



**The City of Nacogdoches Development Corporation
October 9, 2025**

Notice is hereby given of a meeting of The City of Nacogdoches Development Corporation to be held on the above date in the City Council Chambers of City Hall, 202 E. Pilar Street, Nacogdoches, Texas, beginning at 5:00 p.m. for the purpose of considering the following agenda items. There will be an opportunity for the public to comment on agenda items in person in Council Chambers.

**PLEASE LIMIT PRESENTATIONS TO THREE MINUTES
(UNLESS PRIOR APPROVAL IS OBTAINED)**

1. CALL TO ORDER.
2. PLEDGE OF ALLEGIANCE
3. OPEN FORUM Open Forum is an opportunity for citizens to address the Board of Directors about items listed on the agenda, as well as on matters that are not specifically listed on the agenda. Alternatively, a citizen may address the Board of Directors about an agenda item when the item comes up for consideration during the meeting. In order to address the Board of Directors, please complete the Public Comment Form and submit it to the Secretary prior to the start of the meeting. In accordance with the Texas Open Meetings Act, the Board of Directors will not discuss, deliberate, or make any decisions on items not listed on the agenda. Comments are limited to 3 minutes per person.
4. OATH OF OFFICE
5. REGULAR AGENDA
 - A. Consider approval and adoption of the Bylaws for The City of Nacogdoches Development Corporation. (City Attorney)
 - B. Discuss and take action on the election of officers for The City of Nacogdoches Development Corporation, including President, Vice-President, Secretary, and Treasurer. (City Attorney)
6. ADJOURN.

Karen Hadnot
City Secretary



This agenda is posted as required under G. C. Section 551.041. For more information or a copy of the Open Meetings Act, please contact Attorney General of Texas at 1-800-252-8011; City Secretary at (936) 559-2506 or visit City of Nacogdoches web site at www.nactx.us.

CERTIFICATION

This meeting will be conducted pursuant to Chapter 551 of the Texas Government Code. The Corporation reserves the right to adjourn into Executive Session at any time during the meeting to discuss any of the above posted agenda, as authorized by Texas Local Government Code Sections 551.071 [litigation and certain consultation with attorney], 551.072 [acquisition of interest in real property], 551.073 [prospective gift to city], 551.074 [certain personnel deliberations], 551.076 [deployment/implementation of security personnel or devices], or 551.087 [deliberations regarding economic development negotiations]. The City of Nacogdoches is committed to compliance with the Americans with Disabilities Act. Reasonable modifications and equal access to communications may be provided upon request. Please contact the City Secretary at (936) 559-2506 for information. I certify the notice of meeting was posted in the directory outside of City Hall, 202 E. Pilar Street, Nacogdoches, Texas 75961, on October 3, 2025, by 4:00 p.m. pursuant to Chapter 551 of the Texas Government Code.

Karen Hadnot, City Secretary



PRESENTER: Jerry Baker, City Attorney

ITEM/SUBJECT: Consider approval and adoption of the Bylaws for The City of Nacogdoches Development Corporation. (City Attorney)

SUMMARY/BACKGROUND: The Texas Development Corporation Act of 1979, Texas Local Government Code §§501.001 et seq., authorizes municipalities to create Type A and Type B nonprofit development corporations for the promotion and development of industrial and manufacturing enterprises which encourage employment and the public welfare. Type B economic development corporations can fund projects related to the creation or retention of primary jobs which are eligible for authorization under Type A corporations. However, Type B corporations can, in addition to such authority, fund economic development initiatives, such as parks, sports facilities, entertainment and tourist facilities, affordable housing, and public infrastructure, including water and sewer lines and similar projects that will promote new or expanded business enterprises.

As authorized by Tex. Local Gov't Code §§501.051 and 505.003, the City Council of the City of Nacogdoches, Texas approved the creation of a Type B economic development corporation at its regular meeting of July 1, 2025. The City Council subsequently approved the Certificate of Formation and Bylaws for The City of Nacogdoches Development Corporation at its regular meeting of August 19, 2025, and authorized City staff to file the Certificate of Formation with the Secretary of State. On or about September 2, 2025, the Secretary of State received and approved the Certificate of Formation for The City of Nacogdoches Development Corporation and certified it as a viable non-profit entity in the State of Texas.

The attached Bylaws are presented to the Board of Directors for approval and adoption pursuant to the requirements of Tex. Local Gov't Code §501.064.

FINANCIAL:

No financial impact associated with this item

COUNCIL PRIORITIES: THIS AGENDA ITEM IS CONSISTENT WITH THE FOLLOWING CITY COUNCIL PRIORITIES

Not Applicable

CITY CONTACT: Jerry Baker, City Attorney
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ATTACHMENTS: 1. Bylaws_TCONDC

**BYLAWS
OF
THE CITY OF NACOGDOCHES DEVELOPMENT CORPORATION**

**ARTICLE I
PURPOSE AND POWERS**

- 1.01 Purpose.** The City of Nacogdoches Development Corporation (the “Corporation”) is incorporated for the purposes set forth in Article IV of its Certificate of Formation, the same to be accomplished on behalf of the City of Nacogdoches, Texas (the “City”) to encourage employment and the public welfare in accordance with the Development Corporation Act of 1979, Chapters 501, 502 and 505 of the Local Government Code, as may be amended (collectively, the “Act”) and other applicable laws.
- 1.02 Nonprofit Corporation.** 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, and formed in accordance with the Texas Nonprofit Corporation Act, Texas Business Organizations Code, Title 2, Chapter 22.
- 1.03 Powers.** In the fulfillment of its corporate purpose, the 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 corporation, and in its Certificate of Formation and other applicable laws, subject to the limitations prescribed therein and herein.

**ARTICLE II
BOARD OF DIRECTORS OF DIRECTORS**

2.01 Number, Appointment, and Term of Office.

- a) The business and affairs of the Corporation shall be managed by a board of directors, consisting of seven (7) members (the “Board of Directors”), which may exercise all powers of the Corporation.
- b) Directors shall be appointed by the City Council, and no more than four (4) directors may be City employees, officers, or members of the City Council. All directors must be residents of the City of Nacogdoches, Texas.
- c) Each member of the Board of Directors shall serve for a term of two (2) years¹.
- d) Positions Nos. 1 through 3 of the Board of Directors shall be permanently held by the City Mayor, Mayor Pro Tem, and City Manager for the City of Nacogdoches, Texas, and said positions may be filled by election and/or appointment during the duration of

¹ During the initial year of the Corporation’s existence, Position No. 6 shall serve a one (1) year term only for transitional purposes and thereafter serve a two (2) year term.

the Corporation's existence. Position No. 4 shall be held² by the Chair³ of the Nacogdoches Economic Development Corporation ("NEDCO"). Position Nos. 5 and 7 will be appointed in odd-numbered years, and Position No. 6 shall be appointed in even-numbered years:

The City of Nacogdoches Development Corporation – Board of Directors

Position No. 1 (<i>Mayor</i>)	Permanent
Position No. 2 (<i>Mayor Pro Tem</i>)	Permanent
Position No. 3 (<i>City Manager</i>)	Permanent
Position No. 4 (<i>NEDCO Chair/Representative</i>)	Permanent*
Position No. 5.	Term expires in odd-numbered years.
Position No. 6.	Term expires in even-numbered years.
Position No. 7.	Term expires in odd-numbered years.

e) A director's term begins on the regularly scheduled meeting of the Board of Directors held in October of each year, or the first available meeting thereafter, following his/her appointment by the Council.

2.02 Removal. Directors serve at the pleasure of the City Council and may be removed from office, with or without cause, by a majority vote of the Council.

2.03 Resignation. A director may resign at any time. Resignations shall be made in writing and shall take effect at the time specified in the resignation, or, if no time is specified, at the time of its receipt of the resignation by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly stated in the resignation.

2.04 Vacancy. In case of a vacancy on the Board of Directors, whether by death, resignation, removal or otherwise, the City Council shall appoint a successor to serve the remainder of the unexpired term. A vacancy of Position Nos. 1 through 3 may be filled by an interim until such time as an election and/or appointment may take place in accordance with the Charter for the City of Nacogdoches and State law, as may be applicable.

² *Position No. 4 shall be held by the Chair or a representative of NEDCO throughout the duration of the Economic Development Services Agreement between the City and NEDCO, and may, at the discretion of the City Council, transition to an appointed position should the agreement be terminated in the future.

³ Should the Chair of NEDCO be unable to serve on the Board of Directors due to a conflict of interest, NEDCO may appoint another representative of the organization to serve in said capacity.

2.05 Organizational Meetings. After approval of the Certificate of Formation by the City Council and the filing of the Certificate of Formation with the Texas Secretary of State, the Board of Directors shall hold an organizational meeting to adopt and approve the Bylaws, elect officers, and to transact such other business as may be included in the meeting agenda.

2.06 Regular Meeting; Place of Meeting.

- a) Regular meetings of the Board of Directors shall be held on the 1st Thursday of each month, beginning at 5:00 p.m., unless otherwise determined by resolution of the Board of Directors.
- b) Meetings shall be held at the City of Nacogdoches Council Chambers, 202 E. Pilar Street, Nacogdoches, Texas 75961, or at such place or places within the corporate limits of the City of Nacogdoches as the Board of Directors may from time to time determine.
- c) All meetings shall be called and held in accordance with the Texas Open Meetings Act, Chapter 551, Government Code, as amended.

2.07 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or upon written request by two directors.

2.08 Notice of Meetings. The Secretary shall cause notice of the time and place of holding each meeting of the Board of Directors to be given to each director. The notice may be in writing, in person, or in person by telephone. Notice of each meeting shall also be given to the public in accordance with the provisions of the Texas Open Meetings Act.

2.09 Quorum.

- a) A majority of the Directors shall constitute a quorum for the conduct of the official business of the Corporation.
- b) No meeting of the Board of Directors may occur unless a quorum is present. If any time during a meeting less than a quorum is found to be present, the meeting shall be adjourned.
- c) The act of a majority of the directors present 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 law.
- d) Directors must be present in order to vote at any meeting.

2.10 Order of Business. Matters pertaining to the order of business of any meetings of the Board of Directors shall be considered in accordance with any rules of procedure as may be adopted by the Board of Directors and approved by the City Council.

- 2.11 Presiding Officer.** All meetings of the Board of Directors shall be presided over by the President, or in the President's absence, the Vice-President, or in the absence of both of these officers, a member of the Board of Directors selected by the directors present at the meeting.
- 2.12 Conflict of Interest.** 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.
- 2.13 Compensation of Directors.** Directors shall not receive any salary or compensation for their services but may be reimbursed for expenses incurred in furtherance of the Corporation's business, including, but not limited to, the cost of travel, lodging, and incidental expenses reasonably related to the corporate duties of the Board of Directors.
- 2.14 Additional Powers.** In addition to the powers conferred by these Bylaws, the Board of Directors may exercise all powers of the Corporation and do all lawful acts and things that are not prohibited by statute, or these Bylaws including, but not limited to the following powers:
- 1) To purchase, or otherwise acquire for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire at such price or consideration and generally on such terms and conditions as they determine to be appropriate, and at their discretion to pay therefore either wholly or partly in money, notes, bonds, debentures, or other securities or contracts of the Corporation as may be lawful.
 - 2) To create, make and issue notes, mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or deed of trust on any real property of the Corporation or otherwise, and to do every other act or thing necessary to affect the same.
 - 3) To sell or lease the real or personal property of the Corporation on such terms as the Board of Directors may see fit and to execute all deeds, leases, and other conveyances or contracts that may be necessary for carrying out the purposes of this Corporation.

ARTICLE III OFFICERS

3.01 Officers.

- a) The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. Officers shall be elected by a majority vote of a quorum of the Board of Directors.

- b) The Board of Directors shall elect officers annually at the regularly scheduled meeting held in October of each year or at the first available meeting thereafter.
- c) A director may hold more than one office, except that the President shall not hold the office of Secretary. The Board of Directors may appoint such other officers as it deems necessary, who shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors.
- d) Terms of office shall be for a one (1) year term, but no individual shall serve more than two (2) consecutive terms, unless such officer is a City employee or member of the City Council, in which case the officer is not subject to term limits.
- e) All officers shall be subject to removal from office, with or without cause, at any time by a vote of the majority of the entire Board of Directors.
- f) A vacancy of any office due to death, resignation, removal, or otherwise shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

3.02 President. The President shall be the chief executive officer of the Corporation and shall, subject to the authority of the Board of Directors and approval of the City Council, preside at all meetings of the directors. He/she shall have the power to sign and execute all contracts and instruments of conveyance in the name of the Corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees of the Corporation, subject to the approval of the Board of Directors. He/she shall perform all the duties usually incident to the office of President. The President may be asked to appear before the City Council to give reports on the status of activities of the Corporation.

3.03 Vice-President. The Vice-President shall have such powers and duties as may be prescribed by the Board of Directors 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 actions were taken.

3.04 Secretary. The Secretary of the Corporation shall sit as Secretary at all meetings of the Board of Directors, and in case of the Secretary's absence, the presiding officer shall designate any director to act as Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall provide all notices; may sign with the President or Vice-President, in the name of the Corporation, all contracts and instruments of conveyance authorized by the Board of Directors; shall have charge of the books and papers of the Board of Directors; and shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. Records of the Corporation shall be maintained and filed in the office of the City Secretary of the City of Nacogdoches.

3.05 Treasurer. The Treasurer shall have custody of all funds and securities of the Corporation and shall endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or depository as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of the Corporation's cash account; enter regularly in the books of the Corporation, a full and accurate account of the Corporation; and perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. All written statements and accounts shall be maintained and filed in the office of the Director of Finance for the City of Nacogdoches. The Treasurer shall, if required by the Board of Directors, 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. Any bond so required shall be at the expense of the Corporation.

ARTICLE IV CORPORATE SEAL

The Board of Directors may obtain a corporate seal which shall bear the words "Corporate Seal of The City of Nacogdoches Development Corporation" and the Board of Directors may thereafter use the corporate seal and corporate name. These Bylaws shall not be construed to require the use of the corporate seal.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall be the same as the fiscal year of the City.

ARTICLE VI MISCELLANEOUS

6.01 Certificate of Formation. These Bylaws are subject to and governed by the Certificate of Formation, and in the event of any conflict between the terms of these Bylaws and the Certificate of Formation, the Certificate of Formation shall control.

6.02 Notices and Waivers. Whenever under the provisions of these Bylaws notice is required to be given to any director, unless otherwise provided, the notice may be given personally, or it may be given in writing by depositing it in the post office, or other depository under the care or custody of the United States Postal Service, in a postpaid envelope addressed to the director, at the address as appears on the books of the Corporation, and the notice shall be deemed to be given at the time when it is mailed. Whenever any notice to directors is required to be given by law, or by these Bylaws, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed the equivalent of notice. This paragraph does not eliminate the requirement to comply with the Texas Open Meetings Act.

6.03 Negotiable Instruments. All checks, drafts, notes or other obligations of the Corporation shall be signed by the Treasurer, any other such officers of the Corporation necessary to

effectuate same, or by such persons as may be authorized by the Board of Directors. All checks shall require the signature of two persons.

- 6.04 Contracts.** 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 President, any other such officers of the Corporation necessary to effectuate same, or by such persons as may be authorized by the Board of Directors. 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.
- 6.05 City Staff Services.** The Board of Directors may make requests for services to be performed by City staff. Any such requests should be made to the City Manager. The City Manager may approve the requests for services when he/she finds that the requested services can be provided by the City, the City shall be reimbursed for any costs associated with the provision of such services, and the performance of such services does not materially interfere with the other duties of City personnel.
- 6.06 Contracts for Services.** 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.
- 6.07 Approval of the City Council.** To the extent these Bylaws refer to any approval or other action to be taken by the City, 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.
- 6.08 Organizational Control.** The City Council at its sole discretion, and at any time, may alter or change the structure, organization, or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation. The foregoing notwithstanding, the City, at all times during which any indebtedness of the Corporation remains outstanding, will maintain a beneficial interest in the Corporation.
- 6.09 Quarterly Reports.** The Corporation or, upon request, the City staff shall prepare a quarterly activity report, detailing the projects and work accomplished during the previous quarter. This report shall be submitted to the Board of Directors and City Council by the 15th day of the month following the end of each quarter.
- 6.10 State Comptroller Report.** The Treasurer shall submit an annual report to the State Comptroller's Office in accordance with Tex. Local Gov't Code §502.151 in the form and by the deadline specified by the Comptroller.

6.11 Indemnification of Directors, Officers, and Employees.

- a) As provided in the Act, 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 action are governmental functions.
- b) The Corporation shall indemnify each and every member of the Board of Directors, its officers and employees, and each member of the City Council and 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 lawful functions and activities of the Corporation.

**ARTICLE VII
PROVISIONS REGARDING BYLAWS**

7.01 Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

- 1) the approval of these Bylaws by the City Council; and
- 2) the adoption of these Bylaws by the Board of Directors of Directors.

7.02 Amendments to Bylaws. These Bylaws may be amended at any time and from time to time either by a majority vote of the directors, then in office, with approval of the City Council, or by the City Council itself, at its sole discretion.

7.03 Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate their purposes. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or part of these Bylaws to any other person or circumstance shall not be affected thereby.

**ARTICLE VIII
DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation after payment of all obligations of the Corporation, all remaining assets of the Corporation shall be transferred to the City of Nacogdoches, Texas.

CITY COUNCIL PASSED AND APPROVED these Bylaws on this 19th day of August, 2025.

PRESENTER: Jerry Baker, City Attorney

ITEM/SUBJECT: Discuss and take action on the election of officers for The City of Nacogdoches Development Corporation, including President, Vice-President, Secretary, and Treasurer. (City Attorney)

SUMMARY/BACKGROUND: Article 2.05 the Bylaws provides that one part of the organizational meeting for The City of Nacogdoches Development Corporation is to elect officers.

Tex. Local Gov't Code §501.065 specifies the requirements for the election or appointment of officers of a Type B economic development corporation. These requirements have been incorporated into the Bylaws for The City of Nacogdoches Development Corporation, specifically under Article III. Among other things, Article III specifies:

a.) The officers for the Corporation shall be President, Vice-President, Secretary, and Treasurer:

i.) President—the chief executive officer of the Corporation. The President presides at all meetings of the Board of Directors.

ii.) Vice-President—exercises the powers of the President during the President's absence or inability to act.

iii.) Secretary—keeps the minutes of all meetings of the Board of Directors and provides all notices.

iv.) Treasurer—has custody of all funds and securities of the Corporation, endorses checks, notes, and other obligations on behalf of the Corporation, and makes deposits of the same or the Corporation. If required by the Board of Directors, the Treasurer shall give such bond for the faithful discharge of his/her duties. Any bond requirement shall be at the expense of the Corporation.

b) Officers shall be elected by a majority vote of a quorum of the Board of Directors.

c) A director may hold more than one office, except that the President shall not hold the office of Secretary.

d) Terms of office shall be for one (1) year, but no individual shall serve more than two (2) consecutive terms (unless officer is a City employee or member of the City Council).

FINANCIAL:

No financial impact associated with this item

COUNCIL PRIORITIES: THIS AGENDA ITEM IS CONSISTENT WITH THE FOLLOWING CITY COUNCIL PRIORITIES

Economic Development

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ATTACHMENTS: