

RESOLUTION NO. 02-2013

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS,
APPROVING THE AMENDMENTS TO THE BYLAWS OF FRONTIER TEXAS!, INC.**

WHEREAS, In 2003 the City Council approved initial bylaws for Frontier Texas!, Inc.;
and

WHEREAS, amendments to those bylaws have become necessary to maintain orderly
succession and appointment of board members and,

WHEREAS, the Frontier Texas!, Inc. Board of Directors has adopted amendments to the
bylaws addressing succession issues; and

WHEREAS, as stated in the bylaws, the Board of Directors shall adopt any amendments
to the bylaws and said bylaws shall subsequently be adopted by the City Council of Abilene, Texas;
now, therefore,

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

PART 1: That the bylaws, as amended and attached hereto as Exhibit "A," be
approved as submitted.

PART 2: That the City Manager, or his designee, is hereby authorized to sign all
relevant documents pertaining to the bylaws.

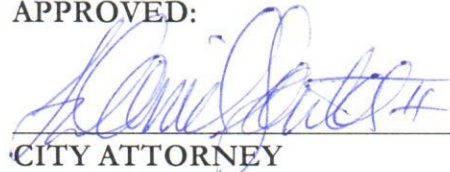
ADOPTED this 24th day of January 2013.

ATTEST:


CITY SECRETARY


MAYOR

APPROVED:


CITY ATTORNEY

BY-LAWS
OF
FRONTIER TEXAS!, INC.

TABLE OF CONTENTS

ARTICLE ONE – OFFICES	Page 3
1.01 Registered Office and Registered Agent	
1.02 Principal Office	
ARTICLE TWO – PURPOSES	Page 3
2.01 Purposes	
ARTICLE THREE – NO STOCK AND NO STOCKHOLDERS	Page 3
3.01 No Stock and No Stockholders	
ARTICLE FOUR – BOARD OF DIRECTORS	Page 4
4.01 Responsibility of Board of Directors	
4.02 Number of Directors	
4.03 Ex-Officio Directors	
4.04 Term of Office	
4.05 Vacancies and Appointment of New Directors	
4.06 Regular Meetings, Notice and Quorum	
4.07 Special Meetings	
4.08 No Compensation	
ARTICLE FIVE – OFFICERS	Page 6
5.01 Composition of Officers	
5.02 Executive Committee	
5.03 Other Committees	
5.04 Election of Officers	
5.05 Removal of Officers	
5.06 President	
5.07 Vice President of Finance	
5.08 Vice President of Operations	
5.09 Secretary	
5.10 Treasurer	
5.11 Salary of Officers	

ARTICLE SIX – FINANCIAL ADMINISTRATION

Page 8

- 6.01 Fiscal Year
- 6.02 Operating Funds
- 6.03 Entering into Contracts

ARTICLE SEVEN – AMENDMENTS TO BY-LAWS

Page 9

- 7.01 Amendments to By-Laws

ARTICLE EIGHT – INDEMNITY

Page 9

- 8.01 Indemnity

ARTICLE NINE – MISCELLANEOUS

Page 10

- 9.01 Miscellaneous
- 9.02 Table of Contents
- 9.03 Construction
- 9.04 Relation to Articles of Incorporation

CERTIFICATE

Page 11

BY-LAWS
OF
FRONTIER TEXAS!, INC.

ARTICLE ONE

OFFICES

1.01 Registered Office and Registered Agent

The Corporation shall have and shall continuously maintain in the State of Texas a registered office, which is located at 555 Walnut St., Abilene, Texas 79601, and whose mailing address is P.O. Box 60, Abilene, Texas 79604. The Corporation shall also have and continuously maintain a registered agent whose office is identical with such registered office. The registered agent shall be the Abilene City Manager. 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 By-Laws and in the Articles of Incorporation.

1.02 Principal Office

The Principal office of the Corporation in the State of Texas shall be located in the City of Abilene, Taylor County, Texas, and it may be, but need not be, identical with the registered office of the Corporation. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE TWO

PURPOSES

2.01 Purposes

The purpose of Frontier Texas!, Inc. is to promote the cultural and educational welfare of the citizens of the City of Abilene and surrounding region, in accord with the Articles of Incorporation. More specifically, Frontier Texas!, Inc. will provide a historical, cultural and educational perspective of life on the Texas frontier, including a transportation component and aspects of the Texas Forts Trail. Frontier Texas!, Inc. shall perform governance and oversight duties of the Frontier Texas operations.

ARTICLE THREE

NO STOCK AND NO STOCKHOLDERS

3.01 No Stock and No Stockholders

The Corporation shall have no capital stock and no stockholders.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 Responsibility of Board of Directors

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the Texas Business Corporation Act, the Articles of Incorporation, and these By-Laws. The Board of Directors shall have full charge of the property and business of the Corporation, with full power and authority to manage and to conduct the same.

The Board of Directors may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and agents of the Corporation to transact the general business or any special business of the Corporation.

4.02 Number of Directors

The Board of Directors shall be composed of fifteen (15) voting members. Fourteen (14) members will be at large and one (1) City Representative that will be a member of the City Council of the City of Abilene or the City Manager or an Assistant City Manager. The at large Directors of the Corporation shall be nominated by the Board of Directors and appointed by the Mayor with the approval of the City Council of the City of Abilene, Texas.

4.03 Ex-Officio Directors

The following shall be Ex-Officio Directors without vote:

- a. The Taylor County Judge or a Taylor County Commissioner.
- b. The Mission Support Group Commander from Dyess Air Force Base or his/her designee.
- c. The general manager or an executive officer of the Abilene Convention and Visitors Bureau.
- d. The general manager or an executive officer of the Abilene Cultural Affairs Council.
- e. The general manager or an executive officer of the Texas Midwest Community Network.
- f. The general manager or an executive officer of the Texas Forts Trail.
- g. The general manager or an executive officer of the Taylor County Expo Center.
- h. A representative of the Abilene Downtown Association.
- i. A representative of the Western Heritage Classic Board.
- j. The Executive Director of Frontier Texas!, Inc., who shall also be responsible for carrying out the day-to-day operations of the corporation.
- k. The Past President of Frontier Texas!, Inc.

4.04 Term of Office

The at large Directors appointed in paragraph 4.02 above shall hold their office for a term of three (3) years or until their successors are nominated by the Board of Directors and appointed by the Mayor and City Council. All Directors shall serve at the pleasure of the Mayor and shall serve no more than six (6) years, except that the City representative, Directors who are also officers of the Corporation, Ex-Officio Directors, and initial Directors serving less than a three year initial term may exceed the six (6) year limit. The members of the Board of Directors shall have staggered terms.

4.05 Vacancies and Appointment of New Directors

Upon the death, resignation, removal or expiration of the term of office of any of the Directors, a nominating committee appointed by the President shall recommend candidates to the Mayor and the City Council of the City of Abilene, Texas. The Director shall hold his or her office for the unexpired term of the Director she or he is appointed to succeed, or for the period of three (3) years when the appointment is made due to the expiration of a Director's term of office; and further provided that in the event the best interests of the City of Abilene, Texas, require the removal of any Director, removal of such Director shall be effected through appointment of such Director's successor as noted above. Any Director appointed for less than a full term may be eligible for re-election for two successive full three (3) year terms.

4.06 Regular Meetings, Notice and Quorum

Regular meetings of the Board of Directors shall be held at least quarterly, or as directed by the President and shall be held at such place as they may determine. Notice of each regular meeting shall be provided by mail, fax or e-mail. Eight (8) Directors present at the meeting shall constitute a quorum. An affirmative vote of five (5) Directors present or 51% of Directors present, whichever is greater, shall be necessary for approval of motions before the Board.

4.07 Special Meetings

Special meetings of the Board of Directors may be called by the President upon seventy-two hours (72 hours) notice, stating the purpose or purposes thereof, or such special meeting may be held at any time by unanimous consent of the Directors.

4.08 No Compensation

No salary or compensation of any kind shall be paid to any members of the Board of Directors.

ARTICLE FIVE

OFFICERS

5.01 Composition of Officers

The officers of the Corporation are President, Vice President of Operations, Vice President of Finance, Secretary and Treasurer. The President, Vice President of Operations, Vice President of Finance, Secretary and Treasurer shall be elected by the Board. No officer shall serve in any one office for a term longer than two consecutive years.

The President shall appoint a Nominating Committee consisting of three (3) voting members of the Board to nominate officers for that year. The Board shall elect the Officers at its annual meeting in August with terms beginning October 1. The President and both Vice-Presidents shall be voting members of the Board.

The Board of Directors may appoint such other officers and agents as it deems necessary. Such officers and agents shall be appointed for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board.

5.02 Executive Committee

The Executive Committee shall consist of the President, Vice President of Finance, Vice President of Operations, Secretary and Treasurer.

The Executive Committee shall at intervals between meetings of the Directors, authorize and exercise all functions of the Board, subject to final approval by the Board. The Executive Committee shall as directed by the President, at a time and place to be designated and may be called for special meetings at any time by the President, or either Vice President on notice of three days. Three (3) members of the Executive Committee shall constitute a quorum.

5.03 Other Committees

The President may appoint other committees as necessary. These committees may be comprised either from current board members or from members of the community and region. The mission of these other committees is to further assist in the successful workings of Frontier Texas!

5.04 Election of Officers

The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled at any meeting of the Board of Directors and any person who fills a vacancy shall serve until the next election of officers. Each officer shall hold office until his successor has been elected and qualifies, or until the death, resignation, or removal of the officer.

5.05 Removal of Officers

Any officer or agent elected or appointed by the Board of Directors may be removed at any time for any reason by the affirmative vote of a majority of the entire Board of Directors.

5.06 President

The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall monitor the business and affairs of the Corporation, with the assistance of the Executive Director, who shall be in charge of carrying out day-to-day operations. He shall preside at all meetings of the Board of Directors. He may, and upon written demand addressed to the President by any three (3) Directors, call a special meeting of the Board of Directors. He shall see that all orders and resolutions of the Board are carried into effect, and he shall perform all other duties that usually pertain to the office or are delegated to him by the Board of Directors.

The President or the Vice President of Finance, acting in the place of the President shall have the power to execute Promissory Notes or other evidences of indebtedness of the Corporation, or to execute contracts or deeds of conveyance for and in behalf of the Corporation; provided, however, that each such note, evidence of indebtedness, contract, or deed shall be a binding obligation of the Corporation only when executed pursuant to resolution by the Board of Directors, granting special authority for the execution thereof. All notes, contracts and deeds of conveyance must be attested by the Secretary of the Corporation.

5.07 Vice President of Finance

The Vice President of Finance shall assist the Board in the financial undertakings of the Corporation. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President of Finance shall perform the duties of the President and, as such, the Vice President of Finance shall have the powers of, and be subject to all the restrictions upon, the President. The Vice President of Finance shall also have such powers and shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

5.08 Vice President of Operations

The Vice President of Operations shall assist the Board in the operational transactions of the Corporation. In the absence of the President or Vice President of Finance, or in the event of their inability or refusal to act, the Vice President of Operations shall perform the duties of the President and, as such, the Vice President of Operations shall have the powers of, and be subject to all the restrictions upon, the President. The Vice President of Operations shall also have such powers and shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

5.09 Secretary

The Secretary shall keep permanent records of the proceedings of the Board of Directors, including the minutes of all meetings of the Board of Directors. He shall also be the custodian of the records and the seal of the Corporation, if any, and shall affix the seal to documents, the execution of which is duly authorized. He shall give or cause to be given all notices required by law or by these By-Laws. He shall perform all duties that usually pertain to the office of Secretary or which are delegated to him by the Board of Directors or by the President.

5.10 Treasurer

The Treasurer, with the assistance of the Executive Director of Frontier Texas! Inc. shall keep regular books, records and books of account of the Corporation, and shall ensure the deposit of all monies and other valuable effects of the Corporation in a depository selected by the Directors, and make such financial reports as directed by either the Board of Directors or the President. All checks of the Corporation shall be signed by two members of the Executive Committee or a designated staff member, as approved by the Frontier Texas! Inc. Board of Directors, and a member of the Executive Committee or as otherwise indicated by the Board of Directors. The Treasurer shall render to the President and Directors at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all other duties as may be prescribed by the Board of Directors or by the President.

5.11 Salary of Officers

The officers, agents of the Corporation, shall not receive any salary for their service to the Corporation. This provision shall not apply to the employees of Frontier Texas! including the Executive Director.

ARTICLE SIX

FINANCIAL ADMINISTRATION

6.01 Fiscal Year

The initial fiscal year of the Corporation shall begin on September 1, 2003 and end on September 30, 2004. For each year thereafter, the fiscal year of the Corporation shall begin on the 1st day of October and end on the 30th day of September.

6.02 Operating Funds

No profit shall ever be realized by any person in the operation of this Corporation. All monies coming into the hands of the Corporation above that reasonably necessary for use by the Corporation in carrying out its corporate purposes shall be paid over to the City of Abilene for use by said City in the furtherance of the educational and cultural improvement of the citizens of the City of Abilene and surrounding region. The City Council shall be provided an annual financial update on the status of all funds. It shall be the policy of the Corporation to seek to maintain a sum of money in reserve, over and above the current obligations, for various contingencies to include fundraising, endowments, capital expenditures, etc. in connection with the operation thereof. In the event of dissolution of this Corporation, all funds or assets of said Corporation, after the payment of all corporate debts, shall vest in the City of Abilene for the purpose of promoting the educational and cultural improvements and welfare of the citizens of the City of Abilene and surrounding regions.

The Board shall require members of the operational staff of Frontier Texas!, Inc. and each officer referred to in these by-laws to obtain a surety bond made out to the corporation, in such amount as it deems advisable, the cost of such bonds to be borne by the corporation.

6.03 Entering into Contracts

The Board of Directors may authorize, in writing, any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument in name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

ARTICLE SEVEN

AMENDMENTS TO BY-LAWS

7.01 Amendments to By-Laws

These By-Laws shall be adopted by the Board of Directors of said Corporation and subsequently approved by a written resolution passed by the City Council of Abilene. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws is vested in the Board of Directors. Any alteration, amendment or repeal requires at least eight (8) members of the Board of Directors to vote in favor of such alteration, amendment or repeal in a meeting called for that purpose. Furthermore, any alteration, amendment or repeal shall not become effective nor have any force or effect whatsoever unless and until same has been approved by a written resolution passed by the City Council of Abilene, Texas.

ARTICLE EIGHT

INDEMNITY

8.01 Indemnity

The Board of Directors shall authorize the Corporation to pay or reimburse any current or former Director or Officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such persons in any action, suit, or proceeding to which he or she is made a party by reason of holding such position as Officer or Director; provided, however, that such Officer or Director shall not receive such indemnification if he/she be finally adjudicated in such instance to be liable for negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

Furthermore, the Corporation agrees to indemnify and hold harmless and defend the City of Abilene, its officers, agents, and its employees, from and against all claims and suits for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorney's fees, arising out of or resulting from the Corporation's work and from any liability arising out of or in connection with the City of Abilene or its agents, officers, or employees entry upon said property, common, constitutional, or statutory law, or based in whole or in part upon the negligent or intentional acts or omissions of the Corporation, its officers, employees, agents subcontractors, licensees, invitees, or trespassers or based in whole or in part upon the negligent acts or omissions of the City of Abilene, its

officers, employees, agents, licensees, or invitees. The Corporation agrees to waive any and all claims it may have against the City of Abilene, connected with, resulting from, or arising out of, claims and suits covered by this indemnification provision and agrees that any insurance carrier involved shall not be entitled to subrogation under any circumstances against the City of Abilene, its officers, agents, and employees.

ARTICLE NINE

MISCELLANEOUS

9.01 Miscellaneous

The Board of Directors shall provide a Corporate Seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, substantially as follows: Frontier Texas!, Inc.

9.02 Table of Contents and Headings

The Table of Contents and Headings used in these By-Laws have been inserted for convenience only and do not constitute matter to be used in construing or interpreting them.

9.03 Construction

Whenever the context so requires, the use of a masculine pronoun shall include the feminine, and singular shall include plural and conversely.

If any portion of these By-Laws shall be invalid or inoperative, then, so far as is reasonable and possible:

- a. The remainder of these By-Laws shall be considered valid and operative, and
- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative, insofar as not prohibited by law.

9.04 Relation to Articles of Incorporation

These By-Laws are subject to and are governed by the Articles of Incorporation of Frontier Texas!, Inc.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-Laws of Frontier Texas!, Inc. and that such By-Laws were duly adopted by the Board of Directors of said Corporation on December 15, 2009.

ATTEST:

Kim Snyder
Secretary of the Corporation
Printed Name: Kim Snyder

FRONTIER TEXAS!, INC.

By: Peter Lauwe
President
Printed Name: Peter Lauwe

ACKNOWLEDGMENT

STATE OF TEXAS §
COUNTY OF TAYLOR §



This instrument was acknowledged before me on December 15, 2009,
by Peter Lauwe, President of Frontier Texas!, Inc.,
a Texas corporation, on behalf of said corporation.

Pamela Wells
Notary Public, State of Texas