

PUBLIC NOTICE

In accordance with the Open Meetings Act, Chapter 551 of the Government Code of Texas, notice is hereby given to all interested persons that the City Council of the City of Odessa, Texas will meet for a special Council meeting on **Monday, January 29, 2024, at 4:00 p.m.** in the Council Chambers, 5th floor, City Hall, 411 West 8th Street, Odessa, Texas for the following purposes:

See attached agenda

This Notice is being posted on the south door of City Hall and on the bulletin board of the first floor of City Hall, Odessa, Texas, this the _____ day of January, 2024 at _____ .m., said time being more than seventy-two hours prior to the time at which the subject meeting will be convened and called to order. The public notice is also posted on the City of Odessa's website www.odessa-tx.gov

City Council Meetings are available to all persons regardless of disability. Individuals with disabilities who require special assistance should contact the City Secretary's Office at 432/335-3276, or 411 West 8th Street, First Floor, Odessa, Texas, during normal business hours at least twenty-four hours (24) in advance of the meeting.

Norma Aguilar-Grimaldo, TRMC, CMC
City Secretary

Javier Joven
Mayor

John Beckmeyer
City Manager



CITY COUNCIL
Mark Matta, District 1
Steven Thompson, District 2
Gilbert Vasquez, District 3
Greg Connell, District 4
Chris Hanie, District 5
Denise Swanner, At-Large

City Council Meeting Agenda
City Hall, 411 W. 8th St.
City Council Chambers – Fifth Floor

January 29, 2024
4:00 p.m.

- I. Call to order Mayor Joven
- II. Invocation
- III. **Regular**
- 1. Consider amending Bylaws for the Amy Bell Sports Foundation. John Beckmeyer
(Resolution)
Proposed changes to the removal of Directors.
- IV. Adjourn.

**CITY OF ODESSA
CITY COUNCIL AGENDA ITEM**

| | | | |
|----------------------------------|----------------------------------|--|-----------------------------|
| Meeting Date 1/29/2024 | Contact John Beckmeyer | Department City Manager's Office | Fiscal Impact? No |
| Work Session? No | Contacted Legal? Yes | Item Type Regular | Resolution, |

CAPTION

Consider amending Bylaws for the Amy Bell Sports Foundation. (Resolution)

SUMMARY

Consider amending Bylaws for the Amy Bell Sports Foundation.

On October 10, 2023, Resolution No. 2023R-94, City Council affirmed that the City of Odessa will be funding the pre-development agreement for the Amy Bell Sports Complex and must be named as the sole beneficiary of the Amy Bell Sports Foundation, Inc.

BLURB

Amend Bylaws for the Amy Bell Sports Foundation.

Comments/Other Departments, Boards, Commissions or Agencies

Supporting Documents

4r-167 Amend Bylaws Amy Bell Sports Foundation.pdf, Bylaws - Amy Bell Sports Foundation, Inc..pdf,

RESOLUTION NO. 2024R-___

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ODESSA, TEXAS, AUTHORIZING THE CITY OF ODESSA TO AMEND THE AMY BELL SPORTS FOUNDATION BYLAWS; FINDING AND DETERMINING THAT THE MEETING AT WHICH THIS RESOLUTION WAS PASSED WAS NOTICED AND WAS OPEN TO THE PUBLIC AS REQUIRED BY LAW; AND DECLARING AN EFFECTIVE DATE

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ODESSA, TEXAS:

Section 1. That the bylaws for the Amy Bell Sports Foundation are hereby amended, more specifically shown on the attached Exhibit "A".

Section 2. That the City Manager or his designee is authorized to execute any documents necessary to implement this resolution.

Section 3. That this resolution shall be effective at the time of its adoption.

The foregoing resolution was approved and adopted on the 29th day of January, A.D., 2024, by the following vote:

Mark Matta
Steven P. Thompson
Gilbert Vasquez
Greg Connell
Chris Hanie
Denise Swanner
Javier Joven

Approved this the 29th day of January, A.D., 2024.

Javier Joven, Mayor

ATTEST:

Norma Aguilar-Grimaldo, City Secretary

APPROVED AS TO FORM:

Daniel C. Jones, City Attorney

**BYLAWS OF
AMY BELL SPORTS FOUNDATION, INC.**

A Nonprofit Corporation

PREAMBLE

These bylaws of Amy Bell Sports Foundation, Inc. (the “*Corporation*”) are subject to, and governed by, the Texas Business Organizations Code (the “*TBOC*”) and the certificate of formation of the Corporation. In the event of a direct conflict between the provisions of these bylaws and the provisions of the TBOC or the provisions of the certificate of formation of the Corporation, the provisions of these bylaws, as the case may be, to the maximum extent possible, will be controlling.

**ARTICLE I
MEMBER**

Section 1. Number, Powers and Duties. As provided in the Corporation’s certificate of formation, the Corporation shall at all times have one member: the City of Odessa, Texas (the “*Member*”). For the avoidance of doubt, no individual, trust, entity, or other person (including, without limitation, any governmental authority) other than the City of Odessa, Texas, may be sole member of the Corporation. The Member shall exercise such rights and perform such duties as may be provided by law, the certificate of formation of the Corporation or these bylaws.

Section 2. No Personal Liability of the Member. The Member shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

**ARTICLE II
MEETINGS OF THE MEMBER**

Section 1. Annual Meeting. The annual meeting of the Member will be held during each calendar year on the date and at the time and place designated by the Member. At such meeting, the Member will transact such business as is determined by the Member.

Section 2. Special Meetings. Special meetings of the Member may be called at any time and for any purpose by the Member, as determined by the Member.

Section 3. Place of Meetings. Meetings of the Member will be held at any location determined by the Member.

Section 4. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Member may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by the Member, and such consent shall have the same force and effect as a unanimous vote at a meeting. The governing body of the Member may designate one or more representatives to sign any such consent on behalf of the Member.

Section 5. Powers Reserved by Member. The Member reserves the following powers to itself:

(a) The power to approve any amendments and/or restatements to the Corporation's certificate of formation;

(b) The power to approve any amendments and/or restatements to these bylaws;

(c) The power to approve any merger or consolidation of the Corporation;

(d) Through the members of the City Council of the Member (the "*City Council*"), the power to appoint, remove, and replace members of the Board of Directors, as described in Sections 2 and 3 of Article III; and

(e) The power to wind up and terminate the Corporation pursuant to Section 5 of Article XI (i.e., upon the affirmative vote of at least three-fourths (3/4ths) of the full City Council (rounded to the next highest number if such number results in a fraction) together with the affirmative vote of at least six (6) of the seven (7) directors of the Corporation).

For the avoidance of doubt:

(i) The powers described in clauses (a)-(c) above may be exercised exclusively by the Member;

(ii) The power described in clause (d) above may be exercised exclusively by the Member through the members of the City Council, as described in Sections 2 and 3 of Article III; and

(iii) The power described in clause (e) above, with respect to the Member, may be exercised exclusively by the Member through the affirmative vote of at least three-fourths (3/4ths) of the full City Council (rounded to the next highest number if such number results in a fraction).

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. Except with respect to the powers reserved by the Member to itself (as set forth in Section 5 of Article II), the direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of directors (the "*Board of Directors*"), and, subject to the restrictions imposed by law, by the certificate of formation of the Corporation, and by these bylaws (including as set forth in Section 5 of Article II), the Board of Directors may exercise all the powers of the Corporation. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these bylaws.

Section 2. Number, Qualifications, Terms of Service, and Vacancies.

(a) Number. The number of directors shall be seven (7), each of whom shall be appointed by a member of the City Council, as described below. The seven (7) directors shall be:

(1) a director appointed by the current Mayor of the Member (the “*Mayor Appointed Director*”);

(2) a director appointed by the current Council Member At-Large of the City Council (the “*Council Member At-Large Appointed Director*”);

(3) a director appointed by the current District 1 Council Member of the City Council (the “*District 1 Council Member Appointed Director*”);

(4) a director appointed by the current District 2 Council Member of the City Council (the “*District 2 Council Member Appointed Director*”);

(5) a director appointed by the current District 3 Council Member of the City Council (the “*District 3 Council Member Appointed Director*”);

(6) a director appointed by the current District 4 Council Member of the City Council (the “*District 4 Council Member Appointed Director*”); and

(7) a director appointed by the current District 5 Council Member of the City Council (the “*District 5 Council Member Appointed Director*”).

Each of the seven (7) directors shall hold a seat (i.e., a “*Seat*”) on the Board of Directors. In addition, with respect to any Seat, the current member of the City Council who is responsible for appointing a director with respect to such Seat is referred to as the “*Director Appointer*” with respect to such Seat.

For example, as of any time, the current Mayor Appointed Director holds one (1) of the seven (7) Seats on the Board of Directors; and the current Director Appointer with respect to the Seat held by the Mayor Appointed Director is the current Mayor of the Member.

No individual shall serve as a director with respect to more than one (1) Seat at any particular time.

At the conclusion of each director’s term of service (in accordance with subsection (c) of this Section 2 of this Article), the current Director Appointer with respect to the Seat held by such director shall appoint a director with respect to such Seat for the succeeding four (4) year term (which director appointee, subject to the Term Limit restriction set forth in Section 2(c)(3) of this Article, may, as determined by the current Director Appointer with respect to such Seat, be the same individual who just completed his or her term of service or a different individual). Any director appointed with respect to any Seat is potentially subject to removal, prior to the expiration of his or her four (4) year term, in accordance with Section 3 of this Article.

For example, at the conclusion of the initial four (4) year term of a particular Mayor Appointed Director, the current Mayor of the Member shall appoint a Mayor Appointed Director for the succeeding four (4) year term (and such director appointee, subject to the Term Limit restriction set forth in Section 2(c)(3) of this Article, may, as determined by the Mayor of the Member, be the same individual who just completed his or her initial four (4) year term or a different individual).

(b) Qualifications. As a requirement for any person to be appointed as a director, such person must be an individual who possesses one or more of the following qualifications: (i) business owner; (ii) banking or investment experience; (iii) sports-related experience, or (iv) marketing experience. In addition, a director must be at least eighteen (18) years of age upon his or her appointment.

(c) Terms of Service.

(1) With regard to each director, unless such director resigns, dies, becomes disabled, is removed (in accordance with Section 3 of this Article), or has been appointed to fill an unexpired vacancy (in accordance with subsection (d) of this Section 2 of this Article), the term of such director's appointment shall be four (4) years. A director with respect to any particular Seat who has completed a term of four (4) years may be reappointed to such Seat by the current Director Appointer with respect to such Seat, subject, however, to the Term Limit restriction set forth in Section 2(c)(3) of this Article.

(2) A director who has been appointed to fill an unexpired vacancy (in accordance with subsection (d) of this Section 2 of this Article) shall serve for the unexpired term of his or her predecessor in office (but he or she is potentially subject to removal during such unexpired term in accordance with Section 3 of this Article).

(3) An individual may not serve as a director with respect to any Seat for more than two (2) consecutive four (4) year terms (the "*Term Limit*"); provided, however, that (i) with respect to any director who has been appointed to fill an unexpired vacancy in any Seat (in accordance with subsection (d) of this Section 2 of this Article), the unexpired term of his or her predecessor in office with respect to such Seat shall not be included in the determination of whether he or she has reached his or her Term Limit; (ii) a director who previously reached the Term Limit with respect to any Seat may, after four (4) years have elapsed from the date on which he or she reached his or her most recent Term Limit with respect to such Seat, be appointed (or reappointed) as a director with respect to such Seat (i.e., if such an appointment (or reappointment) is desired by the current Director Appointer with respect to such Seat); and (iii) if a director has reached the Term Limit with respect to a particular Seat, he or she may be appointed as a director with respect to any other Seat (by the current Director Appointer with respect to such other Seat) without regard to the Term Limit.

(d) Vacancies. Subject to the Term Limit restriction set forth in Section 2(c)(3) of this Article and the restrictions set forth in Section 3(b) of this Article, any vacancy resulting from the expiration of a director's term or any vacancy occurring in a director's position prior to the expiration of such director's term (e.g., due to his or her resignation, death, disability, or removal (in accordance with Section 3 of this Article)) shall be filled as follows:

(1) if the vacancy is with respect to the Mayor Appointed Director, a replacement director shall be appointed by the current Mayor of the Member;

(2) if the vacancy is with respect to the Council Member At-Large Appointed Director, a replacement director shall be appointed by the current Council Member At-Large of the City Council;

(3) if the vacancy is with respect to the District 1 Council Member Appointed Director, a replacement director shall be appointed by the current District 1 Council Member of the City Council;

(4) if the vacancy is with respect to the District 2 Council Member Appointed Director, a replacement director shall be appointed by the current District 2 Council Member of the City Council;

(5) if the vacancy is with respect to the District 3 Council Member Appointed Director, a replacement director shall be appointed by the current District 3 Council Member of the City Council;

(6) if the vacancy is with respect to the District 4 Council Member Appointed Director, a replacement director shall be appointed by the current District 4 Council Member of the City Council; and

(7) if the vacancy is with respect to the District 5 Council Member Appointed Director, a replacement director shall be appointed by the current District 5 Council Member of the City Council.

Section 3. Removal.

(a) Any director may be removed (prior to the expiration of his or her current four (4) year term) under the following circumstances:

(1) if he or she is absent for more than fifty (50%) of all regular meetings of the Board of Directors during any twelve (12) month period, in which event the current Director Appointer with respect to the Seat held by such director shall appoint a new director with respect to such Seat (in accordance with Section 2(d) of this Article); or

(2) upon the written approval of at least five (5) of the seven (7) current Director Appointers; provided, however, that with respect to any Seat, if a director holding such Seat is removed under this subsection (a)(2), then any succeeding director with respect to such Seat may not be removed under this subsection (a)(2) until at least 365 days have elapsed after such removal.

(b) Any removed director shall be replaced in accordance with the provisions of Section 2(d) of this Article; provided, however, that (i) a director removed under Section 3(a)(1) of this Article may not thereafter be appointed as a director with respect to any Seat for the ten (10) year period following his or her removal; and (ii) a director removed under Section 3(a)(2) of this Article may not be reappointed as a director with respect to the Seat from which he or she was removed until the individual who was the Director Appointer with respect to such Seat at the time of such director removal has been replaced as the Director Appointer with respect to such Seat. As an example of the foregoing proviso, if the current District 5 Council Member Appointed Director is removed as a director under Section 3(a)(2) of this Article, then he or she may not be reappointed as the District 5 Council Member Appointed Director until the individual who was the District 5 Council Member of the City Council at the time of such director removal has been replaced as the District 5 Council Member of the City Council. For the avoidance of doubt, a director removed under Section 3(a)(2) of this Article may be

appointed as a director with respect to any Seat other than the one from which he or she was removed (in accordance with Section 2(d) of this Article) at any time.

Section 4. Ex-Officio Directors. Three members of the City Council (each of whom shall be appointed by, and may be removed and replaced by, the Director Appointers, by a majority vote of the Director Appointers) and the Director of the City of Odessa Parks and Recreation Department shall serve as ex-officio directors of the Corporation. Ex-officio directors shall be entitled to participate in meetings of the Board of Directors but shall not be entitled to any vote.

Section 5. Annual Meeting. An annual meeting of the Board of Directors shall be held each year at a time, place and date designated by the Board of Directors. At each annual meeting at which a quorum is present, the Board of Directors shall appoint the officers of the Corporation and transact such other business as may lawfully come before the meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors at least ten (10) days prior to the meeting.

Section 6. Regular Meetings. The directors may hold regular meetings in such place or places as designated from time to time by resolution of the Board of Directors and communicated to all directors. Notice of such meetings shall be given in writing to all members of the Board of Directors at least ten (10) days prior to the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the directors at that time in office. Each such special meeting shall be held at such time, place and date as shall be designated by the officer or directors calling such meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors at least three (3) days prior to the meeting.

Section 8. Notice. The Secretary shall give notice of any annual or regular meeting to each director, including therein the time, place and date of such meeting. The Secretary shall give notice or the person or persons calling any special meeting of the Board of Directors must cause notice to be given to each director of such special meeting, including therein the time, place and date of such meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or written waiver of notice of such meeting unless otherwise required by these bylaws. Unless limited by law, the certificate of formation of the Corporation or these bylaws, any and all business may be transacted at any such meeting of the Board of Directors. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 9. Quorum. A number of directors equal to a majority of the duly appointed and qualified directors, rounded to the next highest number if such number results in a fraction, but in no event less than two individual directors, shall constitute a quorum for the transaction of business, unless a greater number is required by law, the certificate of formation of the Corporation or these bylaws, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present or any director solely present may adjourn the meeting from time to time, without further notice other than an announcement at that meeting, until a quorum is present.

Section 10. Manner of Acting. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the certificate of formation of the Corporation or these bylaws.

Section 11. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as the President may determine from time to time unless the Board of Directors determines otherwise. The Secretary of the Corporation shall prepare minutes of such meetings unless the President or the Board of Directors appoints another person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book of the Corporation. If the President is absent from a meeting of the Board of Directors or is unable to act at a meeting of the Board of Directors, a chairman for that meeting shall be chosen by the Board of Directors from among the directors present.

Section 12. Presumption of Assent. A director who is present at any meeting of the Board of Directors at which action on any Corporation matter is taken will be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

Section 13. Compensation. Directors as such shall not receive any salary or compensation for their service as directors but shall be entitled to be reimbursed for all reasonable expenses incurred on behalf of the Corporation or in furtherance of the directors' duties; provided, however, that nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity or receiving compensation therefor.

Section 14. Action Without Meeting. Unless otherwise restricted by the certificate of formation of the Corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a sufficient number of the directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all of the directors or committee members, as the case may be, were present and if the procedures set forth in the TBOC are followed.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Number and Titles. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. Each officer shall hold office for the term for which he or she is elected and until his or her successor shall have been duly elected and qualified unless such officer is removed, resigns or is unable to serve. The office of President and Secretary may not be held by the same person. The Board of Directors also may appoint one or more Assistant Secretaries and such other officers, assistant officers and agents as the Board of Directors shall from time to time deem necessary, who shall exercise such powers and perform such activities as shall be set forth in these bylaws or as determined from time to time by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Board of Directors at which a quorum is present. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the Board of Directors at any time whenever in its sole and exclusive judgment the best interests of the Corporation will be served thereby. The election of an officer shall not of itself create contract rights. The removal of an officer who is also

employed by the Corporation shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in the office of any officer may be filled by the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors and subject to the provisions of applicable law restricting the powers of a chief executive officer, the chief executive officer shall have (a) general executive charge, management and control of the properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities, (b) the general authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Corporation and (c) such other powers and duties as are designated in accordance with these bylaws and as from time to time may be assigned to him or her by the Board of Directors.

Section 6. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall generally assist the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. Secretary. The Secretary of the Corporation (a) shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, (b) shall attend to the giving and serving of all notices, (c) may in the name of the Corporation attest to all contracts of the Corporation and affix the seal of the Corporation thereto, (d) shall in general perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and (e) shall discharge such other duties as shall be prescribed from time to time by the Board of Directors or the President. The Board of Directors may appoint one or more Assistant Secretaries to perform the duties of the Secretary during the Secretary's absence or disability.

Section 8. Treasurer. The Treasurer of the Corporation shall have custody of all the funds and securities of the Corporation. When necessary or proper, he or she may 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 banks or depositories as shall be designated in the manner prescribed by the Board of Directors, and he or she may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as is designated by the Board of Directors. The Treasurer shall make such transfers and alterations in the securities of the Corporation as may be ordered by the Board of Directors. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, disburse all moneys. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors if so requested by the Board of Directors. In general, the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President. The Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of his or her duties in such form as the Board of Directors may require. The Board of Directors may appoint one or more Assistant Treasurers to perform the duties of the Treasurer during the Treasurer's absence or disability.

ARTICLE V COMMITTEES

Section 1. Committees Having Board Authority. The Board of Directors by resolution may designate one or more committees, which, to the extent provided in such resolution or in these bylaws, shall have and may exercise the authority of the Board of Directors, except that no such committee shall have or may exercise the authority of the Member (as set forth in Section 5 of Article II) or the Board of Directors (in reference to electing or removing officers or members of any such committee, filling officer vacancies or vacancies in any such committee, altering or repealing any resolution of the Board of Directors, or voting to wind up and terminate the Company (in accordance with Section 5 of Article XI, which shall also require the affirmative vote of at least three-fourths (3/4ths) of the full City Council (rounded to the next highest number if such number results in a fraction)). The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each such committee shall consist of two or more persons, a majority of whom are directors and the remainder of whom need not be directors.

Section 2. Committees Not Having Board Authority or Member Authority. Other committees not having and exercising the authority of the Member (as set forth in Section 5 of Article II) or the authority of Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present. Such committees shall have only the powers specifically delegated to them by the Board of Directors. Membership on such committees may, but need not be, limited to directors.

Section 3. Standing Committees. The Board of Directors may designate one or more standing committees as are necessary, and the duties of any such standing committees shall be prescribed by the Board of Directors upon their designation (provided, however, that any such prescription of duties shall not include any of the powers of the Member, as set forth in Section 5 of Article II). A standing committee may be given the authority of the Board of Directors if the provisions of Section 1 of this Article are followed; otherwise, the provisions of Section 2 of this Article must be followed.

Section 4. Special Committees. Subject to the provisions of Section 2 of this Article, the Board of Directors may designate one or more special committees as are necessary, and the duties of any such special committee shall be prescribed by the Board of Directors upon their designation (provided, however, that any such prescription of duties shall not include any of the powers of the Member, as set forth in Section 5 of Article II). A special committee shall not have the authority of the Member or the Board of Directors, shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by the action of the Board of Directors. Upon the completion of the task for which it was designated, such special committee shall stand dissolved.

Section 5. Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Meetings and Notices. Meetings of a committee may be called by the President, the chairman of the committee or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The person or persons calling

such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of the time, date and place of the meetings. Each committee shall keep minutes of its proceedings.

Section 7. Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee whenever in the sole and exclusive judgment of the Board of Directors the best interests of the Corporation will be served thereby. The appointment of a person to a committee shall not of itself create contract rights.

Section 8. Vacancies. A vacancy on a committee shall be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE VI INDEMNIFICATION

To the maximum extent permitted by law, including the applicable provisions of the TBOC, any person made or threatened to be made a party to any action, suit, investigation, or proceeding by reason of the fact that he, she, or it is or was the Member, a Director Appointer, a director, an officer, a delegate (as such term is defined in Section 8.001 of the TBOC), a committee member of the Corporation, or any other governing person (as such term is defined in Section 1.002(37) of the TBOC) of the Corporation (each, a “*Covered Person*”) shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys’ fees and disbursements, incurred by him, her, or it in connection with the defense, handling, or settlement of such action, suit, investigation, or proceeding, or in connection with any appearance therein. The Corporation shall, to the fullest extent permitted by Section 8.151 of the TBOC, have the power to purchase and maintain at its cost and expense insurance or other arrangements to indemnify or hold harmless persons that may be made or threatened to be made a party to any action, suit, investigation, or proceeding by reason of the fact that he, she, or it is or was a Covered Person or an employee or agent of the Corporation, as determined by the Board of Directors from time to time. Notwithstanding any provision of this Article to the contrary, the Corporation shall not indemnify any person described in this Article if such indemnification (1) would jeopardize the Corporation’s tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute (the “*Code*”), or (2) if the Corporation is determined to be a private foundation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under Section 4941 of the Code or for making a taxable expenditure under Section 4945 of the Code.

ARTICLE VII CONTRACTS, CHECKS AND EXPENDITURES

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

Section 2. Checks, Drafts, Etc. 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, Secretary or an Assistant Secretary.

Section 3. Expenditures. Any particular expenditure of funds by the Corporation shall be subject to the following limitations:

(a) If such expenditure would be in excess of Fifty Thousand Dollars (\$50,000), such expenditure shall require the approval of at least six (6) of the (7) directors.

(b) If such expenditure would be in an amount equal to or less than Fifty Thousand Dollars (\$50,000), such expenditure shall require the approval of a simple majority of the Board of Directors.

ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Member, the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by the Member, any Director Appointer, or any director (or, with respect to each of the foregoing, any of their agents or attorneys) for any proper purpose at any reasonable time.

ARTICLE IX NOTICES

Section 1. Form of Notice. Whenever any notice whatsoever is required to be given under the provisions of these bylaws to the Member or to any Director Appointer, director, officer or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by personal delivery, mail (unless the address of the person entitled to such notice is located outside the United States of America), facsimile transmission, electronic mail, or overnight delivery; and provided that if any notice is transmitted via facsimile transmission or electronic mail, the sender shall make a follow-up telephone call to verify receipt. All notices so given shall be deemed received: (i) when personally delivered, (ii) on the day following the day on which the same was deposited for next day delivery with an overnight courier, (iii) on the third Business Day (as defined below) following the day on which the same was deposited in the United States mail, or (iv) on the date sent by facsimile transmission or electronic mail if sent during normal business hours of the recipient, and on the next succeeding Business Day if sent after normal business hours of the recipient. A “*Business Day*” means any day except (i) any Saturday or Sunday; (ii) any day which is a federal legal holiday in the United States; or (iii) any day on which banking institutions in the State of Texas are authorized or required by law or other governmental action to close.

Section 2. Waiver. Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE X CONFLICTS OF INTEREST POLICY

Section 1. Application. The Corporation's conflicts of interest policy shall apply to any transaction or arrangement with an interested person (as defined below).

Section 2. Disclosure of Potential Conflicts of Interests. If the Board of Directors (or any committee having board authority) is considering entering into any transaction or arrangement with a corporation, other entity, trust, or individual in which an interested person has a financial interest, (a) the interested person must disclose the potential conflict of interest to the Board of Directors or the committee, as the case may be, (b) the interested person must leave the meeting while the matter is discussed, and (c) the interested person, if he or she has any voting rights, may not vote on the matter in question.

Section 3. Procedures for Addressing Actual Conflicts of Interests. If it is determined that a conflict of interest exists:

(a) The interested person must leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest;

(b) If appropriate, the Board of Directors or any committee having board authority, as the case may be, may appoint a noninterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(c) The Board of Directors or any committee having board authority, as the case may be, may determine, by a majority vote of the noninterested voting members, that (i) the transaction or arrangement is in the Corporation's best interest and for its own benefit and is fair and reasonable to the Corporation and (ii) after exercising due diligence, the organization cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances; and

(d) The Board of Directors must take appropriate disciplinary action with respect to an interested person who violates the conflicts of interest policy to protect the Corporation's best interests.

Section 4. Recordkeeping Procedures. The minutes of the meetings of the Board of Directors and all committees having board authority must include (a) the names of the persons who disclosed financial interests, the nature of the financial interests and whether the Board of Directors or the committee, as the case may be, determined that there was a conflict of interest and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of these discussions, including any alternatives to the proposed transaction or arrangement, and a record of the vote.

Section 5. Distribution of Conflicts of Interest Policy. The Corporation's conflicts of interest policy shall be made available to all directors, principal officers and members of committees having board authority. Additionally, the Secretary of the Corporation shall distribute a copy of the Corporation's conflict of interest policy within thirty (30) days after each annual meeting of the Board of Directors to all directors, principal officers and members of committees having board authority. Each such person shall annually sign a statement that the

person:

- (a) Received a copy of the policy;
- (b) Has read and understands the policy;
- (c) Agrees to comply with the policy;
- (d) Understands that the policy applies to all committees and subcommittees, if any, having board authority; and
- (e) Understands that the Corporation is a charitable organization, and that in order to maintain its tax-exempt status, the Corporation must continuously engage in activities that accomplish its tax-exempt purpose.

Section 6. Compensation Committee. Any individual who receives, directly or indirectly, compensation from the Corporation for services as an employee or an independent contractor may not be a member of any compensation committee. A voting member of any compensation committee may not vote on matters pertaining to that member's compensation if that member has a conflict of interest in the Corporation from which the member receives compensation, directly or indirectly.

Section 7. Definitions.

(a) For purposes of this Article, an "interested person" is a director, a principal officer or a member of a committee with board authority who has a direct or indirect financial interest (as defined below).

(b) For purposes of this Article, a person has a "financial interest" if the person has, directly or indirectly, through business, investment or family:

(1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or

(2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) For purposes of this Article, "compensation" includes direct and indirect remuneration and gifts or favors that are substantial in nature.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such as the Board of Directors shall by resolution establish.

Section 2. Seal. The Board of Directors may in its discretion elect to have a corporate seal. If such an election is made, the seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 3. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time is specified at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4. Use of Conference Telephone or Another Suitable Electronic System. Subject to the requirement for notice of meetings, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of such Board of Directors or committee, as the case may be, by means of (a) a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other or (b) another suitable electronic communications system, including videoconferencing technology or the Internet, provided the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting in the above-described means shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5. Winding Up and Termination of the Corporation. The winding up and termination of the Corporation shall require the affirmative vote of at least six (6) of the seven (7) directors of the Corporation and the affirmative vote of at least three-fourths (3/4ths) of the full City Council (rounded to the next highest number if such number results in a fraction). Upon the winding up and termination of the Corporation, the remaining assets of the Corporation are to be distributed in accordance with the provisions of the certificate of formation of the Corporation.

Section 6. Principal Office. The principal office of the Corporation in the State of Texas shall be located in Odessa, Texas, or in such other city within the State of Texas as the Board of Directors may determine. The Corporation may have such other offices as the Board of Directors may determine.

Section 7. Registered Office. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the TBOC.

Section 8. Gender and Number Agreement. Whenever the masculine, feminine or neuter gender is used inappropriately in these bylaws, these bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

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SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of Amy Bell Sports Foundation, Inc. were duly adopted, effective as of the date of incorporation of Amy Bell Sports Foundation, Inc. (the "*Corporation*").

In witness whereof, the undersigned, the duly elected and acting Secretary of the Corporation, has signed this Secretary's Certificate.

_____, Secretary

Date: _____