

**THIS IS A DRAFT AND WILL BE REPLACED BY THE FINAL, SIGNED  
ORDINANCE OR RESOLUTION ADOPTED BY CITY COUNCIL.**

**A RESOLUTION**

**AUTHORIZING AND APPROVING AMENDMENTS TO THE BYLAWS  
OF THE SAN ANTONIO TRICENTENNIAL CELEBRATION  
COMMISSION AND APPOINTING DIRECTORS AND CO-CHAIRS.**

**WHEREAS**, pursuant to Subchapter D of Chapter 431, Texas Transportation Code, as amended (*Chapter 431*), and Chapter 394, Texas Local Government Code, as amended (*Chapter 394*), the City of San Antonio, Texas (the *City*), passed a resolution on June 18, 2015 authorizing the organization and incorporation of a public, nonprofit local government corporation known as the San Antonio Tricentennial Celebration Commission (the *Corporation*) and approving form articles of incorporation (the *Articles*) and bylaws (the *Bylaws*) that permit effectuation of the Corporation's creation; and

**WHEREAS**, the Corporation is conferred and may exercise all of the powers prescribed by Chapter 431, Chapter 394, and the Texas Non-Profit Corporation Act (formerly Article 1396, Vernon's Texas Civil Statutes, as amended), now codified in the Texas Business Organizations Code as the Texas Nonprofit Corporation Law, as defined in Section 1.008 of the Texas Business Organizations Code, as amended (Chapter 431, Chapter 394, and the Texas Nonprofit Corporation Law are collectively referred to as the *Acts*); and

**WHEREAS**, the Corporation was organized for the purpose of aiding and acting on behalf of the City in the performance of the City's governmental functions, including, but not limited to providing a means of assisting with planning, developing, identifying potential partners, fundraising, managing, and financing projects involved with City's Tricentennial Celebration activities, and to accomplish any other governmental purpose of the City; and

**WHEREAS**, the City desires to collectively collaborate with officials of Bexar County, Texas (the *County*) in accomplishing the purposes for which the Corporation was created by altering the current composition of the Corporation's directors and co-chairs to include County-recommended representatives to serve in such capacities; and

**WHEREAS**, in addition to the City's past mayors serving as the Corporation's Honorary Chairs, City officials believe it is in the best interest of the City and the Corporation to enlarge the number of director positions and formally appoint co-chairs to the Corporation, at the direction of the Mayor of the City, the County, and the City Council of the City (the *Council*), and such modifications necessitate amending the Corporation's current Bylaws; and

**WHEREAS**, Chapter 394 permits the Corporation to amend the Bylaws, in a manner not inconsistent with the Articles, for the administration and regulation of the Corporation's affairs; and

**WHEREAS**, the Articles provide that each amendment to the Bylaws must be approved by the governing body of the City by resolution; and

**WHEREAS**, the Council, as the governing body of the City, has reviewed and approved the proposed amendments to the Bylaws, attached hereto as Exhibit A, and the recommended appointments of co-chairs and directors to the Corporation, each respectively listed in Exhibit B hereto, and has determined to authorize and approve such matters pursuant to this Resolution to accomplish the Corporation's purposes set forth the Articles and pursuant to the provisions of the Acts; and

**WHEREAS**, the Council hereby finds and determines that the adoption of this Resolution is in the best interests of the residents of the City;

**NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS:**

**SECTION 1.** The City Council hereby finds, determines, and declares that the proposed amendments to the Bylaws enlarging the number of director positions from fifteen members to nineteen members, in addition to the appointment of the co-chairs of the Corporation, is in accordance with the Acts and in the manner authorized by the Articles, and the City Council is therefore vested with the authority to approve such actions.

**SECTION 2.** The amendments to the Bylaws attached in substantially the form as Exhibit A, are hereby approved and incorporated by reference as a part of this Resolution for all purposes. The amendments to such Bylaws shall be filed with the Texas Secretary of State in the manner provided by law.

**SECTION 3.** The City Council hereby confirms the appointment of the directors and co-chairs to the Corporation attached hereto as Exhibit B, which are incorporated by reference as a part of this Resolution for all purposes.

**SECTION 4.** All other terms and conditions as listed in the Bylaws shall remain unchanged and shall continue to be in full force and effect notwithstanding the Council's approval of this Resolution.

**SECTION 5.** The recitals contained in the preamble hereof are hereby found to be true, and such recitals are incorporated by reference and are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Council.

**SECTION 6.** This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

**SECTION 7.** If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of

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such provision to other persons and circumstances shall nevertheless be valid, and the Council hereby declares that this Resolution would have been enacted without such invalid provision.

**SECTION 8.** It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

**SECTION 9.** The effective date of this Resolution shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Resolution shall take effect immediately if passed by eight (8) affirmative votes; otherwise, this Resolution shall take effect ten (10) days from the date of passage.

**PASSED and APPROVED** this 13<sup>th</sup> day of August, 2015.

**M A Y O R**  
Ivy R. Taylor

**ATTEST:**

**APPROVED AS TO FORM:**

\_\_\_\_\_  
Leticia M. Vacek  
City Clerk

\_\_\_\_\_  
Martha G. Sepeda  
Acting City Attorney

**EXHIBIT A**

Amended Bylaws  
for the  
San Antonio Tricentennial Celebration Commission

**EXHIBIT B**

Co-Chairs and Directors  
of the  
San Antonio Tricentennial Celebration Commission

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