

4. Discussion and Action: Election of Officers

Memo

To: DCM Board of Directors
From: Zefra Mascorro, Administrative Coordinator
CC: File
Date: 2/20/2026
Re: Election of Officers

The annual Board Meeting will be held every January (3.07). The Board shall choose such officers at each annual meeting or soon thereafter as possible.

Recommendation: Table if whole Board is not in attendance.

thereby created shall be filled pursuant to law in the same manner as other vacancies for such office are filled.

- 4.2 If any member of the Board of Directors falls in debt to the City of Mercedes by incurring delinquent property taxes, such delinquency shall constitute an automatic resignation of their position as a Director of the Development Corporation of Mercedes then held, and the vacancy thereby created shall be filled pursuant to law in the same manner as other vacancies for such office are filled.

ARTICLE FIVE ETHICS

- 5.1 Directors of the Mercedes Economic Development Corporation shall conduct themselves in accordance with the following ethical standards in order to address any conflicts of interest should they arise. If a Director has a substantial interest, as that term is defined in Texas Local Government Code in a business entity or real property which is the subject of deliberation by the Board of Directors, that Director shall file an affidavit with the City Secretary stating the nature and extent of his interest. Such affidavit shall be filed prior to any vote or decision upon the matter by the Board of Directors, and if required by Texas Local Government Code Chapter 171, the interested Director shall abstain from any vote or decision upon the matter.

ARTICLE SIX NOTICES

- 6.01 Whenever, under the provisions of the governing statutes of these bylaws, notice is required to be given to any Director, it shall be construed to mean notice in writing, by mail or in person, addressed to such Director at address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Whenever any notice is required to be given under the provisions of the statutes or bylaw, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time state therein, shall be deemed equivalent thereto.

ARTICLE SEVEN OFFICERS

- 7.01 The elected officers of the corporation shall be President, Vice- President, Secretary and Treasurer. Any two (2) officers may be held by the same person, except the offices of President and Secretary.
- 7.02 The Board shall choose such officers at each annual meeting or as soon thereafter as possible. Officers shall serve a term of one (1) year; providing,

however, that the officers shall continue to serve until the election of their successors.

- 7.03 The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and who shall exercise such power and perform such duties as shall be determined from time to time by the Board.
- 7.04 Any officer elected or appointed by the Board may be removed at any time by the affirmative, vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board for the remaining term.
- 7.05 The President shall preside at all meeting of the Directors, and shall have general supervision of the management and business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall have the right to vote on all matters coming before the Board. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed thereof shall be delegated by the Board to some other officer or agent of the corporation. The President shall have the authority, upon notice to members of the Board, to call a special meeting of the Board when in his judgment such meeting is required. The President shall have the authority to appoint committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and function of the Board. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board of Directors.
- 7.06 In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform the duties of the President, and shall perform other such duties as the Board shall prescribe.
- 7.07 The Secretary shall attend all sessions of the Board and record all votes and minutes of all proceedings in a book to be kept for the purpose. The Secretary shall give, or cause to be given notices of all meetings of the Board and shall perform such other duties which may be prescribed by the Board or the President. The Secretary shall be the custodian of the corporate records and seal of the corporation and shall keep a mailing address and street address, if different, of each Director.
- 7.08 To the extent not otherwise provided by the Board, by rules and regulations, in resolutions relating to the issuance of bonds, or in any financing documents relating to such issuance, the Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies

and other valuable effects in the name and to the credit of the corporation. The Treasurer shall be bonded for the faithful discharge of his/her duties with such surety and sureties and in such sum as the Board of Directors shall determine by Board Resolution, but in no event shall the amount of such bond be less than an amount equal to the average sums which the Treasurer has access to and the ability to convert during a twelve (12) month period of time. The Treasurer shall, in general, perform all duties incident to that office and such other duties as from time to time may be assigned to him/her by the President of the Board. The Board may require the President, Vice-President, and Secretary, (in addition to the Treasurer) to give the corporation bonds and such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office.

ARTICLE VII MANAGERS, EMPLOYEES, CONTRACTORS

- 8.01 The Board shall have the right to employ a manager for the corporation, and such other full or part-time employees as needed to carry out the programs of the corporation. These employees shall perform the duties as assigned to them by the Board.
- 8.02 The corporation may contract with any qualified and appropriate person or association, for designated tasks which will aid or assist the Board in performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors of its discretion and policy making functions in discharging the duties hereinabove set forth.

ARTICLE IX FINANCIAL PROVISIONS

- 9.01 Fiscal year of the corporation shall begin October 1 and end on September 30 of the following year.
- 9.02 A budget for the forthcoming year shall be submitted and approved by the Board of Directors and the City Commission. The budget proposed for adoption shall include the projected operating revenue and expenses, estimated year-end fund balances, encumbered funds and such other information useful or appropriate for the Board of Directors and the City Commission.
- 9.03 Any two directors of the corporation including the Executive Director shall sign checks or demands for money and notes of the corporation
- 9.04 All funds of the corporation shall be deposited on a regular basis to the credit of the corporation in the City of Mercedes' depository bank.

**5. Discussion and Action: FY24-25 Audit, Adrian Webb,
CPA**