

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BRYAN, TEXAS, APPROVING THE AMENDMENT TO THE BYLAWS OF BRYAN BUSINESS COUNCIL, INC., PASSED BY ITS DIRECTORS ON MARCH 21, 2016; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Bryan (CITY) established, authorized the formation and funded the Bryan Business Council, Inc. (originally named Bryan Development Foundation, Inc.), a non-profit corporation, as set out in City of Bryan Resolution No. 996, dated March 8, 1982; and

WHEREAS, it is provided and agreed between the City of Bryan and Bryan Business Council, Inc., that the bylaws governing the activities of the Bryan Business Council, Inc., including any subsequent amendments thereto, will be submitted for approval by resolution of the Bryan City Council; and

WHEREAS, the Directors of Bryan Business Council, Inc., voted and passed amendments to the Restated Bylaws of the Bryan Business Council, Inc., on March 21, 2016, and has submitted them for approval to the Bryan City Council.

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BRYAN, TEXAS, THAT:

1.

The Restated Bylaws of the Bryan Business Council, Inc., as amended by the Directors of the Bryan Business Council, Inc., on March 21, 2016, and a copy of which is attached hereto as Exhibit "A," are approved.

2.

This resolution shall become effective immediately upon adoption.

APPROVED AND ADOPTED by the City Council of the City of Bryan, at a regular meeting on the ____ day of _____, 2016.

ATTEST:

CITY OF BRYAN:

Mary Lynne Stratta, City Secretary

Jason P. Bienski, Mayor

APPROVED AS TO FORM:

Janis K. Hampton, City Attorney

EXHIBIT "A"

**RESTATED BY LAWS OF THE
BRYAN BUSINESS COUNCIL, INC.**

ARTICLE 1. DIRECTORS AND OFFICERS

This Corporation shall have the following voting Directors and Officers: eleven (11) voting Directors, provided that the number may be increased or decreased from time to time by an amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The Directors shall elect from their members the following Officers: a President; a Vice President; and a Corporate Secretary-Treasurer. All of the Officers shall be voting Directors of the Corporation.

The Corporation shall have two (2) ex-officio Directors who shall not be entitled to vote or to serve as an Officer. A Member of the City Council of the City of Bryan, so designated by the City Council, shall serve as an ex-officio Director. The Superintendent of the Bryan Independent School District shall serve as an ex-officio Director.

ARTICLE 2. APPOINTMENT AND QUALIFICATIONS OF DIRECTORS

The Directors shall be appointed by the City Council of the City of Bryan. The term of office for each Director shall be for a period of three (3) years. The Directors shall recommend for the City Council's consideration in making appointments of voting Directors, the names of at least one (1) candidate for each Director's expiring term. No voting Director may serve more than two (2) consecutive three (3) year terms.

ARTICLE 3. ELECTION OF OFFICERS

The Officers, other than the Directors, shall be elected at the annual meeting of the Board of Directors provided for herein and the Directors shall elect said Officers as provided for herein from among their number. Each Director shall be entitled to one vote and it shall require a majority vote to elect any Officer. The Officers shall hold office at the pleasure of the Board of Directors. Officers shall not receive salaries for their services.

ARTICLE 4. TERM OF OFFICE FOR THE OFFICERS

The Officers of the Corporation, other than the President, shall serve one (1) year terms and shall be elected in the manner provided for above. The term of the office shall run from January 1 of each year through December 31 of the same year. Each Officer shall serve from the date of his election and qualification until his successor is elected and duly qualified.

The President is to serve a two (2) year term. The term of the President shall be from the first (1st) day of January of each even-numbered year through the thirty-first (31st) day of December of the following odd-numbered year.

ARTICLE 5. MEETING OF THE BOARD OF DIRECTORS

The Board of Directors shall have one annual meeting, said annual meeting to be held on the second (2) Monday in the month of December of each year. The Board of Directors will have regular

monthly meetings on the second (2) Monday of each month unless a given month's meeting is cancelled by the President upon same notice to hold a meeting as provided in Article 6 below. In addition, the Board of Directors shall meet upon the call of the President, Vice President, or any two (2) Directors as the case may be. The person or persons authorized to call the meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meeting called by them provided that such meeting location is in compliance with the American with Disabilities Act (ADA).

ARTICLE 6. NOTICE

Notice of any meeting of the Board of Directors shall be given at least three (3) days before the meeting by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed delivered when the email is sent to the recipient. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

ARTICLE 7. MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

ARTICLE 8. FILLING OF VACANCIES OF THE BOARD AND OFFICERS

In the case of the death or resignation of any Officer or Director or the refusal or inability of any Officer or Director to perform the duties of his office, the Board of Directors shall have the privilege to declare a vacancy on the board or in the office and such vacancy shall be filled for such unexpired term in the same manner as provided for regular appointments provided however, that any such vacancy in such office of any officer so created shall be filled by a vote of the remaining Directors even though they may constitute less than a quorum.

Any Directorship to be filled by reason of the removal of a Director shall be filled by appointment by the City Council of the City of Bryan as stated in Article 2 hereof.

Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by appointment by the City Council of the City of Bryan as stated in Article 2 hereof. Such newly created Directorship shall be for an initial term of one (1) year or if more than one Directorship is created for staggered terms not to exceed two (2) years, thereafter each such Director shall serve for a period of three (3) years.

ARTICLE 9. STAFF LIAISON

The City Manager of the City of Bryan, Texas, shall appoint a Staff Liaison for the Corporation for a term of one (1) year commencing on January 1 of each year. The City Manager of the City of Bryan, Texas, may renew such term annually upon a satisfactory evaluation of such Staff Liaison by the

City Manager of the City of Bryan, Texas. The Staff Liaison may not be an elected or appointed Officer and shall not have voting privileges. The Staff Liaison is an employee of the City of Bryan under the supervision and direction of the City Manager, and the authority of the Board over the Staff Liaison is subordinate to the City Manager's authority.

ARTICLE 10. DUTIES OF THE STAFF LIAISON

- a. Serves to facilitate communication and coordination of goals and activities between the Corporation and the City of Bryan and aid the Corporation in administrative functions under the direction of the City Manager of the City of Bryan, Texas. The Staff Liaison may not serve as an Officer or Director.
- b. Provides an office location and central repository for the Corporation for correspondence, and legal documents.
- c. Retains and supervises any Board-authorized secretarial and other support services required for conducting the Corporation's business. All payments to secretarial and other support personnel must have prior approval of the Board of Directors.
- d. Assists the President in organizing agendas for board meetings and provide background on the various issues under consideration.
- e. Advises the Board of Directors on the various administrative functions that are essential to the Corporation's continuity, legal status, and any required tax reporting.
- f. Recruits and negotiates with businesses in promoting, aiding, improving, and enhancing the business community of the City of Bryan, Texas.
- g. Provides advice, guidance, and detailed support for the Board of Directors, individually, and at board meetings, to provide for continuity, and overall direction of the Corporation.
- h. Attends all Board of Director meetings and provides a written report on recruiting activities and on any other matters as requested by the Board of Directors.
- i. Serves as liaison, on a selective basis, to other related administrative branches of the City of Bryan and Brazos County, Texas

ARTICLE 11. DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Board of Directors. He shall have all the general powers and duties that are usually vested in the office of President of a non-profit corporation. The President shall have the power to sign checks, warrants, and vouchers whereby the funds of the Corporation will be disbursed. However, such checks must be in all cases countersigned by another Officer. The President will act as the public information officer for the Corporation. The President shall perform such other duties as shall properly relate to his office.

ARTICLE 12. DUTIES OF THE VICE PRESIDENT

The Vice President shall act for and assume the power of the President in the absence of the President or upon refusal or inability of the President to act. The Vice President shall have the power to

sign checks, warrants, and vouchers whereby the funds of the Corporation will be disbursed. However, such checks must be in all cases countersigned by another Officer. The Vice President shall perform such other duties as shall properly relate to this office and such other duties as may be required of him from time to time by the Board of Directors.

ARTICLE 13. DUTIES OF THE CORPORATE SECRETARY-TREASURER

The Corporate Secretary-Treasurer shall keep a correct set of typed minutes of all meetings of the Board of Directors in a loose-leaf book provided especially for that purpose. The said minutes shall be open to inspection of any Director of this Corporation or member of the City Council of the City of Bryan at any time. The Corporate Secretary-Treasurer shall also have possession of and be responsible for keeping the Seal of the Corporation. The Corporate Secretary-Treasurer shall have charge of such books and papers as the Board of Directors may direct; and shall, in general, perform the duties incident to the office of the Corporate Secretary-Treasurer.

The Corporate Secretary-Treasurer of the Corporation shall keep an accurate set of records reflecting the financial condition of the Corporation at all times. In addition, it shall be the duty of the Corporate Secretary-Treasurer to monitor the expenditure of the funds of the Corporation. The Corporate Secretary-Treasurer shall have the power to sign checks, warrants and vouchers whereby the funds of the Corporation will be disbursed. However, such checks must be in all cases countersigned by another officer. The Corporate Secretary-Treasurer shall perform all other duties assigned to the Corporate Secretary-Treasurer by the Board of Directors, including that the Corporate Secretary-Treasurer shall countersign the expense checks issued by the Corporation to its employees whenever possible. The Corporate Secretary-Treasurer will affect a bi-annual audit in odd-numbered years by a Certified Public Accountant to include an Opinion Letter. Such records shall be open to inspection by any Director of the Corporation or any member of the City Council of the City of Bryan.

The City of Bryan will serve as the repository of all books and records over which the Corporate Secretary-Treasurer has charge and is responsible,

ARTICLE 14. SALE OF REAL ESTATE

All sales or conveyance or mortgages of real estate owned or held by the Corporation shall be in writing, signed and acknowledged by the President, or Vice President in case of the absence, refusal, or inability of the President to act. No real estate shall be sold, mortgaged, or otherwise disposed of unless the disposition shall first have been ordered by resolution passed by the Board of Directors. These same requirements shall apply to leases made upon the property of the Corporation.

The proceeds from the sale of real estate owned by the Corporation shall be shall be transmitted by wire transfer or other method of direct deposit into the Corporation's appropriate bank account.

ARTICLE 15. REMOVAL

Any Director may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

ARTICLE 16. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of the next June.

ARTICLE 17. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 18. MANAGEMENT

The Board of Directors (after seeking input from the Staff Liaison) shall assume supervision over the affairs of the Corporation with the exception that the President shall have such authority and powers as necessary to carry on the general everyday business of the Corporation.

ARTICLE 19. AMENDMENTS AND BY-LAWS

The By-laws, except Article 2 hereof, may be altered, changed or amended by the majority vote of all the Directors of the Corporation at any Board of Directors meeting. Any alteration, change or amendment of the By-laws shall not be effective until approved by the City Council of the City of Bryan.

ARTICLE 20. NON-PROFIT CORPORATION

This Corporation is not organized for profit. No member of the Board of Directors or person from whom the Corporation may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as a salary or as compensation to, or distributed to or inure to the benefit of any member of the Board of Directors; provided, however, always that reasonable compensation may be paid to any member while acting as any agent or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation, and that any member of the Board of Directors may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

ARTICLE 21. PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 300 South Texas Avenue, Bryan, Texas 77803, but may be located at such other suitable and convenient place as shall be permitted by law and designated by the Directors.

ARTICLE 22. CORPORATE SEAL

The Directors shall provide a corporate seal which shall have inscribed thereon the name of the Corporation.

ARTICLE 23. ATTENDANCE

The Directors of the Board shall attend at least two-thirds (2/3rds) of the meetings of the Board for each six-month period during which the appointee is a member of the Board. The Board may remove

any board member appointed by the City Council if such appointee fails to attend at least two-thirds (2/3rds) of the meetings of the Corporation.

ARTICLE 24. DISSOLUTION

The Corporation can be dissolved at any time at the request of Bryan City Council. When the Corporation shall cease to carry on its business at the request of Bryan City Council, then Articles of Dissolution shall be executed on behalf of the Corporation by the President and shall be filed with the Secretary of State of the State of Texas, and the President shall execute, acknowledge, and file any and all other instruments necessary or appropriate to reflect the dissolution and termination of the Corporation.

Executed as of the _____ day of _____, 2016.

BRYAN BUSINESS COUNCIL, INC.

Corporate Secretary-Treasurer