

RESOLUTION NO. 16 -2022

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS, APPROVING A REPEAL OF THE “SECOND BYLAWS” OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”), AND REPLACING SAID BYLAWS WITH THE “THIRD BYLAWS” AS IDENTIFIED HEREIN; AND DECLARING AN EFFECTIVE DATE THEREOF.

**WHEREAS**, in 1989, Texas legislation was passed to authorize 4A sales taxes for economic development whereby Type A corporations could be created to fund primary job creation projects such as business infrastructure, manufacturing, corporate offices, call centers, and research and development facilities. All expenditures must be for specific economic development projects. Type A corporations can also fund job training classes and public transportation; and

**WHEREAS**, in 1991 and 1993, Texas legislation authorized 4B sales taxes for economic, civic, and community projects. Type B corporations can fund all projects eligible for Type A, as well as parks, museums, sports facilities, public infrastructure including water and sewer lines, public safety facilities, and similar projects that will promote new or expanded business enterprises; and

**WHEREAS**, the Texas legislation authorizing a 4B sales tax and creation of a Type B corporation was found in Vernon’s Annotated Civil Statutes, Article 5190.6, Section 4B. The current Texas legislation can now be found in the Development Corporation Act, beginning in [Chapter 501](#) of the Texas Local Government Code, as well as in [Chapter 502](#), and [Chapter 505](#), as may be amended from time to time; and

**WHEREAS**, in 1999, a Special Election was held in the City of Mesquite, Texas, as outlined in [Resolution No. 36-\[19\]99](#), whereby the majority of the City’s qualified voters authorized a 4B one-half cent sales and use tax to be used for transportation, public safety, and public parks and recreation projects; and

**WHEREAS**, the governing body (“**City Council**”) of the of the City of Mesquite, Texas (“**City**”) created a Type B corporation known as the Mesquite Quality of Life Corporation, and approved the Articles of Incorporation (the “**FIRST ARTICLES OF INCORPORATION**”) with the passage of [Resolution No. 37-\[19\]99](#) on August 19, 1999; and

**WHEREAS**, the Bylaws (the “**FIRST BYLAWS**”) of the Mesquite Quality of Life Corporation (“**MQOLC**”) were originally approved by the Board of Directors of the Mesquite Quality of Life Corporation (“**Board of Directors**”) by MQOLC Board Resolution No. 02-99, on September 28, 1999, and subsequently approved by the City Council with the passage of [Resolution No. 47-\[19\]99](#) on October 4, 1999; and

**WHEREAS**, in 2003, the Board of Directors of the Mesquite Quality of Life Corporation approved amendments to the MQOLC Articles of Incorporation (the “**SECOND ARTICLES OF INCORPORATION**”); and the City Council subsequently approved with the passage of [Resolution No. 61-2003](#) on October 20, 2003; and

**WHEREAS**, the Board of Directors also approved amendments to the MQOLC Bylaws (the “**SECOND BYLAWS**”) on September 30, 2003; and the City Council subsequently approved with the passage of [Resolution No. 60-2003](#) on October 20, 2003; and

**WHEREAS**, in 2022, the Board of Directors approved new MQOLC Bylaws (the “**THIRD BYLAWS**”) on March 23, 2022 at its regular scheduled meeting, and hereby submits the THIRD BYLAWS to the City Council for approval.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESQUITE, TEXAS:**

**SECTION 1. Recitals Incorporated.** The City Council hereby finds and determines the recitals made in the preamble of this resolution are true and correct, and hereby incorporates such recitals here in the body of this resolution as if copied in their entirety.

**SECTION 2. Repeal and replacement of MQOLC Bylaws.** That the City Council approves the repeal of the “SECOND BYLAWS” of the Mesquite Quality of Life Corporation (“MQOLC”) and replacement with the “THIRD BYLAWS” as approved by the Board of Directors of the MQOLC on March 23, 2022, and attached hereto as **EXHIBIT A**.

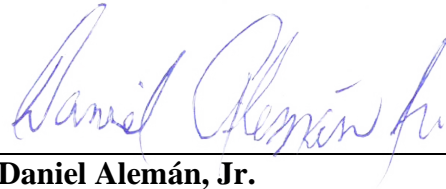
**SECTION 3. Authorization of Transitional Provisions – Authority to adjust time period of Board of Directors’ terms.** The City Secretary or his/her designee is hereby authorized to make one-time adjustments to the existing Board of Directors’ terms, as necessary to align persons with position numbers and coordinating expiration dates as identified in the THIRD BYLAWS of the MQOLC.

- (1) The Directors’ terms shall be adjusted to be started on **JANUARY 1, 2022**, and expiring on December 31st in subsequent odd and even years, and said initial terms may be of approximately two (2) or three (3) years, more or less, for transitional purposes.
- (2) Thereafter, each successive member of the Board of Directors shall be appointed and serve for terms of approximately two (2) years with expiration dates of December 31st in subsequent odd and even years based on assigned position numbers.
- (3) Partial and full current terms served by any person, appointed to the Board of Directors for the Mesquite Quality of Life Corporation, are zeroed out. Partial and full terms shall not be counted as having been a “term served” any time prior to JANUARY 1, 2022.

**SECTION 4.**            **Severability Clause.**    Should any word, sentence, paragraph, subdivision, clause, phrase, or section of this Resolution be adjudged or held to be void or unconstitutional, the same shall not affect the validity of the remaining portions of said Resolution, which shall remain in full force and effect.

**SECTION 5.**            **Effective Date.**            That this resolution shall take effect and be in force immediately upon its adoption and it is accordingly so resolved.

**DULY RESOLVED** by the City Council of the City of Mesquite, Texas, on the 4th day of APRIL, 2022.



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**Daniel Alemán, Jr.**  
**Mayor**

**ATTEST:**



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**Sonja Land**  
**City Secretary**

**APPROVED AS TO LEGAL FORM:**



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**David L. Paschall**  
**City Attorney**

**EXHIBIT A**

**To Resolution No. 16-2022**

THIRD BYLAWS  
of the Mesquite Quality of Life Corporation ("MQOLC")

**THIRD**  
BYLAWS OF THE  
MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**ARTICLE I. - IN GENERAL**

**SECTION 1. ABBREVIATIONS AND ACRONYMS.**

The following abbreviations and acronyms may be used within these Bylaws or other City resource materials:

- (1) Articles: Articles of Incorporation.
- (2) Board: Board of Directors of the Mesquite Quality of Life Corporation.
- (3) City: City of Mesquite, Texas.
- (4) City Council: Mayor and City Council Members of the City of Mesquite, Texas.
- (5) Director: A Director on the Board of Directors of the MQOLC.
- (6) MQOLC: Mesquite Quality of Life Corporation.
- (7) the Act: Development Corporation Act.
- (8) TNPCA: Texas Non-Profit Corporation Act.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION ("MQOLC")

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**ARTICLE II. - PURPOSE AND POWERS**

**SECTION 1. PURPOSE.**

- A. The Mesquite Quality of Life Corporation ("**MQOLC**") is incorporated as a non-profit corporation for the purposes set forth in the Articles, the same to be accomplished on behalf of the City of Mesquite, Texas (the "**City**") as its duly constituted authority and instrumentality as referenced in this ARTICLE II, SECTION 1 – PURPOSE, other applicable laws, and including all permissible projects prescribed by the Act, limited to the following:
1. Transportation
  2. Public Safety
  3. Public Parks and Recreation
- B. All revenues will be used for projects in the three areas described above and funds may be used for the maintenance and operation expenses for any of the above-described projects.
- C. The Corporation shall be a nonprofit 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.

**SECTION 2. POWERS**

- A. In the fulfillment of its corporate purpose, the TYPE B CORPORATION shall be governed by the Act, and shall have all of the powers set forth and conferred in the Development Corporation Act for TYPE B CORPORATIONS, and in other applicable laws, subject to the limitations prescribed therein and herein, and to the provisions thereof and hereof.
- B. The property and affairs of the Corporation shall be managed and controlled by a Board of Directors and, subject to the restrictions imposed by law, by the Articles and these Bylaws. The Board of Directors shall exercise all of the powers of the Corporation.
- C. In the fulfillment of its corporate purposes, the Corporation shall have the power to provide financing to pay the costs of projects through the issuance or execution of bonds, notes, and other forms of debt instruments, and to acquire, maintain and lease and sell property, and interests therein, all to be done and accomplished on behalf of the City and for its benefit and to accomplish its public and governmental purposes as its duly constituted authority and public instrumentality pursuant to the Development Corporation Act and under, and within the meaning of the Internal Revenue Code of 1986, as amended, and the applicable regulations and rulings.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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- D. No bonds, notes, or other debt instruments or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, notes, or other debt instruments or other obligations, or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State of Texas, the City, or any other corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, notes and other debt instruments and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Development Corporation Act for TYPE B CORPORATIONS and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

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**ARTICLE III. - AUTHORITY; REGISTERED OFFICE; & REGISTERED AGENT**

**SECTION 1. AUTHORITY.**

- A. The formation of a nonprofit corporation is governed by the Texas Non-Profit Corporation Act (the “**TNPCA**”) located in the Texas Business Organizations Code, Title 2, [Chapter 22 – Nonprofit Corporations](#).
- B. A 4B sales tax and creation of a TYPE B CORPORATION is governed by the Texas Development Corporation Act of 1979, Vernon’s Annotated Civil Statutes, Article 5190.6, Section 4B. The current Texas legislation can now be found in the Development Corporation Act (the “**Act**”), beginning in Chapter 501 of the Texas Local Government Code, as well as in Chapter 502, and Chapter 505, as may be amended from time to time.

For purposes of these Bylaws, the “Act” refers to the following chapters in the Texas Local Government Code:

[Chapter 501.](#) Provisions Governing Development Corporations

[Chapter 502.](#) Provisions Applicable to Type A and Type B Corporations

[Chapter 505.](#) Type B Corporations

- C. Resolutions of the City Council of the City of Mesquite, Texas, including but not limited to:

[Resolution No. 36-\[19\]99.](#)

A Resolution of the City Council of the City of Mesquite, Texas, canvassing the returns and declaring the results of a Special Election held in the City of Mesquite, Texas. On August 14, 1999, for the purpose of determining whether to adopt an additional one-half of one percent sales and use tax to be used for transportation, public safety, and public parks and recreation projects authorized by Vernon’s Annotated Civil Statutes, Article 5190.6, Section 4B.

[Resolution No. 37-\[19\]99.](#)

A Resolution of the City Council of the City of Mesquite, Texas, approving the [first] Articles of Incorporation of the corporation created pursuant to Article 5190.6 Section 4B, Vernon’s Annotated Civil Statutes and providing an effective date thereof.

[Resolution No. 47-\[19\]99.](#)

A Resolution of the City Council of the City of Mesquite, Texas, approving the [the “FIRST BYLAWS”] Bylaws of the Mesquite Quality of Life Corporation, a corporation created pursuant to Article 5190.6, Section 4B, Vernon’s Annotated Civil Statutes.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION ("MQOLC")

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[Resolution No. 61-2003.](#)

A Resolution of the City Council of the City of Mesquite, Texas, approving amendments to the Articles of Incorporation of the Mesquite Quality of Life Corporation [the "Second Articles"]; and declaring an effective date thereof.

[Resolution No. 60-2003.](#)

A Resolution of the City Council of the City of Mesquite, Texas, approving amendments to the Bylaws of the Mesquite Quality of Life Corporation [the "SECOND BYLAWS"]; and declaring an effective date thereof.

[Resolution No. 16-2022.](#)

A Resolution of the City Council of the City of Mesquite, Texas, approving a repeal of the "SECOND BYLAWS" of the Mesquite Quality of Life Corporation ("MQOLC"), and replacing said bylaws with the "THIRD BYLAWS" as identified herein; and declaring an effective date thereof.

**SECTION 2. REGISTERED OFFICE AND REGISTERED AGENT.**

The Mesquite Quality of Life Corporation (the "**Corporation,**" "**MQOLC,**" or "**TYPE B CORPORATION**") shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (the "**TNPCA**") located in the Texas Business Organizations Code, Title 2, [Chapter 22 – Nonprofit Corporations](#), or successor and as amended.

The REGISTERED AGENT for the Corporation shall be the:

City Manager of the City of Mesquite, Texas.

The REGISTERED OFFICE of the Corporation, which shall serve as the principal office of the Corporation and the Board of Directors, shall be located at:

1515 N Galloway Ave  
Mesquite, Texas 75149

The MAILING ADDRESS of the Corporation is:

P.O. Box 850137  
Mesquite, TX 75185-0137

The Board of Directors of the Mesquite Quality of Life Corporation (the "**Board**" or "**Board of Directors**") may from time to time, change the registered agent and/or the address of the registered office, subject to approval of the City Council of the City of Mesquite, Texas (the "**City Council**"). Any such change must be appropriately reflected in these Bylaws and in the Articles of Incorporation (the "**Articles**") and filed in the office of the Secretary of State as required by the TNPCA.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**ARTICLE IV. - BOARD OF DIRECTORS**

**SECTION 1. ELIGIBILITY AND APPOINTMENT PROCESS.**

- A. The Board of Directors shall meet the eligibility requirements identified in Mesquite City Code, Chapter 20, [Article II – Eligibility and Appointment Process](#), or successor and as amended.
- B. The City Council shall appoint a Board of Directors in accordance with the provisions identified in Mesquite City Code, Chapter 20, [Article II – Eligibility and Appointment Process](#), or successor and as amended.

**SECTION 2. NUMBER OF DIRECTORS; TERM OF OFFICE; & TERM LIMITS.**

- A. The Board of Directors shall consist of seven (7) Directors, each of whom shall be appointed by the City Council to a specified position as designated below. Position numbers are assigned for term expiration date purposes and do not signify rank or seniority.

<b>Mesquite Quality of Life Corporation (“MQOLC”) – Board of Directors</b>	
Position No. 1.	Appointed for a term expiring in odd-numbered years.
Position No. 2.	Appointed for a term expiring in even-numbered years.
Position No. 3.	Appointed for a term expiring in odd-numbered years.
Position No. 4.	Appointed for a term expiring in even-numbered years.
Position No. 5.	Appointed for a term expiring in odd-numbered years.
Position No. 6.	Appointed for a term expiring in even-numbered years.
Position No. 7.	Appointed for a term expiring in odd-numbered years.

- B. The initial Board of Directors appointed in the positions stated above, shall be determined by the City Council, and shall serve a term starting on January 1, 2022 and expiring on December 31st in subsequent odd and even years, and said initial terms may be of approximately two (2) or three (3) years more or less for transitional purposes. Thereafter, each successive member of the Board of Directors shall be appointed and serve for terms of approximately two (2) years with expiration dates of December 31st in subsequent odd and even years based on assigned position numbers.

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- C. Terms and term limits are imposed in accordance with the provisions identified in Mesquite City Code, Chapter 20, Article III, [Division 1 – Regulations Applicable to All Boards, Commissions, and Committees](#), or successor and as amended.
- D. Any Director may be removed from office by the City Council at will.
- E. A vacancy of any Director's position, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council in accordance with Mesquite City Code, Chapter 20, [Article II – Eligibility and Appointment Process](#), or successor and as amended.

**SECTION 3. EX-OFFICIO MEMBERS.**

- A. The City Council may appoint Ex-Officio members to the Board of Directors, as it deems appropriate.
  - 1. When one of the seven (7) Director positions is assigned as an ex officio member, that ex officio member/Director has voting rights.
  - 2. When an ex officio member is appointed, in addition to the seven (7) Director positions, the ex officio member does not have voting rights. However, these representatives shall have the right to take part in any discussion of open meetings. These representatives shall serve a term of approximately one (1) year, more or less, expiring on December 31st, as the City Council deems appropriate.
- B. Ex-Officio members shall be required to take an Oath of Office and abide by, and be subject to, the City Code of Ethics.

**SECTION 4. GENERAL REGULATIONS APPLICABLE TO THE DIRECTORS.**

- A. The Mesquite Quality of Life Corporation Board of Directors shall comply with the provisions identified in Mesquite City Code, Chapter 20, Article III, [Division 1 – Regulations Applicable to All Boards, Commissions, and Committees](#), or successor and as amended.
- B. For purposes of compliance with Mesquite City Code, Chapter 20 – Boards, Commissions, and Committees, the Mesquite Quality of Life Corporation is hereby considered a Quasi-Judicial Board under Chapter 20.
- C. The Board of Directors shall also comply with the provisions identified in Mesquite City Code, Chapter 20, Article III, [Division 2 – Regulations Applicable to Only Quasi-Judicial Bodies](#), or successor and as amended.

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**SECTION 5. MEETINGS OF DIRECTORS.**

- A. For meetings of the Board of Directors, or for meetings of committees gathering in numbers that constitute a quorum of the Directors, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, [Chapter 551](#) of the Texas Government Code, or successor and as amended.
- B. The Board of Directors shall hold an annual meeting, regular, and special meetings, in the corporate limits of the City, at such place or places as the Board of Directors may from time to time determine, and in conformance with the Texas Open Meetings Act.
- C. The Board of Directors shall comply with the provisions identified in Mesquite City Code, Chapter 20, Article III, [Division 3 – Meetings](#), or successor and as amended.
- D. The Board of Directors shall comply with the provisions identified in Mesquite City Code, Chapter 20, Article III, [Division 4 – Attendance Requirements](#), or successor and as amended.
- E. Any member of the Board of Directors, Officers of the Corporation, or Mayor 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 of Director’s meeting.

**SECTION 6. QUORUM.**

- A. To conduct the business of the Corporation and of the Board of Directors, a quorum shall be present. A quorum shall be calculated as a majority number of the full membership of the Board of Directors; therefore, four (4) persons shall constitute a quorum.
- B. 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 of Directors and of the Corporation, unless the act of a greater number is required by these Bylaws, policies/procedures of the Board of Directors, City Council resolution/ordinance, state, or other law.

**SECTION 7. CONDUCT OF BUSINESS.**

- A. The Board of Directors shall be governed by the most recent revision of Robert’s Rules of Order. See Mesquite City Code, [Sec. 20-324 – Rules of Procedure](#), or successor and as amended.
- B. Specific rules of procedure may be adopted by the Board of Directors, subject to City Council approval. See Mesquite City Code, [Sec. 20-324 – Rules of Procedure](#), or successor and as amended.
- C. At all meetings of the Board of Directors, the President shall preside, in the absence of the President, the Vice President shall preside, in the absence of the Vice President, the Treasurer shall preside, and in the absence of the Treasurer, the Secretary shall exercise the powers of the President.

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- D. The Secretary of the Corporation shall act as Secretary of all meetings of the Corporation, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The Secretary shall keep minutes of the transactions of the Board of Directors and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

**SECTION 8. COMMITTEES OF THE BOARD OF DIRECTORS.**

- A. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees to assist the Corporation.
- B. Each such committee shall consist of two or more persons, appointed by the President, at least two of who must be Directors; the remainder need not be Directors but shall be residents of the City, property owners within the City, or business owners within the City, or their designated representative(s).
- 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.
- D. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Only the Board of Directors may exercise all final official actions of the Corporation.

**SECTION 9. COMPENSATION OF DIRECTORS.**

- A. The Directors, including the President, Vice President, Treasurer, and Secretary shall not receive any salary or compensation for their services. See Mesquite City Code, Chapter 20, [Sec. 20-314 – Salary](#), or successor and as amended.
- B. However, Directors may 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 of Directors. See *City of Mesquite Administrative Directives*, Travel Policy, or successor and as may be amended, and other related directives as may be applicable.
- C. Travel expenses incurred by Directors for both regular and special meetings are not eligible for reimbursement.

**SECTION 10. ATTENDANCE.**

- A. Directors must be present in order to vote at any meeting.
- B. Regular attendance at the Board meetings is required of all Directors.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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- C. Board of Director’s shall comply with the attendance requirements in Mesquite City Code, Chapter 20, Article III, [Division 4 – Attendance Requirements](#), or successor and as amended.

**SECTION 11. CONFLICT OF INTEREST.**

- A. The Board of Directors are subject to prohibitions of conflicts of interest as provided in the City’s Code Of Ethics, and State or other law as may be applicable, and as amended. See Mesquite City Code, Chapter 2, Article IV, [Division 2 – Code of Ethics](#), or successor and as amended.
- B. In the event that a Director is aware that he/she has a conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the Board of Directors, the director shall bring the same to the attention of the Board of Directors and shall abstain from discussion and voting thereof.
- C. Any Director shall bring to the attention of the Board of Directors any apparent conflict of interest or potential conflict of interest of any other Director, in which case the Board of Directors shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The Director about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the Board of Directors is cause for dismissal from the Board of Directors by action of the City Council.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**ARTICLE V. - OFFICERS**

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

- A. The following officers shall be elected by the Board of Directors from among its regular members by a majority vote of a quorum of the Board of Directors, present and voting:
- President
  - Vice President
  - Treasurer
  - Secretary
- B. The officers shall serve a term of approximately one (1) year and said term shall expire on the 31st day of December.
- C. The Secretary for the Mesquite Quality of Life Corporation shall be elected from the Board of Directors regular members. See Mesquite City Code, Chapter 20, [Sec. 20-326 – Officers of the Board, Commission, or Committee](#), or successor and as amended.
- D. A vacancy in an officer position which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by election by the Board, for the unexpired portion of the term of that office. See Mesquite City Code, Chapter 20, [Sec. 20-326 – Officers of the Board, Commission, or Committee](#), or successor and as amended.

**SECTION 2. POWERS AND DUTIES OF THE PRESIDENT.**

The President shall be the chief executive officer of the Corporation and shall, subject to the authority of the Board of Directors and paramount authority and approval of the City Council, preside at all meetings of the Board of Directors, and absent any different designation by a majority of the Board of Directors, shall sign and execute all contracts, conveyances, franchises, deeds, assignments, and notes in the name of the Corporation. In addition, the President shall:

- A. Call both regular and special meetings of the Board of Directors and establish the agenda for such; and
- B. Have the right to vote on all matters coming before the Board of Directors; and
- C. Subject to the provisions of ARTICLE IV, SECTION 8 – COMMITTEES OF THE BOARD OF DIRECTOR’S, the President has the authority to appoint standing or study committees to aid and assist the Board of Directors in its business undertaking or other matters incidental to the operation and functions of the Board of Directors; and
- D. Perform all duties incident to the office and such other duties as shall be prescribed from time to time by the Board of Directors, subject to approval by the City Council; and
- E. Appear before the City Council on a periodic basis to give a report on the status of activities of the Corporation; and
- F. Appear before the City Council, or be represented by his/her designee, regarding any item being considered by the City Council concerning the Corporation.



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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**SECTION 3. VICE PRESIDENT.**

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

**SECTION 4. TREASURER.**

The Treasurer shall have the responsibility 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, banks, or depositories as shall be designated by the Board of Directors 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. The Treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of his/her duties in such form and amount as the Board of Directors or the City Council may require.

**SECTION 5. SECRETARY.**

The Secretary shall keep the minutes of all meetings of the Board of Directors 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, deeds, assignments, notes and other instruments of the Corporation; 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 of Directors 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 of Directors. 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.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**ARTICLE VI. - FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS**

**SECTION 1. CHIEF ADMINISTRATIVE OFFICER.**

- A. The City Manager or his designee 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 administration/oversight, and other instruments or activities as prescribed by the Board of Directors in the name of the Corporation.
- B. The City Manager shall employ such full or part-time employees as needed to carry out the programs of the Board of Directors. These employees shall be employees of the City and perform those duties as are assigned to them. These employees shall be compensated as prescribed in ARTICLE VI, SECTION 3 – CONTRACTS FOR SERVICE AND REASONABLE COMPENSATION FOR SERVICES of these Bylaws. The City Manager shall have the authority, and subject to provisions of the City Charter and policies and procedures of the City, to hire, fire, direct, and control the work, as functionally appropriate, of such employees.
- C. The City Manager or his designee shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation. When necessary or proper, the City Manager 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. The City Manager shall see to the entry of the books of the Corporation of full and accurate accounts of all monies received and paid out on account of the Corporation. The City Manager shall, at the expense of the Corporation, give such bond for the faithful discharge of the duties in such form and amount, as the City Council shall require, by Resolution. The City Manager shall submit a monthly report to the Board of Directors, in sufficient detail, of all checks or drafts issued on behalf of the Corporation for the previous month.

**SECTION 2. BOARD OF DIRECTOR'S RELATIONSHIP WITH THE CITY.**

- A. In accordance with State law, the Board of Directors shall be responsible for the proper discharge of its duties assigned herein. The Board of Directors 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.
- B. Any request for services made to the departments of the City shall be made by the Board of Directors or its designee in writing to the City Manager. The City Manager may approve such request for assistance from the Board of Directors when he finds such requested services are available within the City and that the Board of Directors has agreed to reimburse the City for the cost of such services so provided, as provided in ARTICLE VI, SECTION 3 – CONTRACTS FOR SERVICE AND REASONABLE COMPENSATION FOR SERVICES of these Bylaws.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION ("MQOLC")

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**SECTION 3. CONTRACTS FOR SERVICE AND REASONABLE COMPENSATION FOR SERVICES.**

- A. The Corporation, with approval of the City Council, may 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 of Directors in the performance of its duties. However, no such contract shall 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 set forth. An Administrative Services Agreement shall be executed between the Board of Directors and the City Council for the services provided and compensated as provided for herein.
- B. Subject to City Council authorization, the Corporation shall have the right to utilize the services of the staff and employees of the City of Mesquite, 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 4. PARTICIPATION IN BOARD OF DIRECTORS' MEETINGS.**

The City Manager, Mayor, and City Council members shall have the right to take part in any discussion of the Board of Directors, committees thereof, including attendance of executive sessions, but shall not have the power to vote in any meetings attended.

**SECTION 5. DUTIES OF THE BOARD OF DIRECTORS.**

- A. The Board of Directors shall develop an annual plan of work (the "Plan"), including maintenance and operation costs thereof, for the City, which shall include and set forth short- and long-term goals. Such Plan shall be submitted to the City Council for review, revision, and approval.
- B. The Plan may be updated as required and projects added, deleted, or modified, as necessary, subject to approval by the City Council and proper legal notices and Public Hearings.
- C. The Board of Directors shall conduct a public hearing concerning both the adoption and required annual updates to the Plan. A legal notice shall be advertised as determined by the Board of Directors, at least three (3) days prior to scheduled public meetings, and seven (7) days prior to a Public Hearing.
- D. The Board of Directors shall review and update the Plan once a year to ensure the plan is up to date with current community needs and is capable of meeting Mesquite's community needs.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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- E. The Board of Directors shall expend, in accordance with State law and subject to City Council approval, the funds received by it for projects where such expenditures will have a benefit to the citizens of Mesquite.
- F. The Board of Directors shall make an annual report no later than the first Monday of March of each year to the City Council including, but not limited to the following:
  - 1. A review of the accomplishments of the Board of Directors; and
  - 2. The activities of the Board of Directors for the budget year addressed in the annual report, together with any proposed change in the activity as it may relate to projects.
- G. All projects considered by the Board of Directors for funding must be submitted to the City Council prior to the required Public Hearing.
- H. The City Council may request the Board of Directors to consider projects for funding and the Board of Directors may consider those projects and call for a Public Hearing if deemed appropriate.
- I. The Board of Directors shall be accountable to the City Council for all activities undertaken by it or on its behalf, and shall report on all activities of the Board of Directors, whether discharged directly by the Board of Directors or by any person, firm, corporation, agency, association, or other entity on behalf of the Board of Directors.

**SECTION 6. IMPLIED DUTIES.**

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

**SECTION 7. COMPONENTS OF THE PLAN.**

The Board of Directors shall submit to the City Council for its approval, the Plan that shall include proposed methods and the expected costs of implementation, and cost of operations and maintenance of the projects. The Plan shall include both short- and long-term goals for the enhancement of the City.

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**SECTION 8. ANNUAL CORPORATE BUDGET.**

- A. The fiscal year of the Corporation shall commence on October 1st of each year and end on September 30th.
- B. At least ninety (90) days prior to October 1st the Board of Directors shall prepare and adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year.
- C. The budget shall contain such classifications and 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 9. FINANCIAL BOOKS, RECORDS, AUDITS.**

- A. The City Manager or his designee shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to the corporate funds, activities, and affairs of the Board of Directors.
- B. The City shall cause the Corporation's financial books, records, accounts, and financial statements to be audited at least once each year by an outside, independent auditing and accounting firm selected by the City Council. Such audit shall be at the expense of the Corporation.

**SECTION 10. DEPOSIT AND INVESTMENT OF CORPORATE FUNDS.**

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. The City Manager 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 City Manager and the President. The Department of Finance of the City shall perform the accounts, reconciliation, and investment of such funds and accounts. The Corporation shall pay reasonable compensation for such services as prescribed in ARTICLE VI, SECTION 3 – CONTRACTS FOR SERVICE AND REASONABLE COMPENSATION FOR SERVICES, of these Bylaws.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**SECTION 11. 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 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, and other proceeds may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

- A. Expenditures of monies derived may be used for the purpose 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 of Directors and shall be made only after the approval thereof by the City Council.
- B. 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.

**SECTION 12. CONTRACTS.**

As provided herein, the President and Chief Administrative Officer shall enter into any contracts or other instruments, which the Board of Directors has approved and authorized in the name and on behalf of the Corporation. All contracts or other instruments, which the Board of Directors has approved and authorized in the name and on behalf of the Corporation, shall carry the signature of the Corporation's legal counsel. Such authority may be confined to specific instances or defined in general terms. When appropriate, the Board of Directors may grant a specific or general power of attorney to carry out some action on behalf of the Board of Directors, provided, however that no such power of attorney may be granted unless an appropriate resolution of the Board of Directors authorizes the same to be done.

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**ARTICLE VII. - MISCELLANEOUS PROVISIONS**

**SECTION 1. SEAL.**

The Board of Directors may obtain a corporate seal which shall bear the words "Corporate Seal of the Mesquite Quality of Life Corporation" and the Board of Directors 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 2. APPROVAL, OR ADVICE AND CONSENT OF THE CITY COUNCIL.**

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 evidenced by a motion, resolution, or ordinance duly passed by the City Council and reflected in the minutes of the City Council.

**SECTION 3. 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. The Corporation shall indemnify each and every member of the Board of Directors, 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 of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation. This indemnity shall apply even if one or more of those to be indemnified was negligent or caused or contributed to cause any loss, claim, action, or suit. Specifically, it is the intent of these Bylaws and the Corporation to require the Corporation to indemnify those named for indemnification, even for the consequences of the negligence of those to be indemnified, which caused or contributed to cause any liability.
- B. The Corporation must purchase and maintain insurance on behalf of any Director, officer, employees, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Board of Directors 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 4. GIFTS.**

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

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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**SECTION 5. CODE OF ETHICS.**

Each Director, including the President, Vice President, Treasurer, and Secretary, its officers, employees, and agents shall abide by and be subject to the City of Mesquite Code of Ethics. The Code of Ethics shall be applicable to independent contractors of the Corporation; except to the extent that such independent contractor is not performing work on behalf of the Corporation. See Mesquite City Code, Chapter 2, Article IV, [Division 2 – Code of Ethics](#), or successor and as amended.

**SECTION 6. APPLICABILITY OF CITY CHARTER, CITY CODE, AND POLICIES & PROCEDURES.**

- A. The Mesquite City Charter, the Mesquite City Code, and all duly approved City policies and procedures shall apply directly to the Corporation and the Board of Directors unless such charters, codes, policies, or procedures are superseded by State law or not related to the functions of the Board of Directors. The Board of Directors has the prerogative, subject to the approval by the City Council, to adopt other policies and procedures in addition to or in place of those of the City.
- B. [Chapter 20 – Boards, Commissions, and Committees](#), or successor and as amended, of the Mesquite City Code is herein adopted by reference and incorporated herein to the same extent as if such code were copied verbatim in this section. The Mesquite Quality of Life Corporation Board of Directors shall comply with Mesquite City Code, Chapter 20, or successor and as amended, unless otherwise in conflict with the Bylaws. In the event of a conflict between Chapter 20 and these Bylaws, these Bylaws shall control.
- C. [Chapter 252](#) (Purchasing and Contracting Authority of Municipalities, and [Chapter 271](#) (Purchasing and Contracting Authority of Municipalities, Counties, and Certain Other Local Governments) of the Texas Local Government Code, or successor and as amended, shall not apply to contracts and projects entered into by the Corporation.
- D. The Corporation shall have all the rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to non-profit corporations incorporated under the Texas Non-Profit Corporation Act, and the specific powers granted to such corporation by the Development Corporation Act, beginning in [Chapter 501](#) of the Texas Local Government Code, as well as in [Chapter 502](#), and [Chapter 505](#), or successor and as may be amended from time to time.



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THIRD BYLAWS OF THE MESQUITE QUALITY OF LIFE CORPORATION (“MQOLC”)

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**SECTION 7. 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 authorized Directors serving on the Board of 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 passed and adopted by motion, resolution, or ordinance duly reflected in the minutes of the City Council and, thereafter, duly noted to the Board of Directors.

**SECTION 8. 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 Mesquite, Texas.

**SECTION 9. EFFECTIVE DATE.**

A. ORIGINAL BYLAWS

These Bylaws (“**FIRST BYLAWS**”), having been originally approved by the Board of Directors of the Mesquite Quality of Life Corporation by MQOLC Board Resolution No. 02-99, on September 28, 1999; and were subsequently approved by the Mesquite City Council and became effective with the passage of [Resolution No. 47-\[19\]99](#) on October 4, 1999.

B. SECOND BYLAWS

The amended Bylaws (“**SECOND BYLAWS**”), having been approved by the Board of Directors of the Mesquite Quality of Life Corporation on September 30, 2003; and were subsequently approved by the Mesquite City Council and became effective with the passage of [Resolution No. 60-2003](#) on October 20, 2003.

C. THIRD BYLAWS

The amended Bylaws (“**THIRD BYLAWS**”), having been approved by the Board of Directors of the Mesquite Quality of Life Corporation on March 23, 2022; and shall be effective upon the approval of such by the Mesquite City Council with the passage of [Resolution No. 16-2022](#) on April 4, 2022.