

**BYLAWS OF THE NORTH TEXAS CLEAN AIR NETWORK  
LOCAL GOVERNMENT CORPORATION**

**ARTICLE 1  
Name, Offices, and Purposes**

**1.1 Name.** The name of the corporation is the North Texas Clean Air Network Local Government Corporation (the “Corporation”).

**1.2 Offices.** The Corporation may have, in addition to its registered office, offices at such places as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

**1.3 Purposes.** The Corporation shall be incorporated to aid and to act on behalf of the City of Dallas, City of Plano and Dallas County (the “Local Governments”) to accomplish their governmental purpose; namely to oversee the establishment and operation of a network of modern calibrated air quality sensors within member jurisdictions or in contracted jurisdictions, using such monitors to further advance understanding of local air quality, support local air quality education and research, and assist in responding to local public health threats caused by poor air quality.

a. The goals and purposes of the Corporation are as follows:

- i. Supervise the implementation and maintenance of a publicly accessible, secure and scientifically credible regional air sensor network providing simultaneous real time air quality information from multiple locations within member or contracted jurisdictions via the World Wide Web (the “Network”);
- ii. Provide the best, most up-to-date factual information about local air quality;
- iii. Provide fact-based public education resources on local air quality;
- iv. Support scientific research on local air quality by local colleges, universities, hospitals and schools;
- v. Work with regulatory agencies and entities to further local clean air goals;
- vi. Raise capital to support policy goals, as needed; and
- vii. Prepare annual written reports to the Local Governments detailing progress to date (including a description of projects undertaken that year, results of the projects and other information deemed pertinent by the Corporation for the public and the Local Governments) and goals for the future.

b. To accomplish said goals and purpose, the Corporation shall be authorized to:

- i. Contract with persons and with governmental, for-profit and non-profit entities for the procuring of services and supplies and the hiring of personnel;
- ii. Acquire and hold title to interests in real and personal property;
- iii. Accept funds and property appropriated by the Local Governments;
- iv. Apply for grants of funds, services, and things of value and accept awards of such grants;
- v. Accept donations of funds, services and things of value;
- vi. Issue bonds, notes, and other debt obligations as necessary for the accomplishment of the governmental purpose stated above, provided that the

Corporation shall not incur debt without the consent of the governing bodies of the Local Governments, as evidenced by approval of an ordinance, order or resolution; and

- viii. Engage in other lawful activities to accomplish the governmental purpose stated above.

## **ARTICLE 2**

### **Board of Directors**

**2.1 Management.** Subject to the Articles of Incorporation, management of the affairs of the Corporation shall be vested in the directors, who together constitute the Board of Directors (the “Board”). The qualifications of the directors, as well as the procedures for their appointment and removal, shall be prescribed by the Articles of Incorporation.

**2.2 Annual Meetings.** The Board shall hold an annual meeting for the purposes of electing officers and transacting any other business related to the Corporation.

**2.3 Regular Meetings.** In addition, the Board may conduct additional meetings at times and locations designated by the Board.

**2.4 Special Meetings; Emergency Meetings.** Special and emergency meetings of the Board shall be held whenever called by the Chair of the Board or by a majority of the directors who are serving duly appointed terms of office at the time the meeting is called.

The Secretary shall give notice of each meeting in person, by telephone, electronic transmission (*e.g.*, facsimile transmission, electronic mail, text message, or mail at least three (3) days before the meeting to each director. Notice of each emergency meeting shall also be given in the manner required under Chapter 551, Texas Government Code (the “Open Meetings Act”). For purpose of these Bylaws, an “emergency meeting” is a meeting of the Board to consider a circumstance that, in the absence of immediate action by the Board, may have a material, adverse impact upon the Corporation or the air quality of the participating cities or Dallas County. The person(s) calling the special or emergency meeting shall provide the Secretary of the Corporation with a statement of the reason(s) for the meeting, which statement shall be included in the notice of the meeting.

**2.5 Compliance with Open Meetings Act.** The Board shall meet in accordance with and post notice of each meeting of the Board in accordance with Chapter 551 of the Texas Government Code (the “Open Meetings Act”). Notice of each meeting shall be posted by the Dallas County Clerk at the same location or locations notice of Commissioners Court meetings is posted, by the City Secretary of the City of Dallas at the same location or locations notice of Dallas City Council meetings is posted, and by the City Secretary of the City of Plano at the same locations notice of Plano City Council meetings is posted. Additional notice of each meeting may be posted at one or more other locations according to the requirements of participating cities and counties.

**2.6 Manner of Conducting Meetings.** At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, an acting presiding officer shall be chosen by the Board from among the directors present.

The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

**2.7 Quorum.** A majority of the Board shall constitute a quorum. If at any meeting of the Board there is less than a quorum present, business of the Board shall not be conducted. The act of a majority of the directors present and voting at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

**2.8 Committees.** The Board may, by resolution passed by a majority of the directors, designate three (3) or more directors to constitute an executive committee or other type of committee. The executive committee shall have and may exercise all of the authority of the Board in the management of the Corporation, except where action of the Board is specified by statute or these Bylaws. The executive committee shall act in the manner as provided in these Bylaws. Each other 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 office of the Corporation, and shall report the same to the Board from time to time. The executive committees shall give notice of any meeting in the manner required for a meeting of the Board.

**2.9 Compensation.** No part of the income or revenues of the Corporation shall ever be paid to or inure to the benefit of any director except for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation, and no such reimbursement of expenses shall be made unless approved by the Board.

**2.10 Duties.** Directors shall discharge their duties in good faith, with ordinary care, and in a manner each director reasonably believes to be in the Corporation's best interests. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging their duties, directors may rely in good faith on information, opinions, reports, or analyses, including financial data, prepared or presented by persons reasonably appearing to be qualified in such matters. A director is not relying in good faith if he or she has knowledge that renders such reliance unwarranted or unreasonable. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to property held or administered by the Corporation, including property subject to restrictions imposed by a donor or other transferor of the property.

### **ARTICLE 3**

#### **Officers**

**3.1 Titles and Term of Office.** The officers of the Corporation shall be the President/Chair, the Vice President/Vice Chair, a Secretary, a Treasurer, and such other officers as the Board may from time to time elect or appoint as described in section 3.6 Bylaws of the North Texas Clean Air Network Local Government Corporation – Page 3

below. One person may hold the position of one or more offices for the Corporation except that the Chair may not also hold the office of Secretary. Except as otherwise indicated in Sections 3.2 and 3.3 below, the term of office for each officer shall be one year commencing with the date of the meeting of the Board at which each such officer is elected. Officers may be re-elected.

### **3.2 President/Chair.**

(a) In conformance with the Articles of Incorporation, from formation of the Corporation until September 30, 2019, there will be two Co-Presidents/ Co-Chairs of the Board, and on and after October 1, 2019 there will be one President/Chair. From formation of the Corporation until September 30, 2019, all references in these bylaws to the “Chair” or “President” shall refer to the Co-Chairs, and any action or authority of the “Chair” or “President” shall refer to the joint action and joint authority of the Co-Chairs.

(b) The Chair shall preside at all meetings of the Board. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, the Chair may, upon authorization by resolution of the Board, sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, contracts, and other instruments of any kind in the name of the Corporation.

### **3.3 Vice President/Vice Chair.**

(a) On and after October 1, 2019, the Vice President/Vice Chair of the Board (“Vice Chair”) shall be selected as provided by the Articles of Incorporation.

(b) The Vice Chair shall perform the duties and exercise the powers of the Chair upon the Chair’s death, absence, disability, or resignation, or upon the Chair’s inability to perform the duties of his or her office. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.

**3.4 Secretary.** The Board shall appoint the Secretary of the Corporation to keep the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the Corporation records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the Chair. The Secretary of the Corporation shall serve at the discretion of the Board, and may be removed as Secretary by the Board at any time, with or without cause.

**3.5 Treasurer.** The Board shall appoint the Treasurer of the Corporation, who shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation for any source whatsoever, deposit all such monies in the name of the Corporation in such banks as shall be selected in accordance with the provisions of these Bylaws, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board. The Treasurer of the Corporation shall serve at the discretion of the Board, and may be removed as Treasurer

by the Board at any time, with or without cause.

**3.6 Other Officers.** The Board may appoint other officers of the Corporation and other authorized representatives of the Corporation, who shall have the powers and duties as may be delegated by the Board. Such additional officers and authorized representatives shall serve at the discretion of the Board, and may be removed by the Board at any time, with or without cause.

#### **ARTICLE 4**

##### **Contracts; Financial Matters; Seal**

**4.1 Fiscal Year.** The fiscal year of the Corporation shall commence on October 1 and end on September 30 each year.

**4.2 Contracts.** The Board may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**4.3 Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in a state or national bank or other federally insured depository institution selected by the Board, subject to and in accordance with the requirements of Chapter 105, Texas Local Government Code and, as applicable, the Public Funds Investment Act, Chapter 2256, Texas Government Code.

**4.4 Payment of Funds.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary or Treasurer and countersigned by the Chair.

**4.5 Audits.** The Board shall cause to be maintained a proper and complete system of records and accounts of all transactions, business, and affairs of the Corporation. Within a reasonable time after the end of each fiscal year, the Board shall cause the preparation of a financial statement for the Corporation, which shall be audited by an independent certified public accountant or firm of independent certified public accountants retained by the Board for such purpose.

**4.6 Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board. All books and records may be inspected by representatives of participating cities and counties at any reasonable time.

**4.7 Seal.** The Board may but is not required to adopt a corporate seal in such form and to be used in such manner as may be approved by the Board.

## **ARTICLE 5 Withdrawal**

**5.1 Process for Withdrawal.** A member city or county of the Corporation may withdraw from the Corporation by delivering at least ten (10) days' written notice of withdrawal to the Secretary.

**5.2 No Interest in Assets/Dissolution.** The withdrawing member shall have no right or interest in any real or personal property, records, or other assets of the Corporation. In the event that the Corporation is dissolved, then the title to assets shall be transferred to the remaining Local Governments that created the Corporation.

**5.3 Removal of References to Withdrawing Party.** The Corporation shall remove all references to the withdrawing member with respect to any action taken by the Corporation after the effective date of such withdrawal.

## **ARTICLE 6 General Provisions**

**6.1 Supremacy of Articles of Incorporation.** These Bylaws are subject to and governed by the Articles of Incorporation.

**6.2 Amendment.** A proposal to alter, amend, or repeal these Bylaws may be made by the affirmative vote of a majority of the full Board at any meeting if notice of the proposed amendment is contained in the notice of said special meeting. However, any proposed change or amendment to the Bylaws must be approved by the City Councils and Commissioners Court of participating Network members.

**6.3 Effective Date.** These Bylaws shall be effective upon adoption by an affirmative vote of a majority of the directors at a meeting of the Board, provided that notice of the proposed adoption shall have been received by each director at least five (5) business days before the said meeting.