

1
2 **BYLAWS OF THE**
3 **SEABROOK ECONOMIC DEVELOPMENT CORPORATION**
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5 **ARTICLE ONE**

6 **OFFICE AND AGENT**

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

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13 **ARTICLE TWO**

14 **PURPOSE**

15 2.01 The Corporation is a non-profit corporation specifically governed by Section 4B of the Texas
16 Development Corporation Act of 1979, (Chapters 501-502, 505, Texas Local Government Code (hereinafter
17 referred to the "Act.")). The Corporation shall have all of the powers enumerated in the Act, except as limited
18 by these Bylaws, its Articles of Incorporation, or determination of the City Council.

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20 2.02 The purpose of the Corporation is to use economic development resources to encourage and promote the
21 general economic welfare of the City, its residents and businesses as authorized by the Act, as it may be
22 amended.

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25 **ARTICLE THREE**

26 **MEMBERS**

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

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32 **ARTICLE FOUR**

33 **BOARD OF DIRECTORS**
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35 **Management of the Corporation**

36 4.01 The business and affairs of the Corporation and all corporate powers shall be exercised by or under
37 authority of the Board of Directors (the "Board"), appointed by the governing body of the City of Seabrook, and
38 subject to applicable limitations imposed by the Texas Non-Profit Corporation Act, the Texas Business Corporation
39 Act, the Texas Development Corporation Act, its Articles of Incorporation, or these Bylaws. The Board may, by
40 contract, resolution, or otherwise, provide general or limited special power and authority to the officers and
41 employees of the Corporation to transact the general business or any special business of the Corporation, and may
42 give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

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44 **Number, Qualifications, and Tenure of Directors**

45 4.02 The authorized number of Directors of this Board shall be seven (7). The City Council shall appoint the
46 Directors of the Corporation in accordance with the Act and the City's Home Rule Charter, as each may be
47 amended. The membership of the Board of Directors shall include the Mayor and one additional member of
48 City Council. At least five (5) Directors of the Board shall not be officers or employees of the City of Seabrook
49 or members of its City Council, and these five (5) Directors shall be referred to as "Public Members" and/or
50 as "Public Directors" of the Board of Directors.

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52 The terms of office for the Directors of the Board are as follows: (a) The term of Directors who are also
53 members of the City Council, shall be two (2) years; such two (2) year[s] term to run concurrently with the
54 respective Council member's term of elected office; (b) The terms of Public Members shall be by appointment
55 by the City Council for staggered two (2) year terms. Beginning in January 2025, three (3) members will be
56 appointed for two-year terms. In January 2026, two (2) members will be appointed for two-year terms.
57 Thereafter, appointments will continue every two years in even-numbered years.

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59 Any Director who is a member of the governing body of the City shall cease to be a Director at the time he or
60 she ceases to be a member of the City Council. A director may be removed by the City Council at any time
61 without cause. Each director shall be a resident of the City of Seabrook.

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63 **Vacancies**

64 4.03 Any vacancy occurring on the Board of Directors shall be filled by appointment by the City Council of
65 the City. All interviews by the City Council to fill vacancies for directors shall be conducted in open meetings.
66 A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in
67 office.

69 **Ex Officio Representatives of the Board**

70 4.04 The City Manager shall serve as an ex officio representative of the Board and may attend all meetings of
71 the Board or its Committees including executive sessions, if allowed by law. He or she shall not have the
72 power to vote. In addition, the Board of Directors may appoint representatives from area organizations to serve
73 as ex officio, non-voting members of the Board.

74 **General Duties of the Board**

75
76 4.05 The Board is hereby required to perform the following duties:

77
78 a. The Board shall develop or cause to be developed, an overall economic development plan for
79 the City, which shall include and set short-term goals and long-term goals that the Board deems
80 necessary to accomplish its purpose as stated in Section 2.01 hereof.

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82 This plan shall require approval by the City Council of the City and may include the following elements:

- 83
84 1. An economic development strategy to bolster the business climate throughout the City.
85 2. Strategies to fully utilize the assets of the City that enhance economic development.
86 3. Identification of strategies to coordinate public, private, and academic resources to
87 develop and enhance business opportunities.
88 4. Assurance of accountability of all tax monies expended by the Corporation for
89 implementation of the overall economic development plan.
90 5. Identification and implementation of strategies for economic development.
91 6. An annual work plan outlining the anticipated activities, tasks, projects, and programs
92 to be undertaken by the Board during the upcoming fiscal year. The annual work plan
93 shall be submitted with the Corporation's annual budget, as outlined in Section 7.02 of
94 these Bylaws.

95
96 b. The Board shall review the overall economic development plan at least once each year to ensure
97 that said plan is up-to-date with the current economic climate.

98
99 c. The Board shall expend, in accordance with State law, any tax funds received by it on economic
100 development as allowed by law, to:

- 101
102 1. Pay the costs of projects found by the Board to be required or suitable for use for
103 professional and amateur (including children's) sports, athletic, entertainment, tourist,
104 convention, and public park purposes and events, including stadiums, ball parks,

105 auditoriums, amphitheatres, concert halls, learning centers, parks and park facilities,
106 and related space improvements, museums, exhibition facilities, and related store,
107 restaurant, concession, and automobile parking facilities, related area transportation
108 facilities,
109 and related roads, streets, and water and sewer facilities, and other related improvement
110 that enhance any of those items; or

- 111 2. Pay the principal of, interest on, and other costs relating to bonds or other obligations
- 112 issued by the Corporation to pay the costs of the projects or to refund bonds or other
- 113 obligations.
- 114 3. Fund any other Project(s) authorized by law.

115 d. The Board may contract with the City of Seabrook, or with another entity, for administrative
116 services. The Board may plan and direct its work through a designated employee of the City of
117 Seabrook, or other contractual entity, who will be charged with the responsibility of carrying
118 out the Corporation's plan and program as adopted by the Board.
119

120 e. The Board shall make a detailed annual report to the City Council once each year. This report
121 shall include, but not be limited to, the following:

- 122 1. A review of all expenditures made by the Board in connection with their activities
- 123 involving direct economic development as defined in this Section together with a report
- 124 of all other expenditures made by the Board.
- 125 2. A review of the accomplishments of the Board in the area of direct economic
- 126 development.
- 127 3. The policies and strategy followed by the Board in relation to direct economic
- 128 development, together with any new or proposed changes in said policies and strategy.
- 129 4. The activities of the Board for the budget year addressed in said annual report, together
- 130 with any proposed change in said activity or activities as they relate to direct economic
- 131 development.
- 132 5. A review of the activities of the Board in areas of endeavors other than direct economic
- 133 development, together with any proposed changes in these activities.
- 134 6. An annual report for consideration for review and acceptance by the City Council.
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137 f. The Board shall be accountable to the City Council for all activities undertaken by them or on
138 their behalf, and shall report on all activities of the Board, whether discharged directly by the
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Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board. A mid-year report, shall be made by the Board to the City Council, and shall include, but not be limited to the following:

1. Accomplishments to date as compared with the overall plan or strategy for direct economic development.
2. Anticipated short-term challenges during the next six-month reporting period, together with recommendations to meet short-term challenges.
3. Long-term issues to be addressed over the succeeding twelvemonth period or longer period of time, together with recommendations to meet such issues with emphasis to be placed on direct economic development.
4. 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.

Implied Duties

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.

Meetings

4.07 The Board shall hold regular meetings, generally, once a month. The Chairperson may call special meetings when, in his/her 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 Chair 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.

4.08 No meetings of the Board of Directors shall be held outside the boundaries of the City.

Attendance

4.09 Regular attendance at the Board meetings is required of each Director and the attendance record of each Director shall be submitted to the Council prior to any reappointment to the Board. The following number of absences may constitute the need for replacement of a Director: three (3) consecutive absences or attendance reflecting unexcused absences; or absences constituting fifty percent (50%) of the regularly scheduled meetings over any twelve (12) month period. In the event replacement for unexcused absences is indicated, the Chair will counsel the Director, and **if there are recurring absences** subsequently, the Chairperson shall

174 submit, in writing to the City Secretary, to be forwarded to the City Council, a request to consider replacing
175 the Director in question.

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Quorum

178 4.10 For the purposes of convening a meeting and transacting the business of the Corporation at any meeting,
179 a majority of the appointed members of the Board shall constitute a quorum. If there is an insufficient number
180 of Directors present to convene a meeting and transact business, the presiding officer shall adjourn the meeting.

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Compensation

182
183 4.11 The Directors shall serve without compensation, but shall be reimbursed as allowed by State law and
184 approved by the Board, for actual or commensurate costs of travel, lodging, and/or incidental expenses
185 incurred while performing official business of the Board.

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Voting; Action of the Board of Directors

187
188 4.12 Directors must be present in order to vote at any meeting. Unless otherwise provided in these Bylaws, the
189 Corporation's Articles of Incorporation, or State law, the act of a simple majority of the Directors present at
190 any meeting is sufficient to constitute action of the Board and authorize the Chair of the Board to take further
191 action. For any vote or item presented for action to the Board, for which a Director is aware of a conflict of
192 interest or potential conflict of interest, with regard to any particular vote, the Director shall bring the same to
193 the attention of the Board, file any affidavit required to be filed by state law, and shall abstain from discussion
194 and voting. Any Director may bring any apparent conflict of interest to the attention of the Board before any
195 vote shall be taken regarding that particular matter. In absence of a conflict of interest, each Director present
196 at the meeting shall vote for or against each question brought before the Board.

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Board's Relationship with City Council

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199 4.13 In accordance with State law, the City Council shall require the Corporation to be responsible for the
200 proper discharge of the duties assigned in this Article. All policies for program administration shall be
201 submitted for City Council approval, and the Board shall administer said programs accordingly. The Board
202 shall determine its policies and direction within the limitations of the duties herein imposed, by applicable
203 laws, the Corporation's Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget
204 and fiduciary responsibilities.

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Administration of Economic Development Programs

206
207 4.14 The Corporation may, with approval of the City Council, contract with the City of Seabrook, or with
208 another entity or individual, for full or part-time employees as needed to carry out the programs of the

209 Corporation. These employees shall perform those duties outlined in state law, and any employees may be
210 included within the City's retirement and insurance plans, provided the Corporation reimburses the City for
211 these costs.

212
213 4.15 The Corporation and the City may agree in writing for the provision of required administrative services
214 necessary for the operation of the Corporation, whether in addition to or in place of any Corporation
215 employees. The Corporation shall reimburse the City for the City's actual costs. The Board shall make any
216 request for services of the City in writing to the City Manager. The City Manager may approve any request
217 for assistance when he/she finds the requested services are available within the administrative departments of
218 the City, and that the Board has agreed to reimburse the administrative department's budget for the costs of the
219 services provided.

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221 4.16 The Board is authorized to hire its own legal counsel.

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223 4.17 The Corporation may, with approval of the City Council, contract with any qualified and appropriate
224 person, association, corporation, or governmental entity to perform and discharge designated tasks which will
225 aid or assist the Board in the performance of its duties. However, no contract shall ever be approved or entered
226 into which seeks or attempts to divest the Board of Directors of its discretion and policy-making functions in
227 discharging the duties hereinabove set forth.

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230 **ARTICLE FIVE**

231 **OFFICERS**

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233 **Officers of the Corporation**

234 5.01 The elected officers of the Corporation shall be Chairperson (Chair), Vice Chairperson (Vice-Chair),
235 Secretary, and Treasurer. The Board may resolve to elect one or more Assistant Secretaries or one or more
236 Assistant Treasurers as it may consider desirable. Officers shall have the authority and perform the duties of
237 their office as the Board may prescribe or as the Secretary or Treasurer may delegate to his or her respective
238 Assistant. No Director shall hold more than one office at any time.

239
240 **Selection of Officers**

241 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
242 each officer shall always be for a period of one (1) year; provided, however, each officer shall continue to
243 serve until the election of his or her successor unless the Director has been replaced. The Mayor shall not
244 serve as an officer. Elections shall be held at the annual meeting of the Board.

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Vacancies

5.03 A vacancy in any office, which occur by reason of death, resignation, disqualification, removal, or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term of that office, in the same manner as other officers are elected by the Board.

Chair

5.04 The Chair shall be the presiding officer of the Board. In general, the Chair shall perform all duties incident to the office, and other duties as shall be prescribed by the Board of Directors. The Chair shall also have the following specific authority:

- a. To preside over all meetings of the Board;
- b. To vote on all matters coming before the Board;
- c. To call a special meeting of the Board, upon notice to all Board members when, in his judgment, a meeting is necessary;
- d. To cancel any regularly scheduled meeting of the Board when there is no business to discuss, provided s/he gives notice to the Board and to the public of the cancellation, as provided in Section 4.07 hereof.

In addition to the above-mentioned duties and authority, the Chair shall sign, with the Secretary of the Board, any resolutions, policies, deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has approved and unless execution of said document has been expressly delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a specific provision of these Bylaws. All instruments are subject to the approval of the City Council, which approval shall be noted thereon. In general, the Chair shall perform all duties incident to the office, and other duties as prescribed by the Board.

Vice Chair

5.05 In the absence of the Chair, or in the event of his or her inability to act, the Vice Chair shall perform the duties of the Chair. When so acting, the Vice Chair shall have all powers of shall perform the duties of the Chair. When so acting, the Vice Chair shall have all powers of and be subject to all the same restrictions as the Chair. The Vice Chair shall also perform other duties as may be assigned to him or her by the Chair as provided by law.

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Secretary

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

Treasurer

5.07 The Treasurer shall cause to be kept, at the Corporation's registered office, a record of all receipts and expenditures of the funds of the Corporation. The Treasurer shall perform all the duties incident to that office and other duties as may be assigned by the Chair of the Board.

Assistant Secretaries and Assistant Treasurers

5.08 The Assistant Secretaries and Assistant Treasurers, shall perform the duties assigned by the Chair or the Board.

ARTICLE SIX

COMMITTEES

Standing Committees

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

Special Committees

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

Limitation on Committee Authority

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

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

315 **Term of Office of Committee Members**

316 6.05 Each member of a committee shall serve until the next annual appointment of the Board of Directors and
317 until his or her successor is appointed, unless the committee is terminated sooner, the member has ceased to
318 serve on the Board of Directors, or is removed from the committee.

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320 6.06 Any committee member may be removed from a committee by the Board whenever in its judgment the
321 best interests of the Corporation would be served by removal.

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324 **Vacancies on Committees**

325 6.07 Vacancies in the membership of any committee may be filled in the same manner as the original
326 appointments.

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328 **ARTICLE SEVEN**

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330 **FINANCIAL ADMINISTRATION**

331 The Corporation's financial administration shall be conducted as follows:

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333 **Fiscal Year**

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335 7.01 The fiscal year of the Corporation shall begin on October 1 and end on September 30 of the following
336 year.

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338 **Budget**

339 7.02 A budget for the forthcoming fiscal year shall be submitted to, and approved by, the Board of Directors
340 and the City Council of the City of Seabrook. Once a budget is approved, this constitutes approval for the
341 Corporation to expend Corporation funds in accordance with the budget. The budget may be amended, subject
342 to the same approval requirements, to allow for changes in economic development priorities or to respond to
343 an economic development opportunity.

344
345 **Contracts**

346 7.03 As provided in Article Five above, the Chair and Secretary shall execute any contracts or other
347 instruments, which the Board has approved and authorized to be executed; provided, however, the Board may,
348 by appropriate resolution, authorize any other officer or officers or any other agent or agents, to enter into
349 contracts or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority
350 may be confined to specific instances or defined in general terms.

351 When appropriate, the Board may grant a specific or general power of attorney to carry out some action on
352 behalf of the Board; provided, however, no power of attorney may be granted unless an appropriate resolution
353 of the Board authorizes the same to be performed, subject to approval by City Council.

354
355 **Checks and Drafts**

356 7.04 No check, draft, order for the payment of money or evidence of indebtedness shall be prepared or signed
357 unless same is in accordance with the approved Corporation budget, or an approved budget amendment. All
358 checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the
359 name of the Corporation shall be approved by the Board and signed by two officers of the Corporation or their
360 designees.

361
362 **Deposits**

363 7.05 All funds of the Corporation shall be deposited, on a regular basis, to the credit of the Corporation in a
364 local bank, which shall be federally insured and shall be selected following the procedures and requirements
365 for selecting a depository as set forth in Chapter 105 of the Texas Local Government Code.

366
367 **Gifts**

368 7.06 The Corporation may accept any contribution, gift, bequest, or device for the general purpose or for any
369 special purpose of the Corporation.

370
371 **Purchasing**

372 7.07 All purchases made and contracts executed by the Corporation shall be made in accordance with the
373 requirements of the Texas Constitution and laws of the State of Texas.

374
375 **Investments**

376 7.08 Temporary and idle funds, which are not needed for immediate obligations of the Corporation, may be
377 invested in any legal manner as provided in Chapter 2256 of the Texas Government Code, (the Public Funds
378 Investment Act).

379
380 **Bonds**

381 7.09 The Corporation is authorized to issue bonds for appropriate projects, provided they are issued in
382 accordance with all applicable state laws, and with the approval of the Seabrook City Council, after review
383 and comment by the City's bond counsel and financial advisor.

384

385 **Uncommitted Funds**

386 7.10 Any funds of the Corporation that are uncommitted at the end of the fiscal year shall be considered a part
387 of the Fund Balance of the Corporation. The undesignated Fund Balance may be designated for any legal
388 purpose, provided both the Corporation's Board of Directors and the City Council approve the commitment.
389 This designation may include the establishment of a Permanent Reserve Fund, which shall be accumulated for
390 the purpose of using the interest earnings of the Fund to finance operation of the Corporation.

391 **Monthly Reports**

392
393 7.11 The City financial office will provide to the Board of Directors a monthly report of all matters required,
394 permitted, or done pursuant to this Article or any contract.

395 **Annual Audit; Bonding Requirements for Third Party Audits**

396
397 7.12 An annual audit of the Corporation's books and funds shall be prepared by a competent independent audit
398 firm as soon as practical following the end of each fiscal year. The Corporation audit shall generally be
399 completed in conjunction with the City's audit. Provided, however, that the Corporation may contract with a
400 third party to perform the Corporation's financial and accounting requirements, including the annual audited
401 financial statement, with the approval and consent of the City Council. The City of Seabrook, or any other
402 contractual entity providing financial services to the Corporation, shall provide to the Board of Directors an
403 annual audited financial statement of all funds.

404
405 7.13 If the Corporation independently contracts with an entity other than the City for financial accounting and
406 auditing services, the entity shall be required to provide an official bond in the sum of not less than One
407 hundred Thousand Dollars (\$100,000.00). Such bond shall be procured from a regularly accredited surety
408 company authorized to do business in the state. A copy of the bond shall be filed with the Corporation and
409 with the City Secretary.

410
411 7.14 If the Corporation's audit is not completed with the City's, and the Corporation does not elect to contract
412 for financial services, the Chair, Vice Chair, and Treasurer of the Board shall each give an official bond in the
413 sum on not less than One Hundred Thousand Dollars (\$100,000.00). The bonds referred to in this section shall
414 be considered for the faithful accounting of all monies and things of value coming into the hands of such
415 officers. The bonds shall be procured from some regularly accredited surety company authorized to do business
416 in the state. The premiums shall be paid by the Corporation. A copy of each officer's bond shall be filed with
417 the City Secretary.

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420 **ARTICLE EIGHT**

421 **BOOKS AND RECORDS**

422 The Corporation shall keep correct and complete books and records of all actions of the Corporation, including
423 books and records of accounts and the minutes of meetings of the Board of Directors and of any committee
424 having any authority of the Board and to the City Council. Members of the City Council and Directors of the
425 Corporation may inspect the books of the Corporation, and any information that may be designated by law as
426 public information shall be open to public inspection at any reasonable time. The Texas Public Information
427 Act, Chapter 552, Texas Government Code, shall apply to any disclosure of the Corporation's records.

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430 **ARTICLE NINE**

431 **SEAL**

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

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438 **ARTICLE TEN**

439 **AMENDMENTS TO BYLAWS**

440 10.01 These Bylaws may be amended or repealed, or new Bylaws may be adopted by an affirmative vote of
441 not less than five (5) of the authorized Directors serving on the Board; provided however, that at least ten (10)
442 days prior to the meeting at which action is taken, written notice setting forth the proposed action shall have
443 been given to all Directors, and public notice regarding the action has been given according to the requirements
444 of State law.

445 10.02 No amendment or new Bylaw shall become effective until approved by the City Council.

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448 **ARTICLE ELEVEN**

449 **DISSOLUTION**

450 Dissolution of the Corporation may be effected as provided for in the Act.

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453 **ARTICLE TWELVE**

454 **INDEMNITY**

455 12.01 The Corporation hereby agrees to indemnify and hold harmless each current or former Director or
456 Officer of the Corporation from and against any costs, expenses (including attorney's fees), fines, settlements,
EDC Bylaws

457 judgments, liabilities, and other amounts, actually and reasonably incurred in any action, suit, or proceeding
458 to which he or she is made a party by reason of holding this position in accordance with the limitations imposed
459 by law; provided, however, an Officer or Director shall not be eligible for indemnification if he/she is finally
460 adjudicated to be liable for gross negligence or intentional/willful misconduct with respect to the matter for
461 which indemnity is sought. The indemnification herein provided shall also extend to good faith expenditures
462 incurred in anticipation or, or preparation for, threatened or proposed litigation. The Board of Directors may,
463 in proper case, extend this indemnification to cover the good faith settlement of any action, suit, or
464 proceedings, whether formally instituted or not.

465
466 12.02 The Corporation is authorized to secure independent insurance or to participate in and be included in the
467 coverage provided by the City of Seabrook through the Texas Municipal League Insurance Risk Pool, or other
468 insurance program.

469
470 12.03 Furthermore, to the extent allowed by law, the Corporation agrees to indemnify and hold harmless and
471 defend the City of Seabrook, its officers, agents, and its employees, from and against liability for any and all
472 claims, liens, suits, demands, and/or actions for damages, injuries to persons (including death), property
473 damage (including loss of use), and expenses, including court costs and attorneys' fees and other reasonable
474 costs arising out of or resulting from the Corporation's activities, and from any liability arising out of or
475 resulting from the intentional acts or negligence, including all causes of action based upon common,
476 constitutional, or statutory law, or based in whole or in part upon the negligent or intentional acts or omissions of
477 the Corporation, including but not limited to its officers, agents, employees, licensees, invitees, and other
478 persons.

479
480 12.04 With respect to the above indemnity, the City of Seabrook and the Corporation will provide each other
481 with prompt and timely notice of any event covered that in any way, directly or indirectly, contingently or
482 otherwise, affects or might affect the Corporation or the City of Seabrook, and the City shall have the right to
483 compromise and defend the same to the extent of its own interests. It is further agreed that this indemnity
484 clause shall be an additional remedy to the City of Seabrook and not an exclusive remedy.

485
486 12.05 Furthermore, as set out in the Act, the Corporation, a Director of the Corporation, the City creating the
487 Corporation, a member of the governing body of the City, or an employee of the Corporation or City is not
488 liable for damages arising from the performance of a governmental function of the Corporation or City. For
489 the purposes of Chapter 101, Civil Practice and Remedies Code, the Corporation is a governmental unit and
490 its actions are governmental functions.

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492 ARTICLE THIRTEEN

493 MISCELLANEOUS

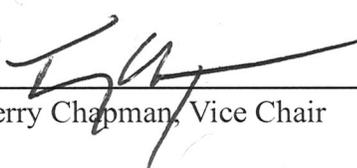
494 **Relation to Articles of Incorporation**

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

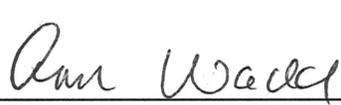
498 **CERTIFICATE**

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

503 Adopted as amended, by an affirmative vote of the Board of Directors, as reflected in the minutes of
504 this meeting, on the 8th day of August, 2024.

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511 _____
512 Terry Chapman, Vice Chair
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515 ATTEST:

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518 _____
519 Ann Wacker, Secretary
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