

**Proposed Amendments to Waller Creek LGC Bylaws
Fall 2023**

**ARTICLE II.
BOARD OF DIRECTORS**

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Section 2. Meetings of Directors. The Directors may hold their meetings and may have an office and keep the books of the Corporation at the City Hall, or such other place or places within the City as the Board may from time to time determine; provided, however, in the absence of any such determination, the City Hall shall be the registered office of the Corporation in the State of Texas.

The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required of a City under Chapter 551, Texas Government Code (the "Open Meetings Act").

The Corporation, the Board, and any committee of the Board exercising the powers of the Board are subject to Chapter 552, Texas Government Code (the "Public Information Act").

Board meetings should generally be conducted under Robert's Rules of Order, subject to the discretion of the President.

The Board shall allow members of the public to address the Board on agenda items and during a period set aside for public communications. The President may limit a speaker to three minutes, depending on the number of speakers and agenda items and time available for the meeting.

Section 3. Annual Meetings. The annual meeting of the Board shall be held at a regular or special meeting in July, August or September and shall allow the time and at the location in the City designated by the resolution of the Board to consider approval of a calendar of Board meetings and an annual plan of projects that are anticipated to be submitted as Phase Plans to be funded for the next fiscal year for the purposes of transacting such business as may be brought before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board shall be held, as necessary, to conduct the business of the Board, including the annual meeting, and at such times and places as shall be determined, from time to time, by ~~resolution of the~~ President of the Board or by the action of a Board in a regular or special meeting.

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Section 11. Attendance and Removal. A Director who is absent for three consecutive regular meetings automatically vacates the Director's position, unless the absence is due to the Director's illness or injury, an illness or injury of the Director's immediate family member, active military service, or the birth or adoption of the Director's child for 90 days after the event, and the Director has provided the City's liaison to the Board with the reason for the absence not later than

the date of the next regular meeting. The Board may vote to waive the application of this automatic removal provision if the absent Director provides good cause for the absences and, if applicable, the failure to provide the reason for the absences to the liaison, to the Board.