

EXHIBIT A

ROCKDALE MUNICIPAL DEVELOPMENT DISTRICT

BYLAWS

ARTICLE I

OFFICE, AGENT, PURPOSE, POWERS

SECTION 1. REGISTERED OFFICE AND REGISTERED AGENT

The Rockdale Municipal Development District (the “District”) shall have and continuously maintain in the City of Rockdale (the “City”), a registered office, which registered office shall be the depository for all records of the district, and a registered agent whose office is identical with such registered office. The Registered Agent for the District shall be the District’s Director of Economic Development. The registered office of the District shall be 134 N. Main St., Rockdale, Texas 76567, with a mailing address of Post Office Box 1196, Rockdale, TX 76567.

SECTION 2. PURPOSE

The District is a political subdivision of the State of Texas and the City for the purposes set forth in the Bylaws, the same to be accomplished on behalf of the City as its duly constituted authority and instrumentality in accordance with Chapter 377 of the Texas Local Government Code (the “Act”) and other applicable laws. The District was established for the purpose of developing and financing all permissible projects prescribed by the Act.

SECTION 3. POWERS

In the fulfillment of its purpose, the District shall be governed by the Act, and shall have all of the powers set forth and conferred in the Act, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE

- A. The property and affairs of the District shall be managed and controlled by the Board and subject to the restrictions imposed by law and these bylaws. The Board shall exercise all of the powers of the District.
- B. The Board shall consist of seven (7) Directors, each of whom shall be appointed by the City Council of the City. Each of the Directors shall be a resident **for at least 12 consecutive months prior to appointment** within one of the following areas:
 1. Those tracts of land and or acreage within the city limits of the City of Rockdale, Milam County, Texas; or
 2. All of the territory outside of the city limits of Rockdale, Texas but only to the extent that territory is in the City of Rockdale, Texas’ extraterritorial jurisdiction; or
 3. All of the territory outside of the city limits of Rockdale, Texas but only to the extent that territory is in the Rockdale Independent School District.

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- C. Directors serve staggered two-year terms. Directors shall be appointed annually as required during the month of September.
- D. Each Director shall complete a course of training of not less than one hour regarding the responsibilities of the District and no less than four hours regarding Chapter 551, Government Code, The Texas Open Meeting Act, aka "TOMA," not later than the 90th day after the date the Director takes the oath of office.
- E. A director may be removed by the appointing municipality at any time without cause. Successor directors are appointed in the same manner as the original appointees.
- F. Should a Director not attend three (3) regularly scheduled consecutive meetings without an excused absence, the President shall report these unexcused absences to the City Council and request that the Director be removed and replaced by another appointment.

SECTION 2. VACANCIES AND RESIGNATIONS

- A. A vacancy in any position of Director which occurs by reason of death, resignation, disqualification, removal or otherwise shall be filled by the City Council for the remainder of the term in the same manner as the original Director.
- B. A Director may resign at any time. Such resignation shall be made in writing, addressed to the President of the Board and the City Mayor, with a copy to the Director of Economic Development, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President of the Board.

SECTION 3. MEETINGS AND DIRECTORS

- A. A Director is required to take an oath of office to assume the duties on the Board of Directors.
- B. The Board will meet at least once each month at a location and time to be determined by the President of the Board. The President, or upon the President's incapacity, the Vice President, may call special meetings of the Board of Directors at such times as may be required.
- C. Notice of all meetings of the Board of Directors, or of a committee, shall be provided in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code.
- D. Any member of the Board of Directors of the District may have an item placed on the Agenda of a meeting by delivery, in writing (electronic or hard copy), of the proposed Agenda item to the President or Director of Economic Development no less than seven (7) calendar days prior to the date of the proposed meeting.
- E. In the event that the entire MDD Board is recalled by the City Council, a Special Meeting of the MDD Board may be called by any of the newly appointed MDD Board members or by the City Council in order to elect officers for the MDD Board and to conduct necessary MDD business in a timely fashion.

SECTION 4. QUORUM

A quorum shall consist of a majority of the total number of members, which includes the vacancies that may exist. A quorum shall be present for the conduct of the official business of the District. The act of a majority of the Directors at a meeting at which a quorum is in attendance shall constitute an action of the board and of the District.

SECTION 5. COMPENSATION OF DIRECTORS

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- A. The Directors, including the President, Vice-President, Secretary and Treasurer shall not receive any salary or compensation for their services; however, Directors are entitled to reimbursement for their actual and necessary expenses incurred in the performance of their duties with Board approval. **Itemized receipts shall be provided with reimbursement request.**
 - 1. Expenses hereunder, including, but not limited to, the cost of travel, lodging and incidental expenses reasonably related to the duties of the Board.
 - 2. Receipts must be submitted to the Treasurer **within 30 calendar days for approval by the MDD Board President prior to any reimbursement being made and, by clear implication, must be verified as to whether the expenses qualify as District-related expenses.**
 - 3. The Board has authority to determine whether Board Member expenses are necessary and incurred in the performance of their duties: see, Bylaws, Article III, section 8. Any reimbursed funds that the Board determines has not been necessary and incurred in the performance of Board duties shall be returned to the MDD in no less than 10 business days.

- B. Travel expenses incurred by Directors for both regular and special meetings are not eligible for reimbursement.

SECTION 6. COMMITTEES AND SUBCOMMITTEES

The Board of Directors shall create any committee or subcommittee by way of resolution. Any meeting of a District committee or subcommittee shall be governed by the Texas Open Meetings Act, Tex. Gov't Code, Chapter 551.

ARTICLE III

OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE

The Board of Directors shall choose from its members a President and a Vice President. The Board of Directors shall also choose a Secretary and a Treasurer who shall be members of the Board of Directors. Officers shall serve for terms of one (1) year, or until their successors are elected.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the District, and shall, subject to the authority of the Board, preside at all meetings of the Board, and absent any different designation by the majority of the Board, shall sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages and notes in the name of the District. In addition, the President shall:

- A. Call both regular and special meetings of the Board and establish the agenda for such;
- B. Have the right to vote on all matters coming before the Board;

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- C. Perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board.
- D. Appear before the City Council, or be represented by a designee, periodically to give a report on the status of the activities of the District; and
- E. Appear before the City Council, or be represented by a designee, regarding any item being considered by the City Council concerning the District.

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.

SECTION 4. SECRETARY

The Secretary shall insure that: the minutes of the Board and its committees are recorded and retained as records of the District, all notices are posted and served as required by law, the books, records and all documents and instruments are open to public inspection in accordance with the Texas Open Meetings Act, Chapter 551 and Public Information Chapter 552 of the Texas Government Code. The Secretary shall attest the signature of the President or any other officer of the District.

SECTION 5. TREASURER

The Treasurer shall have the responsibility to insure the proper handling, custody and security of all funds and securities of the District. The Treasurer may be required, at the expense of the District, to give such bond for the faithful discharge of the duties in such form and amount as the Board may require by resolution. The Treasurer shall assure that a monthly financial report is provided to the Board concerning activities of the District.

SECTION 6. DIRECTOR OF ECONOMIC DEVELOPMENT

The Board may employ a Director of Economic Development to carry out any duties it deems in the interest of the District. **The Director of Economic Development shall not have sole authority over MDD business. The Director shall report to the MDD Board and update the City Council upon request. If the entire MDD Board were to be recalled by the City Council, the Director of Economic Development may report to the City Council in the interim until a new MDD Board is established. The Director of Economic Development shall not be appointed for a definite term but may be removed at the will and pleasure of the MDD Board of Directors by an affirmative vote of a majority of the entire Board. The action of the Board in the suspending or removing of the Director of Economic Development shall be final.**

SECTION 7. CONFLICT OF INTEREST

The members of the Board of Directors shall be considered local public officials, but not City officials, within the meaning of Chapter 171 of the Texas Local Government Code. If a Director has a substantial interest, as that term is defined in said Chapter, in a business entity or real property which is the subject of deliberation by the Board of Directors, the Director shall file an affidavit with the Secretary of the District stating the nature or extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter by the Board of Directors, and if required by said Chapter, the interested Director shall abstain from any discussion, vote or decision upon the matter.

SECTION 8. IMPLIED DUTIES

The District is authorized to take such actions as it may deem reasonable or necessary to accomplish any of the purposes or duties set out in these Bylaws in accordance with the Act and any other applicable law.

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SECTION 9. PROHIBITIONS

The MDD Board of Directors shall have powers only as a body meeting with a quorum present and no member shall have power to act individually except where that power may be conferred upon the member in these By-laws or by written MDD resolution.

ARTICLE IV

FUNCTIONAL DUTIES AND RESPONSIBILITIES

GENERAL ECONOMIC DEVELOPMENT PLAN

The District may research, develop and prepare any Economic Development Plan for the City, which shall include proposed methods and the expected costs of implementation. The Plan shall include both short-term and long-term goals for the economic development of the City, proposed methods for the elimination of unemployment and under-employment, and the promotion of employment, through the expansion and development of a sound retail, industrial and manufacturing base for and within the City. The District shall review and update the Plan each year prior to completion of the annual budget.

SECTION 1. ANNUAL BUDGET

On or before **June 30th** of each year the Treasurer shall prepare and present a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year to the Board. **The MDD Board shall review the budget at their July meeting. The approved proposed budget shall be submitted to the City Council for review and inclusion during the Council budget workshops in August.** The fiscal year of the District shall commence on October 1st of each year and end on September 30th.

SECTION 2. FINANCIAL BOOKS, RECORDS, AUDITS

The Treasurer shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts and financial statements pertaining to its funds, activities and affairs, to include an audit of MDD financial records annually.

Only the Director of Economic Development, the Board President or any two Board officers, may sign checks on behalf of the District.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 1. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The District shall indemnify each and every member of the Board, its officers and its employees to the fullest extent permitted by law.

The District shall purchase and maintain insurance on behalf of any Director, officer, employee or agent of the District 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 District.

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SECTION 2. GIFTS

The Board may accept on behalf of the District any contribution, gift, bequest or devise for the general purposes of the District.

SECTION 3. AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by any affirmative vote of two-thirds (2/3rds) of the authorized Directors serving on the Board.

SECTION 4. EFFECTIVE DATE

These Bylaws and any subsequent amendments hereto, shall be effective as of and from the date on which approval has been given by the Board of Directors of the Rockdale Municipal Development District.

First Approved by Resolution: October 12, 2010

Amended: August 25, 2011

Amended: December 15, 2011

Amended: April, 26, 2012

Amended: September 26, 2013

Amended: October 17, 2014

Amended: August 24, 2015

Amended: July 25, 2016

Amended: February 8, 2021