

A RESOLUTION OF THE MANSFIELD PARK FACILITIES DEVELOPMENT CORPORATION AMENDING THE CORPORATION'S BYLAWS TO PROVIDE FOR THE APPOINTMENT OF THE CITY MANAGER OR HIS/HER DESIGNEE AS A NON-VOTING EX-OFFICIO MEMBER OF THE BOARD; 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 Board of Directors desires to amend the Bylaws to provide for the appointment of the City Manager or his/her designee as a non-voting ex-officio member of the Board; 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, and one (1) non-voting ex-officio member. The City Manager or his or her designee shall serve as the non-voting ex-officio member.
- (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."

- (f) The City Manager, or his or her designee, serving in his or her capacity as a non-voting ex-officio member: (i) may not be counted toward a meeting quorum; (ii) may participate in any discussion that occurs in open session; and (iii) may attend and participate in any discussion that occurs in any executive session.

SECTION 2.

This Resolution shall become effective from and after its passage.

Passed and Approved this _____ Day of _____, 2021.

MANSFIELD PARK FACILITIES DEVELOPMENT CORPORATION:

By: _____

Wendy Collini

Board President

ATTEST:

Lisandra Keller

Parks and Recreation Administrative Assistant