

**BYLAWS OF THE  
SUGAR LAND LEGACY FOUNDATION  
A TEXAS NON-PROFIT CORPORATION**

**ARTICLE 1. DEFINITIONS.**

1.1. In this Article:

*Board* means the Board of Directors of the Corporation.

*City* means the City of Sugar Land, Texas.

*City Council* means the city council of the City of Sugar Land, Texas.

*Corporation* means the Sugar Land Legacy Foundation.

**ARTICLE 2. PURPOSE**

2.1. The Corporation is organized exclusively for charitable purposes allowed by law, including supporting the City in the City's acquisition, ownership, construction, development, improvement, operation, or maintenance of land and facilities owned or controlled by the City including land, facilities, and activities for recreation, entertainment, sports, the arts, and similar activities that might benefit the citizens of the City of Sugar Land.

2.2. The Corporation will focus its efforts on encouraging persons, businesses, and corporations, to make contributions of funds or donations of real estate or other property of value, to the Foundation.

2.3. The Corporation may not:

2.3.1. Engage in any activities that do not further its purposes as set forth in this Certificate or take any action that would be inconsistent with the requirements for a tax exemption for charitable organizations under Internal Revenue Code Section 501(c) (3) and Texas Tax Code Section 11.18 (c) and related regulations and rulings;

2.3.2. Pay any of its net earnings for the benefit of any private individual, other than for services rendered or as provided for in these Bylaws; or

2.3.3. Devote a substantial part of its activities or income to attempting to influence legislation or the outcome of any public election.

### **ARTICLE 3. POWERS**

3.1. The Corporation has all the powers of a Texas non-profit corporation and will operate in compliance with State law, including Chapter 22 of the Texas Business Organization Code, the Corporation's Certificate of Formation, and these adopted Bylaws.

### **ARTICLE 4. OFFICES**

4.1. The Corporation's initial office will be located at City Hall, 2700 Town Boulevard North, Sugar Land, Texas 77479.

### **ARTICLE 5. BOARD OF DIRECTORS**

5.1. Number. The Board will have no less than five, but no more than fifteen directors.

5.2. Qualifications. To qualify to serve as a director, a person must be committed to achieving the Corporation's purpose with the financial skills, knowledge, experience or resources necessary to achieve those purposes.

5.3. Appointment, Vacancies, and Removal. The City Council appoints the persons to serve as directors on the Board, will fill vacancies on the Board, and may remove a director at any time.

5.4. Terms. Directors serve two-year terms that begin on October 1 and end on September 30. Directors continue to serve until their successors are appointed. To provide for staggered terms, the City Council may appoint a specified number of the initial directors to serve one-year terms.

5.5. Compensation and Expenses. Directors will not receive a salary or other fixed compensation for their service, but may be reimbursed for expenses incurred under written policies approved by the Board.

5.6. Meetings. Meetings will be held as requested by the President or a majority of the Board or at regular intervals as determined by the Board.

5.7. Quorum. A majority of the appointed directors are a quorum for the transaction of corporate business. The directors may, by resolution, approve procedures to allow directors who cannot attend a meeting to participate in the meeting by telephone or video conference and vote on matters that come before the board. .

5.8. Executive Committee. The board of directors by resolution may elect three or more other directors to serve on an executive committee which will include the President that has and may exercise the authority of the board of directors to the extent specified in the resolution. The designation of the executive committee and the delegation of authority to the committee does not

operate to relieve the board of directors, or an individual director, of any responsibility imposed on the board or director by law.

## **ARTICLE 6. OFFICERS**

6.1. Officers. The City Council will appoint a director to serve as president of the corporation, who serves at the pleasure of the City Council and may be removed at any time. The Board will elect directors to serve as vice-president, secretary, and treasurer, who serve at the pleasure of the board and may be removed at any time.

6.2. Term. Officers serve one-year terms, or until their successors are appointed.

6.3 President. The president presides at all Board meetings, supervises the business of the Corporation, and performs other duties assigned by the Board. The president executes contracts and other documents evidencing actions approved by the Board. Not less than once a year ,the president will give a report to the City Council on the Corporation's activities and financial condition. The president may appoint directors to standing or temporary committees to assist or make recommendations to the Board.

6.4. Vice-President. The vice-president performs the duties of the president in the president's absence and performs other duties as assigned by the president or the Board.

6.5. Secretary. The secretary notifies the directors of Board meetings, records votes and minutes of the Board's meetings, is the custodian of the Corporation's records, and performs other duties as assigned by the president or the Board.

6.6. Treasurer. The treasurer keeps accurate accounts of the Corporations' expenditures and revenues, insures the Board's financial policies are followed, makes regular financial reports to the Board, provides for an independent audit of the Corporation's accounts as requested by the Board, and performs other duties as assigned by the president or the Board.

6.7. Compensation. Directors will not receive a salary or other fixed compensation for their service, but may be reimbursed for out-of-pocket expenses arising from their duties under policies approved by the Board.

## **ARTICLE 7. FINANCE.**

7.1. Fiscal Year. The Corporation's fiscal year is January 1st to December 31st.

7.2 Annual Budget. The Board will adopt an annual budget which specifies revenues and major expenditures by type and amount.

7.3 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of corporate funds may be signed manually or electronically, as approved by the corporate officers

specified in a resolution adopted by the Board, or in the absence of a resolution, by at least two officers.

7.4. Deposits. All corporate funds will be deposited in a bank or other depositories selected by the Board.

## **ARTICLE 8. MISCELLANEOUS**

8.1 Dissolution. Upon the Corporation's dissolution, its assets will be distributed to the City.

8.2. Amendment to Certificate of Formation or Bylaws. An amendment to the Corporation's Certificate of Formation or these Bylaws is not effective until approved by the Board and the City Council.

8.3. Controlling Law and Conflicts. These Bylaws are subject to the Texas Business Organization Code, including Chapter 22, governing nonprofit corporations. If there is a conflict between these Bylaws and the mandatory provisions of the Texas Business Organization Code, the latter controls.

8.4. Bylaws Effective Date. These Bylaws are effective on the date approved by the initial Board of Directors. Any amendments to the Bylaws are effective on the latest date of the dates approved by the Board and the City Council. The initial Bylaws were adopted by the initial Board of Directors on July 6, 2010.