



**CITY OF WHARTON
WHARTON ECONOMIC DEVELOPMENT
CORPORATION BOARD OF DIRECTORS
SELECTION COMMITTEE MEETING**

**Monday, September 28, 2020
6:00 PM**


CITY HALL

**NOTICE OF
CITY OF WHARTON
WHARTON ECONOMIC DEVELOPMENT CORPORATION BOARD OF
DIRECTORS SELECTION COMMITTEE MEETING**

Notice is hereby given that a Wharton Economic Development Corporation Board of Directors Selection Committee Meeting will be held on Monday, September 28, 2020 at 6:00 PM at the Wharton City Hall, 120 East Caney Street, Wharton, Texas, at which time the following subjects will be discussed to-wit:

SEE ATTACHED AGENDA

Dated this 24th day of September 2020.

By: 


Andres Garza, Jr., City Manager

I, the undersigned authority, do hereby certify that the above Notice of Meeting of the Wharton Economic Development Corporation Board of Directors Selection Committee Meeting is a true and correct copy of said Notice and that I posted a true and correct copy of said Notice on the bulletin board, at City Hall of said City or Town in Wharton, Texas, a place convenient and readily accessible to the general public at all times, and said Notice was posted on September 24, 2020, at 4:30 p.m. and remained so posted continuously for at least 72 hours preceding the scheduled time of said Meeting.

The Wharton City Hall is wheelchair accessible. Access to the building and special parking is available at the primary entrance. Persons with disabilities, who plan to attend this meeting and who may need auxiliary aids or services such as interpreters for persons who are deaf or hearing impaired, readers, or large print, are requested to contact the City Secretary's Office at (979) 532-4811 Ext. 225 or by FAX (979) 532-0181 at least two (2) days prior to the meeting date. BRAILLE IS NOT AVAILABLE.

Dated this 24th day of September 2020.

CITY OF WHARTON

By: 

Paula Favors
City Secretary



A G E N D A
CITY OF WHARTON
Wharton Economic Development Corporation Board of Directors
Selection Committee Meeting
Monday, September 28, 2020
City Hall - 6:00 PM

Call to Order.

Roll Call.

Public Comments.


Review & Consider:

1. Reading of the minutes from the meeting held September 14, 2020.
2. Wharton Economic Development Corporation Board of Directors:
 - A. Appointment - Wharton Economic Development Corporation Board of Directors for the term beginning October 1, 2020 to September 30, 2022.
 - B. Bylaws of the Wharton Economic Development Corporation.

Adjournment.

City of Wharton
 120 E. Caney Street
 Wharton, TX 77488

WHARTON ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS SELECTION COMMITTEE MEETING

Meeting Date:	9/28/2020	Agenda Item:	Reading of the minutes from the meeting held September 14, 2020.
<p>Attached is a draft copy of the minutes from the meeting held September 14, 2020.</p>			
City Manager: Andres Garza, Jr.		Date: Thursday, September 24, 2020	
Approval: 			
Mayor: Tim Barker			

**MINUTES OF
CITY COUNCIL WHARTON ECONOMIC DEVELOPMENT CORPORATION
BOARD OF DIRECTORS SELECTION COMMITTEE**

**City Hall
120 East Caney Street
Wharton, Texas 77488
Monday, September 14, 2020
6:30 p.m.**

City Manager Andres Garza, Jr. declared a meeting of the City Council Wharton Economic Development Corporation Board of Directors Selection Committee duly open for the transaction of business at 6:30 p.m.

Committee Members present were: Mayor Tim Barker, Councilmember Steven Schneider and Councilmember Clifford Jackson.

Committee Member absent was: None.

City Councilmember present was: Councilmember Don Mueller, Councilmember Terry Freese and Councilmember Russell Machann.

Staff members present were: City Manager Andres Garza, Jr., and Assistant to the City Manager Brandi Jimenez.

Visitors: Wharton Economic Development Corporation Executive Director Josh Owens.

The item on the agenda was Public Comments. Wharton Economic Development Corporation Executive Director Josh Owens stated to the Committee that he would like to see the current members who are serving on the Board be re-appointed.

The first item on the agenda was to review and consider the reading of the minutes held October 14, 2019. Councilmember Clifford Jackson made a motion to approve the minutes as presented. Mayor Tim Barker seconded the motion. All voted in favor.


The second item on the agenda was to review and consider the Appointment - Wharton Economic Development Corporation Board of Directors for the term beginning October 1, 2020 to September 30, 2022. City Manager Andres Garza, Jr. stated to the Committee that two new applications were received. He stated that the members with terms ending September 30, 2020 had indicated they wished to be re-appointed. Applications were handed out to the Committee to review. After some discussion, Mayor Tim Barker made a motion that the Committee review all of the applications and meet on September 28, 2020 to make a recommendation to the City Council for consideration. Councilmember Clifford Jackson seconded. All voted in favor.

Councilmember Steven Schneider made a motion to adjourn. Councilmember Clifford Jackson seconded the motion. The meeting adjourned at 6:45 p.m.

Andres Garza, Jr., City Manager

City of Wharton
 120 E. Caney Street
 Wharton, TX 77488

WHARTON ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS SELECTION COMMITTEE MEETING

Meeting Date:	9/28/2020	Agenda Item:	Wharton Economic Development Corporation Board of Directors: A. Appointment - Wharton Economic Development Corporation Board of Directors for the term beginning October 1, 2020 to September 30, 2022. B. Bylaws of the Wharton Economic Development Corporation.
<p>Attached is a list of the Wharton Economic Development Corporation members whose terms expire September 30, 2020.</p> <p>The Committee can review the applications and make a recommendation to the City Council.</p> <p>At the September 14, 2020 meeting there was some discussion regarding the Bylaws of the Wharton Economic Development Corporation. Attached are the Bylaws of the Wharton Economic Development Corporation for your review.</p>			
City Manager: Andres Garza, Jr.		Date: Thursday, September 24, 2020	
Approval: 			
Mayor: Tim Barker			

WHARTON ECONOMIC DEVELOPMENT CORPORATION	TWO YEAR TERM	Reappointment
Michael Wootton	September 30, 2020	
Bill Ansley	September 30, 2020	
Freddie Pekar	September 30, 2020	
Clifford Jackson (Councilmember)	September 30, 2020	
Russell Machann- (Councilmember)	September 30, 2021	
Judd Perry	September 30, 2021	
Marshall Francis	September 30, 2021	

**BYLAWS OF THE
WHARTON ECONOMIC DEVELOPMENT CORPORATION**

These Bylaws govern the affairs of the WHARTON ECONOMIC DEVELOPMENT CORPORATION (the "Corporation"), a public instrumentality and nonprofit corporation created under Section 4B of the Development Corporation Act of 1979, Article 5190 6 of the Revised Civil Statutes of Texas (the "Act").

ARTICLE I. PURPOSE

General Purposes

1.01. The Corporation acts on behalf of the City of Wharton, Texas in furtherance of the public purposes of the Act and may engage in any project authorized under Sec 2(10) or Sec 4B of the Act, including, but not limited to, such projects as promotion and development of new and expanded business enterprises, job training centers, infrastructure improvements, public safety, municipal buildings, civic centers, recreations facilities and other related facilities

Powers

1.02 The Corporation has all the powers, both express and implied, granted to corporations governed by Sec. 4B of the Act The Corporation shall have no power to take any action that would be inconsistent with the requirements for exemption from federal tax as a non-profit corporation under section 501(c) (4) of the Internal Revenue Code or such other applicable section.

ARTICLE II. OFFICES

Principal Office

2.01. The principal office of the Corporation in the State of Texas shall be located at 1944 N Fulton St, Wharton, Texas The Board of Directors may provide for additional offices or change the location of any office with the approval of the City Council of Wharton.

Registered Office and Registered Agent

2 02. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Act. The Board of Directors may, from time to time, change the registered agent and/or the address of the registered office, provided that proper notification of such change is given to the Office of the Secretary of the State of Texas

ARTICLE III. BOARD OF DIRECTORS

Management of the Corporation

3.01 The affairs of the Corporation shall be managed by the Board of Directors, subject to applicable limitations imposed by the Texas Business Corporation Act, the Development Corporation Act of 1979, the Articles of Incorporation, or these bylaws

Duties of the Board of Directors

3.02. The Board of Directors is required to perform the following duties:

a. Program. The Board of Directors shall research, develop, and prepare an Economic Development Plan in accordance with policies or directives established by the City Council of the City of Wharton. The Board of Directors shall review this plan at least once a year and submit it to the City Council of Wharton for its approval. The economic development plan shall include the following:

1. The short and long term-term objectives of the Corporation and how they might be achieved, including specific details of proposed efforts or programs to achieve those goals, strategies to reinforce the business climate throughout the City; strategies to fully utilize the assets of the City that enhance economic development, and strategies to coordinate public, private and academic resources to develop and enhance business opportunities for all of the citizens of Wharton
 2. Assurance of accountability of all tax money and all other funds received and expended by the corporation for its implementation of an economic development plan
 3. Any other information the City Council of the City of Wharton requests in writing
- b. Quarterly Reports. The President or Executive Director shall submit quarterly reports to the City Council as to the status of its activities in carrying out its obligations under this section
- c. The Board shall be regularly accountable to the City Council for all activities undertaken by them or on their behalf, and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board.

Number, Qualifications and Tenure of Directors

3.03. The Board of Directors shall consist of seven (7) members appointed by and who shall serve at the pleasure of the City Council of the City of Wharton, Texas, on a case by case basis for two (2) year terms of office. The City Council of the City of Wharton shall, at their sole discretion, appoint two (2) alternate members who would fill any unexpired terms should their become a vacancy on the Board of Directors.

a. All appointed members of the Board shall reside within the City limits of the City of Wharton or within ten (10) miles of the City limits of the City of Wharton or in accordance with the laws of the State of Texas.

b. A maximum of two (2) directors shall be persons who are members of the City Council of the City of Wharton. All non-Councilmembers seeking to serve on the Board of Directors shall fully complete an application approved by the City Council. All applications, whether accepted or rejected, shall be retained by the City of Wharton for two (2) years in the City of Wharton City Secretary's Office.

d. If a member of the City Council of the City of Wharton, Texas, who has been appointed as a director shall cease to be a member of the City Council of the City of Wharton, Texas, such event shall constitute an automatic resignation as a director and such vacancy shall be filled in the manner provided herein.

e. The terms of the two (2) City Council directors shall begin upon approval of the Articles of Incorporation by the Secretary of State, and one term shall expire on the first day of October of the next even numbered year, and the other will expire on the first day of October of the next odd numbered year.

f. The terms of the five (5) non-council directors shall begin the date of approval of the Articles of Incorporation by the Secretary of State and two (2) shall expire on the first day of October of the next following odd numbered year and three (3) shall expire the first day of October of the next following even numbered year. Such initial terms shall be decided by the City Council.

g. The City Council shall consider an individual's experience, accomplishments, economic involvement, educational background and business or other professional background in appointing members to the Board of Directors. Any person convicted of a felony offense under the Texas Penal Code shall not qualify to serve as a director.

Attendance

3.04. Directors should attend all regular called meeting of the Board of Directors. Directors who are regularly absent from meetings of the Board of Directors may be removed from office at the discretion of the City Council of the City of Wharton, Texas.

Vacancies

3.05. A vacancy occurring upon the Board of Directors shall be filled for the unexpired term by appointment by the City Council of the City of Wharton, Texas.

Duties of Directors

3.06 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and which are not unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by the City of Wharton, an accountant or attorney retained by the Corporation.

Removal of Directors

3.07 The Board of Directors and each member thereof serves at the pleasure of the City Council of the City of Wharton, Texas which may remove any director at any time, either with or without cause.

Compensation of Directors

3.08 Directors of the Corporation shall serve without compensation, except that they may be reimbursed for their actual expenses incurred in the performance of their duties.

ARTICLE IV. OFFICERS

Officer Positions

4.01. The officers of the Corporation shall be president, vice president, a secretary, and a treasurer, all of whom shall be members of the Board of Directors. The Board of Directors may create additional officer positions, define the authorities and duties of such additional positions and appoint persons to fill such positions. No person may hold more than one such office at a time.

Election and Terms of Officers

4.02 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting. Each Officer shall hold office until a successor is duly elected and qualified. An Officer may be elected to succeed himself or herself in the same office.

Removal of Officers

4.03 Any officer may be removed by the Board of Directors at any time, with or without good cause. The removal of an officer does not also result in the removal of such person as a director of the Corporation

Vacancies

4.04. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term

President

4.05. The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. The president shall execute all documents and agreements affecting the corporation, except where such power is expressly delegated to another officer of the Corporation. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president

Vice President

4.06 When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When acting in place of the president, the vice president shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president.

Secretary

4.07. The secretary shall:

- a. Give all notices as provided in the bylaws as required by law.
- b. Take minutes of the meetings of the Board of Directors and keep the minutes as part of corporate records.
- c. Maintain the custody of the corporate records, authenticate corporate documents and affix the seal of the Corporation as required.
- d. Keep a register of the mailing address of each director and officer of the Corporation.
- e. Perform duties as assigned by the president of the Board of Directors.
- f. Perform all duties incident to the office of secretary.

- g. Shall preside at meetings of the Board of Directors in the absence of the President and the Vice President

Treasurer

4.08 The treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation
- b. Receive and give receipts for moneys due and payable to the Corporation from any source.
- c. Deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided by these bylaws
- d. Write checks and disburse funds to discharge obligations of the Corporation
- e. Maintain the financial books and records of the Corporation.
- f. Prepare financial reports least annually
- g. Perform other duties as assigned by the Board of Directors.
- h. Perform all duties incident to the office of treasurer.

Executive Director

4.09 The Board of Directors may employ an Executive Director to serve as General Manager and Chief Administrative Officer of the Corporation. The Executive Director shall be subject to the supervision of the Board of Directors and shall perform the duties specifically delegated to him by the Board of Directors. The Executive Director shall serve at the pleasure of the Board of Directors and receive compensation approved by the Board of Directors. The Executive Director shall be responsible for policy and program implementation and the day-to-day operations of the Corporation, including the hiring of employees, and the supervision and dismissal of those employees. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors and of any other committees created by the Board of Directors. The Executive Director shall compile and submit to the Board of Directors regular reports and recommendations regarding the programs, policies, and business affairs of the Corporation

ARTICLE V. BOARD COMMITTEES

Committees Authorized

5 01 With the approval of the Board of Directors, the President may appoint persons to serve on standing or ad hoc committees. Committee members need not be Directors of the Corporation, unless required by these Bylaws or Board Resolution. Committees will operate under general rules adopted by the Board of Directors. Committees may be charged with specific duties or authority, but shall not have the authority to:

- a. Amend the Articles of Incorporation, amend, alter or repeal the Bylaws, or adopt a plan of merger or consolidation with another Corporation.
- b. Authorize the sale, lease, exchange or mortgage of any of the property or assets of the Corporation or commit Corporation funds without the prior approval of the Board of Directors
- c. Authorize or revoke proceedings for the voluntary dissolution of the Corporation or adopt a plan for the distribution of the assets of the Corporation.
- d. Approve any transaction to which the Corporation is a party, take any action outside the scope of authority delegated to it by the Board of Directors, take final action on a matter that requires the approval of the Board of Directors, take action on any other matters appropriate to the authority of the Board of Directors, or take any action that involves a potential conflict of interest as defined in these Bylaws.

Committee Terms

5.02. The members of each standing committee shall serve until successors are appointed by an incoming President, unless the Committee is terminated or a member is removed, resigns, or ceases to qualify as a member. Vacancies on committees may be filled in the same manner as the original appointment. Any committee member may be removed from committee membership by the President, with Board approval, whenever in their judgement the best interests of the Corporation would be served by such removal.

Rules

5.03. Each committee or subcommittee may adopt rules for its own operation consistent with the Bylaws or with rules adopted by the Board of Directors.

5.04 Such committees shall keep regular minutes of their meetings and report the same to the Board of Directors.

ARTICLE VI. MEETINGS

Annual Meeting

6 01. The annual meeting shall be held during the month of July of each year. The Board of Directors shall designate the time and location of the annual meeting which shall be held in the principal offices of the Corporation.

Regular Meetings

6 02 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings at least four (4) times a year. The meeting shall be held within the City of Wharton, Texas, at the principal offices of the Corporation or at such other location as the Board of Directors may designate

Special Meetings

6.03. Special meetings of the Board of Directors may be called at the request of the President or any three Directors. A person or persons calling the meeting shall fix the time and location of the meeting, which meeting shall be conducted within the City of Wharton, Texas. The person or persons calling a special meeting shall notify the secretary of the Corporation of the information required to be included in the notice of the meeting.

Notice of Meetings

6.04 The Board of Directors shall be considered a “governmental body” within the meaning of Texas Government Code, Sec. 551.001, and all meetings, notices of meetings, and deliberations shall be called, convened, held, conducted and given in accordance with the provisions of Texas Government Code, Chapter 551 (The Texas Open Meetings Act). In addition to the posting of a meeting notice in accordance with these Bylaws and the Texas Open Meetings Act, a copy of each such meeting notice shall be delivered to each Director not less than seventy-two (72) hours before the time of the meeting. The notice shall state the place, date and time of the meeting. A meeting notice shall be deemed delivered to any Director when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation. Such additional notice may be waived in writing by a Director at any time either before or after the time of the meeting and such additional notice shall be deemed waived by attendance. In the case of special meetings, notice may be issued to Directors by mail, telephone, fax or in person and shall include who called the meeting and the purpose of the meeting

Quorum

6.05. Four (4) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If however, the number of Directors serving on the Board of Directors is less than seven (7) directors, three (3) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The presence of a director may not be established by proxy. No business shall be conducted, nor shall any action be taken by the Board of Directors in the absence of a quorum.

Actions of Board of Directors

6.07. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors' present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors.

Proxy Voting Prohibited

6.08. A Director may not vote by proxy.

ARTICLE VII. TRANSACTIONS AND ADMINISTRATION OF THE CORPORATION

Fiscal Year

7.01. The fiscal year of the Corporation shall run concurrently with the fiscal year of the City of Wharton.

Contracts for Services

7.02. The Corporation may contract with the City of Wharton for the administration of its accounts, expenditures, deposits, investment of funds and accounts, and other financial services for the Corporation. The Board of Directors shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon two (2) signatures, with the Executive Director and four (4) Directors of the Corporation as authorized signatories, who shall be specifically designated by the Board from time to time.

Budget

7.03. At least 45 days prior to the commencement of each fiscal year of the Corporation, the Board of Directors shall adopt a proposed budget of expected revenues and proposed expenditures of the next ensuing fiscal year. The budget shall contain classifications and shall be in such forms as may be prescribed from time to time by the

City Council of the City of Wharton. The Corporation’s budget shall not be effective until the same has been approved by the City Council of the City of Wharton.

Limitations on Expenditures

7.04. Before expending funds to undertake a project, the Corporation shall hold at least one public hearing on the proposed project, unless the Act does not require such public hearing.

7.05 The Corporation shall not make any commitment for dispersal of any funds for any one project in excess of \$ 50,000 without prior approval of the City Council

7.06. Deleted and approved by WEDCo Board of Directors on September 5, 2000, approved by City Council on September 11, 2000 (See attached minutes)

Checks and Drafts

7.07. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by two (2) original signatures, with the Executive Director and four (4) Directors of the Corporation as authorized signatories, who shall be specifically designated by the Board from time to time.

Contracts

7.08 The Board of Directors may authorize any officer or agent of the Corporation to enter into or execute or deliver any instrument in the name of or on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. The Corporation shall follow and be bound by the same purchasing and contracting provisions of State law, including the provisions on competitive bidding, that are applicable to the City of Wharton.

7.09. The Corporation may contract with any qualified and appropriate person, association, corporation, or governmental entity, including the City of Wharton, to perform or discharge designated tasks which will aid or assist the Board in the performance of its duties

Gifts

7.10. The Board of Directors may accept on behalf of the Corporation any gift or bequest. Special funds shall include all funds from government contracts, grants, and gifts designated by a donor for special purposes. All other funds shall be general funds

Investments

7.11 Temporary and idle funds which are not needed for immediate obligations of the Corporation may be invested in a legal manner provided in Tex. Rev. Civ. Stat. Ann. Art. 842a-2 (Public Funds Investment Act) or any amendments thereof.

Bonds

7.12. Any bonds issued by the Corporation shall be in accordance with the Act and shall not be issued without approval of the City Council of the City of Wharton and by the bond counsel and financial advisers of the City of Wharton or the Corporation.

Seal

7.13 The Board of Directors may provide for a corporate seal.

Potential Conflicts of Interest

7.14. The members of the Board of Directors are local public officials within the meaning of the Texas Government Code Chapter 171. In transactions with the Corporation, Directors shall follow and be bound by the requirements and limitations of Chapter 171 of the Local Government Code, as amended. If a director has a substantial interest in a business entity or real property which is the subject of deliberation by the Board of Directors, the director shall file an affidavit with the secretary of the corporation stating the nature and extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter and the interested director shall abstain from any vote or decision upon the matter. The Corporation shall not make a loan to a Director, Officer or employee of the Corporation or to an Officer or employee of the City of Wharton. Any Director may bring to the Board's attention any apparent or potential conflict of interest of any other Director in any transaction or matter coming before the Board of Directors for a decision. The Board of Directors shall make a determination on whether the Director has a conflict of interest before voting on the transaction or matter. The Director alleged to have the conflict of interest shall not vote on the determination of whether the conflict of interest exists.

ARTICLE VIII. BOOKS, RECORDS AND AUDITS

Required Books and Records

8.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- a. A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited, the Articles of Incorporation, any articles of amendment, restated articles, articles of merger, articles of consolidation and statement of change of registered office or agent.
- b. A copy of the bylaws, and any amended versions or amendments to the bylaws.
- c. Minutes of the proceedings of the Board of Directors.
- d. A list of names and addresses of the directors and officers of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- f. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state and local tax status.
- h. The Corporation's federal, state and local information or income tax returns for each of the Corporation's three most recent fiscal years

Records Open to Public

8.02. The Corporation shall be considered a "government body" within the meaning of Texas Government Code, Sec. 552.2003 and all records of the Corporation shall be made available to the public for inspection or reproduction in accordance with the requirement of Texas Government Code, Chapter 552 (The Texas Open Records Act)

Audits

8.03. The City Council of the City of Wharton, Texas may at any time require an independent audit of the Corporation's books to be conducted.

8.04. The Corporation shall cause its books, records, accounts, and financial statements, and all other activities for the previous fiscal year to be audited at least once each fiscal year by an outside independent certified public accounting firm approved by the City Council of the City of Wharton. Any such audit shall be performed in accordance with generally accepted auditing standards (GAAS) and shall include a written management letter which details suggested management controls and operating efficiencies. The management letter shall include recommendations for improving cost

reductions and safeguarding assets Each audit shall be prepared and submitted annually to the City Council of the City of Wharton, Texas, for approval.

Inspections

8.05. Any member of the City Council of the City of Wharton, Director or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws

ARTICLE IX. AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

9 01. The Bylaws may be altered, amended, or repealed by the Board of Directors with the consent of the City Council of the City of Wharton, Texas.

9.02. The Articles of Incorporation may at any time and from time to time be amended as provided in the Act so as to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance Any such amendment shall be affected in either of the following manners: (1) the members of the Board of Directors of the Corporation shall file with the City Council of the City of Wharton a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made, such governing body shall consider such application and, if it shall by appropriate resolution duly find and determine that is advisable that the proposed amendments be made and shall approve the form of the proposed amendments, then the Board of Directors of the Corporation may amend the Articles of Incorporation by adopting such amendments at a meeting of the board of directors and delivering articles of amendment to the Secretary of State, or (2) Council may, at its sole discretion, and at any time, amend the Articles of Incorporation, and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act, and subject to any limitation provided by the constitutions and laws of the State of Texas and the United States of America on the impairment of contracts entered into by the Corporation) by written resolution adopting the amendment to the Articles of Incorporation of the Corporation or articles of dissolution at a meeting of the City Council of the City of Wharton and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Act. Restated Articles of Incorporation may be filed with the Secretary of State as provided in the Act

ARTICLE X. INDEMNIFICATION AND INSURANCE

Corporation to Indemnify

10 01 The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by the Officer or Director in connection with any claim asserted against the Officer or Director by action in court or otherwise by reason of the

person being or having been a Director or Officer, except in relation to matters as to which the person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XI. PARLIAMENTARY AUTHORITY

11 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 of Directors

ARTICLE XII. DISSOLUTION OF THE CORPORATION

12.01 The Corporation is a non-profit Corporation. Upon dissolution, all of the Corporation's assets shall be conveyed to the City of Wharton

ARTICLE XIII. MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13 01 The bylaws shall be construed in accordance with the laws of the State of Texas All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. It is expressly provided that the provisions of the Development Corporation Act of 1979 applicable to corporations governed under Sec. 4B of that Act are incorporated within these bylaws by reference. In the event of any conflict between the applicable provisions of such Act shall control.

Legal Construction

13.02. If any bylaw provision 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 construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws

Headings

13 03 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Parties Bound

13 04. The Bylaws shall be binding upon and inure to the benefit of the directors, officers and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

Effective Date

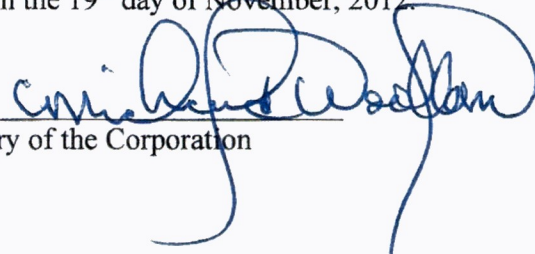
13.05. These Bylaws, and any subsequent amendments hereto, shall be effective of and from the date upon which approval has been given both by the Board of Directors and the City Council of the City of Wharton, Texas.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation and that such Bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below

Adopted by the Board of Directors on this 2nd day of April, 1998.

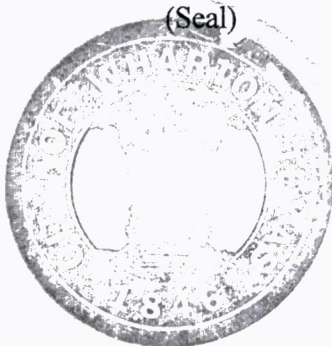
Amended by the Board of Directors on the 19th day of November, 2012.

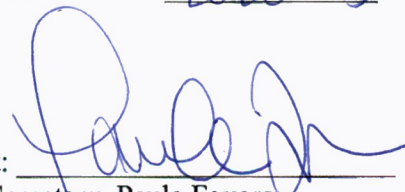
Attest: 
Secretary of the Corporation

Bylaws approved by City of Wharton by Resolution No 1998-10, adopted by City Council of the City of Wharton on the 13th day of April, 1998.

Bylaws amendment approved by City Council of the City of Wharton on the 15th day of October, 2012.

Bylaws amendment approved by the Corporation by Resolution No. 2019-07 on the 18th day of November, 2019, and approved by the City Council of the City of Wharton on the 13th day of January, 2019, by Resolution No. 2020-03



Attest: 
City Secretary, Paula Favors