

## **Corpus Christi B Corporation Rules of Procedure**

The Board of the Corpus Christi B Corporation adopts the following rules of procedure effective upon the adoption of the motion adopting the rules, this May 21, 2018.

- a. *Time and Place of Meetings.*
  - 1. The Board shall meet in regular session as needed on the third Monday of a month. The Board must meet at least twice per year.
  - 2. Regular meetings shall be held at City Hall or another governmentally-owned place within the City.
  - 3. Special and workshop sessions may be held in any public place.
  - 4. Special and workshop sessions may be called by the President, the Vice-President or other presiding officer in the President's absence, or a majority of the Board.
- b. *Open Meetings.* The Board shall conduct all meetings in accordance with the Texas Open Meetings Act.
- c. *Agenda.* The Board agenda will be prepared and assembled by the Executive Director (which may mean his/her designee throughout these Rules) in a format consistent with the Open Meetings Act, subject to modification by Board directive. Items may be placed on the agenda by the President, the Vice-President or other presiding officer in the President's absence, the Executive Director, or at least two members of the Board who shall confirm their request with the Executive Director. A Board member wishing to place an item on the agenda shall notify the Executive Director who shall inquire of the other members whether they wish to join the request. The subject matter of agenda items shall be subject to Board action, unless the item is limited to discussion.
- d. *Presiding Officer.* The President, Vice-President, or other presiding officer shall have the power and duties usually incumbent on a presiding officer. All questions of order shall be decided by the presiding officer, subject to appeal to the Board.
- e. *Recess of Meeting.* Any meeting may be recessed (continued) one or more times to a time and place specified by the presiding officer prior to recess. No regular session may continue in recess to a time after the convening of the next regular meeting of the Board.
- f. *Order of Business.* The order of business shall be that set forth in the agenda unless modified by the President or a majority of Board members present and voting. On any item for which the Board permits public comment, time limitations may be set on an equitable basis.
- g. *Recognition of Board Members.* Board Members will not interrupt one another, and will speak only when recognized by the presiding officer. The presiding officer will recognize Board Members to speak in the order of their request.
- h. *Seconding Motions.* Motions shall require a second, except if the wording of the motion appears on the agenda.

- i. *General Duties of the Secretary and assistant secretary.* The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting. The City Secretary shall serve as assistant secretary, to provide administrative support services and official record keeping for the Corporation. The secretary or assistant secretary shall accurately keep the minutes of all meetings of the Board and all other records required by law to be kept of the Board's proceedings, and shall make all notices required by law.
- j. *Record Vote.* The ayes and nays shall be taken upon the passage of all motions or resolutions and entered in the minutes. Any member may request that the ayes and nays be taken on a motion and same shall be recorded. The order in which Board Members vote will rotate from meeting to meeting.
- k. *Quorum.* A majority of the Board Members holding office constitutes a quorum.
- l. *Vote Required for Passage.* Except as otherwise required by law for a particular matter, final passage of a motion or resolution shall require the affirmative vote of a majority of all Board Members, and other matters shall require a majority of Board Members present and voting.
- m. *Motion to Reconsider.* Any member of the Board who voted with the prevailing side on any question may move its reconsideration no later than the next regular meeting; reconsideration shall require a two-thirds vote of the Board. The fact that a failed action is subject to such motion being made at the next regular meeting does not prevent it from being brought up as new business at or before the next regular meeting.
- n. *Motion to Table.* To "table" shall mean to postpone until a later Board meeting. If the motion to table or postpone specifies a particular time, the matter shall be placed on the Board agenda for that date unless the Mayor or Board subsequently directs differently. If the motion does not specify a particular time, the matter shall be placed on the Board agenda when requested in accordance with general procedures for agenda items. The pendency of a tabled motion shall not prevent the Board from considering the same matter as new business.
- o. *Applicability of Robert's Rules of Order.* The most current edition of Robert's Rules of Order shall govern Board proceedings, unless in conflict with these rules or other law. Provided, however, Board's failure to comply with Robert's Rules of Order shall not invalidate any Board action.
- p. *Suspension of Rules.* Any of the rules prescribed by these Rules of Procedure may be suspended by a majority vote of all Board Members qualified to vote, except those dealing with state law requirements such as the Open Meetings Act.
- q. *Decorum.* No Board Member, staff person, or member of the audience shall berate, embarrass, accuse, or show any personal disrespect for any member of the staff, Board, or the public at any Corporation meeting.