



AGENDA MEMORANDUM
Corpus Christi Business and Job Development Corporation Meeting
March 16, 2020

DATE: February 27, 2020

TO: President and Honorable Board Members,
Corpus Christi Business and Job Development Corporation

THROUGH: Peter Zanoni, City Manager

FROM: Arlene Medrano, Business Liaison
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Amending Type A Corporation Bylaws

CAPTION:

Motion approving amendment to the bylaws of Corpus Christi Business and Job Development Corporation to reflect changes made to the Articles of Incorporation (now known as Certificate of Formation) and to clarify the terms of officers.

SUMMARY:

The current bylaws of the Corpus Christi Business and Job Development (Type A) Corporation should be updated to match the Corporation's Articles of Incorporation. Prior to October 2018, the terms of the directors of the Corporation were set to expire on July 31 of each year in accordance with the City's former fiscal year and had a board member limit of five members. The terms and number of the directors of the Corporation were amended in adherence to Texas Local Government Code Section 501.302 to align the terms with the City's new fiscal year (October 1 – September 30) and to add two additional Board members. Changes to these Bylaws will become effective upon approval by the Board and the City Council.

BACKGROUND AND FINDINGS:

On July 16, 2018, the Type A Board passed a motion recommending City Council approval of a Certificate of Amendment to amend the Corporations Articles of Incorporation to add two additional directors to the Board and to align the terms of the directors with the City's fiscal year.

On August 14th and 21st, 2018, the City Council passed a Resolution adopting a certificate of amendment for the Corpus Christi Business and Job Development Corporation and appointed two additional board members to the board.

The Office of the Secretary of State filed the Amendment on October 8, 2018, with an effective date of October 1, 2018. Staff recommends a third amendment to read that the Board shall be composed as laid out in the Corporation's Articles of Incorporation so that the Bylaws will not need to be amended with every amendment to the Articles.

In September 2019, an issue arose regarding an officer's position expiring on September 30 but elections not occurring until October. Precedent was that an officer retained his or her position until a new officer was elected. Staff recommends a formal amendment to the bylaws to codify that an officer remains an officer until someone new is elected by the Board.

There have been no other recommended changes to the bylaws, so staff recommends moving forward with amending the bylaws to reflect these changes at this time. After Board approval, the Bylaws amendments will be presented to the City Council for adoption via resolution.

ALTERNATIVES:

The Board could choose not to approve the amendment to the Bylaws.

FINANCIAL IMPACT:

There is no financial impact associated with this item.

Funding Detail:

Fund: N/A
Organization/Activity: N/A
Mission Element: N/A
Project # (CIP Only): N/A
Account: N/A

RECOMMENDATION:

There have been no other recommended changes to the bylaws, so staff recommends moving forward with amending the bylaws to reflect these changes:

1. Increasing number of board members from five to seven as laid out in the Articles of Incorporation
2. Changing the term office to end September 30 of each year
3. Adding that an Officer remains an Officer until a new Officer is elected by the Board

LIST OF SUPPORTING DOCUMENTS:

Amended Type A Corporation Bylaws
October 2018 Certificate of Amendment (for reference)