Mayor: Mario Garza
Mayor Pro-Tem: Leonardo "Lenny" Sanchez
Commissioners: Jesus "Jesse" Ramirez
Ernesto "Neto" Guajardo
Marco "Markie" Villegas

The City of San Juan does not discriminate on the basis of disability in the admission of, access to, treatment of, or employment in its programs, activities, or public meetings. Any individual with a disability in need of an accommodation is encouraged to contact the Office of the City Secretary at 956-223-2200 at least 24 hours prior to the scheduled meeting to make proper arrangements.

SAN JUAN CITY COMMISSION

Location: San Juan Memorial Library
Multipurpose Meeting Room
1010 S. Standard
San Juan, Texas 78589
Tuesday, December 10, 2019

SPECIAL CALLED MEETING AGENDA
5:30 PM

I. CALL TO ORDER

II. DISCUSSION AND POSSIBLE ACTION ON THE FOLLOWING MATTERS:

A. Discussion and Possible Action Regarding Bid# 19-10-12-5 Field Renovations for Municipal Park.

B. Discussion and Possible Action on Accepting the By-Laws for the San Juan Police Athletic League (PAL).

III. APPOINTMENTS

A. Consider Removal and/or Appointment of Board Members Related to the San Juan Police Athletic League Board of Directors.

IV. ADJOURNMENT

C E R T I F I C A T I O N

I certify that the above notice of the Special Called Meeting of the City of San Juan is true and correct; and that I posted such notice on the bulletin board. A place convenient and readily accessible to the public on the in accordance with the Texas Open Meetings Act (Tex. Gov't. Code §551-041 - §551.050).

____
DIANA CAVAZOS
CITY SECRETARY
CITY OF SAN JUAN, TEXAS

C E R T I F I C A T I O N   O F   R E M O V A L

I certify that the agenda of items to be considered by the City Commission was removed by the City Secretary's Office from the San Juan City Hall bulletin area on the the ________ of __________________ , 2019.

____
OFFICE OF THE CITY SECRETARY

AGENDA ITEM AND RECOMMENDATION SUMMARY
CITY COMMISSION REGULAR MEETING
DECEMBER 10, 2019

Discussion and Possible Action Regarding Bid# 19-10-12-5 Field Renovations for Municipal Park.

STAFF COMMENTS AND RECOMMENDATIONS:

This item is regarding Bid#19-10-12-5, Field Renovations for Municipal Park. The City opened the bid process on Wednesday November 27, 2019 and closed it on Monday December 9, 2019. This project will include the resurfacing of the baseball/softball fields at Municipal Park.

RECOMMENDATION:

Staff recommends that the City Commission approve the contractor for this project.

PREPARED BY:
Diana Cavazos, City Secretary

APPROVED BY:
Benjamin Arjona, City Manager

AGENDA ITEM AND RECOMMENDATION SUMMARY
CITY COMMISSION REGULAR MEETING
DECEMBER 10, 2019

Discussion and Possible Action on Accepting the By-Laws for the San Juan Police Athletic League (PAL).

STAFF COMMENTS AND RECOMMENDATIONS:

Over the last few months staff has started the process to create the San Juan Police Athletic League. Attached you find the by-laws that will serve as a framework for the the development of the San Juan Police Athletic League.

RECOMMENDATION:

Staff recommends approval of this item.

PREPARED BY:	APPROVED BY:
Diana Cavazos, City Secretary	Benjamin Arjona, City Manager

BYLAWS FOR CITY OF PHARR POLICE ATHLETIC LEAGUE (PAL)

ARTICLE I

These bylaws constitute the code of rules adopted by the ***City of San Juan Police Athletic League (PAL)*** for the regulation and management of its affairs a Texas nonprofit corporation with an EIN #.

Section 1. Principal Office.

The principal office of the Corporation shall be located at 301 E. Ridge Road, San Juan, Texas 78589.

Section 2. Registered Office.

The registered office of the Corporation required by the Texas Nonprofit Corporation Act shall be maintained in the State of Texas and it may be, but need not be, identical with the principal office if located in the State of Texas. The address of the registered office of the Corporation may be changed from time to time as provided in the Texas Nonprofit Corporation Act.

Section 3. Registered Agent.

The Corporation shall maintain a registered agent in the State of Texas as required by the Texas Nonprofit Corporation Act. Such registered agent may be changed from time to time as provided by the Texas Nonprofit Corporation Act. The Corporation shall maintain a registered agent in such other states as may be required by applicable law.

ARTICLE II

Section 4. Purpose.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501© (3) of the Internal Revenue Code of 1986, as amended. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following:

Mission Statement:

The City of San Juan Police Athletic League (PAL) is a youth crime prevention program that relies on providing civic, athletic, recreational, and educational opportunities and resources to cement a bond and create trust and understanding between police officers and youth.

A. The objectives of the PAL shall be to:

1. Provide opportunities for all youth(s) to participate in team sports in a safe, well-supervised environment.

2. Promote the ideals of a healthy lifestyle through reasonable exercise, good sportsmanship, fair play, teamwork and healthy eating habits in order to combat issues of child obesity

3. Aid in the spirit of compassion, friendship, sociability, good will and charity among the youth of the community.

4. Educate and train youth in the knowledge of various forms of art, both physical, athletic, and cultural, in literature, music, sports and public speaking etc.

5. Maintain a strong-non-competitive program for all beginning, special needs and skilled players.

6. Provide situations where players are competing within an appropriate skill level.

7. Provide opportunities for higher level competition for players whose skills can benefit from such competition.

B. All funds and property of PAL shall be used to promote the philanthropic, educational and physical objectives of PAL as herein set forth, and no part of the funds, income, net earnings or net profits of PAL (except for payment of necessary and reasonable expenses to carry out the objectives of PAL) shall ever inure to the benefit of any member, or the benefit of any private individual or private organization.

C. No substantial part of the activities of PAL shall be the carrying on of propaganda/misinformation, or otherwise attempting to influence legislation, and PAL shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

Section 5. Board of Directors

(1) Powers

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

(3) Number of Directors

The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors composed of not less than three (3) nor more than eleven (11) members.

Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

(4) Term of Directors

Members of the Board of Directors shall serve for two (2) years and shall be eligible for reappointment for a total of no more than six (6) consecutive years. A Director may succeed himself for only one consecutive term.

(5) Election of Directors

Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Staggered Terms *(optional)*

There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Board of Directors at which these bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors.

[The following clause is for boards with five original members, adjust accordingly for boards with more members]. After the drawing, one board member shall have an initial term of one year, two board members shall have terms of two years, and two board members shall have terms of three years. The minutes of this board meeting shall show the results of the drawing. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year term or two-year term), shall be considered to have served a full three-year term for purposes of the limits on more than two successive terms.

(7) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose.

(8) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(9) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(10) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approves the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV

Section 6. Committees

(1) Executive Committee

The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

(2) Standing Committees & Memberships

The Corporation shall have three standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: The Finance and Resource Management Committee, the Development Committee, and the Nomination or Program Committee.

The Board of Directors shall appoint the members of each committee. Each standing committee shall have at least 1 Directors as members, and the Directors must comprise a majority of the committee membership. Employees of the Corporation and members of the community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval.

The Treasurer of the Corporation shall serve as the Chair of the Finance and Resource Management Committee. Other standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

(a) The Finance and Resource Management Committee shall assist the Executive Director in preparing and presenting the annual budget to the Board of Directors, make necessary investment choices, and generally protect the soundness of the corporation's finances and fiscal operations.

(b) The Development Committee shall be responsible for fundraising and capital campaigns, public relations, maintaining the visibility of the corporation, and governmental relations.

(c) The Nomination or Program Committee shall be responsible for planning, developing, and evaluating the Corporation's programs and nomination of new members.

(3) Youth Membership for Participating

Regular Membership:

Any person who is a parent or guardian of a child registered in a sports program, or who acts as a head coach or assistant coach, or who holds an elected or appointed position in PAL, shall be a member of PAL for a period of twelve (12) months following registration, election or appointment by the board of directors.

2. Participating Membership:

a) Youth Member(s) – Any youth from . to 5 years of age inclusive.

b) Juniors Member(s) – Any youth 6 to 10 years of age inclusive.

c) Senior Member(s) – Any youth 10 to 18 years of age inclusive.

3. Honorary Membership:

a) Any distinguished person, or one who has performed an outstanding service to PAL, may be granted an Honorary Membership on approval of the Board of Directors.

B. Each class of membership shall receive a suitable certificate or insignia.

C. All fees for the above memberships (if applicable) shall be determined by the Board of Directors.

D. Rules/Guidelines Committee:

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

1. The Rules/Guidelines Committee can establish, interpret and enforce rules and guidelines as long as they are consistent with these By-Laws.

2. Rules and guidelines should be put in writing and should be presented to the Board of Directors at the next monthly meeting.

3. Whenever rules or guidelines conflict with the By-laws, the By-laws shall apply.

The following sports/recreational programs and associated with educational crime prevention activities will be offered by PAL Annually but not limit to:

- Sports and Activities – PAL gives children the opportunity to become involved in team sports and activities as early as the age of 4 years old, and up to the age of 18. There are various choices for the children to select from, each of which promotes healthy interaction between youth, law enforcement, and the community.

- Baseball/Softball/T-Ball – PAL provides competitive and instructional programs for baseball, softball, and T-ball for boys and girls ages 4 to 18 years old. T-ball is a co-ed sport available to children ages 4 to 6 years old. Baseball is available for boy's ages 7 to 16 years old. Softball is available to girl's ages 7 to 18 years old. Registration for T-ball, Baseball, and Softball begins February 1st of each year.

- Track and Field – PAL track and field registration begins every May 1st. The track and field program is made up of both competitive and instructional levels. The boys and girls age group ranges from ages 4 to 18 years old. Both boys and girls will under the (TAAF) Texas Amateur Athletic Federation with the opportunity to advance to the Games of Texas.

- Boxing – PAL boxing is open to boys and girls ranging in ages from 9 years old through 18 years old. This program is run from our state of the art boxing facility located at TBA. This program runs year round. The program is instructed by volunteers with years of boxing experience.

- Flag Football – The PAL Flag Football program is open to boys and girls ranging in ages from 6 to 14 years old. Registration for this program begins August 1st of every year.

- Golf – The PAL golf program is associated with the First Tee of Spring Time in Pharr, Texas. This program is open to members ranging in ages from 8 to 14 years old. The program is run at various locations in the city. Registration for this program begins February 1st of every year. For more information please contact the PAL office.

- Swimming – This program is offered to youth ranging in ages 4-18 years old. This program runs during the summer. Certified swim instructors along with life guards provide safe learn to swim lessons. Participants will also have the opportunity to compete in the TAAF (Texas Amateur Athletic Federation) program with the opportunity to advance to the Games of Texas.

- Special Olympics Unified Sports and Artistic Youth – PAL, in partnership with RGV Special Olympics, offers a variety of sports for special needs children ages 8 to 18. Along with the athletes, this program also registers non-special needs children as partners, who play alongside the athlete as a mentor. Our Special Olympics Unified Sports Program offers basketball, volleyball, softball, track and field etc. Registration for this program is open year round.

ARTICLE V

Section 7. Code of Ethics.

The corporation and its Directors and Employees will comply with the Corporations Code of
Ethics, attached as Exhibit A.

ARTICLE VI

Section 8. Board Meetings.

(1) Place of Board Meetings

The annual, regular, or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place within city of San Juan, Texas that the Board of Directors or any such committee, as the case may be, may designate from time to time.

(2) Annual, Regular and Special Meetings

Annual Meetings

The annual meeting of the Board of Directors shall be held on the second Monday in
September of each year unless the Directors by resolution designate a different time.

Regular Meetings

In addition to the annual meeting, regular meetings of the Board of Directors or any committee designated by the Board shall be held at least eleven (11) times annually and at such more frequent intervals as the Board of Directors or any such committee, as the case may be, may designate as deemed necessary by the Board of Directors.

Special Meetings

Special meetings of the Board of Directors or any committee designated by the Board may be called at any time by the President of the Board of Directors, and shall be called by the President upon receipt of the written request of any two (2) of the directors. In addition, the chairperson of any committee designated by the Board or the President may call a special meeting of such committee and a special meeting shall be called by the chairperson of such committee upon receipt of the written request of two of the members of such committees.

Amend on 05/20/14

(3) Notice of Board Meetings

Written notice of the Regular Membership shall be given either personally, personally by telephone, email, or by sending a copy of the notice through the United States mail or by facsimile or other electronically transmitted messaging, to the address of each director appearing on the books of the Corporation. The business to be transacted at or the purpose of, any annual, regular, or special meeting of the Board of Directors or any committee shall be specified in the notice of such meeting.

A. Notice of each annual meeting of the Board of Directors, setting forth the time and place of the meeting, shall be given to each director not less than ten (10) days prior to the time fixed for the meeting.

B. Notice of the regular meetings of the Board of Directors or any committee designated by the Board need not be given.

C. Notice of each special meeting of the Board of Directors or any such committee, setting forth the time and the place of the meeting, shall be given to each director not less than no more than three (3) days, nor less than twenty-four (24) hours prior to the time fixed for the meeting

The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, newspaper, church bulletins, or such additional means as the Board of Directors shall deem effective.

(4) Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

Meetings of the Board shall be a quorum when at least one-third (1/3) of the voting members of the Board are present for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if *[enter either all or a majority of* Directors*]* individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(7) Open Meetings

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.

(8) Proxy Voting Prohibited

Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the chairperson in advance of the meeting. If the absent member can ultimately attend, or if the issues at the meeting differ from that voted upon by the written proxy, the proxy becomes ineffective. Board members may also grant authority to individuals whom they feel will represent their interests. Such proxies are revocable until they are voted, unless there is a specific contractual agreement to the contrary.

ARTICLE VII

<u>Section 9. Officers.</u>

(1) Roster of Officers

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

(2) Election and Removal of Officers

All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(4) President

- The San Juan PAL Board President will always be the >>>>>>>>>who will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with **Roberts Rules of Order.**
- The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

(5) Vice President

- The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(6) Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.

- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.

- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.

- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.

- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.

- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.

- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.

- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

(7) Treasurer

* The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

* The Treasurer shall give to the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation--in the case of his or her death, resignation, retirement, or removal from office--all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Corporation. The amount of the bond shall be determined by the Board of Directors.

* The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.

Amend on 05/20/14

* The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.

* The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.

* The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
* The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

ARTICLE VIII

Section 10. Members

(1) Eligibility

All residents or employees of the City of San Juan, Texas who are eighteen years of age or older are eligible for membership in the Corporation when nominated by a member of the Board of Directors.

(2) Rights of Members

Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporations assets, and most amendments to the corporations certificate of formation. *[Under Texas law, the above items must be submitted to members for a vote, except that some minor amendments to*

The certificate of formation does not require a vote by the members. See the Texas Business Organizations Code for more information].

(3) How the Membership can legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporations assets, and most amendments to the corporations certificate of formation *[state law requires two-thirds vote for these items unless the percent is changed in the certificate of formation]*. The attendance of *[2/3 board percent here]* members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

(4) Enrollment of Members

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's signature of the application form. The secretary shall keep an up-to-date membership list.

ARTICLE IX

Section 11. Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by **Robert's Rules of Parliamentary Procedure** unless otherwise provided herein.

ARTICLE X

Section 12. Executive/Athletic Director

The Board of Directors may, upon resolution, appoint an Executive/Athletic Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive/Athletic Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall hire, supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws. The Executive/Athletic Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive/Athletic Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

ARTICLE XI

Section 13. Indemnification

(1) Insurance

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

(2) Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation=s best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XII

Section 14. Operations

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board.

All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds

Financial Transactions which have a value of [*insert value here*] or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws.

Notwithstanding the above, all checks of more than *$500* disbursing funds from any of the Corporations accounts shall require the signatures of at least two of the following: the Executive/Athletic Director, President, Vice President, Secretary, or Treasurer.

(3) Procurement Policy

The Corporation shall abide by its procurement policy, set forth in Financial Policies___.

(4) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Texas Secretary of the Corporation [*add if members: and a membership roster giving the names and addresses of members*.].

(5) Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

(6) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(7) Amendments

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

(8) Fiscal Year

The fiscal year for the Corporation will be *October 1 to September 30.*

(9) Audit

The Corporation shall have an annual audit to be completed by ***September 30*** of each year for the previous fiscal year.

(10) Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

<u>Section 15:</u> Certification

I hereby certify that these bylaws were adopted by the Board of Directors of the *City of San Juan Police Athletic League (PAL)* at its meeting held on *TBA*.

Board Secretary

AGENDA ITEM AND RECOMMENDATION SUMMARY
CITY COMMISSION REGULAR MEETING
DECEMBER 10, 2019

Consider Removal and/or Appointment of Board Members Related to the San Juan Police Athletic League Board of Directors.

STAFF COMMENTS AND RECOMMENDATIONS:

The San Juan Police Athletic League Board of Directors consists of five (5) members. As per the by-laws if a member is absent 3 or more consecutive times the individual shall be dropped from the board.

RECOMMENDATION:

Staff recommends approval of 5 members to the PAL Board of Directors.

PREPARED BY:
Diana Cavazos, City Secretary

APPROVED BY:
Benjamin Arjona, City Manager

City of San Juan

Application for Appointment

Date: 12/6/19

Board / Commission / Committee: PAL

Name: Andrew S. Garza

Mailing Address: 2311 Jay Dr San Juan Tx

Preferred Phone and Fax: 956 784-4503

Employer: PSJA Occupation: Supervisor (Special Systems)

Email Address: drewg1187@Hotmail.Com

Are you or can you be qualified to vote in a City of San Juan Election? ✓ Yes ____ No

Are you a City of San Juan resident? ✓ Yes ____ No How Long? 4 years

Have you ever represented any other private person, group or entity for compensation before the City Commission or any department, commission, board of committee of the city within the last three years? ____ Yes ✓ No

Do you, your spouse, or your employer have any financial interest, direct or indirect in any contract with the City? ____ Yes ✓ No

Do you, your spouse, or your employer have any financial interest, direct or indirect in the sale to the city of any land, materials, supplies or service? ____ Yes ✓ No

List Professional or Social Membership(s)

Experience / Knowledge Pertaining to Board / Commission / Committee of Interest:

Volunteer Football, Basketball, Baseball Boy and Girls club coach (15 Years)

Application will be kept on file for two (2) years: thereafter applicants must reapply. Applications may be faxed (956) 787-5978, mailed to the City Secretary (709 S. Nebraska, San Juan, Tx 78589) or emailed to

City of San Juan

Application for Appointment

Date: 12/6/19

Board / Commission / Committee: PAL

Name: CARLOS G. Villegas III

Mailing Address: 1311 Rejeman DR. SJ, TX

Preferred Phone and Fax: (956) 588-6943

Employer: PSJA ISD **Occupation:** Asst. Supervisor @ Short Shot

Email Address: cv0409@yahoo.com

Are you or can you be qualified to vote in a City of San Juan Election? ✓ **Yes** ___ **No**

Are you a City of San Juan resident? ✓ **Yes** ___ **No** **How Long?** ___

Have you ever represented any other private person, group or entity for compensation before the City Commission or any department, commission, board of committee of the city within the last three years? ___ **Yes** ✓ **No**

Do you, your spouse, or your employer have any financial interest, direct or indirect in any contract with the City? ___ **Yes** ✓ **No**

Do you, your spouse, or your employer have any financial interest, direct or indirect in the sale to the city of any land, materials, supplies or service? ___ **Yes** ✓ **No**

List Professional or Social Membership(s)

Experience / Knowledge Pertaining to Board / Commission / Committee of Interest:

Almost 20yrs coaching highschool sports, including Head Baseball, head softball and varsity football. Actively involved with city athletic programs.

Application will be kept on file for two (2) years: thereafter applicants must reapply. Applications may be faxed (956) 787-5978, mailed to the City Secretary (709 S. Nebraska, San Juan, Tx 78589) or emailed to