

RESOLUTION NO. R-3395

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ROSENBERG, TEXAS, APPROVING AMENDMENTS TO THE ROSENBERG DEVELOPMENT CORPORATION BYLAWS.

* * * * *

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ROSENBERG:

Section 1. The City Council of the City of Rosenberg hereby approves the amendments to the Rosenberg Development Corporation Bylaws as submitted by the Board of Directors of the Rosenberg Development Corporation.

Section 2. A copy of such Amended Bylaws attached hereto as Exhibit "A" and made a part hereof for all purposes.

PASSED, APPROVED, AND RESOLVED this 17 day of January 2023.

ATTEST:

APPROVED:


Danyel Swint, TRMC, CITY SECRETARY


Kevin Raines, MAYOR



BYLAWS OF THE ROSENBERG DEVELOPMENT CORPORATION

These Bylaws govern the affairs of the ROSENBERG DEVELOPMENT CORPORATION (the "Corporation"), a public instrumentality and nonprofit industrial development corporation organized under Article 5190.6 V.T.C.S., the Development Corporation Act of 1979 (the "Act") and governed by Sec. 4B of the Act.

ARTICLE I. PURPOSE

General Purposes

1.01. The Corporation acts on behalf of the City of Rosenberg, 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, with the exception of those projects the primary purpose of which is the financing of business through the granting of loans, which projects the Corporation is specifically prohibited from engaging in.

Powers

1.02. The Corporation has all the powers, both express and implied, granted to corporations governed by Sec. 4B of the Act, with the exception of the limitation noted above.

ARTICLE II. OFFICES

Principal Office

2.01. The principal office of the Corporation in the State of Texas is located at 2110 Fourth Street in Rosenberg, Texas. The Board of Directors may provide for additional offices or change the location of any office with the prior approval of the City Council of the City of Rosenberg.

Registered Office and Agent

2.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the City of Rosenberg, Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE III. BOARD OF DIRECTORS

Management of the Corporation

3.01. The affairs of the Corporation shall be managed by the Board of Directors.

Duties of Directors

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

- a. Program. The Board of Directors shall cause to be undertaken efforts which research, develop, and prepare an Economic Development Plan (the Plan) in accordance with policies or directives established by the City Council of the City of Rosenberg. The Board of Directors shall review the Plan at least once a year and submit it to the City Council of the City of Rosenberg for its approval. The Plan shall include:
 1. The short and long-term objectives of the Corporation and how they might be achieved, including specific details of proposed efforts or programs to achieve those goals;

2. Guidelines of how the Corporation proposes to use the tax funds received by the Corporation to achieve its objectives, including any limitations on the use of the funds;
 3. Any other information the City Council of the City of Rosenberg requests in writing be included in the Plan.
- b. Briefings. The President or Executive Director shall appear before the City Council of the City of Rosenberg to brief the City Council of the City of Rosenberg and submit a written Performance Report to the City Council of the City of Rosenberg on activities of the Corporation at least annually and at such other times as requested by the Mayor or three or more members of the City Council of the City of Rosenberg.

Number, Qualifications and Tenure of Directors

3.03. The Board of Directors shall consist of seven (7) members appointed by and who serve at the pleasure of the City Council of the City of Rosenberg, Texas, for two year terms of office or until successors are appointed. Not more than three (3) directors shall be persons who are employees, officers or members of the City Council of the City of Rosenberg, Texas. If an employee, officer or member of the City Council of the City of Rosenberg, Texas, who has been appointed as a director shall cease to be an employee, officer or member of the City Council of the City of Rosenberg, Texas, such event shall constitute an automatic resignation as a director and such vacancy shall be filled in the manner provided herein. After the expiration of the initial terms of the initial Directors as set forth in the Articles of Incorporation, the terms of five (5) directors shall begin on the first Tuesday in June of each even numbered year and expire on the first Tuesday in June of the next following even numbered year. The terms of two (2) directors shall begin on the first Tuesday in June of each odd numbered year and expire on the first Tuesday in June of the next following odd numbered year. Each director must reside within the City of Rosenberg, Texas, and meet the requirements pursuant to the City Charter for City Officers.

Attendance

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

Ex-Officio Members

3.06. The City Council of the City of Rosenberg may appoint ex-officio members to the Board of Directors. Ex-officio members shall be given notice of all meetings of the Board of Directors and may participate in discussions at Board meetings, but shall not be entitled to vote. The Board of Directors may recommend individuals to the City Council to serve as ex-officio members. The ex-officio members shall serve at the pleasure of the City Council of the City of Rosenberg and until their successors are appointed.

ARTICLE IV. OFFICERS

Officer Positions

4.01. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, all of whom shall be members of the Board of Directors. These positions shall not be held by Board members that also serve as City employees or City Council Members. 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.

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. When the execution of any contract or instrument shall have been authorized by the Board of Directors, the president shall execute same except where such power is expressly delegated to another office of the Corporation. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president. The President shall appoint the members of all committees and all committee chairs.

Vice President

4.06. The Vice-President shall perform the duties assigned to him by the Board of Directors. 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. When the president and vice president are absent, unable to act, or refuse to act, the secretary shall perform the duties of the president. When acting in place of the president, the secretary shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president. In addition, the secretary, or his/her designee, shall oversee the following duties, which are performed by the designated City of Rosenberg staff liaison on behalf of the Corporation:

- a. Give all notices as provided in the bylaws or as required by law.
- b. Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
- c. Maintain 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 or Board of Directors.
- f. Perform all duties incident to the office of secretary.

Treasurer

4.08. When the president, vice president and secretary are absent, unable to act, or refuse to act, the treasurer shall perform the duties of the president. When acting in place of the president, the treasurer shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president. In addition, the treasurer shall oversee the following duties, which are performed by the City of Rosenberg Finance Director on behalf of the Corporation:

- 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 moneys 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 at 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 designate a City of Rosenberg employee or an independent contractor engaged by the City of Rosenberg to oversee economic development activities as the Executive Director to serve as the General Manager and Chief Administrative Officer of the Corporation. The Executive Director will be either an employee of the City of Rosenberg or an independent contractor engaged by the City of Rosenberg, and is subject to the supervision of the City Manager. The Executive Director shall perform the duties specifically delegated to him/her by the Board of Directors. Administrative and personnel services, and the specific rules related thereto are delineated in the annual Administrative Services Agreement between the Rosenberg Development Corporation and the City of Rosenberg.

The Executive Director designee shall serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for policy and program implementation and the day-to-day operations of the Corporation. The Executive Director will supervise and manage the business affairs of the Corporation. 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. The participation of the Executive Director in a Board or committee meeting does not affect the formation of a quorum of the Board

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. A committee may include persons who are not Directors of the Corporation. 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 List

5.02. The Economic Development Staff shall keep a list of standing committees and their appointees, along with each members appointment date and a description of each committee's purpose. This list may be revised as deemed necessary by the Board of Directors.

Committee Terms

5.03. The members of each standing committee shall serve until successors are appointed by the 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.

Rules

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

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

ARTICLE VI. MEETINGS

Annual Meeting

6.01. The annual meeting of the Board of Directors 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. In accordance with Article IV, the election of officers should be conducted at the regular annual meeting.

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 Rosenberg, 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 by the Mayor or 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 Rosenberg, 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. The presence of a director may not be established by proxy. The Executive Director shall not count toward a quorum of the Board of Directors. No business shall be conducted, nor shall any action be taken by the Board of Directors in the absence of a quorum.

Duties of Directors

6.06. 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 interests of the Corporation and which are not unlawful and shall refrain from actions not in the best interest of the Corporation or which would be 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 an accountant or attorney retained by the Corporation.

Actions of Board of Directors

6.07. 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.

Removal of Directors

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

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 Rosenberg, beginning on October 1st and ending on September 30th of each year.

Accounts to be Administered by City

7.02. The Corporation shall contract with the City of Rosenberg for the administration of its accounts,

expenditures, deposits, investment of funds, and other financial services for the Corporation as outlined in the Administrative Services Agreement between the Rosenberg Development Corporation and the City of Rosenberg. The Board of Directors shall designate the accounts and depositories to be created and designated for such purposes, and shall designate the approval process for withdrawal of funds from such accounts used by and for the purposes of the Corporation. All payments of funds shall be approved by obtaining two (2) signatures consisting of the Executive Director and Director of Finance. All payments for \$5,000 or greater shall also be approved by the RDC Board President prior to processing the payments.

7.03. The Corporation shall adhere to the City of Rosenberg Investment Policy ("Policy") as required by State Law and shall invest its funds in accordance with the adopted City Policy. The City Policy shall be reviewed/updated on an annual basis by the City's Audit/Finance Committee and the City Council.

Checks and Drafts

7.04. 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 or bear the facsimile of two (2) signatures consisting of the Director of Finance or his/her designee, and the City Manager or his/her designee as authorized signatories. However, all checks, drafts or orders for payment must be approved prior to payment as noted in section 7.02.

Budget

7.05. At least sixty (60) 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 such classifications and shall be in such forms as may be prescribed by the City Council of the City of Rosenberg. The Corporation's budget shall not be effective until the same has been approved by the City Council of the City of Rosenberg.

Audits

7.06. 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 Rosenberg. Any such audit shall be performed in accordance with generally accepted auditing procedures (GAAP) 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 Rosenberg, Texas, for approval.

Limitations on Expenditures

7.07. Before expending funds to undertake a project, the Corporation shall hold at least one public hearing on the proposed project. The Board of Directors shall provide written notification in advance to the City Council of the date, time, location of the public hearing, as well as a description of the project(s).

7.08. Expenditures shall not be limited except to the extent and categories as may be permitted under the laws of the State of Texas. It is the intent of the Rosenberg Development Corporation to use its resources and assets to the maximum extent as shall be permitted under the laws of the State of Texas, however no more than ten percent (10%) of the annual budget of the Rosenberg Development Corporation is to be allocated to administration and it further being the intent of the Rosenberg Development Corporation to impose upon itself no other restrictions except those as may be specified by law.

Contracts

7.09. The Board of Directors by official action may authorize any officer or agent of the Corporation to enter into a contract or execute and 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.

- a. All contracts that the Rosenberg Development Corporation enters shall be annually reviewed by the Board of Directors.

7.10. The Corporation may contract with any qualified and appropriate person, association, corporation or governmental entity, including the City of Rosenberg, to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors or its discretion and policy-making functions in discharging the duties herein set forth.

Gifts

7.11. 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.

Seal

7.12. The Board of Directors shall provide for a corporate seal.

Potential Conflicts of Interest

7.13. 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. 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 Rosenberg. 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. A Director who has a conflict of interest in a matter before the Board of Directors shall leave the room during any discussion and vote on that matter. This paragraph shall also apply to members of committees.

Bonds

7.14. Any bonds issued by the Corporation shall be in accordance with the Act and shall not be issued until approved by the City Council of the City of Rosenberg and by the bond counsel and financial advisers of the City of Rosenberg or the Corporation.

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 to, 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 tax years.

Records Open to Public

8.02. The Corporation shall be considered a "governmental body" within the meaning of Texas Government Code, Sec. 552.003 and all records of the corporation shall be made available to the public for inspection or reproduction in accordance with the requirements of Texas Government Code, Chapter 552 (The Texas Open Records Act).

Audits

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

Inspections

8.04. Any member of the City Council of the City of Rosenberg, 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. YEARLY REVIEW OF BYLAWS

9.01. The bylaws shall be reviewed yearly, and revisions recommended as necessary for consideration by the Board and any applicable committees.

ARTICLE X. AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

10.01. The bylaws may be altered, amended, or repealed by the Board of Directors with the consent of the City Council of the City of Rosenberg, Texas.

10.02. 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: (i) the members of the Board of Directors of the Corporation shall file with the City Council of the City of Rosenberg 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 it 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 (ii) 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 Rosenberg 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 XI. INDEMNIFICATION AND INSURANCE

Corporation to Indemnify

11.01. 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.

Corporation May Provide Insurance

11.02. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation to insure such person against any liability asserted against the person by reason of the person being or having been a Director, Officer, employee, or agent of the Corporation. The premiums for the insurance shall be paid for by the Corporation.

ARTICLE XII. PARLIAMENTARY AUTHORITY

12.01. 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 XIII. DISSOLUTION OF THE CORPORATION

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

ARTICLE XIV. MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

14.01. 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. 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

14.02. 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

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

Parties Bound

14.04. 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

14.05. 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 Rosenberg, Texas.

CERTIFICATE OF SECRETARY

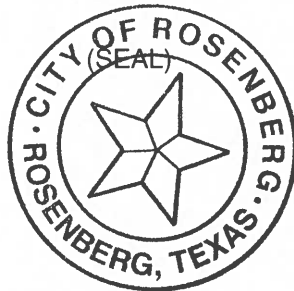
This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation and that such Bylaws were duly amended by the Board of Directors of the Corporation on the date set forth below.

Adopted by the Board of Directors on the 14th day of December, 2022



ATTEST: Isaac Davila
SECRETARY of the Corporation

Amended Bylaws approved by City of Rosenberg by motion, adopted by City Council of the City of Rosenberg on the 17 day of January, 2023



ATTEST: Danyel Swint
CITY SECRETARY, Danyel Swint

- Section 7.06 amended August 9, 1999
- Section 4.09 amended March 1, 2005
- Sections 4.08-.09; 5.02-.05; 6.01; 7.02-7.14; 9.01; 10.01-10.02; 11.01-11.02; 12.01; 13.01; 14.01-14.05 amended September 18, 2007
- Sections 3.06, 4.01, 7.07, 7.09, 7.12 amended May 15, 2012
- Sections 3.03, 5.03, 6.07, 7.04, 7.05, 7.09, 7.13 amended April 5, 2016
- Sections 4.08 and 7.09 amended December 19, 2017
- Bylaws Readopted to Correct Administrative Error on July 17, 2018
- Sections 4.08, 7.01, 7.02, 7.03, and 7.04 amended October 19, 2021
- Sections 3.02, 4.07, 4.09, and 6.05 amended January 17, 2023