# Greater San Marcos Economic Development Corporation A Texas Non-Profit Corporation

### THIRD AMENDED AND RESTATED BYLAWS

#### Article I NAME

The name of the organization shall be the **Greater San Marcos Economic Development Corporation**, d/b/a the Greater San Marcos Partnership ("GSMP" or the "Corporation").

## Article II. MISSION, PURPOSE AND LIMITATION ON POWERS

<u>Section 2.1 Mission</u>. The mission of the Corporation is to promote the economic vitality of, to encourage and support job creation and preservation in, to attract and recruit new companies and industries to, and to encourage the retention of and support the expansion of companies and industries in the Greater San Marcos, Texas Region, as defined by the Board of Directors from time to time.

Section 2.2 Purposes. In furtherance of its Mission above within and for the benefit of the Greater San Marcos, Texas Region, the purpose of the Corporation are: (a) to facilitate education and workforce development providing quality employment opportunities for all residents; (b) to conduct an industrial association for the purpose of encouraging, stimulating and promoting economic development, expansion and diversification; (c) to lessen the burden of government by creating a larger tax base for the benefit of all residents; (d) to develop a complete range of employment opportunities to maximize workforce potential and reduce unemployment; and (e) such other purposes as may be permitted under Section 501 (c)(6) of the Internal Revenue Code (the "Code") and the Texas Business Organizations Code, as amended form time to time or their successor provisions.

Section 2.3 501(c)(6) Tax-Exempt Organization. The Corporation is a Section 501 (c) (6) organization under the Code. The Corporation is not authorized to take any action not allowed by the Code for such an organization. The Corporation is not organized for profit, and no part of the net earnings of the Corporation may inure to the benefit of any private individual.

## Article III. OFFICES

<u>Section 3.1</u> <u>Principal Office</u>. The principal office of the Corporation in the State of Texas shall be located in the City of San Marcos, Hays County, Texas. The Corporation may have other offices, either within or without the State of Texas, as the Board of Directors many determine or as the affairs of the Corporation may require from time to time.

Section 3.2 Registered Office and Agent. 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 Texas Business Organizations Code. The registered office of the Corporation may be, but need not be identical with the principal office of the Corporation in the State of Texas. The Board of Directors may change its registered agent and the address of the registered office from time to time.

## Article IV. MEMBERSHIP

- Section 4.1 Institutional Members. The City of San Marcos, Texas, Economic Development San Marcos Board, the San Marcos Area Chamber of Commerce, Texas State University, Hays County, Texas, Caldwell County, Texas, Adventist Health System/Sunbelt, Inc., doing business as Central Texas Medical Center, San Marcos Manufacturers' Association, Gary Job Corps Center, San Marcos Consolidated Independent School District, an additional Independent School District located in Hays or Caldwell County, regional economic development organizations ("Regional Partners"), Four Rivers Board of Realtors or its successor, San Marcos Regional Airport, and Austin Community College are Members of the Corporation (each of the foregoing being "Institutional Members"). Institutional Members shall each pay a minimum fee of at least \$5,000.00 or provide an equivalent in-kind contribution in such form or manner acceptable to and as determined by the officers of the Corporation.
- <u>Section 4.2</u> <u>Non-Institutional Members.</u> In addition to the Institutional Members, private entities paying a membership fee annually to the Corporation as provided below shall be a non-institutional Member of the Corporation ("Non-Institutional Members").
  - (a) <u>General Members</u>. Non-Institutional Members paying less than \$10,000.00 annually shall be "General Members".
  - (b) <u>Lead Members</u>. Non-Institutional Members paying at least \$10,000.00 annually shall be "Lead Members".
- <u>Section 4.3 Other Classes of Members</u>. The Board of Directors may, as it deems appropriate, establish other classes or sub-classes of Members and any other benefits and privileges for each class or subclass.
- <u>Section 4.4 Membership Meetings</u>. The Board of Directors shall call and organize one or more meetings of the Members of the Corporation each year at a location within the Greater San Marcos Region. The meetings of the Members may be held in conjunction with any meetings of the Board of Directors.
- <u>Section 4.5</u> <u>Voting Rights of Members</u>. Except as to the manner in which Institutional Members appoint their respective representatives to serve on the Board of Directors as provided in Section 5.5, the Members of the Corporation shall have no voting rights or privileges with regard to the management and affairs of the Corporation.
- <u>Section 4.6</u> Removal of Members. The Board of Directors may remove any Member of any class or sub-class of Members by a two-thirds vote of the Directors for failure of any

Member to meet the requirements set forth in this Article or such other requirements as established by the Board of Directors.

Section 4.7 Member Responsibilities and Obligations. It is expected that both Non-Institutional Members and Institutional Members holding seats on the Board ("Board Members") shall at all times be Members in good standing, which includes but is not limited to their attendance, financial contribution, and general engagement in the work of the Corporation. Board Members also agree to abide by any and all contractual responsibilities held by the Corporation.

## Article V. BOARD OF DIRECTORS

- <u>Section 5.1</u> <u>Powers</u>. The affairs and activities of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by the Code, statute or by the Certificate of Formation or these Bylaws.
- <u>Section 5.2</u> <u>Number</u>. The number of Directors on the Corporation Board of Directors shall be no less than 16. The Board of Directors may, by a two-thirds vote of the Directors, increase or decrease the number of representatives representing any member on the Board of Directors.
- <u>Section 5.3</u> <u>Qualifications</u>. In addition to any other requirements of this Article, all Directors must reside or work in Hays or Caldwell County, Texas.
- <u>Section 5.4</u> <u>Ex-Officio Directors</u>. The Board of Directors may appoint one or more exofficio persons to the Board of Directors as it deems appropriate from time to time.
- <u>Section 5.5</u> <u>Composition of Directors</u>. Subject to the authority of the Board of Directors to add, remove or establish new classes of members and to increase or decrease the number or representatives representing such members, the Board of Directors of the Corporation shall consist of the following persons:

Member to be Represented	Board Seats	Designated Representative	
Institutional Members			
City of San Marcos, Texas	4	City Manager, Mayor and two City	
		Council members	
Economic Development San Marcos	1	Chair or one nominee	
Greater San Marcos Area Chamber of Commerce	1	Chair or one nominee	
Texas State University	1	President or Provost	
Hays County, Texas	2	Two members of Commissioners Court	
Caldwell County, Texas	1	One member of Commissioners Court	
Central Texas Medical Center	1	President	
San Marcos Manufacturers Association (or its successor)	1	President or one nominee	
Gary Job Corps Center	1	Center Director	
San Marcos CISD	1	Superintendent	
Regional ISD	1	The Regional ISD rotates, as	

Member to be Represented	Board Seats	Designated Representative		
Institutional Members				
		recommended by the Nominating Committee; Representative designated by the Member		
San Marcos Regional Airport	1	Designated by Airport Commission		
Four Rivers Association of Realtors	1	Appointee will reside in either Caldwell County or Hays County		
Regional Partners contributing \$5,000 or more annually	TBD	Representative designated by the Member		
Austin Community College	1	Representative designated by the Member		
Non-Institutional Members				
Lead Members	6	As recommended by the Nominating Committee		
General Members	3	As recommended by the Nominating Committee		
At-Large Positions	4	Individuals who are deemed to be of a special and unique value, as recommended by the Nominating Committee		
General Counsel	1	An investor with legal experience relevant to the GSMP, as recommended by the Nominating Committee		

Notwithstanding the foregoing to the contrary, the Nominating Committee may in good faith, and due to extenuating circumstances and in partnership with the Institutional Members, select one or more names for nomination to serve as an Institutional Director other than those Designated Representatives listed above.

A slate of names for nomination to the Board of Directors shall be prepared by the Nominating Committee for election by the Board of Directors at each Annual Meeting pursuant to Section 5.6 below. Institutional Directors, as submitted by Institutional Members, shall be included in the slate. All other nominations for open or vacant seats shall be selected by the Nominating Committee and included in the slate.

Section 5.6 Confirmation and Election of Nominees. No later than 30 days prior to the Annual Meeting of the Board of Directors, the Nominating Committee shall present to the Board of Directors the slate of nominated Directors for the next ensuing Fiscal Year. Should the Nominating Committee deem necessary, it shall be permitted to modify the slate of nominated Directors prior to the Annual Meeting. A final slate of nominated directors shall be submitted to the Board of Directors for consideration and election at the Annual Meeting. Upon the presentation of a final slate, any sitting Director may move to amend the slate of nominated Non-Institutional Directors on the floor at such Annual Meeting. The final approved slate for Institutional Directors shall be confirmed by the sitting Directors, and the final approved slate for Non-Institutional Directors shall be elected by a vote of not less than two-thirds of the sitting Directors. The newly elected Directors shall take office immediately following the close of the meeting at which they are elected.

- Section 5.7 Terms of Office. Each Non-Institutional Director other than the General Counsel shall serve for staggered terms of 3 years or until his or her death, resignation, retirement, disqualification, or removal from office. There shall be no limitation on the number of consecutive or subsequent 1- or 3- year terms to which a Non-Institutional Director may be appointed; however, any sitting Non-Institutional Director must be re-nominated and approved for an additional term or terms as provided in these Bylaws at the expiration of each three-year term. Each Institutional Director shall serve until the name of a replacement director is submitted to the Nominating Committee by the applicable Institutional Member, whereupon a replacement director shall be nominated by the Nominating Committee pursuant to Section 5.8 hereof.
- <u>Section 5.8 Vacancies</u>. In the event of a vacancy on the Board of Directors, a replacement director shall be nominated by the Nominating Committee in accordance with the selection process described in Sections 5.5 and 5.6 hereof. Such nominees shall be submitted to the Board of Directors at least 15 days prior to the regularly scheduled meeting of the Board of Directors at which such nominee shall be presented for election by the Board of Directors.
- <u>Section 5.9</u> <u>Automatic Disqualification</u>. Any Director shall be automatically disqualified from service on the Board when the employment or other relationship with the nominating Member is terminated or the person no longer holds the position or title qualifying the person to serve as a Director. A replacement director shall be nominated by the Nominating Committee and submitted to the Board of Directors for election pursuant to Sections 5.5 and 5.6 hereof.
- <u>Section 5.10</u> <u>Disputes Regarding Eligibility to Serve</u>. In the event of a dispute between any Member and any one or more of its respective Director, the opinion of the Member shall control over the opinion of the representative with whom there is a dispute.
- Section 5.11 Duties. The duties of the Board of Directors are: (a) to develop and establish the policies and goals of the Corporation; (b) to manage the financial and operational affairs of the Corporation including the approval of the annual budget and other related matters; (c) to authorize necessary expenditures not otherwise included in the approved budget; (d) to create committees, task forces, and other organizational units, however denominated, of the Corporation as are not herein provided for and prescribe the duties for the same; (e) to elect the officers and Directors of the Corporation; (f) to delegate any lawful authority to the Chair or other officers, and (g) to raise money to support the programs and goals of the Corporation.
- <u>Section 5.12</u> <u>Compensation</u>. The Board of Directors for the Corporation shall not receive any compensation or salaries for their services, but by resolution of the Board may be paid or reimbursed reasonable expenses for activities preformed in furtherance of their duties on behalf of the Corporation.

## Article VI ACTION BY THE BOARD OF DIRECTORS

<u>Section 6.1 Regular Meetings</u>. The Board of Directors shall meet at least four times each year, one of which shall be the Annual Meeting. All meetings of the Board of Directors

may be at a place and time designated by the Chair. The Board of Directors may provide by resolution the time and place of additional regular meetings of the Board.

- Section 6.2 Annual Meetings. The Board of Directors hold an annual meeting within 30 days of the commencement of each Fiscal Year (an "Annual Meeting"), at which the election of the incoming Board of Directors and Officers shall be conducted pursuant to Section 5.6 and Section 7.2 respectively.
- <u>Section 6.3</u> <u>Special Meetings</u>. Special meetings of the Board of Directors may be called by or at the request of the Chair or by the Secretary if the Secretary receives a written request signed by at least one-half of the members of the Board of Directors. The persons authorized to call special meetings may choose any place within the State of Texas, as the place for holding any special meetings of the Board.
- <u>Section 6.4 Electronic, Fax, Telephonic Voting</u>. The Board of Directors may, at the discretion of the Chair and to the extent permitted under the Texas Business Organizations Code, vote by e-mail, fax, conference call or in person. Any action taken by email pursuant to this Section shall be included in the minutes of the Board Meeting immediately following same.
- Section 6.5 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting, if prior to such action a written consent, including consent by reply e-mail or by fax, thereto is signed or transmitted by the number of Directors or members of such committee necessary to conduct such action or actions, as the case may be, and such written consent shall be included in the minutes of proceedings of the Board of Directors or committee.
- <u>Section 6.6</u> <u>Quorum.</u> A majority of the Directors shall constitute a quorum. Except as otherwise specifically provided in these Bylaws, the action of a majority of the Directors present at the meeting at which a quorum is in attendance or participating under Section 6.3 shall constitute action by the Board of Directors.
- <u>Section 6.7</u> <u>Absence</u>. Absence from 3 consecutive Board meetings without an excuse deemed valid and so recorded shall be construed as and deemed to be such Director's resignation from the Board. The Chair, in his or her sole discretion, may excuse any absence.
- <u>Section 6.8</u> Removal. The Board of Directors may remove any officer elected or appointed by the Board of Directors by the affirmative vote of at least two-thirds of the whole Board of Directors whenever in its judgment the best interests of the Corporation would be served.
- Section 6.9 Open Meetings. The Corporation shall post notice of meetings of its Board of Directors and conduct such meetings in the spirit of openness and transparency. Notices and agendas for all meetings of the Board of the Corporation shall be posted on the website of the Corporation and provided to the San Marcos City Clerk's Office at least 48 hours in advance of the meeting. Members of the public are invited to attend and listen to all non-executive portions of such meetings. The Corporation shall post the minutes and agendas of the meeting within a reasonable time after the minutes are approved. Items eligible for discussion in Executive Session shall include the following: (a) Consultation with Attorney; (b) Deliberation

Regarding Real Property; (c) Deliberation Regarding Contract Being Negotiated; (d) Deliberation Regarding Prospective Gift; (e) Personnel Matters; and (f) Deliberation Regarding Strategies that are Proprietary in Nature.

## Article VII OFFICERS

<u>Section 7.1</u> <u>Stated Offices.</u> The officers of the Corporation shall include: Chair, Chair-Elect, Past Chair, President, Secretary, and Treasurer. New offices may be created and filled at any meeting of the Board of Directors.

Section 7.2 Election of Officers. The Board of Directors shall elect the Chair, Chair-Elect, Secretary, and Treasurer of the Corporation at the Annual Meeting. Each officer shall remain in office until a successor is duly elected. Except in extenuating circumstances, the positions of Chair and Chair-Elect shall be limited to a term of no more than one year. Under no circumstances, however, shall any Chair or Chair-Elect serve for a term of more than two years.

No later than 30 days prior to each Annual Meeting of the Board of Directors, the Nominating Committee shall present to the Board of Directors the slate of nominated officers for the next ensuing Fiscal Year. Should the Nominating Committee deem necessary, it shall be permitted to modify the slate of nominated officers prior to the Annual Meeting. A final slate of nominated officers shall be submitted to the Board of Directors for election at the Annual Meeting. Upon the presentation of a final slate, any sitting Director may move to amend the slate of nominated officers on the floor for at such Annual Meeting. The final approved slate for officers shall be elected by a vote of not less than two-thirds of the sitting Directors. The newly elected officers shall take office immediately following the close of the meeting at which they are elected.

<u>Section 7.3</u> <u>Honorary Chair or Co-Chairs</u>. In special recognition of their role and contribution, the Board of Directors, annually and by a vote of 2/3, may designate the Mayor of San Marcos and/or representative from Hays County Commissioners Court to serve as Honorary Chair or Co-Chairs.

Section 7.4 Duties of the Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair will assign persons to committees and shall be an *ex officio* member of all standing committees. The Chair will assist in the formulation and promotion of the programs and activities of the Corporation and its committees. The Chair may sign any deeds, mortgages, bonds contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to come other officer or agent of the Corporation; and in general, shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time.

<u>Section 7.5</u> <u>Duties of the Past Chair</u>. The Past Chair shall provide support and guidance to the ongoing success of the Corporation. The Past Chair, should their term expire, shall remain a Director for the year during which they serve as Past Chair.

- <u>Section 7.6</u> <u>Duties of the Chair-Elect</u>. The Chair-Elect will act in the absence of the Chair or in the event of his inability or refusal to act. The Incoming Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair.
- Section 7.7 Duties of the Secretary. The Secretary shall cause to be entered in the minute books the minutes of all meetings of the Board of Directors and, when requested, any committees. The Secretary shall maintain all books and papers for the Corporation and shall be responsible for the giving of all notices as required by these Bylaws. The Secretary shall attest such instruments as required by law, resolution or as may customarily be required. The Secretary shall carry out such other reasonable and customary duties incident to the office or as directed by law and the Board of Directors. The Board may designate the President as the Secretary.
- Section 7.8 Duties of the Treasurer. The Treasurer shall in cooperation with the President, oversee the receipt and disbursement of all funds deposited in the name of the Corporation. The Treasurer shall present reports of receipts and disbursements to the Board of Directors on a regular basis as determined by the Chair. Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two (2) authorized officers. However, the President shall have authority to sign checks for items not exceeding a fixed dollar amount as specified in writing by the Board of Directors from time to time except those made payable to the President. The Treasurer shall cause a monthly financial report to be made to the Board. A petty cash fund not to exceed \$100 may be maintained and disbursed for authorized expenses. A written record of expenses shall be maintained.
- Section 7.9 Duties of the President. The Board of Directors may employ an Executive Director who shall be the President and Chief Executive Officer of the Corporation. The President shall have general executive charge, management and control of properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities, and shall have such other powers as may be assigned to such officer from time to time by the Board of Directors, including, but not limited to:
  - (a) attending all meetings of the Board of Directors;
  - (b) ensuring that the members of the Board of Directors and other committees are notified of their respective meetings and that accurate minutes are kept of all meetings of the Corporation;
  - (c) Keeping an itemized record of all receipts, disbursements and financial transactions of the Corporation in accordance with generally accepted accounting principles or other accounting method approved by the Board of Directors;
  - (d) endorsing or cause to be endorsed, in the name and on behalf of the Corporation, all checks, notes and other obligations and shall deposit the same, with monies received by the Corporation, to the credit of the Corporation in such bank or banks or depositories as designated by the Board of Directors;
  - (e) serving as the Secretary of the Corporation, if requested by the Board of Directors and preforming all duties incidental to the office of Secretary; and

(f) serving as an ex-officio member of all committees.

The President shall be employed as an "at-will" employee and shall serve at the pleasure of the Board of Directors. The Board of Directors shall establish the compensation and any benefits of the President. Any contract of employment between the Corporation and any person to employ such person as President shall be subject to this Section.

## Article VIII. COMMITTEES

Section 8.1 Nominating Committee. The Nominating Committee consists of not less than seven members, which shall include (i) the Chair, (ii) the Chair-Elect, (iii) one Director, (iv) two Lead Member representatives who are not also Directors, (v) one General Member representative who is not also a Director, and (vi) and one Director, who shall be the Mayor or member of the San Marcos City Council. All members shall be selected and appointed by the Chair no later than 60 days following the Annual Meeting. No member of the Nominating Committee shall serve for more than three consecutive years.

The Nominating Committee shall meet no later than 60 days following the Annual Meeting, and not less than three times in each Fiscal Year. The Nominating Committee shall be responsible for recommending both a slate of Directors and a slate of Officers to the Board for each Fiscal year in accordance with these Bylaws. The Nominating Committee shall present its recommendations at the Annual Meeting. Prior to the presentation of its recommendations and nomination report, the Nominating Committee shall contact each of its nominees and shall determine each nominee's willingness to serve if elected for the position for which he or she is to be nominated.

<u>Section 8.2</u> <u>Standing and Special Committees</u>. The Chair may designate one or more standing or special committees, each to have the name, membership, duties and responsibilities designated by the Chair.

Section 8.3 Committee Limitations. No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; amending the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed on it or him by law.

<u>Section 8.4 Rules</u>. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## Article IX INDEMNIFICATION

<u>Section 9.1</u> <u>Indemnification</u>. The Corporation may indemnify any officer or Director of the Corporation to the extent permitted by law and to the extent such officer or Director is acting within such standard of care established under the Texas Business Organizations Code.

<u>Section 9.2</u> <u>Coverage</u>. The provisions of Section 9.1 shall not be deemed exclusive of any other rights to which any Director, officer or other person may be entitled under any other agreement or pursuant to a vote of the Directors, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person

## Article X CONTRACTS, CHECK, DEPOSITS AND FUNDS

Section 10.1 Contracts. The Board of Directors may authorize any officer or officers or agents of the Corporation, in addition to the officers so authorized by these Bylaws to either into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation with the budget and guidance provided by the Treasurer. Such authority may be general or confirmed to specific instances.

Section 10.2 Checks and Drafts. All check, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agents or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President if the expenditure is part of an approved budget or was previously approved by the Board. Unbudgeted expenditures in excess of \$5,000.00 much be approved by the Board of Directors and be signed by an officer of the Corporation or approved agent.

<u>Section 10.3 Deposits</u>. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

<u>Section 10.4</u> <u>Gifts</u>. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general or special purposes of the Corporation.

### Article XI MISCELLANEOUS

Section 11.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. Any Director or his/her agent or attorney may inspect all books and record for any proper purpose at any reasonable time.

- <u>Section 11.2 Fiscal Year</u>. The fiscal year of the Corporation shall begin the first day of October and end on the last day in September each year
- <u>Section 11.3 Seal</u>. The Board of Directors may adopt a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words, Greater San Marcos Economic Development Corporation.
- <u>Section 11.4 Amendments</u>. These Bylaws may be altered, amended or repealed and new bylaws adopted by a two-thirds majority of the Board of Directors, if 30 days written notice is given of an intention to alter, amend, or repeal these Bylaws or adopt new bylaws at such meeting. Concurrent 30 day written notice shall be submitted to the San Marcos City Clerk, in form identical to that provided under this Section to the Board of Directors.
- <u>Section 11.5</u> <u>Waiver of Notice</u>. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provision of the Certificate of Formation of the Corporation or there Bylaws, a wavier there of in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- <u>Section 11.6 Parliamentary Authority</u>. The rules contained in Robert's Rule of Order as amended shall govern the Corporation in every case to which they are applicable and in which they are consistent with these Bylaws.
- Section 11.7 Dissolution. In the event of dissolution, the assets of the Corporation will be turned over to one or more organization which themselves are exempt as organizations describe in Section 501 (c)(6) and 170 (c)(2) of the Code, as amended, or corresponding section of any prior or future federal tax code, or to the federal government, or to a state or local government for lawful public purposes.
- <u>Section 11.8</u> Operating Procedures. The Corporation will specifically adhere to any and all existing contractual obligations.

•	Directors of the Greater San Marcos Economic Greater San Marcos Partnership, on the 9th day of
ATTEST:	Dr. Denise Trauth, Chair
Becky Collins, Secretary	_