



NOTICE OF A REGULAR MEETING

Notice is hereby given that a Regular Meeting of the Governing Body of the City of Ranger, Texas, will be held on **Monday, May 22, 2023 at 5:30 p.m.** in City Hall, 400 West Main Street Ranger, Texas. The following subjects will be discussed, to wit:

Agenda Item 01: Call to Order- Mayor Robinson

Roll Call/Quorum Check

Invocation of Prayer

Pledge of Allegiance to the United States Flag

Pledge of Allegiance to the Texas Flag

Agenda Item 02: Citizen's Presentation-At this time, anyone on the list will be allowed to speak on any matter other than personnel matters or matters under litigation, for a length of time not to exceed THREE minutes. No Council/Board discussion or action may take place on a matter until such matter has been placed on an agenda and posted in accordance with law.

Agenda Item 03: Announcements from City Council or Staff-Comments may be made by council or staff, **BUT NO ACTION TAKEN** on the following topics without specific notice. Those items include: Expressions of Thanks, Congratulations or Condolence; Information on Holiday schedules; Recognition of public officials, employees or citizens other than employees or officials whose status may be affected by the council through action; Reminders of community events or announcements involving an imminent threat to the public health and safety of the people of the municipality.

Agenda Item 04: Discuss/Consider: approval of the city council meeting minutes for the called meeting on May 15, 2023.

Agenda Item 05: Discuss/Consider: RESOLUTION NO. 2023-05-22-M A RESOLUTION OF THE CITY OF RANGER, TEXAS FILLING A VACANCY ON THE CITY COUNCIL BY APPOINTMENT TO SERVE UNTIL THE NEXT REGULAR MUNICIPAL ELECTION, PROVIDING FINDINGS OF FACT; PROVIDING SEVERABILITY, EFFECTIVE DATE, AND OPEN MEETINGS CLAUSES; AND PROVIDING FOR RELATED MATTERS.

Agenda Item 06: Discuss/Consider: Issuance of Certificate of Election; Administer Statement of Elected Council Members; and Administer Oath of Office to the newly appointed Council Member, Place 2.

Agenda Item 07: Discuss/Consider: accept nominations and appoint a Commissioner as Mayor Pro-Tem for a one-year term.

Agenda Item 08: Discuss/Consider: setting a formal joint meeting between the complete Ranger City Council and both REDC's Board of Directors.

Agenda Item 09: Discuss/Consider: approving and adopting the amended 4A and 4B Ranger Economic Development Bylaws.

Agenda Item 10: Discuss/Consider: approving the REDC to receive a gift from David Pickrell; Parcel numbers 55777, 55778, 52685, and 691.

Agenda Item 11: Discuss: The Eastland County Water Supply District entered a water sample at the Texas Water Utilities Association for the "Best Tasting Water Challenge" contest.

Agenda Item 12: Discuss/Consider: City Commission allowing an office at City Hall for the Mayor.

Agenda Item 13: Discuss/Consider: Adjournment

I, the undersigned authority, do hereby certify that the above notice of meeting of the Governing Body of the City of Ranger is a true and correct copy of said notice on the bulletin board at the City Hall of the City of Ranger, a place convenient and readily available to the general public at all times, and notice was posted by 5:30 p.m., May 19, 2023 and remained posted for 72 hours preceding the scheduled time of the meeting.

Somer Lee

Somer Lee, City Secretary

The City council reserves the right to convene into Executive Session concerning any of the items listed on this agenda under the authority of the mayor, whenever it is considered necessary and legally justified under the Open Meetings Act.

NOTICE OF ASSISTANCE

Ranger City Hall and Council Chambers are wheelchair accessible and accessible parking spaces are available. Request for accommodation or interpretive services must be made 48 hours prior to this meeting. Please contact City Secretary's office at (254) 647-3522 for information or assistance.

This Notice was removed from the outside bulletin board on _____ by _____.



CALLED MEETING MINUTES

A Called Meeting of the Governing Body of the City of Ranger, Texas, was held on **Monday, May 15, 2023 at 10:00 a.m.** in City Hall, 400 West Main Street Ranger, Texas. The following subjects were discussed, to wit:

COUNCIL MEMBERS AND CITY STAFF PRESENT:

Honorable John Casey	Mayor
Commissioner Larry Monroe	Place 1
Commissioner Terry Robinson	Place 2
Commissioner Kevan Moize	Place 3
Commissioner Samantha McGinnis	Place 4
City Manager Savannah Fortenberry	
City Secretary Somer Lee	
Honorable Tammy S. Archer	

Agenda Item 01: Call to Order- Mayor Casey
Roll Call/Quorum Check- City Manager, Savannah Fortenberry

Agenda Item 02: Citizen's Presentation: **1.** Jared Calvert read a pre written statement regarding his memories and opportunities provided to him because of the Ranger Airfield. **2.** City Manager, Savannah Fortenberry, presented Mayor Casey with a plaque as a thank you for his many years of dedication to the City of Ranger. **3.** Ms. Fortenberry also thanked Commissioner Kevan Moize and Commissioner Larry Monroe for their service to the city.

Agenda Item 03: Discuss/Consider: approval of the city council meeting minutes for the regular meeting on May 8, 2023.

*Motion made by Commissioner Monroe to approve the minutes for the regular meeting on May 8, 2023, and 2nd by Commissioner McGinnis. **All Ayes and Motion Passed.**

Agenda Item 04: Discuss/Consider: RESOLUTION NO. 2023-05-15-K: A RESOLUTION CANVASSING THE RETURNS AND DECLARING THE RESULTS OF THE MAY 6, 2023, GENERAL ELECTION OF THE CITY OF RANGER, TEXAS.

*Motion made by Commissioner Moize to approve Resolution No. 2023-05-15-K and 2nd by Commissioner Monroe. **All Ayes and Motion Passed.**

Agenda Item 05: Discuss/Consider: RESOLUTION NO. 2023-05-15-L: A RESOLUTION CANVASSING THE RETURNS AND DECLARING THE RESULTS OF THE MAY 06, 2023, ELECTION OF THE CITY OF RANGER, TEXAS

*Motion made by Commissioner Monroe to approve Resolution No. 2023-05-15-L: and 2nd by Commissioner Moize. **All Ayes and Motion Passed**

Agenda Item 06: Discuss/Consider: Issuance of Certificate of Election; Administer Statement of Elected Council Members; and Administer Oath of Office to the newly elected Council Members, Mayor, Place 1 and Place 3.

*Judge, Tammy Archer, administered Statement of Elected Council Members and Oath of Office to Joe Sigler, Wendy Erwin, and Terry Robinson. Following the Oath, each new member took their seat. **No Action Taken.**

Agenda Item 7: Discuss/Consider: Adjournment- 10:18 a.m.

*Motion made by Commissioner McGinnis to adjourn and Commissioner Erwin 2nd the motion. **All Ayes and Motion Passed**

These minutes were approved on the 22nd day of May, 2023

CITY OF RANGER, TEXAS

Terry Robinson, Mayor

ATTEST:

Somer Lee, City Secretary

RESOLUTION NO. 2023-05-22-M

A RESOLUTION OF THE CITY OF RANGER, TEXAS FILLING A VACANCY ON THE CITY COUNCIL BY APPOINTMENT TO SERVE UNTIL THE NEXT REGULAR MUNICIPAL ELECTION, PROVIDING FINDINGS OF FACT; PROVIDING SEVERABILITY, EFFECTIVE DATE, AND OPEN MEETINGS CLAUSES; AND PROVIDING FOR RELATED MATTERS.

WHEREAS, the City of Ranger, Texas ("City) Charter, provides for the appointment of vacancies by resolution;

WHEREAS, Terry Robinson, Commissioner Place 2, was duly elected as Mayor of the City on May 6, 2023, creating a vacancy on the Council;

WHEREAS, Article V, Section 3 of the City Charter provides if for any reason a vacancy exists on the governing body, the City Commission by resolution duly entered and adopted in a regular session may fill the vacancy by appointment; and

WHEREAS, the appointee named in Section 2 possesses all the qualifications for Commissioners contained in Section 4 of Article V of the City Charter;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF RANGER:

Section 1. Findings of Fact. All of the above premises and recitations are found to be true and correct and are incorporated into the body of this Resolution as findings of fact, as if copied herein in their entirety.

Section 2. Appointment of Commissioner Place 2. The City Council appoints _____ to fill the office of Commissioner Place 2 for the unexpired term and until the next regular municipal election pursuant to City Charter.

Section 3. Effective Date. This resolution shall take effect immediately from and after its passage.

Section 4. Open Meetings. It is hereby officially found and determined that the meeting at which this resolution is passed was open to the public as required and that public notice of the time, place, and purpose of said meeting was given as required by the Open Meetings Act, Chapt. 551, Tex. Gov't. Code.

PASSED AND APPROVED on this 22nd day of May, 2023.

Attest:

THE CITY OF RANGER, TEXAS

Somerset Lee, City Secretary

Terry Robinson, Mayor

Ranger City Manager

From: Paige Saenz <Paige@cityattorneytexas.com>
Sent: Thursday, May 4, 2023 12:26 PM
To: Ranger City Manager
Cc: Michelle Clawson
Subject: Re: Appointment Process
Attachments: 141.001.Election.Code.docx; 5.3.2023 Resolution-Filing Vacancy[7].docx

Savannah,

Follow up on this item and our call about it, attached is a resolution to use in making the appointment to fill the vacancy. The place number and name will need to be filled in. The name can be filled in after Council acts.

The Charter does not set out a specific process other than:

- 1) Appointment by resolution
- 2) At a regular meeting

Also, candidates must meet the qualifications set out in Article V, Section 4, and Section 141.001 Election Code. The following are the excerpts from the Charter, and the Election Code qualifications are attached:

1. The Mayor and each Commissioner shall be resident electors in the City of Ranger.
2. No officer or employee shall hold any office of emolument other than that of Notary Public, in Federal State or County government.

The Commission can establish more process if it wishes.

Agenda language resolution:

Consideration and possible action on a Resolution Filling a Vacancy in City Commission Place ___ by Appointment for the Remainder of the Unexpired Term

If you have a question, please do not hesitate to contact me.

Paige

Paige H. Saenz, Partner

The Knight Law Firm, LLP

223 West Anderson Lane, Suite A-105

Austin, Texas 78752

512.323.5778 Office

512.797.0331 Cell

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CONFIDENTIALITY NOTICE: The information contained in or attached to this message is intended for the personal and confidential use of the recipient(s) named above and may be privileged under Tex. R. Civ. P. 192, Article V of the Texas Rules of Evidence, and other related statutory, quasi-statutory, and common law. If you have received this communication in error, please notify us immediately by e-mail, and delete the original message. Unauthorized interception of this e-mail may be a violation of criminal law. **THIS IS NOT A PUBLIC RECORD.**

Sec. 141.001. ELIGIBILITY REQUIREMENTS FOR PUBLIC OFFICE.

(a) To be eligible to be a candidate for, or elected or appointed to, a public elective office in this state, a person must:

- (1) be a United States citizen;
- (2) be 18 years of age or older on the first day of the term to be filled at the election or on the date of appointment, as applicable;
- (3) have not been determined by a final judgment of a court exercising probate jurisdiction to be:
 - (A) totally mentally incapacitated; or
 - (B) partially mentally incapacitated without the right to vote;
- (4) have not been finally convicted of a felony from which the person has not been pardoned or otherwise released from the resulting disabilities;
- (5) have resided continuously in the state for 12 months and in the territory from which the office is elected for six months immediately preceding the following date:
 - (A) for a candidate whose name is to appear on a general primary election ballot, the date of the regular filing deadline for a candidate's application for a place on the ballot;
 - (B) for an independent candidate, the date of the regular filing deadline for a candidate's application for a place on the ballot;
 - (C) for a write-in candidate, the date of the election at which the candidate's name is written in;
 - (D) for a party nominee who is nominated by any method other than by primary election, the date the nomination is made; and
 - (E) for an appointee to an office, the date the appointment is made;
- (6) on the date described by Subdivision (5), be registered to vote in the territory from which the office is elected; and
- (7) satisfy any other eligibility requirements prescribed by law for the office.

Savannah and Somer,

You should have a set of red lined bylaws that were sent to you the last time that we attempted to get our bylaws approved and adopted. Would you use that set for your City Commission Packet for the Commissioners to review, nothing has been changed.

Thanks

Steve Gerdes

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Attorneys at Law

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TO: Ranger City Commission

FROM: Paige H. Saenz

DATE: April 20, 2023

RE: Proposed 4A and 4B REDC By-Laws Amendments

This memo provides comments on the proposed amendments to the bylaws for both the 4A and 4B EDC's and responds to some questions about the proposed amendments. Where there is a legal issue, I note it. If I don't comment, there is not a legal issue and the proposed amendment is a policy decision.

Proposed Amendments to the 4A Bylaws:

Article III, Section 1(b), Appointment: Reference to appointment by the City Commission is stricken. This does not change the requirement that EDC Directors must be appointed by the Commission. *Section 504.051, Texas Local Government Code*. Section 4.01 of the 4B Bylaws refers to the EDC Directors being appointed by the Commission.

Article III, Section 1(b), Qualifications: There are no qualifications set out in statute for 4A EDC board members. There are certain qualifications for 4B EDC board members.¹ I understand that the same people serve on both the 4A and 4B board. So the 4A board member qualifications should at least be the same as the qualifications for 4B (because if a 4A member does not have the qualifications required for the 4B Board, the 4A director will not be able to serve as a 4B director). There are a couple of options: a) refer to the qualifications for 4B Directors set out in the 4B Bylaws or state law; or b) list the specific qualifications in the bylaws. *There one exception* to this suggestion, and that is that the prohibition against City elected

¹ The following are the qualifications for 4B Directors set out in statute for a City with Ranger's population (20,000 or less) (*Section 505.052, Texas Local Government Code*)

Each director of a Type B corporation authorized to be created by a municipality with a population of less than 20,000 must:

- (1) be a resident of the municipality;
- (2) be a resident of the county in which the major part of the area of the municipality is located;
or
- (3) reside:
 - (A) within 10 miles of the municipality's boundaries; and
 - (B) in a county bordering the county in which most of the area of the municipality is located.

officials or employees serving on the Board needs to be included in the Bylaws because state law does not contain this prohibition for 4A EDC's, and up to four members of the 4B Board can be elected officials or employees. (*Section 505.052(c), Texas Local Government Code*)

Suggested Edit: To make sure the qualifications comply with state law for 4B Directors, I suggested the following edit in underlined and bold text:

“All directors must be either **be** a resident of the City of Ranger, Eastland, County, or **reside** ~~live~~ within **Eastland County** within 30 miles of the Ranger City limits.

Article III, Section 1(c): A 4A Director serves the term set by the Commission, but the term cannot exceed 6 years.² A 4B Director serves a two-year term.³ If the 4A Directors and the 4B Directors are the same people, I recommend you consider making the terms two-year terms for everyone, in compliance with the statutory term requirements for 4B Directors, to avoid confusion. The statute does not include term limits; term limits would be a policy decision. Terms can still be staggered, and is a good idea.

Article III, Section 2: This section is not amended, but I recommend changing the reference to the Texas Open Meetings Act to “Chapter 551, Texas Government Code, as amended from time to time”.

Signature Section: The date of action by the Commission will need to be updated.

Proposed Amendments to the 4B Bylaws:

Section 4.02: I have the same comments to this section as I made regarding the qualifications section for the 4A Bylaws. I'll summarize them here:

Whether qualifications are included is up to the EDC Board and Council. Options are to: a) refer to the qualifications set out in state law; or b) list the specific qualifications in the bylaws; **EXCEPT** the prohibition against City elected officials or City employees needs to be listed in the bylaws.

In addition, there is a suggested edit to make sure the qualifications comply with state law for 4B Directors:

² Sec. 504.051(c), Texas Local Government Code: The governing body of the authorizing municipality shall determine the number of directors and the length of each director's term, except that the length of a director's term may not exceed six years.

³ Sec. 505.051(b), Texas Local Government Code: A director is appointed by the governing body of the authorizing municipality for a two-year term.

“All directors must be either **be** a resident of the City of Ranger, Eastland, County, or **reside** live within **Eastland County** within 30 miles of the Ranger City limits.

Section 404(g): The new Section 404(h) addresses the 4B Board’s overall ability to hire employees. I recommend that specific positions be addressed through job descriptions instead of being addressed in the Bylaws.

Section 4.05: 4B Directors serve 2 year terms, which is defined by statute. (*See Footnote 3*) The Bylaws cannot extend those terms to 3 years. I recommend the terms be changed to 2-year terms. The terms can be staggered.

Section 4.06: This needs to account for instances in which the EDC Board is unable to make nominations due to failure to meet quorum if there are too many vacancies.

Section 5.03: This section was not amended, but it needs to be revised to state that vacancies are filled by Commission appointment.

General Comments: You may wish to consider having the 4A and 4B Bylaws be more similar, given that the Boards will function and be administered similarly. The 4B Bylaws are more comprehensive and could serve as a model for a more comprehensive update of the 4A Bylaws.

If there are questions or further review is required, please advise

AMENDED BYLAWS OF
RANGER ECONOMIC DEVELOPMENT
CORPORATION

ARTICLE I

PURPOSE AND POWERS

SECTION 1. PURPOSE – The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Ranger, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, Article 5190.6, Tex. Rev. Civ. Stats., Ann., as amended, (the “Act”), and other applicable laws.

SECTION 2. POWERS – In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4A of the Act, and shall have all of the powers set forth and conferred in applicable law, subject to the limitations prescribed therein and herein, and to the provisions thereof and hereof.

ARTICLE II

MEMBERS

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. POWERS, NUMBER AND TERM OF OFFICE. (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) and subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Type 4 A REDC Board of Directors (the “Board”) shall consist of seven (7) ~~Directors, each of whom shall be appointed by the City Commission (the “Commission”) of the City.~~ commonly shared with the Type 4 B REDC Board of Directors, none of which are employees of the City of Ranger or elected officials of the Ranger City Commission, each of whom shall be appointed by the City Commission (the “Commission”) of the City. All directors must be: (i) either a resident of the City of Ranger, Eastland County; (ii) reside in Eastland County; or (iii) reside or live within 30 miles of the Ranger City Limits and within a county bordering Eastland County.

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~~©(c) Each successor member of the Board shall be appointed and shall serve for two (2) years or until his or her successor is appointed hereinafter provided. Three (3) members of the Board shall serve terms of two (2) years, and four (4) members shall serve terms of three (3) years. The respective terms of the Board shall be determined by drawing. Thereafter, each successor member shall be determined by drawing. Thereafter, each successor member of the Board shall be appointed and shall serve for three (3) years or until his or her successor is appointed hereinafter provided.~~

(d) Any director may be removed from office by the Commission at will.

SECTION 2. OPEN MEETINGS ACT (a) All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Article 6252-17, Tex. Rev. Civ. Stat. Ann., as amended.

(b) This provision shall control all notices and how the meetings are conducted. If a conflict in the Bylaws exist as to the process, this provision shall control.

SECTION 3. MEETING OF DIRECTORS. The directors may hold their meetings at such place or places in the City as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Article VI of these Bylaws.

SECTION 4. NOTICE OF MEETINGS. (a) Regular meetings of the Board shall be held without the necessity of notice at such times and places as shall be designated from time to time by the Board. Special Meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, by the Mayor of the City, or by a majority of the Commission.

(b) The secretary shall give notice to each director of each Special Meeting in person or by mail, telephone, or telegraph, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. At any meeting at which every director shall be present, even though without notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 5. QUORUM. A majority of the directors shall constitute quorum for the conduct of the official business of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

SECTION 6. CONDUCT OF BUSINESS. (a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board.

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(b) At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

(c) 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 7. COMMITTEES OF THE BOARD. The Board may designate two or more directors to constitute an official committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board.

SECTION 8. COMPENSATION OF DIRECTORS. Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for actual expenses incurred in the performance of their duties hereunder.

ARTICLE IV

OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE. (a) The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than office, except that the president may not hold the office of secretary. Terms of office shall be one (1) year with the right of an officer to be reelected.

(b) All officers shall be subject to removal from office at any time by a vote of a majority of the entire board.

(c) A vacancy in the office of any officer shall be filled by a vote of a majority of the directors.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT. The president shall be the chief executive officer of the Corporation, and, subject to the paramount authority of the Board, the president shall be in general charge of the properties and affairs of the Corporation, shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, bonds, deeds of assignments, mortgages, notes and other instruments in the name of the Corporation.

SECTION 3. VICE PRESIDENT. The vice president shall have powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken 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 president at the time such action was taken.

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SECTION 4. TREASURER. The treasurer shall have the responsibilities to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the treasurer may endorse and sign, on

behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent with these Bylaws. The treasurer shall see to the entry in the books of the Corporation full and accurate amounts of all monies received and paid out on account of the Corporation, give such bond for the faithful discharge of his duties in such form and amount as the Board of Commission may require.

SECTION 5. SECRETARY. The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books and accounts of financial and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

SECTION 6. The president, vice president, and the secretary shall be named from among the members of the Board. The treasurer and any assistant secretaries may, at the option of the Board, be persons other than members of the Board, they may also be employees of the City.

SECTION 7. COMPENSATION. Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder. **Other officers may be compensated as directed by the Board.**

ARTICLE V

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

SECTION 1. ANNUAL; REPORT. The Board will report annually to the City Commission its goals for the economic development for the City of Ranger.

SECTION 2. BOOKS, RECORDS, AUDITS. (a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principals, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

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(b) At the direction of the Commission, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants,

staff and personnel of the City. In such event, the Corporation shall pay to the City reasonable compensation for such services.

(c) The Corporation, or the City if the option described in subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation and approved by the Commission. Such audit shall be at the expense of the Corporation.

SECTION 3. DEPOSIT AND INVESTMENT OF CORPORATE FUNDS. (a) All proceeds from the issuance of bonds, notes, or other debt instruments (“Obligations”) issued by the Corporation shall be deposited and invested as provided in the resolution, order indenture, or other documents authorizing or relating to their issuance.

(b) Temporary and idle funds which are not needed for immediate obligations of the Corporation may be invested in any legal manner provided in Tex. Rev. Civ. Stat. Ann. Art. 842-2 (Public Funds Investment Act).

(c) All other monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City. The Corporation shall pay reasonable compensation for such services to the City.

SECTION 4. EXPENDITURES OF CORPORATE MONEY. (a) The monies of the Corporation, including sales and use taxes collected pursuant to Section 4A of the Act, monies derived from the repayment of loans, rents received from the lease or use of the property, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

(i) Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Commission prior to the sale and delivery of the Obligations to the purchasers thereof required by Sections 6 of this Article.

(ii) The Board shall expend, in accordance with State law, the tax funds received by it on direct economic development where expenditures will have a direct benefit to the citizens of Ranger.

SECTION 5. ISSUANCE OF OBLIGATIONS. No obligations, including refunding Obligations, shall be sold and delivered by the Corporation unless the Commission shall

approve such Obligations by the action taken no more than 15 days prior to the date of sale of the Obligations.

ARTICLE VI

MISCELLANEOUS PROVISIONS

SECTION 1. PRINCIPAL OFFICE. (a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

(b) The Corporation shall have and shall continually designate a registered agent at its registered office, as required by the Act.

SECTION 2. FISCAL YEAR. The fiscal year of the Corporation shall begin ~~on May 1 and end on April 30.~~ **October 1 and end on September 30.**

SECTION 3. RESIGNATIONS. Any director or officer may resign at any time. Such resignation 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 president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

SECTION 4. BOARD; RELATIONSHIP WITH CITY COMMISSION. In accordance with State law, the City Commission shall require that the Ranger Economic Development Corporation be responsible to it for the proper discharge of its duties assigned in this article. All policies for program administration shall be submitted for Commission approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties herein imposed by applicable laws, the Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities.

SECTION 5. APPROVAL OR ADVICE AND CONSENT OF THE COMMISSION. To the extent that these Bylaws refer to any approval by the City or refer to advice and consent to the Commission, such advice and consent shall be evidenced by a certified copy of a resolution, order or motion duly approved by the Commission, and evidenced and memorialized by an approved copy of the City Commission's respective Meeting Minutes.

SECTION 6. SERVICES OF CITY STAFF AND OFFICERS. Subject to the paramount authority of the City Mayor under the Charter of the City, the Corporation shall have the right to utilize the services of the City Attorney, the City Secretary, and the staff and employees of the Finance Department of the City, provided (i) that the Corporation shall pay reasonable compensation to the City for such services, and (ii) the performance of such services does not materially interfere with the other duties of such personnel of the City.

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(b) The Corporation must have the authority and ability to employ outside Legal Counsel should there be potential conflicts between the City's Attorney, the City and the REDC.

SECTION 7. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.

(a) As provided in the Act and in the Articles of Incorporation, the Corporation is, for the

purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code) a governmental unit and its actions and governmental functions.

(b) The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Commission and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

ARTICLE VII

EFFECTIVE DATE, AMENDMENTS

SECTION 1. EFFECTIVE DATE. These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of these Bylaws by the City Commission; and
- (2) the adoption of these Bylaws by the Board.

SECTION 2. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS. The Articles of Incorporation of the Corporation and these Bylaws may be amended only in the manner provided in the Articles of Incorporation and the Act.

I, the undersigned authority, do hereby certify that the Amended Bylaws of the Ranger Economic Development Corporation, reviewed at the regular meeting of the City Council of the City of Ranger, Texas at 5:30 p.m. on ~~December 05, 2005~~ November 28, 2022 were approved and accepted.

~~Joe H. Oliver~~ John Casey, Mayor

ATTEST:

~~Jim Shipp~~ Savannah Fortenberry, City Secretary

**BY-LAWS OF THE TYPE 4B RANGER ECONOMIC DEVELOPMENT
CORPORATION
OF THE CITY OF RANGER, TEXAS**

A NON-PROFIT CORPORATION

**SECTION I
OFFICES**

1.0. Registered Office and Registered Agent

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The Board of Directors may, from time to time, change the registered office, provided that such change is appropriately reflected in these By-laws and in the Articles of Incorporation, and filed with the Secretary of State.

The registered office of the Corporation shall be 400 West Main Street, Ranger, Texas 76470, and the initial registered agent shall be City Secretary, Mary Wells, whose mailing address is 400 West Main Street, Ranger Texas 76470, and who may be served with process at 400 West Main Street, Ranger, Texas 76470.

1.02 Principal Office

The principal office of the Corporation in the State of Texas shall be located in the City Hall, City of Ranger, County of Eastland, and it shall be identical with the registered office of the Corporation.

**SECTION II
PURPOSE**

2.01 Purposes

The Corporation is a non-profit corporation specifically governed by the Texas Development Corporation Act of 1979, Article 5190.6 S 4B, as amended (herein referred to as the "Act"). The purpose of the Type 4 B Ranger Economic Development Corporation, (herein after 4 B REDC), shall be to promote, assist, and enhance economic development in accordance with the Articles of Incorporation, and to engage in any and all activities authorized by the Texas Development Act of 1979, as amended. The Corporation shall have all of the powers enumerated in Section 23 (a) of Article 5190.6, except as limited by these By-laws, the Articles of Incorporation, or vote of the City Commission.

**SECTION III
MEMBERS**

3.01 Members

The Corporation shall have no members.

**SECTION IV
BOARD OF DIRECTORS**

4.01 Board of Directors

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors (the "Board"), appointed by the governing body of the City of Ranger, and subject to applicable limitations imposed by the Texas Non-Profit Corporation Act, The Texas Business Corporation Act, the Texas Development Corporation Act, the Articles of Incorporation, or these By-laws. The Board may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact any special business requiring such authorization.

4.02 Number and Qualifications

The authorized number of Directors of this Board shall be seven (7), ~~not more than two (2) of whom can be members of the City Commission, and at least five (5) of whom shall not be officers or employees of the City of Ranger or its~~ commonly shared with the Type 4 A REDC Board of Directors, none of which are employees of the City of Ranger or elected officials of the Ranger City Commission. All directors must be either a: (1) resident of the City of Ranger, Eastland County; (2) be a resident of Eastland County; or (3); or live-reside within 10 30-10 miles of the City boundaries limits and within a county bordering Eastland County.

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The City Commission shall appoint the Directors of the Corporation in accordance with Texas Development Act of 1979, as amended. The City Commission shall consider an individual's experience, accomplishments, and educational background in appointing members to the Board to ensure that the interests and concerns of all segments of the community are considered.

4.03 Bonds

All Directors of this Board shall give an official bond sum of not less than fifty thousand and no/100 dollars (\$50,000.00). The bonds referred in this section shall be considered for the faithful accounting of all moneys and things of value coming into the hands of such officers, and to indemnify all Directors of any errors and omissions. The bonds shall be procured from some regularly accredited surety company authorized to do business in the State. The premiums thereafter shall be paid by the Corporation. A copy of each directors' bond shall be filed with the Secretary of State and Ranger City Secretary.

4.04 General Duties of the Board

The Board is hereby required to perform the following duties:

1. The Board shall review the overall economic development plan for the City. The Board shall develop an annual budget. The Board shall set forth intermittent and/or short-term goals which the Board deems necessary to accomplish compliance with the overall economic development plan. The budget set forth by the Board must be approved by the City Commission of the City of Ranger before being adopted by the Board.

The overall economic development plan for the City should include the following elements:

- a. An economic development strategy to permanently bolster the business climate throughout the City.
 - b. Strategies to fully utilize the assets of the eCity which enhance economic development.
 - c. Identification of strategies to coordinate public, private, municipal, and academic resources to develop and enhance business opportunities for all citizens and businesses of Ranger. This plan shall include methods to improve communication and cooperation between the above-mentioned entities.
 - d. Identification of strategies and implementation plan for those strategies for direct economic development as defined in this Section.
 - e. An annual work plan outlining the activities, tasks, projects, and programs to be undertaken by the Board during the upcoming fiscal year. The annual work plan shall be submitted with the annual budget as outlined in Article 7.02 of these By-laws.
 - f. To assist the Board in the implementation of any overall economic development plan, the Board may seek out and employ a 4 B Director of Economic Development. The Director of Economic Development shall be responsible to the Board and shall act as the Board's chief administrative officer and shall assist the Board in carrying out the duties of the Board as set forth in this section. The Board shall, in the annual budget make provisions for the compensation to be paid to the 4 B Director of Economic Development and such compensation so established by the Board shall comprise the salary and benefits paid to the 4 B Director of Economic Development for his/her service.
 - g. ~~The 4 B Director of Economic Development may employ such personnel as may be necessary to discharge the Corporation's assigned duties with Board approval. The compensation for all such employees shall be set by the Board in its annual budget.~~ The Board's chief administrative officer and shall assist the Board in carrying out the duties of the Board as set forth in this section. The Board shall, in the annual budget make provisions for the compensation to be paid to the 4 B Director of Economic Development and such compensation so established by the Board shall comprise the salary and benefits paid to the 4 B Director of Economic Development for his/her service. ~~for such employees, and provided further, no such employee shall be hired until such time as the Board has established such compensation for the position in question.~~
 - h. The 4 B Director of Economic Development may employ such personnel as may be necessary to discharge the Corporation's assigned duties with Board approval. The compensation for all such employees shall be set by the Board in its annual budget and such compensation so established by the Board shall comprise the salary and benefits for such employees, and provided further, no such employee shall be hired until such time as the Board has established such compensation for the position in question.
 - i. The 4 B Director of Economic Development shall be hired by the Board with the approval of the City Commission and may be removed by a vote of four (4) members of the Board.
2. The Board shall review and update its overall economic development plan each year to ensure that said plan is up to date with the current economic climate and is capable of meeting Ranger's current economic development needs.

3. The Board shall expend, in accordance with all applicable laws, the funds received by it on the implementation of its overall economic development plan and on direct economic development. Such expenditures may have a direct benefit on the citizens and businesses of Ranger, according to expenditures allowed by Texas Statute.

As used in this article, "direct economic development" shall mean projects or programs that directly accomplish or aid in the accomplishment of creating new jobs or retaining existing jobs, including educational, job training, planning and research activities necessary to promote job creation or retention and other acts allowed by a Type 4 B Economic Development Corporation under Texas statute or Texas case law. The Corporation's focus for direct economic development will be primarily in the areas of

- a. Job and Investment Creation
- b. Workforce Development
- c. Infrastructure Development and Replacement
- d. Business Development, Retention, and Expansion
- e. Promote Affordable Housing
- f. Reclamation of Uninhabitable or Abandoned Structures and Properties

4. The Board of Directors shall make a detailed report to the City Commission at least once each year, and at such other times as requested by the City Commission. Such report shall include, but not limited to, the following:
 - a. A review of all expenditures made by the Board in connection with their activities involving direct economic development as defined in this article, together with a report of all other expenditures made by the Board.
 - b. A review of accomplishments of the Board in the area of direct economic development, together with a proposed budget for the coming year.
 - c. The policies and strategy followed by the Board in the relation to direct economic development together with any new or proposed changes in said policies and strategy.
 - d. The activities of the Board for the budget year addressed in said annual report, together with any proposed change in said activity relating to direct economic development.
 - e. A review of the activities of the Board in areas of endeavor other than direct economic development together with any proposed changes in such activities.
 - f. The annual required report, shall be made to the City Commission by August 31 of each year.
 - g. The annual report shall be considered by the City Commission for its review and approval.

4.05 Tenure

~~The terms of office for the Directors are as follows: 1) If the Board member is a member of the City Commission, his or her term shall coincide with his or her elected term of office; 2) If the Board member is not a City Commission member, initial terms shall be determined by a drawing;~~

~~3) There shall be four (4) members whose terms shall be for two (2) years; 4) There shall be three (3) members whose term shall be one (1) year. Thereafter, the staggered terms shall be two (2) years per member. Directors may be re-appointed to another term of office. Directors shall be removable at any time by vote of the City Commission.~~ Three (3) members of the Board shall serve terms of two (2) years, and four (4) members shall serve terms of three (3) years. The respective terms of the Board shall be determined by drawing. Thereafter, each successor member shall be determined by drawing. Thereafter, each successor member of the Board shall be appointed and shall serve for three (3) years or until his or her successor is appointed hereinafter provided.

4.06 Vacancies

Any vacancy occurring shall be filled by appointment by the City Commission of the City of Ranger, acting from nominations made by the Directors of the Corporation.,~~or unilaterally on its own.~~

4.07 Meetings

The Board shall hold a regular meeting at least quarterly at such time and date as the Board shall designate. All meetings of the Board shall provide notice hereof as provided and set forth in Chapter 551, Texas Government Code (The Texas Open Meetings Act). Any member of the Board may request that an item be placed on the agenda by delivering the same in writing to the Secretary of the Board no later than seven (7) days prior to the date of the Board meeting. The Board shall set regular meeting dates from time to time.

Notice of any meeting shall be given to the public in accordance with the requirements of the Texas Open Meetings Act. The notice shall contain information regarding the particular time, date, and location of the meeting and the agenda to be considered. All meetings shall be conducted in accordance with the Texas Open Meetings Act.

The annual meeting of the Board of Directors shall be the second Tuesday in February of each year at a time and place to be determined by the Board.

4.08 Attendance

Regular attendance of the Board meetings is required of all Members, and the attendance record of each Board member shall be submitted to the Council prior to any re-appointment to the Board. The following number of absences may constitute the need for replacement of a member by the City Commission: three (3) consecutive un-excused absences from regularly scheduled meetings, or attendance reflecting un-excused absences constituting 50% of the meetings over a twelve (12) month period. In the event replacement is indicated, the President shall give notice of such fact to the Board Member and the City Commission.

4.09 Quorum

For the purpose of convening a meeting, a simple majority of the Directors then serving on the Board shall constitute a quorum. For purposes of transacting the business of the Corporation at any meeting, a simple majority of the appointed Directors shall constitute a quorum. If there

is an insufficient number of Directors present to constitute a quorum, the presiding officer shall adjourn the meeting. Workshop meetings shall not require a quorum.

4.10 Compensation

The duly appointed members of the Board shall serve without compensation, but may be reimbursed for actual cost of travel, lodging and incidental expenses as authorized by the Board, in accordance with State Law.

4.11 Voting: Action of the Board of Directors

Directors must be present in order to vote at any meeting. Unless otherwise provided in these By-laws or in the Articles of Incorporation or as required by law, the act of a simple majority of the Directors present at any meeting for which a quorum is present shall be the act of the Board of Directors. In the event that a Director is aware of a conflict of interest or potential conflict of interest, with regard to any particular vote, the Director shall bring the same to the attention of the meeting and shall abstain from the vote. In absence of a conflict of interest, each Director present at the meeting shall vote for or against each question brought before the Board. Any Director shall bring to the attention of the meeting any apparent conflict of interest of any other Director, in which case the Board shall determine whether a true conflict of interest exists before any vote shall be taken regarding that particular matter. The director as to whom a question of interest has been raised shall refrain from voting with regard to the Board's determination as to whether a true conflict exists.

4.12 Board's Relationship with City Commission

In accordance with State Law, the City Commission shall require that the Corporation be responsible to it for the proper discharge of its duties. All policies for program administration shall be submitted for City Commission approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties imposed by applicable laws, the Articles of Incorporation, these By-laws, contracts entered into with the City, and budget and fiduciary responsibilities.

4.13 Board's Relationship with Administrative Departments of the City

Any request for services made to the administrative departments of the City shall be made by the Board or its designee in writing to the City Manager or City Administrator. The City Manager or City Administrator may approve such request for assistance from the Board when he or she finds such requested services are available within the Administrative Departments of the City and that the Board and City have mutually agreed on reimbursement to the Administrative Department's budget for the costs of such services so provided.

Any requests for legal assistance may be made by the Board or its designee to the City Attorney. The City Attorney may provide such assistance when such services are available and the Board has agreed to reimburse the City for costs of providing the legal services. The Corporation must have the authority and ability to employ outside legal counsel should there be potential conflicts between the City's Attorney, the City and the REDC.

The 4 B Director of Economic Development, if any, shall be the chief administrative officer 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 execution/administration/oversight, and other instruments or activities as prescribed by the Board in the name of the Corporation. The 4 B Director of Economic Development shall report to Board of Directors, the City Manager, or City Administrator. The City Manager or City Administrator may consult with the Board as it relates to hiring and firing of the Economic Development Director.

SECTION V

OFFICERS

5.01 Officers of the Corporation

The elected officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board may resolve to appoint one or more Assistant Secretaries or one or more assistant Treasurer's or other officers or volunteers as it may consider desirable. Such other officers or volunteers shall have the authority and shall perform the duties of the office or committee as the Board may from time to time delegate to his or her respective Assistant. No two (2) offices may be held by the same person, except the office's of Secretary and Treasurer.

5.02 Selection of Officers

The board shall elect from among Members individuals to hold the offices of President, Vice President, Secretary and Treasurer. The term of office for each of these Officers shall always be for a period of one (1) year; provided, however, that such Officers shall continue to serve until the election of their successors. Elections shall be held at the annual meeting of the Board, or as needed.

5.03 Vacancies

Vacancies in any office which occur by reason of death, resignation, disqualification, removal, or otherwise, may be filled by the Board of Directors for the unexpired term portion of that term of that office, in the same manner as other officers are appointed by the Board.

5.04 President

The President shall be the Chief Executive Officer of the Corporation, and shall:

1. Preside over all meetings of the Board.
2. Have the right to vote on all matters coming before the Board.
3. Shall cause the agenda to be prepared and posted in accordance with the Texas Open Meetings Act.

4. Have the authority, upon notice to the members of the Board, to call a special meeting of the Board when in his or her judgement such meeting is required in accordance with the Texas Open Meetings Act.
5. Have the authority to appoint ad hoc committees which may address issues of a temporary effect on the business of the Board.

In addition to the above mentioned duties, the President, and Mayor of the City of Ranger shall sign with the Secretary of the Board any deed, mortgage bonds, contracts, or other instruments which the Board of Directors, and the City Commission have approved. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board of Directors.

5.05 Vice President

In the absence of the President, or in the event of his or her inability to act as defined by Texas Statute, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the power of and be subject to all the same restrictions and responsibilities as upon the President. The Vice President shall also perform other duties as from time to time may be assigned to him or her by the President, or the Board of Directors.

5.06 Secretary

The Secretary shall keep the minutes of all proceeding of the Board of Directors and make a proper record of same, which shall be attested by the Secretary. The Secretary shall keep such books as may be required by the Board of Directors, and shall perform such other duties as may be required by the Board of Directors.

5.07 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipt for money due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such bank, Trust Corporation, and/or other depositories as shall be specified in accordance with Article seven of these By-Laws. The Treasurer shall, in general, perform all duties incident to that office, and such other duties as from time to time may be assigned to him or her by the President of the Board or the Board of Directors.

5.08 Assistant Secretary/Treasurer

The assistant Secretary/Treasurer, if any, shall in general, perform such duties as may be assigned to them by the Secretary/Treasurer, or by the President or the Board of Directors.

5.09 4 B Director of Economic Development

The Board may or may not plan and direct its work through a Type 4 B Director of Economic Development who will be charged with the responsibility of carrying out the Corporation's program as adopted and planned by the Board. The 4 B Director of Economic Development shall serve as the Chief Executive Officer of the Corporation and shall oversee all administrative functions of the Corporation. Absent a 4 B Director of Economic Development,

the President of the Type 4 B Ranger Economic Development Corporation shall serve as Chief Executive Officer of the Corporation. The Director shall develop policies and procedures for the Corporation including financial, accounting, and purchasing policies and procedures to be approved by the Board.

5.10 Contracts for Service

The Corporation may, with approval of the City Commission, contract with any qualified and appropriate person, association, corporation, or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors of its discretion and policy-making functions in discharging the duties herein above set forth in this section, or have a maturity later in time than the expiration of the longest term represented on the Board of Directors when the contract is signed. Contracts may be modified, extended, or cancelled by a simple majority vote of the Board members present, quorum required, at a scheduled meeting.

5.11 Other Employees

The Corporation may employ such full or part-time employees as needed to carry out the programs of the Corporation. These employees shall perform those duties as are assigned to them by the 4 B Director of Economic Development or the Board of Directors. The 4 B Director of Economic Development, or President, shall hire, fire, direct and control the work of all Corporation employees, with advice and consent of the Board of Directors.

SECTION VI

COMMITTEES

The Board may determine from time to time that committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the members of the respective committees. No such committee shall have independent authority to act for or in the stead of the Board.

6.01 Qualifications for Committee Membership

Members of the committees shall be nominated by the President or Board member and approved by the Board. Committee members need not be members of the Corporation unless required by these By-Laws or Board resolution.

6.02 Standing Committees

The President shall have authority to appoint the following standing committees of the Board and such other committees if the Board deems appropriate in the future:

1. Budget, Finance and Audit Committee
2. Committee for Business Retention and Expansion and for New Business Recruitment,

Attraction and Formation

3. Committee for Public Projects

6.03 Special Committees

The President may determine from time to time that other committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the members of the respective committees.

These committees' will be providing research, information and advice to the Board of Directors. Their findings will be reported to the Board of Directors in a timely manner, at a regularly scheduled meeting of the Board of Directors and the Board shall take appropriate action on the reported findings.

The designation and appointment of any such committee and delegation to that committee of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or on him/her by law or these By-Laws.

SECTION VII

FINANCIAL ADMINISTRATION

The Corporation may contract with the City or with a reputable private professional or professional firm for accounting services. The Corporation's accounting records shall be maintained according to the following guidelines.

7.01 Fiscal Year

The fiscal year of the Corporation shall begin October 1 and end on September 30 of the following year.

7.02 Budget

A budget for the forthcoming fiscal year shall be submitted to the City Commission prior to August 1 of each year for approval by the City Commission. The budget may be amended from time to time with City Commission approval.

7.03 Contracts

As provided in Article V above, the President, Secretary and Mayor shall execute any contracts or other instruments which the Board and City Commission has approved and authorized to be executed.

7.04 Checks and Drafts

All checks and 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 the President and the Treasurer, or such other person or combination of persons as designated by the Board. In all cases requiring at least two signatures.

7.05 Deposits

All monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of public funds of the City, as authorized by the City Investment Policy in accordance with Chapter 105 of the Local Government Code and Chapter 2256 Public Funds Investment.

7.06 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for its general purpose as set forth in these By-Laws or for any special purposes of the Corporation, allowed by Texas Statute.

7.07 Purchasing

All purchases made and contracts executed by the Corporation shall be made in accordance with requirements of the Texas Constitution and Statutes of the State of Texas and ordinances of the City of Ranger.

7.08 Investments

Temporary and idle funds which are not needed for immediate obligations of the Corporation within 90 days, must be invested in a legal manner provided in Tex. Rev. Civ. Stat. Ann. Art. 842a-2 (Public Funds Investment Act), as said act may be amended.

7.09 Bonds

Any bonds issued by the Corporation shall be in accordance with the statutes governing this Corporation, but in any event, no bonds shall be issued without approval of the Ranger City Commission, after review and comment by the City's bond counsel and financial advisor.

7.10 Uncommitted Funds

Any uncommitted funds of the Corporation at the end of the fiscal year shall be considered a part of the Fund Balance of said Corporation.

The uncommitted Fund Balance may be committed for any legal purpose by the Corporation's Board of Directors. This may include the establishment of a Permanent Reserve Fund which shall be accumulated for the purpose of using the interest earnings of such fund to finance the operation of the Corporation.

SECTION VIII

RECORD KEEPING AND AUDITING PROCEDURES

The Corporation shall keep correct and complete books and records of all actions of the Corporation, including books and records of account of the minutes of meetings of the Board of

Directors. All books and records of the Corporation may be inspected by Directors of the Corporation or his agent or attorney at any reasonable time, and any information which may be designated as public information by law shall be open to public inspection at any reasonable time. The Texas Open Records Act and Open Meetings Act shall apply to disclosure of public information. The Board of Directors shall provide for an annual financial audit to be performed by a competent independent audit firm.

SECTION IX

AMENDMENTS TO BY-LAWS

These By-laws may be amended or repealed and new By-laws may be adopted by an affirmative vote of four (4) of the authorized Directors serving on the Board, at a meeting of the Directors held for such specific purpose, and the notice requirements stated herein above regarding special meetings shall apply. The Directors of the Corporation present at an annual meeting of the Board may, by a vote of four (4), in accord with the requirements of Article IV herein above, amend or repeal and institute new By-laws, provided that at least ten (10) days prior to the annual meeting, written notice setting forth the proposed action shall have been given in accordance to the requirements of the Texas Open Meetings Act. No amendments to these By-laws, or new By-Laws, shall become effective without City Commission approval.

SECTION X

DISSOLUTION

On petition of sixty (60) percent or more of the registered voters of the City of Ranger requesting an election on the dissolution of the Corporation, the City Commission shall order an election on the issue. The election must be conducted according to the applicable provision of the Election Code. The ballot for the election shall be printed to provide for voting for or against the proposition:

"Dissolution of the Type 4 B Ranger Economic Development Corporation of the City of Ranger, Texas."

If a majority of voters voting on the issue approve the dissolution, the Corporation shall continue operations only as necessary to meet obligations incurred before the date of the election and, to the extent practicable, shall dispose of its assets and apply the proceeds in a manner allowed by Texas Statute, subject to approval of the Ranger City Commission. Any remaining assets of the Corporation shall be transferred to the City, and the Corporation is dissolved.

SECTION XI

INDEMNITY

The Board of Directors shall authorize the Corporation to pay or reimburse any current or former Director or Officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such a position as Officer or Director; provided, however, that such Officer or Director shall not receive such indemnification if he/she be finally adjudicated in such instance to be liable for gross negligence or intentional misconduct in office. The indemnification herein provided shall also

extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

Furthermore, as set out in VACS, Article 5190.0 Section 4B, the Corporation, a Director of the Corporation, the City creating the Corporation, a member of the governing body of the City, or an employee of the Corporation or City is not liable for damages arising from the performance of a governmental function of the Corporation or City. For the purposes of Chapter 101, Civil Practice and Remedies Code. The Corporation is a governmental unit and its actions are governmental functions.

The Corporation further agrees that it shall at all times exercise reasonable precautions on behalf of, and be solely responsible for, the safety of its officers, agents, employees, licensees, invitees, and other persons, as well as their property, while in the vicinity where activities are being performed. It is expressly understood and agreed that the City of Ranger shall not be liable or responsible for the negligence of the Corporation including but not limited to its officers, agents, employees, licensees, invitees, and other persons.

SECTION XII

SEAL

9.01 Seal

The Board of directors shall obtain a corporate seal which shall bear the words "Corporate Seal of Type 4 B Ranger Economic Development Corporation", the Board may thereafter use the corporate seal and may later alter the seal as necessary without changing the corporate name; but these By-Laws shall not be construed to require the use of the corporate seal.

SECTION XIII

PROGRAM

13.01 Authorization

The Corporation shall carry out its program subject to its Articles of Incorporation and these By-Laws, and such resolutions as the Board may from time to time authorize.

13.02 Program

The program of the Type 4 B Ranger Economic Development Corporation shall be to assist, stimulate and enhance economic development in Ranger Texas, subject to applicable State and Federal law, these By-Laws, and the Articles of Incorporation.

SECTION XIV

MISCELLANEOUS

14.01 Resolution to Articles of Incorporation

These By-Laws are subject to, and governed by the Articles of Incorporation and applicable State statutes under which the Corporation is organized.

APPROVED AND ADOPTED THE _____ DAY OF _____, ~~2013~~ 2022 BY THE CITY OF RANGER, TEXAS. BY RESOLUTION.

~~Mary Wells~~
Savannah Fortenberry, City Secretary

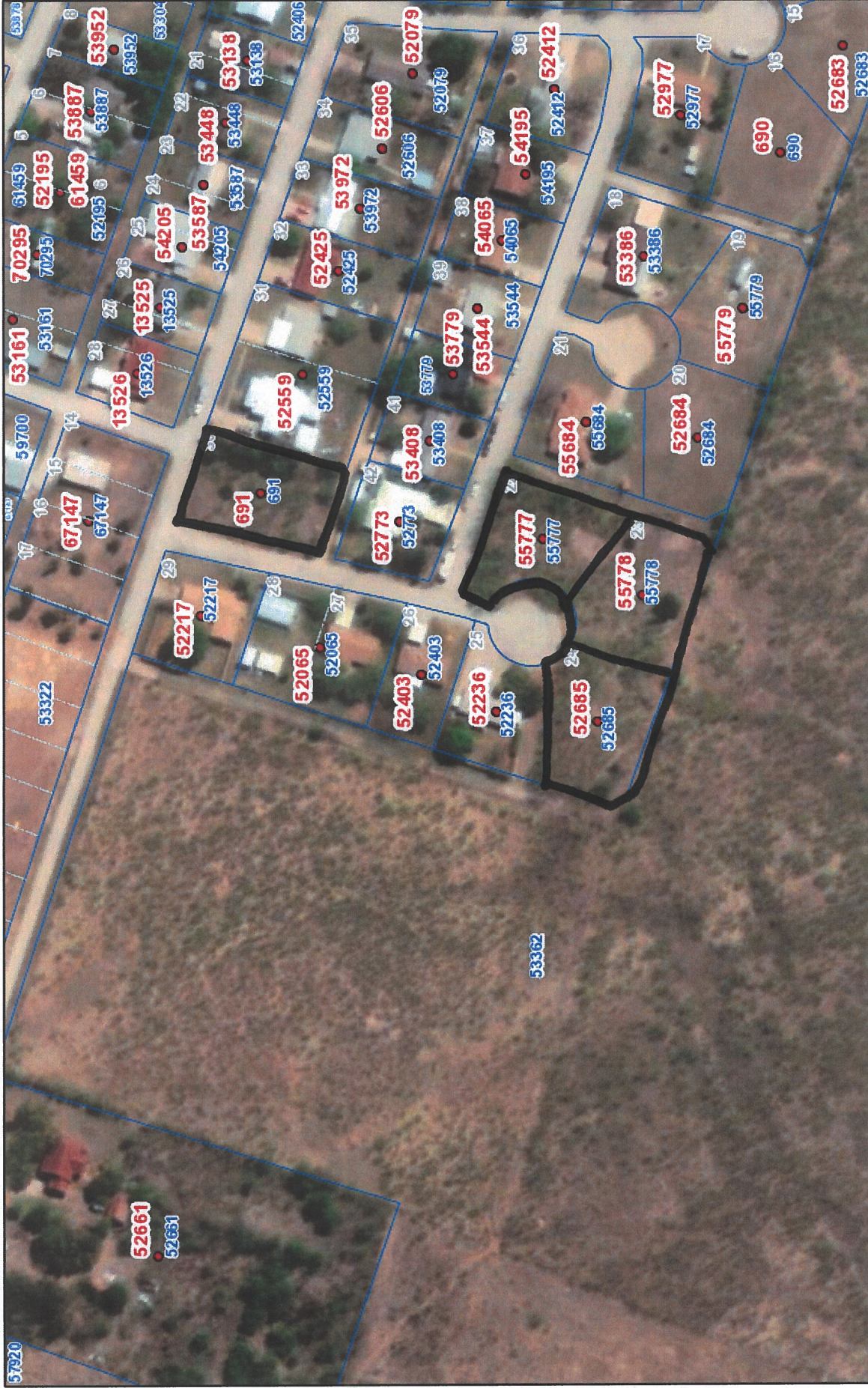
~~Troy Emery~~ John Casey , Mayor

APPROVED AND ADOPTED THE _____ DAY OF _____, ~~2013~~ 2022, BY THE TYPE 4 B RANGER ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS.

Secretary

President

Eastland CAD



Property ID: 691

Owner: PICKRELL DAVID II

Land Detail

Land Sequence 1

Acres: N/A	Market Class: FF	Market Value: 900
Land Method: FF	Ag/Timber Class:	Ag/Timber Value: 0
Land Homesiteable: NO	Land Type:	Ag Code:
Front Foot: 99.9	Rear Foot: 99.9	Lot Depth: 140
Front Ft Avg: 99.9	Lot Depth %: 1	Land Square Ft: N/A

Total Land Value: \$ 900

Property ID: 52685

Owner: PICKRELL DAVID II

Land Detail

Land Sequence 1

Acres: N/A	Market Class: FF	Market Value: 910
Land Method: FF	Ag/Timber Class:	Ag/Timber Value: 0
Land Homesiteable: NO	Land Type:	Ag Code:
Front Foot: 71.3	Rear Foot: 71.3	Lot Depth: 144.5
Front Ft Avg: 71.3	Lot Depth %: 1	Land Square Ft: N/A

Total Land Value: \$ 910

Property ID: 55777

Owner: PICKRELL DAVID II

Land Detail

Land Sequence 1

Acres: N/A	Market Class: FF	Market Value: 910
Land Method: FF	Ag/Timber Class:	Ag/Timber Value: 0
Land Homesiteable: NO	Land Type:	Ag Code:
Front Foot: 71.3	Rear Foot: 71.3	Lot Depth: 144.5
Front Ft Avg: 71.3	Lot Depth %: 1	Land Square Ft: N/A

Total Land Value: \$ 910

Property ID: 55778

Owner: PICKRELL DAVID II

Land Detail

Land Sequence 1

Acres: N/A	Market Class: FF	Market Value: 910
Land Method: FF	Ag/Timber Class:	Ag/Timber Value: 0
Land Homesiteable: NO	Land Type:	Ag Code:
Front Foot: 71.3	Rear Foot: 71.3	Lot Depth: 144.5
Front Ft Avg: 71.3	Lot Depth %: 1	Land Square Ft: N/A

Total Land Value: \$ 910