

RESOLUTION NO. ____-24-06-11-1233

**RESOLUTION OF THE CITY OF PFLUGERVILLE, TEXAS ADOPTING
AMENDED BYLAWS FOR THE PFLUGERVILLE COMMUNITY
DEVELOPMENT CORPORATION**

WHEREAS, the Pflugerville Community Development Corporation (the “PCDC”) bylaws were adopted by resolution of the City Council of the City of Pflugerville (the “City Council”) on December 18, 2001 and amended by resolution of the City Council on February 13, 2007; and

WHEREAS, the PCDC adopted amended bylaws on August 26, 2016, and the City Council adopted the amended bylaws by action on January 10, 2017; and

WHEREAS, the City Council adopted additional revised bylaws by action on November 24, 2020, May 23, 2023, and March 26, 2024; and

WHEREAS, it is required that bylaws of the PCDC be adopted by resolution; and

WHEREAS, pursuant to Section 9.02 of the PCDC bylaws, the bylaws may be amended at any time at the sole discretion of the City Council, and

WHEREAS, the City Council now finds it appropriate to amend the bylaws for the PCDC;
NOW THEREFORE,

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PFLUGERVILLE
TEXAS:**

That the City Council hereby approves and adopts the amended bylaws of the PCDC attached hereto as Exhibit A.

APPROVED this 11th day of June, 2024.

CITY OF PFLUGERVILLE, TEXAS

Victor Gonzales, Mayor

ATTEST:

Trista Evans, City Secretary

EXHIBIT A

PFLUGERVILLE COMMUNITY DEVELOPMENT CORPORATION BYLAWS

ARTICLE I. INTENT AND PURPOSE

Articles of Incorporation. The Pflugerville Community Development Corporation (the "Corporation") was created by its Articles of Incorporation ("Articles") and Bylaws adopted by City Council Resolution No. 176-01-12-18-3A on December 18, 2001. Following the initial adoption, the City Council of the City of Pflugerville (the "City Council") adopted Resolution No. 970-07-02-13-10A amending the bylaws and Resolution No. 1202-09-03-10-11E and Resolution No. 1290-11-06-14- 0042 amending the Articles of Incorporation. The City Council adopted amended bylaws by action on January 10, 2017. The City Council adopted amended bylaws by action on November 24, 2020. The City Council adopted amended bylaws by action on May 23, 2023. The Articles also specify many of the rules for operation and function of the Corporation. These By-Laws further define the operations and functions of the Corporation that are not addressed by the Articles or Texas law for Type B corporations.

1.01 Purpose. The purpose of these bylaws is to establish the duties of the Board of Directors, its officers, committees, meetings, support staff, and related affairs. These bylaws are a supplement to all existing applicable statutes.

1.02 Location. The office of the Corporation shall be located at an address within Pflugerville city limits.

ARTICLE II. BOARD OF DIRECTORS

2.01 Board of Directors. The business and affairs of the Corporation shall be managed by a board of seven directors (collectively the "Board" and individually "Board Directors"). Board Directors shall be appointed by the City Council of the City of Pflugerville (the "City"). Each Board Director shall serve at the pleasure of the City Council for a term of two years.

2.02 Training. Each Board Director shall attend a Sales and Use Tax class as soon as possible upon appointment but no later than six months after appointment.

2.03 Code of Ethics. The Board shall adopt, maintain, and comply with a Code of Ethics, which shall be reviewed and approved annually by the Board and by City Council.

ARTICLE III. OFFICERS

3.01 Compensation of Board of Directors and its Officers. Board Directors and Board Officers shall not receive any compensation for their services.

3.02 Officers. The officers of the Corporation shall be a President, Vice-President, and Secretary and elected from the Board's membership. The Board, at each Annual Meeting, shall elect these officers for a one-year term. No person shall hold more than one office at one time.

3.03 President. The President shall preside at all meetings of the Board. The President shall have power to execute all contracts and instruments of conveyance in the name of the Corporation when authorized by the Board and shall perform all the duties usually incident to the office of President.

3.04 Vice-President. In the absence or disability of the President, the Vice- President shall perform the duties and exercise the powers of the President.

3.05 Secretary. The Secretary shall in general perform all the duties incidental to the office of secretary, subject to the direction and control of the Board. In the absence or disability of the President and the Vice-President, the Secretary shall perform the duties and exercise the powers of the President.

3.06 Election of Officers. Nominations for all officer positions shall be made from the floor and voted on separately by voice vote. In the event of a vacancy, the Board, as soon as practical, shall elect a Board Director to serve the remainder of the officer's term.

ARTICLE IV. COMMITTEES

4.01 Committees and Sub-Committees. The Board may, by resolution, appoint from time-to-time temporary committees or subcommittees to aid the Board and the General Manager in its projects. In no event may a majority of the Board be appointed to any Committee, nor more than two Board Directors be appointed to any subcommittee. The Board may appoint Board Directors or other individuals to serve as representatives of the Corporation.

ARTICLE V. MEETINGS

5.01 Regular Meetings. Days, times, and locations of Regular Meetings shall be set by Resolution and provided to the City Secretary. Regular meetings may not be cancelled except by vote of the Board prior to the date of the regularly scheduled meeting date.

5.02 Annual Meeting. The Annual Meeting of the Board shall be held at the first Regular Meeting in January of each year, or as soon thereafter as reasonably feasible, unless changed by Board Resolution. At the Annual Meeting, the Board shall elect officers, review and amend as necessary all corporate policies, and receive updates on Legislative changes and court opinions.

5.03 Special Meetings. Special Meetings of the Board may be called by the General Manager or at the request of the President and a Board Director.

5.04 Notice. The General Manger shall give notice of the time, place, and location of each meeting. Notice shall be sent to each Board Director, and General Counsel not less than 72 hours prior to the start of the meeting. In the event of a cancellation, notice shall be provided to the individuals stated above. All notices shall be made in writing via electronic mail, in person, or by telephone. Public notice shall be in accordance with State law.

5.05 Quorum. A majority of the membership of the Board Directors, including vacancies, shall constitute a quorum for the transaction of business.

5.06 Order of Business. The order of business shall be determined by the President. In the event a question of procedure is not addressed by these bylaws, then the procedures of the City Council shall be used as a guide for the Board to consider.

5.07 Motions and Voting. All Board Directors are permitted to make motions and shall vote on pending motions subject to the Conflict-of-Interest provisions in Section 7.02. For action to be considered on a motion, the motion of a Board Director shall be made by one Board Director and seconded by another Board Director. Four (4) affirmative votes are required to pass any motion.

5.08 Voting Requirement. All motions and resolutions of the Board must be voted upon by each Board Director in attendance, with a vote for or against the motion or resolution. In the case of a Board Director having a legal Conflict of Interest pursuant to Section 7.02, stated upon the record and filed on the appropriate forms, that Board Director must not participate in the discussion or vote. At the President's discretion, a roll call vote may be taken on any motion in the order as determined by the President.

5.09 Preparation of Agenda. The General Manager is responsible for setting the agenda for all Board meetings. Two or more Board Directors may request to add an item to an agenda by submitting the item in writing to the General Manager at least five business days prior to the applicable meeting.

ARTICLE VI. EXECUTIVE STAFF

6.01 General Manager. The City Manager of the City of Pflugerville, Texas, shall be the General Manager of the Corporation and be in general charge of the properties and affairs of the Corporation, shall administer all work orders, requisitions for payment, purchase orders, contract administration and oversight, and other instruments or activities as prescribed by the Board in the name of the Corporation. The General Manager shall employ such full or part-time employees as are needed to carry out the programs of the Board. These employees shall be employees of the City and perform those duties as are assigned to them. The General Manager shall have the authority, and subject to provisions of the City Charter and policies-procedures of the City, to hire, fire, direct, and control the work, as functionally appropriate, of such employees. The City and the Corporation shall enter into a cost sharing agreement for compensation of such employees and for administrative support services.

6.02 General Counsel. The Board may appoint a General Counsel, who shall be a competent attorney, in good standing, and duly licensed to practice law in Texas. General Counsel shall receive compensation as fixed by the Board. General Counsel shall be the legal advisor and attorney for the Corporation and the Board in the conduct of corporate business. General Counsel shall report directly to the Board and shall serve at the will of the Board; however, the Board may retain special counsel at any time it deems necessary or advisable. A member of the Board, the Executive Director or any other employees of the Pflugerville Community Development Corporation shall not serve as the General Counsel of the Corporation.

ARTICLE VII. FINANCIAL ADMINISTRATION

7.01 Fiscal Year and Annual Corporate Budget. The fiscal year of the Corporation is October 1 through September 30. At least 90 days prior to the commencement of each fiscal year, the Board shall adopt and subsequently present to City Council for approval, an annual budget illustrating anticipated revenues and proposed expenditures for the next ensuing fiscal year.

7.02 Board Independence. All Board Directors of the corporation are prohibited from participating in personal financial transactions with economic development prospects and are excluded from receiving economic development grants or incentives from the PCDC. All members of the PCDC Board shall conform to the City's Code of Conduct to include provisions related to Conflicts of Interest.

7.03 Quarterly Annual Budget Reconciliation, Monthly Cash Flow Projection Report, and General Ledger. On a quarterly basis, the General Manager or designee, shall present a financial update for the current fiscal year to the City Council at a regularly scheduled City Council meeting.

7.04 Investment Policy. The Corporation shall comply with the City's Investment Policy which is reviewed annually and presented to the City Council for approval.

7.05 Board Approval Requirement - Specificity. The payment of an expense for any good or service, including real property transactions, in excess of the amount expressly authorized to the General Manager by the Board must be approved by the Board prior to the expense being incurred. Any payment of an expense that is not listed on the anticipated expenditure report, either independently or in the aggregate, in an amount over \$50,000 must be approved by the City Council prior to the expenditure being made. The Board, by resolution, shall establish the General Manager's spending limits and provide for procurement procedures.

7.06 Annual Audit Requirement. The Corporation shall cause its books, records, and financial statements to be audited at least once each fiscal year by an outside, independent auditing and accounting firm in conjunction with the City's annual audit process.

ARTICLE VIII. MISCELLANEOUS

8.01 Notices and Waivers. Whenever under the provisions of these bylaws notice is required to be given to any Board Director or officer, unless otherwise provided, the notice may be given personally, it may be given in writing by electronic mail, or by depositing it in the post office in a postpaid envelope or postal card addressed to the Board Director or officer, at the address as appears on the books of the Corporation, and the notice shall be deemed to be given at the time when it is mailed. Whenever any notice to Board Directors or officers is required to be given by law, or by these bylaws, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the time stated shall be deemed the equivalent of notice. This paragraph does not eliminate the requirement to comply with the Open Meetings Act.

8.02 Resignations. Any Board Director or officer may resign with or without notice. Resignations shall be made in writing or announced at a Board meeting and recorded in the minutes. Resignations shall take effect at the time specified in the resignation. If no time is specified, the resignation shall be effective at the time of its receipt at a Board meeting. Board acceptance of a resignation is not necessary to make it effective. Three consecutive, unexcused absences from regular meetings shall be considered a voluntary resignation from the Board.

8.03 Approval of the City Council. To the extent these bylaws refer to any approval or other action to be taken by the City, that approval or action shall be evidenced by a certified copy of a resolution, ordinance, or minute order duly adopted by the City Council.

8.04 City Council Communications. The General Manager shall establish opportunities for open conversation with City elected officials and staff.

ARTICLE IX. PROVISIONS REGARDING BYLAWS

9.01 Effectiveness. These bylaws shall become effective upon the adoption of a resolution approving these bylaws by the City Council.

9.02 Amendment. These bylaws may be amended at any time and from time-to-time by (i) majority vote of the Board Directors then in office with approval of the City Council or (ii) by the City Council itself, at its sole discretion.

9.03 Interpretation. These bylaws shall be liberally construed to effectuate their purposes. If any word, phrase, clause, sentence, paragraph, section or other part of these bylaws, or the application thereof to any person or circumstances, is ever held invalid or unconstitutional by any court of competent jurisdiction, the remainder of these bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these bylaws to any other person or circumstance shall not be affected thereby.