

SECOND AMENDED AND RESTATED BYLAWS OF TEXAS CITRUS FIESTA, INC.

These Second Amended and Restated Bylaws of **TEXAS CITRUS FIESTA, INC.** (the "Bylaws"), were adopted as indicated below to completely supersede, amend, and restate the Amended By-Laws of Texas Citrus Fiesta, Inc., adopted on February 26, 2024.

ARTICLE I ORGANIZATION

TEXAS CITRUS FIESTA, INC. (the "Corporation") is 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, as amended.

ARTICLE II DEFINITIONS

1. "Articles of Incorporation" means those articles governing the Corporation, which are properly filed with the Texas Secretary of State.
2. "Board of Directors" means the board of directors of the Corporation.
3. "City" means the City of Mission, Texas.
4. "Corporation" has the meaning assigned in Article I.
5. "Electronic Communication" means electronic mail, e-mail, and other similar means of communication.
6. "King's Association" means the **TEXAS CITRUS KING'S ASSOCIATION**.

ARTICLE III PURPOSE AND POWER

3.1 Purpose. The purpose of the Corporation shall be to promote the celebration, displays, exhibits, and other educational matters in connection with the growing and marketing of the Texas citrus industry and the raising of private funds for Texas Citrus Fiesta events and activities.

3.2 Powers and Duties. The Corporation, acting by and through the Board of Directors, shall have the following powers and duties:

- a. Market and promote the goals and mission of the Corporation;
- b. Further advance and promote the celebration, displays, exhibits, and other educational matters in connection with growing and marketing the Texas citrus industry;
- c. Market and promote the City and its amenities via the Corporation's activities, consistent with the purposes and duties set forth in the Corporation's Articles of Incorporation and these Bylaws;

d. Develop long-range goals and programs for the Corporation consistent with the purposes and duties of the Corporation set forth in its Articles of Incorporation and these Bylaws; and

e. Raise funds to support the activities of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation, subject to such limitations as imposed by law, the Articles of Incorporation, or these Bylaws.

4.2 Number. The number of directors shall be eight (8) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director. One of the eight (8) seats shall be filled by a member of the King's Association.

At a meeting of the Board of Directors called for the purpose electing new directors and annually thereafter, the directors shall elect directors to fill expiring terms.

4.3 Tenure. Each director shall serve for a term of three (3) years. A director shall hold office until the end of his or her term and until said director's successor shall have been elected, appointed, or designated and qualified. Upon the expiration of a director's term, such director may be reelected for subsequent terms by a majority vote of the Board of Directors, subject to the confirmation of the Kings' Association.

4.4 Attendance. Directors are expected to attend all regular and special meetings during their tenures. Directors shall be automatically removed from office upon receiving three (3) unexcused absences during their term of office.

4.5 Vacancy. In the event a vacancy occurs in one (1) or more of the directors' places, whether caused by the expiration of a director's term, death, resignation, disqualification, or removal, as provided by the Articles of Incorporation or these Bylaws, the remaining members of the Board of Directors shall fill the vacant director's place for the unexpired term by a vote of the majority of the remaining directors, subject to confirmation and approval of a majority of the King's Association board

4.6 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.

4.7 Compensation. The directors shall serve without compensation.

4.8 Meetings.

a. Regular Meetings. The Board of Directors shall meet at least monthly, unless determined otherwise by the officers of the Corporation.

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 seventy-two (72) hours 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 shall not constitute waiver of notice of such meeting.

e. Quorum. A fifty-one percent (51%) majority of the Board of Directors shall constitute a quorum for the transaction of the business of the Corporation. 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 its meetings at such place or places as the Board of Directors may from time to time determine.

g. Action by Directors without Meeting. Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without holding a meeting, providing prior notice, or taking a vote if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Articles of Incorporation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

An electronic transmission by or on behalf of a director or member of a committee consenting to an action to be taken and transmitted by or on behalf of a director or member of a committee is considered written, signed, and dated for the purposes of this section if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by or on behalf of the director or member of a committee and the date on which the electronic transmission was transmitted by or on behalf of the director or member of a committee. Unless the consent is otherwise dated, the date of transmission is the date on which the consent was signed.

4.9 Removal. A director may be removed from office with or without cause by the vote of a two-thirds majority of the members of the Board of Directors, either at a regular meeting or any special meeting called for that purpose, subject to the confirmation and approval of a majority vote by the board of directors of the King's Association.

ARTICLE V OFFICERS

The officers of the Corporation shall consist of a president, vice-president, secretary, and a treasurer. All officers shall be elected or appointed by the Board of Directors and shall serve without compensation.

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

5.2 Vice-President. The Vice-President shall assist the President in the performance of his or her 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.

5.3 Secretary. The Secretary shall keep, or cause to be kept, minutes of the meetings and records of the Board of Directors; attest to 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 Bylaws, or as required by law.

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

President of the Board of Directors.

5.5 Executive Director. The Executive Director shall be hired by a majority vote of the Board of Directors, subject to the confirmation and approval of a majority vote of the board of directors of the King's Association. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee of the Corporation. The Executive Director shall make such reports to the Board of Directors as shall be required by the President.

ARTICLE VI SELECTION AND PROCLAMATION OF KING CITRUS

King Citrus shall be chosen by the King's Association. The identity of the king shall be kept secret until he is crowned at an appropriate celebration during the events held in conjunction with the Texas Citrus Fiesta.

ARTICLE VII FINANCES, BUDGET AND PAYMENTS

7.1 Annual Corporate Budget. An annual budget will be submitted to the Board of Directors for approval at least thirty (30) days prior to May 30th each year.

7.2 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 financial statements to be studied at least once each fiscal year by the Board of Directors. A copy of such review or audit shall be available for inspection at the office of the Corporation during normal business hours in accordance with Section 22.353 of the Texas Business Organizations Code.

7.3 Deposit and Investment of Corporation Funds. 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 depository institutions as the Board of Directors may select.

7.4 Checks and Drafts. All checks issued in the name of the Corporation shall be signed by the Treasurer and counter-signed by either the President or Vice-President, or when so determined by resolution of the Board of Directors, by two (2) 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.

7.5 Extraordinary Expenses. Expenses exceeding \$5,000.00 USD shall be approved by a 51% majority of the Board of Directors.

7.6 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May of each year. All monies collected and disbursed by the Corporation shall be recorded and shall be subject to audit or review once every end of the fiscal year. The audit and/or review shall be conducted by a certified public accountant and shall be due within a reasonable time following the end of the Corporation's fiscal year where it will be discussed and voted upon for acceptance by the Board of Directors.

7.7 Reporting to City. The City will provide funding to the Corporation for the activities

of the Corporation pursuant to written agreements between the City and the Corporation. In consideration of the City's agreement to provide such funding, the Corporation shall provide the following reports to the City to the attention of the City Manager:

- a. Quarterly financial reports and performance reports which shall be due within forty-five (45) days following the end of each calendar quarter during the Corporation's fiscal year;
- b. Annual financial and performance reports, which shall be due within ninety (90) days following the end of the Corporation's fiscal year;
- c. A copy of the Corporation's annual IRS Form 990, which shall be due by the earlier of fifteen (15) days after filing or ninety (90) days following the end of the Corporation's fiscal year; and
- d. A copy of the Corporation's annual audited, reviewed, or compiled financial statements, which shall be attested to by a professional engaged by the Corporation for the purpose of preparing such financial statement, and which shall be due by the earlier of fifteen (15) days following the date that they are provided to the Corporation by its auditor or ninety (90) days following the end of the Corporation's fiscal year;

For purposes of this Section 7.7, the term "financial reports" shall refer to the income statement and balance sheet of the Corporation. The term "performance reports" shall refer to reports that summarize the Corporation's non-financial operations during a particular period. For example, the Corporation's performance reports could include a short narrative about the number of events held by the Corporation during a particular period or the number of applicants for duchesses, or the number of participants in the Parade of Orange. The performance reports should give the City an idea of the activities of the Corporation during the period covered by such report.

ARTICLE VIII RECAPTURE CLAUSE

If the Corporation (i) becomes financially insolvent, (ii) fails to satisfy its material financial obligations as they become due in the ordinary course of business, or (iii) fails to timely file any required federal or state tax filings or make required tax payments, including but not limited to the filing of Internal Revenue Service Form 990, the City shall have the right, upon written notice to the Corporation and a 30-day opportunity to cure, to immediately assume operational and administrative control of the Corporation. Such assumption of control may include, but is not limited to, the authority to oversee financial operations, administer programs and services, manage assets and records, and take any actions reasonably necessary to stabilize operations and ensure compliance with applicable laws and obligations. The Corporation shall fully cooperate with the City in facilitating such transition and shall provide immediate access to all financial records, accounts, contracts, and organizational documents as requested by the City.

For purposes of this Article VIII, the Organization shall be deemed financially insolvent if it (i) has liabilities that exceed its assets, (ii) is unable to pay its debts as they become due in the ordinary course of business, or (iii) maintains cash or liquid reserves insufficient to cover at least thirty (30) days of ordinary operating expenses.

The Organization shall be considered to have failed to satisfy its material financial

obligations if it becomes more than ninety (90) days delinquent on any material financial obligation, including but not limited to payroll, vendor payments, lease or debt obligations, insurance premiums, or other contractual liabilities necessary for the continuation of operations.

The Organization shall be considered non-compliant with required tax filings or payments if it (i) fails to file Internal Revenue Service Form 990 or other required IRS information returns for any required tax year by the applicable deadline, including extensions; or (ii) fails to make required federal or state tax payments within ninety (90) days of their due date.

The foregoing shall only apply to matters that arise after the date that these Bylaws are approved by both the Board of Directors of the Corporation and the City Council of the City (the "Approval Date" and that relate to periods occurring after the Approval Date.

ARTICLE IX MISCELLANEOUS

9.1 Principal Office. The principal office and the registered office of the Corporation shall be the place specified in the Articles of Incorporation, or as determined from time to time by the Board of Directors.

9.2 Seal. The seal of the Corporation shall be determined by the Board of Directors.

9.3 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.

9.4 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.

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

9.6 Parliamentary Authority. *Robert's Rules of Order, Newly Revised*, shall govern meetings of the Board of Directors when applicable.

9.7 Insurance. The Board of Directors shall procure and maintain reasonable insurance to protect the Corporation's financial assets and the Board of Directors.

9.8 Effective Date. These Bylaws shall become effective upon the approval of the Board of Directors and the City Council of the City of Mission, Texas. Thereafter, any amendment of these Bylaws shall be effective when adopted in accordance with Article X.

ARTICLE X AMENDMENTS AND DISSOLUTION

10.1 Amendment. The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Any amendment of these Bylaws shall require a two-thirds (2/3) majority vote of the Board of Directors. **Notwithstanding the foregoing, no amendment of these Bylaws shall be permitted that would amend, modify, or remove any provisions in these Bylaws required by the City or referencing the City without the express approval of the governing body of the City, to include but not limited to: (1) Article VIII establishing the recapture provision; and (2) Section 7.7 establishing reporting requirements to the City.**

10.2 Dissolution. The Board of Directors may terminate or dissolve the Corporation by a two-thirds (2/3) majority vote of the Board of Directors (subject to the provisions of the Texas Business Organizations Code, and subject to any limitations provided by the constitutions 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 articles of dissolution at a meeting of the Board of Directors called for that specific purpose.

Upon the dissolution of or winding up of the affairs of the Corporation, all property or assets, including, but not limited to, any profits, net earnings or donated surplus accrued by the Corporation and remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, and all remaining property or assets owned by the Corporation which was contributed to the Corporation, shall be donated and transferred to another nonprofit corporation, which has qualified for exemption from federal income tax and state franchise taxes and whose principal domicile is in Hidalgo County, Texas, and which shall be selected by the Board of Directors of this Corporation, and which organization or corporation shall have as nearly similar purposes to those of this Corporation as is feasible.

Adopted by the Board of Directors on March 12, 2026.

Secretary

Approved by the City Council of the **CITY OF MISSION, TEXAS**, at a meeting called for that purpose on March 13, 2026.

CITY OF MISSION, TEXAS

By: _____
NORIE GONZALEZ-GARZA, Mayor

ATTEST:

ANNA CARRILLO, City Secretary