

**BYLAWS OF**  
**ECONOMIC DEVELOPMENT SALES TAX CORPORATION OF CEDAR PARK**

**ARTICLE ONE: PURPOSE AND POWERS**

**1.01 PURPOSE.** The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Cedar Park, Texas (the "City") as its duly constituted authority and instrumentality in accordance with Local Government Code Chapters 501, 502, and 504, as amended (the "Type A Act"), and other applicable laws.

**1.02 POWERS.** In the fulfillment of its corporate purpose, the Corporation shall be governed by the Type A Act, and shall have all of the powers set forth and conferred in its Articles of Incorporation, in the Type A Act, and in other applicable law.

**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.

(b) The Board shall consist of seven (7) directors, each of whom shall be residents of the City and appointed by the City Council (the "Council"). Each member of the Board shall serve at the pleasure of the Council for a term of two (2) years. Places 1, 3, and 5 shall be appointed in odd-numbered years, and Places 2, 4, 6 and 7 shall be appointed in even-numbered years. Terms shall begin on August 1 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.

**2.02 MEETINGS OF DIRECTORS.** Regular meetings of the Board shall be held on the 3<sup>rd</sup> Monday of each month, beginning at 6:30 pm and such meeting shall be held at the Cedar Park Council Chambers, 450 Cypress Creek Road, Building 4, Cedar Park, Texas 78613, unless otherwise determined by resolution of the Board.

**2.03 SPECIAL MEETINGS.** Special meetings of the Board shall be held whenever called by the President or upon written request by two Directors.

**2.04 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.

**2.05 QUORUM.** A majority of the Directors shall constitute a quorum for the conduct of the official business of the Corporation. The act of a majority of the Directors present 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 law.

**2.06 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 adopted by the Board and approved by City Council.

**2.07 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.

**2.08 COMMITTEES OF THE BOARD.** The Board may designate two or more Directors to constitute an official 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 of the Corporation may be exercised 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 books kept for that purpose in the principal office of the Corporation.

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

### **ARTICLE THREE: OFFICERS**

**3.01 OFFICERS.** The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board, in August of each year or the next meeting thereafter, 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, but no individual shall serve more than two (2) consecutive terms, unless such officer is a Corporation or City employee, in which case the officer is not subject to term limits. 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 POWERS AND DUTIES OF THE PRESIDENT.** The President 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 to act of the President at the time such action was taken.

**3.04 TREASURER.** The Treasurer shall have the responsibility to see to the handling, custody, and security of all 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. The Board may appoint as Treasurer any Corporation or City employee.

**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 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. The Board may appoint as Secretary any Corporation or City employee.

#### **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 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.

**4.02 PRINCIPAL OFFICE.** The principal office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

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

**4.04 SEAL.** The seal of the Corporation shall be as determined by the Board.

**4.05 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.

**4.06 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.

**4.07 ORGANIZATIONAL STRUCTURE.** 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 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, will maintain a beneficial interest in the Corporation.

**4.08 QUARTERLY REPORTS.** The Corporation or City staff shall prepare a quarterly activity report, detailing the projects and work accomplished during the previous quarter. This report shall be submitted to the Board and City Council by the 15<sup>th</sup> day of the month following the end of each quarter.

**4.09 STATE COMPTROLLER REPORT.** The Treasurer shall submit to the State Comptroller's Office a report in the form required by the Comptroller by the date required by the Comptroller.

**4.10 INDEMNIFICATION OF DIRECTORS, OFFICERS 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 attorney's 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.

**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 then 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 part of these Bylaws to any other person or circumstance shall not be affected thereby.

CITY COUNCIL PASSED AND APPROVED this 26<sup>th</sup> day of July, 2018.