

RESOLUTION NO. 19-1993

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS, AMENDING THE BYLAWS OF CIVIC ABILENE, INC.

WHEREAS, it is in the City of Abilene's best interest to periodically review and update the Bylaws of Civic Abilene, Inc.; and

WHEREAS, the Board of Directors of Civic Abilene, Inc. has caused a study of its Bylaws to be conducted by a subcommittee of the Board, the same having recommended the changes noted in Attachment A to this resolution; and

WHEREAS, the Board of Directors of Civic Abilene, Inc. has unanimously recommended the amendments proposed by its subcommittee as described in Attachment A hereto as being in the best interest of Civic Abilene, Inc. and the City of Abilene;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS:

Part 1: That the Bylaws of Civic Abilene, Inc. are hereby amended in accordance with Attachment A; and

Part 2: That said amendments are effective from and upon passage of this resolution of the City Council.

ADOPTED, this 13 day of May, 1993.

ATTEST:


CITY SECRETARY


GARY MCCALED
MAYOR

APPROVED:


CLAUDIA CLINTON
CITY ATTORNEY

00072

BY-LAWS
OF
CIVIC ABILENE, INC.

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BY-LAWS
OF
CIVIC ABILENE, INC.

ARTICLE ONE

OFFICES

1.01 Registered Office and Registered Agent

The Corporation shall have and shall continuously maintain in the State of Texas a registered office, which is located at 1100 North Sixth Street, Abilene, Texas **79601**, and whose mailing address is P. O. Box 60, Abilene, Texas 79604. The corporation shall also have and continuously maintain a registered agent whose office is identical with such registered office. The registered agent shall be the **President of the Board**. The Board of Directors may, from time to time, change the registered agent and/or the address of the registered office provided that such change is appropriately reflected in these By-Laws and in the Articles of Incorporation.

1.02 Principal Office

The principal office of the Corporation in the State of Texas shall be located in the City of Abilene, Taylor County, Texas, and it may be, but need not be, identical with the registered office of the Corporation. The Corporation may have such other offices, either within or without the State of Texas as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE TWO

PURPOSES

2.01 Purposes

The purpose of Civic Abilene, Inc. is to promote the cultural and educational welfare of the citizens of the City of Abilene and the surrounding area, in accord with the Articles of Incorporation. Civic Abilene, Inc. shall also make recommendations to the City and the Civic Center Manager as to the operating policies of the Civic Center, rental rates and charges, concessions, **promotion of the Civic Center, building improvements and expansion**, planning of entertainment and social activities in the Civic Center.

ARTICLE THREE

NO STOCK AND NO STOCKHOLDERS

3.01 No Stock and No Stockholders

The Corporation shall have no capital stock and no stockholders.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 Responsibility of Board of Directors

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the Texas Business Corporation Act, the Articles of Incorporation, or these By-Laws. The Board of Directors shall have full charge of the property and business of the Corporation, with full power and authority to manage and to conduct the same.

The Board of Directors may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and agents of the Corporation to transact the general business or any special business of the Corporation.

4.02 Number of Directors

The Board of Directors shall be composed of fifteen (15) members, each of whom shall be a resident of the City of Abilene.

4.03 Ex-Officio Directors

The City Manager of Abilene, **the Director of Community Services, the Manager of the Abilene Convention and Visitors Bureau**, and the Manager of the Abilene Civic Center, Abilene, Texas, shall be Ex-Officio Directors without voting privileges and shall act only in an advisory capacity to the Corporation.

4.04 Term of Office

The Directors of the Board shall be appointed by the City Council of Abilene, Texas and shall hold their office for a term of three (3) years or until their successors are appointed by the City Council.

There shall be a regular annual meeting of the Board of Directors during the Month of **March** to elect a President and a Vice-President.

4.05 Vacancies and Appointment of New Directors

Upon the death, resignation, removal or expiration of the term of office of any of the Directors, the City Council of the City of Abilene, Texas, shall nominate and appoint a successor as a Director, who shall hold his office for the unexpired term of the Director he is appointed to succeed, or for the period of three (3) years when the appointment is made due to the expiration of a Director's term of office; and further provided that in the event the best interests of the City of Abilene, Texas, require the removal of any Director, removal of such Director shall be effected through appointment of such Director's successor by unanimous vote by the City Council of the City of Abilene, Texas.

4.06 Regular Meetings, Notice and Quorum

Regular meetings of the Directors shall be held on the **second** Tuesday of each month or as directed by the President and shall be held at such place as they may determine. No notice to them of each regular meeting shall be required, and it shall be the duty of each director to attend the same without notice. A **simple** majority of the Board of Directors shall constitute a quorum.

4.07 Special Meetings

Special meetings of the Directors may be called by the President upon one (1) day's notice, stating the purpose or purposes thereof, or such special meeting may be held at any time by unanimous consent of the Directors.

4.08 No Compensation

No salary or compensation of any kind shall be paid to any members of the Board of Directors.

ARTICLE FIVE

OFFICERS

5.01 Composition of Officers

The officers of the Corporation are President, Vice President, and Secretary/Treasurer. The President and Vice President shall be elected by the Board. The Secretary/Treasurer shall be the Manager of the Civic Center.

The Board of Directors may appoint such other officers and agents as it deems necessary. Such officers and agents shall be appointed for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board.

5.02 Election of Officers

The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled at any meeting of the Board of Directors and any person who fills a vacancy shall serve until the next election of officers. Each officer shall hold office until his successor has been elected and qualifies, or until the death, resignation, or removal of the officer.

5.03 Removal of Officers

Any officer or agent elected or appointed by the Board of Directors may be removed at any time for any reason by the affirmative vote of a majority of the whole Board of Directors.

5.04 President

The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall supervise and control the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. He may, and upon written demand addressed to the President by any three (3) Directors, shall call a special meeting of the Directors. He shall see that all orders and resolutions of the Board are carried into effect, and he shall perform all other duties that usually pertain to the office or are delegated to him by the Board of Directors.

The President or the Vice-President acting in the place of the President shall have the power to execute Promissory Notes or other evidences of indebtedness of the Corporation, or to execute contracts or deeds of conveyance for and in behalf of the Corporation, provided, however, that each such note, evidence of indebtedness, contract, or deed shall be a binding obligation of the Corporation only when executed pursuant to resolution by the Board of Directors, granting special authority for the execution thereof. All notes, contracts and deeds of conveyance must be attested by the Secretary of the Corporation.

5.05 Vice-President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, as such, the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall also have such powers and shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

5.06 Secretary - Treasurer

The Manager of the Abilene Civic Center shall be both the Secretary and the Treasurer of the Corporation. As Secretary, the Manager shall keep permanent records of the proceedings of the Board of Directors, including the minutes of all meetings of the Board of Directors. He shall also be the custodian of the records and the seal of the Corporation, if any, and shall affix the seal to documents, the execution of which is duly authorized. He shall give or cause to be given all notices required by law or by these By-Laws. He shall perform all duties that usually pertain to the office of Secretary or which are delegated to him by the Board of Directors or by the President.

As Treasurer, the Manager shall act as the ex-officio member of the Board of Directors but he shall not be entitled to vote. He shall keep regular books, records and books of account of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in a depository selected by the Directors, make such financial reports as directed by either the Board of Directors or the President, sign all checks of the Corporation (**said checks shall also be signed by either the President, Vice President, or other designated Civic Center Staff member as approved by the Civic Abilene, Inc. Board**), he shall render to the President and Directors at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all other duties as may be prescribed by the Board of Directors or by the President.

5.07 Salary of Officers

The officers, agents of the Corporation, shall not receive any salary for their service to the Corporation.

ARTICLE SIX

FINANCIAL ADMINISTRATION

6.01 Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of October and end on the 30th day of September each year.

6.02 Operating Funds

No profit shall ever be realized by any person in the operation of this corporation. All monies coming into the hands of the Corporation above that reasonable necessary for use by the Corporation in carrying out its corporate purposes of promoting the cultural and educational welfare of the citizens of the City of Abilene and surrounding area, shall be paid over to the City of Abilene for use by said City in the furtherance of the educational and cultural improvement of the citizens of the City of Abilene and the surrounding area. It shall be the

policy of the Corporation to seek to maintain a sum of money in reserve, over and above the current obligations, for various contingencies in connection with the operation thereof, such reserve sum not to exceed \$75,000.00. At such time as the funds of the Corporation shall, after deducting the outstanding bonafide obligations thereof, exceed the sum of \$75,000.00, the treasurer shall pay such excess over and above said reserve sum of \$75,000.00 to the City of Abilene to be deposited by such City in an account or fund to be expended for the payment of bonded indebtedness upon the City of Abilene Civic Center or for any other expenses incident to providing educational and cultural programs and attractions for the City of Abilene and the surrounding area. In the event of dissolution of this Corporation, all funds or assets of said Corporation, after the payment of all corporate debts, shall vest in the City of Abilene for the purpose of promoting the educational and cultural improvement and welfare of the citizens of the City of Abilene and surrounding areas.

6.03 Entering into Contracts

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument in name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

ARTICLE SEVEN

AMENDMENTS TO BY-LAWS

7.01 Amendments to By-Laws

These By-Laws shall be adopted by the Board of Directors of said Corporation. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws is vested in the Board of Directors. Any alteration, amendment or repeal requires at least nine (9) members of the Board of Directors to vote in favor of such alteration, amendment or repeal in a meeting called for that purpose. Furthermore, any alteration, amendment or repeal shall not become effective nor have any force or effect whatsoever unless and until same has been approved by a written resolution passed by the City Council of Abilene, Texas.

ARTICLE EIGHT

INDEMNITY

8.01 Indemnity

The Board of Directors shall authorize the Corporation to pay or reimburse any current or former Director or Officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action,

suit, or proceeding to which he or she is made a party by reason of holding such position as Officer or Director; provided, however, that such Officer or Director shall not receive such indemnification if he/she be finally adjudicated in such instance to be liable for negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

Furthermore, the Corporation agrees to indemnify and hold harmless and defend the City of Abilene, its officers, agents, and its employees, from and against all claims and suits for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorney's fees, arising out of or resulting from the Corporation's work and from any liability arising out of or in connection with the City of Abilene's or its agents, officers, or employees entry upon said property, common, constitutional, or statutory law, or based in whole or in part upon the negligent or intentional acts or omissions of the Corporation, its officers, employees, agents, subcontractors, licensees, invitees, or trespassers or based in whole or in part upon the negligent acts or omissions of the City of Abilene, its officers, employees, agents, licensees, or invitees. The Corporation agrees to waive any and all claims it may have against the City of Abilene, connected with, resulting from, or arising out of, claims and suits covered by this indemnification provision and agrees that any insurance carrier involved shall not be entitled to subrogation under any circumstances against the City of Abilene, its officers, agents, and employees.

Director and Officer protection occurs through the City indemnification policy as set forth in Resolution #1-1987.

ARTICLE NINE

MISCELLANEOUS

9.01 Miscellaneous

The Board of Directors shall provide a Corporate Seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, substantially as follows: Civic Abilene, Inc.

9.02 Table of Contents and Headings

The Table of Contents and Headings used in these By-Laws have been inserted for convenience only and do not constitute matter to be used in construing or interpreting them.

9.03 Construction

Whenever the context so requires, the use of a masculine pronoun shall include the feminine, and singular shall include plural and conversely.

If any portion of these By-Laws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these By-Laws shall be considered valid and operative, and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative, in so far as not prohibited by law.

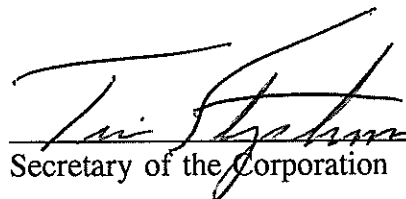
9.04 Relation to Articles of Incorporation

These By-Laws are subject to and are governed by the Articles of Incorporation of Civic Abilene, Inc.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-Laws of Civic Abilene, Inc. and that such By-Laws were duly adopted by the Board of Directors of said Corporation on April 13, _____, 1993.

ATTEST



Secretary of the Corporation

Typed Name of the Secretary