

**BYLAWS OF THE
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY**

§ 1. The Authority

These bylaws are made and adopted for the regulation of the affairs and the performance of the functions of the Hidalgo County Regional Mobility Authority (the "Authority"), a regional mobility authority authorized and existing pursuant to Chapter 370 of the Texas Transportation Code, as the same may be amended from time to time (the "RMA Act"), as well as rules adopted by the Texas Department of Transportation concerning the operation of regional mobility authorities, located at 43 Tex. Admin. Code § 26.01, *et seq.* (the "RMA Rules").

§ 2. Principal Office

The domicile and principal office of the Authority shall be in Hidalgo County.

§ 3. General Powers

The activities, property, and affairs of the Authority will be managed by its Board of Directors (the "Board"), which may exercise all powers and do all lawful acts permitted by the Constitution and statutes of the State of Texas, the RMA Act, the RMA rules, and these bylaws.

§ 4. Initial Board

- (a) The initial Board of the Authority shall be composed of seven (7) Directors, appointed as follows:
 - (1) The Governor shall appoint one (1) Director, who shall serve as the presiding officer of the Board. The Governor's Appointee must be a resident of Hidalgo County.
 - (2) The Commissioners Court of Hidalgo County shall appoint five (5) Directors, two (2) with terms of two (2) years and three (3) with terms of one (1) year. Each Director must be a resident of Hidalgo County.
 - (3) The City of McAllen shall appoint one (1) Director with a term of two (2) years. Such director may be a resident of the City of McAllen and must be a resident of Hidalgo County.
- (b) The terms of the initial Directors of the Authority shall begin on the date of their appointment by the office or entity which appointed them through February 1 of the year in which the term of each initial Director expires.
- (c) Directors may be reappointed at the discretion of the entity which appointed them.

- (d) Each initial Director shall serve until his or her successor has been duly appointed and qualified or until his or her death, resignation, or removal from office in accordance with these bylaws.

§ 5. Subsequent Directors

- (a) When the term of an initial Director of the Authority expires, and thereafter, when the term of each Director subsequently appointed expires, the entity that appointed the Director whose term is expiring shall appoint a successor to that Director.
- (b) Subject to § 7 of these bylaws, each successor to an initial Director, and each Director thereafter appointed, shall be appointed for a two-year term commencing on February 2 of the year of appointment and expiring on February 1 two years later. Each Director shall serve until his or her successor has been duly appointed and qualified or until his or her death, resignation, or removal from office in accordance with these bylaws or provisions of state law.
- (c) Upon the admission of a new county into the Authority in accordance with the RMA Act, the RMA Rules, and these bylaws, the number of Directors composing the Board shall be increased by one. The Commissioners Court of the newly admitted county shall appoint one Director who must be a resident of that county at the time of their appointment.
- (d) In the event that the addition or withdrawal of a county from the Authority results in an even number of Directors on the Board, the governor shall appoint an additional Director.
- (e) Directors qualified to serve under applicable law and these bylaws may be reappointed following the expiration of their terms. Except as otherwise provided by applicable law, there is no limitation on the number of terms a Director may serve.

§ 6. Qualifications of Directors

- (a) All Directors will have and maintain the qualifications set forth in this § 6 and in the RMA Act or RMA Rules.
- (b) All appointments to the Board shall be made without regard to disability, sex, religion, age, or national origin.
- (c) Each Director appointed by the Commissioners Court of Hidalgo County or by a municipality located within Hidalgo County must be a resident of the County at the time of their appointment. All gubernatorial appointees must be a resident of Hidalgo County at the time of their appointment.
- (d) An elected official is not eligible to serve as a Director.
- (e) A person who is an officer, employee, or paid consultant of a Texas trade association in the field of road construction or maintenance, public transportation or aviation, or whose

spouse is an officer, manager, or paid consultant of a Texas trade association in the aforementioned fields, is not eligible to serve as a Director or as the Authority's Executive Director.

- (f) A person is not eligible to serve as a Director or as the Authority's Executive Director if the person or the person's spouse:
- (1) is employed by or participates in the management of a business entity or other organization, other than a political subdivision, regulated by or receives money from TxDOT or the Authority;
 - (2) owns or controls, directly or indirectly, more than a 10 percent interest in a business entity or other organization that is regulated by or receives money from TxDOT or the Authority, other than compensation for acquisition of turnpike right-of-way;
 - (3) uses or receives a substantial amount of tangible goods, services, or money from TxDOT or the Authority, other than compensation or reimbursement authorized by law for Board membership, attendance, or expenses, or for compensation for acquisition of turnpike right-of-way;
 - (4) is an officer, employee, or paid consultant of a Texas trade association in the field of road construction, maintenance, or operation; or
 - (5) is required to register as a lobbyist under Chapter 305, Government Code, because of the person's activities for compensation on behalf of a profession related to the operation of TxDOT or the Authority.

§ 7. Vacancies

A vacancy on the Board shall be filled promptly by the entity that made the appointment that falls vacant. Each Director appointed to a vacant position shall be appointed for the unexpired term of the Director's predecessor in that position.

§ 8. Resignation and Removal

A Director may resign at any time upon giving written notice to the Authority and the entity that appointed that Director. A Director may be removed from the Board if the Director does not possess at the time the Director is appointed, or does not maintain, the qualifications required by the RMA Act, the RMA Rules, or these bylaws, or if the Director violates any of the foregoing. In addition, a Director who cannot discharge the Director's duties for a substantial portion of the term for which he or she is appointed because of illness or disability, or a Director who is absent from more than one third of the regularly scheduled Board meetings during a given calendar year, may be removed. If the Executive Director of the Authority knows that a potential ground for removal of a Director exists, the Executive

**FIRST AMENDMENT
to the
BYLAWS OF THE
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY**

The Bylaws of the Hidalgo County Regional Mobility Authority, initially adopted by the Hidalgo County Regional Mobility Authority Board of Directors on October 12, 2006, is hereby amended as follows:

§ 4. Initial Board

- (a) The Initial Board of the Authority shall be composed of seven (7) Directors, appointed as follows:
 - (1) The Governor shall appoint one (1) Director, who shall serve as the presiding officer of the Board. The Governor's Appointee must be a resident of Hidalgo County.
 - (2) The Commissioners Court of Hidalgo County shall appoint five (5) Directors, two (2) with terms of two (2) years and three (3) with terms of (1) year. Each Director must be a resident of Hidalgo County.
 - (3) The City of McAllen shall recommend one (1) Director with a term of two (2) years to the Commissioners Court of Hidalgo County for appointment to the Authority. Such Director may be resident of the City of McAllen and must be resident of Hidalgo County.

§ 5. Subsequent Directors

- (a) When the term of an initial Director of the Authority expires, and thereafter, when the term of each subsequently appointed Director expires, the entity that appointed or recommended the Director whose term is expiring shall appoint or recommend a successor to that Director.

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

BOARD RESOLUTION No. 2008-11

APPROVING THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY
FIRST AMENDMENT TO HIDALGO COUNTY REGIONAL MOBILITY
AUTHORITY BYLAWS

THIS RESOLUTION is adopted this 20th day of May, 2008 by the Board of Directors of the Hidalgo County Regional Mobility Authority at a special meeting.

WHEREAS, the Hidalgo County Regional Mobility Authority (the "Authority"), acting through its Board of Directors (the "Board"), is a regional mobility authority created pursuant to Chapter 370, Texas Transportation Code, as amended (the "Act");

WHEREAS, the Authority was created by Order of Hidalgo County (the "County") dated October 26, 2004; Petition of the County dated April 21, 2005; and a Minute Order of the Texas Transportation Commission (the "Commission") dated November 17, 2005, pursuant to provisions under the Act;

WHEREAS, the Minute Order of the Commission provides that the County will appoint six of the Authority's Board members and the Governor will appoint the seventh;

WHEREAS, the Bylaws of the Authority, as initially adopted, provide that the County will appoint five of the Authority's Board members, the City of McAllen (the "City") will appoint one Board member, and the Governor will appoint the seventh Board member;

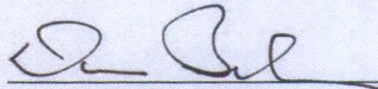
WHEREAS, it was the intention by the County, the City, the Commission, and the Authority that the City would participate in the Authority by recommending a Board member for appointment and that such Board member would be appointed by the County, as provided in the Commission's Minute Order;

NOW THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS OF THE
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY THAT:

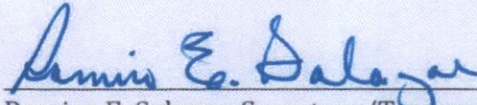
Section 1. The recital clauses are incorporated in the text of this Resolution as if fully restated.

Section 2. The Board hereby approves the First Amendment to the Hidalgo County Regional Mobility Authority Bylaws, attached hereto as Exhibit A.

PASSED AND APPROVED AS TO BE EFFECTIVE IMMEDIATELY BY THE BOARD OF DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AT A SPECIAL MEETING, duly posted and noticed, on the 20 day of May, 2008, at which meeting a quorum was present.



Dennis Burleson, Chairman



Ramiro E. Salazar, Secretary/Treasurer