

BYLAWS OF CAPITAL AREA ECONOMIC DEVELOPMENT DISTRICT, INC. BOARD OF DIRECTORS

ARTICLE I: PURPOSES

The Capital Area Economic Development District, Inc. was incorporated as a Texas Nonprofit Corporation on September 8, 1989. The Economic Development Administration of the United States Department of Commerce designated the Corporation an Economic Development District under section 403 of the Public Works and Economic Development Act of 1965, as amended. The District consists of State Planning Region 12, which comprises the following Texas counties: Bastrop, Blanco, Burnet, Caldwell, Fayette, Hays, Lee, Llano, Travis, and Williamson.

1. To promote economic growth in Texas State Planning Region 12.
2. To increase employment opportunities for unemployed and underemployed persons.
3. To assist and coordinate economic development planning efforts of local governments and local economic development organizations in the region.
4. To coordinate economic development planning with transportation planning, community development programs, job training programs, and other programs and activities that might stimulate the region's economic betterment.
5. To implement an economic development technical assistance program that includes workshops, assistance in implementing economic development programs, and assistance to local organizations in applying for grants for economic development purposes.
6. To conduct other activities supporting the region's economic development.

ARTICLE II: OFFICES

Section 1: Principal Office

The CAPCOG offices shall serve as the Corporation's principal office.

Section 2: Registered Office and Registered Agent

The Corporation's registered agent shall be the Executive Director of CAPCOG.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Composition of Board

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall be composed of the Executive Committee of the Capital Area Council of Governments (CAPCOG).

Section 2: Term of Office

Terms of all Directors shall begin and end with the corresponding term on the Executive Committee of CAPCOG.

Section 3: Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least once during the year as required under Section 22.153 of the Texas Business Organizations Code. The Board shall establish its regular meeting time and place.

Special meetings may be called by the President or upon the request of 1/3 of the Board members.

The Board does not constitute a “government body” as defined by the Texas Open Meetings Act, therefore, the Texas Open Meetings Act does not apply to Board meetings.

Section 4: Quorum

A majority of the voting members for the board constitutes a quorum.

Section 5: Duties of Directors

It shall be the duty of the Board of Directors to conduct all affairs of this Corporation; to control and supervise the handling of all funds and property; to cause a complete record to be kept of all meetings and acts; and to supervise all officers and employees of this Corporation.

Section 6: Action of the Board of Directors

The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present, shall be sufficient to constitute the act of the Board of Directors. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

Section 7: Compensation

Directors shall not receive compensation for their services. The Board of Directors may adopt a resolution providing for payment to Directors for out-of-pocket expenses incurred by such Director in the performance of their duties.

ARTICLE IV: OFFICERS

Section 1: Officers

The Officers of the Board shall be the same elected officials serving as Officers of the Executive Committee, except that the titles “President” and “Vice President” will be used for the Board instead of “Chair” and “Vice Chair,” respectively.

ARTICLE V: COMMITTEES

Section 1: Committees

The Board may create one or more ad hoc committees and appoint members to serve on them. Each committee may have three or more members who serve at the pleasure of the Board of Managers.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: Authority of Officers

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2: Negotiable Instruments

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of

Directors. CAPCOG's Executive Director is authorized to sign any such instruments on the Corporation's behalf.

Section 3: Contributions, Gifts, Bequests and Devises

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII: BOOKS AND RECORDS

Section 1: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the 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 a director or his or her agent or attorney for any proper purpose at any reasonable time. The Corporation's records are not subject to the Texas Public Information Act.

ARTICLE VIII: FISCAL YEAR

Section 1: Fiscal Year

The Corporation's fiscal year shall coincide with the fiscal year adopted by CAPCOG.

ARTICLE IX: AMENDMENTS

Section 1: Procedure

- a) If a quorum is present, the Board may amend these bylaws by majority vote of all the representatives entitled to vote.
- b) The written text of a proposed amendment must be furnished to each member of the Board at least 10 days prior to the meeting at which the amendment will be considered.
- c) An amendment is effective when adopted by the Board unless otherwise specified.

ARTICLE X WAIVER OF NOTICE

Section 1: Effect of Waiver

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 to the giving of such notice.

ADOPTED: October 17, 1989.

AMENDED: December 10, 1997, July 12, 2000; May 8, 2002; June 2007; May 14, 2010; February 3, 2016; February 8, 2019; and March 12, 2025