

**CITY OF SEABROOK
RESOLUTION NO. 2011-14**

**ADOPTION OF REVISIONS AND AMENDMENTS TO THE BYLAWS FOR
THE SEABROOK ECONOMIC DEVELOPMENT CORPORATION**

WHEREAS, on January 18, 1992, the voters of the City of Seabrook authorized the City of Seabrook to adopt a one-half cent sales and use tax to pay the costs of "projects" authorized by Section 4B of Article 5190.6, V.T.C.S. as amended (now Chapters 501, 502, and 505, Texas Local Government Code, and to pay for the principal and interest of bonds or other obligations issued to pay the costs of such "projects"; and

WHEREAS, the Seabrook Economic Development Corporation (EDC) was established to oversee the expenditures of these tax monies and bylaws were established for the operation of the EDC.

WHEREAS, the adopted bylaws provide for the amendment of such bylaws; and

WHEREAS, these bylaws have been amended in the past by Resolution; and

WHEREAS, the Board of Directors of the EDC has determined that it is in the best interest of the City of Seabrook to again amend these bylaws; and

WHEREAS, all required procedures have been followed to amend such bylaws and the amendments were approved unanimously by the Board of Directors at their meeting of September 8, 2011; and

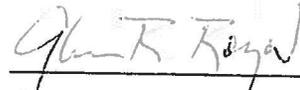
WHEREAS, all amendments to the EDC bylaws must be approved by the Seabrook City Council;

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

THAT, the Bylaws of the Seabrook Economic Development Corporation are
hereby amended as shown in Exhibit "A" and as recommended by the Board of Directors
of the Seabrook Economic Development Corporation.

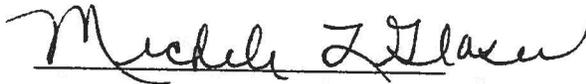
PASSED, APPROVED, AND RESOLVED this 20th day of September, 2011.

CITY OF SEABROOK



Glenn R. Royal, Mayor
Mayor

ATTEST:



Michele L. Glaser, TRMC
City Secretary



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**BYLAWS OF THE
SEABROOK ECONOMIC DEVELOPMENT CORPORATION**

**ARTICLE ONE
OFFICE AND AGENT**

Principal Office

The principal office of the Seabrook Economic Development Corporation (hereinafter referred to as the "Corporation") in the State of Texas shall be located at 1700 First Street, Seabrook, Texas or such other location as may be determined by the Board of Directors, approved by City Council of the City of Seabrook, and recorded with the Secretary of State.

**ARTICLE TWO
PURPOSE**

2.01 The Corporation is a non-profit corporation specifically governed by Section 4B of the Texas Development Corporation Act of 1979, Chapters 501-502, 505, Texas Local Government Code (hereinafter referred to the "Act.").

2.02 The purpose of the Corporation is to use economic development resources as legally allowable to encourage and promote the general economic welfare of the City, its residents and businesses as authorized by the Act, as it may be amended.

**ARTICLE THREE
MEMBERS**

The Corporation shall have no members and is a non-stock corporation. The word "member" may be used in these Bylaws in reference to those appointed to serve as Directors or on committees, but does not imply or confer any corporate membership or ownership status.

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ARTICLE FOUR

BOARD OF DIRECTORS

Management of the Corporation

4.01 The affairs of the Corporation shall be managed and controlled by its Board of Directors, and subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws, the Board shall exercise all of the powers of the Corporation.

Number, Qualifications, and Tenure of Directors

4.02 The number of directors shall be seven (7). Directors shall be appointed by the City Council for two year terms of office. A director may be removed by the City Council at any time without cause. Each director shall be a resident of the City of Seabrook. The Mayor and one additional member of the City Council of the City shall be two of the directors. The remaining directors shall be persons who are not employees or officers of the City, or members of the City Council of the City.

Vacancies

4.03 Any vacancy occurring on the Board of Directors shall be filled by appointment by the City Council of the City. All interviews by the City Council to fill vacancies for directors shall be conducted in open meetings. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Ex Officio Representatives of the Board

4.04 The City Manager shall serve as an ex officio representative of the Board and may attend all meetings of the Board or its Committees including executive sessions, if allowed by law. He or she shall not have the power to vote. In addition, the Board of Directors may appoint representatives from area organizations to serve as additional ex officio, non-voting members of the Board.

General Duties of the Board

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61 4.05 The Board is hereby required to perform the following duties:
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63 a. The Board shall develop or cause to be developed, an overall economic development
64 plan for the City, which shall include and set short term goals and long-term goals that
65 the Board deems necessary to accomplish its purpose as stated in Section 2.01 hereof.
66 Such plan shall require approval by the City Council of the City and may include the
67 following elements:
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- 69 1. An economic development strategy to bolster the business climate throughout
70 the City.
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72 2. Strategies to fully utilize the assets of the City which enhance economic
73 development.
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75 3. Identification of strategies to coordinate public, private, and academic
76 resources to develop and enhance business opportunities.
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78 4. Assurance of accountability of all tax monies expended by the Corporation for
79 implementation of the overall economic development plan.
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81 5. Identification and implementation of strategies for economic development.
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83 6. An annual work plan outlining the anticipated activities, tasks, projects, and
84 programs to be undertaken by the Board during the upcoming fiscal year. The
85 annual work plan shall be submitted with the Corporation's annual budget, as
86 outlined in Section 7.02 of these Bylaws.
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- b. The Board shall review the overall economic development plan at least once each year to ensure that said plan is up-to-date with the current economic climate.

- c. The Board shall expend, in accordance with State law, any tax funds received by it on economic development as allowed by law, to:
 - 1. Pay the costs of projects found by the Board to be required or suitable for use for professional and amateur (including children's) sports, athletic, entertainment, tourist, convention, and public park purposes and events, including stadiums, ball parks, auditoriums, amphitheaters, concert halls, learning centers, parks and park facilities, and related space improvements, museums, exhibition facilities, and related store, restaurant, concession, and automobile parking facilities, related area transportation facilities, and related roads, streets, and water and sewer facilities, and other related improvement that enhance any of those items; or

 - 2. Pay the principal of, interest on, and other costs relating to bonds or other obligations issued by the Corporation to pay the costs of the projects or to refund bonds or other obligations issued to pay the costs of such projects.

- d. The Board may contract with the City of Seabrook, or with another entity, for administrative services. The Board may plan and direct its work through a designated employee of the City of Seabrook, or other contractual entity, who will be charged with the responsibility of carrying out the Corporation's plan and program as adopted by the Board.

- e. The Board shall make a detailed annual report to the City Council once each year no later than February 1. Such report shall include, but not be limited to, the following:

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- (a) A review of all expenditures made by the Board in connection with their activities involving direct economic development as defined in this Section together with a report of all other expenditures made by the Board.
 - (b) A review of the accomplishments of the Board in the area of direct economic development.
 - (c) The policies and strategy followed by the Board in relation to direct economic development, together with any new or proposed changes in said policies and strategy.
 - (d) The activities of the Board for the budget year addressed in said annual report, together with any proposed change in said activity or activities as they relate to direct economic development.
 - (e) A review of the activities of the Board in areas of endeavors other than direct economic development, together with any proposed changes in such activities.
 - (f) An annual report for consideration for review and acceptance by the City Council.

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2. The Board shall be accountable to the City Council for all activities undertaken by them or on their behalf, and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board. A mid-year report, covering the period October 1 to March 31, shall be made by the Board to the City Council. This semi-annual report shall be made no later than June 1. Such report shall include, but not be limited to the following:

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- (a) Accomplishments to date as compared with the overall plan or strategy for direct economic development.

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- (b) Anticipated short-term challenges during the next six-month reporting period, together with recommendations to meet short-term challenges.

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- (c) Long-term issues to be addressed over the succeeding twelve-month period or longer period of time, together with recommendations to meet such issues with emphasis to be placed on direct economic development.

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- (d) A recap of all budgeted expenditures for the first six (6) months of the fiscal year, together with a recap of unused budgeted funds and any commitment made on said unused funds.

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Implied Duties

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4.06 The Corporation is authorized to do that which the Board deems desirable to accomplish any of the purposes or duties set out in Sections 2.01 and 4.05 of these Bylaws and in accordance with State law.

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Meetings

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4.07 The Board shall hold regular meetings, generally, once a month. The President may call special meetings when, in his judgment, such meetings are necessary. All meetings of the Corporation shall be held at City Hall or another facility within the city. If there is no business to discuss, the President shall notify the Directors. All meetings of the Board shall provide notice and be conducted as provided for and in accordance with the requirements of the Texas Open Meetings Act, Texas Government Code Chapter 551, as amended.

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178 4.08 No meetings of the Board of Directors shall be held outside the boundaries of the City.
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180 **Attendance**
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182 4.09 Regular attendance at the Board meetings is required of each Director. The following number
183 of absences may constitute the need for replacement of a Director: three (3) consecutive absences or
184 attendance reflecting unexcused absences constituting fifty percent (50%) of the regularly scheduled
185 meetings over any twelve (12) month period. In the event replacement for unexcused absences is
186 indicated, the Director will be counseled by the President and, subsequently, the President shall
187 submit, in writing to the City Secretary, to be forwarded to the City Council, a request to consider
188 replacing the Director in question.
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190 **Quorum**
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192 4.10 For the purposes of convening a meeting and transacting the business of the Corporation at
193 any meeting, a majority of the appointed members of the Board shall constitute a quorum. If there is
194 an insufficient number of Directors present to convene a meeting and transact business, the presiding
195 officer shall cancel such meeting.
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197 **Compensation**

198 4.11 The duly appointed Directors shall serve without compensation, but shall be reimbursed as
199 allowed by State law and approved by the Board, for actual or commensurate costs of travel, lodging,
200 and/or incidental expenses incurred while performing official business of the Board.
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202 **Voting; Action of the Board of Directors**
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204 4.12 Directors must be present in order to vote at any meeting. Unless otherwise provided in these
205 Bylaws, the Corporation's Articles of Incorporation, or State law, the act of a simple majority of the
206 Directors present at any meeting is sufficient to constitute action of the Board and authorize the

207 President of the Board to take further action. For any vote or item presented for action to the Board,
208 for which a Director is aware of a conflict of interest or potential conflict of interest, with regard to
209 any particular vote, the Director shall bring the same to the attention of the Board, file any affidavit
210 required to be filed by state law, and shall abstain from discussion and voting. Any Director may
211 bring any apparent conflict of interest to the attention of the Board before any vote shall be taken
212 regarding that particular matter.

213 214 **Board's Relationship with City Council**

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216 4.13 In accordance with State law, the City Council shall require the Corporation to be responsible
217 for the proper discharge of the duties assigned in this Article. All policies for program administration
218 shall be submitted for City Council approval, and the Board shall administer said programs
219 accordingly. The Board shall determine its policies and direction within the limitations of the duties
220 herein imposed, by applicable laws, the Corporation's Articles of Incorporation, these Bylaws,
221 contracts entered into with the City, and budget and fiduciary responsibilities.

222 223 **Administration of Economic Development Programs**

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225 4.14 The Corporation may, with approval of the City Council, contract with the City of Seabrook,
226 or with another entity or individual, for such full or part-time employees as needed to carry out the
227 programs of the Corporation. These employees shall perform those duties outlined in state law, and
228 any employees may be included within the City's retirement and insurance plans, provided the
229 Corporation reimburses the City for such costs.

230 4.15 The Corporation and the City may agree in writing for the provision of required
231 administrative services necessary for the operation of the Corporation, whether in addition to or in
232 place of any Corporation employees. Such services shall be reimbursed to the City by the
233 Corporation at actual cost. Any request for services made to the administrative departments of the
234 City shall be made by the Board or its designee in writing to the City Manager. The City Manager
235 may approve such request for assistance when he finds such requested services are available within
236 the administrative departments of the City, and that the Board has agreed to reimburse the
237 administrative department's budget for the costs of the services provided.

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4.16 The Board is authorized to hire its own legal counsel and other professional consultants.

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ARTICLE FIVE

OFFICERS

Officers of the Corporation

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5.01 The elected officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. The Board may resolve to elect one or more Assistant Secretaries or one or more Assistant Treasurers as it may consider desirable. Such officers shall have the authority and perform the duties of their office as the Board may from time to time prescribe or as the Secretary or Treasurer may from time to time delegate to his or her respective Assistant. No Director shall hold more than one office at any time.

Selection of Officers

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5.02 The officers shall be elected by the Board and shall serve for a term of one (1) year. The term of office of each officer shall always be for a period of one (1) year; provided, however, each officer shall continue to serve until the election of his or her successor unless such Director has been replaced. Elections shall be held at the annual meeting of the Board.

Vacancies

266 5.03 A vacancy in any office, which occur by reason of death, resignation, disqualification,
267 removal, or otherwise, may be filled by appointment by the Board of Directors for the unexpired
268 portion of the term of that office, in the same manner as other officers are elected by the Board.
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270 **President**
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272 5.04 The President shall be the presiding officer of the Board. In general, the President shall
273 perform all duties incident to the office, and such other duties as shall be prescribed from time to time
274 by the Board of Directors. The President shall also have the following specific authority:
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- 276 a. To preside over all meetings of the Board;
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- 278 b. To vote on all matters coming before the Board;
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- 280 c. To call a special meeting of the Board, upon notice to all Board members when, in his
281 judgment, such meeting is necessary;
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- 283 d. To cancel any regularly scheduled meeting of the Board when there is no business to
284 discuss, provided s/he gives notice to the Board and to the public, of such
285 cancellation, as provided in Section 4.07 hereof.
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287 In addition to the above mentioned duties and authority, the President shall sign, with the Secretary of
288 the Board, any resolutions, policies, deeds, mortgages, bonds, contracts, or other instruments, which
289 the Board of Directors has approved and unless execution of said document has been expressly
290 delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a
291 specific provision of these Bylaws. All instruments are subject to the approval of the City Council,
292 which approval shall be noted thereon. In general, the President shall perform all duties incident to
293 the office, and other duties as prescribed by the Board.
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Vice President

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297 5.05 In the absence of the President, or in the event of his or her inability to act, the Vice President
298 shall perform the duties of the President. When so acting, the Vice President shall have all powers of
299 and be subject to all the same restrictions as the President. The Vice President shall also perform
300 other duties as from time to time may be assigned to him or her by the President.
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302 **Secretary**

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304 5.06 The Secretary shall be the custodian of the records and seal of the Corporation, and shall keep
305 a register of the current mailing address and street address, if different, of each Director. The
306 Secretary shall cause to be kept, a record of the minutes of all meetings of the Board, of any
307 committee of the Board, and all records of the Corporation, with the City Secretary in accordance
308 with State law.
309

310 **Treasurer**

311 5.07 The Treasurer shall cause to be kept, at the Corporation's registered office, a record of all
312 receipts and expenditures of the funds of the Corporation. The Treasurer shall, in general, perform all
313 the duties incident to that office and such other duties as may be assigned to him/her from time to
314 time by the President of the Board.
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316 **Assistant Secretaries and Assistant Treasurers**

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318 5.08 The Assistant Secretaries and Assistant Treasurers, shall perform such duties as may be
319 assigned to him/her by the President or the Board.
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321 **ARTICLE SIX**

322 **COMMITTEES**

323 **Standing Committees**

325 6.01 The Board of Directors may appoint standing committees with such duties and powers as the
326 Board deems appropriate.

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Special Committees

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330 6.02 The Board of Directors may determine from time to time that other committees are necessary
331 or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the
332 Directors of the respective committees.

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Limitation on Committee Authority

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336 6.03 No committee shall have the independent authority to act for or in place of the Board of
337 Directors or to expend any funds, but shall act only in an advisory capacity, and shall report back to
338 the Board as directed.

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340 6.04 The designation and appointment of any such committee, and delegation to that committee of
341 any authority, shall not operate to relieve the Board of Directors, or any individual Director, of any
342 responsibility imposed upon it or upon him or her by law.

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Term of Office of Committee Members

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346 6.05 Each member of a committee shall serve until the next annual appointment of the Board of
347 Directors and until his or her successor is appointed, unless the committee is terminated sooner, or
348 unless such member has ceased to serve on the Board of Directors, or is removed from such
349 committee.

350 6.06 Any committee member may be removed from a committee by the Board whenever in its
351 judgment the best interests of the Corporation would be served by such removal.

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Vacancies on Committees

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355 6.07 Vacancies in the membership of any committee may be filled in the same manner as provided
356 with regard to the original appointments to such committee.

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358 **ARTICLE SEVEN**

359 **FINANCIAL ADMINISTRATION**
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361 The Corporation's financial administration shall be conducted as follows:
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363 **Fiscal Year**

364 7.01 The fiscal year of the Corporation shall begin on October 1 and end on September 30 of the
365 following year.

366 **Budget**
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369 7.02 A budget for the forthcoming fiscal year shall be submitted to, and approved by, the Board of
370 Directors and the City Council of the City of Seabrook. Once a budget is approved, such constitutes
371 approval for the Corporation to expend Corporation funds in accordance with the budget. The budget
372 may be amended from time to time, subject to the same approval requirements, to allow for changes
373 in economic development priorities or to respond to an economic development opportunity.
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375 **Contracts**
376

377 7.03 As provided in Article Five above, the President and Secretary shall execute any contracts or
378 other instruments, which the Board has approved and authorized to be executed; provided, however,
379 the Board may, by appropriate resolution, authorize any other officer or officers or any other agent or
380 agents, to enter into contracts or execute and deliver any instrument in the name and on behalf of the
381 Corporation. Such authority may be confined to specific instances or defined in general terms. When
382 appropriate, the Board may grant a specific or general power of attorney to carry out some action on
383 behalf of the Board; provided, however, no such power of attorney may be granted unless an

384 appropriate resolution of the Board authorizes the same to be performed, subject to approval by City
385 Council.

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387 **Checks and Drafts**
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389 7.04 No check, draft, order for the payment of money or evidence of indebtedness shall be
390 prepared or signed unless same is in accordance with the approved Corporation budget, or an
391 approved budget amendment. All checks, drafts, or orders for the payment of money, notes, or other
392 evidences of indebtedness issued in the name of the Corporation shall be approved by the Board and
393 signed by two officers of the Corporation or their designees.

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395 **Deposits**
396

397 7.05 All funds of the Corporation shall be deposited, on a regular basis, to the credit of the
398 Corporation in a local bank, which shall be federally insured and shall be selected following the
399 procedures and requirements for selecting a depository as set forth in Chapter 105 of the Texas Local
400 Government Code.

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402 **Gifts**
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404 7.06 The Corporation may accept any contribution, gift, bequest, or device for the general purpose
405 or for any special purpose of the Corporation.

406 **Purchasing**
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408 7.07 All purchases made and contracts executed by the Corporation shall be made in accordance
409 with the requirements of the Texas Constitution and laws of the State of Texas.

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411 **Investments**
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413 7.08 Temporary and idle funds, which are not needed for immediate obligations of the Corporation,
414 may be invested in any legal manner as provided in Chapter 2256 of the Texas Government Code,
415 (the Public Funds Investment Act).

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417 **Bonds**
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419 7.09 The Corporation is authorized to issue bonds for appropriate projects, provided they are issued
420 in accordance with all applicable state laws, and with the approval of the Seabrook City Council, after
421 review and comment by the City's bond counsel and financial advisor.

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423 **Uncommitted Funds**
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425 7.10 Any funds of the Corporation that are uncommitted at the end of the fiscal year shall be
426 considered a part of the Fund Balance of the Corporation. The undesignated Fund Balance may be
427 designated for any legal purpose, provided both the Corporation's Board of Directors and the City
428 Council approve such commitment.

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430 **Monthly Reports**
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432 7.11 The City financial office will provide to the Board of Directors a monthly report of all matters
433 required, permitted, or done pursuant to this Article or any contract.

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435 **Annual Audit; Bonding Requirements for Third Party Audits**
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437 7.12 An annual audit of the Corporation's books and funds shall be prepared by a competent
438 independent audit firm as soon as practical following the end of each fiscal year. The Corporation
439 audit shall generally be completed in conjunction with the City's audit. Provided, however, that the
440 Corporation may contract with a third party to perform the Corporation's financial and accounting
441 requirements, including the annual audited financial statement, with the approval and consent of the
442 City Council. The City of Seabrook, or any other contractual entity providing financial services to the

443 Corporation, shall provide to the Board of Directors an annual audited financial statement of all
444 funds.

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446 7.13 If the Corporation independently contracts with an entity other than the City for financial
447 accounting and auditing services, such entity shall be required to provide an official bond in the sum
448 of not less than One hundred Thousand Dollars (\$100,000.00). Such bond shall be procured from a
449 regularly accredited surety company authorized to do business in the state. A copy of such bond shall
450 be filed with the Corporation and with the City Secretary.

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452 7.14 If the Corporation's audit is not completed with the City's, and the Corporation does not elect
453 to contract for financial services, the President, Vice President, and Treasurer of the Board shall each
454 give an official bond in the sum on not less than One Hundred Thousand Dollars (\$100,000.00). The
455 bonds referred to in this section shall be considered for the faithful accounting of all monies and
456 things of value coming into the hands of such officers. The bonds shall be procured from some
457 regularly accredited surety company authorized to do business in the state. The premiums therefore
458 shall be paid by the Corporation. A copy of each officer's bond shall be filed with the City Secretary.

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ARTICLE EIGHT
BOOKS AND RECORDS

463 8.01 The Corporation shall keep correct and complete books and records of all actions of the
464 Corporation, including books and records of accounts and the minutes of meetings of the Board of
465 Directors and of any committee having any authority of the Board and to the City Council. All books
466 and records of the Corporation may be inspected by the City Council or the Directors of the
467 Corporation; and any information that may be designated by law as public information shall be open
468 to public inspection at any reasonable time. The Texas Public Information Act, Chapter 552, Texas
469 Government Code, shall apply to any disclosure of the Corporation's records.

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ARTICLE NINE
SEAL

474 9.01 The Board of Directors shall obtain a corporate seal which shall bear the words "Corporate
475 Seal of Seabrook Economic Development Corporation;" thereafter, the Board may use the corporate
476 seal and may later alter said seal as necessary, without changing the corporate name; however, these
477 Bylaws shall not be construed to require the use of the corporate seal.

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ARTICLE TEN
AMENDMENTS TO BYLAWS

481 10.01 These Bylaws may be amended or repealed, and new Bylaws may be adopted by an
482 affirmative vote of not less than five (5) of the authorized Directors serving on the Board; provided
483 however, that at least ten (10) days prior to the meeting at which such action is taken, written notice
484 setting forth the proposed action shall have been given to all Directors, and public notice regarding
485 such action given according to the requirements of the Texas Open Meetings Act and Public
486 Information Act.

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488 10.02 Notwithstanding the foregoing, no amendment or new Bylaw shall become effective until
489 approved by the City Council.

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ARTICLE ELEVEN
DISSOLUTION

493 11.01 Dissolution of the Corporation may be effected as provided for in the Development
494 Corporation Act of 1979.

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ARTICLE TWELVE
INDEMNITY

498 12.01 The Corporation hereby agrees to indemnify and hold harmless each current or former
499 Director or Officer of the Corporation from and against any costs, expenses (including attorney's
500 fees), fines, settlements, judgments, liabilities, and other amounts, actually and reasonably incurred

501 by such person in any action, suit, or proceeding to which he or she is made a party by reason of
502 holding such position; provided, however, such Officer or Director shall not receive such
503 indemnification if he/she is finally adjudicated to be liable for negligence or misconduct with
504 respect to the matter for which indemnity is sought. The indemnification herein provided shall also
505 extend to good faith expenditures incurred in anticipation or, or preparation for, threatened or
506 proposed litigation. The Board of Directors may, in proper case, extend this indemnification to cover
507 the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.
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509 The Corporation is authorized to secure independent insurance or to participate in and be
510 included in the coverage provided by the City of Seabrook through the Texas Municipal League
511 Insurance Risk Pool, or other insurance program.

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513 12.02 Furthermore, to the extent allowed by law, the Corporation agrees to indemnify and hold
514 harmless and defend the City of Seabrook, its officers, agents, and its employees, from and against
515 liability for any and all claims, liens, suits, demands, and/or actions for damages, injuries to persons
516 (including death), property damage (including loss of use), and expenses, including court costs and
517 attorneys' fees and other reasonable costs arising out of or resulting from the Corporation's activities,
518 and from any liability arising out of or resulting from the intentional acts or negligence, including all
519 such causes of action based upon common, constitutional, or statutory law, or based in whole or in
520 part upon the negligent or intentional acts or omissions of the Corporation, including but not limited
521 to its officers, agents, employees, licensees, invitees, and other persons.

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523 12.03 It is further agreed that, with respect to the above indemnity, the City of Seabrook and the
524 Corporation will provide each other with prompt and timely notice of any event covered that in any
525 way, directly or indirectly, contingently or otherwise, affects or might affect the Corporation or the
526 City of Seabrook, and the City shall have the right to compromise and defend the same to the extent
527 of its own interests. It is further agreed that this indemnity clause shall be an additional remedy to the
528 City of Seabrook and not an exclusive remedy.

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ARTICLE THIRTEEN
MISCELLANEOUS

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Relation to Articles of Incorporation

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13.01 These Bylaws are subject to, and governed by, the Corporation's Articles of Incorporation,
and applicable State statutes under which the Corporation is organized

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CERTIFICATE

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This is to certify that the foregoing is a true and correct copy of the amended Bylaws of the
Corporation and that such Bylaws were duly amended and adopted by the Board of Directors of the
Corporation on the date set forth below.

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Adopted as amended, by an affirmative vote of the Board of Directors, as reflected in the
minutes of this meeting, on the 8th day of September, 2011.

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Ernie Davis, President

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ATTEST:

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Natalie Picha, Secretary