

A RESOLUTION OF THE MANSFIELD PARK FACILITIES DEVELOPMENT CORPORATION AMENDING THE CORPORATION'S BYLAWS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Mansfield Park Facilities Development Corporation ("Corporation") is a Texas non-profit corporation operating under the Development Corporation Act of 1979, codified in Subtitle C1 of Title 12 of the Texas Local Government Code, Chapters 501 through 505 (the "Act") and the Texas Non-Profit Corporation Act, as amended, and other applicable laws; and

WHEREAS, the Corporation's Bylaws as currently written provide for appointment and removal of seven (7) directors; and

WHEREAS, the Corporation's Board of Directors desires to amend the Bylaws to provide for appointment and removal of one alternate director; and

WHEREAS, the Corporation's Board of Directors desires to amend the Bylaws by providing the option to appoint a person other than a Board member as the Corporation secretary; and

WHEREAS, the Corporation's Board of Directors further desires to amend the Bylaws by amending the timeframe to adopt the Corporation's budget; and

WHEREAS, the amendments to the Bylaws are consistent with state law and with the Certificate of Formation of the Corporation.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MANSFIELD PARK FACILITIES DEVELOPMENT CORPORATION THAT:

SECTION 1.

Section 1 of Article II of the Corporation's Bylaws is amended to read as follows:

"Section 1 - Powers, Number and Term of Office

- (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.
- (b) The Board shall consist of seven (7) directors, each of whom shall be appointed by the City Council (the "City Council") of the City.
- (c) The City Council may appoint an alternate director in the same manner as the regular seven (7) directors. If a director is absent from a Board meeting, the alternate director may replace the absent director and will act as the director during the Board meeting. The alternate director is encouraged to attend all Corporation Board meetings.
- (d) The directors constituting the first Board shall be those directors named in the Articles of Incorporation. Successor directors shall have the qualifications, shall be

of the classes of directors, and shall be appointed to the terms set forth in the Articles of Incorporation.

- (e) Any director or Board alternate may be removed from office by the City Council at will.”

SECTION 2.

Section 6 of Article III of the Corporation’s Bylaws is amended to read as follows:

“Section 6

The president and vice president shall be named from among the members of the Board. The treasurer and secretary may, at the option of the Board, be persons other than members of the Board, but they may be employees of the City.”

SECTION 3.

Section 2 of Article V of the Corporation’s Bylaws is amended to read as follows:

“Section 2 - 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 expected revenues and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the City Council. The budget shall not be effective until the same has been approved by the City Council.”

SECTION 3.

This Resolution shall become effective from and after its passage.

Passed and Approved this _____ Day of _____, 2018.

**MANSFIELD PARK FACILITIES
DEVELOPMENT CORPORATION:**

By: _____
Harold Bell
Board President

ATTEST:

Lisandra Keller
Parks and Recreation Administrative Assistant