



AGENDA MEMORANDUM

Action Item for the City Council Meeting August 15, 2023

DATE: July 31, 2023
TO: Peter Zanoni, City Manager
FROM: Heather Hurlbert, CPA CGFO, Assistant City Manager
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Approval of amended Bylaws for the Corpus Christi B Corporation

CAPTION:

Resolution approving the amended bylaws to include a provision for board member absences for the Corpus Christi B Corporation (the "Type B Corporation") as approved by the Board of Directors of the Corpus Christi B Corporation on July 17, 2023.

SUMMARY:

On July 17, 2023, the Board of Directors of the Corpus Christi B Corporation approved amended bylaws to establish an attendance policy and provide for automatic resignation of a director in the event of excessive unexcused absences.

BACKGROUND AND FINDINGS:

At the May 2023 Corpus Christi B Corporation Board meeting it was discovered that there was currently no established attendance policy and procedures in place for the Corpus Christi B Corporation Board.

In July 2023, a motion to amend Corpus Christi B Corporation bylaws passed unanimously. This motion was to amend the Bylaws in section 5.4 to include the following:

- Unexcused absences from more than 25% of regularly scheduled meetings during a term year on the part of any director shall result in an automatic resignation, which resignation shall be promptly reported to the City Council. An absence shall be deemed unexcused unless excused by the Board for good cause no later than its next meeting after the absence. A director requesting that his/her absence be excused may make the request at the next meeting or may send a written request to the City Secretary's Office, with a copy to the President and the City staff liaison, at least 24 hours prior to the next meeting. Any director, otherwise eligible, shall not be precluded from reappointment by reason of such automatic resignation.

This amendment must also be approved by City council.

ALTERNATIVES:

City Council could choose not to accept the amended bylaws.

FISCAL IMPACT:

There is no financial impact associated with this action.

Funding Detail:

Fund:

Organization/Activity:

Mission Element:

Project # (**CIP Only**):

Account:

RECOMMENDATION:

Staff recommends the approval of amended bylaws.

LIST OF SUPPORTING DOCUMENTS:

Amended Type B Corporation Bylaws
Resolution