

# **BYLAWS OF CORPUS CHRISTI B CORPORATION**

## **ARTICLE I: PURPOSE AND POWERS**

**Section 1.1 Purpose.** The Corpus Christi B Corporation (the “Corporation”) is a Type B corporation established for the purposes set forth in its Certificate of Formation, acting on behalf of the City of Corpus Christi, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, Chapters 501-505 of the Texas Local Government Code, as amended (the “Act”), the Texas Non-Profit Corporation Act, Chapter 22 of the Texas Business Organizations Code, as amended (the “Non-Profit Act”), and other applicable laws.

**Section 1.2 Powers.** In the fulfillment of its corporate purposes, the Corporation shall be governed by Chapter 505 and other applicable provisions of the Act, and shall have all the powers set forth and conferred in its Certificate of Formation, in the Act, in the Non-Profit Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

## **ARTICLE II: BOARD OF DIRECTORS**

### **Section 2.1 Number and Term of Office**

(a) The affairs of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) subject to the advice and consent of the City and, subject to the restrictions imposed by the law, by the Certificate of Formation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation. Any projects undertaken using the funds of the Corporation will require the approval of the Corpus Christi City Council (the “City Council”), in accordance with the Act.

(b) The Board shall be composed of seven persons appointed by the City Council as laid out in the Corporation’s Certificate of Formation.

(c) Any vacancy occurring on the board of directors shall be filled by appointment by the City Council of a person who shall hold office until the expiration of the term. Directors serve at the will of City Council and can be removed with or without cause at any time by motion of the City Council.

**Section 2.2 Meetings of Directors.** The directors may hold their meetings at such place or places in the City as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at an available room at City Hall.

**Section 2.3 Quorum.** A majority of the entire membership of the Board shall constitute a quorum to conduct official business of the Corporation.

### **Section 2.4 Conduct of Business.**

(a) The president shall be a voting member of the Board.

(b) At all meetings of the Board, the president shall preside. In the absence of the president, the vice-president shall preside.

(c) 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.

(d) At meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time adopted by the Board.

**Section 2.5    Compensation of Directors.** Directors shall serve without compensation, but they may be reimbursed for their actual expenses incurred in the performance of their official duties as directors.

### **ARTICLE III: OFFICERS**

**Section 3.1    Titles and Terms of Office.** The officers of the Corporation shall include a president, a vice-president, a secretary, and such other officers as the Board of Directors may from time to time authorize. A majority of the directors shall elect the officers and fill any vacant offices. Terms of officers shall expire in accordance with the Certificate of Formation. Officers may be re-elected. So long as the person elected to a position remains a Director, he or she will continue to serve in that position until a new officer is elected by the Board.

**Section 3.2    Powers and Duties of the President.** The president shall be the presiding officer of the Corporation, and after approval by the Board, shall execute all contracts and other instruments in the name of the Corporation.

**Section 3.3    Vice-President.** The vice-president shall exercise the powers of the president during that officer's absence or inability to act.

**Section 3.4    Secretary.** The secretary or assistant secretary shall keep the minutes of all meetings of the Board and books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest to the signature of the president, shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities, and such other books and papers as the Board may direct, and shall in general perform all duties incident to the office of secretary subject to the control of the Board. All records of the Corporation are subject to the Texas Public Information Act.

**Section 3.5    City Manager's Office.** The City Manager of the City, or designee, will serve as the Executive Director of the Corporation, provide administrative support services for the Corporation in accordance with section 5.6, and perform duties as prescribed by the Board and City

Council.

**Section 3.6    City Council Liaison.**

(a) The City Council may, in its discretion, appoint a City Council member as a liaison to the Corporation for purposes of facilitating communication between the City Council and the Board.

(b) The City Council liaison may:

1. Attend meetings of the Board and sit with the Board, as if a part of the Board's membership.
2. Communicate with City Council regarding the activity and discussion at each Board meeting, so long as any communication between the liaison that the City Council complies with the Open Meetings Act. The liaison may make scheduled updates during City Council meetings or discuss Type B business when Type B projects appear on the City Council agenda.
3. Communicate with the Board at meetings regarding direction from City Council and participate in the discussion of potential projects as a representative of City Council.

(c) The City Council liaison may **not**:

1. Vote on any item considered at a meeting of the Board.
2. Be counted when determining if a quorum of the Board is present.
3. Act as a Director of the Board in any capacity. The City Council liaison is not a Director of the Corporation and, as such, has no authority to speak on behalf of the Board. The liaison may communicate as a representative of City Council to facilitate communication between the Board and the City Council.

**Section 3.7    Compensation.** Officers, other than City staff, shall not receive any salary or compensation for those services, except that they may be reimbursed for the actual expenses incurred in the performance of those services. The Corporation shall reimburse the City for the time of all City staff in accordance with section 5.6.

**ARTICLE IV: FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS**

**Section 4.1    Contracts.** No contract or other transaction between the Corporation and any other corporation, person, or entity shall be executed unless the majority of the Board, who are present and approve such contract, are persons with no interest in such other person or entity. Board members are subject to the City's Code of Ethics, Chapter 2, Article V, of the City's Code of

Ordinances.

**Section 4.2    Annual Corporate Budget.** Prior to the commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year. The budget shall not be effective until the same has been approved by the City Council.

**Section 4.3    Books, Records, Audits.**

(a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

(b) The books, records, accounts, and financial statements of the Corporation shall be maintained for the Corporation by the accountants and other staff of the City.

(c) The Corporation's books, records, accounts, and financial statements shall be audited at least once each fiscal year by an outside, independent auditing and accounting firm selected by the City Council. Such audit shall be at the expense of the Corporation.

**Section 4.4    Deposit and Investment of Corporation Funds.**

(a) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments ("Obligations") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance.

(b) Subject to the requirements of contracts, loan agreements, indentures, or other agreements securing Obligations, all other monies of the corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Finance Department of the City.

**Section 4.5    Expenditure of Corporate Money.** The sales and use taxes collected pursuant to the Act and any proceeds deriving therefrom, including proceeds from the investment of funds of the Corporation and proceeds derived from the sale of Obligations, may be expended by the Corporation for its authorized purposes consistent with the Act.

**Section 4.6    Issuance of Obligations.** No Obligations, including refunding Obligations, shall be authorized or sold and delivered by the Corporation unless the City Council approves such Obligations by action taken prior to the date of sale of the obligations.

**ARTICLE V: MISCELLANEOUS PROVISIONS**

**Section 5.1    Principal Office.**

(a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Certificate of Formation.

(b) The Corporation shall have and shall continuously designate a registered agent at its office, as required by the Act.

**Section 5.2    Fiscal Year.** The fiscal year of the Corporation shall be the same as the fiscal year of the City.

**Section 5.3    Seal.** The seal of the Corporation shall be determined by the Board.

**Section 5.4    Resignations.** Any director or officer may resign at any time. Such resignation shall be made in writing and delivered to the City Secretary, and shall take effect upon appointment of a successor.

**Section 5.5    Approval by City Council or Advice and Consent of the City.** To the extent that these bylaws or the Certificate of Formation refer to any approval by the City Council, such approval shall be evidenced by a certified copy of a resolution, ordinance or motion duly adopted by the City Council. To the extent that that these bylaws or the Certificate of Formation refer to advice and consent of the City, such advice and consent can be in the form of City Council approval or other approval by the City Manager, or designee, when appropriate.

**Section 5.6    Services of City Staff and Officers.** The Corporation shall pay for all services provided to the Corporation by City staff. Subject to the authority of the City Manager under the Charter of the City, the Corporation shall utilize the services of the staff and employees of the City. All requests for staff time or inquiries of staff will be requested through the executive director of the Corporation. The Corporation shall pay reasonable compensation to the City for such services, and the performance of such services shall not materially interfere with the other duties of such personnel of the City. Reasonable compensation for services provided by City staff, including City staff serving as an officer for the Corporation, is the amount determined by the allocation study conducted annually for the City, or such other method used by the City to make that determination.

**Section 5.7    Indemnification of Directors, Officers and Employees.**

(a) As provided in the Act, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.

(b) The Corporation shall indemnify each and every member of the Board, its Officers, and its employees and each member of the City Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys' fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

## **ARTICLE VI: EFFECTIVE DATE, AMENDMENTS**

**Section 6.1    Effective Date.** These bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of these bylaws by the City Council; and
- (2) the adoption of the bylaws by the Board.

**Section 6.2    Amendments to Bylaws.** These bylaws may be amended only in accordance with the requirements of the Act.