

H.
AMENDED AND RESTATED BYLAWS OF THE
WYLIE PARK AND RECREATION FACILITIES DEVELOPMENT
CORPORATION

ARTICLE I
PURPOSE AND POWER

Section 1. Purpose. The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Wylie, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, [Texas Local Government Code, Chapters 501-502 and 505 Article 5190.6, Vernon's Ann. Civ. St., as amended](#), (the “Act”), and other applicable laws.

Section 2. Powers. In the fulfillment of its corporate purpose, the Corporation shall be governed by [Section 48 Chapters 501-502 and 505](#) of the Act, and shall have all powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Powers, Numbers, and Terms of Office.

- (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) under the guidance and direction of the Wylie City Council and, subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Amended and Restated Bylaws (“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 must be residents of the City of Wylie. Each director shall occupy a place (individually, the “Place” and collectively, the “Places”) as designated herein. Places 1-4 are designated for the City Councilmember ~~d~~Directors, and Places 5-7 are designated for ~~c~~Eitizen Board members, of which at least one of the members will be appointed from the Parks and Recreation Board. These appointments will be classified as citizen member directors.
- (c) Each member of the Board shall be appointed by the City Council for a two (2) year term. Any vacancy occurring before a term is completed shall be filled by appointment by the City Council as set forth in the Articles of Incorporation. All directors shall have the qualifications set forth herein and in the Articles of Incorporation.
- (d) ~~The limit for consecutive service on the same board or commission is~~ No director shall serve more than three (3) consecutive, full terms, ~~regardless of term length (2 year, 3 year, etc.)~~. After the expiration of the term limit, ~~the member~~ director must wait one year before reapplying to the ~~same~~ Board. Any member ~~director~~ appointed to fill the remainder of an unexpired term shall be eligible to serve three (3) consecutive, full terms thereafter; provided, however, that should a ~~board member~~ director's replacement not be qualified upon the expiration of any term of ~~that~~ director ~~board member~~, then that ~~board member~~ director shall holdover on the ~~board~~ Board until a qualified replacement ~~board member~~ director has been appointed.
- (e) Any director may be removed from office by the City Council at will.
- (f) Each member of the Board shall:
 - (1) Have been a resident of the City of Wylie for not less than twelve (12) consecutive months immediately preceding appointment;

- (2) Be a qualified voter of the City of Wylie;
- (3) Not be an employee of the City of Wylie; and
- (4) Not be the spouse or domestic partner of an employee of the City of Wylie.

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Section 2. Meetings of Directors. The directors may hold their meetings at such place or places in the City as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Article V of these Bylaws.

Section 3. Notice of Meetings. To the extent that the Open Meetings Act conflicts with the provisions of this section, the Open Meetings Act shall govern.

- (a) Regular meetings ~~and Special meetings~~ of the Board shall be held, ~~following written notice to the Directors by the City Secretary, without the necessity of written notice to the dDirectors~~ at such times and places as shall be designated from time to time by the Board. ~~Written notice to each Director may be provided by first class mail, electronic mail, or hand delivery and shall be considered provided on the day it is sent, and the written notice shall be sent on, or before the date the notice of the meeting is posted at City Hall in accordance with the Open Meetings Act.~~ Special ~~m~~Meetings of the Board shall be held whenever called by the Chair of the Board, by a majority of the directors, by the Mayor of the City, or by a majority of the City Council. Nothing contained in this Section 3 shall vitiate the notice requirements contained in Section 4 hereafter.
- (b) The City Secretary shall give notice to each director of each Special ~~m~~Meeting in person, by mail, by electronic mail, or ~~by~~ telephone, ~~in accordance with applicable rules and provisions of state law at least seventy two (72) hours~~ before the meeting, unless deemed an emergency meeting by Section 551.045 of the Open Meetings Act. Such notice shall be considered provided on the day it is sent, ~~or on~~ the day it is verbally conveyed, or on the day a voice message is left with the notice information. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered as acted upon at a Special ~~m~~Meeting. At any meeting at which every director shall be present, even though without notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.
- (b)
- (c) Whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address as it appears on the books of the Corporation or said notice shall be deemed sufficient if sent by electronic mail to the person entitled thereto at his or her electronic mail address as it appears on the books of the Corporation, ~~and such notice shall be deemed to have been given on the day of such mailing or electronic mailing.~~ Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends 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. ~~Neither the business to be transacted at nor the purpose of any Regular or Special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.~~

Section 4. Open Meetings Act. Notwithstanding anything contained herein to the contrary, all meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Texas Government Code (~~Vernon's~~) Chapter 551, as amended (herein referred to as the "Open Meetings Act").

Section 5. *Quorum.* A majority of the directors shall constitute a quorum to conduct official business of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

Section 6. *Conduct of Business.*

- (a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.
- (b) At all meetings of the Board, the ~~Chairman~~ of the Board shall preside. In the absence of the ~~Chairman~~, the Board Vice ~~Chairman~~ shall preside.
- (c) The ~~C~~hairman will be a voting member of the ~~B~~oard.
- (d) The ~~S~~ecretary of the Corporation shall act as ~~S~~ecretary of all meetings of the Board, but in the absence of the ~~S~~ecretary, the presiding officer may appoint any person to act as ~~S~~ecretary of the meeting.

Section 7. *Committees of the Board.* The Board may designate two (2) or more directors to constitute an official committee of the Board to exercise such authority of the Board. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

Section 8. *Compensation of Directors.* Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for their actual expenses incurred in the performance of their official duties as directors.

Section 9. *Powers and Duties of the ~~Chairman~~ and Vice ~~Chairman~~ of the Board.*

The ~~Chairman~~ of the Board (~~the “Chair”~~) shall be the presiding officer of the Board with the following authority:

- (a) Shall preside over all meetings of the Board.
- (b) Shall vote on all matters coming before the Board.
- (c) Shall have the authority, upon notice to the members of the Board as set forth herein, to call a special meeting of the Board when in his or her judgment such a meeting is required.
- (d) Shall have the authority to appoint, with Board approval, standing committees to aid and assist in its business undertakings or other matters incidental to the operations and functions of the Board.
- (e) Shall have the authority to appoint, with Board approval, ad hoc committees which may address issues of a temporary nature of concern or which have a temporary ~~ea~~ffect on the business of the Board.

In addition to the above-mentioned duties, the Chair shall perform all duties incidental to the office, and such other duties as shall be prescribed from time to time by the Board.

The Vice Chair shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the Chair of the Board during that officer's absence or inability to act. Any action taken by the Vice Chair in the performance of the duties of the Chair of the Board shall be conclusive evidence of the Chair's absence or inability to act as Chair at the time such action was taken.

**ARTICLE III
OFFICERS**

Section 1. *Titles and Terms of Office.*

- (a) The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Vice President or Secretary. Terms of office shall be two (2) years, with the right of an officer to be reappointed.
- (b) All officers shall be elected by and be subject to removal from office at any time by a vote of a majority of the entire Board.
- (c) A vacancy in the office of any officer shall be filled for the remaining term by a vote of a majority of the entire Board.
- (d) All officers shall be subject to removal from office at any time by a vote of the majority of the City Council.

Section 2. Powers and Duties of the President. The President shall be the chief operating executive officer of the Corporation, and, subject to the authority of the Board, the President shall be in general charge of the properties and affairs of the Corporation, and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments in the name of the Corporation. The City Manager of the City of Wylie shall be President.

Section 3. Vice President. The Vice President shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. The~~A~~ City employee designated by the ~~A~~ssistant City Manager shall be the Vice President.

Section 4. Treasurer. The Treasurer shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these bylaws. When necessary or proper, the Treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes, and other Obligations in or drawn upon such bank, banks, or depositories as shall be designated by the Board consistent with these Bylaws. The Treasurer shall see to the entry in the books of the Corporation full and accurate accounts of all monies received and paid out on account of the Corporation. The Treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of his or her duties in such form and amount as the Board or the City Council may require. The Director of Finance of the City shall be Treasurer. All check-writing authority will follow applicable City policies concerning authorizations, signatures, and disbursements.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the President in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other documents and instruments, except the books of account and financial records, securities, and such other books and appears as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general, perform all duties incident to the office of Secretary subject to the control of the Board. The City Secretary shall be the Secretary.

Section 6. Any assistant treasurer and any assistant secretaries may, at the option of the Board, be employees of the City, and the legal counsel shall be the attorney for the City, and he or she shall designate any other attorney needed by the Corporation.

Section 7. Compensation. Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred

in the performance of their official duties as officers.

ARTICLE IV FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 1. *Facilities Capital Improvement Plan.*

- (a) It shall be the duty and obligation of the Board to finance and implement the Facilities Capital Improvement Plan as adopted by the Wylie City Council.
- (b) In carrying out its obligations under Section (a), the Corporation shall be authorized to exercise all rights and powers granted under the Act, including, but not limited to Section 4B Chapter 504 thereof.
- (c) The President shall periodically submit reports to the City Council as to the status of its activities in carrying out its obligations under this Section.
- (d) Any and all agreements between the Corporation and other parties shall be authorized, executed, approved, and delivered in accordance with applicable law.

Section 2. *Multi-Year Financial Plan (the “Plan”).* Prior to the beginning of the Fiscal Year, the President will submit a Multi-Year Financial Plan to the City Council for approval. The Plan will detail the utilization, investment, and expenditure of funds and Debt scheduling for the Corporation. The Plan will serve as the financial guide for the Corporation. The Board will approve the Plan prior to or contemporaneously with the adoption of the Corporation's fiscal budget.

Section 3. *Annual Corporate Budget.* Prior to the commencement of each Fiscal Year of the Corporation, the Board shall adopt a proposed budget of expected revenues from sources set out in Section 6 of this article and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the City Council. The President shall submit the budget to the City Council for approval prior to submittal to the Board for final adoption. The projection of revenues and all expenditures in the annual corporate budget will follow the guidelines outlined in the Multi-Year Financial Plan as adopted by the Board and the City Council. The budget will include administrative overhead, expenses, and debt service.

Section 4. *Books, Records, Audits.*

- (a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principalsprinciples, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.
- (b) At the direction of the City Council, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff, and personnel of the City.
- (c) The Corporation, or the City if the option described in subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the City Council and approved by the Board. Such an audit shall be at the expense of the Corporation.

Section 5. *Deposit and Investment of Corporation Funds.*

- (a) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments (“Obligations”) issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance.
- (b) Subject to the requirements of contracts, loan agreements, indentures, or other agreements securing Obligations, all other monies of the Corporation, if any, shall be deposited, secured,

and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board, with City Council approval, shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds there-from for use by and for the purposes of the Corporation upon the signature of its Treasurer and such other persons as the Board designates. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City.

Section 6. Expenditures of Corporate Money. The monies of the Corporation, including t~~he~~ sales and use taxes collected pursuant to Section 4B~~Chapter 504~~ of the Act, monies derived from the repayment of loans, rents received from the lease or use of property, and the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

- i. Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted for the approval by the City Council prior to the execution of loan or financing agreements or the sale and delivery of the Obligations to the purchasers thereof required by Section 7 of this Article;
- ii. Expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of monies derived from sources other than the proceeds of Obligations may be used for the purpose of financing or otherwise providing one or more "Projects", as defined in Section 48~~Chapter 504~~ of the Act. Expenditures shall be detailed in the Corporation's annual budget as approved by City Council and Board resolutions;
- iii. All proposed expenditures shall be made in accordance with and shall be set forth in the Corporation's annual budget required by Section 3 of this Article or in contracts meeting the requirements of Section 1(d) of this Article.

Section 7. Issuance of Obligations. No Obligations, including refunding Obligations, shall be authorized or sold and delivered by the Corporation unless the City Council shall approve such Obligations by action taken prior to the date of sale of the Obligations.

ARTICLE V MISCELLANEOUS PROVISIONS

Section 1. Principal Office.

- (a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation located at 300 Country Club Road, Building 100, Wylie, Texas 75098 specified in the Articles of Incorporation.
- (b) The Corporation shall have and shall continually designate a registered agent at its office, as required by the Act.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 3. Seal. The Seal of the Corporation shall be determined by the Board of Directors.

Section 4. Resignations. Any director or officer may resign at any time. Such resignation shall be tendered 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 Secretary. The acceptance of resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. Any director no longer serving in the capacity for which he or she was appointed will be deemed resigned, and a qualified replacement will be appointed by the

City Council.

Section 5. Approval or Advice and Consent of the City Council. To the extent that these Bylaws refer to any approval by the City or refer to advice and consent by the City Council, such advice and consent shall be evidenced by one ~~or~~ the following: resolution, minute order, or motion duly adopted by the City Council.

Section 6. Services of City Staff and Officers. Subject to the authority of the City Manager under the Charter of the City Charter, the Corporation shall utilize the services and the staff employees of the City. All requests for staff time or inquiries of staff will be made requested through the City Manager's Office. The Corporation shall pay reasonable compensation to the City for such services, and the performance of such services does not materially interfere with the other duties of such personnel of the City.

Section 7. Indemnification of Directors, Officers, and Employees.

- (a) As provided in the Act and the Articles of Incorporation, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code, as it exists or may be amended), a governmental unit, and its actions are governmental functions.
- (b) The Corporation shall indemnify each and every member of the Board, its officers and its employees, and each member of the City Council and each employee of the City, 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 functions and activities of the Corporation. The attorney for the Corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

ARTICLE VI

EFFECTIVE DATE, AMENDMENTS

Section 1. Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of these Bylaws by the City Council; and
- (2) the adoption of these Bylaws by the ~~Corporation~~-Board.

Section 2. Amendments to Articles of Incorporation and Bylaws. The Articles of Incorporation of the Corporation and these Bylaws may be amended only in the manner provided in the Articles of Incorporation and the Act.

Adopted this _____ day of _____, 2026.

Chair of the Board of Directors

Attest:

Corporate Board Secretary