

RESOLUTION NO. 2025-002

**A RESOLUTION OF THE BANDERA ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF BANDERA, TEXAS, AUTHORIZING THE AMENDMENT OF THE BANDERA ECONOMIC DEVELOPMENT CORPORATION'S BYLAWS SECTION 1.07 PARLIAMENTARY PROCEDURE, 2.05 CONTRACTS, 2.06 CHECKS AND DRAFTS, 3.03 QUORUM, 3.04 COMPENSATION & BENEFITS, 3.05 TERMINATION, 3.07 OFFICERS, 4.02 REGULAR MEETINGS, 4.03 PUBLIC HEARINGS, 4.05 SPECIAL MEETINGS, AND 10.03 HEARING REQUIRED FOR CERTAIN PROJECTS; AND ESTABLISHING AN EFFECTIVE DATE.**

**WHEREAS**, the Bandera Economic Development Corporation ("BEDC") wishes to amend their bylaws to correct various errors and update the bylaws to conform with recent legislative changes to Texas law; and

**WHEREAS**, section 1.06 of the bylaws authorizes the BEDC to initiate changes to or amendment of these bylaws by filing a written request to the Bandera City Council ("City") requesting approval of the new or amended bylaws; and

**WHEREAS**, these bylaws must be approved by resolution of the Bandera City Council to be binding; and

**WHEREAS**, the BEDC has reviewed and approved the requested amendment; and

**WHEREAS**, this Resolution serves as the BEDC's to the City written request for approval to amend and adopt the BEDC's bylaws.

**NOW, THEREFORE, BE IT RESOLVED BY THE BANDERA ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF BANDERA:**

**SECTION 1.** The foregoing recitals are hereby found to be true and correct and hereby adopted by the Board of Directors of the BEDC and made a part hereof for all purposes as findings of fact.

**SECTION 2.** The BEDC hereby finds and determines that it is advisable and in the best interests of the BEDC to adopt the amended bylaws as described in Exhibit "A".

**SECTION 3.** Sections 1.07, 2.05, 2.06, 3.03, 3.04, 3.05, 3.07, 4.02, 4.03, 4.05, and 10.03 of the Bylaws of the Bandera Economic Development Corporation are hereby amended to read in accordance with "Exhibit A," which is attached hereto and incorporated into this Resolution for all intents and purposes. Any underlined text is new or relocated and shall be inserted into the Bylaws of the Bandera Economic Development Corporation. Any struck-through text shall be deleted from the Bylaws of the Bandera Economic Development Corporation, as indicated on "Exhibit A."

**SECTION 4.** All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

**SECTION 5.** This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

**SECTION 6.** If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the BEDC Board of Directors hereby declares that this Resolution would have been enacted without such invalid provision.

**SECTION 7.** It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

**SECTION 8.** This Resolution shall become effective immediately upon its passage.

PASSED AND APPROVED this \_\_\_\_\_ day of \_\_\_\_\_, 2025, by the Board of Directors of the Bandera Economic Development Corporation of the City of Bandera, Texas.

\_\_\_\_\_  
Manuel Longoria, President

**ATTEST:**

\_\_\_\_\_  
Lynn Palmer, City Secretary

# **Exhibit A**

## **AMENDED BYLAWS OF THE BANDERA ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF BANDERA, TEXAS A NON-PROFIT CORPORATION**

### **Section I: Administration**

#### **1.07 Parliamentary Procedure**

The Board of Directors shall adopt rules of procedure for its meetings. Robert's Rules of Order, Newly Revised is the preferred parliamentary authority all matters of procedure not specifically covered by the Bylaws or any other rules of procedure adopted by the Board of Directors. However, the Board of Directors is free to adopt rules of parliamentary procedure that accommodates BEDC meetings for members and citizens in compliance with the Texas Open Meetings Act.

~~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 other rules of procedure adopted by the Board of Directors.~~

### **Section II: Financial Administration**

#### **2.05 Contracts**

The President shall execute any contracts or other instruments which the Board has approved and authorized to be executed unless the Board of Directors determines that another Director or the full Board of Directors shall execute those instruments. When appropriate, the Directors may instruct an attorney or other designated legal representative of the BEDC to carry out the execution of contracts on behalf of the Directors, provided that a resolution has been approved to that end.

#### **2.06. Checks and Drafts**

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the BEDC shall be approved by the Board of Directors and signed or bear the facsimile signature of the President or other designated legal representative of the BEDC ~~two (2) Directors~~ who are approved by resolution to sign such instruments.

### **Section III. Board of Directors**

#### **3.03. Quorum**

At least four (4) Directors, which is a simple majority, must be present to conduct business at BEDC meetings. If a quorum is not present, the BEDC may not conduct business, deliberate or vote.

#### **3;04. Compensation & Benefits**

BEDC Directors may not be compensated for their service. However, they may be reimbursed for actual expenses incurred related to conducting business on behalf of the BEDC and within the

requirements and restrictions set forth by the BEDC's Bylaws.

### **3.05. Termination**

A ~~B~~ BEDC Director may be removed from their position on the EDC Board at any time and for any reason by City Council.

### **3.07. Officers**

At the beginning of each fiscal year the BEDC ~~EDC~~ Board of Directors will select a President, Vice President, Secretary and Treasurer. These positions, excepting the Vice President, are required by Chapter 505, Texas Local Government Code. Each officer will serve in their position for a period of one year or until the termination of their term, whichever occurs first. Officers may serve more than one term in a position. If an officer vacates their position as an officer or as a Director, either voluntarily or involuntarily, the other Directors will select another Director to fill that office. A Director may hold more than one office, except that the same person may not concurrently hold the offices of president and secretary.

The Board of Directors may select and/or designate any other officer positions the Board deems necessary to conduct business.

- The President shall be the presiding officer of the Board with the following rights and authority:
  1. To preside over all meetings of the BEDC.
  2. To have the right to vote on all matters before the Board of Directors.
  3. To have the authority, upon notice to the members of the Board of Directors, to call a special meeting of the BEDC when, in his or her judgement, such meeting is required.
  4. To have the authority to appoint standing committees to aid and assist the BEDC in its business undertakings or other matters incidental to the operation and functions of the BEDC.
  5. To 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 BEDC.
  6. To have the authority to cancel a regularly scheduled meeting of the BEDC when there is no business to discuss and/or a quorum of Directors will not be present to conduct business, provided that the president gives notice to the Directors and the public of cancellations no later than three (3) business days ~~72 hours~~ prior to the regularly scheduled meeting.
  7. To serve as the designated point of contact for business and economic development projects and inquiries for the City of Bandera.
  8. To sign any deed, mortgage, bonds, contracts, or other instruments which the Directors have approved and unless the execution of said document has been expressly delegated to some other officer or agent of the BEDC by appropriate resolution, by a specific provision in these Bylaws or by statute. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board of Directors.

## **Section ~~SECTION~~ IV: Meetings**

### **4.02. Regular Meetings**

The ~~BEDC~~ BEDC will hold regular scheduled meetings at a minimum of once per month and at a time and place determined by the Board of Directors. Regular meeting time and location will be set annually by the Board at the beginning of the fiscal year and at the same meeting officers are selected, Notice of regular meetings will be provided to the public in accordance with the Texas Open Meetings Act.

### **4.03. Public Hearings**

The BEDC Board of Directors shall hold public hearings for projects in accordance with Section 10.03 of these bylaws. The BEDC Board of Directors will schedule public hearings at a time and place that are necessary to conduct business and provide for public hearings that meet the requirements of Texas Local Government Code Chapter 505 and that are in accordance with the Texas Open Meetings Act, Chapter 551, Texas Government Code.

~~If the BEDC proposes to spend more than \$5,000.00, they must hold a public hearing on the project. They must also pass the project to the Bandera City Council by resolution for a public hearing and a 60 day waiting period. If, during the 60 day waiting period following the public hearing by the Bandera City Council and on the approval of the Bandera City Council of the project by resolution, there has not been a petition signed by 10% or more of the registered voters of the City of Bandera in opposition to the project, the BEDC may proceed with funding the project. If a verified petition is presented, the project may go to a vote in a public election.~~

### **4.05. Special Meetings**

The ~~BEDC~~ BEDC will hold special meetings at a time and place determined by the Board of Directors. Public notice of special meetings will be provided to the public in accordance with the Texas Open Meetings Act. Special meetings may be called by the president with three days' notice to each Director, in person by mail or by telephone, or upon written request by two (2) Directors. Any notice of a special meeting shall include the purpose of the meeting and the business to be addressed, and shall be in accordance with the Texas Open Meetings Act.

## **Section X: Authorized Projects**

### **10.03 Hearing Required for Certain Projects**

If required by Chapters 501 and 505 of the Texas Local Government Code, ~~t~~The BEDC shall hold at least one public hearing on a proposed project before spending money to undertake the project.

In accordance with Texas Local Government Code § 505.158, the BEDC may not undertake a "project" including land, buildings, equipment, facilities, expenditures, targeted infrastructure, and improvements found by the BEDC's Board of Directors to promote new or expanded business development that requires an expenditure of more than \$10,000 until the Bandera City Council adopts a resolution authorizing the project after giving the resolution at least two separate readings.

If the BEDC proposes to spend more than \$10,000.005,000.00, they must hold a public hearing on the project. They must also pass the project to the Bandera City Council by resolution for a public hearing and a 60-day waiting period. If, during the 60-day waiting period following the public hearing by the Bandera City Council and on the approval of the Bandera City Council of the project by resolution, there has not been a petition signed by 10% or more of the registered voters of the City of Bandera in opposition to the project, the BEDC may proceed with funding the project. If a verified petition is presented, the project may go to a vote in a public election.

~~Per Local Government Code Chapter 505, as long as the City of Bandera population is fewer than 20,000 persons, projects found by the Board of Directors to promote or develop the creation or retention of primary jobs are not required to have a public hearing, and must only be an agenda item for consideration by the Board of Directors in accordance with the Texas Open Meetings Act.~~