

**BY-LAWS OF THE
COMMUNITY DEVELOPMENT CORPORATION OF BROWNSVILLE
(A Texas, Non-Profit Corporation)**

ARTICLE I. GENERAL POWERS:

1. GENERAL POWERS

The affairs of the Corporation shall be managed by its Board of Directors. The powers, programs, and activities of the Corporation shall be set forth in the Corporation's Articles of Incorporation.

2. PUBLIC FORMAL PROCESS

The Board of Directors stipulates that a formal process for low income, program beneficiaries to advise the organization in its decisions regarding design, siting, development, and management of all affordable housing projects shall be provided.

ARTICLE II. BOARD OF DIRECTORS:

1. BOARD COMPOSITION

The Board of Directors of the Corporation shall be composed of not less than nine (9) and not more than thirteen (13) Directors. As a Community Housing Development Organization (CHDO), at least one third (1/3) of the Directors must be residents of low-income neighborhoods, in which more than 51% of the population is low income, or be a low income person defined as being at or below 80% of the area median family income, or elected representatives of low income neighborhood organizations.

The procedure used to nominate and appoint low-income individuals or representatives of low-income neighborhoods, or elected representatives of low income neighborhood organizations to the Board of Directors, shall be established by the Board, consistent with these By-Laws.

No employee (full-time or Part-time) or the spouse of such employee shall be appointed to serve as a member on the governing Board of Directors of said Corporation.

2. TERMS OF OFFICE

Each Director shall serve a staggered term of three (3) years, not to exceed two (2) consecutive terms, with the exception of those individuals representing the one third of the Directors who may be residents of low income neighborhoods, or low income community residents, or elected representatives of low income neighborhood organizations, whose term may be extended at the discretion of the Board. In no case shall any Board member serve a term in excess of three consecutive terms (9 years).

For the purpose of determining eligibility to continue as a Director under this Article, a Director who has served eighteen (18) months or more of a term is considered to have served a full term.

3. VACANCIES ON THE BOARD

A vacancy on the Board of Directors shall be filled by a majority vote of the Board, at a regular board meeting.

Before filling a vacancy, the Board shall request a recommendation on nominees from the Nominations Committee. A Director elected to an unexpired term shall serve only the unexpired term of his/her predecessor in office, but may be re-elected to serve additional terms provided the maximum terms limit is not exceeded

4. REMOVAL FROM THE BOARD

Any Director that fails to attend three (3) consecutive regular meetings of the Board shall automatically vacate his/her term of office, unless such absences have been deemed to be excused absences by the Board

A Director shall be removed from office at will, by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the Board deems the best interests of the Corporation would be served thereby.

Any Director in violation of any federal, state, or local governmental statute affecting the Corporation's standing with any of its funding entities, will automatically vacate their office upon notification of the violation, but may be reinstated by a two-thirds (2/3) vote of the Board of Directors upon resolution.

ARTICLE III. OFFICERS OF THE BOARD:

1. OFFICERS

The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Officers shall be bonded by and at the expense of the Corporation.

2. DUTIES

The duties of the Officers shall be those functions which are customary and appropriate for such positions, consistent with the provisions of these By-Laws and any specific delegation of power and responsibility that may from time to time be authorized by the Board of Directors.

General duties shall include the following:

a. Chairperson

The Chairperson, shall preside at meetings of the Board, represent the Corporation in matters of official business, and execute, along with the Board Secretary, all official documents, contracts, and agreements, which have been duly authorized by the Board of Directors.

b. Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson, in his/her absence. The Vice-Chairperson shall also perform such other duties as may from time to time be assigned to him/her by the Chairperson or the Board of Directors. The Vice-Chairperson shall be the Chairperson of the Board Audit Committee.

c. Secretary

The Secretary, or his/her designee, shall write and keep minutes of all meetings of the Board, see that all notices are given in accordance with these By-Laws, keep a register of the post-office address for each member of the Board of Directors, oversee the distribution of meeting notices and packets, and make recommendations thereof to the Board.

d. Treasurer

The Treasurer shall review all financial reports prepared by the staff and serve as the chairperson of the board Finance Committee, review the annual audit report, review monthly corporation financial statements, and make recommendations on financial matters to the board.

3. ELECTION AND TERM OF OFFICE

The Officers of the Corporation shall be elected annually by the Board of Directors. Each officer shall hold office until his/her successor is duly elected.

ARTICLE IV. ADMINISTRATIVE STAFF/SUPPORT PERSONNEL:

1. EXECUTIVE DIRECTOR

The Board of Directors shall be authorized to hire an Executive Director to administer the day to day operations of the Corporation. The Executive Director shall report directly to and be responsible to the Board of Directors. The Executive Director shall serve at the pleasure and will of the Board of Directors.

2. SUPPORT PERSONNEL

The Executive Director shall be authorized to hire support personnel to assist with the operations of the Corporation, subject to the Board of Directors' approval of an annual operating budget and adoption of personnel policies. Support personnel shall report directly to and be responsible to the Executive Director.

ARTICLE V. COMMITTEES:

1. EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the current officers of the Corporation and the immediate past Chairperson. The Executive Committee shall have any such powers which may from time to time be authorized by the Board of Directors.

Meetings of the Executive Committee shall be called at the discretion of the Chairperson or any member of the Executive Committee, without regard for the notice provisions contained in Article VII. of these By-Laws, provided a quorum of the Board shall not be present. Actions of the Executive Committee shall be ratified at a regular meeting of the Board of Directors.

2. STANDING COMMITTEES

Standing committees shall be created at the pleasure of the Board. Such committees may include a Finance Committee and an Audit Committee.

Each of the foregoing shall be appointed by the Board of Directors from its own membership.

Each standing committee, subject to the direction and control of the Board of Directors, may make rules for the conduct of business with which it has been charged. Meetings of standing committees may be called without regard to the notice provisions contained in Article VII. of these By-Laws, provided a quorum of the Board of Directors is not present.

3. OTHER COMMITTEES

The Board of Directors or the Chairperson of the Corporation shall be authorized to appoint other committees for a specific purpose, consistent with the provisions of these By-Laws and the mission statement of the Corporation.

Committee meetings may be called without regard to the notice provisions contained in Article VII. of these By-Laws, provided a quorum of the Board of Directors shall not be present.

ARTICLE VI. MEETINGS OF THE BOARD:

1. REGULAR MEETING

The Board of Directors shall meet regularly on a monthly basis, at such time, place, and location as may be established by the Board of Directors.

2. SPECIAL/EMERGENCY MEETINGS

Special meetings of the Board may be called by, or at the request of, the Chairperson or any five (5) Directors, consistent with these By-Laws.

Emergency meetings of the Board may be called by, or at the request of, the Chairperson or any five (5) Directors, whenever a clear emergency exists.

For the purpose of these By-Laws, an emergency shall be defined as an urgent public necessity, limited to imminent threats to public health and safety or reasonably unforeseeable situations requiring immediate action by the Board.

ARTICLE VII. MEETING NOTICE

1. REGULAR MEETING

Notice of a regular meeting of the Board of Directors, shall be duly posted at least seventy-two (72) hours before the start of the meeting. The notice shall contain an agenda of the items to be considered by the Board, and the date, time, and location of the meeting. The notice shall be posted at the main entrance to the principal office of the Corporation.

2. SPECIAL/EMERGENCY MEETINGS

Notice of a special meeting shall be given in the same manner prescribed in Article VII.1 of the By-Laws.

Notice of an Emergency Meeting shall be given in the same manner prescribed in Article VII.1 of these By-Laws, except that said notice may be duly posted at least two (2) hours before said meeting.

ARTICLE VIII. QUORUM OF THE BOARD

1. SIMPLE MAJORITY

A simple majority of the number of Board of Directors, as authorized by these By-Laws, shall constitute a quorum for the purpose of conducting official Corporation business. With the exception(s) provided in Article V.1 of these By-Laws, no official Corporation business shall be conducted at any meeting of the Board, unless a quorum of the Board is present.

ARTICLE IX. CONDUCT OF BUSINESS

1. ONE VOTE

At all Board or Committee meetings, the affirmative or negative vote of the majority of all votes cast shall constitute an official act of the Board or the Committee. Each Director shall have one (1) vote at meetings of the Board. Each member of a Committee shall similarly have one vote at Committee meetings.

2. PROCEDURE

All meetings of the Board shall be conducted according to "Robert's Rules of Order."

ARTICLE X. GENERAL PROVISIONS:

1. FISCAL YEAR

The Corporation's fiscal year shall be based on a twelve month consecutive period, extending from October 1st to September 30th in successive years.

2. FINANCIAL BUDGETS

The Executive Director of the Corporation shall prepare and present all financial budgets for the Corporation to the Board of Directors and the Board shall consider and approve said budgets.

3. ACTION OF THE CORPORATION

No action of the Corporation shall be construed as committing any individual member of the Corporation's Board of Directors.

4. OFFICES

The principal office of the Corporation shall be located at 901 East Levee Street, Brownsville, Texas 78520, or such other place as may be designated by the Board of Directors.

Nothing contained in this Article shall prohibit the Board of Directors from establishing and maintaining other offices in the State of Texas.

5. AMENDMENT

These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors, at any regular meeting of the Corporation.

6. INTERPRETATION

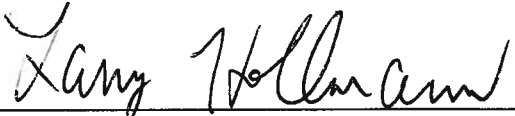
For the purpose of interpreting these By-Laws, the word "shall" is mandatory and not discriminatory; the word "may" is permissive. All other words, terms, and phrases shall be construed in their common and usual significance unless the contrary is clearly indicated. The final arbiter for any conflict pertaining to the interpretation of these By-Laws shall be the Board of Directors.

7. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify all officers, directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

CERTIFICATE OF ADOPTION

I, **Larry Hollmann**, Chairperson of the Board of Directors of the Community Development Corporation of Brownsville, do hereby certify that the forgoing (revised and newly promulgated) By-Laws of said Corporation were adopted by said Corporation's Board of Directors by a three-fourths (3/4) vote, held on the 23rd day of **June, 2015**.



Larry Hollmann, Chair

ATTEST:



Rita Conde, Secretary