



## **AGENDA MEMORANDUM**

Action Item for the City Council Meeting December 1, 2020

**DATE:** November 9, 2020

**TO:** Peter Zaroni, City Manager

**FROM:** Heather Hurlbert, Director of Finance & Business Analysis  
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<p><b>Approval of amended Bylaws – Corpus Christi Business and Job Development Corporation (the “Type A Corporation”)</b></p>
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### **CAPTION:**

Resolution approving the amended bylaws for the Corpus Christi Business and Job Development Corporation (the “Type A Corporation”) as approved by the Board of Directors of the Type A Corporation on March 16, 2020.

### **SUMMARY:**

On March 16, 2020, the Board of Directors of the Corpus Christi Business and Job Development Corporation (the “Type A Corporation”) approved amended bylaws to incorporate changes previously made to the Articles of Incorporation (now called Certificate of Formation) and to allow officers to continue to serve until replaced.

### **BACKGROUND AND FINDINGS:**

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 recommended a formal amendment to the bylaws to codify that an Officer remains an Officer until a new officer is elected by the Board.

In March 2020, a motion to amend the Corpus Christi Business and Job Development Corporation’s bylaws was approved by the Board. The amendments to make the change along with other items that were approved in the charter but needed to be changed in the bylaws are as follows:

- Amend Article III Sec 3.1 to reflect that 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.
- Moving from five to seven members.
- Changing the fiscal year (Aug 1 to Oct 1).
- The changes defined the membership and the officer terms as those laid out in the

certificate of formation so in the future if the Board changed the certificate of formation, the Board doesn't have to come back to change the bylaws again.

These amendments must also be approved by City Council.

**ALTERNATIVES:**

Council could choose not to accept the amended bylaws

**FISCAL IMPACT:**

N/A

**Funding Detail:**

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

**RECOMMENDATION:**

Staff recommends the approval of amended bylaws.

**LIST OF SUPPORTING DOCUMENTS:**

Amended Type A Corporation Bylaws  
Type A Certificate of Formation  
Resolution