

**AMENDMENTS TO BYLAWS OF
WYLIE PARK AND RECREATION FACILITIES DEVELOPMENT
CORPORATION**

The following Sections of the Bylaws of Wylie Park and Recreation Facilities Development Corporation adopted by Resolution 95-01 are amended as set forth below:

Article II – Board of Directors, Section 1 – Powers, Numbers and Term of Office, Subsections (b) and (c) are amended to read as follows:

(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 Directors and Places 5-7 are designated for Citizen Board members, of which at least one of the members will be appointed from the Park 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.

Article II – Board of Directors, Section 3 – Notice of Meetings is amended to read as follows:

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, 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 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 Meeting in person, by mail, by electronic mail, or telephone, 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 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.

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. 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.

Article II – Board of Directors, Section 4 – Open Meetings Act is amended to read as follows:

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").

Article II – Board of Directors, Section 9 – Powers and Duties of the Chairman and Vice Chairman of the Board is added to read as follows:

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 affect 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 and Section 3 – Vice President is amended to read as follows:

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 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 Assistant City Manager shall be the Vice President.

Article IV – Functional Corporate Duties and Requirements, Section 1 – Facilities Capital Improvement Plan and Section 2 – Multi-Year Financial Plan are hereby amended to read as follows:

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 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.

Article V – Miscellaneous Provisions, Section 4 – Resignations and Section 7 – Indemnification of Directors, Officers and Employees are hereby amended to read as follows:

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 was appointed will be deemed resigned and a qualified replacement will be appointed by the City Council.


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 attorneys 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.

Adopted this 6th day of December, 2005.



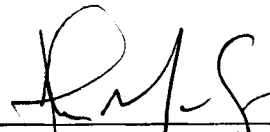
Chairman of the Board
Print Name: John Mondy

Attest:



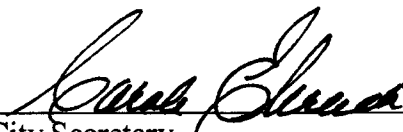
Secretary of the Corporation
Print Name: Carole Ehrlich

**APPROVED BY THE CITY COUNCIL OF THE CITY OF WYLIE BY
RESOLUTION NUMBER 2005-37(R) ON THE 6th DAY OF DECEMBER, 2005.**



Mayor of the City of Wylie, Texas
Print Name: John Mondy

Attest:



City Secretary
Print Name: Carole Ehrlich

