

NOTICE: ANY SUBJECT APPEARING ON THIS AGENDA, REGARDLESS OF HOW THE MATTER IS STATED, MAY BE ACTED UPON BY THE BOARD OF DIRECTORS OF TEXAS CITY CULTURAL ARTS FOUNDATION, INC.

TEXAS CITY CULTURAL ARTS FOUNDATION, INC.  
BOARD OF DIRECTORS ANNUAL MEETING

AGENDA

OCTOBER 17, 2018- 4:00 P.M.  
CITY HALL CONFERENCE ROOM  
1801 9th Ave. N.  
Texas City, TX 77590

PLEASE NOTE: Public comments and matters from the floor are generally limited to 3 minutes in length. If you would like to request to speak, please do so in advance of the meeting by filling out a Request To Address Commission form. All in attendance are required to remove hats and/or sunglasses (dark glasses) during meetings and to also silence all cell phones and electronic devices.

1. ROLL CALL
2. NEW BUSINESS
  - a. Consider and take action on election of Officers and Oath of Office.
  - b. Consider and take action on minutes from April 23, 2018, Texas City Cultural Arts Foundation, Inc meeting.
  - c. Consider and take action on Resolution No. 18-03, approving the actions of the Officers of the Board of the Texas City Cultural Arts Foundation for the previous fiscal year 2017-2018.
  - d. Consider and take action on Resolution No. 18-04, adopting the 2018-2019 fiscal year budget of the Texas City Cultural Arts Foundation.
  - e. Consider and take action on Resolution No. 18-05, amending the Texas City Cultural Arts Foundation, Inc. by-laws to eliminate term limits for board members.
3. UPDATES
  - a. Schedule for the 2019 Art Festival.
4. BOARD COMMENTS
5. ADJOURN

I, THE UNDERSIGNED AUTHORITY, DO HEREBY CERTIFY THAT THIS NOTICE OF MEETING WAS POSTED ON THE BULLETIN BOARDS AT CITY HALL, 1801 9TH AVENUE NORTH, TEXAS CITY, TEXAS, AT A PLACE CONVENIENT AND READILY ACCESSIBLE TO THE GENERAL PUBLIC AND ON THE CITY'S WEBSITE ON OCTOBER 12, 2018 PRIOR TO 4:00 P.M., AND REMAINED SO POSTED CONTINUOUSLY FOR AT LEAST 72 HOURS PRECEDING THE SCHEDULED TIME OF SAID MEETING.

---

Board Secretary  
Texas City Cultural Arts Foundation, Inc.

**Texas City Cultural Arts Agenda**

**2. a.**

**Meeting Date:** 10/17/2018

**Submitted By:** Rhomari Jackson-Glover, City Secretary

**Department:** City Secretary

---

**Information**

**ACTION REQUEST (Brief Summary)**

Consider and take action on election of Officers and Oath of Office.

**BACKGROUND**

**ANALYSIS**

**ALTERNATIVES CONSIDERED**

---

**Attachments**

Attachment

---

**TEXAS CITY CULTURAL ARTS FOUNDATION, INC.**

**CHARTER/ FILE NO. 157302401 APPROVED BY SECRETARY OF STATE ON 2/25/00**

**PURPOSE:** 1. To promote, protect, and maintain the arts and culture in Texas City; 2. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income there from and the principle thereof exclusively for charitable, scientific, literary, cultural, arts, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended; 3. To provide an organization for the exchange of ideas, knowledge, and experience concerning the development and enhancement of the arts and culture.

**TEXAS CITY CULTURAL ARTS FOUNDATION, INC-** Five (5) directors will serve three-year (3) terms. There are no limits to the number of consecutive terms Board members may serve. Each Director shall hold office for the term for which he is appointed and until his successor shall have been appointed and qualified unless sooner removed. Meetings are held as required.

<b>Dayna Perren, Chairperson</b> Phone: 409 948-2955 <a href="mailto:daynaperren@yahoo.com">daynaperren@yahoo.com</a>	<b>JoAnn Hackbarth, Vice Chairperson</b> Phone: 409 935-2111 <a href="mailto:joann@texasdentalhealth.com">joann@texasdentalhealth.com</a>
<b>Mary Dickson, Director</b>	<b>Joseph Figarelli, Director</b>
<b>Leslie Henderson, Director</b>	<b>City Staff:</b> Russell F. Plackemeier, City Attorney Nicholas Finan, Executive Director of Management Services James Hartshorn, Deputy Director of Management Services Laura Boyd, Director of Finance Rhomari Jackson – Board Secretary

**Texas City Cultural Arts Agenda**

**2. b.**

**Meeting Date:** 10/17/2018

**Submitted By:** Rhomari Jackson-Glover, City Secretary

**Department:** City Secretary

---

**Information**

**ACTION REQUEST (Brief Summary)**

Consider and take action on minutes from April 23, 2018, Texas City Cultural Arts Foundation, Inc meeting.

**BACKGROUND**

**ANALYSIS**

**ALTERNATIVES CONSIDERED**

---

**Attachments**

Minutes

---

TEXAS CITY CULTURAL ARTS FOUNDATION, INC.  
BOARD OF DIRECTORS MEETING

MINUTES

APRIL 23, 2018 - 4:48PM

CITY HALL CONFERENCE ROOM

The Texas City Cultural Arts Foundation, Inc. Board of Directors met MONDAY, APRIL 23, 2018, at 4:30PM, in the City Hall Conference Room, 1801 9th Avenue North, in Texas City, Texas. A quorum having been met, the meeting was called to order at 5:00PM by JOANN HACKBARTH with the following in attendance:

(1) ROLL CALL

Present: Dayna Perren, Chairperson  
JoAnn Hackbarth, Vice-Chairperson  
Mary Dickson, Director  
Leslie Henderson, Director  
Joseph Figarelli, Director  
Laura Boyd, Treasurer / Ex-Officio Member

Staff Present: Nicholas Finan, Director Management Services  
Russle Plackemeier, City Attorney  
Dennis J. Harris, Sr., Recreation & Tourism Director  
Nicole Bost, Staff  
James Hartshorn, City Secretary  
Rhomari Jackson, Staff  
Justin Herter, Board Secretary

(2) NEW BUSINESS

- (a) Consider and take action on minutes from November 7, 2018, Texas City Cultural Arts Foundation, Inc. meeting. (City Secretary)

Joann noted the year indicated to the board was wrong and should have been 2017.

Motion by Director Mary Dickson, Seconded by Director Joseph Figarelli

**Vote:** 5 - 0 CARRIED

- (b) Consider and take action on Resolution No. 18-01, approving LULAC #255 Grant Application. (Recreation & Tourism)

Liz De La Garza, applicant, explained to the board that this year's program would follow the ones previously and having for the most part the same performers. The amount requested has remained at \$2500.00.

Dennis Harris, Recreation and & Tourism Director, stated there's become a great partnership between the end of the parade and the beginning of the festival.

Motion by Director Joseph Figarelli, Seconded by Vice-Chairperson JoAnn Hackbarth to approve.

**Vote: 5 - 0 CARRIED**

- (c) Consider and take action on Resolution No. 18-02, approving Board Secretary and Alternate. (City Secretary)

James Hartshorn, City Staff, stated with this action it will make Rhomari primary board secretary and Justin alternate secretary.

Motion by Vice-Chairperson JoAnn Hackbarth, Seconded by Director Leslie Henderson to approve.

**Vote: 5 - 0 CARRIED**

(3) UPDATES

(4) BOARD COMMENTS

(5) ADJOURN

Having no further business. MARY DICKISON made a MOTION to ADJOURN at 4:46:PM the motion was SECONDED by JOANN HACKBARTH. The meeting was adjourned.

---

Board Secretary  
Texas City Cultural Arts Foundation, Inc.

Approved: \_\_\_\_\_

**Texas City Cultural Arts Agenda**

**2. c.**

**Meeting Date:** 10/17/2018

**Submitted By:** Rhomari Jackson-Glover, City Secretary

**Department:** City Secretary

---

**Information**

**ACTION REQUEST (Brief Summary)**

Consider and take action on Resolution No. 18-03, approving the actions of the Officers of the Board of the Texas City Cultural Arts Foundation for the previous fiscal year 2017-2018.

**BACKGROUND**

**ANALYSIS**

**ALTERNATIVES CONSIDERED**

---

**Attachments**

Resolution

---

**TEXAS CITY CULTURAL ARTS FOUNDATION**

**RESOLUTION NO. 18-03**

**A RESOLUTION APPROVING THE ACTIONS OF THE OFFICERS OF THE BOARD OF DIRECTORS OF THE CITY OF TEXAS CITY CULTURAL ARTS FOUNDATION CORPORATION DURING THE 2017 - 2018 FISCAL YEAR; AND PROVIDING THAT THIS RESOLUTION SHALL BECOME EFFECTIVE FROM AND AFTER ITS PASSAGE AND ADOPTION.**

---

**WHEREAS**, at a meeting of the Board of Directors of Texas City Cultural Arts Foundation, duly held on October 17, 2018, consideration was given to approving the actions of the Officers of the Board of Directors of the Texas City Cultural Arts Foundation Corporation during the 2017-2018 Fiscal Year.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TEXAS CITY CULTURAL ARTS FOUNDATION THAT:**

**SECTION 1:** All of the actions taken by the Officers of the Board of Directors of the Texas City Cultural Arts Foundation during the 2017-2018 Fiscal Year are hereby approved.

**SECTION 2:** That this Resolution shall be in full force and effect from and after its passage and adoption.

**PASSED AND ADOPTED this 17th day of October 2018.**

\_\_\_\_\_  
CHAIRPERSON/VICE CHAIRPERSON  
Texas City Cultural Arts Foundation

ATTEST:

\_\_\_\_\_  
Rhomari Jackson  
BOARD SECRETARY  
Texas City Cultural Arts Foundation

**Texas City Cultural Arts Agenda**

**2. d.**

**Meeting Date:** 10/17/2018

**Submitted By:** Rhomari Jackson-Glover, City Secretary

**Department:** City Secretary

---

**Information**

**ACTION REQUEST (Brief Summary)**

Consider and take action on Resolution No. 18-04, adopting the 2018-2019 fiscal year budget of the Texas City Cultural Arts Foundation.

**BACKGROUND**

**ANALYSIS**

**ALTERNATIVES CONSIDERED**

---

**Attachments**

Resolution

Budget

---

**TEXAS CITY CULTURAL ARTS FOUNDATION**

**RESOLUTION NO. 18-04**

**A RESOLUTION ADOPTING THE TEXAS CITY CULTURAL ARTS FOUNDATION CORPORATION 2018 - 2019 FISCAL YEAR BUDGET; AND PROVIDING THAT THIS RESOLUTION SHALL BECOME EFFECTIVE FROM AND AFTER ITS PASSAGE AND ADOPTION.**

---

**WHEREAS**, at a meeting of the Board of Directors of the Texas City Cultural Arts Foundation (TCCAF), duly held on October 17, 2018, a general discussion was held concerning the proposed 2018-2019 Budget of the Texas City Cultural Arts Foundation.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TEXAS CITY CULTURAL ARTS FOUNDATION THAT:**

**SECTION 1:** The Board of Directors of the Texas City Cultural Arts Foundation hereby approves the 2018-2019 Fiscal Year Budget, for the Texas City Cultural Arts Foundation, as approved by the City Commission of the City of Texas City.

**SECTION 2:** A copy of said Fiscal Year 2018-2019 Budget is attached hereto as “**Exhibit A**” and made a part hereof for all intents and purposes.

**SECTION 3:** This Resolution shall be in full force and effect from and after its passage and adoption.

**PASSED AND ADOPTED this 17th day of October 2018.**

---

CHAIRPERSON/VICE CHAIRPERSON  
Texas City Cultural Arts Foundation

ATTEST:

---

Rhomari Jackson  
BOARD SECRETARY  
Texas City Cultural Arts Foundation



**T.C. CULTURAL ARTS FOUNDATION - 807  
REVENUES & EXPENDITURES**

**CITY OF TEXAS CITY, TEXAS  
FY 2018-19 ADOPTED BUDGET**

ACCOUNT	ACCOUNT DESCRIPTION	FY 2016-17 ACTUAL	FY 2017-18 AMENDED BUDGET	FY 2017-18 YEAR END PROJECTION	FY 2018-19 ADOPTED BUDGET
<b>REVENUES: 807-000</b>					
48307	DONATIONS	49,000	37,500	37,500	37,500
48404	ARTS FESTIVAL-REGISTRATION FEES	5,455	1,700	11,685	1,700
48407	ARTS FESTIVAL-SPONSORSHIPS	-	6,500	-	6,500
48420	SPECIAL EVENT REVENUE	-	50,000	-	50,000
<b>*EVENTS &amp; PROGRAMS</b>		<b>54,455</b>	<b>95,700</b>	<b>49,185</b>	<b>95,700</b>
48802	INTEREST INCOME	794	750	750	750
<b>*OTHER REVENUES</b>		<b>794</b>	<b>750</b>	<b>750</b>	<b>750</b>
49002	TRANS.FROM HOTEL/MOTEL TAX FUND	85,000	85,000	85,000	-
<b>*OTHER SOURCES</b>		<b>85,000</b>	<b>85,000</b>	<b>85,000</b>	<b>-</b>
<b>TOTAL REVENUES</b>		<b>140,249</b>	<b>181,450</b>	<b>134,935</b>	<b>96,450</b>
<b>EXPENDITURES: 807-050</b>					
51XXX	SALARIES AND BENEFITS	21,600	22,500	22,500	101,431
<b>*SALARIES &amp; BENEFITS</b>		<b>21,600</b>	<b>22,500</b>	<b>22,500</b>	<b>101,431</b>
52860	OFFICE SUPPLIES	-	250	200	250
<b>*MATERIALS &amp; SUPPLIES</b>		<b>-</b>	<b>250</b>	<b>200</b>	<b>250</b>
53060	EXPENSE-ADMINISTRATIVE	-	-	-	-
53600	POSTAGE	-	500	-	500
53680	PROFESSIONAL FEES	675	1,000	-	1,000
<b>*CONTRACTUAL SERVICES</b>		<b>675</b>	<b>1,500</b>	<b>-</b>	<b>1,500</b>
54163	FOOD & BEVERAGE	1,433	2,500	500	2,500
54171	ARTS FESTIVAL-TRAVELING EXHIBITS	2,522	3,500	2,021	3,500
54174	ARTS FESTIVAL-PROMOTIONS	27,396	20,000	25,000	20,000
54178	ART WALK	-	7,000	7,000	7,000
54176	SPECIAL EVENTS	39,117	47,000	30,000	47,000
54640	PROMOTION OF ARTS	819	2,500	-	2,500
54901	GRANTS	5,000	5,000	2,500	5,000
54902	SCHOLARSHIPS	500	7,000	7,000	7,000
<b>*OTHER CHARGES</b>		<b>76,786</b>	<b>94,500</b>	<b>74,021</b>	<b>94,500</b>
<b>TOTAL EXPENDITURES</b>		<b>99,061</b>	<b>118,750</b>	<b>96,721</b>	<b>197,681</b>
<b>EXCESS OF REVENUES OVER(UNDER) EXPENDITURES</b>		<b>41,188</b>	<b>62,700</b>	<b>38,214</b>	<b>(101,231)</b>
<b>FUND BALANCE-BEGINNING OF YEAR</b>		<b>442,663</b>	<b>483,851</b>	<b>483,851</b>	<b>522,064</b>
FUND BALANCE ADJUSTMENT					
<b>FUND BALANCE-END OF YEAR</b>		<b>\$ 483,851</b>	<b>\$ 546,551</b>	<b>\$ 522,064</b>	<b>\$ 420,833</b>

**Texas City Cultural Arts Agenda**

**2. e.**

**Meeting Date:** 10/17/2018

**Submitted By:** Rhomari Jackson-Glover, City Secretary

**Department:** City Secretary

---

**Information**

**ACTION REQUEST (Brief Summary)**

Consider and take action on Resolution No. 18-05, amending the Texas City Cultural Arts Foundation, Inc. by-laws to eliminate term limits for board members.

**BACKGROUND**

The City has reviewed the requirements for the Cultural Arts Corporation Board Members and it is the only board that has term limits. It is often difficult to get members and to maintain consistency, so the mayor has requested that the Board consider eliminating the term of 12 years from the By-Laws. That would allow the mayor to maintain consistency and reduce the difficulty in finding suitable replacements.

**ANALYSIS**

**ALTERNATIVES CONSIDERED**

---

**Attachments**

Resolution

Attachment

---

**TEXAS CITY CULTURAL ARTS FOUNDATION, INC.**

**RESOLUTION NO. 18-05**

**A RESOLUTION TO AMEND THE BY-LAWS OF THE TEXAS CITY CULTURAL ARTS FOUNDATION, INC.; AND PROVIDING THAT THIS RESOLUTION SHALL BECOME EFFECTIVE FROM AND AFTER ITS PASSAGE AND ADOPTION.**

---

**WHEREAS**, at a meeting of the Board of Directors of the Texas City Cultural Arts Foundation, Inc., duly held on October 17, 2018, consideration was given to amend the Corporation By-Laws to eliminate term limits for board members.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TEXAS CITY CULTURAL ARTS FOUNDATION, INC., THAT:**

**SECTION 1:** The Board of Directors approved the following amendments to the By-Laws of Texas City Cultural Arts Foundation, Inc., and the Chairman or Vice-Chairman of the Corporation is authorized to execute any documentation necessary to make the following amendments:

1. That there are no limits to the number of consecutive terms Board members may serve.

**SECTION 2:** This Resolution shall be in full force and effect from and after its passage and adoption and subject to approval by the City Commission.

**PASSED AND ADOPTED this 17 th day of October 2018.**

---

CHAIRPERSON/VICE CHAIRPERSON  
Texas City Cultural Arts Foundation, Inc.

ATTEST:

---

Rhomari Jackson  
BOARD SECRETARY  
Texas City Cultural Arts Foundation, Inc.

**BY-LAWS OF**  
**TEXAS CITY CULTURAL ARTS FOUNDATION, INC.**  
**(A TEXAS NON-PROFIT CORPORATION)**

**ARTICLE I**  
**NAME**

1.01 Name. The name of the corporation is TEXAS CITY CULTURAL ARTS FOUNDATION, INC.

**ARTICLE II**  
**OFFICERS**

2.01 Principal Office. The location of the corporations's principal office shall be in Texas City, Texas.

2.02 Other Offices. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2.03 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered agent. The registered office shall be the principal office of the corporation located within the boundaries of Texas City, Texas:

The Registered Agent:	Douglas M. Hoover
The Registered Office:	1801 9 <sup>th</sup> Ave. No.
	Texas City, Texas 77590

**ARTICLE III**  
**MEMBERS**

3.01 Members. The corporation shall have no members.

**ARTICLE IV  
BOARD OF DIRECTORS**

**4.01 Number.** The number of directors of the corporation shall be five (5). The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer. Each director in office shall serve until the term expires, or until that person tenders their resignation to the Board of Directors. The Mayor of Texas City shall be an ex-officio director.

**4.02 Appointment and Term of Office.** Each Director shall be nominated by the Mayor of Texas City and confirmed by the City Commission of Texas City. Each Director shall be appointed for a term of three years, and shall hold office until such Director's successor is appointed and qualified. Initial directors shall be appointed so as to create staggered terms: one for one year, two for two years and two for three years.

**4.03 Term Limitations of board of Directors.** There shall be a limitation of four (4) three year consecutive terms for the Board of Directors of this Corporation.

**4.04 Resignation/Removal.** A director may resign at any time by giving written notice of such resignation to the Board of Directors of the corporation. The Mayor of Texas City may remove any director from office, with or without cause, at any time by written letter to the director, City Commission and to other board members. The replacement would be recommended by the Mayor and confirmed by the City Commission of Texas City.

**4.05 Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors, shall be appointed for the unexpired portion of the term by the Mayor of Texas City subject to confirmation by the City

Commission of Texas City. Any director appointed to fill a vacancy shall hold office until appointment and qualification of his successor.

**4.06 Management.** The business and property of the corporation shall be managed and controlled by a Board of Directors. A General Manager may be appointed by the board with the approval of the City Commission of Texas City. The General Manager shall administer the affairs of the Corporation under the direction of the Board of Directors.

**4.07 President.** A President shall preside at all meetings of the Board of Directors.

**4.08 Vice President.** At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

**4.09 Secretary.** The City Secretary shall serve as Secretary to the Board.

**4.10 Treasurer.** The City Director of Finance shall serve as Treasurer to the Board.

## **ARTICLE V MEETINGS**

**5.01 Notice of Meetings.** All notices shall comply with the Open Meetings Act.

**5.02 President.** At all meetings of the Board of Directors, the President, or in the President's absence, the Vice President shall preside.

**5.03 Power.** All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Texas, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution, and prior

City Commission of City of Texas City's approval, delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

**5.04 Quorum.** At all meetings of the Board of Directors, 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 of Directors, except as may be otherwise specifically provide by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

**5.05 Annual meetings.** Annually, during the month of September the Board of Directors shall hold election for officers and shall meet for the purpose of organization and the transaction of other business.

**5.06 Special meetings.** Special meetings of the Board of Directors may be called by the President or four of the directors and shall comply with the Open Meetings Act.

**5.07 Compensation.** Directors shall not receive compensation of any kind for their services as directors. By resolution of the Board, directors may be reimbursed for their reasonable expenses, if any, of attendance at each regular or special meeting of the Board.

## **ARTICLE VI OFFICERS**

**6.01 Titles and Term of Office.** The officers of the corporation shall be President, Vice President, Secretary and Treasurer and such other officers as the City Commission considers necessary. The officers of the corporation shall be elected annually by the Board of Directors at

the annual meeting of the Board of Directors. The term of office of each officer shall commence with his or her election and shall expire with the election of his or her successor.

**6.02 General Manager.** The General Manager, if appointed by the Board of Directors, shall be an employee of the City, shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

**6.03 Treasurer.** The Comptroller duties shall be performed by the Director of Finance of the City of Texas City or an alternate approved by the City Commission and the Board of Directors. The Comptroller shall have charge of the books of accounting and financial records and securities, and in general perform all the duties incident to such position and as may from time to time be assigned by the Board of Directors.

**6.04 Secretary.** The City Secretary, Secretary to this Corporation, shall cause the minutes of the meetings of the Board of Directors to be taken and place in books provided for that purpose. The Secretary shall cause the posting and serving of all notices in the furtherance of the purposes of this corporation and subject to limitations contained in the Articles of Incorporation. The Secretary shall in general perform or cause to be performed all duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall attest to the signature of the Board member signing in the name of the corporation.

The Secretary, who shall be the City Secretary, shall attest to the signature of the President, or General Manager, who signs in the name of the corporation and/or attest the signatures thereto, on all contracts, conveyances, franchises, deeds, assignments, mortgages, notice and other instruments of the corporation. The City Secretary shall have charge of the

corporation's books, records, documents and instruments, and of other books and papers as the Board of Directors may direct, all which shall at all reasonable times be open to the inspection of the public and any director upon application at the office of the corporation during business hours.

**6.05 Agents and Representatives.** The Board of Directors may appoint, with prior written authorization of the City Commission, such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors directs and as provided for in the annual budget, and amendments thereto, so far as may be consistent with the purposes of the corporation as set forth in its Articles of Incorporation and with these Bylaws, to the extent authorized or permitted by law. The Corporation may contract with the City and compensate the City staff for administrative services.

**6.06 Bonding.** At the direction of the Board of Directors, the President, Vice President, the General Manager, Secretary and Treasurer, and such other officers, agents and employees of the corporation shall be bonded.

## ARTICLE VII COMMITTEES

**7.01 Committees.** The Board of Directors, with prior consent of the city Commission, of the City of Texas City, and by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons who need not be members of the Board of Directors in reference to:

- (a) amending, altering, or repealing the Bylaws;
- (b) electing, appointing, or removing any member of any such committee or any director or officer of the corporation;

- (c) amending the Articles of Incorporation;
- (d) adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (e) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation or revoking proceedings therefore;
- (f) adopting a plan for the distribution of the assets of the corporation; or
- (g) amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

**7.02 Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**7.03 Chairman.** One member, of each said committee, shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**7.04 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**7.05 Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee.

**ARTICLE VIII  
INDEMNIFICATION**

**8.01 Policy of Indemnification and Advancement of Expenses.** To the full extent permitted by the Texas Non-Profit Corporation Act, as amended from time to time, the corporation shall indemnify any Representative against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be made a defendant or respondent in a Proceeding because the person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

**8.02 Definitions.** For purposes of the Article VIII.

(a) "*Representative*" means any person who is or was a director and any person who, while a director, is or was serving at the request of the corporation as a director, officer, partner venturer, proprietor, trustee, employee, agent, or similar functionary of the corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise or any person who is or was an officer and any person who, while an officer, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, other enterprise, appointees, and committee members.

(b) "*Proceeding*" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in

such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

**8.03 Non-Exclusive: Continuation.** The indemnification provided by the Article VIII shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested Directors or otherwise, both as to any action in his or her official capacity as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Representative engaged in any other enterprise at the request of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

**8.04 Insurance or Other Arrangement.** The corporation shall have the power to pursue and maintain insurance or to the extent permitted by applicable law another arrangement on behalf of any person who is or was a representative, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent or any other capacity in another association, or a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provision of this Article.

**8.05 Indemnification of Employees or Agents.** The corporation may indemnify and advance expenses to an employee or agent who is not a Director or officer to such further extent, consistent with law, as may be provided by general or specific action of the Board of Directors, by contract, or as permitted or required by common law.

**8.06 Applicable State Law.** For purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Civil Practice and Remedies Code), the corporation is a governmental unit and its actions are governmental functions.

## **ARTICLE IX BUDGET**

**9.01 Annual Budget.** The budget preparation shall comply with all the public notices and schedule of the "City of Texas City's Budget Calendar" for each fiscal year being October 1 (of each year) and ending September 30 (of each year). Such budget shall have prior approval by the City Commission prior to being submitted to the Board of Directors for approval.

The "City of Texas City's Budget Calendar" presents a specific time frame for scheduling the necessary steps from the beginning of the budget process through its completion, with dates of completion for submitting budget forms for review. This corporation's budget calendar shall be constructed so as to comply with the City's budget process. The Chief Financial Officer of the City of Texas City shall provide Board of Directors with annual calendar each budget year.

Any amendments to the annual budget shall have prior approval of the City Commission before approved by the Board of Directors.

**9.02 Checks and Draft.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the corporation's designated officer and attested to by the Comptroller. Depository shall be the same as the City of Texas City as selected by the required bidding process.

**9.03 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in same banks, trust companies, or other depositories as selected by the City Commission of the City of Texas City.

**9.04 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, devise or fund raised proceeds for the general purposes or for any special purpose of the corporation. Any such contribution, gift bequest or devise shall be subject to the sole control and discretion of the Board of Directors and expenditure of said contribution or gift shall not require prior approval by the City Commission.

**9.05 Indebtness.** No indebttness shall be incurred by this Corporation without prior written approval of the City Commission of the City of Texas City. (Except as provided in Article 9, §9.04)

## **ARTICLE X MISCELLANEOUS PROVISIONS**

**10.01 Fiscal Year.** The fiscal year of the corporation shall be October 1, and end September 30 of each year.

**10.02 Seal.** The seal of the corporation shall be such as from time to time may be approved by the Board of Directors.

**10.03 Notice and Waiver of Notice.** Whenever a notice is required to be given upon the provision of these Bylaws such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at this or her post office address, as it appears on the books of the corporation, and such notice shall be deemed to have been given on the second day on which U.S. mail is delivered after the day

of such mailing. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

This Corporation and all committees of this corporation shall be subject to the Open Meetings Act.

**10.04 Resignation.** A director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by either the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**10.05 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation with prior approval of the City Commission of the City of Texas City. (Except as provided in Article 9, §9.04.) Such authority may be general or confined to specific instances.

**10.06 Nondiscrimination.** The corporation shall maintain a nondiscriminatory policy as to participation in its programs, hiring of support staff, election of directors, and in its dealings with any other person or business that might be associated with it in any manner.

**10.07 Exempt Activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI  
AMENDMENTS**

**11.01 Amendments.** With the prior approval of the City Commission of the City of Texas City, these Bylaws may be altered, amended, or repealed by the Board of Directors acting by the affirmative vote of a majority of the Board of Directors at any annual or regular meeting, or at any special meeting, if at least seventy-two hours prior written notice is given of the intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting and the notice specifies that an alternation, amendment or repeal will be considered at the meeting.

\*\*\*

**Texas City Cultural Arts Agenda**

**3. a.**

**Meeting Date:** 10/17/2018

**Submitted By:** Chria McCall, Recreation and Tourism

**Department:** Recreation and Tourism

---

**Information**

**ACTION REQUEST (Brief Summary)**

Schedule for the 2019 Art Festival.

**BACKGROUND**

**ANALYSIS**

**ALTERNATIVES CONSIDERED**

---

**Attachments**

Attachment

---

## 2019 ART FESTIVAL TIMELINE

October 2018	Distribute TCCAF Scholarship Packets to TCHS, LMHS, & DHS
November 2018	1 <sup>st</sup> Monthly Committee Meeting (date depends on committee availability)
November – January 2018	Locate/confirm art exhibits to set up during festival
December 2018	Initial Student Art information sent out to TCHS, LMHS, DHS
January 2019	Mail out “Save the Date” postcards to artists Post information on COTC Website, Community Calendar, Local Channel and Facebook
January – February 2019	Choose/contact local highlight artist – (decision made by Mayor) Contact judges for juried and student art Contact COM for exhibit and workshop (s) Mail out sponsor letters Collaborate with TCHS choir/band for entertainment during art festival
February 2019	Mail out prospectus to artist and art leagues Order ribbons/awards
March 2019	Mail out invitations using current mailing list Line-up docents to work during viewing
March – April 2019	Advertisement – Print media / online/ post information on COTC Website, Community Calendar, Local channel and Facebook
April 6, 2019	Art check-in
April 8, 2019	Student Art check-in
April 13, 2019	Opening Night Reception & Awards for Juried and Student Shows
April 14 – 17, 2019	Public viewing/TCHS Entertainment/Workshops – Times TBD
April 18, 2019	Art Pick – up
April 18, 2019	Art Walk on 6 <sup>th</sup> Street
April 22, 2019	Collect submitted TCCAF Scholarship Applications from TCHS, LMHS, & DHS