

**BYLAWS OF THE RICE COMMUNITY ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF RICE, TEXAS
A NON-PROFIT CORPORATION**

These bylaws (referred to as the "Bylaws") govern the affairs of the Rice Community Economic Development Corporation, a public instrumentality and a non-profit corporation (hereinafter referred to as "Corporation") created under Title 12, Subtitle C1, Chapter 501, 502, and 505 of the Texas Local Government Code to engage in all lawful activities as authorized for community and economic development, including the right to issues bonds when authorized (hereinafter referred to as the "Act").

**ARTICLE I
PURPOSE AND POWERS**

Section 1. Purpose. The Corporation is incorporated for the purposes set forth in Article III of its articles of Incorporation, the same to be accomplished on behalf of the City of Rice, Texas (the "City"), as its duly constituted authority and instrumentally in accordance with the Act.

- (a) The 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, the Act, 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 appointed by and serve at the pleasure of the City Council (the "Council") of the City of Rice.
- (c) Directors are appointed for two (2) years each. There are no term limits.
 - 1. Seats on the Board shall be numbered one (1) through (7), with the terms of odd numbered seats expiring in June of odd numbered years, and even numbered seats expiring in June of even numbered years.
- (d) Any director may be removed from office by the Council at will with or without cause.
- (e) In the event of a vacancy on the Board, the City Council shall make an appointment to fill the remainder of the unexpired term.

Section 2. Qualifications

- (a) The City Council shall appoint the Directors of the Corporation.
- (b) The City Council shall consider individual's experience, accomplishments, and education background in appointing Directors to the Board to ensure that the interests and concerns of all segments of the community are considered.
- (c) Each Director shall have at least one (1) of the following qualifications:
 - 1. Experience in management or in executive compacity.
 - 2. Experience in the evaluation of financial and business records and projections.

3. Experience in economic development matters.
 4. Education, training, or experience useful to the Corporation's purpose.
- (d) Directors of the board shall be:
1. A resident of the City of Rice, or
 2. Be a resident of the county where the city is located (Navarro), or
 3. A resident within ten miles of the city and in the adjoining county (Ellis)
 4. A minimum of two directors must live within the city limits of Rice, Texas.

Section 3. Resignations.

- (a) Director resignations shall be made in writing and shall take effect immediately upon its receipt by the President or the Administrative Officer. The acceptance of resignation shall not be necessary to make it effective unless expressly so provided by resignation.
- (b) Any director who files for elected office shall remain on the board and shall continue to serve until they have been officially elected to office, at that time their resignation will take effect immediately.

Section 4. Meetings of Directors.

- (a) The Board shall hold monthly regular meetings at such place or places and time in the corporate city limits as the Board may determine; provided, however, in the absence of any such determination by the Board or in the event of a conflict, the Board President shall select a reasonable place in which to hold the meeting.
- (b) The President, in consultation with the vice-President and Administrative Officer, may call a special meeting of the Board.
- (c) Directors shall be expected to regularly attend all Board meetings. Special consideration can be granted for absences for good cause. Directors of the Board with three consecutive absences from the regular meetings called with three days prior notice will be contacted by either the Administrative Officer or the President of this Corporation to ensure that the director still wishes to serve on the Corporation.
- (d) Any Director may request an item be placed on the agenda by delivering the same in writing to the Administrative Officer no later than ten (10) days prior to the date of the Board meeting.

Section 5. Opening Meetings Act.

All meetings and deliberations of the Board shall be called, convened, held, and conducted, in accordance with the requirements of the Texas Opening Meetings Act, Government Code, Chapter 551.

Section 6. Quorum.

A majority of the Directors shall constitute a quorum for the conduct of official business of the Corporation. The act of majority of the Directors present at a meeting at which the quorum is in

attendance shall constitute the act of the Board and the Corporation, unless the act of a greater number is required by law or is otherwise required within these Bylaws. A Director may not vote by proxy.

Section 7. Conduct of Business.

- (a) At the meetings 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 may be prescribed by the Board by resolution.
- (b) At all meetings of the Board, the President shall preside and, in the absence of the President, in the order of availability, the vice-President, the treasurer or the secretary shall exercise the powers of the President.

Section 8. Committees and Board.

The Board may constitute from time-to-time committees of the Board that are deemed necessary or appropriate. No such committee shall have independent authority to act for or in the stead of the Board.

Section 9. Compensation of Directors.

Directors shall not receive any salary or compensation for their service as Directors. However, they may be reimbursed for their actual reasonable expenses incurred in the performance of their duties hereunder. The policy regulation payment of reasonable actual expenses incurred in performance of official duty shall be determined by the Board.

Section 10. Conflicts of Interest.

The Directors are subject to the City Council Standard Code of Conduct, and shall conform thereto for purposes of addressing potential and/or actual conflicts of interest.

Section 11. Ex officio Members.

The City Administrator and/or Mayor of Rice may be appointed by the City Council to be a non-voting *ex officio* member of the Board and may attend all meetings of the Board. When the City Administrator and/or Mayor participate in Board activities as a non-voting *ex officio* member, his or her participation shall not count towards a quorum.

ARTICLE III

OFFICERS

Section 1. Titles and Term of Office

- (a) The officers of the Corporation shall be an Administrative Officer, President, Vice-President, Secretary and Treasurer. Any two (2) offices may be held by the same person, except the office of the President of the Board. Terms of the office shall be one (1) year with the right of an officer to be reelected.
- (b) All officers shall be subject to removal from office at any time by a vote of the majority of the Board.
- (c) A vacancy in the office of any officer shall be filled by a vote of the majority of the Board.

Section 2. Powers and Duties of the President.

The President of the Board shall:

- (a) Preside over all meetings of the Board.
- (b) Have the right to vote on all matters coming before the Board.
- (c) Have the authority to, upon seventy-two (72) hour notice to the Directors, call a special meeting of the Board, when in his or her judgement such meeting is required.
- (d) Have the authority to appoint ad hoc committees of the Board, which may address issues of a temporary nature of concern or which have a temporary effect on the business of the Board.
- (e) Have the authority to appoint advisory committees of the Board to further the overall development plan of the Board.
- (f) Shall sign with the co-signature of the secretary, any document which the Board has approved, unless the execution of said document has been expressly delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a specific provision of these Bylaws, or by statute.
- (g) In general, the President of the Board shall perform all duties incident of the office, and such other duties as shall be prescribed from time to time by the Board.

Section 3. Vice-President.

In the absence of the President, or in the event of his or her inability to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all power of, and be subject to all the same restrictions as, those incumbent upon the President. The Vice-President shall also perform other duties as from time to time may be assigned to him or her by the President.

Section 4. Secretary.

The Secretary shall keep the minutes of all proceedings of the Board and make a proper record of the same, which shall be attested by the President and the Secretary. The Secretary shall keep books such as may be required by the Board and shall perform such other duties as may be required by the Board. The Secretary shall cause notices to be posted of all Board meetings in accordance with the Texas Open Meetings Act.

Section 5. Treasurer.

The City Secretary/Financial Clerk shall be the Treasurer. The Treasurer shall be the Chief Fiscal Officer of the Corporation and 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. In the absence of an authorized signatory, the treasurer may endorse and sign, on behalf of the Corporation, for collection of issuance, checks, notes, and other obligations in or drawn upon such bank, 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 their duties in such form and amount as the Board or the City Council may require.

Section 6. Administrative Officer.

- (a) The City Administrator shall serve as the Administrative Officer and shall have responsibility for day-to-day activities of the Corporation, and shall be responsible for all applicable administrative requirements of its Articles of Incorporation, these Bylaws, and the Act, as amended. The City Administrator will select a Board member to act as the point of contact between the City of Rice and the EDC Board, as needed.
- (b) The Administrative Officer may have a staff to assist in the carrying out of his/her responsibilities.
- (c) The Administrative Officer and staff shall be required to follow all other current Personnel Policies of the City of Rice, and for such purposes, the Administrative Officer shall be under the same provisions as those for the City Administrator.

ARTICLE IV

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 1. Program of Work

- (a) It shall be the duty and obligation of the Board to develop, prepare, finance, and implement a Program of Work with the objective and for the purpose of developing and diversifying the economic, recreational, educational, and cultural aspects of the City.
- (b) The board shall periodically submit reports to the City Council as to the status of its activities in carrying out the Program of Work.

Section 2. Annual Corporate Budget.

The Board shall cause to be prepared and shall submit to the City Council of the City, a budget for the forthcoming fiscal year, and in accordance with the annual budget preparation schedule set forth by the City Administrator. The budget shall be submitted to the City Administrator for inclusion in the annual budget presentation to the City Council. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be useful to or appropriate for the Board and the City Council. No budget amendments shall become effective without City Council approval. No expenditures of funds shall be made unless such expenditure is provided for in the Corporation's budget approved by the City Council.

Section 3. Contracts for Service.

- (a) The Corporation may 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.
- (b) 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.

Section 4. Books, Records, and Audits.

- (a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.
- (b) The Corporation shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent auditing and accounting firm approved by the Corporation. Such audit shall be at the expense of the Corporation.
- (c) All books, records, accounts, and financial statements shall be kept and administered in accordance with the Texas Public Information Act, Chapter 552, Texas Government Code; and, are subject to be made available for any and all Open Records Request(s).

Section 5. Deposits and Investments of Corporate Funds.

- (a) All funds of the Corporation shall be deposited on a regular basis, consistent with generally accepted accounting practices. The depository of the City shall be the depository of the Corporation. The funds of the Corporation shall be kept separate from the funds of the City.
- (b) Temporary and idle funds, which are immediate obligations of the Corporation, shall be maintained on deposit in the Corporation's depository, or may be invested in any other legal manner in compliance with the Internal Financial Control Policies of the Corporation and City Investment Policy.
- (c) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments ("Obligations") 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.

Section 6. Expenditures of Corporate Money.

The monies of the Corporation, including sales and use taxes collected pursuant to the Act, monies derived from the payment of loans, rents received from the lease or use of property, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, 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 Obligations shall be identified and described in the orders, resolutions indentures, or other agreements submitted to and approved by the City Council prior to the execution of loan or financing agreements or the sale and delivery of the Obligations, to the purchasers thereof required by Section 7 of this Article.
- (b) Expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of monies derived from sources other than the proceeds of Obligations, may be used for the purpose 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 checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be handled in compliance with the finance and payment policies, and applicable Codes of the City of Rice, Texas, as amended from time to time.
- (d) All expenditure checks shall have two signatures, as required by the City expenditure requirements.
 - a. One signature shall be by the City Administrator/Administrative Officer.
 - b. One signature shall be by the Board President or Board Vice-President.

Section 7. Issuance of Obligations.

Any debt issuance by the Corporation shall be in accordance with the statute governing this corporation, but in any event, no debt issuance shall be issued without approval of the City Council, after review and comment by the City's bond counsel and financial advisor.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 1. Principal Office

- (a) The principal office of the corporation shall be located at Rice City Hall, 305 North Dallas, Rice, TX, 75155
- (b) The Corporation shall have a continually designate a registered agent at its Registered Office, as required by the Act.

Section 2. Fiscal Year

The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 3. Seal.

The seal of the Corporation shall be determined by the Board.

Section 4. Services of City Staff and Officers.

Subject to the paramount authority of the City Administrator, the Corporation shall have the right to utilize the services and the staff and employees of the City, provided that the Corporation shall pay reasonable compensation to the City for such services, and the performance of such services does not materially interfere with other duties of such personnel of the City.

Section 5. Indemnification of Directors, Officers, and Employees.

- (a) 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.
- (b) The Corporation or the City shall indemnify each and every member of the Board, its officers, and its employees, and 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 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. The attorney for the corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

Section 6. Legal Construction.

These Bylaws shall be constructed in accordance with the laws of the State of Texas.

Section 7. Severability.

If any provisions or section of these Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be constructed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

ARTICLE VI

EFFECTIVE DATE AND APPROVAL

Section 1. Effective Date.

These Bylaws shall become effective upon the occurrence of the following events:

- (1) the adoption of the Bylaws by the Board, and

(2) the approval of the Bylaws by the City Council.

These Bylaws of the Rice Economic Development Corporation were approved at a meeting of the Rice Economic Development Corporation on _____ of 20__

President

Approved at a meeting of the City Council held on _____ of 20__

Mayor of Rice