

**ORDINANCE NO. 2024-008**

**AN ORDINANCE CONCERNING THE ARTICLES OF INCORPORATION  
AND BYLAWS FOR THE CITY OF AMES ECONOMIC DEVELOPMENT  
CORPORATION FOR THE CITY OF AMES, TEXAS.**

**WHEREAS**, the City Council of Ames, Texas has authorized the creation of an Economic Development Corporation to encourage the orderly growth and development of the community; and

**WHEREAS**, articles of incorporation, as well as bylaws, are required to create and govern the economic development corporation;

**WHEREAS**, the City Council of Ames must approve said articles of incorporation and bylaws;

**NOW, THEREFORE: BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AMES, TEXAS.**

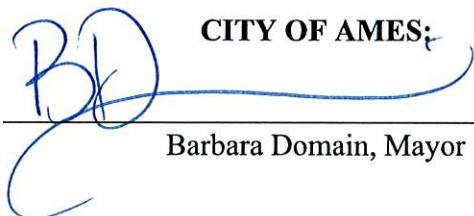
**Section 1:** The economic development corporation shall be chartered under the name “City of Ames Economic Development Corporation.”

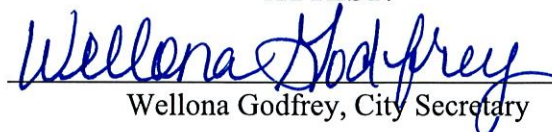
**Section 2:** The attached Articles of Incorporation (Exhibit A) and the attached Bylaws of the Corporation (Exhibit B) and incorporated herein, are hereby approved by the City Council of Ames, Texas.

**Section 3:** The Articles of Incorporation and the Bylaws can be modified as provided within those documents and as allowed by State law. Additionally, any change or modification must be approved by the City Council of Ames, Texas.

**Section 4:** If any provision of this ordinance or its application to any person or circumstances is held invalid, the remainder of the ordinance or the application of the provisions to other persons or circumstances shall not be affected.

SIGNED and APPROVED this the 14TH day of May 2024.

  
CITY OF AMES;  
\_\_\_\_\_  
Barbara Domain, Mayor

ATTEST:  
  
\_\_\_\_\_  
Wellona Godfrey, City Secretary

**ARTICLES OF INCORPORATION**  
**OF**  
**THE CITY OF AMES ECONOMIC DEVELOPMENT CORPORATION**  
**A Texas Non-Profit Corporation**

I, the undersigned natural person being at least 18 years of age and a resident of the City of Ames, Texas: a resident of the county in which the major part of the municipality is located; or reside within then (10) miles of the municipalities boundaries, a Texas municipal corporation (the "City") acting as incorporators of a public instrumentality and non-profit industrial development corporation (the "Corporation") under the provisions of Section Type B of the Development Corporation Act of 1979, Tex. Rev. Civ. Stat. Ann. Art. 5190.6, as amended (the "Development Corporation Act"), with the approval of the governing body of the City of Ames, Texas (the "City"), as evidenced by the Resolution attached hereto and made a part hereof for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation.

**ARTICLE 1 – NAME**

The name of the Corporation is the CITY OF AMES ECONOMIC DEVELOPMENT Corporation.

**ARTICLE 2 – NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation specifically governed by Section Type B of the Development Corporation Act, as now existing or may be amended.

**ARTICLE 3 – DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 4 – PURPOSE**

The Corporation is organized exclusively for the public purposes authorized in the Development Corporation Act and **with the approval of each project by the Ames City Council**. The Development Corporation is authorized to acquire grants and loans study and fund all permissible projects prescribed in the Development Corporation Act and for the promotions and development of new or expanded business enterprises, and any other purpose authorized by the Development Corporation Act, including , but not limited to land, buildings, equipment, facilities, and related area transportation facilities, and related roads, streets, and water and sewer facilities, and other related improvements that enhance and of those items; or promote of develop new or expanded business enterprises and any projects related thereto, including a project to provide public safety facilities, streets and roads, drainage and related improvements, demolition of existing structured, general municipally owned improvements or facilities that are related to any of those projects and any other



project that the board in its discretion determines promotes or develops now or expanded business enterprises, and maintenance and operation costs associated with all of the above projects. The corporation shall also provide a means to help eliminate or lessen neighborhood tensions, prejudice and discrimination, community deterioration, and relief of the poor and distressed or underprivileged.

The Corporation shall have and exercise all the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations by the Texas Business Organization Code as amended. The corporation shall be subject to any limitations imposed by such Section Type B. If any conflict arises between these statutes regarding the Corporation's powers, the Development Corporations Act shall control and govern the Corporation. To the extent of a conflict between Section 23 or any other section of the Development Corporation Act, the provisions of such Section Type B shall prevail.

#### **ARTICLE 5 – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Ames City Hall, 304 Martin St., Ames, Texas 77575-9587. The registered agent shall be the City of Ames.

#### **ARTICLE 6 – DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors which shall be composed of a minimum of seven (7) and a maximum of eight (8) persons appointed by the City Council. The names of the persons who are to serve as the initial Board of Directors are shown below:

1. Emmett Albro
2. Reggie Rollins
3. Giovanni Stewart
4. Eddie White
5. Jerry Reescano
6. John Bennett
7. Barbara Lange
8. Anthony Landry

The directors shall meet the following qualifications:

- (a) No more than three (3) Directors can be employees, officers, or members of the City Council of the City of Ames.
- (b) All Directors must be residents of the City of Ames or the immediate area, having resided in the City, or a resident of the county in which a major part of area of the municipality is located; or within ten (10) miles of the municipality's boundaries.

All Directors are appointed to a two-year (2) term.

Any vacancy occurring shall be filled by appointment by the City Council.

Each Director, including the Initial Directors, shall be eligible for reappointment. Directors are removable by the City Council for cause or at will. The Directors shall serve

without compensation except that they shall be reimbursed for pre-approved actual expenses incurred in the performance of their duties as Directors.

#### **ARTICLE 7 – MEMBERSHIP/STOCK**

The Corporation has no members and is a non-stock corporation, governed as set forth in Article 4 herein.

#### **ARTICLE 8 – AMENDMENTS**

These Articles of Incorporation may at any time and from time to time be amended as provided in the Development Corporation Act to make any changes therein and add any provisions thereto which are lawful under the Development Corporation Act as then in office. Any such amendment shall be affected in either of the following manners: (a) the members of the Board of Directors of the corporation shall file with the City Council a written application specifying the amendments proposed and requesting approval of the same, following which the City Council shall consider such application and if approved shall by resolution duly find and determine that the proposed amendments be made and shall approve the form of the proposed amendments, after which the Board of directors of the corporation may amend the Article of Incorporation by adopting such amendment to the Secretary of State, or (b) The City Council may, at its sole discretion, and at any time, amend these Articles of Incorporation, and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation subject to the provisions of the Development Corporation Act, and subject to any limitation provided by the Constitution and laws of the State of Texas and the United State of America regarding the impairment of contracts entered into by the corporation by written resolution adopting the amendments to the Articles of Incorporation of the Corporation or articles of dissolution and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Development Corporation Act or upon election as provided in the Act. Amended or Restated Articles of Incorporation may be filed with the Secretary of State as provided in the Development Corporation Act.

#### **ARTICLE 9 – INCORPORATORS**

1. Emmett Albro
2. Reggie Rollins
3. Giovonni Stewart
4. Eddie White
5. Jerry Reescano
6. John Bennett
7. Barbara Lange
8. Anthony Landry

**ARTICLE 10 – AUTHORITY**

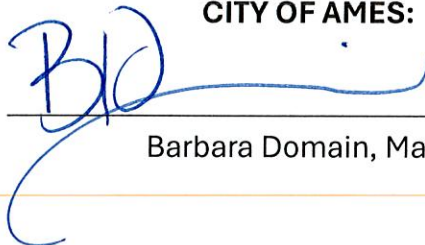
The City of Ames has specifically authorized the City of Ames Economic Development Corporation by resolution to act on its behalf to further the public purpose or purposes stated in the resolution and in the articles of incorporation and has approved the articles of incorporation.

**ARTICLE 11 – DISSOLUTION**

If the corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership but shall be transferred and delivered to the City after satisfaction or provision for satisfaction of debts and claims.

SIGNED and APPROVED this 30TH day of April 2024.

**CITY OF AMES:**

  
\_\_\_\_\_  
Barbara Domain, Mayor

**ATTEST:**

  
\_\_\_\_\_  
Wellona Godfrey, City Secretary



**SIGNATURES OF  
INCORPORATORS:**




EMMETT ALBRO



REGGIE ROLLINS



GIOVANNI STEWART



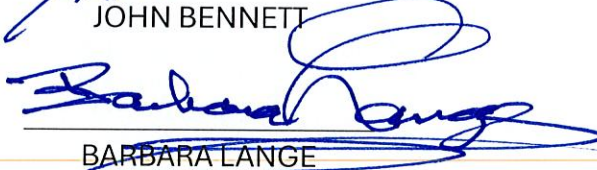
EDDIE WHITE



JERRY REESCANO



JOHN BENNETT



BARBARA LANGE

ANTHONY LANDRY

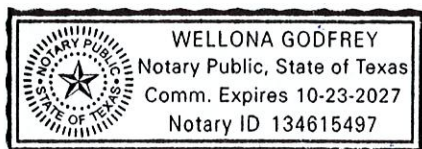
THE STATE OF TEXAS §

COUNTY OF LIBERTY §

BEFORE ME, a Notary Public, on this day personally appeared Emmett Albro, Reggie Rollins, Giovanni Stewart, Eddie White, Jerry Reescano, John Bennett, Barbara Lange, Anthony Landry, known to me to be the persons whose names are subscribed to the foregoing documents and being by me first duly sworn, declared that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS 30<sup>TH</sup> DAY OF April, 2024.

(SEAL)



*Wellona Godfrey*  
WELLONA GODFREY  
NOTARY PUBLIC, STATE OF TEXAS



304 Martin Street, Ames, Texas 77575  
(936) 336-7278 Office  
(936) 336-8856 Fax

## **BYLAWS OF CITY OF AMES ECONOMIC DEVELOPMENT CORPORATION**

### **ARTICLE 1 – 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 Ames, Texas, a Texas Municipal Corporation (the “City”) as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1970, Tex. Rev. Civ. Stat. Ann. Art. 5190.6. as amended, (the “Act”), and other applicable laws.

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

### **ARTICLE 2 – 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 the powers of the Corporation.
- (b) The Board shall consist of a minimum of seven (7) and a maximum of eight (8) directors, each of whom shall be appointed by the City Council (the “City Council”) of the City of Ames.
- (c) As stated in the Articles of Incorporation, three (3) directors shall be persons who are not employees, officers, or members of the governing body of the City.
- (d) Each director must be a resident of the City, a resident of the county in which a major part of the area of the municipality is located; or reside within ten (10) miles of the municipality’s boundaries.



- (e) The directors constituting of the first Board shall be those directors named in the Articles of Incorporation.
- (f) Any director may be removed from the Board by the City Council at any time without cause.

Section 2. Meeting of Directors. The directors may hold their regular meetings at such place or places within the City limits 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 5 of these Bylaws. Special meetings of the Board shall be held whenever call by the president, by the secretary, by the majority of directors, by the Mayor of the City, or by the majority of the City Council. All special meetings shall notify the secretary of the Corporation of the information required to be included in the notice of the meeting. All posting of meeting notices will be in accordance with these Bylaws. A meeting notice shall be deemed delivered to any director when deposited in the United State mail, email, and/or phone call to each director.

Section 3. Notice and Open Meetings Act. All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice of each meeting shall be given to the public in accordance with the provisions of the Texas Government Code, Chapter 551 (The Texas Open Meetings Act) as amended.

Section 4. Quorum and Voting. A majority of the entire membership of the Board shall constitute a 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 present shall constitute the act of the Board and of the Corporation unless the act of a greater number is required by law.

Section 5. Conduct of Business.

- (a) At the meeting of the Board, matters pertaining to the business of the corporation shall be considered in accordance with rules of procedure as from time to time prescribed by 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 at 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 6. 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. 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. Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed (with prior approval) for the actual expenses incurred in the performance of their duties hereunder.

Section 8. Ex-Officio Members. The Mayor, or her/her designee, may attend all meetings of the Board of Directors or committees, including executive sessions. The Mayor, or her/his designee, shall not have the power to vote in the meetings attended; however, she/he shall have the right to participate in any discussion.

### **ARTICLE 3 – OFFICERS**

Section 1. Titles and Terms of Office.

- (a) The officers of the Corporation shall be a president, a vice president, and a secretary and such other officers as the Board may from time to time elect or appoint. The City of Ames shall serve as treasurer. One person may hold more than one office, except that the president shall not hold the office of secretary. The term of the office shall be two years.
- (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 and approved by the City Council.

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, assignments, mortgages, notes, and other legal instruments in the name of the Corporation. Final approval will be made by the City Council with a majority of votes.

Section 3. Vice President. The vice president shall have such 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.



Section 4. Treasurer. The City of Ames shall act as treasurer for the Board, having the responsibility to see to handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws and statutes governing corporations formed under the Act. Upon approval of the Board, the treasurer may endorse and sign, on behalf of the Corporation, for collection of issuance, check, 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 accounts of all monies received and paid out on account of the Corporation.

Section 5. Secretary. The secretary shall keep the minutes, of all the meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the president upon approval of the Board in the name of the Corporation, and/or attest to the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the corporation, shall have charge of the corporation books, records, documents and instruments, except the 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. Eligible individuals. The president, the vice president and secretary shall be named from among the members of the Board. The treasurer and any assistant secretaries may be persons or an entity other than members of the Board, including but not limited to employees of the City.

Section 7. General Manager. The Mayor, or her/his designee, shall serve as the General Manager of the Corporation and be the Chief Administrator Officer to be in general charge of the properties and affairs of the Corporation. The General Manager shall administer all work order, requisitions for payment, purchase orders, contract administrations/oversight, contract management, and other instrument or activities as prescribed by the Board in the name of the Corporation as approved by the City Council.

Section 8. 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 (pre-approval is required) incurred in the performance of their duties hereunder. Other officers may be compensated as directed by the Board.



## **ARTICLE 4 – FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS**

Section 1. Annual Corporate Budget. At least sixty (60) days prior to the commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the Mayor of inclusion with the annual budget and submitted to the Council. The budget shall not be effective until the same has been approved by the Council.

### Section 2. Books, Records, Audits.

- (a) The corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities and affairs.
- (b) At the direction of the Council, the books, records, accounts, and financial statements to be maintained for the Corporation by the Corporation.
- (c) The Corporation 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 City. Such an audit shall be at the expense of the Corporation. Audit copies are to be filed with the city.
- (d) All books, records, accounts, and financial statements shall be kept and administered in accordance with the Texas Public Information Act, Chapter 552, Texas Government Code. Any member of the City Council of the City of Ames, Mayor, Director or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation.

### Section 3. Deposits 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) All other monies of the Corporation shall be handled pursuant of the guidelines established in the City Investment Policy and 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 of the corporation upon the signature of its President and the Treasurer and such other and accounts will be performed by the Corporation.

Section 4. Expenditures of Corporate Money. The monies of the corporation, including sales and use taxes collected pursuant to the Act, the proceeds from the investment of the 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 the property, the proceeds derived from the sale of authorized by the Act, subject to the following limitations.

- (a) Expenditures from the proceeds of bonds shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Council.
- (b) Expenditures that may be made from a fund from the proceeds of bonds, and expenditures of monies derived from sources other than the proceeds of bonds may be used for purposes of financing otherwise providing one or more projects, as defined in the Act. As approved by the City Council.
- (c) 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 Article, as approved by the City Council.

No bonds, including refunding bonds, shall be authorized, or sold and delivered by the corporation without the approval of the City Council.

Section 5. Contracts. As provided in Section 5 above, the President and Secretary shall execute any contracts or other instruments which the Board has approved and authorized to be executed, provided, however, that the Board may, by appropriate resolution, authorize any officer(s) or any other agent(s), to enter into contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be confirmed in specific instances or defined in general terms. When appropriate the Board may grant a specific or general power of attorney to carry out action on behalf of the Board, provided, however, that no such power of attorney may be granted unless as appropriate resolution of the Board authorizes the same to be done.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin January 1 and end on December 31 of the following year.

Section 7. Checks and Drafts. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the President and/or Treasurer and the Mayor.

Section 8. Contribution. The Board of Directors may accept on behalf of the Corporation contributions, grant, or request to be used for the general purpose of or for any special purpose of the Corporation. Special funds shall include all funds from Government contracts and contributions designated by a donor for special purposes. All other funds shall be general funds.

**ARTICLE 5 – CONFLICT OF INTEREST**

The Conflict-of-Interest Policy and Agreement is hereby made a part of these Bylaws. See Attached Conflict-of-Interest Policy.

**ARTICLE 6 – AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the authorized directors serving on the Board, subject to approval by the City Council. The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly passed and adopted by motion, resolution, or ordinance duly reflected in the minutes of the City Council, and thereafter, duly noted to the Board.

THESE BYLAWS WERE APPROVED BY THE AMES CITY COUNCIL

PASSED, APPROVED, AND ADOPTED THIS 14<sup>TH</sup> DAY OF May, 2024.



Barbara Domain, Mayor  
City of Ames

\_\_\_\_\_  
Emmett Albro, President  
Ames Economic Development Corporation