



**Mayor**  
Ron Silvia  
**Mayor Pro Tempore**  
Ben White  
**City Manager**  
Glenn Brown

**Council Members**  
John Happ  
Ron Gay  
Lynn McIlhaney  
Chris Scotti  
David Ruesink

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**Agenda**  
**College Station City Council**  
**Workshop Meeting**  
**Thursday, April 26, 2007 2:00 p.m.**  
**City Hall Council Chambers, 1101 Texas Avenue**  
**College Station, Texas**

1. Presentation, possible action, and discussion on items listed on the consent agenda.
2. Presentation, possible action, and discussion regarding new construction on the campus of Texas A&M University and their current building program.
3. Presentation, possible action, and discussion regarding the City of College Station planning and hosting a Citizens Congress.
4. Presentation, possible action and discussion regarding the status of TxDOT projects currently under construction and design.
5. Presentation, possible action, and discussion regarding Contract Partner organizational structure and board representation for the Bryan / College Station Convention and Visitors Bureau, Arts Council of Brazos Valley and the Research Valley Partnership.
6. Presentation, possible action and discussion regarding Texas High Speed Rail.
7. Council Calendars
  - a. Apr 27 Arbor Day Celebration and Veterans Park Phase II (American Mile) – Noon – 2:00 p.m.
  - b. Apr 27 Conoco Phillips White House Lecture Series – Annenberg Presidential Conference Center – 6:00 – 8:00 p.m.
  - c. Apr 28 Brazos Valley Household Hazardous Waste & Computer Collection – Brazos Center 9:00 a.m. – 4:00 p.m.
  - d. Apr. 30 – May 8 Early Voting
  - e. May 2 Presentation/Tour of Suddenlink New Phone Service in B/CS – 10:00 – 11:00 a.m. (location to be announced)
  - f. May 4 Leaders of the Research Valley Luncheon – Pebble Creek Country Club – 11:30 – 1:30 p.m.
  - g. May 7–10 Chamber of Commerce Washington DC Trip
  - h. May 9 CSISD Education Foundation Hall of Fame Banquet – Pebble Creek Country Club – 6:30 – 9:00 p.m.

- i. May 10 BVCAA Annual Meeting and Luncheon – Briarcrest Country Club – Noon – 1:30 p.m.
  - j. May 12 Election Day
  - k. May 15 Welcome Reception for Chancellor McKinney – Hilton – 4:30 – 6:30 p.m.
  - l. May 15 Council Transportation Committee Meeting – Noon – Administrative Conference Room
  - m. May 16 Canvass of Election/Oath of Office to New Officials – Noon – Council Chambers
8. Presentation, possible action, and discussion on future agenda items: A Council Member may inquire about a subject for which notice has not been given. A statement of specific factual information or the recitation of existing policy may be given. Any deliberation shall be limited to a proposal to place the subject on an agenda for a subsequent meeting.
9. Discussion, review and possible action regarding the following meetings: Audit Committee, Brazos County Health Dept., Brazos Valley Council of Governments, Cemetery Committee, City Center, CSISD/City Joint Meeting, Design Review Board, Fraternal Partnership, Historic Preservation Committee, Interfaith Dialogue Association, Intergovernmental Committee and School District, Joint Relief Funding Review Committee, Library Committee, Making Cities Livable Conference, Metropolitan Planning Organization, Outside Agency Funding Review, Parks and Recreation Board, Planning and Zoning Commission, Sister City Association, TAMU Student Senate, Research Valley Partnership, Regional Transportation Committee for Council of Governments, Transportation Committee, Wolf Pen Creek Oversight Committee, Wolf Pen Creek TIF Board, Zoning Board of Adjustments, YMCA Coordinating Board(see attached posted notices for subject matters).
10. Executive Session will immediately follow the workshop meeting in the Administrative Conference Room.

Consultation with Attorney {Gov't Code Section 551.071}; possible action the City Council may seek advice from its attorney regarding a pending and contemplated litigation subject or settlement offer or attorney-client privileged information. Litigation is an ongoing process and questions may arise as to a litigation tactic or settlement offer, which needs to be discussed with the City Council. Upon occasion the City Council may need information from its attorney as to the status of a pending or contemplated litigation subject or settlement offer or attorney-client privileged information. After executive session discussion, any final action or vote taken will be in public. The following subject(s) may be discussed:

- a. TCEQ Docket No. 2002-1147-UCR, Applications of Brushy Water Supply and College Station (Westside/Highway 60)
- b. TCEQ Docket No. 2003-0544MWD, Application of Nantucket, Ltd.
- c. Cause No. 03-002098-CV-85, *Brazos County, College Station v. Wellborn Special Utility District*

- d. Civil Action No. H-04-4558, U.S. District Court, Southern District of Texas, Houston Division, *College Station v. U.S. Dept. of Agriculture, etc., and Wellborn Special Utility District*
- e. Cause No. GN-502012, Travis County, *TMPA v. PUC* (College Station filed Intervention 7/6/05)
- f. Cause No. 06-000703-CV-85, *Patricia Moore, et al. v. Ross Stores, Inc., City of College Station, et al.*
- g. Sewer CCN request.
- h. Legal aspects of Lease Agreements for No. 4 Water Well and possible purchase of or lease of another water site from City of Bryan
- i. Civil Action No. H-04-3876, U.S. District Court, Southern District of Texas, Houston Division, *JK Development v. College Station*
- j. Cause No. 06-002318-CV-272, 272<sup>nd</sup> Judicial District Court, Brazos County, Texas, *Taylor Kingsley v. City of College Station, Texas, and Does 1 through 10, inclusive.*
- k. Cause No. 485-CC, County Court at Law No. 1, Brazos County, Texas, *City of College Station v. David Allen Weber, et al.*
- l. Bed and Banks applications for College Station and Bryan

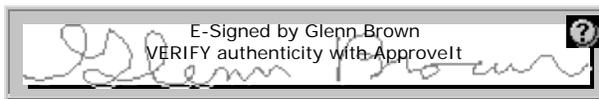
Economic Incentive Negotiations {Gov't Code Section 551.087}; possible action  
The City Council may deliberate on commercial or financial information that the City Council has received from a business prospect that the City Council seeks to have locate, stay or expand in or near the city with which the City Council in conducting economic development negotiations may deliberate on an offer of financial or other incentives for a business prospect. After executive session discussion, any final action or vote taken will be in public. The following subject(s) may be discussed:

- 1. Spring Creek Business Park
- 2. Extended Warranty – Customer Service Center

Real Estate {Gov't Code Section 551.072}; possible action  
The City Council may deliberate the purchase, exchange, lease or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. After executive session discussion, any final action or vote taken will be in public. The following subject(s) may be discussed:

- 1. Possible additional water well sites
- 11. Final action on executive session, or any workshop agenda item not completed or discussed in today's workshop meeting will be discussed in tonight's Regular Meeting if necessary.
- 12. Adjourn.

APPROVED:



E-Signed by Glenn Brown  
VERIFY authenticity with ApproveIt

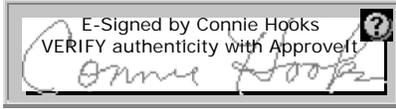
City Manager

Council Meeting Thursday, April 26, 2007

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Notice is hereby given that a Workshop Meeting of the City Council of the City of College Station, Texas will be held on the 26<sup>th</sup> day of April, 2007 at 2:00 p.m. at the City Hall Council Chambers, 1101 Texas Avenue, College Station, Texas. The following subjects will be discussed, to wit: See Agenda

Posted this 23<sup>rd</sup> day of April, at 1:45 p.m.



City Secretary

I, the undersigned, do hereby certify that the above Notice of Meeting of the Governing Body of the City of College Station, Texas, is a true and correct copy of said Notice and that I posted a true and correct copy of said notice on the bulletin board at City Hall, 1101 Texas Avenue, in College Station, Texas, and the City's website, [www.cstx.gov](http://www.cstx.gov). The Agenda and Notice are readily accessible to the general public at all times. Said Notice and Agenda were posted on April 23, 2007 at 1:45 p.m. and remained so posted continuously for at least 72 hours proceeding the scheduled time of said meeting.

This public notice was removed from the official board at the College Station City Hall on the following date and time: \_\_\_\_\_ by \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

CITY OF COLLEGE STATION, TEXAS

By \_\_\_\_\_

Subscribed and sworn to before me on this the \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_  
Notary Public – Brazos County, Texas

My commission expires: \_\_\_\_\_

This building is wheelchair accessible. Handicap parking spaces are available. Any request for sign interpretive service must be made 48 hours before the meeting. To make arrangements call (979) 764-3517 or (TDD) 1-800-735-2989. Agendas may be viewed on [www.cstx.gov](http://www.cstx.gov). Council meetings are broadcast live on Cable Access Channel 19.

**April 26, 2007  
Workshop Agenda Item  
Texas A&M Construction Update**

**To:** Glenn Brown, City Manager

**From:** Hayden Migl, Assistant to the City Manager

**Agenda Caption:** Presentation, possible action, and discussion regarding new construction on the campus of Texas A&M University and their current building program.

**Recommendation(s):** N/A

**Summary:** This item was requested by the City Council at its March 22 meeting. The presentation is being given by Mr. Chuck Sippial, Vice President for Facilities at Texas A&M University. He will give an update on current construction projects on campus as well as future projects included in the University's \$500 million building program.

**Budget & Financial Summary:** N/A

**Attachments:** N/A

**April 26, 2007  
Workshop Agenda  
Draft Program for Citizens Congress**

**To:** Glenn Brown, City Manager

**From:** Olivia Burnside, Chief Information Officer

**Agenda Caption:** Presentation, possible action, and discussion regarding the City of College Station planning and hosting a Citizens Congress.

**Recommendation(s):** Staff is seeking direction from Council on : 1) Date of the meeting, 2) Proposed draft program.

**Summary:** In response to the City Council's request, a Citizens Congress has been tentatively scheduled for Saturday, June 30, 2007 at the College Station Conference Center from 9 am until 4 pm.

The purpose is to provide civic engagement and problem-solving relationships among and between neighbors, residents, city staff and elected officials in order to provide for the high quality of life that is mutually beneficial to all. The June date and location has been tentatively reserved and some staff thought has gone into a format and topics. However, the staff would like further City Council direction in preparation of this event.

Further guidance regarding the following is requested: Specific target audience, maximum number of participants for optimum success; format for presentation; topics for inclusion and desired outcomes.

**Budget & Financial Summary:** There has been no money budgeted for this event. Cost will be relative to the number of participants and promotion of the event plus staff overtime.

**Attachments:**

Draft Program Format for Citizens Congress



**Another option instead of a full day conference is to offer individual Seminars and Workshops and take each topic and break into discussion and problem solving groups over a period of months.**

**April 26, 2007  
Workshop Agenda  
TxDOT Project Update**

**To:** Glenn Brown, City Manager

**From:** Mark Smith, Director of Public Works

**Agenda Caption:** Presentation, possible action and discussion regarding the status of TxDOT projects currently under construction and design.

**Recommendation(s):**

**Summary:** TxDOT staff will present a project status report and be available for questions.

**Budget & Financial Summary:**

**Attachments:**

**April 26, 2007**  
**Workshop Agenda Item**  
**Contract Partner Organizational Structure and Board Representation**

**To:** Glenn Brown, City Manager

**From:** David Gwin, Director of Economic and Community Development

**Agenda Caption:** Presentation, possible action, and discussion regarding Contract Partner organizational structure and board representation for the Bryan / College Station Convention and Visitors Bureau, Arts Council of Brazos Valley and the Research Valley Partnership.

**Recommendation(s):** N/A

**Summary:** Staff will present information on the existing organizational structure and board representation of the Bryan / College Station Convention and Visitors Bureau, Arts Council of Brazos Valley and the Research Valley Partnership. This item is in response to City Council direction at the April 12, 2007 Council Calendar discussion.

The City Council might consider appointing a Council member to each of the three Contract Partners' Boards, and have each serve in an "ex-officio" capacity to the Executive Board of each agency. If the City Council so directs, staff would work with all three agencies to make any necessary administrative changes to receive and seat these new board members as soon as possible.

**Budget & Financial Summary:** N/A

**Attachments:**

RVP By-Laws

ACBV By-Laws

B/CSCVB By-Laws



**BYLAWS**

**PROPOSED**  
Revised

November 2006

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These BYLAWS for the Arts Council of Brazos Valley, Inc. were accepted and executed on \_\_\_\_\_ by the Board of Directors and in accordance with the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue code.

## Article I - ENTITY

The name of the organization shall be: THE ARTS COUNCIL OF BRAZOS VALLEY, Inc. hereinafter referred to as The COUNCIL.

**Section I.** The COUNCIL shall have its registered and principal offices at:

2275 Dartmouth Street  
College Station, TX 77840  
U.S.A.

**Section II.** The COUNCIL may have other such offices as the Board may determine or as the officers or authorized staff of The COUNCIL may require from time to time.

**Section III.** The COUNCIL will conduct business under the Federal Employer Identification Number:

74-1672466

**Section IV.** The COUNCIL shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and shall keep at the principal office a record giving the names and addresses of its members of the Board. All books and records of The COUNCIL are available for review for any proper purpose given reasonable notice.

## Article II – EXISTENCE

**Section I. Existence:** The COUNCIL shall have perpetual existence.

**Section II. State of Business:** The COUNCIL shall exist as a public charity under the laws of the State of Texas.

**Section III. Federal Jurisdiction:** The COUNCIL shall exist as a public charity under Section 501(c)(3) of the Internal Revenue code.

**Section IV. Mission Statement:** The Object of The COUNCIL shall be in accordance with the established mission statement:

*To make the arts accessible to all citizens and visitors in the Brazos Valley through funding, promotion, advocacy, and partnership building.*

**Section V. Purpose:** The COUNCIL shall serve the residents, businesses, government agencies and visitors of the Brazos Valley. An area consisting of Brazos, Burlson, Grimes, Leon, Madison, Robertson and Washington counties as defined by The Council of Governments and the State of Texas.

### Article III – PURPOSE

**Section I. Sponsorship:** The COUNCIL shall be sponsored and controlled by its Board of Directors and Executive Director as set forth below.

**Section II. IRS Status:** The COUNCIL is organized exclusively for charitable purpose as relating to the Mission Statement outlined above and in accordance with the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue code.

**Section III. Restrictions:** The purpose of The COUNCIL is expressly limited by the restrictions set forth in Article III and Article IV of these BYLAWS.

**Section IV. Organization Type:** The COUNCIL shall be a membership organization without stockholders nor have shares issued. Membership guidelines as outlined below in Article V.

**Section V. Management:** The COUNCIL shall be managed by an Executive Director with responsibilities and duties as outlined below in Article IX.

**Section VI. Purpose:** The purpose for which The COUNCIL is created it to perform certain functions traditionally associated with regional arts councils. To accomplish this purpose, The COUNCIL shall be engaged in activities relating, but not limited to:

- a. Supporting and fostering the activities and programs of The COUNCIL's affiliate organizations.
- b. Recognizing a strong dynamic arts and cultural community benefits the entire community, The COUNCIL will directly involve itself in the

- community in order to create an environment where people want to live, work and play.
- c. Celebrating and promoting the arts, culture and heritage of the Brazos Valley.
  - d. Celebrating and promoting the diversity and uniqueness of the Brazos Valley.
  - e. Act as the primary source for residents, businesses and visitors seeking information on the arts, culture and heritage activities within the Brazos Valley.
  - f. Represent the arts, culture and heritage of the Brazos Valley, often as the catalyst for business, programming and networking opportunities and represent the arts, cultural and heritage needs in the Brazos Valley.
  - g. Acting as a collective voice, The COUNCIL will speak from a broad framework embracing residence, businesses, political and tourist concerns.
  - h. Fostering viable economic growth and activity in the community.
  - i. The COUNCIL will provide bottom line programs for arts, culture and heritage based businesses large and small and fight for pro-arts legislation and form public and private alliances.
  - j. The COUNCIL will provide leadership in civic and social programming through innovative programs, addressing arts, culture and heritage concerns, education, crime prevention, business development and other community and development issues which have an impact upon the overall quality of life in the Brazos Valley.

**Section VII. Jurisdiction:** The COUNCIL recognizes it is expressly prohibited from engaging in any activity that would be inconsistent with the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue code.

**Section VIII. Activities:** None of the above-stated activities of The COUNCIL shall be construed as other than for the purposes of fostering the ideals set forth by the Mission Statement as outlined above.

## Article IV – RESTRICTIONS

**Section I. Earnings:** No part of the net earnings of The COUNCIL shall inure to the benefit of, or be distributed to, any member of the Board of Directors, Executive Director or any sponsor, donor, creator, director, officer, employee or other private persons, except that The COUNCIL shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these BYLAWS.

**Section II. Prohibitions:** Under the Internal Revenue Code, all Section 501(c)(3) organizations, and therefore The COUNCIL, are absolutely prohibited from the following political and legislative activity:

**Section II-A. Political Campaigns:** The COUNCIL is absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the organization in favor of or in opposition to any candidate for public office clearly violate the prohibition against political campaign activity.

**Section II-B. Lobbying:** No substantial part of the activities of The COUNCIL shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

**Section II-C. Endorsements:** The COUNCIL shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section III. Legal Governance:** Notwithstanding any other provision of these BYLAWS, The COUNCIL shall not carry on any other activity not permitted to be carried on by:

- a. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or
- b. An organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; or
- c. A charitable entity organized and governed under the laws of the State of Texas.

## Article V - MEMBERSHIP

**Section I. Organization Type:** The COUNCIL shall be a membership organization without stockholders nor have shares issued.

**Section II. Membership:** COUNCIL membership will consist of the following:

**Active Member:** Any individual, artist or corporate entity may become a member of The COUNCIL, subject to approval by the Board of Directors of The COUNCIL, and upon payment of dues as established annually by the Board in conjunction with the Executive Director.

Active members are categorized according to the membership level at which they join The COUNCIL. These are:

1. *Friend*
2. *Program Supporter*
3. *Board Supporter*
4. *Council Leader*
5. *Presidential Circle*
6. *Council Champion*

The amount of membership dues and the corresponding benefits and/or restrictions are to be determined by the Executive Director and are subject to Board approval or revision.

***Affiliates:*** Any 501(c)(3) non-profit organization may apply for affiliate membership. Approval is based upon compliance with The COUNCIL's Mission Statement as outlined above and as established by the Board, and the organization's nonprofit status according to the rules of the Internal Revenue Service. Affiliates will remain in good standing upon payment of their annual dues in accordance with policies established by the Board.

***Associate:*** Any artist, gallery or other arts, cultural or heritage professional living and working within the Brazos Valley. This category of membership is designated solely for businesses and organizations in the arts and cultural fields which are not granted or eligible for not-for-profit tax exempt status under Section 501 (c)(3) of the IRS Code and for artists who can prove that no less than 75% of their gross annual income is derived from the sales, execution or other implementation of their art or craft. Associate membership of The COUNCIL is subject to approval by the Board of Directors of The COUNCIL, and upon payment of dues as established annually by the Board in conjunction with the Executive Director.

***Termination of Membership:*** Membership may be terminated voluntarily by the member or involuntarily by the Board of The COUNCIL in accordance with rules of member conduct as enacted by the BOARD.

***Section III.*** All other perks, privileges, rights, responsibilities and restrictions of members, affiliates and associates shall be developed and instituted by the Executive Director and are subject to approval by the Board of The COUNCIL.

## Article VI - GOVERNANCE

***Section I.*** Board of Directors: The COUNCIL shall be governed by the Board of Directors.

***Section I-A.*** Composition: The Board shall consist of no less than twelve nor more than fifteen Board Members. All Board Members must be members in good standing with The COUNCIL and must be residents of the Brazos Valley, Texas.

***Section I-B.*** Eligibility: The prospective Board Member must be a member in good standing of The COUNCIL and may not be an officer or on the governing body of an Affiliate Member of The COUNCIL.

***Section I-C.*** Election: The Nominating Committee shall present a list of nominees for Board Membership to the Board fourteen days before the regularly scheduled Board Meeting in August of the calendar year. Members of the Board shall be in good standing with The COUNCIL and shall be elected by the Board no later than August 31<sup>st</sup> of the calendar year and shall be introduced to The COUNCIL at its annual meeting in September of the calendar year. One third of total Board Membership shall be elected annually.

***Section I-D.*** Term: Each Board Member shall serve a three-year term until a successor is elected. Should a vacancy arise on the Board of Directors, the Executive Committee will nominate one or more persons to serve as a Director until the expiration of the term of office of the person vacating expires. These nominations will be presented to the President. At the next succeeding meeting of the Board of Directors, a vote shall be held naming one person from the nominations presented by the Executive Committee for each vacancy. The President shall then offer the candidate selected the opportunity to serve as a Director.

***Section I-E.*** Removal: The Board may remove any Board Member, with or without cause, with a two-thirds majority vote of the current Board Members.

***Section I-F.*** Duties and Responsibilities:

1. The Board shall regulate their duties among themselves.
2. Governance of The COUNCIL. Without prejudice to the other provisions of these BYLAWS, The Board shall be responsible for

supervising the policies of The COUNCIL and the actions of the Executive Director and the general course of events in The COUNCIL and the enterprise associated with it.

3. Employment and review of the Executive Director.
4. Assist the Executive Director by providing leadership, guidance and advice in the performance of his/her duties.
5. Ensuring financial oversight of The COUNCIL
6. Approval of an annual budget and changes thereto.
7. Use, Maintenance and Disposition of real property and equipment.

**Section II. Executive Committee of The COUNCIL:** Officers of The COUNCIL shall be the Executive Committee consisting of:

- The President
- President-elect
- Treasurer
- Secretary
- Vice President of Affiliate Relations
- Immediate Past President (*ex-officio*).

**Section II-A. Election:** The Nominating Committee shall present a slate of the Executive Committee to the Board for election by August 31<sup>st</sup> of the calendar year. See Article VI, Section 1c.

**Section II-B. Term:** The term of office for Executive Committee members is one year; The COUNCIL year shall begin October 1 and shall end September 30. Vacancies among the officers shall be filled for the remaining term by the President, subject to approval by the Board.

**Section II-C. Removal:** The Board may remove any officer, with or without cause, with a two-thirds majority vote of the current Board Members.

Absence by any Board Member for three consecutive regularly scheduled Board meetings may cause dismissal of the absentee Board Member.

**Section II-D. Duties and Responsibilities:** The Executive Committee shall regulate their duties among themselves. General duties will consist of:

*The President* shall preside at all meetings of the Board and shall have such other powers and perform such other duties as the Board shall designate or as may be provided in these BYLAWS or applicable law. The President shall serve as Chairman of the

Executive Committee and *ex-officio* member of all other committees.

The President-Elect may, in the President's absence or inability to act, exercise the powers of the President, except as otherwise determined by the Board. The President-Elect shall succeed the President in that office.

The Treasurer shall consult with the Executive Director and make a financial report to the Board at each regularly scheduled meeting. The Treasurer shall also serve as a chair of the Finance Committee.

The Secretary shall ensure that a record of all Board minutes is maintained, and shall perform other duties as authorized by the President.

Vice-president of Affiliate Relations shall, in collaboration with the Executive Director, act as one of the official intermediary between the Board and The COUNCIL affiliates. Further responsibilities shall include coordinating and presenting new applications for affiliate status, speaking to the Board on behalf of the affiliates, representing affiliates who apply to The COUNCIL for funding and any other Council/affiliate related issues as they may arise.

Immediate Past President (ex officio) in order to provide for continuity and history, shall consult with the current President and Executive Director to provide leadership guidance and support as well as insight gleaned while President and shall have such other powers and perform such other duties as the Board shall designate.

**Section II-E. Authorities and Representations:** The Executive Committee, and its individual members, shall have the right and authority to represent The COUNCIL in any forum public or private and has the authority to vest this power of representation to any active member of The COUNCIL provided two or more members of the Executive Committee agree to authorize said power of representation. This authorization is subject to approval and/or revocation by the Board of Directors.

**Section II-F. Reporting:** the members of the Executive Committee shall be obliged to provide, to the best of their knowledge and ability, all information requested by a member of The Board.

**Section II-G. Attendance:** Members of the Executive Committee shall attend the meetings of the Board and shall be bound on that occasion to provide to the best of their knowledge and ability all information required about The COUNCIL's affairs.

**Section II-H. Discharge of Duties:** if one or more members of the Executive Committee are unable to discharge their duties or one or more vacancies exist, the remaining member or members as the case may be, shall be charged with the entire management of The COUNCIL until such time as a special meeting of the General Active Membership can be called to vote for a replacement of the Executive Committee vacancy.

**Section III. Representation:** The Board, and its individual members, shall have the right and authority to represent and advocate for The COUNCIL in any forum public or private; with the following restrictions:

**Section III-A. Declarations:** At no time may a Board member dictate, announce, discuss or otherwise publicly declare Council policy or programs without the expressed consent of the Board and the Executive Director.

**Section III-B. Commitment of Resources:** At no time may a Board member commit Council resources, financial or otherwise, without the expressed consent and approval of the Board and the Executive Director.

**Section III-C. Spokespeople:** The President and the Executive Director shall, at all times, remain the official spokespeople for The COUNCIL, the Board and all committees.

**Section III-D. Confidentiality:** It is understood all business conducted by and between members of the Board, the Executive Director and staff are to be kept in the strictest of confidence. At no time may Board members or staff discuss The Council business with any individual or organizational representative other than a current Board member in good standing or the Executive Director.

**Section IV. Records Access:** Each member of The Board shall have access to The COUNCIL's offices and have the right to inspect The COUNCIL's books, records, funds or other business during regular business hours.

**Section V. Register:** A register shall be kept in The COUNCIL's office in which the names and addresses of all governing officers and the executive committee are

recorded. These records shall state the date on which they were elected and shall be kept up to date by the Secretary of the Board and the Executive Director.

## Article VII - COMMITTEES

**Section I. Committees/Ad hoc Committees:** There shall be an Executive Committee, Grants Review Committee, Finance Committee, Nominating Committee, and such other committees as the President of The COUNCIL, with the approval of the Board of Directors, may from time to time determine and implement. The President of The COUNCIL may name any such ad hoc committee(s) and its membership as determined necessary.

**Section II. Executive Committee:** The Executive Committee shall consist of the Officers of The COUNCIL:

- President
- President-Elect
- Treasurer
- Secretary
- Vice-president of Affiliate Relations
- Immediate Past President (*ex-officio*)
- The President, at his/her discretion, may appoint a Board member in good standing as a member-at-large.

The President shall serve as Chairman of the Executive Committee and may call Executive Committee meetings between meetings of the Board. The Executive Committee shall consult with the Executive Director on all budgetary and policy matters, and shall have powers of the Board in the governance of The COUNCIL, except in such matters as the Board has by resolution reserved unto itself. All actions by the Executive Committee shall be reported to the Board at its next meeting and shall be subject to approval by the Board. A quorum of the Executive Committee shall consist of a majority of its voting members. The term of office for Executive Committee members shall be for one year.

**Section III. Grants Review Committee:** The President shall appoint up to seven voting members to the Grants Review Committee. The President shall designate one voting member to act as Chairman and such voting member shall preside over the Grants Review Committee. Three members of the Grants Review Committee shall have two-year terms expiring in even years. Four members of the Grants Review Committee shall have two-year terms expiring in odd years. Meetings shall be called by the Chairman of the Grants Review Committee in consultation with the President and/or the Executive Director. Recommendations by the

Grants Review Committee shall be reported to the Board of Directors at the first meeting following completion of the Grants Review Process and shall be subject to revision and approval by the Board. The President may appoint *ex-officio* members to the Grants Review Committee from the community or local governmental bodies.

***Section IV. Finance Committee:*** The President shall appoint the Treasurer and two Members to the Finance Committee. The Treasurer shall be the Chairman of the committee. The Finance Committee shall consult with the President and the Executive Director on all budgetary and business affairs of The COUNCIL and is charged with presenting an annual budget for consideration and approval by the Board. The term of office shall be one year.

***Section V. Nominating Committee:*** The Nominating Committee and Chairman shall consist of five individuals total appointed by the President not less than ninety (90) days prior to the election. The term of office shall be one year. Recruitment of nominees includes consulting with the Board prior to obtaining permission from the candidate to present the candidate's name to the current Board for consideration.

***Section VI. At-large Committee Members:*** The President, Executive Director and/or Committee Chairs may, at their discretion, solicit and/or appoint *At-large* committee members from within the Brazos Valley community – regardless of Council Board affiliation. These *At-large* members are subject to Board approval.

## Article VIII - COUNCIL MEETINGS

***Section I. Annual Meeting:*** The Annual Meeting of The COUNCIL shall be held during the month of September of each fiscal year for the purpose of presenting the newly elected Board members and officers to the membership, and to present The COUNCIL awards to select members of the community, and to celebrate the arts in the Brazos Valley.

***Section II. Regular Meetings:*** In addition to the Annual Meeting, the Board shall meet a minimum of seven times each year, at such hours, and in such place as shall be designated in the notice of the meeting or as agreed upon by a majority of the Board Members.

***Section III. Special Meetings:*** Special meetings of the Board may be called by the President. Special meetings may be conducted telephonically or electronically.

**Section IV. Notice of Meetings:** Notice of the Annual Meeting and regularly scheduled Board meetings shall be given at least seven working days prior to the date thereof. Notice of a special meeting of the Board shall be given in sufficient time for Board Members to convene. The notice shall specify the place, the day, and the time of the meeting, and for a special meeting, the purpose. If telephonically or electronically conducted, the day, time and purpose of the meeting shall be given in sufficient time for members to participate.

**Section V. Quorum:** A simple majority of the Board Members shall constitute a quorum for conducting business. Board Members unable to attend a meeting may assign a proxy to another Board Member. When a Board Member arranges to be represented by proxy, the absence is not considered to be excused. If a quorum is not present at any meeting of Board Members, items can be discussed but no action can be taken.

**Section VI. Parliamentary Authority:** The meetings of the Board of Directors shall be conducted in accordance with ROBERT'S RULES OF ORDER.

**Section VII. Presumption of Assent:** A Board Member of The COUNCIL who is present at a meeting at which action is taken shall be presumed to have assented to the action taken unless a dissent shall be entered into the minutes of the meeting or unless a written dissent to such action be filed with the Secretary before the adjournment of the meeting or shall forward such dissent by mail to the Secretary immediately after the adjournment of the meeting.

## **Article IX - EXECUTIVE DIRECTOR**

**Section I. Executive Director:** The Board shall employ an Executive Director for such period of time and upon such terms and conditions as the Board shall determine. The Executive Director shall be the chief executive officer and shall have authority to employ and discharge employees. The Executive Director shall exercise such other powers customarily given to the chief executive officer of a business organization. The Executive Director is authorized to make expenditures as described in Article X. The Executive Director shall serve as *ex-officio* on all committees of The COUNCIL. The duties and responsibilities of the Executive Director shall be further defined by a Job Description. The Job Description shall be reviewed at least annually by the Board.

## Article X - FINANCIAL ADMINISTRATION

**Section I. Fiscal year:** The fiscal year of The COUNCIL shall begin on the first day of October and end on the last day of September each year.

**Section II. Annual Audit:** Every year, with in three (3) months of the end of the financial year, unless this period is extended for a maximum of six (6) months by a special vote of the Board on account of special circumstances, the annual accounts shall be drawn up by the Executive Director and staff in collaboration with the Finance Committee of the Board of Directors and submitted for review and approval of the Board.

**Section III. Federal and State Filings:** It is the responsibility of the Executive Director, in collaboration with the Executive Committee, to file all appropriate financial and tax returns with the State of Texas and the Internal Revenue Service. These returns are to be filed in accordance to all rules and regulations of all appropriate taxing authorities regardless of review and approval of annual financial statements by the Board.

**Section IV. Returns and Financial Records:** In keeping with Federal and State mandates, copies of all financial statements and returns shall be recorded and kept at The COUNCIL's office and readily available for review by any individual who should request regardless of affiliation with The COUNCIL.

**Section V. Contracts:** The Executive Director shall present to the Board for review and approval all COUNCIL contracts not included in the approved annual budget.

**Section VI. Checks or Drafts:** Capital and other expenditures over \$1,000.00 and not included in the approved budget require Board approval. The procedures for handling all checks, including the number of required signatures, shall be delineated in a separate Financial Policies and Procedures document included in the *Personnel Policies*.

**Section VII. Reimbursements:** The procedures for handling all reimbursable expenses incurred by The COUNCIL Board Members or staff shall be delineated in a separate Financial Policies and Procedures document included in the *Personnel Policies*. However, reimbursements to Board Members, the Executive Director or staff in excess of \$1,000.00 shall require written approval signed by President or Treasurer of the Board of Directors.

**Section VIII. Loans to Directors, Officers and Employees.** No loan shall be made by The COUNCIL to its officers or directors or employees.

## Article XI - COMPENSATION, INDEMNIFICATION AND AMENDMENTS

**Section I. Compensation:** No compensation shall be paid to Board Members for their service. Board Members may be reimbursed for actual expenses incurred in the performance of their duties, or may be paid for their services in a capacity other than as a Board Member, subject to approval by the Board.

**Section II. Indemnification:** The COUNCIL shall indemnify each Board Member or officer in any action, suit, or proceeding to which he or she may be made a party by reason of his or her being, or having been, a member of the Board and to pay any judgment that may result there from, whether ordered by a court or entered into by settlement.

**Section III. Amendments:** These BYLAWS may be amended by the Board at a meeting called for that purpose, provided written notice of the proposed amendment shall be given at least fourteen days prior to such meeting. Such amendment shall require an affirmative vote of two-thirds of the Board.

**Section III -A. Amendments:** These BYLAWS may be amended in the manner authorized by law at the time the amendment is proposed.

**Section III-B. Amendments:** Amendments and additions to these BYLAWS are subject to majority vote of approval by the Board of Directors.

**Section III -C. Legal Jurisdiction:** Any amendments may only contain such provisions as might lawfully have been contained in these original articles and are pursuant to the rules and regulations governing public charities under the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue code.

## Article XII – BYLAWS AND PERSONNEL POLICIES

**Section I. Development of BYLAWS:** The Board of Directors in conjunction with the Executive Director shall develop the BYLAWS of The COUNCIL.

**Section II. Ratification:** Adopted and ratification of the BYLAWS shall be by the Board of Directors.

**Section III. Amendments:** The Board of Directors is authorized and empowered to alter, amend or repeal the BYLAWS by a majority vote of the Members of the Board of Directors in attendance at any duly called meeting of the Board.

**Section IV. State and Federal Laws:** No BYLAW adopted pursuant to this Section shall be effective if it is inconsistent with The COUNCIL's mission, purpose or status as a not-for-profit charitable organization governed under the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue code.

**Section V. Personnel Policies:** The Personnel Policies of The COUNCIL shall be developed and adopted by the Executive Director and reviewed and approved by the Board of Directors.

**Section V-A.** A copy of the Personnel Policies is attached.

**Section VI. Personnel Policy Amendments:** The Executive Director, in consultation with the Board of Directors, is authorized and empowered to alter, amend or repeal the Personnel Policies.

**Section VII. State and Federal Laws:** No component of the Personnel Policies adopted pursuant to this Section shall be effective if it is inconsistent with The COUNCIL's mission, purpose or status as a not-for-profit charitable organization under the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue code.

## Article XIII - CERTIFICATE OF SECRETARY

These **BYLAWS** for the **Arts Council of Brazos Valley, Inc.** were adopted and executed in this \_\_\_\_\_ day of \_\_\_\_\_, 2006, in College Station, TX.

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Sue Lee, Secretary

## **Brazos Valley Convention and Visitors Bureau, Inc.**

### **Bylaws**

As approved by the Board of Directors of the Brazos Valley Convention and Visitors Bureau

Effective for the fiscal year beginning October 1, 2002  
Amended and Restated Effective MARCH 24, 2005.

#### **ARTICLE I—Title**

Section 1.01 The name of the non-profit corporation governed by these By-Laws is the Brazos Valley Convention and Visitors Bureau, Inc. (BVCVB).

#### **ARTICLE II—Legal Status**

Section 2.01 The corporation is organized under the Texas Non-Profit Corporation Act. TEX REVISED CIV.STAT.Arts 1396- 1.01 *et seq.*

#### **ARTICLE III—Purpose**

Section 3.01 The purpose of the corporation is to provide for the encouragement, solicitation, promotion, procurement and servicing of conventions, conferences and seminars; to develop tourism through the attraction of visitors and group tours to the Cities of College Station, and Bryan, Brazos County and the surrounding Brazos Valley; provide education regarding the importance of the convention and visitor industry to the local economy; affect cooperation between businesses and industries servicing visitors, conventions and other meetings; receive and disburse public funds derived from the Hotel/Motel Tax imposed by local governments in accordance with the contractual or other arrangements with such governments; and receive and disburse private funds for the purposes of the corporation.

#### **ARTICLE IV—Membership**

Section 4.01 Membership. The Brazos Valley Convention and Visitors Bureau shall have no members.

#### **ARTICLE V—Board of Directors**

Section 5.01 The Board of Directors will manage the corporate affairs of BVCVB.

Section 5.02 The Board of Directors shall consist of:

- a. Ten (10) voting members whose nomination and approval shall be conducted in the following manner:

1. Five members of an Executive Committee who shall have and may exercise the full authority of the Board of Directors. The Executive Committee members shall be appointed, in part, proportionate to their participation in paying for the operating, capital and other costs of the BVCVB, and shall be appointed as follows:
  - (a) Three members appointed by the City Council of the City of College Station
  - (b) One member appointed by the City Council of the City of Bryan
  - (c) One member appointed by the Brazos Valley Lodging Association. The hotelier must be an owner or manager of a hotel or motel within Brazos County, and shall remain such throughout his/her tenure as an Executive Committee member.
2. The Executive Committee of the Board of Directors will elect five (5) at-large members. Nominees for the at-large Directors shall come from the (i) travel and tourism industry, represented by hoteliers, food services managers/owners, (ii) the members of the Brazos Valley Sports Advisory Board and (iii) other interested parties. Any hotelier so elected must be an owner or manager of a hotel or motel within Brazos County, and shall remain such throughout his tenure as an At-Large Board member.
3. Persons appointed or elected as members of the Executive Committee and Board of Directors may not at the same time be employees or elected officials of the cities of Bryan and College Station, Texas or Brazos County, Texas.

Section 5.03 Terms.

- a. The Initial Board of Directors, as named in the Articles of Incorporation, shall hold office until the first annual election as provided in Paragraph 5.04.
  1. Each Director, whether appointed or elected, shall serve for terms of two years commencing on October 1<sup>st</sup> following election or appointment and ending on September 30<sup>th</sup> of the appropriate year, except as hereinafter provided. In order to provide staggered terms, the following members of the Board of Directors will initially serve a one-year term:
    - (a) Two of the Directors provided for in Section 5.02.a.(1)(a), and
    - (b) Two of the at-large Directors provided for in Section 5.02.a.(2).

2. No Director shall serve more than three (3) consecutive two-year (2) terms without a year off the Board. A Director elected or appointed to an initial one-year term may serve three (3) two-year (2) terms prior to being required to take a year off from the Board.

Section 5.04 Nominations of the Elected Directors.

- a. The Chairman of the Board of Directors shall appoint a Chairman of the nominating Committee at the May Board meeting. The Board of Directors shall elect from the Board members, three to five individual members to serve with the Chairman on the Nominating Committee for the year.
- b. The Nominating Committee shall call for nominations for the at-large Directors as provided in Section 5.04(c). The Nominating Committee shall also notify each city and the Brazos Valley Lodging Association to make their respective appointments to the Executive Committee. The Nominating Committee shall present a slate of nominees for at-large Directors, including a profile outlining each nominee's experience and relationship to the tourism industry, if any, to the Executive Committee.
- c. A call for nominations for four (4) at-large Directors shall be sent to the Executive Committee Members and for one at-large Director to the Brazos Valley Sports Advisory Board during the first ten (10) days in June. Nominations by the Executive Committee Members and the Brazos Valley Sports Advisory Board must be received at the BVCVB office by June 25<sup>th</sup>. The Nominating Committee will then prepare a list of recommendations for at-large Directors. During its August meeting the Executive Committee shall elect at-large members for those whose terms are expiring. The Board of Directors must at all times have on its Board one at-large Director nominated by the Brazos Valley Sports Advisory Board.
- d. Appointments of Executive Committee Directors as provided in Sections 5.02.a.(1)(a), 5.02.a.(1)(b), and 5.02.a.(1)(c) shall be submitted to the BVCVB Board of Directors by each city or the Brazos Valley Lodging Association, as appropriate, by July 15<sup>th</sup>. Appointments to the respective Executive Committee positions shall be made not later than August 15<sup>th</sup> prior to the expiration of their respective terms.

Section 5.05 Qualifications of the Board of Directors. A member of the Board must be a resident of Brazos County, Texas.

Section 5.06 Meetings. Regular meetings of the Board of Directors shall be held bi-monthly at a time and place to be fixed by resolution of the Board. Special Board meetings may be called by, or at the request of, the Chairman or any two Directors. The Director(s) requesting a special meeting shall inform the Corporation's Secretary of the information to be included in the notice

of the special meeting. The Secretary of the Corporation will give notice to the Directors as provided in Section 5.07.

Section 5.07 Notice. Written or printed notice of any special meeting of the Board will be delivered to each Director not less than seven (7) calendars days, nor more than thirty (30) calendar days before the meeting. The notice will state the date, time and place of the meeting; the name of the Director(s) calling the meeting; and the purposes or purposes for which the meeting was called.

Section 5.08 Quorum. A quorum shall consist of six (6) members of the Board of Directors with at least four (4) members of the Executive Committee present.

Section 5.09 Vote. The affirmative vote of a majority of Directors present shall be required to take any action.

Section 5.10 Duties. It is the duty of the Board of Directors to review the operations of the corporation; to discover and analyze projects, plans and means of furthering the purposes of the corporation and to select such projects, plans and means as it may deem worthy of implementation. The Board shall annually approve the budget submitted to it by the Chief Executive Officer for the expenditure of all funds anticipated to be available to the BVCVB and upon approval, the Chief Executive Officer shall submit a budget request to the City Managers of the Cities of College Station and Bryan by May 1<sup>st</sup> of each year. Once approved and funding by the Cities has been determined, such funds shall be transmitted to the corporation by the City governments. Such funds shall be deposited in a special bank account to insure the expenditure of the funds for proper purposes in accordance with the approved budget.

Directors will discharge their duties, including duties as committee members, in good faith, with ordinary care, and in the manner they reasonably believe to be in the corporation's best interest. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred upon Directors, Directors may, in good faith, relying on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if they have knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 5.11 Partnerships. The Board of Directors shall seek out those persons actively involved in the tourism industry with whom to partner in order to carry out the purpose of the BVCVB.

**Section 5.12** Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations and liabilities. Any distribution made when the corporation is insolvent, other than in payment of the corporate debts, or any distribution that would render the corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless the dissent is entered into the minutes of the meeting or they dissent in writing. The written dissent must be filed with the Secretary of the corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees or the corporation; legal counsel, public accountants, or other persons as to matters of the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; or (2) while acting in good faith and with ordinary care, considers the corporation's assets to be at least that of their book value; or (3) in determining whether the corporation made adequate provision for paying, satisfying or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Further, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on an opinion of legal counsel for the corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

**Section 5.13** Delegating Duties. The Board of Directors may select advisors and delegate duties and responsibilities to them, such as the power to sell, transfer or otherwise dispose of the corporation's asset and properties at a time and for a consideration that the Board deems appropriate. The Directors shall have no liability for actions taken or omitted by the advisors if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor(s) at any time and without cause.

**Section 5.14** Removal. The Board of Directors may vote to remove a Director at any time, without cause. The failure to attend three (3) consecutive Board meetings or any four (4) regular meetings in one fiscal year may cause the issue of removal to automatically be placed upon the agenda of the next succeeding meeting of the Board of Directors after the last infraction. A meeting to consider removing a Director will be called and noticed following notice procedures provided in these By-Laws. Removal of a Director requires the affirmative vote of three (3) members of the Executive Committee and the majority vote of the entire Board.

Section 5.15 Vacancies. Vacancies to the appointed positions on the Board of Directors as specified in Section 5.02(1)(a), (b) and (c) shall be filled by the appropriate appointing body. Vacancies occurring in the at-large Directors (Section 5.02) positions shall be filled by a majority vote of the Executive Committee for the unexpired portion of the term.

#### **ARTICLE VI—Officers**

Section 6.01 Number and Title. The corporation's officers shall be a Chairman, Secretary/Treasurer, and Vice Chairman. A Chief Executive Officer ("CEO") will be hired by the Board to serve the BVCVB.

Section 6.02 Election. A Chairman, Vice Chairman, and a Secretary/Treasurer of the Board of Directors shall be proposed by the Nominating Committee and elected at the Board's regular September meeting by a majority vote of the Board of Directors. The officers, except for the CEO, will be elected from the members of the Executive Committee for the terms of one (1) year commencing on October 1<sup>st</sup> next following their election and ending on September 30<sup>th</sup> of the appropriate year. They shall serve until their successors are chosen and qualified. The Executive Committee of the Board of Directors may, in its initial year, elect officers to serve until September 30 of that year and may be reelected to serve for the next full year by a majority vote of the Executive Committee.

Section 6.03 Removal and Vacancies. Any officer elected may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the corporation will be served thereby. Removing the officer will be without prejudice to the officer's contractual rights, if any. Election of an officer shall not of itself create a contractual right. The Board may select a member of the Executive Committee to fill the vacancy of any office for the unexpired portion of the officer's term.

Section 6.04 Duties. Each Officer shall assume the responsibility for performing such duties as are normally vested in such office being always subject to the policies and directions of the Board of Directors.

- a. Chairman ("Chairman") of the Board of Directors: The Chairman shall preside at all meetings of the Board. The Chairman is responsible to the Directors for overall direction of the affairs and business of the Board of Directors. The Chairman may execute on behalf of the Board of Directors any deeds, bonds, contracts, obligations or other instruments necessary or convenient to transactions or other business that the Directors have authorized except for cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Board of Directors, or shall be required by law to be otherwise signed or executed. In general, the Chairman shall perform all duties incident to the office of Chairman. The Board may prescribe other duties from time to time.
- b. Vice Chairman ("Vice Chairman") of the Board of Directors: In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman.

When so acting, the Vice Chairman shall have all the power of and be subject to all the restrictions upon the Chairman. In the event of the Chairman's inability or refusal to act, the majority of the Directors present at the meeting at which a quorum is present may authorize the Vice Chairman to preside. The Vice Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of Directors. The execution of any instrument of the corporation by the Vice Chairman shall be conclusive evidence, as to third parties, of his authority to act for the Chairman.

- c. **Secretary/Treasurer:** The Secretary/Treasurer of the Board of Directors shall cause a record to be kept of the Proceedings of the Board of Directors. The Secretary will give all notices as provided in these By-Laws or as required by law. This officer shall be custodian of all books, documents, and papers filed with the Board of Directors, the minute book or journal of the Board of Directors, and its official seal. The Secretary shall have the authority to cause copies to be made of all minutes and other records and documents of the Board of Directors. The Secretary may certify under the official seal of the corporation that such copies are true copies. All persons dealing with the Board of Directors may rely upon such certification. The Secretary will perform duties as assigned by the Chairman of the Board and will perform all duties incident to the office of Secretary. The Secretary/Treasurer also has the duty and authority, in addition to either the Chairman or CEO, to control the financial matters for the Board of Directors, including but not limited to: receiving and giving receipts for moneys due and payable to the corporation from any source; depositing all moneys in the corporation's name in banks or other depositories as these By-Laws provide or the Board directs; writing checks and disbursing funds to discharge the corporation's obligations, upon the co-signature of the Chairman, Vice-Chairman or CEO; maintaining the corporation's financial books and records; and preparing financial reports annually, with the aid of the corporation's professional staff. The Treasurer performs other duties as assigned by the Chairman of the Board and will perform all of the duties incident to the office of the treasurer.
- d. **Chief Executive Officer:** The CEO shall be hired by and report to the Board of Directors and shall have the authority to conduct all ordinary business on behalf of the corporation and execute and deliver on behalf of the corporation any contract, conveyance, or similar document not requiring approval by the Board of Directors and shall be a co-signatory on all checks drawn on accounts of the BVCVB along with either the Chairman Vice-Chairman or Secretary/Treasurer. The CEO shall cause to be made at each meeting of the Board of Directors a report on the various operations, projects and functions of the corporation and shall provide an annual report at the September meeting of the Board.

## **ARTICLE VII – The Brazos Valley Sports Advisory Board**

Section 7.1 **Designation.** The Corporation shall have a standing Board to be called the Brazos Valley Sports Advisory Board (BVSAB). It shall be responsible for advising and counseling the

Board of Directors, offering suggestions and recommendations for the development and promotion of amateur sports and sporting events with emphasis on youth development through sports activities in the Brazos Valley and offering guidance in the area of sports as a viable marketing tool to promote tourism in the area.

**Section 7.2 Number; Qualification; Term.** The BVSAB shall consist of at least twelve (12) but not more than 24 persons, one (1) of whom shall be a director of the Corporation. BVSAB members shall be appointed by the Corporation's Board of Directors from a list of nominations or recommendations from the following organizations: The City of Bryan Parks & Recreation Department, the City of College Station Parks & Recreation Department, Bryan Independent School District Athletic Department, College Station Independent School District Athletic Department, Brazos County, Blinn College, Texas A&M University Athletic Department, Texas A&M University Student Recreation Center, Texas A&M University Reed Arena, Bryan-College Station Hotel/Motel Association, Bryan-College Station Restaurant Association, and Bryan-College Station Chamber of Commerce. The BVSAB shall have a Chairman who shall be a Director of the Corporation nominated by the BVSAB. Each BVSAB member shall serve for a two year term and until his/her successor shall have been appointed and qualified. In order to provide staggered terms, one-half of the number of BVSAB members shall initially serve a one year term.

**Section 7.3 Removal.** Any member of the BVSAB may be removed by the affirmative vote of a majority of the Board of Directors of the Corporation.

**Section 7.4 Vacancies.** A vacancy occurring in the BVSAB (by death, resignation, removal or otherwise) may be filled by the Board of Directors of the Corporation.

**Section 7.5 Meetings.** Time, place and notice (if any) of the BVSA meetings shall be determined by the BVSAB; however, the BVSAB shall meet at least bimonthly.

**Section 7.6 Quorum; Majority Vote.** At meetings of the BVSAB, a majority of the number of members of the BVSAB shall constitute a quorum for the purpose of engaging in discussions on those sports related issues referred to the BVSAB for its advise and guidance by the Board of Directors. The decision of a majority of the members present at any meeting at which a quorum is present shall be the decision of the BVSAB. If a quorum is not present at a meeting of the BVSAB, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

**Section 7.7 Procedure.** The BVSAB shall keep regular minutes of its proceedings and report the same to the Board of Directors of the Corporation when required. The minutes of the proceedings of the BVSAB shall be placed in the minute book of the Corporation.

## **ARTICLE VIII--Other Committees**

**Section 8.01 Appointment.** The Chairman may from time to time appoint such standing or ad hoc committees as he/she shall deem advisable to carry out the functions and purposes of the corporation.

**ARTICLE -IX-Fiscal Matters**

Section9.01 Budget. The CEO shall prepare an annual budget for expenditure of all funds anticipated to be available to the BVCVB to be submitted to the Board of Directors. After review and tentative approval by the Board of Directors, the budget shall be submitted to the City Managers of each City no later than May 1<sup>st</sup> of each year. The Cities may jointly or severally determine the amount(s) that shall be approved for the BVCVB's subsequent year's budget. If there is a change in funding from the original budget request to the cities, the CEO shall make the appropriate adjustments to the budget and resubmit such revised budget to the Board of Directors for approval, based on the funds and programs agreed to by each city.

Section9.02 Funds. All receipts of the corporation whether from public or private sources shall be deposited in a financial institution insured by an agency of the Federal Government. Funds on deposit in excess the amount insured shall be guaranteed by collateral meeting the minimum requirements under the Public Funds Investment Act.

Section9.03 Financial Records. The corporation will maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records the Board of Directors will approve an annual report of the financial activity of the corporation for the preceding year prepared by an outside auditor who is qualified as a certified public accountant. Such certified public accountant shall be hired for a term of no more than three (3) years, upon the recommendation of the CEO and Secretary/Treasurer following a request for proposals. The report will conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and will include a statement of support, revenue and expenses and changes in fun balances, a statement of functional expenses, and balance sheets for all funds.

All records, books and annual reports of financial activities will be kept at the registered office or principal office of the corporation for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying during the normal business hours.

Section9.04 Fiscal Year. The fiscal year for the Brazos Valley Convention Visitors Bureau shall begin on October 1<sup>st</sup> and end on September 30<sup>th</sup>.

Section9.05 Loans. No loans may be made by the corporation to any Director or officer.

**ARTICLE X--Books and Records**

Section10.01 The corporation will keep correct and complete books and records of account. The books and records will include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the corporation, including but not limited to the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger,

articles of consolidation, and statement of change of registered office or registered agent.

- (b) A copy of all by-laws, including these By-Laws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board of Directors and the Executive Committee.
- (d) A list of the names and addresses of the Directors, officers, and any committee members of the corporation.
- (e) The financial records as described in Section 9.03 of these By-Laws.

Section 10.02 **Inspection and Copying.** Any Director or Officer of the corporation may inspect and receive copies of the corporate books and records required to be maintained under Section 10.01 of these By-Laws. Such person may, by written request, inspect or receive copies if he or she has a proper purpose related to their interest in the corporation. They may do so through their attorney or other duly authorized agent. The inspection will take place at a reasonable time, no later than ten (10) business days after the corporation receives the written request. The Board of Directors may establish reasonable copying fees, which may cover the cost of materials and labor. The corporation will provide copies of the requested records no later than ten (10) working days after receiving a written request.

#### **ARTICLE XI—Indemnification**

Section 11.01 The corporation shall indemnify a director, employee or agent of the corporation who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the corporation.

Section 11.02 The corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the corporation's best interest. In case of a criminal proceeding, the person will be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The corporation will not indemnify a person who is found liable to the corporation or is found liable to another on the basis of improperly receiving a personal benefit from the corporation.

Section 11.03 For purposes of this article, a person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the corporation.

Section 11.04 The corporation shall pay or reimburse expenses incurred by a director, employee or agent of the corporation in connection with the person's appearance as a witness or other

participation in a proceeding involving or affecting the corporation when the person is not a named defendant or respondent in the proceeding.

Section 11.05 In addition to the situations otherwise described in these By-Laws, the corporation may, but is not required to, indemnify a director, employee, or agent of the corporation to the extent permitted by law upon a determination to do so pursuant to section 10.08 hereinbelow. The corporation will not, however, indemnify any person in any situation in which indemnification is prohibited under Section 11.02.

Section 11.06 The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions set out in Section 10.08 hereinbelow, have been satisfied. The corporation will not, under any circumstances, advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the corporation, or if the person is alleged to have improperly received a personal benefit or committed other intentional or willful misconduct.

Section 11.07 The indemnity permitted under these By-Laws includes indemnity against judgments, penalties, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 11.08 (a) Before the corporation may pay any indemnification expenses, the corporation must specifically: (1) determine that indemnification is permissible, (2) authorize indemnification, and (3) determine that expenses to be reimbursed are reasonable, except as provided in subparagraph 11.08(c) hereinbelow. The corporation may make these determinations and decisions, subject to the exception set out in subparagraph 11.08(b) hereinbelow, by any one of the following procedures:

- (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board of Directors by the same vote as provided in subparagraphs 11.08(a)(i) and (ii) above, or if such quorum cannot be obtained or such committee cannot be established, by a majority vote of all directors.

(b) Subject to subparagraph 11.08(a)(iii) above, to determine if indemnification is permissible, the authorization to indemnify and determination as to the reasonableness of the

expenses shall be made as specified in subparagraphs 11.08(a)(i) and (ii) above, or if such quorum or such committee cannot be established, by majority vote of all directors. Any provision in these By-Laws making indemnification mandatory constitutes sufficient authorization to indemnify, even though such provision may not have been adopted or authorized as provided in Section 11.08(a) above.

(c) The corporation will advance expenses before final disposition of a proceeding only after it determines the facts then known do not preclude indemnification, such determination to be made pursuant to the procedures set out in subparagraph 11.08(a) above.

#### **ARTICLE XII--Notice**

Section 12.01 Notice by Mail. Any notice to a Director or officer required or permitted by these By-Laws, the Articles of Incorporation or by law may be given by mail or electronic mail (e-mail). If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at their address as it appears in the corporate records, with postage prepaid. A Director or officer may change their address in the corporate records by giving written notice of the change to the Secretary/Treasurer of the corporation.

Section 12.02 Waiving Notice by Attendance. A Director or officer's attendance at a meeting constitutes waiver of notice of the meeting unless the express purpose of attendance is to object to the lack of notice.

#### **ARTICLE XIII—Amendment to By-Laws**

Section 13.01 By-Law Amendment. The Board of Directors shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws, but only after giving notice to the Directors and officers of the corporation. The notice will state the date, time, and place of the meeting and the proposed amendments or modifications to the By-Laws no fewer than ten (10) and no more than thirty (30) days prior to the meeting date. Action by the Directors with respect to the By-Laws shall be taken by an affirmative vote of a majority of all Directors (including a majority of the Executive Committee) then in office.

#### **ARTICLE XIV—Dissolution**

Section 14.01 The dissolution of the corporation shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote or a majority of the directors then in office.

Section 14.02 The corporation shall strictly follow statutory requirements for dissolution of the corporation as provided in the NON-PROFIT CORPORATION ACT. Vernon's Ann. Civ. St. art. 1396--1.01 et. al.

**ARTICLE XV—Miscellaneous Provisions**

Section 15.01 Legal Authority. These By-Laws will be construed under Texas law. All references in these By-Laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 15.02 Legal Construction. To the greatest extent possible, these By-Laws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to non-profit corporations. If any by-law provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the By-Laws will be construed as if they had not included the illegal, invalid, or unenforceable provision.

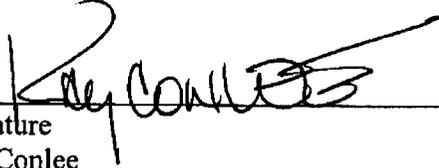
Section 15.03 Headings. The headings used in these By-Laws are for convenience and may not be considered in construing the By-Laws.

Section 15.04 Power of Attorney. A person may execute any instrument related to the corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of corporation to be kept with the corporate records.

Section 15.05 Parties Bound. The By-Laws will bind and inure to the benefit of the Directors, officers, employees, and agents of the corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the By-Laws otherwise provide.

**CERTIFICATE OF THE SECRETARY/TREASURER**

I certify that I am the duly elected and acting secretary/treasurer of the Brazos Valley Convention and Visitors Bureau and that these By-Laws constitute the Corporation's By-Laws. These By-Laws were duly adopted at a meeting of the Board of Directors held on the 24 day of MARCH, 2005.

  
\_\_\_\_\_  
Signature  
Kay Conlee  
Secretary of the Corporation

**BYLAWS  
OF  
The Research Valley Partnership, Inc.**

**ARTICLE I.  
PURPOSE**

The purpose of The Research Valley Partnership, Inc. (The Partnership) is to promote and facilitate activities that enhance the economic base throughout Brazos County without regard to municipal boundary, with daily operational emphasis on the recruitment of new non-retail businesses. Improved employment opportunities throughout the County which either directly or indirectly benefit the low and moderate sectors of the workforce are a primary objective.

**ARTICLE II.  
DIRECTORS AND OFFICERS**

This Corporation shall have the following voting Directors and Officers: thirteen (13) Directors, plus two (2) ex-officio members and one (1) non-voting member as described below in Article III, 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, nor shall the total number of Directors be less than three (3) at any time. The Directors shall elect from their members a Chairman, Chairman-elect, and a Treasurer. The Chairman shall appoint the office of Secretary. All other Officers shall be required to be voting Directors of the Corporation.

**ARTICLE III.  
APPOINTMENT AND QUALIFICATIONS OF DIRECTORS**

The Directors shall be appointed in the following manner: three (3) shall be appointed by the City Council of Bryan, three (3) shall be appointed by the City Council of College Station, three (3) shall be appointed by the Brazos County Commissioner's Court, one (1) shall be appointed by the President of Texas A&M University, two (2) shall be appointed by The Partnership, and one (1) shall be appointed by the Bryan-College Station Chamber of Commerce.

One of the three appointees representing the City of Bryan, City of College Station and Brazos County to The Partnership Board shall be an elected member of City Council or Commissioner's Court. In addition to duties of The Partnership board members outlined herein, it shall be the duty of these elected officials to serve a liaison function between The Partnership and the governing body of the governmental entity from which they were appointed. Such liaison role may include providing periodic reports on the activities and plans of The Partnership to the governmental body and communication of the priorities of the governing body to The Partnership Board. The remaining non-elected representatives of the cities and county shall meet whatever qualifications the entity may establish. At such time that the appointed elected representative should cease to be an elected official, he/she will be required to resign The Partnership Board position and the governmental entity affected will appoint a new representative from the entity to fill the vacant position.

The Bryan City Manager and the College Station City Manager shall serve as ex-officio members of the Board of Directors, without vote. There shall also be one (1) non-voting member who shall be appointed by the President of Blinn College. The Chamber representative will be appointed for a one-year term.

No voting Director may serve more than one unexpired term, plus two (2) consecutive three (3) year terms as Director of the Corporation except as noted below regarding Immediate Past Chairman and elected officials. Any Director of the Corporation who is ineligible for immediate reappointment under the preceding sentence is ineligible for reappointment for a period of one (1) year following the expiration of his term.

Notwithstanding the ineligibility of the Immediate Past Chairman, pursuant to the preceding paragraph, to continue to serve on the Board, the Immediate Past Chairman shall continue to serve as a voting member of the Board and a voting member of the Executive Committee until the end of the term of the then serving Chairman.

Elected officials may be appointed for an additional term or partial term by their respective City Councils and Commissioners Court, not to exceed their term as an elected official.

#### **ARTICLE IV. ELECTION OF OFFICERS**

The Nominating Committee will be made up of the Chairman, Chairman-elect, Immediate Past Chairman and a representative of the City of Bryan, the City of College Station and Brazos County.

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.

#### **ARTICLE V. TERM OF OFFICE FOR THE OFFICERS**

The Officers of the Corporation shall be elected annually in the manner provided for above. The term of the office shall run from June 1 of each year through May 31 of the following year. Each Director and Officer shall serve from the date of his election and qualification until his successor is elected and duly qualified.

Nomination as Chairman requires one year's experience on The Partnership Board of Directors. Each officer is elected to serve for twelve months unless requested otherwise by the majority of The Partnership Board of Directors.

#### **ARTICLE VI. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Chairman, Chairman-elect, Treasurer, Immediate Past Chairman, Secretary and President/CEO. Meetings of the Executive Committee may be called by the Chairman or the Chairman-elect in the absence of the Chairman. The duties of the Executive Committee shall be to review prospect proposals and existing business proposals prior to presentation to the Board of Directors and other duties as may be assigned by the Board of Directors.

The Executive Committee will meet as needed to address projects and other business, as noted above, in a timely manner. The President/CEO and Secretary will be present, but will have no vote.

**ARTICLE VII.  
MEETING OF THE BOARD OF DIRECTORS**

The Board of Directors shall have one annual meeting at which meeting the Board of Directors shall, by majority vote, elect the Officers of the Corporation. No Officer shall be appointed for a term exceeding three (3) years. In addition, the Board of Directors shall meet upon the call of the Chairman or Chairman-elect, as the case may be, and it shall meet at such time and place as directed by the Officer calling the meeting. Such calls shall be made by personal notification. A majority of the voting Board of Directors will constitute a quorum, and if a quorum be present, then any manner of business may be attended to and the Corporation be bound. The place and time of all Board of Directors meetings shall be set by the Chairman or by the Chairman-elect in the absence of the Chairman.

**ARTICLE VIII.  
FILLING OF VACANCIES ON THE BOARD AND OFFICERS**

In the case of the death or resignation of any Officer or Director, or the refusal or inability of an 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.

Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by appointment by the entity that the new Director represents. 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 IX.  
CONFLICTS OF INTEREST**

**Policy Statement**

No person who has a conflict of interest may vote on, or otherwise participate in the evaluation, authorization or approval of the affected transaction, except to be counted in determining the presence of a quorum at any meeting of the Board of Directors at which the affected transaction is approved.

No conflict of interest policy can provide rules to cover every circumstance; therefore, each person should make every effort to disclose any potential or perceived conflict of interest.

**Definitions**

- A. Conflict of interest shall mean:
  - i. The direct solicitation of or receipt of anything of value by any business or business entity in which a person has a substantial interest, and where such direct solicitation or receipt of anything of value is toward or from a business prospect which is actively involved in a transaction with the Corporation. For purposes of this definition, a direct solicitation or receipt of anything of value, as previously referenced will only create a conflict of interest if such solicitation or receipt arises directly as a result of such person's position with the Corporation; and
  - ii. Any situation in which a person has an interest in a matter before the Corporation which is inconsistent and incompatible with the interest of the Corporation.
  - iii. Any ownership interest by a person in a privately-held business which is actively involved in a transaction with the corporation and/or currently receiving incentives from the corporation.
- B. **Person** shall mean any officer, director, agent or employee of the Corporation.

- C. **Transaction** shall mean any occasion when a business prospect is requesting, negotiating, or attempting to obtain economic incentives or benefits from or through the Corporation.
- D. **Substantial interest** shall mean:
  - i. A person owns or possesses ten percent (10%) or more of the interests in a business entity (whether in the form of stock, partnership interests or otherwise), or
  - ii. A person owns or possesses an interest (with a fair market value equal to or greater than Seven Thousand Five Hundred and No/100 Dollars (\$7,500.00) in a business entity; and
  - iii. A person received more than ten percent (10%) of such person's gross income in the prior year from a business entity.

**Procedure for Disclosing and Resolving a Conflict of Interest**

- A. Any person who has a conflict of interest shall disclose such conflict of interest to the Executive Committee immediately upon obtaining knowledge of such conflict of interest. Upon making the report of a conflict of interest, the person making the report shall not participate in the evaluation, authorization, or approval of the affected transaction unless and until the Executive Committee advises such person that the subject of the report is not a conflict of interest.
- B. The Executive Committee shall evaluate the reported conflict of interest and shall determine whether or not the reported conflict is, in fact, a conflict of interest as defined herein. In making its decision, if a member of the Executive Committee has reported a conflict of interest, the Executive Committee shall refer the report to the full Board of Directors for a final determination.
- C. The Executive Committee shall inform the person making the report of the Committee's or the Board's final decision.
- D. In the event that it is finally determined that a person has a conflict of interest, such person shall not continue to participate in the evaluation, authorization, or approval of the affected transaction, except to be counted in determining the presence of a quorum at any meeting of the Board of Directors at which the affected transaction is approved. Any ownership interest in a privately-held company (see Definitions A. iii.), will require such person to resolve the conflict or resign their position with the Corporation.

**Transaction Not Void or Voidable**

- A. A transaction involving a conflict of interest, as herein defined, which was evaluated, authorized, consummated or approved by the Corporation, is not void or voidable solely for that reason, solely because the person with the conflict of interest was present at or participated in the meeting of the Board, or solely because the vote of the person with the conflict of interest was counted for that person, if:
  - i. The material facts as to the conflict of interest and as to the transaction are disclosed or are known to the Board, and the Board in good faith and with ordinary care authorizes the transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
  - ii. the transaction is fair to the corporation when it is authorized, approved, or ratified by the Board.

**ARTICLE X.  
DUTIES OF DIRECTORS**

Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall owe a duty of loyalty and care with respect to the interests of the citizens of Brazos County. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. Directors will keep confidential all matters discussed in Executive Session.

Each Director has a responsibility to stay abreast of all Partnership business through regular attendance of all board meetings. Any member of the Board of Directors may be removed from office upon notification of appointing entity if such member fails to attend at least two thirds of the meetings of the Board for any six-month period during which the appointee is a member of the Board. Excused absences will be granted by the Chairman of The Partnership for reasons of personal or professional emergencies or health.

Board meeting attendance will be taken fifteen minutes after the commencement of each meeting. The Secretary will track attendance and report to the Chairman on a quarterly basis.

**ARTICLE XI.  
DUTIES OF THE CHAIRMAN**

The Chairman shall preside at all meetings of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of Chairman of a non-profit corporation. The Chairman 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. In the absence of the President/CEO, the Chairman will perform the duties of the President/CEO. The Chairman shall perform such other duties as shall properly relate to his office, and such other duties as may be required of the position from time to time by the Board of Directors.

**ARTICLE XII.  
DUTIES OF THE CHAIRMAN-ELECT**

The Chairman-elect shall act for and assume the power of the Chairman in the absence of the Chairman or upon refusal or inability of the Chairman to act. The Chairman-elect 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 Chairman-elect shall perform such other duties as shall properly relate to his office and such other duties as may be required of the position from time to time by the Board of Directors.

**ARTICLE XIII.  
DUTIES OF THE SECRETARY**

The President/CEO shall recommend a staff person to the Chairman to serve as Secretary. The Secretary 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 at any time to the inspection of any Director of this Corporation or any appointed or elected official of any entity which appoints Directors to this Corporation at any time. The Secretary shall also have possession of and be responsible for keeping the Seal of the Corporation and

shall attest and affix the Corporate Seal to every contract in writing executed by the Corporation. The Secretary shall have charge of such books and papers as the Board of Directors may direct; and shall, in general, perform all the duties incident to the office of the Secretary, and such other duties as may be required of the position from time to time by the Board of Directors.

**ARTICLE XIV.  
DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall maintain a copy of the records reflecting the financial condition of the Corporation at all times. Such records shall be open at any time to inspection by any Director of the Corporation and any appointed or elected official of any entity which appoints Directors to this Corporation. In addition, it shall be the duty of the Treasurer to monitor the expenditure of the funds of the Corporation. The 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 Treasurer shall perform all other duties assigned to the Treasurer by the Board of Directors, including that the Treasurer shall countersign the checks issued by the Corporation whenever possible. The Treasurer shall hold the position and perform the duties of Secretary in the Secretary's absence.

**ARTICLE XV.  
REAL ESTATE TRANSACTIONS**

All sales or conveyances or mortgages of real estate owned or held by the Corporation shall be in writing, signed and acknowledged by the Chairman, or Chairman-elect in case of the absence, refusal, or inability of the Chairman to act, and the Secretary shall attest such conveyance under the official seal of the Corporation. No real estate shall be purchased, sold, mortgaged, or otherwise disposed of unless the transaction 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, including loans, pledging of assets, multi-year contracts subject to \$10,000 not previously budgeted.

**ARTICLE XVI.  
MANAGEMENT AND DUTIES OF THE PRESIDENT/CEO**

The Corporation shall select, employ and monitor the performance of a competent *President/CEO*, qualified by education and experience, who shall be responsible for the management of the Corporation.

The authority and duties of the President/CEO shall be the following:

- a. to carry out all policies established by the Board of Directors and the Corporation through the current Chairman;
- b. to prepare an annual budget showing the expected receipts and expenditures of the Corporation;
- c. develop and maintain personnel polices and practices for the Corporation as approved by the Board of Directors. Select, employ, supervise and discharge employees;
- d. to supervise the business affairs of the Corporation;
- e. to present to the Board of Directors and any entity which appoints Directors to this Corporation, periodic reports reflecting the services and financial activities of the Corporation and prepare and submit any special report as may be required by the above-mentioned Board and entities;

- f. to attend all meetings of the Board of Directors and any meetings of the City Councils of Bryan and College Station, Brazos County Commissioner's Court, and the Bryan-College Station Chamber of Commerce as may be required; and
- g. to perform any and all other duties that may be necessary in the best interest of the Corporation.
- h. The CEO has an obligation to inform the Board of concerns that the Chairman is giving perceived direction contrary to the Board of Directors.

The Board of Directors shall assume supervision over the affairs of the Corporation with the exception that the President/CEO shall have such authority and powers as necessary to carry on the general everyday business of the Corporation.

The President/CEO shall keep an accurate set of records reflecting the financial condition of the Corporation at all times. Such records shall be open at any time to inspection by any Director of the Corporation or any appointed or elected official of any entity which appoints Directors to this Corporation. In addition, it shall be the duty of the President/CEO to supervise the expenditure of the funds of the Corporation and may 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.

#### **ARTICLE XVII. AMENDMENTS AND BYLAWS**

The Bylaws, except Article III hereof which requires the approval of the Cities of Bryan and College Station, and Brazos County, may be altered, changed, or amended by the majority vote of all the Directors of the Corporation at any Directors meeting specially called for that purpose by the Chairman. Upon written application of a majority of the Board of Directors, the Chairman shall be required to call such a Directors meeting.

#### **ARTICLE XVIII. SALARIES**

The salaries of the President/CEO and any other full or part-time employees of the Corporation shall be set by the Board of Directors annually during the budget process. Employee salary increases, with the exception of the President/CEO, resulting from annual performance evaluations shall be determined by the President/CEO at the time of the evaluation to the extent that the increases fall within the budget approved by the Board of Directors.

#### **ARTICLE XIX. 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 (1) upon prior authorization of the Board 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 (2) 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 XX.  
REGISTERED AGENT AND PRINCIPAL OFFICE**

The Corporation's registered office must be maintained in Texas at the address of the registered agent. The Corporation's registered office need not be a place of business of the Corporation. The Directors may change the registered office, registered agent or both by making the appropriate filing with the Texas Secretary of State. The Corporation's principal office will be at the place the Director's designate and need not be in Texas. Corporation records will be maintained at the Corporation's principal office.

**ARTICLE XXI.  
CORPORATE SEAL**

The Directors shall provide a Corporate Seal which shall be circular in form and shall have inscribed thereon the name of the Corporation.

**ARTICLE XXII.  
MEETING GOVERNANCE**

It will be the intent of all officials meetings of The Partnership to generally follow the intent of the latest revision of Robert's Rules of Order. This Article will be applicable to the Board of Directors meetings, Executive Committee meetings, and all other committees, standing and ad hoc.

**ARTICLE XXIII.  
SPECIAL MEETINGS**

Special meetings of the Board of Directors may be held at any time upon the call of the Chairman or any two Directors. If a special meeting is called, the parties calling the meeting shall notify the President/CEO of the agenda items. The Secretary of the Corporation shall thereafter notify all of the Directors of the meeting and of the items on the agenda.

**ARTICLE XXIV.  
QUORUM**

A simple majority of the voting Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and a majority vote of those present shall be required for the approval of any action.

**ARTICLE XXV.  
BUDGETS AND FINANCING**

The Corporation shall submit its financing request to the Cities of Bryan and College Station and Brazos County, as requested. The Corporation's fiscal year shall be from October 1 through September 30, so as to coincide with the fiscal years of the Cities of Bryan and College Station and Brazos County.

**ARTICLE XXVI.  
LIABILITY AND INDEMNIFICATION**

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, or suit or proceeding, whether civil, criminal, administrative or investigative and any appeal of such suit, action or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against judgments, penalties, fines, settlements and expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he is found, pursuant to the requirements and procedure set forth in paragraph (d) below, to have met the standard of conduct necessary for indemnification hereunder. If a person defined above is found liable to the Corporation or is found liable on the basis of a personal benefit was improperly received by that person, the indemnification by the Corporation shall be limited to reasonable expenses actually incurred. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful or intentional misconduct in the performance of his duty to the Corporation.

(b) The termination of any action, suit or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not meet the requirements set forth below at section (d). A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, and prior to the determination required by paragraph (d) hereof, upon receipt of (i) an unlimited general obligation or undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section, and (ii) a written affirmation by the director, officer, employee or agent of his good faith belief he has met the standard of conduct necessary for indemnification hereunder.

(d) The indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper in accordance with the following standards: the person (i) conducted himself in good faith; (ii) reasonably believed (a) in the case of conduct taken in his official capacity, his conduct was in the Corporation's best interest, and (b) in all other cases, his conduct was not at least opposed to the Corporation's best interest; and (iii) in criminal cases had no reasonable cause to believe his conduct was unlawful. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if a quorum cannot be obtained, by a majority vote of a committee of the board of directors designated to act in this matter by a majority vote of all directors, consisting solely of two (2) or more directors, not named defendants or respondents, or (3) by the written opinion of special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in (1) and (2) above or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(e) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this section.

(f) Any indemnification or advance of expenses in accordance with this article shall be reported to the members in writing with or before the (i) notice or waiver of notice of the next meeting, or (ii) consent to action without meeting, but in any case no later than twelve (12) months from the date of indemnification or advance.

**April 26, 2007  
Workshop Agenda  
Update on High Speed Rail**

**To:** Glenn Brown, City Manager

**From:** Mark Smith, Director of Public Works

**Agenda Caption:** Presentation, possible action and discussion regarding Texas High Speed Rail.

**Recommendation(s):**

**Summary:** Stan Lynch with Dean International will be making a presentation to inform the Council of current developments with Texas High Speed Rail.

**Budget & Financial Summary:**

**Attachments:**