

**BYLAWS OF THE  
BALCONES HEIGHTS ECONOMIC DEVELOPMENT CORPORATION**

ARTICLE I

PURPOSES, POWERS AND RESPONSIBILITIES

A. *Corporate Identity; Offices.* The name of the Corporation is the Balcones Heights Economic Development Corporation (the *Corporation*). The principal office of the Corporation shall be at 3300 Hillcrest Drive, Balcones Heights, Texas 78201. The Corporation may relocate such principal office and have such other offices as the Board of Directors shall determine.

B. *Powers; Purposes and Authority.* In order to implement the purposes for which the Corporation was formed, as set forth in its Certificate of Formation, the Corporation shall have all the authority and powers of every nature and kind whatsoever, both expressed and implied, which are authorized or permitted by the terms of the Chapter 501 (*Chapter 501*), Chapter 502 (*Chapter 502*) and Chapter 505 (*Chapter 505*) of the Local Government Code, each as amended (Chapter 501, Chapter 502, and Chapter 505 are collectively referred to herein as 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 Chapter 505 and in the event of any conflict between Chapter 505 and any other term or provision, Chapter 505 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 promote economic development benefiting the City of Balcones Heights, Texas (the *City*), including without limitation promoting industrial, manufacturing, commercial, retail, parks and residential development to encourage employment and the public welfare, both within the City limits and areas outside of the City limits which contribute to the economic welfare of the City. The powers of the Corporation shall include the authority to contract and be contracted with and, absent a conflict with Chapter 505, 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.

C. *Annual Corporate Budget.* At least sixty (60) days prior to the commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of anticipated revenues and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications as shall be in such form as may be prescribed from time to time by the City Administrator and/or Council. The budget shall not be effective until same has been approved by the City Council. The Corporation's fiscal year shall start on October 1 and end on September 30 of the following year and may be changed by action of the Board and approval of the City Council.

D. *Books and Records; Review of Financial Statements.* The Corporation shall keep collect and complete books and records of all accounts 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 a reasonable time: and at all times the City Administrator and/or City Council

of the City will have access to the books, records and financial statements of the Corporation. At the direction of the City Administrator and/or City Council, the books, records, accounts and financial statements may be maintained for the Corporation by the accountants and staff of the City. The Corporation, or the City if the City is maintaining the books, records, accounts, and financial statements, shall have such documents to be studied at least once each fiscal year by an outside, independent auditing and accounting firm selected by City Council and approved by the Board.

E. *Activity Reports to City Council.* The Board shall at least annually submit reports to the City Council as to the status of its activities and carrying out of its obligations.

F. *Deposit and Investment of Corporation Funds.* All proceeds from loans for 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. Subject to the requirements of contracts, loan agreements, indentures, or other agreements securing the Obligations, all other money of the Corporation, if any, shall be deposited, secured and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board, with City Council approval, shall designate the accounts and depositories to be created and assigned and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board designates. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the City Administrator or his designee.

G. *Expenditure of Corporate Money.* Proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, revenues generated by any Projects as defined in the Act and payable to the Corporation or any other source of revenues that are payable to the Corporation, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act and the Certificate of Formation, subject to the following limitations:

Expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of money 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;

All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by Article I, Section C, or in contracts meeting the requirements of Article V, Section J.

H. *Issuance of Obligations.* No Obligations, including refunding obligations, shall be authorized or sold and delivered by the Corporation unless the Council approves such Obligations by action taken prior to the date of initial delivery of the Obligations to the initial purchasers thereof.

I. *Powers in General.* The Corporation may exercise all powers granted under the Act consistent with its Certificate of Formation, these Bylaws, and the Resolutions and Ordinances of the City Council.

## ARTICLE II

### BOARD OF DIRECTORS

A. *Appointment, Classes, 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 Certificate of Formation and these Bylaws.

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors (the *Board*), appointed by the City Council of the City and subject to the applicable limitations imposed by the Act, other applicable legislation and these Bylaws. The Board may, by contract, resolution or otherwise, give general or limited or special powers and authority to the Officers of the Corporation.

The Board may plan and direct its work through the Chair who will be charged with the responsibility of carrying out the Corporation's programs as adopted and planned by the Board.

The Board shall consist of seven (7) persons who shall each be appointed by the City Council (and one of which shall be the Mayor). No more than three (3) of the seven (7) Directors may be City employees or City Council members (including the Mayor). The term of each directorship will be for two (2) years. All Directors must be residents of Bexar County, Texas. Directors are not subject to term limits, and may be reappointed by a majority vote of City Council. Those filling vacancies shall serve out the term of those seats. Any Director, or all Directors, may be removed from office at any time by majority vote of the City Council, for cause or at will. Any vacancy occurring on the Board shall be filled by appointment by majority vote of the City Council.

B. *Meetings of Directors.* The Board shall meet at least once each month and any member of the Board may request that an item be placed on the agenda by providing same in writing, to the Secretary no later than five (5) days prior to the date of the Board meeting. The Board may hold its meetings at any place authorized by the Act and as the Board may from time to time determine; provided that in the absence of any such determination by the Board, the meeting shall be held at the principal office of the Corporation or at the City Council Chambers of the City. The Board shall conduct its meetings in accordance with the requirements the Act.

C. *Regular Meetings.* Regular meetings of the Board shall be held at such times and places as shall be designated, from time to time, by the Board. 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.

D. *Special Meetings.* Special meetings of the Board shall be held whenever called by the Chair, the Secretary, by a majority of the Directors then in office at the time the meeting is called, or upon advice of or by request of the Mayor of the City or a majority of the City Council. The Secretary of the Corporation or his/her designee shall give notice of each special meeting in

person, by telephone, telecopier, mail, or electronic mail at least three (3) days before the meeting to each Director. 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 or emergency meeting. At any meeting at which every director shall be present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.

E. *Quorum.* A majority of the Directors 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 and voting at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by law. Any Director may request a record vote on any matter to come before the Directors and that record vote will become a part of the minutes.

F. *Conduct of Business.* At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine. At all meetings of the Board, the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, an acting Chair shall be chosen by the Board from among the Directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the Chair (or other presiding officer) may appoint any other Board of Director or member of City Staff to act as acting secretary of the meeting.

G. *Compensation of Directors.* Directors, as such, shall not receive any salary or compensation for their services as Directors. However, Directors may be reimbursed for their actual expenses incurred in the performance of their official duties as Directors.

H. *Board Committees.* The Board may designate two (2) or more Directors to constitute an official committee of the Board to exercise such authority as is delegated and approved by resolution of the Board. It is provided, however, that all final, official actions of the Corporation may be exercised only by the full 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.

I. *Advisory Boards.* The Board may appoint an advisory board or boards to assist the Board and perform such other duties as the Board may from time to time assign to the advisory board. An advisory board shall be made up of no more than seven (7) individuals. At the time the Board creates an advisory board, the Board shall adopt rules and regulations regarding membership of the advisory board. The advisory boards may make recommendations to the Board, but all final, official actions of the Corporation shall be exercised only by the Board.

J. *Texas Open Meetings Act and Open Records Act.* Meetings of the Board, Board committees, and any advisory board are subject to the Texas Open Meetings Act, Texas Government Code Chapter 551, as amended, and the Corporation is subject to the Texas Open Records Act, Texas Government Code Chapter 552, as amended.

## ARTICLE III

### OFFICERS

A. *Titles and Term of Office.* The officers (the *Officers*) of the Corporation shall be a Chair, a Vice Chair, Secretary, and Treasurer, and such other Officers as the Board may elect or appoint annually. One person may hold more than one office, except that the Chair shall not hold the office of Secretary. The Chair and each other Officer of the Corporation shall be appointed by a majority vote of the Directors then in office and shall hold office for a term of two (2) 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 City Council then in office.

Any vacancy in office that is to be filled by a person concurrently serving on the Board of Directors shall be filled by appointment by a majority vote of the Directors then in office. Any vacancy in an office to be filled by a City employee or a person not to concurrently serve on the Board of Directors shall be appointed by a vote of a majority of the City Council then in office.

B. *Powers and Duties of the Chair.* The Chair shall be the Chief Executive Officer of the Corporation, and, subject to the control of the Board of Directors, the Chair shall be in general charge of the properties and affairs of the Corporation. The Chair shall preside at all meetings of the Board of Directors in furtherance of the purposes of this Corporation; the Chair may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, notes and other instruments in the name of the Corporation.

The Chair shall have the authority to appoint standing committees to aid and assist the Board in its business undertakings or matters incidental to the operation and functions of the Board. The Chair shall have the authority to appoint ad-hoc committees which may address issues of a temporary nature of concern or which have a temporary effect on the business of the Board.

C. *Powers and Duties of the Vice Chair.* The Vice Chair shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the Chair during the Chair's absence, resignation, or inability to act. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability of the Chair to act at the time such action was taken.

D. *Treasurer.* The Treasurer shall have custody of all the funds and securities of the Corporation that come in to 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 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 any monies received and paid out on account of the Corporation. The Treasurer shall perform all acts incident to the position of the 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 require. The Treasurer may be an employee of the City; however, to the extent that the Treasurer is an employee of the City, such person shall not concurrently serve as a member of the Board. All check writing authority shall follow applicable City policies concerning authorizations, signatures, and disbursements.

E. *Secretary.* The Secretary shall keep or cause to be kept the minutes of all meetings of the Board of Directors, its committees and those of Executive Sessions in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices in furtherance of the corporate purposes. The Secretary may attest or sign with the Chair in the Corporation's name, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation. The Secretary 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 be open to inspection at the office of the Corporation during business hours; and the Secretary shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors. The Secretary may be an employee of the City; however, to the extent that the Secretary is an employee of the City, such person shall not concurrently serve as a member of the Board.

In the absence of the Secretary, the Chair (or other presiding officer) may appoint any other Board of Director or member of City staff to act as Secretary during such absence.

F. *Compensation.* Officers who are serving as members of the Board 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

A. *Effective Date.* These Bylaws shall become effective only upon occurrence of the following events:

- (a) the adoption of these Bylaws by the Board of Directors; and
- (b) the approval of these Bylaws by the City Council.

B. *Amendments to Bylaws.* These Bylaws may be amended at any time and from time to time by majority vote of the Directors then in office, but only with approval of the City Council.

C. *Interpretation of Bylaws.* These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to a 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

A. *Principal Office.* The current principal office of the Corporation is located at 3300 Hillcrest Drive, Balcones Heights, Texas 78201. The Corporation may relocate such principal office and have such other offices as the Board shall determine.

B. *Seal.* The Corporation may adopt a seal evidencing the official mark of the Corporation, which may be impressed upon deeds, contracts, or other instruments, where appropriate.

C. *Services of City Staff.* To the extent possible, the Corporation shall utilize the services, staff and employees of the City. All requests for staff time or inquiries of staff will be requested through the City Administrator's office.

D. *Equal Opportunity/Diversity.* It is the Corporation's policy to provide equal employment opportunity at every level without regard to race, color, religion, disability, sex, or national origin. This policy applies to all phases of employment opportunity including, but not limited to recruiting, hiring, placement, upgrading, promotion, demotion, transfer, termination, compensation, training and use of all facilities. The Corporation agrees not to engage in employment practices which have the effect of discriminating against its employees or applicants for employment because of race, color, religion, national origin, sex, sexual orientation, gender identity, age, handicap, veteran status, political belief, or affiliation. The Corporation is, and shall remain, committed to promoting diversity and inclusion within the City and surrounding areas, encouraging residents and tourists to celebrate the City's heritage, and supporting initiatives embracing these ideals.

E. *Notice and Waiver of Notice.* Whenever any notice whatsoever is required to be given to the Board of Directors under the Act, the Certificate of Formation, or under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same 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 to have been 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 waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

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.

F. *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 Chair or the Secretary. Absent a written notice of the 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 her or her successor takes office.

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

H. *Organizational Control.* The City Council may, at 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 on the impairment of contracts. The Corporation shall comply with all financial and administrative ordinances and policies of the City.

I. *Dissolution of the Corporation.* Upon dissolution of the Corporation, title to or other interest 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.

J. *Agreements.* Any and all agreements between the Corporation and other parties shall be authorized, executed, approved, and delivered in accordance with applicable law.

K. *Executive Director/ Staff and Organizational Management.* The City Administrator or his or her designee shall serve as the Executive Director of the Corporation, to provide administrative support services for the corporation and perform duties as prescribed by the Board and City Council. The Executive Director shall be a non-voting, ex-officio member of the Board and of any other committees created by the Board. The Executive Director shall compile and submit to the Board regular reports and recommendations regarding the programs, policies and business affairs of the Corporation.

Staffing of the Corporation shall be provided by the City and the City Administrator and Chair shall work together to ensure that the Executive Director of the Corporation and/or subsequent City departmental staff fully implement the policies of the Board of Directors. The Corporation shall utilize the staff and employees of the City for the provision of all support services required by the Corporation. The Corporation shall pay compensation to the City for such services. The performance of City staff of services for the Corporation shall not materially interfere with the other duties of such staff, provided that in the performance of services for the Corporation, such staff shall answer to the Corporation, under direction of the City Administrator.

L. *Indemnification of Directors, Officer and Employees.* As provided in the Act, the Corporation is, for the purposes of the Texas Tort Claims Act, as amended (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), a governmental unit and its actions are governmental functions. The Corporation shall indemnify each and every member of the Board, its officers and its employees, and each member of City Council and each employee of the City,

to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees incurred by any of such persons by reason of any actions or omissions that may arise out of the sanctions and activities of the Corporation. The legal counsel for the Corporation is authorized to provide defense for members of the Board, officer, and employees of the Corporation.

## ARTICLE VI

### CONFLICTS

In the event of a conflict between these Bylaws and the Certificate of Formation, the Certificate of Formation shall control.

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*\*Reflecting amendments approved by the Corporation's Board of Directors on September 21, 2022; and the City Council of the City on September 26, 2022.*