, 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 V GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the Corporation shall be at ~~405~~ 125 S. Texas Street, De Leon, Texas.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 5.3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 5.4. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given to the Board of Directors under the Act, the Articles of Incorporation or these Bylaws, such notice shall be deemed to be sufficient if given by depositing it for mailing in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed given on the day of such mailing.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the sole purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A written waiver of notice, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be set forth in any notice to a director of such meeting, unless required by the Board of Directors.

Any notice whatsoever that may be required to be given to the public by law, shall be given in the manner prescribed by law.

Section 5.5. Resignations. Any director or officer may resign at any time. Any such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the president or the secretary. Absent a written notice of resignation the City Council of the City shall cause a notice of the resignation to be provided. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. Notwithstanding the effective date, a resigning director shall serve until such time as his or her successor takes office.

Section 5.6. Approval of the City Council. To the extent these Bylaws refer to any approval or action to be taken by the City, such shall be evidenced by a certified copy of a resolution, ordinance, order or motion duly adopted by the City Council.

~~Section 5.7. Action Without a Meeting of Directors. To the extent permitted by and not inconsistent with law, any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State or any other person.~~

Section 5.8 7. Organizational Control. The City County Council may, in its sole discretion and at any time, alter or change the structure, organization, or activities of the Corporation (including the termination of the Corporation), subject to the Act and any limitation of the impairment of contracts.

Section 5.9 8. Dissolution of the Corporation. Upon dissolution of the Corporation, title to or other interests in any real or personal property then owned by the Corporation shall vest in the City except and unless as authorized by the City Council.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the ~~T~~the De Leon Industrial Development Corporation and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on ___ day of _____, 2018.

DATED: _____, 2018.

Secretary of the Corporation