

ALLEN OWEN
Chair
YOLANDA FORD
Vice-Chair
JERRY WYATT
Director
CHRIS PRESTON
Director
JEFFREY L. BONEY
Director



ANTHONY MAROULIS
Director
FLOYD EMERY
Director
ANTHONY SNIPES
Chief Administrative Officer
EDENA ATMORE
Treasurer
E. JOYCE IYAMU
Secretary

MISSOURI CITY RECREATION AND LEISURE LOCAL GOVERNMENT CORPORATION MEETING AGENDA

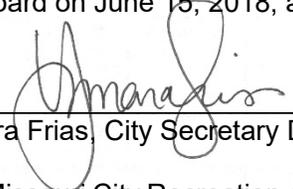
Notice is hereby given of a meeting of the Board of Directors of the Missouri City Recreation and Leisure Local Government Corporation to be held on **Monday, June 18, 2018 at 6:00 p.m.** at: **City Hall, Council Conference Room, 2nd Floor, behind the Council Chamber**, 1522 Texas Parkway, Missouri City, Texas, for the purpose of considering the following agenda items. All agenda items are subject to action. The Board of Directors of the Missouri City Recreation and Leisure Local Government Corporation reserves the right to meet in a closed session on any agenda item should the need arise and if applicable pursuant to authorization by Title 5, Chapter 551, of the Texas Government Code.

1. **ROLL CALL**
2. Consider approving the minutes of the meeting of December 18, 2017.
3. Consider adoption of updated bylaws.
4. **CLOSED EXECUTIVE SESSION**
The Board of Directors may go into Executive Session regarding any item posted on the Agenda as authorized by Chapter 551 of the Texas Government Code.
5. **RECONVENE** into Regular Session and consider action, if any, on items discussed in Executive Session.
6. **ADJOURN**

In compliance with the Americans with Disabilities Act, the City of Missouri City will provide for reasonable accommodations for persons attending Missouri City Recreation and Leisure Local Government Corporation meetings. To better serve you, requests should be received 24 hours prior to the meetings. Please contact Maria Jackson, City Secretary, at 281.403.8686.

CERTIFICATION

I certify that a copy of the June 18, 2018, agenda of items to be considered by the Missouri City Recreation and Leisure Local Government Corporation was posted on the City Hall bulletin board on June 15, 2018, at 4:00 p.m.



Yomara Frias, City Secretary Department

I certify that the attached notice and agenda of items for consideration by the Missouri City Recreation and Leisure Local Government Corporation was removed by me from the City Hall bulletin board on the ____ day of _____, 2018.

Title: _____

ALLEN OWEN
Chair
YOLANDA FORD
Vice-Chair
JERRY WYATT
Director
CHRIS PRESTON
Director
JEFFREY L. BONEY
Director



ANTHONY MAROULIS
Director
FLOYD EMERY
Director
ANTHONY SNIPES
Chief Administrative Officer
EDENA ATMORE
Treasurer
E. JOYCE IYAMU
Secretary

**MISSOURI CITY RECREATION AND LEISURE
LOCAL GOVERNMENT CORPORATION
DECEMBER 18, 2017 MEETING MINUTES**

The Board of Directors of the Missouri City Recreation and Leisure Local Government Corporation held a meeting on **Monday, December 18, 2017**, at **5:30 p.m.** at City Hall, Council Conference Room, 2nd Floor, behind Council Chambers, 1522 Texas Parkway, Missouri City, Texas, to consider the following:

1. ROLL CALL

Chair Owen called the meeting to order at 5:38 p.m.

Those also present: Directors Preston, Boney, Maroulis, and Emery; Chief Administrative Officer Snipes; Secretary Iyamu; Golf Course Manager Stittleburg; Assistant City Manager Atkinson; Assistant City Manager Elmer; City Secretary Jackson; Treasurer Atmore; Chief Performance Officer Weisenberger; Director of Development Services Spriggs; Director of Communications Walker; Customer Relations Specialist II Nixon; Media Relations Specialist II Kalimkoottil and Media Relations Specialist Stottlemeyer. Also present: John Hightower and Glen Whitehead. Absent: Vice-Chair Ford and Director Wyatt.

2. Consider approving the minutes of the meeting of November 6, 2017.

Director Emery moved to approve the minutes of the November 6, 2017 meeting. Director Boney seconded. **MOTION PASSED UNANIMOUSLY.**

3. Present the end of year report.

General Manager Stittleburg presented the end of year report.

4. CLOSED EXECUTIVE SESSION

There was no closed executive session.

5. ADJOURN

Chair Owen moved to adjourn the meeting at 6:09 p.m. Director Emery seconded. **MOTION PASSED UNANIMOUSLY.**

BY: _____
Allen Owen, Chair

ATTEST: _____
E. Joyce Iyamu, Secretary



**LGC
AGENDA ITEM COVER MEMO**

June 18, 2018

To: Board of Directors
Agenda Item: 3 – Consider adoption of updated bylaws for the LGC
Submitted by: Tyson Stittleburg, PGA

SYNOPSIS

The current LGC bylaws state that the fiscal year for the LGC is from July through June. In keeping with the changes to the City of Missouri City stated fiscal year changes, this proposal changes the LGC fiscal year to the same term.

STRATEGIC PLAN 2019 GOALS ADDRESSED

- Maintain a financially sound City
- Develop a high performing City team

BACKGROUND

Section 6.2 and Section 6.5 of the current Bylaws state that the Fiscal Year for the LGC should be July through June. This amendment would change Section 6.2 to state October through September and would remove Section 6.5.

SUPPORTING MATERIALS

1. Changes marked version of the LGC Bylaws

STAFF'S RECOMMENDATION

Staff recommends approving this amendment to align the LGC fiscal year with that of the City of Missouri City.

Director Approval: Tyson Stittleburg, PGA

**Assistant City Manager/
City Manager Approval:** Anthony Snipes, City Manager

BYLAWS
OF
MISSOURI CITY RECREATION AND LEISURE
LOCAL GOVERNMENT CORPORATION

ARTICLE 1
Principal Office

The principal office of Missouri City Recreation and Leisure Local Government Corporation ("the Corporation") is located in the City of Missouri City, Counties of Fort Bend and Harris, State of Texas.

ARTICLE 2
Governmental Purposes

Section 2.1. General Purposes. The Corporation is created and organized as a Local Government Corporation pursuant to Subchapter O of Chapter 431 of the Texas Transportation Code, and as further regulated by Chapter 394 of the Texas Local Government Code, and Chapter 9 of Title 32 of the Texas Civil Statutes, to perform governmental functions on behalf of the City of Missouri City, Texas. The Corporation is a public, non-profit local government corporation.

Section 2.2. Specific Objectives and Purposes. The specific objectives and purposes of this Corporation are to aid and assist the City in providing a first class system of public parks and recreation facilities to promote a healthful environment within the City. These purposes and objectives are to be achieved by entering into contracts with the City for specific projects under which the Corporation will acquire, improve, maintain or operate specific parks or recreational facilities as specified in those contracts.

Section 2.3. Members. The Corporation has no members and is a nonstock Corporation.

ARTICLE 3
Directors

Section 3.1. Qualifications. Qualifications for Directors of this Corporation shall be as follows: Board members shall be the elected and duly qualified and sitting members of the City Council of the City Missouri City, Texas.

Section 3.2. Number. The Corporation shall have seven (7) Directors, and collectively they shall be known as the Board of Directors.

Section 3.3. Term of Office. The term of office for each Director shall run concurrently with the term of office such Director holds as a member of the City Council of the City of Missouri City, Texas.

Section 3.4. Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3.5. Duties. It shall be the duty of the Directors, acting as the Board, to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees, including the General Manager, of the Corporation;
- c. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3.6. Compensation. Directors shall serve without compensation except that expenses incurred in the course of the Corporation's business may be reimbursed.

Section 3.7. Place of Meetings. All regular and special meetings shall be held within the city limits of the City of Missouri City, Texas, at a location provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors, if such designation is properly notified as provided under any notification provision of these Bylaws. No meeting may be held by use of remote communications technology.

Section 3.8. Regular Meetings. Regular meetings of Directors shall be held at least once every three months on a date to be determined by the Board of Directors, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. At the last regular meeting of Directors during each fiscal year, officers shall be elected by the Board of Directors for the following fiscal year.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, by any two Directors, or by the Secretary and Treasurer.

Section 3.10. Notice of Meetings.

- a. Generally. The Secretary shall cause notice of the time and place of each meeting of the Board of Directors to be given to each Director. Such notice may be in writing, in person, or by telephone. Notice of each meeting shall be given to the public in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended.
- b. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Whenever any notice of a meeting is required to be given to the public under any provision of the Articles of Incorporation, these Bylaws, or the law of this state, such notice to the public may not be waived.

Section 3.11. Quorum for Meetings. A quorum shall consist of four (4) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 3.12. Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 3.13. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated, or in his or her absence, the Vice-Chair of the Board, or in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 3.14. Vacancies. Vacancies on the Board of Directors shall exist upon the death, of any Director, or whenever a Director resigns from or is removed from his elected position on the City Council of the City of Missouri City.

Section 3.15. Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 3.16. Indemnification by Corporation of Directors and Officers. The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 3.17. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 3.18. Voting. No member of the Board may vote via absentee ballot nor via proxy. Any person attempting to vote as a proxy shall not be counted for purposes of determining quorum or for tabulating any vote taken by the Board.

ARTICLE 4 Officers

Section 4.1. Board Officers. The Mayor of the City shall be the Chair of the Board of Directors, and the Mayor Pro Tern shall be the Vice-Chair. Except as provided in Section 4.1.4 below, the Board shall elect from among its members a Secretary, a Treasurer, and such other Board officers, and for such terms, as it deems necessary and appropriate.

Section 4.1.1. Chair. The Chair of the Board of Directors shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board, and shall perform such other duties as may be prescribed by the Board. In the event the Chair is unable or unwilling to perform the duties of such office, the Vice-Chair shall act in such capacity.

Section 4.1.2. Secretary. The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

- b. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- e. Make provision for the review, at reasonable times and in accordance with the Public Information Act, of these Bylaws, the minutes of the proceedings of the Board of Directors, and such other records that are not subject to protection from disclosure by law, to members of the Board of Directors and the general public.
- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.1.3. Treasurer. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

- e. Make provision for the review, at reasonable times and in accordance with the Public Information Act, of the books of account and financial records that are not subject to protection from disclosure by law, to members of the Board of Directors and the general public.
- f. Render to the Board of Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.1.4. Delegation of Duties of Secretary and/or Treasurer.

Notwithstanding the provisions of Sections 4.1.2 and 4.1.3 above, the Board of Directors may dispense with the Board offices of Secretary and Treasurer, either or both, and delegate the duties of each such office to a non-member of the Board of Directors. In such event, the persons holding such offices shall be deemed Corporate Officers of the Corporation and subject to the appointment and removal provisions of Section 4.2 below.

Section 4.2. Corporate Officers. The Board of Directors may designate from time to time such Corporate Officers as it deems necessary and appropriate. The manner of appointment to such offices shall be at the discretion of the Board of Directors.

Section 4.2.1. Removal and Resignation. Any Corporate Officer appointed by the Board of Directors shall be subject to removal at any time, with or without cause, by the Board of Directors. Any officer may resign, at any time, by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.2.2. Vacancies. Corporate Officer vacancies may or may not be filled, as determined in the sole discretion of the Board of Directors.

ARTICLE 5 Committees

Section 5.1. Advisory Committees. The Corporation shall have such committees as it may from time to time designate by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in advisory capacities only.

Section 5.2. Prohibition of Delegation of Authority. The Board of Directors may not delegate to any committee the powers and authority of the Board in the management of the business and affairs of the Corporation.

Section 5.3. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws governing meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 Execution of Instruments, Fiscal Year, Deposits, and Funds

Section 6.1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6.2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of ~~July-October~~ and end on the last day of ~~June-September~~ of each following year.

Section 6.3. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chair of the Board of Directors.

Section 6.4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

~~**Section 6.5. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each following year.~~

Section 6.6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

Section 6.7. Distribution of Assets. Upon the dissolution of the Corporation, all of its assets, after payment or provision for payment of all debts and liabilities, shall be distributed to the City of Missouri City, Texas. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 7

Corporate Records, Reports and Seal

Section 7.1. Maintenance of Corporate Records. The Corporation shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- c. A copy of the Corporation's Articles of Incorporation and Bylaws.

Section 7.2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 7.3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law. The rights of inspection hereunder may be made in person or by agent or attorney and shall include the right to make copies or extracts.

Section 7.4. Public Information. All records held by the Corporation shall be subject to public inspection in the same manner, and subject to the same restrictions, as information subject to disclosure under Chapter 552, Texas Government Code, as amended.

Section 7.5. Periodic Report. The Board shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state, which shall be prepared and delivered within the time limits set by law.

ARTICLE 8 Standards of Conduct by Directors and Officers

Section 8.1. Prohibition Against Private Benefit. No earnings of the Corporation shall be distributable to any Director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 8.2. Conflicts of Interest Prohibited. No Director or officer of the Corporation shall have an interest in any contract or transaction involving the Corporation in violation of any policy adopted by the City Council of the City of Missouri City, any charter provision of the City of Missouri City applicable to City officers and employees, or any provision of Chapter 431 of the Texas Transportation Code, Chapter 394 of the Texas Local Government Code, Chapter 9 of Title 32 of the Texas Civil Statutes and any other law that establishes standards of conduct or governs interests in contracts by directors and officers of non-profit corporations.

ARTICLE 9 Amendment of Bylaws

Except as may otherwise be specified under provisions of law or the Articles of Incorporation of the Corporation, these Bylaws may be altered, amended, or repealed and new Bylaws adopted, only by approval of at least a two-thirds (2/3) majority vote the Board of Directors.

ARTICLE 10 Construction and Terms

Section 10.1. Articles of Incorporation. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

Section 10.2. Severability. Should any provision or portion of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

