

BYLAWS  
OF THE  
CITY OF COPPELL  
RECREATION DEVELOPMENT CORPORATION

ARTICLE I  
PURPOSE AND POWERS

SECTION 1.      REGISTERED OFFICE AND REGISTERED AGENT.

a.      THE COPPELL RECREATION DEVELOPMENT CORPORATION (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, and State law. The Registered Agent for the Corporation shall be the City Secretary subject that the Board of Directors (the "Board") from time to time, may change the registered agent and/or the address of the registered office, subject to City Council approval, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation (the "Articles").

b.      The registered office of the Corporation is located at 255 Parkway Boulevard, Coppell, Dallas County, Texas 75019, and at such address is the Corporation, whose mailing address is Post Office Box 9478, Coppell, Texas 75019. Said address shall also serve as the principal office of the Corporation and Board.

SECTION 2.      PURPOSE.

a.      The Corporation is a non-profit corporation for the purposes set forth in the Articles, the same to be accomplished on behalf of the City of Coppell, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Texas Development Corporation Act (DCA) of 1979, Article 5190.6, Section 4B, Tex. Rev. Civ. Stat., Ann., as amended, (the "Act"), and applicable laws of the City of Coppell. The Corporation shall be a non-profit corporation as defined by the Internal Revenue Code 1986, as amended, and the applicable regulations of the United States Treasury Department and the rulings of the Internal Revenue Service of the United States prescribed and promulgated thereunder.

b.      As used in these Bylaws, "economic development" shall include all projects permissible

by the Act and authorized by the City of Coppell's May 4, 1996 and November 5, 2013 elections. The City specifically authorized expenditures of Section 4B sales tax proceeds for the construction and development of the following projects:

May 4, 1996 Election:

- an all-season aquatic facility,
- a community multi-purpose recreation facility,
- a new athletic complex, and
- the first phase of a hike and bike trail system; and

November 5, 2013 Election:

- To reauthorize, reimpose, extend and adopt a sales and use tax at the rate of one-half of one percent, as approved by the electorate on May 5, 1996, and as authorized by Chapter 505, Type B Corporations, Texas Local Government Code, to undertake projects for youth and adult amateur athletics, entertainment and public gathering facilities and venues, exhibition and museum facilities, public park purposes and events and park and recreational facilities, open space improvements, hike and bike trails, parking facilities and greenway and open space, including projects in support of the Coppell 2030 strategic vision adopted March 10, 2009, for the redevelopment of the Andrew Brown park system, expansion of the library building for Type B purposes, additional hike and bike trails, youth and adult athletic facilities and Life Safety Park and related facilities, related infrastructure for any such projects described above and other related improvements that enhance any of the items described above, and the maintenance and operation expenses for any of the above described projects, with such sales and use tax to be imposed for a period of twenty-five (25) years.

### SECTION 3.      POWERS.

- a. In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4B of the Development Corporation Act of 1979, as amended.
- b. The Corporation shall have all of the powers set forth and conferred in its Articles of Incorporation, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

## ARTICLE II BOARD OF DIRECTORS

### SECTION 1.      NUMBER AND TERM OF OFFICE.

- a.      The property and affairs of the Corporation shall be managed and controlled by the Board and, subject to the restrictions imposed by law, by the Articles and these Bylaws, the Board shall exercise all of the powers of the Corporation.
- b.      The Board shall consist of seven (7) Directors, each of whom shall be appointed by the City Council. Each of the Directors shall be a resident of the City.
- c.      Each Director of the Board shall serve a term of two (2) years.
- d.      Each successive member of the Board shall be appointed and serve for two (2) years, or until a successor is appointed, as hereinafter provided.
- e.      Any Director may be removed from office by the City Council, at will.

### SECTION 2.      VACANCIES AND RESIGNATIONS.

- a.      A vacancy in any position of Director which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be appointed as prescribed in Article III, Sec. 1.
- b.      A vacancy in the office of President and Vice President which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be appointed by the Board, with approval by the City Council, for the unexpired portion of the term of that office.
- c.      Any Director may resign at any time. Such resignation shall be made in writing, addressed to the Board and the City Manager, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board.

### SECTION 3.      MEETINGS OF DIRECTORS.

- a,      All meetings and deliberations of the Board, or committees, shall be called , convened, held, and conducted. Notice thereof shall be given to the public, in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Local Government Code, as amended. All

meetings shall be conducted in accordance with the Texas Open Meetings Act.

b. Any member of the Board, or the City Manager, may have an item placed on the agenda by delivering the same in writing to the Secretary of the Board, no less than seven (7) calendar days prior to the date of the Board meeting. Each agenda of a Board meeting shall contain an item, titled "*Citizens Forum*" to allow public comment to be made by the general public concerning Board related matters.

c. *Special* meetings of the Board shall be held whenever called by the President, by the Secretary, by a majority of the Directors or by a majority of the City Council. The Secretary shall provide at least one (1) day prior notice to each Director of each *special* meeting, in person, or by mail, telephone, or fax,

d. The *Annual* meeting of the Board shall be on the 1st Monday in November of each year or an alternate date as determined by the Directors. The Board shall hold regular and special meetings, in the corporate limits of the City, at such place or places as the Board may from time to time determine.

#### SECTION 4. QUORUM.

a. A quorum is a majority of the entire membership of the Board (being not less than four (4) members).

b. A quorum shall be present for the conduct of the official business of the Corporation.

c. The Act of four (4) or more Directors, 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 policies or procedures of the Board, City Council resolution or ordinance, or state law.

#### SECTION 5. 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. Unless otherwise adopted by the Board, the rules of procedures of the City Council shall be the rules of the procedures for the Board.

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 Corporation. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

d. The Secretary shall keep minutes of the transactions and meetings of the Board and its committee's meetings; and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

e. Should any member of the CRDC choose to abstain from voting on any question before the CRDC, where no declared conflict of interest exists, the abstention shall be recorded as an affirmative vote in favor of the motion pending before the CRDC in the official minutes.

## SECTION 6. COMMITTEES OF THE BOARD.

a. An official committee of the Board shall consist of two (2) or more Directors.

b. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board.

c. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

## SECTION 7. COMPENSATION OF DIRECTORS.

a. Directors shall not receive any salary or compensation for their services.

b. Directors shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including, but not limited to, the cost of travel, lodging and incidental expenses reasonably related to the Corporate duties of the Board.

c. Travel expenses incurred by Directors for both regular and special meetings are not eligible for reimbursement.

## ARTICLE III OFFICERS

### SECTION 1. TITLES AND TERM OF OFFICE.

- a. The Board shall appoint a President and Vice President from its membership. They shall be approved by City Council and shall serve a term of one (1) year.
- b. The terms of the *initial* President and Vice President shall be determined by the City Council.
- c. The President and Vice President shall continue to serve until their successors are appointed.
- d. All officers shall be subject to removal from office, at any time, by a majority vote of the entire membership of the Board.
- e. A vacancy in the office of any officer shall be filled by a majority vote of the entire membership of the Board.

### SECTION 2. THE PRESIDENT.

- a. The President shall be the Chief Executive Officer of the Corporation, and shall, subject to the authority of the Board and paramount authority and approval of the City Council, preside at all meetings of the Board, and shall sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, and notes, and other instruments in the name of the Corporation.
- b. In addition, the President shall:
  - 1) call both regular and special meetings of the Board and establish the agenda for such;
  - 2) have the right to vote on all matters coming before the Board;
  - 3) have the authority to appoint standing or study committees to aid and assist the Board in its business undertaking or other matters incidental to

the operation and functions of the Board;

- 4) perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board, subject to approval by the City Council;
- 5) appear before the City Council on a periodic basis to give a report on the status of activities of the Corporation, and;
- 6) at the direction of the City Council, appear or be represented by his designee, regarding any item being considered by the City Council concerning the Corporation.

### SECTION 3. VICE PRESIDENT.

- a. The Vice President shall exercise the powers of the President during that officer's absence or inability to act.
- b. The Vice President shall also perform other duties as from time to time may be required by the President or the Board.

### SECTION 4. SECRETARY.

- a. The Secretary shall keep the minutes of all meetings of the Board, and committees, in books provided for that purpose.
- b. The Secretary shall give and serve all notices, shall 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.
- c. The Secretary shall have charge of the corporate books, records, documents and instruments except the books of account and financial records 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.
- d. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board.

e. The Secretary shall endorse and countersign, 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 City Council consistent with these Bylaws.

## SECTION 5. TREASURER

a. The Finance Director of the City shall be the Treasurer.

b. The Treasurer shall have the responsibility for the handling, custody, and security of all funds and securities of the Corporation.

c. When necessary or proper, the Treasurer shall endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations drawn upon such bank or banks or depositories as shall be designated by the City Council consistent with these Bylaws.

d. The Treasurer shall see to the entry in the books of the Corporation of full and accurate accounts of all monies received and paid out on account of the Corporation.

e. The Treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of the duties in such format and amount as the City Council shall require, by resolution.

f. The Treasurer shall submit a monthly report to the Board, in sufficient detail, of all checks or drafts issued on behalf of the Corporation for the previous month.

g. The Treasurer shall provide a monthly financial report to the City Council concerning activities of the Corporation in a format consistent with other financial reports of the City.

## SECTION 6. EX-OFFICIO MEMBERS.

The City Manager shall appoint two Ex-Officio members from the City staff as he deems appropriate. These representatives shall have the right to take part in any discussion or open meetings, but shall not have the power to vote.



## ARTICLE IV CORPORATE DUTIES

### SECTION 1.     PROJECT DEVELOPMENT PLAN.

a.     It shall be the duty and obligation of the Board, in coordination with the necessary contracting parties, to research, develop, prepare, finance, and implement a Project Development Plan (PDP).

b.     In carrying out its obligations under subsection (a), the Corporation shall be authorized to exercise all rights and powers thereof, and with the objective and for the purpose of construction and development of:

May 4, 1996 Election:

- an all-season aquatic facility,
- a community multi-purpose recreation facility,
- a new athletic complex, and
- the first phase of a hike and bike trail system; and

November 5, 2013 Election:

- To reauthorize, reimpose, extend and adopt a sales and use tax at the rate of one-half of one percent, as approved by the electorate on May 5, 1996, and as authorized by Chapter 505, Type B Corporations, Texas Local Government Code, to undertake projects for youth and adult amateur athletics, entertainment and public gathering facilities and venues, exhibition and museum facilities, public park purposes and events and park and recreational facilities, open space improvements, hike and bike trails, parking facilities and greenway and open space, including projects in support of the Coppell 2030 strategic vision adopted March 10, 2009, for the redevelopment of the Andrew Brown park system, expansion of the library building for Type B purposes, additional hike and bike trails, youth and adult athletic facilities and Life Safety Park and related facilities, related infrastructure for any such projects described above and other related improvements that enhance any of the items described above, and the maintenance and operation expenses for any of the above described projects, with such sales and use tax to be imposed for a period of twenty-five (25) years.

c. The Board shall periodically submit reports to the City Council as to the status of its activities in carrying out its obligations under this Section.

d. Any and all agreements between the Corporation and other parties shall be authorized, executed, approved, and delivered in accordance with applicable law, and shall be subject to approval by the City Council.

## SECTION 2. ATTENDANCE.

a. Directors must be present in order to vote at any meeting. Regular attendance at the Board meetings is required of all Directors. The following number of absences shall be grounds for removal of a Director:

- 1) If a board member is absent for three consecutive regularly scheduled meetings, or if a board member is absent for 25 percent of the regularly scheduled meetings within a 12-month period, the position shall be declared vacant and the vacancy shall be filled for the remainder of the unexpired term by the city council within 30 days after the vacancy occurs.

## SECTION 3. CONFLICT OF INTEREST.

a. In the event that a Director is aware of a conflict of interest or potential conflict of interest, with regard to any particular matter of vote coming before the Board, the Director shall bring the same to the attention of the Board and shall abstain from discussion and voting thereof, in accordance with Chapter 171, Texas Local Government Code, as amended. The Director shall execute an affidavit disclosing his conflict of interest on the agenda item.

b. Any Director shall bring to the attention of the City Staff any apparent conflict of interest or potential conflict of interest of any other Director, in which case a determination shall be made about whether a true conflict of interest exists. If a true conflict exists, the Director with a conflict shall follow the same procedures as required by subsection (a) of this Section.

c. The Director with a conflict shall refrain from voting on the matter.

d. Failure to conform to these requirements herein and policies as may be adopted by the Board is grounds for removal from the Board by the City Council.

#### SECTION 4.        IMPLIED DUTIES

- a.        The Corporation is authorized to do that which the Board deems desirable to accomplish any of the purposes or duties set out or alluded to in the Articles, these Bylaws, and in accordance with State law.
- b.        All actions of the Corporation are subject to City Council approval.

#### SECTION 5.        BOARD'S RELATIONSHIP WITH THE CITY.

- a.        In accordance with Texas state law, the City Council shall require that the Board be responsible to it for the proper discharge of its duties assigned herein.
- b.        The Board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, the Articles, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities. Such policies and directives are subject to approval by the City Council.
- c.        Any request for services made to the departments of the City shall be made by the Board or its designee, in writing, to the City Manager.
- d.        The City Manager may approve such request for assistance from the Board when the City Manager finds such requested services are available within the City and that the Board has agreed to reimburse the City for the cost of such services so provided.

#### SECTION 6.        CONTRACTS FOR SERVICE.

- a.        The Corporation may, with approval of the City Council, 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.
- b.        No such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy-making functions in discharging the duties herein set forth.
- c.        An administrative services contract shall be executed between the Board and the City

Council for the services provided by the City Manager or City staff, the City Attorney, City Bond Counsel, and other City services/functions and compensated as provided for herein.

d. Subject to the authority of the City Manager, the Corporation shall have the right to utilize the services of City Secretary and other employees of the City, provided:

- 1) that the City Manager approves of the utilization of such services,
- 2) that the Corporation shall pay, as approved by the City Manager, reasonable compensation to the City of such services, and
- 3) the performance of such services does not materially interfere with the other duties of such personnel of the City.

## SECTION 7. PARTICIPATION IN BOARD MEETINGS.

a. The City Manager (or the City Manager's designee), shall have the right to take part in any discussion of the Board, or committees thereof, including attendance of executive sessions.

b. The City Manager (or the City Manager's designee), shall not have the power to vote in any meetings attended.

## SECTION 8. DUTIES OF THE BOARD.

a. The Board shall develop a Project Development Plan (the PDP) whose measurable goals and objectives shall include and set forth short and long-term strategies to promote and develop the projects authorized by the Articles of Incorporation, in accordance with Section 4B of the Act.

b. These goals and objectives shall be approved by the City Council.

c. The Board shall research, develop, prepare, and submit the PDP to the City Council, for its approval, at least ninety (90) days prior to July first of each year.

d. The PDP shall include proposed methods and the expected costs of implementation for the authorized economic development projects.

e. The Board shall make an Annual Report to the City Council concerning the PDP.

- f. The Annual Report shall include, but not be limited to the following:
  - 1) a review of the accomplishment/activities of the Corporation with any proposed changes in these activities; and
  - 2) the policies, strategies, procedures, and directives followed by the Corporation together with any new or proposed changes in these policies and strategies.
- g. The Annual Report of the PDP shall be made to the City Council, no later than the second (2nd) regularly scheduled City Council meeting for the month of March of each year.

## SECTION 9. ANNUAL CORPORATE BUDGET.

- a. At least ninety (90) days prior to October 1st, the Board shall prepare and adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year.
- b. The fiscal year of the Corporation shall commence on October 1st of each year and end on September 30.
- c. The budget shall be in such form as may be prescribed from time to time by the City Council.
- d. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be required by the City Council for its approval and adoption.
- e. The budget shall be considered adopted upon formal approval by the City Council.

## SECTION 10. FINANCIAL BOOKS, RECORDS, AUDITS.

- a. The Finance Director of the City shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.
- b. The City shall cause the Corporation's financial 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 City Council.

c. Such audit shall be at the expense of the Corporation.

## SECTION 11. DEBT, DEPOSIT AND INVESTMENT OF CORPORATE FUNDS

a. All proceeds from the issuance of bonds, notes, or other debt instruments (the "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 execution or issuance, and handled in accordance with the statute governing this Corporation.

b. No Obligations shall be issued by the Corporation, including refunding bonds, without the prior approval of the City Council, after review and comment by the City's Bond Counsel and financial advisor.

c. All 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, as authorized by the City Investment Policy.

d. The Finance Director 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 the Finance Director and the Secretary.

e. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City.

## SECTION 12. EXPENDITURES OF CORPORATE MONEY.

a. The monies of the Corporation, including sales and use taxes collected pursuant to Section 4B of the Act, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds derived from the sale of bonds, and other proceeds may be expended by the Corporation for any of the projects authorized by the Articles of Incorporation, consistent with the Act, subject to the following limitations:

- 1) Expenditures from the proceeds of bonds shall be identified and described in the orders, resolutions, or other agreements submitted to and approved by the City Council prior to the sale and delivery of the bonds to the purchasers thereof.

- 2) Expenditures that may be made from a fund created from the proceeds of bonds, and expenditures of monies derived from sources other than the proceeds of bonds may be used for the purposes of financing or otherwise providing one or more projects, as defined in the Act. The specific expenditures shall be described in a resolution or order of the Board and shall be made only after the approval thereof by the City Council.
- 3) All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by these Bylaws or in contracts meeting the requirements of the Articles. Only those expenditures exceeding the authorized spending limits for the Coppell City Manager will require approval by the Board and City Council. Expenditures within the authorized spending limits of the City Manager shall be approved by the City Manager or his designee.

b. No bonds, including refunding bonds, shall be authorized or sold and delivered by the Corporation unless the City Council shall approve such bonds, by action taken prior to the date of sale of the Obligations and witnessed by a resolution, as adopted by the City Council.

### SECTION 13. CONTRACTS.

a. As provided herein, the President and Secretary shall enter into any contracts or other instruments which the Board has approved and authorized in the name and on behalf of the Corporation. Such authority may be confined to specific instances or defined in general terms.

b. When appropriate, the Board may grant a specific or general power of attorney to carry out some action on behalf of the Board, provided, however that no such power of attorney may be granted unless an appropriate resolution of the Board authorizes the same to be done.

c. All contracts or other instruments, as described herein, approved and authorized by the Board shall be approved by the City Council.

## ARTICLE V 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.

- a.      The fiscal year of the Corporation shall be the same as the fiscal year of the City.

### SECTION 3.      SEAL.

- a.      The Board shall obtain a corporate seal which shall bear the words "Corporate Seal of Coppell Recreation Development Corporation".
- b.      The Board may thereafter use the corporate seal and corporate name; but these Bylaws shall not be construed to require the use of the corporate seal.

### SECTION 4.      APPROVAL OR ADVICE AND CONSENT OF THE CITY COUNCIL.

- a.      To the extent that these Bylaws refer to any action, approval, advice, or consent by the City or refer to action, approval, advice or consent by the City Council, such action, approval, advice or consent shall be approved by a Resolution, duly adopted by the City Council.
- b.      Amendments to these Bylaws shall be approved by a Resolution, duly adopted by the City Council.



SECTION 5.        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 are governmental functions.
- b.        The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the City Council and each employee of the City, to the fullest extent permitted by law against any and all liability or expense, including attorney's fees, incurred by any such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.
- c.        The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the Corporation, whether or not the Corporation has the power to indemnify that person against liability for any of those acts.

SECTION 6.        GIFTS.

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

SECTION 7.        CODE OF CONDUCT.

Each Director, including the President and Vice President, its officers, employees, and agents shall abide by and be subject to the City Code of Conduct.

SECTION 8.        AMENDMENTS TO BYLAWS.

- a.        These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of four (4) of the Board Directors, subject to approval by the City Council.
- b.        The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly noted to the Board.

SECTION 9.        DISSOLUTION OF THE CORPORATION.

Upon dissolution of the corporation, titles to or other interest in any real or personal property owned by the Corporation at such time shall vest in the City of Coppel.

SECTION 10.      APPLICABILITY OF CITY CHARTER, POLICIES AND PROCEDURES.

a.        The City Charter and all duly approved City policies and procedures shall apply directly to the Corporation and the Board unless such charters, policies or procedures are superseded by state law or not related to the function of the Board.

b.        The Board has the prerogative, subject to approval by the City Council, to adopt other policies and procedures, in addition to, or in place of, those of the City.

SECTION 11.      EFFECTIVE DATE.

These Bylaws shall become effective upon the approval of such by the Board and by the City Council, upon adoption of a Resolution.