

**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 TO REVISE THE PROCESS FOR THE REPLACEMENT
OF BEXAR COUNTY REPRESENTATIVES TO THE COMMISSION
AND EXTENDING THE TERMS OF OFFICE FOR ALL
COMMISSIONERS; AND PROVIDING AN EFFECTIVE DATE.**

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* or the *Commission*) and approving form articles of incorporation (the *Articles*) and bylaws (the *Bylaws*), as amended on August 13, 2015 and June 8, 2016, respectively, 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 Corporation desires to (i) amend the process by which Bexar County representatives are selected to serve the Commission, and (ii) extend all Commissioners terms of office until September 30, 2019; and

WHEREAS, City officials believe that efficiency will be promoted and achieved, which promotion and achievement is in the best interest of the City and the Corporation, by allowing the Commission to accept new Bexar County representatives through delegation to Bexar County officials of selection of such representatives comprising Bexar County appointee vacant positions; and

WHEREAS, continuity of leadership will remain in the Commission by (i) extending all current Commissioners terms to September 30, 2019, and (ii) establishing the expiration date of newly appointed Commissioners' terms to the same, respectively, of which such terms are necessary for

all Commissioners to reconcile any outstanding financial obligations, file and submit reports relating to the Tricentennial Celebration's success, and accomplishing the closeout the Commissions' business affairs; 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 modifications, and has determined to authorize and approve such matters, and any necessary or incidental matters thereto, 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 Council hereby finds, determines, and declares that the proposed amendments to the Bylaws concerning prospective appointment process of Bexar County representatives to the Corporation, is in accordance with the Acts and in the manner authorized by the Articles, and the Council is therefore vested with the authority to approve such amendments.

SECTION 2. The Council hereby finds, determines, and declares that the proposed amendments to the Bylaws concerning the terms of the Commissioners are necessary to provide the Commission with continual and consistent leadership throughout the Tricentennial Celebration and beyond, each in an effort to maintain the momentum of planning initiatives for a once in a lifetime City event, and such amendments are in accordance with the Acts and effectuated in the manner authorized by the Articles, and the Council is therefore vested with the authority to approve such amendments.

SECTION 3. The Council hereby approves the amendments to the Bylaws in substantially the form attached hereto as Exhibit A, which are incorporated by reference as a part of this Resolution for all purposes, and authorizes any filings with the Texas Secretary of State in the manner provided by law.

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. In addition, the Council hereby authorizes any Commissioner, Tricentennial staff, or legal counsel to the foregoing (each, an *Authorized Official*) to take such action, including the

authority to execute any necessary documentation, to effectuate the authorizations of the Council herein made. Any action taken by an Authorized Official to effectuate such provisions shall serve as evidence of the act and deed of the Council for any and all purposes.

SECTION 6. 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 7. This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

SECTION 8. 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 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 9. 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 10. 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 BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS, THIS 18TH DAY OF MAY, 2017.

CITY OF SAN ANTONIO

Ivy R. Taylor, Mayor

ATTEST:

Leticia M. Vacek, City Clerk

[CITY SEAL]

I, the undersigned, City Attorney of the City of San Antonio, Texas, hereby certify that I read, passed upon, and approved as to form the foregoing Resolution prior to its adoption and passage as aforesaid.

Andrew Segovia, City Attorney
City of San Antonio, Texas

EXHIBIT A

Amended Bylaws
for the
San Antonio Tricentennial Celebration Commission

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