

Agenda
July 17th, 2025 at 5:30 p.m.
Member's Board Meeting
Oran White Civic Center
701 N Tool Drive
Tool, TX 75143



1. Call to Order
2. Roll Call: Bennett, Dumont, Figueroa, Fladmark, Sayre, Stykes
(a) Establish Quorum
3. Invocation and Pledge of Allegiance
4. Declare, if any, Member's Conflicts of Interest
5. **Citizen Comments:** Citizens wishing to speak on an agenda item must sign up to do so **(3 Minute Maximum)**

Statutory Agenda - *The purpose of this section is to have full discussion upon request by the Eight at Tool Member. Ideas, thoughts and decisions are formulated by the Member, board and officer plans, operations, policies, and/or future projects, including the following:*

6. Discuss and Take Action to amend the Third and Amended Restated Bylaws of the Eight at Tool, Inc.
7. **Officer Comments** - *Hear announcements concerning matters appearing on the agenda; items of community interest; Officer give regards dealing with specific factual information or existing policy dealing within the Eight at Tool, that may have an impact on citizens, staff, the Member or the Eight at Tool Park Board. No formal action will be discussed or taken.*
8. **Member Comments** - *Hear announcements concerning matters appearing on the agenda; items of community interest; and/or inquiries of the officers regarding specific factual information or existing policy from the Member, for which no formal action will be discussed or taken.*
9. **Closing**
 - A. Next Meeting: To Be Determined
 - B. Adjourn

A meeting that is “open to the public”, pursuant to the Open Meetings Act, is one that the public is permitted to attend. The act does not entitle the public to choose the items to be discussed or to speak about items on the agenda. If the Board, during the course of the meeting covered by this notice, should determine that an executive session is required, then such executive session, as authorized by the Texas Open Meetings Act, Texas Government Code, Section 551.001 et seq., will be held by the Board at the date, hour and place given in this notice, concerning but not limited to the following sections and purposes of the Act: 551.071 Private consultation with the city's attorney; 551.072 Deliberations about Real Property; or, 551.074 Discussing personnel or to hear complaints against personnel. Should any final action, final decision or final vote be required in the opinion of the Eight at Tool Board regarding any matter considered in such executive session, then the final action, final decision or final vote shall be in the open meeting covered by this Notice upon the reconvening of the public meeting.

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I certify that the above notice of meeting, a true and correct copy, was posted on the bulletin board in front of Tool City Hall and at the Eight at Tool Park prior to the required 72 hours and that the city's official newspaper was notified.

SEAL

Vera Bennett, Executive Director of Eight at Tool Park Board

Attest:

Mike Dumont, Mayor of Tool City Council



Eight at Tool Park Board

Park Board Member Agenda Request

Meeting Date Requested: July 17th, 2025

Requested By: _____

Agenda
Item No.
6

Is this a Budgeted Item? ☐ Yes ☐ No

☐ Contract/Agreement ☐ General Discussion ☐ Report ☐ Resolution ☐ Appointments

Attachments: Third and Amended Restated Bylaws

Summary of Agenda Item to be considered:

The Member is holding a meeting regarding the Third Amended and Restated bylaws regarding the Eight at Tool, Inc. These bylaws will reflect the removal of the City of Tool's City Council as the Member and leave that direction up to the nonprofit.

Action Requested to be taken by the Board:

Adopt the Third Amended and Restated Bylaws of The Eight at Tool, Inc.

The deadline for agenda requests is by the end of the day on the first Wednesday of the month, prior to the scheduled Board Meeting. If you have any additional information you would like for Council to view, please attach it to this form. Please send this form to the Eight at Tool Secretary Kimberley Price, when finished.

Approved for the Board meeting agenda

Julius Kizzee, Executive Director

Date

THE **THIRD AMENDED AND RESTATED BYLAWS
OF THE EIGHT AT TOOL, INC.**

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the **Eight at Tool**, a 501 C 3 non-profit Corporation, shall be as set forth in the non-profit Corporation's Certificate of Formation. The registered office or the registered agent may be changed by Resolution of the Board of Directors upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the non-profit Corporation shall be at 701 N. Tool Dr., Tool, Texas 75143, provided that the Board of Directors shall have the power to change the location of the principal office.

3. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

4. ORGANIZATION

This organization is organized exclusively for charitable or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code and as identified in the application to the Internal Revenue Service.

ARTICLE II – BOARD

1. BOARD OF DIRECTORS

The non-profit Corporation shall have a Board of Directors as set forth below.

2. NUMBER, POWERS AND DUTIES

The Board of Directors shall exercise such rights and perform such duties as required or permitted by law, the Certificate of Formation of the Corporation, or these Bylaws.

3. ANNUAL MEETINGS

The Board of Directors shall hold an annual meeting at such date and time as it may be designated from time to time to transact any business as may lawfully come before the meeting.

4. ACTION RESERVED BY THE BOARD OF DIRECTORS

The following matters are reserved for the Board of Directors and shall require affirmative action of the Board of Directors to be effective:

- (a) annual operating and capital budgets of the non-profit Corporation;
- (b) any financial expenditure which deviates from the non-profit Corporation's annual operating and capital budgets if the sum of such financial expenditure and the sum of all prior financial expenditures which themselves deviate from the Corporation's annual and capital budgets, per fiscal year, exceed \$5,000.00;
- (c) sale, lease, mortgage or other transfer or encumbrance of the real property of the Corporation;
- (d) any sale, lease, mortgage, or other transfer or encumbrance (collectively, "Transfer") of the personal property and assets of the Corporation if the sum of such Transfer and the sum of all prior Transfers, per fiscal year, exceed \$5,000.00;
- (e) merger, acquisition, or consolidation of the non-profit Corporation;
- (f) borrowing or lending of money or the creation of indebtedness through the guaranty of another's debt or similar action;
- (g) approving and/or the acceptance of grants;
- (h) settlement of claims or litigation;
- (i) appointment and removal of Directors in accordance with Article 3 of these Bylaws;
- (j) appointment and removal of officers in accordance with Article 5 of these Bylaws;
- (k) creation, ownership or acquisition of, or affiliation with, any other organization;
- (l) approval of any strategic plan, business plan or mission plan of the Corporation;
- (m) alteration, amendment or repeal of the Bylaws of the non-profit Corporation in accordance with Article IX of the Bylaws.

5. ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may not be taken without a meeting.

6. ACTION BY BOARD OF DIRECTORS

Any action taken by the Board of Directors that is required by law, by the non-profit Corporation's Certificate of Formation, or these Bylaws, shall be evidenced in writing, signed by the Executive Director, or Vice-President, for and on behalf of the Board of Directors and shall be filed in the Minute Book of the Corporation as part of the permanent records of the Corporation.

7. NON-LIABILITY OF BOARD OF DIRECTORS

The Board of Directors shall not be personally or individually liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the non-profit Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors must be residents of the State of Texas and otherwise meet the qualifications set forth in the Certificate of Formation or these Bylaws.

2. NUMBER AND ELECTION OF DIRECTORS

The composition of the Board of Directors shall be five (5) citizens of the community and one **Executive Director**. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Board shall appoint Directors. A Director shall hold office until the next annual appointment of Directors and until said **Director's successor is appointed**.

3. REMOVAL AND QUALIFICATIONS

A Director may be removed from office, with or without cause, by a majority of the Board of Directors

The following provisions govern the removal of Directors:

(a) The majority of the Board of Directors may remove a Director for any of the following reasons:

(i) any act of moral turpitude;

(ii) an act or omission not in good faith that constitutes a breach of duty of the

Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law or of the Certificate of Formation of the non-profit Corporation or these Bylaws;

- (iii) a transaction from which the Director received an improper benefit;
- (iv) an act or omission for which the liability of a Director is expressly provided by an applicable statute;
- (v) failure to meet the qualifications of Article III of these Bylaws;
- (vi) a breach of any statutory or common law duty a Director owes to the non-profit Corporation, including but not limited to, the Director's duty of loyalty or fiduciary duty to the non-profit Corporation;
- (vii) an act or omission or commission in conflict with the purpose of the Corporation as stated in the Corporation's Certificate of Formation or Bylaws;
- (viii) failure to exercise reasonable business judgment.

(b) By the Corporation.

- (i) Any Director may be removed without cause by a majority vote of the Board of Directors, not including the Director(s) sought to be removed.
- (ii) Any Director who ceases to meet the qualifications of Article III of these Bylaws may be removed by the Board of Directors effective as of the date such qualifications cease to be met.

(c) Qualifications

- (i) U.S. citizen
- (ii) Resident of the State of Texas
- (iii) At least eighteen (18) years of age
- (iv) Never convicted of a felony

4. RESIGNATION

A Director may resign by providing written notice of such resignation to the Board of Directors. The resignation shall be effective upon the date of receipt of the notice of resignation, or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. VACANCIES AND AN INCREASE IN THE NUMBER OF DIRECTORS

Any vacancy occurring in the Board of Directors shall be filled by a vote of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the previous Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by appointment at an annual meeting or at a special meeting of the Board of Directors

called for that purpose.

6. ANNUAL MEETING OF DIRECTORS

The Board of Directors appointed at such meeting shall hold an annual meeting at which they shall appoint officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

7. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors shall be held with notice at such time and place as may be from time to time determined by the Board of Directors. At a minimum, the Board of Directors shall hold quarterly meetings.

8. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the Executive Director or by two (2) or more Directors. Such a special meeting shall be held at the date and time specified in the notice of the meeting.

9. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the non-profit Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting.

10. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the Board of Directors shall be given by written notice delivered personally or sent by email or facsimile to each Director at that Director's address as shown by the records of the non-profit Corporation. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is delivered. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the agenda notice, unless specifically required by law or by these Bylaws.

11. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors fixed by these Bylaws.

12. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution

the Board of Directors may approve any allowed reimbursement for expenses.

13. ACTION BY DIRECTORS WITHOUT MEETING

Any action required by the Texas Business Organizations Code must be transacted in a meeting.

14. COMMITTEES OF THE BOARD OF DIRECTORS

1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, including a:

- Sponsorship/Fundraising Committee;
- Local Events Committee;
- Concert Series Committee;
- Small Events Committee;
- and other committees as needed.
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Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the non-profit Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own governance, but not to be inconsistent with these Bylaws or with rules adopted by the Board of Directors.

15. DUTIES OF DIRECTORS

Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the non-profit Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts

such as accountants or legal counsel. A Director is not relying in good faith if they have knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the non-profit Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

16. DUTY TO AVOID IMPROPER DISTRIBUTIONS

Directors who vote for or assent to improper distributions are jointly and severally liable to the non-profit Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of Corporate debts, or any distribution that would render the non-profit Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the non-profit Corporation, legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence, or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. "Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person."

17. DELEGATING DUTIES

Directors may select advisors and delegate duties and responsibilities to them. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

18. INTERESTED DIRECTORS

Contracts or transactions between Directors and officers who have a financial interest in

the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other Members of the Board or other groups authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

ARTICLE IV - OFFICERS

1. NUMBER OF OFFICERS

The officers of a Corporation shall consist of an executive director, **treasurer**, secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of Executive Director and Secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding three (3) years.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer appointed may be removed by the Board of Directors however and whenever, in their judgment, the best interests of the non-profit Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The Executive Director may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the non-profit Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were was prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this Section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. EXECUTIVE DIRECTOR

The Executive Director shall serve as an administrative director and shall have no vote. Such officer shall see that all orders and resolutions of the Board are carried out, subject however, to the right of the Directors to delegate specific powers, except such as may be by statute exclusively conferred on the Executive Director, or to any other officers of the Corporation.

When authorized by the Board of Directors, the Executive Director or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The Executive Director shall be an ex-officio member of all standing committees. The Executive Director shall submit a report of the operations of the Corporation for the year to the Board of Directors at their annual meeting.

6. VICE-PRESIDENTS

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the Executive Director, perform the duties and exercise the powers of the Executive Director, and they shall perform such other duties as the Board of Directors shall prescribe.

7. THE SECRETARY AND ASSISTANT SECRETARIES

The Secretary shall attend all meetings of the Board of Directors and shall have a record of all votes and the minutes of all proceedings of the same. They shall perform like duties for the standing committees, when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretaries shall, in order of their rank, as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the Board shall be recorded by such person as shall be designated by the Executive Director or by the Board of Directors.

8. THE TREASURER AND ASSISTANT TREASURERS

The Treasurer shall have custody of the Corporate funds and securities. They shall keep full and accurate accounts of receipts and disbursements in accounting records belonging to the Corporation and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the non-profit Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account, shall render to the Board of Directors an account of all of the Treasurer's transactions of the financial condition of the Corporation, and exhibit the books, records and accounts to the Directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and, in accordance with the orders of the Directors present to the Director's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the Executive Director.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum, and with such surety or sureties, as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE V - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The non-profit Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The non-profit Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic

corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against them and incurred by them in such a capacity or arising out of their status as such a person, whether or not the Corporation would have the power to indemnify them against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Board of Directors of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by a grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VI - MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the non-profit Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Board of Directors may hold a meeting by Zoom.

3. SEAL

The non-profit Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal, and the lack of the corporate seal shall not affect an otherwise valid contract, or another instrument executed by the Corporation.

4. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the non-profit Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such person or persons as shall be determined from time to time by the Board of Directors.

6. DEPOSITS

All funds of the non-profit Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7. GIFTS

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

8. BOOKS AND RECORDS

The non-profit Corporation shall keep record of the names and addresses of each Board of Director in either written paper form or maintained by or on behalf of the Corporation on, or by means of an information storage device or method or one or more electronic data systems, provided that any books, records, minutes and ownership or membership records so maintained can be converted into written paper form within a reasonable time. A Director of the Board on written demand has the right to examine and copy, in person or by agent, accountant or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation.

9. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

10. FISCAL YEAR

The fiscal year of the non-profit Corporation shall be October 1 to September 30th of each year.

ARTICLE VII – CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. INVALID PROVISIONS.

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE VIII- AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Unless the Certificate of Formation provides otherwise as to all or some portion of these Bylaws, the Board of Directors may amend or repeal these Bylaws or adopt new Bylaws.

ARTICLE IX – PARLIAMENTARY AUTHORITY

7.01 Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or any specific rules of procedure adopted by the Board.

7.02 The Board may convene in a closed session during any portion of a meeting as desired in order to consider the following matters as authorized by rulings of the Texas Attorney General and Texas Government Code Annotated Sections 551.071 (consultation with attorney), 551.072 (deliberations regarding real property), 551.073 (deliberations regarding prospective gift), 551.074 (personnel matters), 551.076 (deliberation regarding security devices), 551.087 economic development), and 551.088 (deliberation regarding test item).

ARTICLE X– DISSOLUTION OF THE CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal

tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted by the Member (City Council) on July _____, 2025.

Mayor