

ORDINANCE 2019-09-19-0752

APPROVING AN AMENDMENT TO THE BYLAWS FOR THE WESTSIDE DEVELOPMENT CORPORATION, REVISING THE MEMBERSHIP CATEGORIES THAT COMPRISE THE BOARD OF DIRECTORS, AS APPROVED BY THE BOARD AT ITS APRIL 18, 2019 REGULAR MEETING

* * * * *

WHEREAS, the City of San Antonio Westside Development Corporation, known as the Westside Development Corporation (“WDC”) was established in 2006 for the purpose of supporting the City’s community revitalization and economic development efforts within the near West Side of San Antonio; and

WHEREAS, the Westside Development Corporation Board of Directors (“Board”) often examines its board composition and makeup to determine board capacity, board application interest and board member attendance; and

WHEREAS, at its April 18, 2019 meeting, the Board approved changes to the bylaws to amend categories of membership eligible for appointment, in an effort to fill vacant board groups and accommodate new board interest; and

WHEREAS, the changes increase the number of residents of a neighborhood located within the WDC Target Area from two to three, increase the number of community at-large positions from one to two, reduce the number of Board members that shall be owners of a small business located within the WDC Target Area from four to three; and remove the requirement that one member shall be a housing developer; and

WHEREAS, pursuant to these changes, a revised roster of Board appointments was submitted and approved by the Board; and

WHEREAS, the City is authorized by Chapter 431, Subchapter D, of the Texas Transportation Code (the Act), upon receipt of a written application from the Board of the Corporation, to grant permission to the Board to amend the Articles of Incorporation of the Corporation by adopting Articles of Amendment; and

WHEREAS, it is hereby officially found and determined that the adoption of these amendments is advisable and the City Council therefore desires to authorize the amendments; 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; **NOW THEREFORE:**

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

SECTION 1. The City Council hereby grants permission to the Board of Directors of the City of San Antonio Westside Development Corporation to amend the Bylaws for the purposes described above and in the written application submitted by the Board to the City Council.

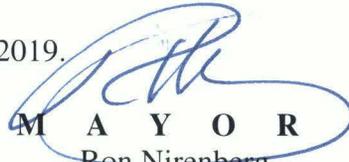
SECTION 2. The form and content of the Amendment to the Bylaws for the City of San Antonio Westside Development Corporation as approved by the Board of Directors is hereby approved. A copy of the Amended Bylaws are attached hereto as **Exhibit A.**

SECTION 3. The following individuals are appointed to the Board of Directors of the Westside Development Corporation in the designated categories for the remainder of an unexpired term, and for a new two-year term:

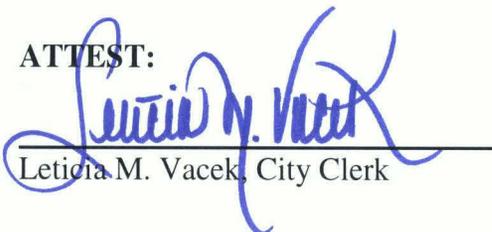
	Name	Category
1	Phillip Chavez	Edgewood ISD Superintendent (Ex-Officio)
2	Theresa De La Haya	University Health System
3	Jesse Zapata	UTSA
4	Rosalinda Garcia	OLLU
5	Leona Pallansch	St. Mary's University
6	Daniel Yoxall	Community At-Large
7	Stephen O'Donnell	Large Business
8	Joseph Carreon	Resident
9	Hazel Davis	Financial Institution
10	Lauro De Leon, Jr.	Resident
11	Megan Legacy	Non-Profit
12	Donald Rattan	Small Business
13	Mark Hernandez	Small Business

SECTION 4. This Ordinance shall be effective upon passage by eight affirmative votes; otherwise it shall be effective on the tenth day after passage.

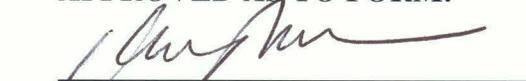
PASSED AND APPROVED this 19th day of September, 2019.


M A Y O R
Ron Nirenberg

ATTEST:


Leticia M. Vacek, City Clerk

APPROVED AS TO FORM:


Andrew Segovia, City Attorney

Agenda Item:	23 (in consent vote: 4, 5, 6, 7, 8, 9, 10, 11, 12, 13A, 13B, 15A, 15B, 15C, 16, 17, 18, 19, 20, 21, 22, 23, 24, 26, 28, 29, 30, 32, 33, 34, 35)
Date:	09/19/2019
Time:	09:38:36 AM
Vote Type:	Motion to Approve
Description:	Ordinance approving an amendment to the bylaws for the Westside Development Corporation. There is no fiscal impact associated with this item. [Lori Houston, Assistant City Manager; John Jacks, Director, Center City Development & Operations]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ron Nirenberg	Mayor		x				
Roberto C. Treviño	District 1		x				x
Jada Andrews-Sullivan	District 2		x				
Rebecca Viagran	District 3		x				
Adriana Rocha Garcia	District 4		x				
Shirley Gonzales	District 5		x				
Melissa Cabello Havrda	District 6		x				
Ana E. Sandoval	District 7		x				
Manny Pelaez	District 8		x				
John Courage	District 9		x			x	
Clayton H. Perry	District 10		x				

CR
9/19/19
Item # 23

ATTACHMENT I

**BYLAWS
OF
CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION**

ARTICLE I

OFFICES

The principal office of the *CITY OF SAN ANTONIO WESTSIDE DEVELOPMENT CORPORATION* (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 a board of directors (the “Board”) which shall be composed of not less than five (5) nor more than eighteen (18) members (or such greater or lesser numbers as may be determined from time to time by the City Council of the City), and which shall be composed in its entirety of persons who are appointed by the City Council of the City in the various categories of membership as follows:

1. not more than one (1) member shall be an owner or employee of a large business located within the WDC Target Area;
2. not more than three (3) members shall be owners of a small business located within the WDC Target Area;
3. not more than one (1) member shall be an owner or employee of a financial institution located within the WDC Target Area;
4. one (1) member shall be the President, or a person from the executive staff nominated by the President of the St. Mary’s University, a higher education institution located within the WDC Target Area;
5. one (1) member shall be the President, or a person from the executive staff nominated by the President of Our Lady of the Lake University, a higher education institution located within the WDC Target Area.
6. one (1) member shall be the President, or a person from the executive staff nominated by the President of the University of Texas at San Antonio, a higher education institution located within the WDC Target Area.
7. not more than one (1) member shall be an officer or employee of a non-profit organization located within the WDC Target Area,

8. not more than three (3) members shall be residents of a neighborhood located within the WDC Target Area;
9. one (1) member shall be the chief executive officer, or a person from the executive staff, nominated by the chief executive officer of the University Health System.
10. not more than two (2) members shall be from the community at large;
11. one (1) member shall be the Superintendent of Schools, or a person from the executive staff, nominated by the Superintendent of Schools of San Antonio Independent School District; and
12. one (1) member shall be the Superintendent of Schools, or a person from the executive staff, nominated by the Superintendent of Schools of Edgewood Independent School District
13. one (1) member shall be a real estate developer operating within the City.

The terms of office, duties and other matters relating to the Board of Directors shall be as provided herein. A director shall hold office for the term to which the director is appointed and qualified and until a successor is appointed and qualified. The terms of the initial Board of Directors shall be for one and two year terms, respectively, in accordance with the terms of Resolution No. R2006-11-02-1269. Successive terms of office to which a director is appointed shall be two years. The City Council may remove a director at any time for cause or without cause.

In addition to the 18 members of the Board of Directors provided above, the City Council members for City Council Districts 1, 5, 6 and 7 shall serve as non-voting ex-officio members of the Board of Directors..

SECTION 2.02. FILLING VACANCIES. Vacancies on the Board, including vacancies on the Board to be filled by reason of an increase in the number of directors, shall be filled for the unexpired term by appointment of the City Council to serve the associated respective unexpired term of membership on the Board.

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 in the City Hall Media Room on the First Floor of City Hall.

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 in the City Hall Media Room on the First Floor of City Hall. 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 Chairman 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 Chairman 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 Chairman on two hour's 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 seven (7) 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 chosen by the Board. The Board shall choose from its members a Chairman, Vice Chairman, Secretary, and Treasurer.

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. PRESIDENT AND CHIEF EXECUTIVE OFFICER OF CORPORATION. The Board shall have the power to appoint a President and Chief Executive Officer (CEO) 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, and such other employees and consultants as it deems necessary or appropriate.

THE CHAIRMAN OF THE BOARD

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

SECTION 4.06. The Chairman 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 Chairman 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 CHAIRMAN

SECTION 4.08. The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman, 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 Chairman. 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 Chairman or Vice Chairman 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 Chairman 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 Chairman, Vice Chairman, 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. The Corporation may pay, to the extent funds of the Corporation are legally available, the amount of costs for such surety bonds.

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.

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 Westside Development 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.

SECTION 7.02. INTERPRETATION OF BYLAWS. 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.

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ADOPTED AND APPROVED this the _____ day of February of 2014.

Chairman, Board of Directors
City of San Antonio Westside Development Corporation

ATTEST:

Secretary, Board of Directors
City of San Antonio Westside Development Corporation