

Meeting Date (?) 05/10/2016

Subject Matter* (?) Resolution to Adopt the Restated Bylaws of the Bryan Business Council, Inc.
This must match rolling agenda entry

Department of Origin* ECONOMIC DEVELOPMENT

Submitted By* Kevin Russell

Type of Meeting* BCD Special Regular

Classification* Public Hearing Consent Statutory Regular

Ordinance* None First Read Second Read First & Only Read

Strategic Initiative* Public Safety Service
 Economic Development Infrastructure
 Quality of Life

Agenda Item Description* Consider a resolution to adopt the Restated By-Laws of the Bryan Business Council, Inc. (BBC).

Summary Statement* The present adopted By-Laws of the Bryan Business Council, Inc. (BBC) were executed in October 2007. Since that time the current By-Laws have been amended twice. The first amendment increased the number of members from seven to nine. The second amendment increased the members from nine to eleven. Additionally, changes to the BBC's operating procedure and staffing have occurred.

The resolution under consideration further updates the By-Laws by clarifying the following Articles:

Article 1. Directors and Officers - is updated showing the current number of voting members at eleven and further clarifying the two ex-officio members with one being a Council appointee and the other the Superintendent of the Bryan Independent School District.

Article 2. Appointment and Qualifications - no change.

Article 3. Election of Officers - no change.

Article 4. Term of Office for the Officers - removed the sentence that required the outgoing president to serve an additional two year term.

Article 5. Meeting of the Board of Directors - changed the annual meeting date to the second Monday in December and require monthly meetings on the second Monday of each month.

Article 6. Notice - no change.

Article 7. Manner of Acting - no change.

Article 8. Filling of Vacancies of the Board and Officers - clarified the City Council appoints vacancies on the board.

Article 9. Staff Liaison - this article was changed to remove the Executive Director position and requires the City Manager to appoint the Staff Liaison.

Article 10. Duties of the Staff Liaison - the article was updated to remove the Duties of the Executive Director and reflect that the Staff Liaison is employed by the City of Bryan, may not serve as an Officer or Director of the Board, and provides a central repository for the Corporation.

Article 11. Duties of the President - no change.

Article 12. Duties of the Vice President - no change.

Article 13. Duties of the Corporate Secretary-Treasurer - this article changed to reflect that the Treasurer will be responsible to affect bi-annual audits in odd number years. Currently the audit is performed annually. The BBC has contracted with a CPA to perform the functions of bookkeeping, thereby removing financial duties from both staff and the Board.

Article 14. Sale of Real Estate - this article was updated by adding that proceeds from the sale of real estate will be transmitted by wire transfer or direct deposited into the Corporation's appropriate bank account.

Article 15. Removal - no change.

Article 16. Fiscal Year - updated to change the fiscal year to begin on the first day of July and end on the last day of the next June. This change was made to allow for a more competitive price for audits.

Article 17. Waiver of Notice - no change.

Article 18. Management - updated to reflect the position of Staff Liaison.

Article 19. Changes to By-Laws - added the City Council must approve future changes to the By-Laws before they become effective.

Article 20. Non-Profit Corporation - no change.

Article 21. Principal Office - no change.

Article 22. Corporate Seal - no change.

Article 23. Attendance - no change.

Article 24. Fidelity Bond, this article was deleted as the Board has contracted with a third party CPA firm to perform the financial duties of the board. This item was replaced with Dissolution (Article 25 in the current By-Laws).

Article 24. Dissolution - no change. (Formerly Article 25)

The BBC approved the Restated By-Laws on March 21, 2016. Consequently, the City Council is requested to consider and approve the Restated By-Laws for final adoption.

Staff Analysis & Recommendation *

As presently written, the BBC By-Laws do not reflect the current operating procedures for the manner in which the BBC conducts its business. The proposed By-Laws clarify duties of staff, remove the practices no longer needed, and seeks greater transparency. Staff recommends approval of the resolution adopting the Restated By-Laws for the Bryan Business Council, Inc.

Options *

(In Suggested Order of Staff Preference)

1. Approve the resolution adopting the Restated By-laws of the Bryan Business Council, Inc.
2. Modify the Restated By-Laws, which will require consideration by the Bryan Business Council, Inc. and possibly consideration by the City Council at a future City Council meeting.
3. Do not approve the resolution adopting the Restated By-Laws of the Bryan Business Council, Inc. and provide other direction to the BBC and staff.

Funding Source *

N/A

Attachments

Resolution to Adopt the Restated Bylaws of the Bryan Business Council, Inc._Resolution.docx	24.65KB
ATTACHMENTS.pdf	758.73KB

Please detail attachments and note attachments available for viewing in City Secretary's Office:

1. Resolution with Exhibit "A" Restated By-Laws of the BBC
- 2-5 are a single PDF "ATTACHMENTS"
2. Current By-Laws
3. BBC Minutes from March 21, 2016
4. Amendment Increasing Members from Seven to Nine, Resolution 3394
5. Amendment Increasing Members from Nine to Eleven, Resolution 3463

Dept. Head Signature

LINDSEY GUINDI

**Deputy City Manager
Signature**



City Manager Signature



City Attorney Signature

Janis K. Hampton