

**BYLAWS**

**OF THE**

**HOUSTON PARKS BOARD LGC, INC.**

a Texas local government corporation  
created by and for the City of Houston

Date of Adoption: July 1, 2008

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**BYLAWS**  
**OF**  
**HOUSTON PARKS BOARD LGC, INC.,**  
**a Texas local government corporation**

**ARTICLE 1**  
**Name and Purposes**

Section 1.1 Name.

The name of the corporation is Houston Parks Board LGC, Inc. (the "Corporation").

Section 1.2 Purposes.

The Corporation has been incorporated and is hereby organized and is to be operated to aid and act on behalf of the City to accomplish the City's governmental purposes consisting of to provide for the acquisition of land for new public parks and open spaces, and for the development, improvement and installation of new and existing public parks, open spaces and related fixtures, equipment, facilities and amenities, to provide opportunities for recreation and beautification and for enhancement of quality of life, within the city limits of the City and its extra-territorial jurisdiction:

- A. To acquire and hold title to real property and interests in real property;
- B. To contract for the design, development, improvement, construction and installation of parks, open spaces and related fixtures, equipment, facilities and amenities to provide opportunities for recreation and beautification and for enhancement of quality of life within the city limits of the City and its extra-territorial jurisdiction.
- C. To exercise the general right of entry granted by the City upon all of the City's parks, open spaces, and other lands of the City within the city limits of the City and its extra-territorial jurisdiction, subject to the prior approval by the Director of the City's Department of Parks and Recreation of the projects and the design and construction thereof for which such right of entry may be exercised, which right of entry is revocable by the Director of the City's Department of Parks and Recreation in the event actions taken under the right of entry are inconsistent with the limits of the approval, if any;
- D. To carry out some of the same powers and functions of a Park Board of Trustees established by Chapter 306 of the Texas Local Government Code, and undertake any actions necessary to complete such powers and functions, as follows:
  - 1. Acquiring by gift, devise, or purchase, or improving or enlarging:

- a. land and buildings to be used for public parks, playgrounds, or historical museums; and
  - b. land on which are located:
    - (i) Historic buildings, sites, or landmarks of statewide historical significance associated with historic events or personalities;
      - Prehistoric ruins, burial grounds, or archaeological, paleontological sites; and
      - Sites including fossilized footprints, inscriptions made by human agency, or any other archaeological, paleontological, or historical buildings, markers, monuments, or other historical features.
  - c. land described by the foregoing Subsections (a) and (b) in this Subparagraph 1.2.D(1) may be located inside or outside the boundaries of the City, but must be located inside the limits of the counties in which the City is located.
- (2) Accepting and receiving from any person, and having authority to expend, gifts of money or other things of value for the purpose of performing any function or authority conferred on the board by this chapter.
  - (3) Accepting and receiving from the City, and having authority to expend, funds appropriated by the City for the purpose of improving, equipping, and promoting recreational and other facilities under the board's development;
  - (4) Advertising the City's recreational advantages for the purpose of attracting visitors, tourists, residents, and other users of the public facilities developed by the board; and
  - (5) Entering into a contract, lease, or other agreement connected with, incident to, or in any manner affecting the financing, construction, equipping, or promoting of facilities under its development. The board may execute and perform its powers and functions on land leased from others, subject to the approval of the Director of the City's Department of Parks and Recreation.
- E. To enter into long-term contracts with the City, within the authority of the City, and with any other entities, for any length of term it so deems necessary or appropriate to more fully and efficiently carry out its purposes; and

- F. To carry out such other lawful purposes as it may deem necessary or appropriate in connection with the foregoing.

In accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and regardless of any other provisions of these Bylaws or the laws of the State of Texas, the Corporation: (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes); (b) shall not devote more than an insubstantial part of its activities or income to attempting to influence legislation by propaganda or otherwise; (c) shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and (d) shall not attempt to influence the outcome of any public election or election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Corporation after payment of reasonable expenses, debt and establishing a reserve shall be used for the benefit of the City of Houston's public parks.

## **ARTICLE 2**

### **Board of Directors**

#### Section 2.1 General Powers.

All powers of the Corporation are vested in the Board of Directors (the "Board")

#### Section 2.2 Appointment, Qualifications and Removal.

The Board shall consist of twenty (20) Directors. Directors of the Corporation shall be appointed to such position on the Board by the Mayor of the City, subject to confirmation by City Council. To be qualified to serve as a Director, a person must be at least eighteen (18) years old. A person need not be a resident of the City in order to be appointed to the Board of Directors except that a person who is not a resident of the City may not be appointed to the Board of Directors if the appointment of that person would result in less than a majority of the Board of Directors being residents of the City. All Directors shall be appointed to the Board by the Mayor of the City. Any Director may be removed from office at any time, with cause, by the Mayor of the City and such removal shall be effective immediately. The Mayor of the City shall have the right to appoint a replacement for such Director, such appointment to be subject to confirmation by the City Council of the City.

The Director of the City's Department of Parks and Recreation, or such person serving as the interim acting director of such department from time to time (the "Ex-Officio Member") shall serve as an ex-officio, non-voting member of the Board.

#### Section 2.3 Terms of Office.

Each Director shall hold office for a term of three (3) years, or until the Director's earlier death, resignation, disqualification or removal from office, and until the Director's successor shall have been duly selected and qualified; provided, however, that the initial terms of the initial Directors are specified in Article VII of the Corporation's Certificate of Formation . If a Director

has been appointed to fill an unexpired term, then such Director's term shall expire on the expiration date of the term of the Director he or she was appointed to fill.

#### Section 2.4 Resignations.

Any Director or Board officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

#### Section 2.5 Vacancy.

Any vacancy of Directors on the Board will be filled by an appointment by the Mayor of the City, such appointments to be subject to confirmation by City Council.

#### Section 2.6 Meetings

The annual meeting of the Board shall be held at the time and at the location in the City designated by resolution of the Board. Other regular meetings of the Board shall be held at such times and places as shall be designated, from time to time, by resolution of the Board. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation nor impair the powers, rights and duties of the Corporation's officers and Directors. Special and emergency meetings of the Board shall be held whenever called by the Chair of the Board or by any two Directors. Meetings of the Board may be held by telephone conference, videoconference, internet broadcast or other means of communications technology as permitted under and in conformance with Chapter 551, Texas Government Code, as amended from time to time (the "Open Meetings Act").

#### Section 2.7 Notices of Meetings.

The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required of a city under the Open Meetings Act. In addition, the Secretary of the Board shall give notice to each Director of each annual, regular or special meeting in person, by telephone, fax, mail or e-mail to the last known address of each Director at least three (3) days before the meeting. Notice of any emergency meeting shall be given to each Director at least three (3) hours prior to the meeting.

#### Section 2.8 Quorum.

A majority of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the Directors present and voting at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by law, by the Certificate of Formation, or by these Bylaws.

Section 2.9 Conduct of Business.

At its meetings, the Board shall consider matters pertaining to the purposes of the Corporation in such order as from time to time the Board may determine. The Chair shall preside at all meetings of the Board, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, a chair shall be chosen by the Board from among the Directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 2.10 Committees.

The Board may designate two (2) or more Directors to constitute a committee.

Section 2.11 Compensation.

No part of the income or revenues of the Corporation shall ever be paid to or inure to the benefit of any Director except for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation, and no such reimbursement of expenses shall be made unless approved by the Board.

**ARTICLE 3**  
**Officers**

Section 3.1 Officers.

The officers of the Corporation shall be the Chair of the Board of Directors, a Vice Chair, President, Vice President, Treasurer, Secretary, and such other officers as the Board may from time to time appoint. The term of office for each officer shall be three (3) years, but each Board officer shall hold office until his or her successor has been appointed. The Chair shall be designated by appointment by the Mayor, such appointment to be subject to confirmation by the City Council of the City. The remaining officers shall be elected by the Board, and all such remaining officers shall be subject to removal, with or without cause, at any time by a vote of two-thirds (2/3) of all Directors then in office. A vacancy in any Board office (other than the Chair) shall be filled by the Board for the unexpired term of such office.

Section 3.2 Chair.

The Chair shall preside at all meetings of the Board. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Certificate of Formation, the Chair, may, upon authorization by resolution of the Board, sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other instruments of any kind in the name of the Corporation. The Chair may call special or emergency meetings of the Board.

### Section 3.3 Vice Chair.

The Vice Chair shall perform the duties and exercise the powers of the Chair upon the Chair's death, absence, disability, or resignation, or upon the Chair's inability to perform the duties of his or her office. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.

### Section 3.4 President.

The Board shall appoint the President of the Corporation, who shall be the chief executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary, the Executive Director, or any other proper officer of the Corporation authorized by the Board, all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other instruments of any kind in the name of the Corporation which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute, to some other officer or agent of the Corporation. In general, the President shall perform all duties prescribed by the Board from time to time. The President of the Corporation shall serve at the discretion of the Board, and may be removed by the Board at any time, with or without cause.

### Section 3.5 Vice President

The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, or resignation, or upon the President's inability to perform the duties of his or her office. Any action by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.

### Section 3.6 Secretary

The Board shall appoint the Secretary of the Corporation to keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the Corporation records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the President. The Secretary of the Corporation shall serve at the discretion of the Board, and may be removed by the Board at any time, with or without cause.

### Section 3.7 Treasurer.

The Board shall appoint the Treasurer of the Corporation, who shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks as shall be selected in accordance with the provisions of these Bylaws, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the

Board. The Treasurer of the Corporation shall serve at the discretion of the Board, and may be removed by the Board at any time, with or without cause.

Section 3.8 Other Officers.

The Board may appoint other officers of the Corporation, including an Executive Director, assistant secretaries, and assistant treasurers, and other authorized representatives of the Corporation, who shall have the powers and duties as may be delegated by the Board. Such additional officers and authorized representatives shall serve at the discretion of the Board, and may be removed by the Board at any time, with or without cause. One person may hold the position of one or more offices for the Corporation except that neither the Board Chair nor the Corporation President may also hold the office of Secretary.

**ARTICLE 4**  
**Contracts; Handling of Funds; Audits; and Records**

Section 4. Contracts.

The Board may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No contract or other transaction between the Corporation and any Director may be entered into by the Corporation except (1) on terms no more favorable to the Director than if such contract or transaction were entered into with a third party, and (2) when approved and authorized by a majority of the Board, and provided that any Director with whom such contract or transaction is proposed to be entered into shall not vote in such Board approval and authorization.

Section 4.2 Payment of Funds.

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 or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary or Treasurer and countersigned by the President, or the Chair in absence of the President

Section 4.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in a state or national bank or other federally insured depository institution selected as a depository of the funds of the Corporation subject to and in accordance with the requirements of the Public Funds Investment Act, Chapter 2256, Texas Government Code and Chapter 105, Texas Local Government Code.

Section 4.4 Gifts and Grants.

The Board 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. The Corporation

shall also have the power to request and accept any appropriation, grant, contribution, donation, or other form of aid from the federal government, the State, any political subdivision, or municipality in the State.

Section 4.5 Fiscal Year.

The fiscal year of the Corporation shall commence on July 1<sup>st</sup>.

Section 4.6 Audits.

The Board shall cause to be maintained a proper and complete system of records and accounts of all transactions, business, and affairs of the Corporation. After the close of each fiscal year, the Corporation shall cause financial statements to be prepared which shall be audited by an independent certified public accountant or firm of independent certified public accountants. The Corporation shall furnish a copy of such audited financial statements, together with the independent certified accountants' report thereon, without cost to the Controller of the City.

Section 4.7 Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records may be inspected by representatives of the City at any reasonable time.

**ARTICLE 5  
General Provisions**

Section 5.1 Amendments.

These Bylaws shall be effective from and after their adoption. These Bylaws may be amended, subject to approval of City Council, by the affirmative vote of a majority of the Directors of the Corporation at any meeting of the Board of Directors, provided that notice of the proposed amendment shall have been mailed to each Director at least 72 hours prior to such meeting, and that such notice shall also be given in accordance with the Open Meetings Act.

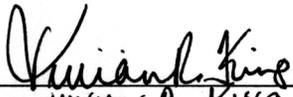
Section 5.2 Certificate of Formation.

These Bylaws are subject to, and governed by, the Certificate of Formation

**CERTIFICATE OF ADOPTION OF BYLAWS**

The undersigned hereby certifies that these Bylaws are the true and correct Bylaws of the Corporation duly adopted on 1 day of July, 2008.

Dated and executed this 1 day of July, 2008.

By:   
Name: VIVIAN R. KING  
Title: Secretary/Treasurer