



**RESOLUTION NO. 20171024-02**

**A RESOLUTION APPROVING AND ADOPTING RESTATED REGULATIONS FOR THE  
OPERATION OF TEXAMERICAS CENTER**

**WHEREAS**, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

**WHEREAS**, the 85<sup>th</sup> regular session of the Texas Legislature passed House Bill 967 authorizing TexAmericas Center to organize and establish nonprofit corporations for special projects of TexAmericas Center and to perform other functions authorized to be performed by TexAmericas Center; and

**WHEREAS**, said House Bill 967 further authorized TexAmericas Center to promote regional economic development and job creation in Bowie County and adjacent counties; and

**WHEREAS**, it is deemed prudent by the Board of Directors to establish the procedures necessary to establish and organize such nonprofit corporations and promote redevelopment and job creation, including the revision of the Regulations of TexAmericas Center to so authorize said actions;

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of TexAmericas Center, that the Regulations of TexAmericas Center shall be and they are hereby revised and restated to read as set forth in the Restated Regulations attached to this Resolution as Exhibit "A" and incorporated herein for all purposes.

**PASSED and APPROVED** this 24<sup>th</sup> day of October, 2017.

  
\_\_\_\_\_  
**Boyd Sartin, Chairman of the Board**

**ATTEST:**

  
\_\_\_\_\_  
**Ben King, Secretary**

Attached: Exhibit "A" Restated Regulations

**RESTATED  
REGULATIONS  
OF  
TEXAMERICAS CENTER**

These Regulations (hereinafter called the "Regulations") govern the affairs of TexAmericas Center (hereinafter called the "TexAmericas Center"), a political subdivision of the State of Texas, organized as a governmental unit pursuant to Chapter 3503, Special District Local Laws Code of the State of Texas.

**ARTICLE 1.  
OFFICES**

1.01 **Principal Office.** The TexAmericas Center's principal office in the State of Texas shall be located at 107 Chapel Lane, New Boston, Texas 75570. The TexAmericas Center may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the TexAmericas Center.

**ARTICLE 2.  
PURPOSE**

2.01. **Purpose.** The TexAmericas Center is created to (1) accept title, from the United States to all or any portion of the real, personal, and mixed property situated within, adjacent to, or related to Red River Army Depot, Lone Star Army Ammunition Plant and Watts- Guillot US Army Reserve Center; (2) to promote the location and development of new businesses and industries; (3) to undertake eligible projects under the authorizing statutes; (4) promote or support an active military base located in the same county as the Authority to prevent closure or realignment of the base and attract new military missions to the base; (5) exercise the powers granted to a conservation and reclamation district under Section 59, article XVI, Texas Constitution; and (6) promote regional economic development and job creation inside the district's boundaries and outside of the district's boundaries in Bowie County and adjacent counties.

2.02 **Assumed Name.** The TexAmericas Center may conduct business under an assumed name as provided for by law. This regulation specifically acknowledges the use of Red River Redevelopment Authority as an assumed name.

**ARTICLE 3.  
BOARD OF DIRECTORS**

3.01. The affairs of the TexAmericas Center shall be managed, operated, and controlled by the Board of Directors (hereinafter called the "Board").

3.02. **Number of Directors.** The number of Directors shall be fifteen (15), appointed as provided by statute. On or about April 15 of each year the Executive Director shall notify those appointing authorities scheduled to make an appointment in that year of said fact and request that the appointment be made and reported to the Executive Director not later than May 15 of said year.

3.03. **Term of Office.** Directors shall serve a term of two years. Each Director shall hold office until a successor is appointed and qualifies or the Director is removed by the appointing authority, whichever first occurs. Regularly appointed terms shall commence on the date of the annual meeting of the Board of Directors. The terms of eight Directors shall begin in even-numbered years, and the terms of seven Directors shall begin in odd-numbered years. The Directors appointed by the appointing authorities shall be appointed in even or odd years as follows:

<b>Appointing Authority</b>	<b>Year of Appointment</b>
County Judge 1 <sup>st</sup> appointee	even
County Judge, 2 <sup>nd</sup> appointee	odd
Commissioners Court	odd
Mayor, City of Texarkana, 1 <sup>st</sup> appointee	odd
Mayor, City of Texarkana, 2 <sup>nd</sup> appointee	even
Mayor, City of Texarkana, 3 <sup>rd</sup> appointee	even
Mayor, City of New Boston	odd
Mayor, City of Hooks	odd
Mayor, City of Nash	even
Mayor, City of Wake Village	even
Mayor, City of Leary	even
Mayor, City of Redwater	odd
Mayor, City of Maud	even
Mayor, City of DeKalb	odd
Mayor, City of Red Lick	even

3.04. **Board Vacancies.** Vacancies shall be filled in the same manner as the original appointment. A vacancy for an unexpired term is for the remainder of the term only.

3.05. **Ex-officio Members of the Board.** The Board shall determine the need and extend invitations to persons, organizations, and agencies that the Board may vote as necessary to serve in an advisory capacity. Any Ex-officio member will not be entitled to vote at any meetings of the Board, nor participate in closed sessions of the Board

3.06. **Annual Meeting.** The annual meeting of the Board shall be held in June of each year, upon call of the Chairman, at a location designated by the board Chairman in Bowie County. Notice for the meeting shall be provided in accordance with State Law.

**3.07. Regular Meeting.** The Board shall generally meet monthly, but under no circumstances shall it meet less than four (4) times per year.

**3.08. Special Meetings.** Special board meetings may be called by, or at the request of, the Chairman or any two (2) Directors. A person, or persons, authorized to call special meetings of the Board may fix any place within Texas, as the place for holding a special meeting. The person or persons calling a special meeting shall inform the secretary of the Board of the information to be included in the notice of the meeting. The secretary of the Board shall give notice to the Directors as the Regulations require.

**3.09. Notice of Meetings.** Notice of the time, place, and purpose of any meeting of the Board shall be served upon each Director either personally, by mail, by telephone, or by electronic mail not less than the minimum time required by law for posting notice of the meeting under the Texas Open Meetings Act.

**3.10. Public Notice.** All meetings of the Board at which its business will be conducted shall be held in public. Participation in the meetings by any individual, excepting members, shall be at the discretion of the Chairman of the Board. Any member of the public desiring to so participate shall notify the Chairman of the Board before the meeting of the subject he/she wishes to address. Meetings shall be held and conducted in compliance with the requirements of the Texas Open Meetings Act, Texas Government Code Subsection 551.001 et seq. Closed sessions shall be held only as provided by said statute.

**3.11. Quorum.** At all meetings of the Board, a majority of its total Directors shall constitute a quorum required to transact business, but less than a quorum may adjourn a meeting from time to time without further notice until a quorum is present. In determining a quorum, the number of Directors shall be considered that number which are then duly serving as Directors of the Board. Any vacancies which may exist shall not be counted in determining the total number of Directors.

**3.12. Voting.** Each Director of the Board, other than an Ex-officio Board member, shall be entitled to one vote on each issue or item requiring Board approval. Attendance and voting by proxy is prohibited.

**3.13. Duties of Directors.** Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the TexAmericas Center's best interest and that are not unlawful. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the TexAmericas Center or another person that has been prepared or presented by a variety of persons, including officers and employees of the TexAmericas Center, professional advisors or experts such as accountants

or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

**3.14. Actions of Board of Directors.** The vote of a majority of Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Regulations. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Board's decision. A motion to approve, a second to the motion, discussion, amendments and the affirmative vote of a majority of Directors present and voting, is sufficient for adoption of any action of the Board. There is no requirement that any action be read or approved on more than one occasion.

**3.15. Compensation.** Directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses reasonably incurred in the performance of their duties as directors, and may receive a meal in conjunction with meetings.

**3.16. Resignation and Removal of Directors.** Any Director may resign at any time by giving written notice to the secretary of the Board and to the official or governing body, who, or which, appointed him. In the event of the resignation, death, or removal of any Director, the vacancy shall be filled as provided by applicable law. Due to the very important work of the Board, regular attendance of all regular and special meetings of the Board is required of all Directors. The Board shall therefore follow the following policy on attendance:

- (a) If a Director has three (3) consecutive unexcused absences during any calendar year from either a regular or special meeting of the Board, the Secretary of the Board shall request the appointing official or authority to recall the Board Director and appoint a new Director to fill the vacancy.
- (b) If a Director, for any reason, is absent from 50% of the regular or special meetings of the board during any calendar year, the Secretary of the Board shall request the appointing official or authority to recall the Board Director and appoint a new Director to fill the vacancy.
- (c) An absence may be excused by the Board for any reasonable cause by vote at a meeting prior to, at, or after the meeting for which the member is, was, or is to be absent.
- (d) All excused absences of a Director of the Board shall be duly recorded in the minutes of the TexAmericas Center. Absences shall be reviewed quarterly by the Board.
- (e) In addition, the Board by a majority vote of Directors present and voting may request an appointing official or authority to remove a Director for cause as determined by a majority of the Board in accordance with these

Regulations or local, state, and federal law. The grounds for removal of a Director are:

- (a) Inefficiency in office;
- (b) Nonfeasance or malfeasance in office;
- (c) The inability, because of illness or disability, to discharge the Director's duties of office during a substantial part of the term for which the Director is appointed;
- (d) The Director knowingly acting as surety for a business entity that has work, business, or a contract with the TexAmericas Center;
- (e) The Director knowingly acting as surety on any official bond required of an officer of the TexAmericas Center;
- (f) The Director knowingly violating these Regulations regarding Conflicts of Interest; or
- (g) The Director being appointed to a subsequent Board or entity which with TexAmericas Center has a direct financial relationship.

**3.17. Service Until Successor Qualified.** Notwithstanding the fact that a Director has been recalled, has resigned, or his/her term has expired by lapse of time, said Director shall continue to hold his/her office as Director until his/her successor has been duly appointed and qualified as provided by applicable law.

#### **ARTICLE 4. OFFICERS**

**4.01. Officer Positions.** The TexAmericas Center's officers shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

**4.02. Election and Term of Office.** The Board of Directors shall elect the officers of TexAmericas Center. All officers shall be elected from members serving as Directors. The term of each office shall always be one (1) year; provided, however, that they shall continue to serve until the election of their successors. Elections shall be held at the annual meeting.

**4.03. Vacancies.** Vacancies in any office which occur by reason of death, resignation, disqualification, removal, or otherwise, may be filled by the Board for the unexpired portion of the officer's term, in the same manner as other officers are elected to the Board.

**4.04. Duties of Chairman.** He or she shall preside at all meetings of the Board. The Chairman is authorized to execute any deeds, mortgages, bonds, contracts or other instruments that the Board authorizes to be executed. The Chairman shall perform other duties prescribed by the Board.

**4.05. Duties of Vice Chairman.** When the Chairman is absent or in the event of his or her inability to act, the Vice Chairman shall perform the Chairman's duties. When acting in the Chairman's place, the Vice Chairman has all the powers of, and is subject to all the restrictions on, the Chairman. A Vice Chairman shall perform other duties as assigned by the Board.

**4.06. Duties of Secretary and Treasurer.**

The Secretary shall:

- (a) Handle the general correspondence of the TexAmericas Center and shall send all notices as provided in the Regulations or as required by law.
- (b) Take minutes of the meetings of the Directors and the Board and keep the minutes as part of the TexAmericas Center's records and shall see that these minutes are distributed to the Directors within a reasonable period of time after each meeting.
- (c) Maintain custody of the TexAmericas Center's records and seal.
- (d) Affix the TexAmericas Center's seal to all documents as authorized.
- (e) Keep a register of the mailing address of each Director, officer, and employee of the TexAmericas Center.

The Treasurer shall:

- (a) Have charge and custody of – and be responsible for – all the TexAmericas Center's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the TexAmericas Center from any source.
- (c) Deposit all moneys in the TexAmericas Center's name in banks, trust companies, or other lawful depositories as these Regulations provide or as the Board or Chairman directs.
- (d) Write checks and disburse funds to discharge the TexAmericas Center's obligations.

- (e) Maintain the TexAmericas Center's financial books and records.
- (f) Prepare financial reports at least annually and present the reports during the annual meeting for review and approval.
- (g) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board. The cost of the bond shall be the TexAmericas Center's expense.
- (h) Serve as the Chairman of the Investment/Finance Committee.

The Secretary and the Treasurer shall:

- (a) Perform other duties as assigned by the Board.
- (b) Perform all of the duties incident to the office of which each holds.

The Secretary and the Treasurer may, upon approval of the Board of Directors, delegate responsibility for routine acts to the Executive Director where such delegations are specifically memorialized in writing and automatically cease upon termination of employment of the named Executive Director.

**4.07. Compensation.** Officers shall not receive any salary or compensation for their services, except that they shall be reimbursed for the actual expenses incurred in the performance of their duties hereunder, and may be provided a meal in conjunction with meetings.

## **ARTICLE 5. STAFF SUPPORT**

**5.01. Executive Director.** The TexAmericas Center may employ an Executive Director of the TexAmericas Center. The Executive Director, if so employed, shall serve as Chief Executive Officer, may use the title of Chief Executive Officer, and shall oversee the administrative functions of the TexAmericas Center. The Executive Director shall report to the Board and keep the Board fully informed as to his or her duties. In addition, the Executive Director shall develop policies and procedures for the TexAmericas Center including financial, accounting, and purchasing policies and procedures, which policies and procedures aforementioned shall become effective only after approval by the Board of Directors. The Executive Director is authorized to execute any deeds, mortgages, bonds, contracts or other instruments that the Board authorizes to be executed.

**5.02. Other Employees and Agents.** The TexAmericas Center may employ such full or part-time employees as needed to carry out the programs of the TexAmericas Center, provided however, that the number of such positions and their titles have been approved by the Board. These employees shall perform those duties as are assigned to them by the Executive Director.



The Executive Director shall hire, direct, and control the work of all TexAmericas Center employees and shall prescribe the duties, tenure, and compensation of each person employed. The Board may appoint and determine the duties, tenure, qualifications, compensation, and removal of agents, professional advisors, and counselors, including financial consultants, accountants, attorneys, architects, engineers, appraisers, and financing experts, as are considered necessary or advisable.

5.03. **Benefits.** To the extent that the Board hires an Executive Director or other employees, the Board may establish a fringe benefit package for such employees to include, by way of examples and not by way of limitations, health, dental and life insurance and worker's compensation insurance and a retirement package. Such benefits shall be included in the annual operating budget approved by the Board.

## **ARTICLE 6. CONTRACTS FOR SERVICES**

6.01. **Authorization.** The TexAmericas Center may contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks of work which will aid or assist the Board in the discharge and performance of its duties. However, no such contract shall ever be entered into which seeks or attempts to divest the Board of Directors of its discretion and policy making functions.

6.02. **Delegation of Authority to Executive Director.** By adoption of these Regulations, the Board of Directors does hereby delegate the Executive Director the following designated contracting authority, which may be exercised by the Executive Director without further approval by the Board of Directors provided budgeted funds are available for the designated purpose:

- (a) Procurement of goods and services in an amount not to exceed \$50,000.00 per contract;
- (b) In case of a need for repairs to an asset or system of TexAmericas Center due to unforeseen and unforeseeable actions requiring immediate action to protect the property of TexAmericas Center and/or the health and safety of its employees, contractors, lessees, and utility customers or to prevent an interruption of utility service to said persons and/or entities, the Executive Director may expend the funds necessary to restore the property, system and/or service in an amount not to exceed \$25,000.00.

## **ARTICLE 7. COMMITTEES**

7.01. **Establishing Committees.** The Board may adopt a resolution establishing one or more committees to advise the Board, and appointing or removing members of a committee. A committee shall include two or more, but not more than seven, Directors and may include

persons who are not directors. The Board shall not delegate any of its management authority to a committee. The Board may establish qualifications for membership on a committee. The Board may delegate to the Chairman its power to appoint and remove members of a committee. An appointee shall not be fully seated until an appointment letter is drafted and executed by the appointee, Chairman and Secretary/Treasurer. Establishing a committee shall not relieve the Board, or any individual Director, of any responsibility imposed by these Regulations or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Authorize the sale, lease, exchange, or mortgage of TexAmericas Center's property and assets.
- (b) Amend, alter, or repeal these regulations.
- (c) Approve any transaction to which TexAmericas Center is a party and that involves a potential conflict of interest as defined in paragraph 8.03, below.
- (d) Take any action outside the scope of authority delegated to it by the Board.
- (e) Take final action on a matter that requires the approval of the Board.

**7.02. Term of Office.** Each committee member shall continue to serve on the committee until the next annual meeting and until a successor is appointed. However, a committee member's term may terminate and the seat vacated earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

**7.03. Chair and Vice-Chair.** One member of each committee shall be designated as the committee chair, and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the Board or the Chairman if he is delegated to make appointments. The chair shall call and preside at all meetings of the committee. When the chair is absent, cannot act, or refused to act, the vice-chair shall perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of, and is subject to all the restrictions on, the chair. Only a Board member of TexAmericas Center may serve as chair or vice-chair upon a committee.

**7.04. Notice of Meetings.** Notice of a committee meeting shall be delivered to each member of a committee.

**7.05. Quorum.** One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. If there is a presence of less than a

quorum, or the absence of both the chair and vice-chair, the meeting may be adjourned until such time as a quorum is present.

**7.06. Actions of Committee.** Committees shall try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Regulations. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

**7.07. Proxies.** A committee member may vote by proxy.

**7.08. Compensation.** Committee members shall not receive salaries for their services, but shall be reimbursed for any actual and necessary expenses incurred in the performance of committee service, and may receive a meal if offered during meetings.

**7.09. Regulations.** Each committee may adopt its own Regulations, consistent with these Regulations or with other regulations that may be adopted by the Board.

**7.10. Permanent Committees.** In addition to such committees as may be established pursuant to Section 7.01, there are hereby established the following permanent committees which shall operate under the same rules set forth in this Article 7:

- (a) The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, and Treasurer of the Board of Directors. In the event that the immediate Past Chairman of the Board is still a member of the Board of Directors, the immediate Past Chairman shall serve as a non-voting member of the Executive Committee. The Executive Committee shall (1) provide advice and counsel to the Executive Director/Chief Executive Officer in the performance of his duties; and (2) consider and make recommendations to the Board of Directors with regard to the operations of the organization, including but not limited to personnel actions and organizational policies such as Regulations and Personnel Policies.
- (b) The Nominating Committee shall be composed of members of the Board of Directors appointed by the Chairman of the Board annually. In the event that the immediate Past Chairman of the Board is still a member of the Board of Directors, the immediate Past Chairman of the Board shall serve as a non-voting member of the Nominating Committee and shall also serve as Chairman of the Nominating Committee. The Committee shall nominate and recommend to the full Board of Directors persons to serve as the Officers of the Board prior to the annual meeting each year.
- (c) The Investment/Finance Committee shall be responsible for regularly reviewing the financial affairs of the organization, including but not limited

to reviewing and recommending to the Board of Directors, actions relating to Quarterly Financial Reports, Quarterly Investment Reports, Investment of Funds, Annual Audit, Quarterly Scrap and Timber Sales, Collateralization of Deposits, and other financial matters. The Treasurer shall serve as Chairman of the Committee. Other members of the committee shall be appointed pursuant to Section 7.01.

- (d) The Infrastructure/Real Estate Committee shall be responsible for oversight, review and recommendations relating to all infrastructure needs of the properties of the organization and its related entities including but not limited to roads, bridges, railroads and utility services and easements. The Committee shall also oversee all real estate marketing activities, facilities master planning and personal property disposal. Members of the Committee shall be appointed pursuant to Section 7.01.
- (e) The Environmental Committee shall be responsible for oversight, review and recommendations regarding environmental regulatory compliance, risk management, forestry management and hunting programs and policies. Members of the Committee shall be appointed pursuant to Section 7.01.

7.11. Each Committee shall perform such other duties and activities as may be assigned to it by the Board of Directors.

## **ARTICLE 8. TRANSACTIONS OF TEXAMERICAS CENTER**

8.01. **Contracts.** The Board may authorize any officer or agent of the TexAmericas Center to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the TexAmericas Center. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

8.02. **Deposits.** All the TexAmericas Center's funds shall be deposited to the credit of the TexAmericas Center in banks, trust companies, or other depositories that the Board selects, subject to compliance with the Texas Public Funds Investment Act.

8.03. **Ethics/Conflicts of Interest.** All Board Directors shall conduct themselves so as to avoid real or apparent conflicts with the activities, policies, operations, and interest of the TexAmericas Center. Each Director shall familiarize himself, or herself, with the applicable ethics statutes of the State of Texas. As long as the TexAmericas Center exists, and except with the Board's prior approval, no Director, officer, or committee member of the TexAmericas Center may:

- (a) Do any act in violation of these Regulations or a binding obligation of the TexAmericas Center.

- (b) Do any act with the intention of harming the TexAmericas Center or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the TexAmericas Center's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the TexAmericas Center.
- (e) Use the TexAmericas Center's assets, directly or indirectly, for any purpose other than carrying on the business of the TexAmericas Center.
- (f) Wrongfully transfer or dispose of TexAmericas Center property, including tangible property such as good will.
- (g) Use the TexAmericas Center' name (or any substantially similar name) or any trademark or trade name adopted by the TexAmericas Center, except on behalf of the TexAmericas Center in the ordinary course of its business.
- (h) Disclose any of the TexAmericas Center's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

#### **8.04. Title Holding Companies.**

- (a) Pursuant to the authority granted to TexAmericas Center by Senate Bill 1563 of the 84<sup>th</sup> Regular Session of the Texas Legislature, the Board of Directors may authorize by resolution the incorporation of one or more nonprofit corporations under the Texas Business Organizations Code to exercise one or more of the powers of TexAmericas Center. Each such corporation must be a nonmember, nonstock corporation.
- (b) Each nonprofit corporation created under this section may:
  - (1) acquire and hold title to real property and improvements to that property; and
  - (2) collect and remit to the authority income, less expenses, from that real property and from improvements to that property.

- (c) The board shall appoint the board of directors of each nonprofit corporation created under this section. A board member is not required to reside in the authority.
- (d) A board member or employee of the authority may simultaneously serve as a member of the board of directors of a nonprofit corporation. A person serving as a board member of the authority and of a nonprofit corporation created by the authority may participate in all votes relating to the business of the authority or the corporation, regardless of any statutory prohibition.
- (e) Each nonprofit corporation created under this section shall apply for, and qualify as, a "title holding company" pursuant to Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or as it may be amended.

#### **8.05 Nonprofit Corporations for Special Projects.**

- (a) The Authority may authorize by resolution the creation of a nonprofit corporation under the Business Organizations Code solely to undertake on behalf of the authority a project described by Section 3503.003 (a)(3).
- (b) The board shall appoint the board of directors of each nonprofit corporation created under this section. A board member is not required to reside in the authority.
- (c) A board member or employee of the authority may simultaneously serve as a member of the board of directors of a nonprofit corporation. A person serving as a board member of the authority and of a nonprofit corporation created under this section may participate in all votes relating to the business of the authority or the corporation.
- (d) The nonprofit corporation may not exercise the power of eminent domain.
- (e) A nonprofit corporation created under this section is subject to Chapters 551 and 552, Government Code.

### **ARTICLE 9. BOOKS AND RECORDS**

**9.01. Required Books and Records.** The TexAmericas Center shall keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the TexAmericas Center.

- (b) A copy of all regulations, including these Regulations and any amendments to them.
- (c) Minutes of the proceedings of the Board and committees.
- (d) A list of the names and addresses of the Directors, officers, and committee members of the TexAmericas Center.
- (e) A financial statement showing the TexAmericas Center's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing the TexAmericas Center's income and expenses for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the TexAmericas Center's federal, state, and local tax status.
- (h) The TexAmericas Center's federal, state, and local tax information and tax returns, if any, for each of the TexAmericas Center's three most recent tax years.

**9.02 Inspection and Copying.** Any Director, officer, or committee member of the TexAmericas Center may inspect and receive copies of all the books and records required to be kept under the Regulations. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the TexAmericas Center. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the TexAmericas Center receives a proper written request. The Board shall establish reasonable copying fees, which shall cover the cost of materials and labor but shall not exceed 25 cents per page. The TexAmericas Center shall provide requested copies of books or records no later than five working days after receiving a properly written request.

#### **ARTICLE 10. FISCAL YEAR**

**10.01** The TexAmericas Center's fiscal year shall begin on the first day of October and end on the last day in September in each year.

#### **ARTICLE 11. NOTICES**

**11.01 Notice by Mail, Telegram, Facsimile, or E-Mail.** Any notice required or permitted by these Regulations to be given to a Director, officer, or member of a committee of the

TexAmericas Center may be given by mail, telegram, facsimile, or e-mail. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the TexAmericas Center's records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the TexAmericas Center's records. If given by electronic means, a notice is deemed delivered when sent to the person at his or her e-mail address or facsimile number as they appear on the TexAmericas Center's records. A person may change his or her address in the TexAmericas Center's records by giving written notice of the change to the secretary of the Board.

**11.02 Signed Waiver of Notice.** Whenever any notice is required by law or these Regulations, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

**11.03 Waiving Notice by Attendance.** A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**11.04 Notice by Website Posting.** The Board may elect to notify Board and Committee members and distribute Board information through the internet website of TexAmericas Center ([www.texamericascenter.org](http://www.texamericascenter.org)).

## **ARTICLE 12. SPECIAL PROCEDURES CONCERNING MEETINGS**

**12.01 Meeting by Telephone or Videoconference.** The Board of Directors, and any committee of the TexAmericas Center, may hold a meeting by telephone conference-call procedures and/or videoconference only in accordance with the provisions of Texas Open Meetings Act, Texas Government Code, Subsection 551.001 et seq.

## **ARTICLE 13. AMENDING REGULATIONS**

**13.01 Amending Regulations.** These Regulations may be altered, amended, or repealed, and new Regulations may be adopted by the Board of Directors. The notice of any meeting at which these Regulations are altered, amended, or repealed, or at which new Regulations are adopted shall include the text of the proposed Regulation provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.



**ARTICLE 14.  
DISSOLUTION**

14.01 Upon dissolution of the TexAmericas Center, all of the TexAmericas Center's assets shall be conveyed or transferred to Bowie County, Texas, in accordance with applicable law.

**ARTICLE 15.  
MISCELLANEOUS PROVISIONS**

15.01 **Governing Law.** These Regulations shall be construed under Texas law. All references in these Regulations to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02 **Construction of Regulations.** To the greatest extent possible, these Regulations shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions. If any Regulation provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Regulations shall be construed as if they had not included the invalid, illegal, or unenforceable provision.

15.03 **Headings.** The headings used in the Regulations are for convenience and may not be considered in construing the Regulations.

15.04. **Number and Gender.** Whenever context requires, all singular words include the plural, and all plural words include the singular; all words in the Regulations in the male gender shall be deemed to include the female or neuter gender.

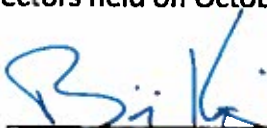
15.05. **Seal.** The Board of Directors will provide for a seal.

15.06. **Parties Bound.** The Regulations shall bind and inure to the benefit of the Directors, officers, committee members, employees, and agents of the TexAmericas Center and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Regulations otherwise provide.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of TexAmericas Center and that these Restated Regulations constitute the TexAmericas Center's Regulations. These Regulations were duly adopted at a meeting of the Board of Directors held on October 24, 2017.

DATED: October 24, 2017

  
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Secretary of the TexAmericas Center