

**BYLAWS**  
**OF**  
**FORT BEND COUNTY, TEXAS**  
**PUBLIC FACILITY CORPORATION**

**ARTICLE I**  
**POWERS AND PURPOSES**

**Section 1.1. Issuance of Obligations; Financing of Program.** In order to implement the purposes for which the Fort Bend County, Texas Public Facility Corporation (the "*Corporation*") was formed, as set forth in its Articles of Incorporation, the Corporation may issue obligations to finance all or part of the cost of any "*public facility*" as defined in Chapter 303, Texas Local Government Code, as amended (the "*Public Facility Corporation Act*" or the "*Act*").

**Section 1.2. Books and Records; Review of Financial Statements.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time; and at all times the Commissioners Court of Fort Bend County, Texas (the "*County*"), will have access to the books, records and financial statements of the Corporation.

**Section 1.3. Powers in General.** The Corporation may exercise all powers granted under the Act, consistent with its Articles of Incorporation, and the resolution of the Commissioners Court of Fort Bend County, Texas.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**Section 2.1. Number and Term of Office.** The business and property of the Corporation shall be managed and controlled by a board of five directors (the "*Board*") [or such greater or lesser number (if then permitted by the Act) to be equivalent at all times with the total number of positions constituting the Commissioners Court which shall be composed in its entirety of persons who are members of the Commissioners Court and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members of the Commissioners Court. Each such member shall serve as a member of the Board for so long as he or she serves on the Commissioners Court. A Director's term begins on the first day the Director is elected, re-elected or appointed. To the extent allowed by law, a Director may serve more than one term (but in no event shall any single term exceed six years).

**Section 2.2 Vacancies.** In case of any vacancy in the Board through death, resignation, disqualification, or other cause, a successor to hold office shall be the person appointed or otherwise qualified to hold the related position on the Commissioners Court.

**Section 2.3. Compensation of Directors.** Directors shall not receive any compensation for their services as directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

**Section 2.4 Meetings.** All meetings shall comply with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code.

## **ARTICLE III**

### **OFFICERS**

**Section 3.2 Executive Officers.** The executive officers of the Corporation shall be a president, a vice president, a secretary and a treasurer. The person holding the office of County Judge automatically be deemed to be appointed as the president of the Corporation. The Commissioner with the longest uninterrupted years as Commissioner shall automatically be deemed to be appointed as the vice president of the Corporation. The person holding the office of County Clerk shall automatically be deemed to be appointed as the secretary of the Corporation but shall not be deemed to be a member of the Board; except that as an Elected Official it is within the discretion of the County Clerk to decline this position. The person holding the office of the County Auditor of shall automatically be deemed to be appointed as the treasurer of the Corporation but shall not be deemed to be a member of the Board. Each such officer shall serve in such office for so long as he or she holds the corresponding office of the County. The Board may appoint such other officers as may be deemed necessary for the purposes of the Corporation.

**Section 3.3 Powers and Duties of the President.** The president shall preside at all meetings of the directors. He or she shall have power to sign and execute all contracts and instruments of conveyance in the name of the Corporation; to sign checks, drafts, notes, and orders for the payment of money; and to appoint and discharge agents and employees, subject to the approval of the Board. The president shall have general and active management of the business of the Corporation, and shall perform all the duties usually incident to the office of president.

**Section 3.4. Powers and Duties of the Vice President.** The vice president shall have such powers and perform such duties as may be delegated to him or her by the Board. In the absence or disability of the president, the vice president may perform the duties and exercise the powers of the president.

**Section 3.5. Powers and Duties of the Secretary.** The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; shall attend to the giving and service of all notices; may sign with the president, or a vice president, in the name of the Corporation, all contracts and instruments of conveyance authorized by the Board, and when so ordered by the Board, shall affix the seal of the Corporation thereto; shall have charge of such other books and papers as the Board may direct, all of which shall, at all reasonable times, be opened to the

examination of any director, upon application at the office of the Corporation during business hours; and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board. The secretary shall submit such reports to the directors as may be requested by the Board. In the absence or disability of the secretary, an assistant secretary may perform the duties and exercise the powers of the secretary.

**Section 3.6. Powers and Duties of the Treasurer.** The treasurer shall have custody of all funds and securities of the Corporation, and when necessary or proper the treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or depository as the Board may designate. When required by the Board, the treasurer shall render a statement of cash account; the treasurer shall enter regularly in the books of the Corporation, to be kept by the treasurer for that purpose, a full and accurate account of the Corporation; the treasurer shall at all reasonable times exhibit his books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours; and the treasurer shall perform all acts incident to the position of treasurer, subject to the control of the Board. The treasurer

## **ARTICLE IV**

### **PROVISIONS REGARDING BYLAWS**

**Section 4.1. Effective Date.** These Bylaws shall become effective only upon the occurrence of the following events:

- A. The approval of these Bylaws by the Commissioners Court of Fort Bend County, Texas, which approval may be granted prior to the creation of the Corporation; and
- B. The adoption of these Bylaws by the Board of Directors.

**Section 4.2. Amendments to Bylaws.** These Bylaws may be amended at any time and from time to time either by majority vote of the directors then in office with approval of Fort Bend County, Texas, at the sole discretion of the Commissioners Court of Fort Bend County, Texas.

**Section 4.3. Interpretation of Bylaws.** These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be 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.

## ARTICLE V

### GENERAL PROVISIONS

**Section 5.1. Principal Office.** The principal office of the Corporation shall be located at 301 Jackson St., Richmond, TX 77469.

**Section 5.2. Fiscal Year.** The fiscal year of the Corporation shall be the same as the fiscal year for Fort Bend County.

**Section 5.3. Seal.** The seal of the Corporation shall be as determined by the Board of Directors.

**Section 5.4 Notices and Waivers Thereof.** When under the provisions of these Bylaws notice is required to be given to any director or officer, unless otherwise provided such notice may be given personally, or it may be given in writing by depositing the same in the post office or letter box in a post-paid envelope or postal card addressed to such director or officer, at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. When any notice is required to be given by law, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**Section 5.5 Interpretation of Bylaws.** These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be 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 circumstances shall not be affected thereby.

**Section 5.6 Registered Office and Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical to such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office of the Corporation. The registered agent and the registered office may be changed from time to time by the Board of Directors, in accordance with the requirements of the Act.

**Section 5.7. Approval of the Commissioners Court of Fort Bend County, Texas.** To the extent these Bylaws refer to any approval or other action to be taken by Fort Bend County, Texas, such approval or action shall be evidenced by a certified copy of a resolution, order or motion duly adopted by the Commissioners Court of Fort Bend County, Texas.

**Section 5.8. Organizational Control.** Fort Bend County, Texas, at its sole discretion, and at any time, may alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation.

**Section 5.9. Support Functions**<sup>1</sup>. Support functions for the Corporation may be performed by County Departments and/or County Elected Officials to the extent as such functions may be performed on behalf of Fort Bend County Commissioners Court. As to an Elected Official, the Corporation may request, but cannot require the performance of a Support Function. This provision notwithstanding, it is the duty of the Officer named in these Bylaws to perform the duties stated herein.

## **ARTICLE VI**

### **AMENDMENTS**

The Board, by the affirmative vote of a majority of the Board, may alter, amend, or repeal the Bylaws or adopt new Bylaws at any meeting provided that notice be given not less than three days prior to such meeting and that such notice contain a copy of the proposed amendment or amendments. Said amendments shall be effective upon approval by the Commissioners Court by resolution.

## **ARTICLE VII**

### **DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation after payment of all obligations of County without further conveyance, transfer, or other act.

IN WITNESS WHEREOF, I have signed this certification as of the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
KP George  
President, Fort Bend County, Texas Public Facility  
Corporation

\_\_\_\_\_  
Laura Richard, County Clerk

i:\michelle\pfc\bylaws - fort bend county, texas public facility corporation 2023 mlt.docx

<sup>1</sup> Functions including but not limited to: staff, administrative, operational and technical functions.