

**BYLAWS
LLANO ECONOMIC DEVELOPMENT CORPORATION
A NON-PROFIT CORPORATION
LLANO, TEXAS**

ARTICLE I – OFFICES

1.01 Registered Office and Registered Agent

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 Texas Non-Profit Corporation Act. The Board of Directors may, from time to time, change the registered agent and/or the address of the registered office, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation.

The registered office of the Corporation is located at 301 W. Main Street, Llano, Texas 78643, and the name of its registered agent at such address is W. Ross Bauman.

1.02 Principal Office

The principal office of the Corporation in the State of Texas shall be located in the City of Llano, County of Llano, Texas, and it may be, but need not be, identical with the registered office of the Corporation.

ARTICLE II - PURPOSES

2.01 Purpose

The Corporation is incorporated for the purposes set forth in Article III of its Articles of Incorporation, the same to be accomplished on behalf of the City of Llano, Texas, (the "City"), as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, Article 5190.6, Tex. Rev. Civ. Stats. Ann., as amended, (the "Act"), and other applicable laws.

2.02 Powers

In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4B of the Act, and shall have all of the powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE III - MEMBERS

3.01 Members

The Corporation shall have no members or stockholders.

ARTICLE IV - BOARD OF DIRECTORS

4.01 Board of Directors

The business affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors (the "Board"), appointed by the governing body of the City of Llano, and subject to applicable limitations imposed by the Texas Non-Profit Corporation Act, the Texas Business Corporation Act, the Articles of Incorporation, or these bylaws. The Board may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

4.02 Number and Qualifications

The authorized number of Directors of this Board shall be seven (7). The City Council shall appoint the Directors of the Corporation. Each Director shall be a resident of the eligible City or County in which the major part of the area of the eligible city is located. Three Directors shall be persons who are not employees, officers, or members of the governing body of the City of Llano.

The City Council shall consider an individual's experience, accomplishments, and educational background in appointing members of the Board to ensure that the interests and concerns of all segments of the community are considered.

4.03 Bonds of President and Vice President

The President, Vice President and Secretary/Treasurer of the Board shall each give an official bond in the sum of not less than Twenty-Five Thousand Dollars (\$25, 000. 00). The bonds referred to in this section shall be considered for the faithful accounting of all monies and things of value coming into the hands of such officers. The bonds shall be procured from some regularly accredited surety company authorized to do business in the State of Texas. The Corporation therefore shall pay premiums. A copy of each officer's bonds shall be filed with the City Secretary.

4.04 General Duties of the Board

The Board is hereby required to perform the following duties:

- (1) The Board shall develop an overall economic development plan for the City which shall include and set forth intermittent and/or short term goals which the Board deems necessary to accomplish compliance with its overall economic development plan. Such plans shall be approved by the City Council of the City of Llano. The overall development plan developed by the Board shall be one that includes the following elements:
 - (a) An economic development strategy to permanently bolster the business climate throughout the City.
 - (b) Strategies to fully utilize the assets of the City which enhance economic development.
 - (c) Identification of strategies to coordinate public, private, and academic resources to develop and enhance business opportunities for all citizens of Llano.
 - (d) Assurance of accountability of all tax monies expended for its implementation of the overall economic development plan.
 - (e) An annual work plan outlining the activities, tasks, projects and programs to be undertaken by the Board during the upcoming fiscal year. The annual work plan shall be submitted with the annual budget as outlined in Section 7.02 of these Bylaws.
2. The Board shall review and update its overall economic development plan annually to ensure that said plan is up to date with the current economic climate and is capable of meeting Llano's current economic development needs.
3. The Board shall expend, in accordance with State law, the tax funds received by it on direct economic development where such expenditures will have a benefit to the citizens of Llano. As used in this article "direct economic development" shall mean the expenditure of such tax funds for programs that directly accomplish or add in the accomplishment of creating identifiable new jobs or retaining identifiable existing jobs including job training and/or planning and research activities necessary to promote said job creation. The Corporation's focus will be primarily in the areas of:
 - (a) Business and expansion
 - (b) Formation of new businesses;
 - (c) Business attraction.

The Board may also make or authorize expenditure of sales tax revenue as authorized by Tex. Rev. Civ. Stat. Ann., art. 5190.6, as amended.

4. The Board shall be regularly accountable to the City Council for all activities undertaken by them or on their behalf, and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board. This report shall be made by the Board to the City Council annually no later than September 1st of each year. The annual report shall include the following:
 - (a) Accomplishments to date as compared with the overall plan or strategy for direct economic development.
 - (b) The activities of the Board together with any proposed change in activities related to economic development.
 - (c) Anticipated short term challenges during the next annual reporting period together

with recommendations to meet such short term challenges.

- (d) Long term issues to be dealt with over the succeeding three year period or longer period of time, together with recommendations to meet such issues with emphasis to be placed on direct economic development.
- (e) A recap of all budgeted expenditures to date, together with a recap of budgeted funds left unexpended and any commitment made on said unexpected funds.
- (f) The annual report shall be considered by the City Council for its review and acceptance.

4.05 Tenure

1. The initial terms of office for the Directors shall be three (3) Directors whose terms expire on September 30, 1996, and four (4) Directors whose terms expires on September 30, 1997, as designated by the Mayor and City Council. No member of the Board shall serve more than five (5) consecutive terms. After the initial term of office, the Directors shall serve terms of two years, expiring on September 30th of the second year of the term. Directors shall be removable at any time by the City Council.

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

4.06 Vacancies

Any vacancy occurring shall be filled by appointment of the City Council.

4.07 Meetings

1. The Board may hold their meetings at such place determine; however, such meetings shall not be less than quarterly meetings, made in the absence of any such determination by the Board of the place of meeting, the meetings shall be held at the registered office of the Corporation as specified in the Articles of Incorporation. All meetings of the Board shall provide notice thereof as provided and set forth in Tex. Gov't. Code Ann., Sec. 551.001, et seq. Any member of the Board may request that an item be placed on the agenda by delivering the same in writing to the Secretary of the Board no later than four (4) days prior to the date of the Board meeting. The President of the Board shall set regular meeting dates and times at the beginning of his/her term.

2. Notice of any meeting shall be given to the public in accordance with the requirements of the Texas Open Meetings Act. The notice shall contain information regarding the particular time, date, and location of the meeting and the agenda to be considered. All meetings shall be conducted in accordance with the Texas Open Meetings Act.

3. The annual meeting of the Board of Directors shall be the second Tuesday in October of each year, at a time and place to be posted by the Board.

4. The Llano Economic Development Corporation shall utilize Robert's Rules of Order as a guideline in conducting its meetings.

4.08 Attendance

Regular attendance of the Board meetings is required of all members. The following number of absences may constitute the need for replacement of a member: Three (3) consecutive absences, or attendance reflecting absences constituting 50% of the meetings over a 12-month period. In the event replacement is indicated, the member will be counseled by the President and, subsequently, the President shall submit in writing to the City Secretary the need to replace the Board member in question. The City Council may declare a vacancy to exist in the member's position, and shall fill such vacancy in accordance with Section 4.06 of these Bylaws.

4.09 Quorum

For the purpose of convening a meeting, a simple majority of the appointed Directors then serving on the Board shall constitute a quorum. For purposes of transacting the business of the Corporation at any meeting, a simple majority of the appointed Directors shall constitute a quorum. If there is an insufficient number of Directors present to convene the meeting, the presiding officer shall adjourn the meeting.

4.10 Compensation

The duly appointed members of the Board shall serve without compensation, but shall be reimbursed for actual or commensurate cost of travel, lodging and incidental expenses while on official business of the Board in accordance with State law.

4.11 Voting, Action of the Board of Directors

1. Directors must be present in order to vote at any meeting. Unless otherwise provided in these Bylaws or in the Articles of Incorporation or as required by law, the act of a simple majority of the Directors present at any meeting for which a quorum is present shall be the act of the Board of Directors. In the event that a Director is aware of a conflict of interest or potential conflict of interest, with regard to any particular vote, the Director shall bring the same to the attention of the meeting and shall abstain from the vote, unless the Board determines that no conflict of interest exists.

2. Any Director may bring to the attention of the meeting any apparent conflict of interest of any other Director, in which case the Board shall determine whether a true conflict of interest exists before any vote shall be taken regarding that particular matter. The Director as to whom a question of interest has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists.

4.12 Board's Relationship with City Council

In accordance with State law, the City Council shall require that the Llano Economic Development Corporation be responsible to it for the proper discharge of its duties assigned in this Article IV of the Bylaws. All policies for program administration shall be submitted for Council approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties herein imposed by applicable laws, the Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities.

4.13 Board's Relationship with Administrative Departments of the City

1. Any request for services made to the administrative departments of the City shall be made by the Board or its designee in writing to the City Manager. The City Manager may approve such request for assistance from the Board when he finds such requested services are available within the administrative departments of the City and that the Board has agreed to reimburse the administrative department's budget for the costs of such services so provided.

2. Any requests for legal assistance shall be made by the Board or its designee to the City Attorney. The City Attorney may provide such assistance when such services are available, and the Board has agreed to reimburse the City for cost providing the legal services.

ARTICLE V - OFFICERS

5.01 Officers of the Corporation

The elected officers of the Corporation shall be a President, Vice President, and Secretary/Treasurer. The Board may resolve to elect one or more Assistant Secretary/Treasurer as it may consider desirable. Such officers shall have the authority and perform the duties of the office as the Board may from time to time prescribe or as the Secretary/Treasurer may from time to time delegate to his or her respective Assistant.

5.02 Selection of Officers

1. The initial President and Vice President shall be elected by the Board and shall serve a term of one (1) year. On the expiration of the term of office of the original President and Vice President, the Board shall select from among its members individuals to hold such office. The term of office of the President and Vice President shall always be for a period of one year; provided, however, that the President and Vice President continue to serve until the election of their successors. Elections shall be held at the annual meeting of the Board.

2. The Secretary/Treasurer shall be selected by the members of the Board and shall hold office for a period of one (1) year; provided, however, that he or she continue to serve until the election of his or her successor. Elections shall be held at the annual meeting of the Board.

5.03 Vacancies

Vacancies in any office which occur by reason of death, resignation, disqualification, removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of that office in the same manner as other officers are elected to the Board, except that such election is not required to be held at the annual meeting of the Board.

5.04 President

1. The President shall be the presiding officer of the Board with the following authority:
 - (a) shall preside over all meetings of the Board;
 - (b) shall have the right to vote on all matters coming before the Board;
 - (c) shall have the authority, upon notice to the members of the Board, to call a special meeting of the Board when, in his or her judgment, such meeting is required;
 - (d) shall have the authority to appoint standing committees to aid and assist the Board in its business undertakings or other matters incidental to their operations and functions of the Board
 - (e) shall have the authority to appoint ad hoc committees which may address issues of a temporary nature or concern or which have a temporary effect on the business of the Board.
3. In addition to the above mentioned duties, the President shall sign with the Secretary/Treasurer of the Board any deed, mortgage, bonds, contracts, or other instruments which the Board of Directors has approved and unless the execution of said document has been expressly delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a specific provision of these Bylaws, or by statute. 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.

5.05 Vice President

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. When so acting, the Vice President shall have all power of and be subject to all the same restrictions as upon the President. The Vice President shall also perform other duties as from time to time may be assigned to him or her by the President.

5.06 Secretary/Treasurer

The Secretary/Treasurer shall keep, or cause to be kept, at the registered office, a record of the minutes of all meetings of the Board and of any committees of the Board. The Secretary/Treasurer shall also file a copy of said Minutes with the City and notice of same to be given, in accordance with the provisions of these Bylaws, or as required by the Texas Open Meetings Act or the Texas Open Records Act or other applicable law. The Secretary/Treasurer shall be custodian of the corporate records and seal of the Corporation, and shall keep a register of the mailing address and street address, if different, of each director. The Board may designate the City Secretary as Assistant Secretary/Treasurer for purposes of maintaining custody of corporate records. The Secretary/Treasurer shall be bonded in accordance with the provisions of paragraph 4.03 herein above. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Secretary/Treasurer shall receive and give receipt for money due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in the name of the Corporation in such bank, trust, corporation, and/or other depositories as shall be specified in accordance with Article VII of these Bylaws. The Secretary/Treasurer shall, in general, perform all the duties incident to that office, and such other duties as from time to time may be assigned to him or her by the President of the Board.

5.07 Assistant Secretary/Treasurer(s)

The Assistant Secretary/Treasurer(s), if any, shall in general, perform such duties as may be assigned to them by the Secretary/Treasurer, or by the President or the Board of Directors.

5.08 Director of Economic Development

1. The Board may plan and direct the work of the Corporation through a Director of Economic Development or may contract with another entity for the services of a director. The Director will be charged with the responsibility of carrying out the Corporation's program as adopted and planned by the Board.
2. If approved in the budget, the Director shall be hired or appointed by the Board with approval of the City Council and may be removed by a vote of four (4) members of the Board.
3. The Director shall serve as the Chief Executive Officer of the Corporation and shall oversee all administrative

functions of the Corporation as directed and approved by the Board.

5.09 Other Employees

The Board of Directors of the Corporation may employ such full or part-time employees as needed to carry out the programs of the Corporation within the specific budget approved by the City Council.

5.10 Contracts for Services

The Corporation may, with approval of the City Council, 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 in the 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 set forth in this Article of these Bylaws.

ARTICLE VI - COMMITTEES

6.01 Qualifications for Committee Membership

Members of committees shall be appointed by the President, and approved by the Board. Committee members need not be members of the Llano Economic Development Corporation unless required by these Bylaws or Board resolution.

6.02 Standing Committees

The President shall have authority to appoint the following standing committees of the Board and such other committees as the Board may deem appropriate in the future:

1. Budget, Finance and Audit Committee: This committee shall have the responsibility of working with the Director, or the contractual entity performing as a Director as the case may be, in the formation and promotion of the annual budget of the Board. The committee shall present, in accordance with these Bylaws, said budget to the City Council. In addition to the preparation of the budget for the Board, the committee shall monitor all budget expenditures of the Board and keep the Board advised in such matters. The committee shall further have the responsibility to oversee the work with auditors of the City or outside auditors when audits of the Board are being performed.
2. Committee for Business Retention, Formation and Attraction: This committee shall work with the Director of Economic Development and shall keep the Board informed of all development and activities concerning the business retention and expansion.

6.03 Special Committees

1. The President may determine from time to time that other committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the members of the respective committees.
2. No such committee shall have independent authority to act for or in the stead of the Board of Directors with regard to the following manners: amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary distribution of the Corporate; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.
3. The designation and appointment of any such committee and delegation to that committee of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or in him/her by law.

6.04 Term of Office of Committee Members

1. Each member of a committee shall continue as such until the next annual appointment of the Board of Directors and until his or her successor on the committee is appointed, unless the committee shall be sooner terminated, or unless such member has ceased to serve on the Board of Directors, or unless such member be removed from such committee.

2. Any committee member may be removed from committee membership by the President, with Board's approval, whenever, in their judgment, the best interest of the Corporation would be served by such removal.

6.05 Vacancies on Committees

Vacancies in the membership of any committee may be filled in the same manner as provided with regard to the original appointments to that committee.

6.06 Ex-Officio Members

The Mayor, Mayor Pro-Tem and City Manager shall be non-voting, ex-officio members and may attend all meetings of the Board of Directors, including executive sessions and special called meetings. Additionally, the Llano County Commissioner who represents the majority of the citizens residing within the boundaries of the City of Llano shall be a non-voting, ex-officio member and may attend all meetings of the Board of Directors, including executive sessions and special called meetings. The attendance of all ex-officio members is to ensure open lines of communication and to foster cooperation among the entities.

ARTICLE VII - FINANCIAL ADMINISTRATION

The Corporation shall contract with the City for financial and accounting services, unless otherwise approved by the City Council. The Corporation's financing and accounting records shall be maintained according to the following guidelines.

7.01 Fiscal Year

The fiscal year of the Corporation shall begin on October 1 and end on September 30 of the following year. The initial fiscal year shall begin on the date of incorporation and end on September 30, 1994.

7.02 Budget

A budget for the forthcoming fiscal year shall be submitted to, and approved by, the Board of Directors, and the City Council of the City of Llano. In submitting the budget to the City Council, the Board of Directors shall submit the budget on forms prescribed by the City Manager and in accordance with the annual budget preparation schedule as set forth by the City Manager, but not later than September 1st. The budget shall be submitted to the City Manager for inclusion of it in the annual budget presentation to the City Council. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be useful to or appropriate for the Board of Directors and the City Council of the City of Llano.

7.03 Contracts

As provided in Article V above, the President and Secretary/Treasurer shall execute any contracts or other instruments which the Board has approved and authorized to be executed.

7.04 Check and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by two of the following: the President, the Vice President, and the Secretary/Treasurer of the Board.

7.05 Deposits

All funds of the Llano Economic Development Corporation shall be deposited on a regular basis to the credit of the Corporation in a financial institution which shall be federally insured and shall be selected following procedures and requirements for selecting a depository as set forth in Chapter 105 of the Local Government Code.

7.06 Gifts

The Llano Economic Development Corporation may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

7.07 Purchasing

All purchases made and contracts executed by the Corporation shall be made in accordance with the requirements of

the Texas Constitution, Statutes of the State of Texas and ordinances and policies of the City of Llano.

7.08 Investments,

Temporary and idle funds which are not needed for immediate obligations of the Corporation may be invested in any legal manner provided in Tex. Gov't. Code Ann., Sec.2256.001 et seq., as amended (Public Funds Investment Act).

7.09 Bonds

Any bonds issued by the Corporation shall be in accordance with applicable laws governing this Corporation, but, in any event, no bonds shall be issued without approval of the Llano City Council after review and comment by the City's bond counsel and financial advisor.

7.10 Uncommitted Funds

1. Any uncommitted funds of the Corporation at the end of the fiscal year shall be considered part of the fund balance of the Corporation.
2. The undesignated fund balance may be committed for any legal purpose provided the Corporation's Board of Directors and the City Council both approve such commitment. This may include the establishment of a permanent reserve fund which shall be accumulated for the purpose of using the interest earnings of such fund to finance the operation of the Corporation.

7.11 Expenditures Over \$25,000

Any single expenditure over \$25,000 shall be approved by the City Council.

ARTICLE VIII - BOOKS AND RECORDS

8.01 Disclosure, Audit

The Corporation shall keep correct and complete books and records of all actions of the Corporation, including books and records of account and the minutes of meetings of the Board of Directors and of any committee having any authority of the Board and the City Council. All books and records of the Corporation may be inspected by Directors of the Corporation or his/her agent or attorney at any reasonable time; and any information which may be designated as public information by law shall be open to public inspection at any reasonable time. The Texas Open Records Act and Open Meetings Act shall apply to disclosure of public information. The Corporation shall cause its books, records, accounts and financial statements to be audited at least once each fiscal year by an outside, independent auditing and accounting firm selected by the Corporation and approved by the Council. Such audit shall be at the expense of the Corporation.

8.02 Monthly Reports

1. The Corporation shall provide quarterly summaries of proposed dispersal of funds for anticipated projects and funds that are dispersed over \$25,000.00.
2. If any two (2) Council Members, or one (1) Council Member and the Mayor, request formal Council consideration, the City Manager shall notify the Directors who shall not make the dispersal unless the request for formal Council action is withdrawn. Upon request for formal Council consideration, no such payment shall be made, unless a formal public vote in open City Council session is made to approve the dispersal.

ARTICLE IX - SEAL

9.01 Seal

The Board of Directors shall obtain a corporate seal which shall bear the words "Llano Economic Development Corporation"; the Board may thereafter use the Corporate seal and may later alter the seal as necessary without changing the corporate name; but these Bylaws shall not be construed to require the use of the corporate seal.

ARTICLE X - PROGRAM

10.01 Authorization

The Corporation shall carry out its program subject to its Articles of Incorporation and these Bylaws, and such resolutions as the Board may from time to time authorize.

10.02 Program

The program of the Llano Economic Development Corporation shall be to assist, stimulate, and enhance economic development in Llano, Texas, subject to applicable State and Federal law, these Bylaws, and Articles of Incorporation.

ARTICLE XI - PARLIAMENTARY AUTHORITY

11.01 Amendments to Bylaws

1. These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of four (4) of the authorized Directors serving on the Board, at a special meeting of the Directors held for such specific purpose, and the notice requirements stated herein above regarding special meetings shall apply. The Directors of the Corporation present at the annual meeting of the Board may, by a vote of four (4), in accord with the requirements of Article IV herein above, amend or repeal and institute new Bylaws, provided that at least ten (10) days prior to the annual meeting, written notice setting forth the proposed action shall have been given to the Directors, and public notice regarding such action given in accordance to the requirements of the Texas Open Meetings Act and Open Records Act.
2. Notwithstanding the foregoing, neither the initial Bylaws nor any subsequently effective Bylaws may be amended unless the City Council has consented to and approved said amendments as provided by the Articles of Incorporation and the Act.

ARTICLE XII - INDEMNITY

12.01 Indemnity

1. As provided in the Act and in the Articles of Incorporation, 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 actions are governmental functions.
2. The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Council and each 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 functions and activities of the Corporation.

ARTICLE XIII - MISCELLANEOUS

13.01 Relation to Articles of Incorporation

These Bylaws are subject to, and governed by, the Articles of Incorporation and applicable State statutes under which the Corporation is organized.

ARTICLE XIV - SEVERABILITY

14.01 Severability

If any section or part of section of these Bylaws shall be held invalid by a court of competent jurisdiction, such holding shall not affect the remainder of the Bylaws nor the context that an entire section or part of section may be inseparably connected in meaning and effect with the section or part of section to which such holding shall directly apply.

ARTICLE XV - EFFECTIVE DATE

15.01 Effective Date

These Bylaws shall become effective upon the occurrence of the following events:

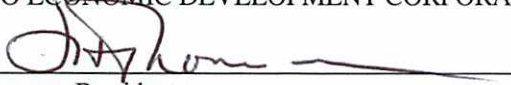
1. the approval of these Bylaws by Resolution of the City Council; and
2. the adoption of these Bylaws by the Board.

Approved by the City Council of the City of Llano, Texas, by Resolution #2002-11-01 (copy attached hereto) dated November 22, 2002, and adopted by the Board of Directors of Llano Economic Development Corporation on November 20, 2002.

AMENDED BY LEDC RESOLUTION #12-13-10, attached hereto and approved by Llano City Council on the 20th Day of December, 2010.

EXECUTED this 14 day of May, 2012.


LLANO ECONOMIC DEVELOPMENT CORPORATION

By: 
Jim Thomas, President
Llano Economic Development Corporation

ATTEST:


Stan Venable, Secretary
Llano Economic Development Corporation

CITY OF LLANO

By: 
Mike Reagor, Mayor
City of Llano

ATTEST:


Tom Milam, City Secretary
City of Llano