

**AMENDED BY-LAWS OF
TEXAS CITRUS FIESTA, INC.**

ARTICLE I.

ORGANIZATION

Texas Citrus Fiesta, Inc. is a Texas Non-Profit Corporation formed exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II.

DEFINITIONS

1. “Articles of Incorporation” means those articles governing Texas Citrus Fiesta, Inc. which are properly filed with the Texas Secretary of State.
2. “Board of Directors” means the Board of Directors for Texas Citrus Fiesta, Inc..
3. “City” means the City of Mission, Hidalgo County, Texas.
4. “City Council” means the City Council for the City of Mission.
5. “Corporation” means Texas Citrus Fiesta, Inc..
6. “Electronic communication” means electronic mail or email.

ARTICLE III.

PURPOSE AND POWER

Section 3.1 Objectives: The objectives of the Board of Directors shall be to promote the celebration, displays, exhibits, and other educational matters in connection with growing and marketing of the citrus industry and lessen the burdens of government to the extent that raising private funds for Texas Citrus Fiesta events and activities will relieve the City and its taxpayers from financial burdens.

Section 3.2 Powers and Duties: The Board of Directors shall have the following powers and duties:

- a. Market and promote the goals and mission of Texas Citrus Fiesta, Inc.;
- b. Further advance promote the celebration, displays, exhibits, and other educational matters in connection with growing and marketing of the citrus industry to the extent that raising private funds for Texas Citrus Fiesta events and activities will relieve the City and its taxpayers from financial burdens;
- c. Market and promote the City and amenities consistent with the purposes and duties set out in the Corporation's Articles of Incorporation and By-Laws; and
- d. Develop long-range goals and programs for the Corporation consistent with the purposes and duties set in the Corporation's Articles of Incorporation and By-laws.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.1 General Powers: The affairs of the Corporation shall be managed by the Board of Directors, subject to such limitations as imposed by the law, Articles of Incorporation or these By-laws. The City of Mission shall assist with the management and operations of Texas Citrus Fiesta events and activities as it deems advisable and as allowed by state law.

Section 4.2 Number: The limited number of directors is nine (9) and shall be designated as Director Place One, Director Place Two, Director Place Three, Director Place Four, Director Place Five, Director Place Six, Director Place Seven, Director Place Eight and Director Place Nine. Director Place Nine shall be filled by a member of the King's Association.

Section 4.3 City's Ex Officio Director on the Board of Directors: In addition, the City Council shall appoint one (1) ex-officio (non-voting) director held by a City of Mission employee. It shall be a necessary qualification for appointment as the City's Ex Officio Director that such person holds the position as a current City of Mission employee.

Section 4.4 Initial Appointment of Directors: As of the effective date of these By-laws, the City Council shall appoint directors from a list of qualified applicants for Places 1 - 8 to serve as the Corporation's Board of Directors, subject to final approval of a majority of the King's Association Board. All applications shall be submitted to the City Secretary's Office in compliance

with City requirements governing city appointments. Upon appointment, each director's Place (and subsequent initial tenure as established below) shall be determined by the drawing of lottery. The City Secretary shall prepare equal sized squares marked Director Place One Two, Three, Four, Five, Six, Seven, and Eight. Director Place Nine shall not participate in the lottery since these bylaws have already established that Place Nine shall be the appointment by the King's Association. All other appointments shall participate in the lottery.

Section 4.5 Tenure: The initial term for directors shall be staggered as described herein. Directors Places 1-3 shall be appointed for an initial term of one (1) year. Directors Places 4-6 shall be appointed for an initial term of two (2) years. Directors Places 7-9 shall be appointed for an initial term of three (3) years. Upon the expiration of the initial terms set forth herein, subsequent appointments shall be for a term of three (3) years.

Section 4.6 Attendance: Directors are expected to attend all regular and special meetings during their tenure. Directors shall be automatically removed upon receiving three (3) absences during their term of office.

Section 4.7 Vacancy: In the event a vacancy occurs in one or more of the director's places, whether caused by death, resignation, disqualification or removal as provided by the Articles of Incorporation or these By-laws, the City Council shall appoint a person to the vacant director's place for the unexpired term, subject to the confirmation and approval of a majority of the King's Association Board. The City Council may at any time remove any director in their sole discretion with or without cause.

Section 4.8 Qualifications: Each director shall be of good moral character and be a United States citizen. Directors who cease to possess the aforementioned qualifications shall forthwith forfeit their position, creating a vacancy which shall be filled in accordance with this Article. Notwithstanding any other provision herein, directors serve at the pleasure of the City Council which may remove a director at any time with or without cause. All directors must adhere to and receive the following training: Texas Open Meetings Act (Tex. Gov't Code Ch. 551), Public Information Act (Tex. Gov't Code Ch. 552), Conflict of Interest (Tex. Local Gov't Code Ch. 171), and Competitive Bidding and Procurement (Tex. Local Gov't Code Ch. 252).

Section 4.9 Compensation: The directors shall serve without compensation.

Section 4.10 Meetings: All meetings shall require the posting of notices in compliance with the terms of the Texas Open Public Meetings Act, Chapter 551 of the Texas Government Code, and such meetings shall be open to the public except when closed sessions are permitted under the Texas Open Public Meetings Act.

- (a) Regular Meetings: The Board of Directors shall meet at least monthly unless otherwise determined by its officers.
- (b) Special Meetings: Special meetings of the Board of Directors may be called by either the President or at the request of any three (3) board members.
- (c) Notice: The Secretary shall give written notice of Board of Directors meetings and the business to be transacted at such meetings shall be delivered either by electronic communication or regular postal mail to each director at least 72 hours' notice prior to the meeting.
- (d) Waiver of Notice: Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except attendance of a director at a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.
- (e) Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority vote of the directors present shall decide any question under consideration.
- (f) Location: The Board of Directors may hold their meetings at such place or places in the City as the Board of Directors may from time to time determine.

ARTICLE V.

OFFICERS AND EXECUTIVE DIRECTOR

The members of the Board of Directors shall select a President, Vice President, Secretary and Treasurer to serve as officers of the Board of Directors. The officers shall be selected from the Board of Directors and shall serve without compensation. The City Council shall select, at its sole discretion, an Executive Director to assist with the Corporation's events and activities, as further provided below.

Section 5.1 President: The President shall preside at the meetings of the Board of Directors. Subject to the authority of the Board of Directors and the City Council as required herein, the President shall be in general charge of the properties and affairs of the Corporation.

Section 5.2 Vice President: The Vice President shall assist the President in the performance of its duties, and in the absence of the President, or in the event of the President's inability or refusal to act, shall have the powers of, and shall perform the duties of the President.

Section 5.3 Secretary: The Secretary shall keep, or cause to be kept, minutes of the meetings and the records of the Board of Directors; attest the signatures of the officers; certify orders or matters of the minutes of meetings; and see that notices are duly given in accordance with the provisions of these By-laws, or as required by law.

Section 5.4 Treasurer: The Treasurer shall have, or cause to be had, custody of all funds and securities of the Corporation; receive monies due to Corporation, and deposit them in a depository designated by the Board of Directors; expend the funds as authorized by these By-laws; and, in general, perform all the duties as may be assigned to him/ her by the President of the Board of Directors.

Section 5.5 Executive Director: The City Council shall, at its sole discretion, appoint the Corporation's Executive Director which shall be held by a City of Mission employee. It shall be a necessary qualification for appointment as the Executive Director that such person holds the position as a current City of Mission employee. Upon separation from the City's employment, the Executive Director shall immediately cease all duties and activities with the Corporation and the City Council shall appoint a qualified replacement. The Executive Director shall have immediate and overall supervision of the operations of the Corporation. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports to the Board of Directors and City Council as shall be required by the President and/or City Council.

ARTICLE VI.

FINANCES, BUDGET AND PAYMENTS

Section 6.1 Annual Corporate Budget: An annual budget will be submitted to the City Council for approval at least thirty (30) days prior to May 30th of each year.

Section 6.2 Books, Records, Audits: The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts,

and financial statements pertaining to its corporate funds, activities and affairs. In addition, the Corporation shall cause the books, records, accounts and finance statements to be studied at least once each fiscal year by an independent auditor approved by the Board of Directors. A copy of the audit shall be delivered to the City Council at the Corporation's expense and shall coincide with the City's annual audit.

Section 6.3 Deposit and Investment of Corporation Funds: All specific programs, funding and expenditures initiated by the Corporation shall be in accordance with procurement procedures adopted by the City Council from time to time. All funds specifically initiated by the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select. However, no loan or debt shall be incurred by the Corporation except as authorized by the City Council.

Section 6.4 Checks and Drafts: All checks issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation or, when so determined by resolution of the Board of Directors, by two designated officers and/or agents of the Corporation. In addition, all such expenditures, including copies of checks and receipts, shall be reported and provided to the Executive Director.

ARTICLE VII.

MISCELLANEOUS PROVISIONS

Section 7.1 Principal Office: The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

Section 7.2 Seal: The seal of the Corporation shall be determined by the Board of Directors.

Section 7.3 Resignations: Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 7.4 Approval or Advice and Consent of the City Council: To the extent that these By-laws refer to any approval by the City Council or refer to advice and consent by the

Council, such advice and consent shall be evidenced by a certified copy of a resolution, minute order or motion duly adopted by the City Council.

Section 7.5 Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation, provided that gifts shall not be accepted in contravention of policies established by the City.

Section 7.6 Indemnification: The Corporation shall indemnify each and every member of the Board of Directors, its officers and its employees and each member of the City Council and each of employee, attorney, and officer of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the sanctions and activities of the Corporation. The legal counsel for the Corporation is authorized to provide a defense for members of the Board of Directors, officers, and employees of the Corporation and each member of the City Council and each employee, attorney, and officer of the City.

Section 7.7 Parliamentary Authority: *Robert's Rules of Order, Newly Revised*, shall govern this Board of Directors when applicable.

ARTICLE VIII.

EFFECTIVE DATE

These By-laws and any amendments hereto shall become effective upon the approval by the City Council and adoption by the Board of Directors. These amended by-laws hereby approved and adopted shall revoke and replace all other by-laws previously adopted by the Texas Citrus Fiesta, Inc.

ARTICLE IX.

AMENDMENTS AND DISSOLUTION

Section 9.1 Amendments: These By-laws may, at any time from time to time, be amended as provided by the Texas Business Organization Code so as to make changes therein and add any provisions thereto which might have been included in the By-laws in the first instance. Any such amendment may be effected by the Board of Directors of the Corporation filing with the

City Council a written application requesting approval of the amendments to these By-laws, specifying in such application the amendments proposed to be made.

The City Council shall consider such application. If the City Council finds and determines that it is advisable that the proposed amendment be made, then it shall approve the form of the proposed amendments by resolution and the Board of Directors of the Corporation may amend the By-laws by adopting such amendments at a meeting of Board of Directors. The City Council may, at its sole discretion and at any time, amend these By-laws and alter or change the structure, organization, programs or activities of the Corporation.

Section 9.2 Dissolution: The City Council may terminate or dissolve the Corporation (subject to the provisions of the Texas Business Organizations Code, 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 articles of dissolution, at a meeting of the City Council. The City Council shall deliver articles of amendment or dissolution to the Secretary of State, as provided in the Texas Business Organizations Code.

If the Corporation ever should dissolve when it has or is entitled to any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City of Mission after satisfaction or provision for satisfaction of debts and claims.