

RESOLUTION **2021-03-18-0021R**

AUTHORIZING THE CREATION OF A LOCAL GOVERNMENT CORPORATION TO EMPLOY CITY COUNCIL AIDES; APPROVING ARTICLES OF INCORPORATION AND BYLAWS.

* * * * *

WHEREAS, the City of San Antonio, Texas (the "City") is a duly created municipal corporation operating as a home-rule municipality pursuant to the laws of the State of Texas and its City Charter; and

WHEREAS, the creation of a local government corporation (the "Corporation") is being proposed to provide for the employment of City Council Aides and to administrate benefits; and

WHEREAS, approval of a resolution is requested to authorize the creation of the Corporation by submitting the necessary documents, including Articles of Incorporation and Bylaws, to the Secretary of the State of Texas; and

WHEREAS, a written application from three residents of the City, who are citizens of the State of Texas and at least 18 years of age, has been filed with the City Council for the creation of a nonprofit local government corporation in accordance with the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended (the " Act"), to aid and act on behalf of the City to accomplish certain governmental purposes of the City; and

WHEREAS, it is hereby officially found and determined that the formation of a nonprofit local governmental corporation is wise, expedient, necessary or advisable and that it is in the public interest and to the benefit of the City and its citizens that a nonprofit local government corporation be authorized and created pursuant to the provisions of the Act to aid and act on behalf of the City to accomplish such governmental purposes; and

WHEREAS, it is hereby further officially found and determined that the meeting at which this Resolution was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code; and

WHEREAS, this Resolution gives approval of the structure of the board of directors, the approval of the Articles of Incorporation, the By-Laws, and the appointment of board; **NOW THEREFORE:**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. The City Council hereby authorizes and approves the creation of a nonprofit local government corporation to act on behalf of the City, with all powers granted to such corporations

in the Act, to be known as the "*CITY OF SAN ANTONIO COUNCIL AIDES CORPORATION*" (the "Corporation").

SECTION 2. The City Council hereby approves the Articles of Incorporation and the Bylaws proposed to be used in organizing and operating the Corporation (copies of which are attached to this Resolution and made a part hereof for all purposes) and hereby grants authority for the incorporation of the Corporation pursuant to Sections 431.101 and 431.102 of the Act. The initial directors named in said Articles of Incorporation shall be deemed to have been appointed, and are hereby appointed, as the initial directors of the board of directors of the Corporation for the respective terms described therein.

SECTION 3. The City specifically authorizes the Corporation to act on its behalf to further accomplish the governmental purposes stated in this Resolution and in the Articles of Incorporation attached hereto. The City further authorizes the Board of Directors of the Corporation to appoint any officers it deems necessary to conduct its business and operations in accordance with the provisions of the Bylaws attached hereto and approved hereby.

SECTION 4. The financial allocations in this Resolution are subject to approval by the Director of Finance, City of San Antonio. The Director of Finance may, subject to concurrence by the City Manager or the City Manager's designee, correct allocations to specific SAP Fund Numbers, SAP Project Definitions, SAP WBS Elements, SAP Internal Orders, SAP Fund Centers, SAP Cost Centers, SAP Functional Areas, SAP Funds Reservation Document Numbers, and SAP GL Accounts as necessary to carry out the purpose of this Resolution.

SECTION 5. This Resolution shall be effective on the tenth (10th) day after passage.

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RR
03/18/21
Item No. 18

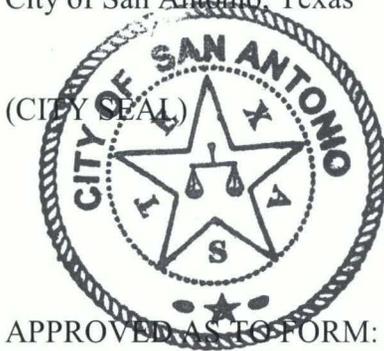
PASSED AND APPROVED THIS 18th DAY OF MARCH, 2021.


M A Y O R
Ron Nirenberg

ATTEST:



Tina J. Flores, City Clerk
City of San Antonio, Texas



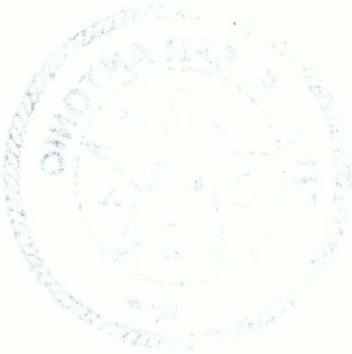
APPROVED AS TO FORM:



Andrew Segovia, City Attorney

RR
03/18/21
Item No. 18

ATTACHMENTS





City of San Antonio

City Council

March 18, 2021

Item: 18

File Number: 21-2087

Enactment Number:

2021-03-18-0021R

Resolution creating the City of San Antonio Texas Municipal Council Aides Corporation to assist with the employment of City Council Aides including the provision of benefits, and approving Articles of Incorporation and Bylaws. [Ben Gorzell, Chief Financial Officer; Renee Frieda, Interim Director, Human Resources]

Councilmember John Courage made a motion to approve. Councilmember Clayton H. Perry seconded the motion. The motion passed by the following vote:

Aye: 11 Nirenberg, Treviño, Andrews-Sullivan, Viagran, Rocha Garcia, Gonzales, Cabello Havrda, Sandoval, Pelaez, Courage and Perry

ARTICLES OF INCORPORATION
OF
CITY OF SAN ANTONIO, TEXAS MUNICIPAL COUNCIL AIDE CORPORATION

We, the undersigned natural persons, each of whom is at least 18 years of age, a citizen of the State of Texas and a resident of the City of San Antonio, Texas (the "City"), acting as incorporators of a public, nonprofit local government corporation under Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "Act"), Chapter 394, Texas Local Government Code; Chapter 22, Business Organizations Code, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is the "CITY OF SAN ANTONIO, TEXAS MUNICIPAL COUNCIL AIDES CORPORATION" (the "Corporation").

ARTICLE TWO

TYPE OF CORPORATION

The Corporation is a public, nonprofit local government corporation governed by the Act, as now existing or as to be amended.

ARTICLE THREE

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The Corporation is organized solely for the purpose of aiding and acting on behalf of the City to accomplish certain governmental purposes of the City, to wit, the employment of council aides for the purposes of assisting council members in the performance of their official public duties as members of the City Council of the City of San Antonio, all at the request of the City Council of the City.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to local government corporations incorporated under the Act whether or not so expressly limited in these Articles of Incorporation.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (2), Section 101.001 Texas

Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Section 101.001 *et seq.*, Texas Civil Practice and Remedies Code.

Prior to the consummation of the sale and delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain the approval thereof from the Council.

The Corporation is a duly constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1986 (26 U.S.C. §1 03), as amended, and the Corporation is authorized, and has as an additional specific purpose for its organization and operation, to act on behalf of the City as provided in these Articles of incorporation. However, no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the City, or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them.

The Employees of the corporation may participate in political activities commonly associated with and within the scope of political activities of the City Council Members provided those activities do not occur during duty hours for services. City equipment and resources provided to the Council Aide for use in performing services shall not be used directly or indirectly in connection with the political activities commonly associated with and within the scope of political activities of City Council. Notwithstanding the preceding, the activities of the Corporation and duty hour activities of its employees shall be the governmental activity of shaping policy for the City of San Antonio.

ARTICLE FIVE

MEMBERSHIP

The Corporation has no members and is a nonstock corporation.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is the Office of the City Clerk, Second Floor- City Hall, 100 Military Plaza, City of San Antonio, Texas, 78205, and the name of its initial registered agent at such address is _____

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by an eleven (11) member board of directors (or such greater or lesser number to be equivalent at all times with the total number of positions constituting the City Council of the City) which shall be composed in its entirety of persons who are members of the City Council of the City, and whose terms of office shall be fixed by, and run coterminous with, their respective terms of office as members of the City

Council of the City. A director shall hold office for the term to which the director is qualified and until a successor is qualified. A director serves without compensation but shall be entitled to reimbursement for actual expenses incurred in the performance of duties under the Act. The Corporation and the directors shall be subject to both the Texas Open Meetings Act and the Texas Open Records Act (Chapters 551 and 552, Texas Government Code, as amended).

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be eleven (11). The names and street addresses of the persons who are to serve as the initial directors (which is composed of the current members of the City Council) and the date of expiration of their initial terms as directors (which terms shall commence on the date these Articles of Incorporation are filed with the Secretary of State's office and end on the last day of their respective terms of office as members of the City Council) are as follows:

| NAME/POSITION | ADDRESS | EXPIRATION DATE OF INITIAL TERM |
|---------------------------------------|--|---------------------------------|
| Ron Nirenberg (Mayor) | First Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Roberto C. Trevino (District 1) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Jada Andrews-Sullivan (District 2) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Rebecca J. Viagran (District 3) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Dr. Adriana Rocha Garcia (District 4) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Shirley Gonzales (District 5) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Melissa Cabello Havrda (District 6) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Ana Sandoval (District 7) | Second Floor City Hall 100 Military Plaza | May 31, 2021 |

| | | |
|-----------------------------|--|--------------|
| | San Antonio, Texas 78205 | |
| Manuel Pelaez (District 8) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| John Courage (District 9) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |
| Clayton Perry (District 10) | Second Floor City Hall 100 Military Plaza San Antonio, Texas 78205 | May 31, 2021 |

Each of the initial directors resides in the City. Each director, including the initial directors, shall be eligible to serve for additional terms if qualified to serve for, and actually serving, additional terms as a member of the City Council of the City. In the event any director resigns, is removed from office by the City Council or no longer serves on the board of directors of the Corporation for any reason, the City Council shall provide for the selection of a new director to complete the unexpired term who shall be the person qualified to serve that term by virtue of that person's selection, in the manner prescribed by law, to serve the respective associated term of membership on the City Council of the City. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

ARTICLE NINE

INCORPORATORS

The name and street address of each incorporator are:

| NAMES | ADDRESSES |
|---|--|
| Ron Nirenberg (Mayor, City of San Antonio, Texas) | City Hall, 1 st Floor 100 Military Plaza San Antonio, Texas 78205 |
| Ben Gorzell (CFO, City of San Antonio, Texas) | City Hall, 1 st Floor 100 Military Plaza San Antonio, Texas 78205 |
| Renee Frieda (Human Resources, City of San Antonio, Texas) | City Hall, 1 st Floor 100 Military Plaza San Antonio, Texas 78205 |

ARTICLE TEN

LOCAL GOVERNMENT AUTHORIZING CREATION OF CORPORATION

The local government which has caused the Corporation to be created to act in accordance with the Act is the City of San Antonio, Texas. The City's address City Hall, 100 Military Plaza, San Antonio, Texas 78205.

ARTICLE ELEVEN

AUTHORIZATION AND APPROVAL BY CITY

Pursuant to a resolution adopted by the City Council on _____, 2021, the City has approved these Articles of Incorporation and has authorized the creation of the Corporation to act on its behalf to further the public purposes set forth in the Resolution and these Articles of Incorporation.

ARTICLE TWELVE

POWERS OF THE CORPORATION

The Corporation shall have all powers granted it by the Act, as it may be amended from time to time (including all powers of a corporation authorized for creation by the Texas Transportation Commission under Chapter 431, Texas Transportation Code, as amended, and all powers of a nonprofit corporation under the Texas Non-Profit Corporation Act (Article 1396-1.01 et. seq., Vernon's Texas Civil Statutes, as amended), whether or not so expressly stated in these Articles of Incorporation.

ARTICLE THIRTEEN

AMENDMENT OF ARTICLES

The City Council of the City may, in its sole discretion, and at any time terminate the Corporation subject to any limitation on the impairment of contracts entered into by the Corporation, by adopting an amendment to these Articles of Incorporation and delivering notice to the Secretary of State.

ARTICLE FOURTEEN

DIVIDENDS AND EARNINGS

No dividends shall ever be paid by the Corporation and no part of its net earnings (beyond that necessary for retirement of the indebtedness of the Corporation or to implement the public purposes of the City for which the Corporation has been created) shall be distributed to or inure to the benefit of its directors or officers or any person, firm, corporation or association except in reasonable amounts for services rendered or for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation, except that in the event the board of directors shall determine that sufficient provision has been made for the full

payment of the expenses, bonds and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the City.

ARTICLE FIFTEEN

DISSOLUTION

If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership but shall be transferred and delivered to the City after satisfaction or provision for satisfaction of debts and claims.

EXECUTED THIS _____ DAY OF _____, 2021.

INCORPORATORS:

RON NIRENBERG, as an Incorporator

BEN GORZELL, as an Incorporator

RENEE FRIEDA, as an Incorporator

ACKNOWLEDGEMENT

THE STATE OF TEXAS §
COUNTY OF BEXAR §

I, the undersigned, a Notary Public in and for the State of Texas, do hereby certify that on this _____ day of _____, 2021, personally appeared Ron Nirenberg, Ben Gorzell, and Renee Frieda, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as incorporators and in their respective capacities, as shown above and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

Notary Public, State of Texas
My Commission Expires: _____

(NOTARY SEAL)

**BYLAWS
OF
CITY OF SAN ANTONIO, TEXAS MUNICIPAL COUNCIL AIDES CORPORATION**

ARTICLE I

OFFICES

The principal office of the (the "Corporation") shall be at the office of the City Clerk, City of San Antonio, Texas (the "City"), which is located at 100 Military Plaza - Second Floor, San Antonio, Bexar County, Texas 78205.

ARTICLE II

DIRECTORS

SECTION 2.01. BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by an eleven (11) member board of directors (the "Board") which shall be composed in its entirety of persons who are members of the City Council of the City, and whose terms of office shall be fixed by and run coterminous with their respective terms of office on such City Council of the City.

SECTION 2.02. FILLING VACANCIES. Vacancies on the Board, including vacancies to be filled by reason of an increase in the number of directors, shall be filled for the unexpired term by the person qualified to serve the specific unexpired term by virtue of that person's selection, in the manner prescribed by law, to serve the associated respective unexpired term of membership on the City Council of the City.

SECTION 2.03. POWERS OF CORPORATION TO BE EXERCISED BY BOARD. The property and business of the Corporation shall be managed by the Board which may exercise all powers of the Corporation and do all lawful acts.

SECTION 2.04. PLACE OF BOARD MEETINGS. Meetings of the Board may be held at such place or places in the State of Texas as the Board from time to time may determine; provided, however, in the absence of any such determination by the Board of Directors, the meetings shall be held at the City Council Chambers of the City.

SECTION 2.05. REGULAR BOARD MEETINGS. Regular meetings of the Board may be held on such dates and at such time and places as shall from time to time be determined by the Board; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the City Council Chambers of the City. Public notice of such regular meetings shall be provided as required by Section 3 .01 herein below, a copy of which notice shall be given to the City Clerk of the City.

SECTION 2.06. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President on three days' notice to each director, and upon public notice as provided in Section 3.01 herein below and shall be called by the President or Secretary also on three days' notice to each director, and upon public notice as provided in Section 3.01 herein below, on the written request of two directors. Emergency meetings shall be called by the President on two hours' notice, but only upon compliance with the public notice requirements as provided in Section 3.01 herein below

SECTION 2.07. QUORUM. At all meetings of the Board the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by these Bylaws.

SECTION 2.08. NO COMPENSATION PAID TO DIRECTORS. Directors, as such, shall receive no compensation for services rendered as directors, but shall be reimbursed for all reasonable expenses incurred in performing their duties as directors.

SECTION 2.09. COMMITTEES. The Board may by resolution or resolutions adopted by the Board, establish one or more committees, each committee to consist of two or more of the directors of the Corporation. Such committee or committees shall have such name or names, and such powers, as may be determined from time to time by resolution adopted by the Board.

SECTION 2.10. COMMITTEE MINUTES. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

ARTICLE III

NOTICES

SECTION 3.01. OPEN MEETINGS ACT. The Board, all actions of the Board, all meetings of the Board, whether regular, special, or emergency, and all meetings of committees of the Board shall be subject to the public notice requirements of the Texas Open Meetings Act, Chapter 551, Texas Government Code.

SECTION 3.02. NOTICE TO DIRECTORS. Whenever under the provisions of any statute or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

SECTION 3.03. WAIVER OF NOTICE BY DIRECTORS. Whenever any notice is required to be given to a director under the provisions of any statute or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IV

OFFICERS

SECTION 4.01. SELECTION OF VARIOUS OFFICERS. The officers of the Corporation shall be The Mayor of the City shall serve as the President, The Mayor Pro Tem of the City shall serve as the Vice President, The City Clerk of the City shall serve as the Secretary of the Corporation, and the Director of Finance of the City shall serve as the Treasurer of the Corporation.

SECTION 4.02. APPOINTMENT OF OTHER OFFICERS AND AGENTS. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 4.03. REMOVAL OF OFFICERS. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

SECTION 4.04. EXECUTIVE DIRECTOR OF CORPORATION. The City's Assistant to City Council shall serve as Executive Director of the Corporation, who shall be the Chief Administrative Officer of the Corporation and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

THE PRESIDENT

SECTION 4.05. The President shall preside at all meetings of the directors.

SECTION 4.06. The President shall be ex-officio a member of all standing committees, shall have general supervision of the management of the business of the Corporation, and shall see that all resolutions of the Board are carried into effect.

SECTION 4.07. The President shall execute bonds, mortgages and other contracts except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

THE VICE PRESIDENT

SECTION 4.08. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

THE SECRETARY

SECTION 4.09. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like

duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by the Secretary's signature. When the corporate seal is required as to instruments executed in the course of ordinary business, the Secretary shall attest to the signature of the President or Vice President and shall affix the seal thereto. The Board may appoint one or more persons to serve as an Assistant Secretary, which person may, but need not be, a director. The Assistant Secretary may perform any duty granted to the Secretary in these Bylaws and/or in any resolution approved by the Board.

THE TREASURER

SECTION 4.10. To the extent not otherwise provided by the Board, by rules or regulations, in resolutions relating to the issuance of bonds, or in any financing documents relating to such issuance, the Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in a depository as shall be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions performed as Treasurer and of the financial condition of the Corporation. The Board may appoint one or more persons to serve as an Assistant Treasurer, which person may, but need not be, a director. The Assistant Treasurer may perform any duty granted to the Treasurer in these Bylaws and /or in any resolution approved by the Board.

SECTION 4.11. SURETY BONDS. The Board may require the President, Vice President, the Secretary, any Assistant Secretary, the Treasurer, and any Assistant Treasurer to give the Corporation bonds in such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office and for the restoration to the Corporation, in case of such person's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

SECTION 4.12. FACSIMILE SIGNATURES. The provisions of the Texas Uniform Facsimile Signature of Public Officials Act shall be applicable to the Corporation, which is a duly constituted instrumentality of the City, a political subdivision of the State of Texas.

ARTICLE V

FISCAL PROVISIONS

SECTION 5.01. RESTRICTIONS ON PAYMENT OF FUNDS. No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation, or association, except that in the event the board of directors shall determine

that sufficient provision has been made for the full payment of the expenses, bonds, and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to the City. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office during duty hours for services. City equipment and resources provided to the Council Aide for use in performing services shall not be used directly or indirectly in connection with the political activities commonly associated with and within the scope of political activities of City Council.

SECTION 5.02. EXECUTION OF FINANCIAL INSTRUMENTS. All checks, demands for money, withdrawals of money, notes, time and demand deposits and certificates of deposit shall be signed by the Treasurer or his designee or such other person or persons as the Board of Directors from time to time may designate by resolution or other action of the Board of Directors or as may be designated in any financing documents relating to the issuance of bonds or other obligations of the Corporation, provided that in the case of checks at least one of the authorized signatories shall be an officer of the Corporation.

SECTION 5.03. FISCAL YEAR. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

SECTION 5.04. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation shall be kept at the principal office of the Corporation where they shall be available to the public in accordance with the applicable provisions of the Open Records Act (Chapter 552, Tex. Government Code, as amended).

SECTION 5.05. STAFF FUNCTIONS. Staff functions for the Corporation may be performed by the City as directed by the City Council of the City. The Corporation shall pay, to the extent funds of the Corporation are legally available, the amount of costs for such services from fees collected by it, as from time to time shall be billed to the Corporation by the City.

ARTICLE VI

SEAL

The corporate seal shall be circular and shall have inscribed in the outer circle "City of San Antonio, Texas Council Aide Corporation". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VII

AMENDMENT AND INTERPRETATION OF BYLAWS

SECTION 7.01. AMENDMENT OF BYLAWS. These Bylaws may be amended at any

time and from time to time by majority vote of the Board with approval of the City by resolution of the City Council of the City, provided, however, such amendments will always be consistent with the Articles of Incorporation.

SECTION 7.02. INTERPRETATION OF BY LAWS. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE VIII

CODE OF ETHICS

It is the policy of the Corporation that Directors and officers must follow the City's Code of Ethics adopted on June 21, 2018 as it may be amended from time to time by the Council.

ADOPTED AND APPROVED this _____ day of _____, 2021.

President, Board of Directors
City of San Antonio Council Aide Corporation

ATTEST:

Secretary, Board of Directors
City of San Antonio Council Aide Corporation