

The San Antonio Martin Luther King, Jr. Commission Bylaws

These Bylaws will supersede all Bylaws ratified prior to the date of ratification of this revised document.

Ratification date: August 14, 2017

WHEREAS, local teacher and pastor Rev. R.A. Callies, Sr. began leading processions in San Antonio honoring Dr. Martin Luther King, Jr.'s legacy soon after Dr. King's death on April 4, 1968;

WHEREAS, Dr. King's January 15, 1929, birthday became a United States federal holiday on November 2, 1983, upon President Ronald Reagan's signature, and "Martin Luther King, Jr. Day" (celebrated the third Monday of January each year) was first observed on January 20, 1986, approved in Texas as an optional holiday on May 25, 1987, under Gov. Bill Clements and as an official Texas state holiday on June 11, 1991, under Gov. Ann Richards, and observed in all states by May 2, 2000;

WHEREAS, the "Martin Luther King, Jr. Memorial City-County Commission" was created and organized on April 3, 1986, by official act of the San Antonio City Council under Mayor Henry Cisneros through City Resolution No. 86-15-19 "to serve as a coordinating center for the forthcoming birthday celebration in January, 1987" and recognized as "a coordinating organization for future birthday celebrations" in City Ordinance No. 79208 dated November 23, 1993;

WHEREAS, the City of San Antonio held its first official Dr. Martin Luther King, Jr. March on January 19, 1987;

WHEREAS, the "Martin Luther King, Jr. Memorial City-County Commission" was first chaired by Ms. Aaronetta Pierce and, as a unique City of San Antonio commission, today receives significant City of San Antonio funding and is organized to coordinate and plan activities of the City events associated with the celebration of Dr. Martin Luther King, Jr.'s birthday, including the Dr. Martin Luther King, Jr. March;

WHEREAS, the City Council appointed members of the "Martin Luther King, Jr. Memorial City-County Commission" at its inception and several years following, and at some point, whether officially or unofficially, jurisdiction and oversight of the "Martin Luther King, Jr. Memorial City-County Commission" became the sole responsibility of the District 2 City Council representative;

WHEREAS, these Bylaws were first ratified and implemented on or about October 20, 2004, by the "Martin Luther King, Jr. Memorial City-County Commission";

WHEREAS, at the adoption of the Bylaws on October 20, 2004, the “Martin Luther King, Jr. Memorial City-County Commission” became known as the “San Antonio Martin Luther King, Jr. Commission”, whether officially or unofficially, and is hereafter referred to in these Bylaws as the “San Antonio Martin Luther King, Jr. Commission”; and

WHEREAS, the current Members of the San Antonio Martin Luther King, Jr. Commission, desire to amend and ratify these Bylaws to further ensure their effectiveness and reliability;

NOW, THEREFORE, beginning with its legal adoption thereof, we, the Members of the San Antonio Martin Luther King, Jr. Commission, shall be governed by the following Bylaws:

ARTICLE I

NAME

The name of the commission shall be the San Antonio Dr. Martin Luther King, Jr. Commission (the Commission") and shall be a City of San Antonio, Texas, commission governed by City Resolution No. 86-15-19, which created it, and any subsequent resolutions or ordinances relating to it and any other applicable laws. The central office shall be located at 100 Military Plaza, San Antonio, Texas 78205.

ARTICLE II

MISSION AND PURPOSE

The Mission of the San Antonio Martin Luther King, Jr. Commission is to promote human equality, the principles of nonviolence, and the understanding and acceptance of racial harmony, understanding, respect, and good will among citizens, all as a way of building community among all citizens of San Antonio and across the United States. The Commission advances its mission through a variety of events and programs by encouraging awareness, acceptance, and appreciation of the teachings and philosophy of Dr. Martin Luther King, Jr. and of the legacy of the Civil Rights Movement.

ARTICLE III

MEMBERSHIP

3.01 The District 2 City Councilmember may appoint up to twenty (20) Members to the Commission ("District-Appointed Members") as described below in Article 3.01(A). Additionally, each of the ten (10) Committee Chairs for the Commission may appoint up to three (3) Members each to the Commission ("Community-Appointed

Members"), as described below in Article 3.01(B). The Commission shall consist of no more than fifty (50) Members (up to twenty (20) District-Appointed Members, and up to thirty (30) Community-Appointed Members). All Members serve two-year terms, coterminous with the District 2 City Councilmember. Terms begin on June 1 of an odd-numbered year and end on May 31 of the subsequent odd-numbered year. There is no limit to the number of terms that a Member may serve on the Commission. All Members serve at the pleasure of the District 2 City Councilmember. A current list of Members shall be maintained by the sitting District 2 City Council representative, including all Members' names, employers, dates of appointment, their Member category (District-Appointed, Community-Appointed) including the District 2 City Councilmember staff appointee, and any associated Committee appointments. This section does not exclude in any manner the involvement by the Commission or its Committees of non-Member Volunteers in its efforts and activities. Volunteers, as non-Members of the Commission, shall not have any vote in any matter of the Commission.

A. District-Appointed Members

- i. The Commission Chair shall be appointed by the District 2 City Councilmember and is a voting Member of the Commission. The Commission Chair shall serve no more than two (2) years as Chair of the Commission, except as provided in this Article 3.01(A)(i). In the event the Commission Chair is unable to serve for the term of two (2) years or is removed by the District 2 City Councilmember at his/her discretion prior to the completion of the two (2) year term, the District 2 City Councilmember shall appoint a Commission Chair to fill the remaining term of the previous Commission Chair. A Commission Chair that is appointed by the District 2 City Councilmember to fill the remaining term of the previous Commission Chair is eligible to serve an additional complete two (2) year term as described in this Article 3.01(A)(i).
- ii. At least one Member of the Commission shall be a staff member of the then-sitting District 2 City Councilmember. This Member's term shall terminate at the discretion of the District 2 City Councilmember, or on the final day in office of the then sitting District 2 City Councilmember, whichever comes sooner.
- iii. Except as described in Articles 3.01(A)(i) and 3.01(A)(ii), each remaining District-Appointed Member shall be appointed to a vacant position by the then-sitting District 2 City Councilmember to a term of two (2) years. The then-sitting District 2 City Councilmember should ensure that all areas of the city are represented on the Commission, and should solicit suggested Commission Member candidates from amongst his/her colleagues on City Council and utilize a portion of his/her appointments to fill Commission Member vacancies. The then-sitting District 2

City Councilmember may fill any vacancies in the District-Appointed Members on the Commission at his/her discretion.

B. Community-Appointed Members

- i. There are currently ten (10) Committees specifically cited in these Bylaws. This section does not apply to any additional Committees or Subcommittees designated by the Commission Chair as described in Article VII. Each Committee Chair of these specific Committees may appoint up to three (3) Members each to the Commission. A Committee Chair may appoint up to his/her number of eligible Community-Appointed Members, as long as those positions are vacant.
- ii. Each Community-Appointed Member shall be appointed to a vacant position by the then-sitting Committee Chair to a term of two (2) years as described in Article 3.01. The then-sitting Committee Chair may fill any vacancies in the Community-Appointed Members on the Commission at his/her discretion.
- iii. A Community-Appointed Member is not restricted to working on the Committee from whose Chair he/she is an appointee. The Commission Chair shall designate both Committee Chairs as described in Article 5.01 and VII and Committee membership as described in Articles 3.06, 5.01, and VII.

3.02 Except as set out within this Article III of these Bylaws, all other rules regarding membership, appointment, vacancies and holdover are governed by the most-current City of San Antonio Boards and Commissions Ordinance.

3.03 A Member shall be a resident of the City of San Antonio or the surrounding area, may represent the various geographical areas of the City and various civic, social, religious, educational, business, and artistic organizations, shall support and uphold the mission and purpose of the Commission as described in Article II, and shall maintain a significant interest in the desires, issues, and future of the African American community.

3.04 Any Member may resign upon written notice to the Commission Chair.

3.05 Any Community-Appointed Member may be terminated for cause, including but not limited to, for failing to attend at least fifty percent (50%) of Commission meetings or a Member's Committee meetings, or failing to attend three (3) consecutive Commission meetings, upon the recommendation by the Commission Chair followed by a majority (50% + 1) vote of the remaining Members. Any District-Appointed Member may be recommended for termination, for failing to attend at least fifty percent (50%) of the Commission meetings or a Member's Committee meetings, or failing to attend three (3) consecutive Commission

meetings. The Commission Chair's recommendation that a District-Appointed Member be terminated from the Commission must be approved by a majority (50% + 1) vote of the remaining Members, and such recommendation for termination will be submitted to the District 2 City Councilmember for consideration.

- 3.06 Each Member shall serve on at least one (1) Committee, which may include the Executive Committee, and Committee membership is assigned by the Commission Chair at his/her discretion.
- 3.07 The Commission and its Members are subject to the City's Ethics Code, the Texas Open Meetings Act, the Texas Public Information Act, and all other ordinances and laws that may apply. All Members must submit the annual Financial Disclosure Form.
- 3.08 Members shall serve without compensation.

ARTICLE IV

MEETINGS OF THE COMMISSION

- 4.01 The Commission shall meet at least once per quarter. The time, date, and location of Commission Meetings shall be designated by the Commission Chair.
- 4.02 At Commission Meetings, Members shall (I) meet new Members, (II) determine the overall direction of the Commission, (III) receive written and oral reports on the activities of the Commission, (IV) review and approve, where appropriate, the actions of the Executive Committee, and (V) transact other business as may come before the Members.
- 4.03 Written notice of Commission Meetings is not required.
- 4.04 A quorum shall be defined as the presence in person of at least ten percent (10%) of the Members. No quorum shall be established by proxy.
- 4.05 Unless otherwise stated in these Bylaws, all issues to be voted on shall pass by simple majority (50% + 1) of those Members present in person at the meeting in which the vote takes place. Voting by proxy is prohibited.
- 4.06 Each Member shall have one (1) vote for any action required by the Commission.

ARTICLE V

COMMISSION LEADERSHIP AND EXECUTIVE COMMITTEE

- 5.01 The Commission Chair shall be appointed by the District 2 City Council representative as described in Article 3.01(A)(i) and shall preside at all meetings of the Commission and the Executive Committee, serve as an ex-officio member of every Committee, unless he/she appoints himself/herself directly on a Committee, with a voting right on each Committee, implement these Bylaws and the Commission's policies, events, and programs with input from the District 2 City Council representative and the Committee chairs, appoint from among the Commission Members both Committee Chairs and Committee Members, select the Commemorative Program Keynote Speaker with input from the District 2 City Council representative, the Executive Committee, and the Commemorative Program Committee and its Chair, and conduct all other duties required by these Bylaws or by the then-sitting District 2 City Council representative.
- 5.02 The Commission Chair may appoint a Vice Chair, a Secretary, and a Treasurer from the Members of the Commission.
- A. A Vice Chair shall be responsible for standing in for the Commission Chair as needed and shall serve as a member of every Committee with a voting right on each Committee. The Vice Chair shall perform such other duties as the Commission Chair may determine.
 - B. A Secretary shall be responsible for recording the minutes of all meetings of the Commission and shall work closely with the District 2 City Council representative to ensure any notice of those meetings is provided to the Commission Members. The Secretary shall perform such other duties as the Commission Chair may determine.
 - C. The Treasurer shall be responsible for the financial affairs of the Commission. These responsibilities shall include working closely with City Staff, providing financial reports to the Commission, and arranging for the annual examination audit of the accounts as may be required by the Commission. The Treasurer shall perform such other duties as the Commission Chair may determine and as required in these Bylaws.
- 5.03 The Commission Chair, any Vice Chair, any Secretary, any Treasurer, the District 2 City Council representative staff member, and the Committee Chairs (including any Committee Chairs of additional committees created by the Commission Chair as described in Article VII) shall comprise the Executive Committee of the Commission. No Subcommittee Chairs shall serve on the Executive Committee.

ARTICLE VI

MEETINGS OF THE EXECUTIVE COMMITTEE

- 6.01 The Executive Committee shall meet at least monthly. The time, date, and location of Commission Meetings shall be designated by the Commission Chair.
- 6.02 At Executive Committee Meetings, Members of the Executive Committee shall (I) determine the details regarding the overall direction of the Commission, (II) receive reports on the activities of the Committees, (III) review and approve, where appropriate, the actions of the Committees, and (IV) transact other business as may come before the Members of the Executive Committee. The Executive Committee shall be responsible for the management of the affairs of the Commission between meetings of the Commission and shall have authority to act for the Commission as necessary, subject to ratification by the Commission at the next Commission Meeting where appropriate.
- 6.03 Written notice of Executive Committee Meetings is not required.
- 6.04 A quorum shall be defined as the presence in person of at least a majority (50% + 1) of the Members of the Executive Committee. No quorum shall be established by proxy. However, an Executive Committee Member may attend a meeting of the Executive Committee by means of remote electronic communications system, including videoconferencing technology or the Internet, if all Executive Committee Members consent to the Meeting being held by means of that system and the system provides access to the Meeting in a manner or using a method by which each person participating in the Meeting can communicate concurrently with each other participant. If voting takes place at such a Meeting where some or all Executive Committee Members are voting at the Meeting by means of remote communications, reasonable means to verify that every person voting is sufficiently identified must be implemented and a record of any vote or other action taken must be kept. Participation in such manner shall constitute presence in person at the Meeting.
- 6.05 Unless otherwise stated in these Bylaws, all issues to be voted on shall pass by simple majority (50% + 1) of those Members of the Executive Committee present in person at the meeting in which the vote takes place. Voting by proxy is prohibited.
- 6.06 Each Member of the Executive Committee shall have one (1) vote for any action required of the Commission.

ARTICLE VII

COMMITTEES OF THE COMMISSION

The Commission shall have the Committees listed below, whose members and Committee Chair shall be appointed by the Commission Chair. The Commission Chair may create additional committees that are necessary from time to time at his/her discretion. Any Committee Chair at his/her discretion may create Subcommittees to carry out the duties and responsibilities of the Committee. Members of any Committee need not be Members of the Commission and may be Volunteers, except where otherwise required by these Bylaws. Each Committee shall hold regularly scheduled meetings with a frequency in accordance with its responsibilities. The time, date, and location of Committee Meetings shall be designated by the Committee Chair. Written notice of Committee Meetings is not required. A quorum shall be defined as the presence in person of at least a majority (50% + 1) of the Members of the Committee. No quorum shall be established by proxy. All issues to be voted on shall pass by simple majority (50% + 1) of those Members of the Committee present in person at the meeting in which the vote takes place. Voting by proxy is prohibited. Each Member of the Committee shall have one (1) vote. All actions taken by any Committees must be ratified by the Executive Committee and, where appropriate, the Commission. All Members and each Committee understand that a significant amount of coordination is required among its Members, between its Committees, between the Commission and the City, and between the Commission and the Community, and each Member and Committee will coordinate with all of the appropriate individuals, Members, Committees, City staff, and Community members necessary to accomplish its tasks, goals, and Commission mission and purpose.

7.01 Budget/Finance Committee. The Budget/Finance Committee may have as many or as few members as the Commission Chair chooses, but at no time shall the Budget/Finance Committee have less than two (2) members. The Budget/Finance Committee shall be composed of only Members of the Commission. The Budget/Finance Committee shall be responsible for the following:

- A. Oversee all matters pertaining to the financial operations of the Commission, including the annual operating budget, the annual audit, the preparation of all financial statements, procurement procedures, and banking procedures established for the Commission accounts, and at the Executive Committee's request, shall make reports and recommendations to the Executive Committee concerning such matters.
- B. Prepare, on an annual basis, a plan setting the Commission's objectives and financial strategy based upon input from the Executive Committee and the Members, as well as the perceived needs for the general purposes of the

- Commission. The plan shall be presented to the Executive Committee at one of its meetings prior to the Commission Meeting for approval, modification, or rejection by the Executive Committee.
- C. The Budget/Finance Committee shall work closely with all Committees and with City Staff.
 - D. The Budget/Finance Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- 7.02 Fundraising Committee. The Fundraising Committee shall formulate plans for fundraising activities, both monetary and in-kind, and shall be responsible for recruiting such persons as necessary to assist the Commission in soliciting contributions from private individuals, corporations, and other entities. The planning, coordinating, and operating of fundraising generally and any regular or special fundraising activity shall be the sole responsibility of the Fundraising Committee. The Fundraising Committee shall work closely with all Committees and shall coordinate all efforts with any external entities aimed at conducting, supplementing, or coordinating fundraising activities supporting the Commission and its efforts. The Fundraising Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- 7.03 Outreach Committee. The Outreach Committee will oversee and coordinate the promotion of the activities and events of the Commission and the teachings and philosophy of Dr. Martin Luther King, Jr. and of the legacy of the Civil Rights Movement through the following mediums at its discretion and without limitation: multi-media communication and advertising, media and public relations efforts, exhibits, preparation and printing of a memorial program booklets, any design and distribution of T-shirts, and the outreach and coordination of efforts by academic institutions, the public library system, schools and higher education institutions, the military, civic organizations, churches, the business and political community, and community leaders. The Outreach Committee shall work closely with all Committees. The Outreach Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- 7.04 March Committee. The March Committee shall oversee and coordinate the Martin Luther King, Jr. March and associated operations occurring on the Martin Luther King, Jr. Monday holiday, including but not limited to any pre-March activities, March direction and operations, March volunteers, transportation, security, park operations, vending and booth operations, including any public health or job fair programs, stage and associated items setup, pre-Commemorative Program and Commemorative Program non-production operations, universal access, VIP and Commission credentials, VIP and speaker hospitality, and all other activities not

otherwise designated in these Bylaws occurring on the Martin Luther King, Jr. Monday holiday. The March Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.

- 7.05 Commemorative Program Committee. The Commemorative Program Committee shall oversee and coordinate any pre-Commemorative Program onsite events and the Commemorative Program event occurring on the Martin Luther King, Jr. Monday holiday, including but not limited to stage design, all production and operation activities of sound, lighting, video, etc., performance and program content development and management, performer hospitality, and all other activities related to the pre-Commemorative Program or the Commemorative Program not otherwise designated in these Bylaws occurring on the Martin Luther King, Jr. Monday holiday. The Commemorative Program Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- 7.06 Youth Programs Committee. The Youth Events Committee shall oversee all events designed to enrich the youth. The Youth Events Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- 7.07 Scholarship Program Committee. The Scholarship Committee shall oversee the selection and distribution of Commission scholarships. The Scholarship Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- 7.08 Public Awards Committee. The Public Awards Committee shall oversee the selection and distribution of public awards, particularly the awarding of the Martin Luther King Distinguished Achievement Award and the Rev. R.A. Callies Courage Award. The Public Awards Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.
- A. The Commission recognizes the importance of honoring contributors to our African American community and to our community as a whole. It also recognizes that having a few awards and highly selective recipients is critical to maintaining the integrity and significance of the awards given. Herein are the awards with oversight by the Commission. Any additional awards require a two-thirds (2/3) vote of the Commission Members for approval.
 - B. The Martin Luther King Distinguished Achievement Award is given each year to an individual (or individuals) who has attained distinction in achievement within the African American community or the community at large. It was first given in 1987 to Rev. R.A. Callies, Sr. and has been and will continue to

be given each year. The physical award is a trophy bust of Martin Luther King designed by Jonas Perkins.

- C. The Rev. R.A. Callies Courage Award is given each year to an individual (or individuals) who has exhibited significant courage in the face of tremendous odds. It was first given in 2012 to [TBD] and has been and will continue to be given each year. The physical award is a medal engraved with Rev. R.A. Callies' image designed by [TBD].
- D. The Baha'i Unity of Humanity Award is an award by the Baha'i community with selection and oversight by the Commission. It is given to an individual (or individuals) who have shown a significant interest in unifying people of all races, cultures, and backgrounds. It was first given in 1996 to Pat West and has been and will continue to be given each year. The physical award is of a type and design as designated by the Baha'i Community.
- E. Jonas Perkins was originally commissioned to design the first Martin Luther King Distinguished Achievement Award in 1987. He has produced every Martin Luther King Distinguished Achievement Award since then. The Commission will work to maintain ownership and control of all aspects of the mold, model, design, and use of the Martin Luther King Distinguished Achievement Award and the Rev. R.A. Callies Courage Award.

7.09 Wreath Laying Ceremony Committee. The Wreath Laying Ceremony Committee shall oversee the ceremony honoring the life, struggles, and accomplishments of Dr. Martin Luther King, Jr. The Wreath Laying Ceremony Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.

7.10 Interfaith Committee. The Interfaith Committee shall oversee the promotion of Dr. Martin Luther King, Jr.'s vision across all faiths and any Interfaith Service or related program. The Interfaith Committee shall perform such other duties as the Commission Chair or Executive Committee may determine.

ARTICLE VIII

MONETARY AND OTHER MATTERS

8.01 The fiscal year of the Commission shall be the calendar year.

8.02 The depository for Commission funds, the persons entitled to draw against these funds, the persons entitled to borrow on behalf of the Commission, and the manner of accomplishing these matters shall be determined by the Commission.

- 8.03 The authorization of any officer or agent of the Commission to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Commission shall be determined by the Commission. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.
- 8.04 The Commission may accept on behalf of the Commission any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Commission. The Commission may make gifts and give charitable contributions that are not prohibited by these Bylaws, any articles of incorporation, state law, the City of San Antonio, and/or any requirements for maintaining the Commission's federal and state tax status.
- 8.05 The Commission shall not borrow money from or otherwise transact business with a Member, officer, or committee member of the Commission unless the transaction is described fully in a legally binding instrument and is in the best interests of the Commission. The Commission shall not borrow money from or otherwise transact business with a Member, officer, or Committee Member of the Commission without full disclosure of all relevant facts and without the approval of the Commission, not including the vote of any person having a personal interest in the transaction. A Member, officer, or committee member of the Commission may lend money to and otherwise transact business with the Commission except as otherwise provided by these Bylaws, any articles of incorporation, and all applicable laws. Such a person transacting business with the Commission has the same rights and obligations relating to those matters as other persons transacting business with the Commission.
- 8.06 Subject to applicable law, no transaction of the Commission will be affected because a Member, Director, Officer, or employee of the Commission is interested in the transaction. Where the transaction is subject to a vote by the Board of Directors, authorization, approval, or ratification of the transaction shall be made by a majority (50% + 1) of the Directors not interested in the transaction, and in such case, such majority (50% + 1) shall constitute a quorum for taking action on the transaction. Any interested party will not be liable to the Commission for the party's profits, or the Commission's losses, from the transaction if the transaction is approved as provided herein.
- 8.07 As long as the Commission is in existence, and except with the prior approval of the Commission, no Member of the Commission shall:
- A. Do any act in violation of the Bylaws or a binding obligation of the Commission;

- B. Do any act with the intention of harming the Commission or any of its operations;
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Commission;
- D. Receive an improper personal benefit from the operation of the Commission;
- E. Use the assets of this Commission, directly or indirectly, for any purpose other than carrying on the business of this Commission;
- F. Wrongfully transfer or dispose of Commission property, including intangible property such as good will;
- G. Use the name of the Commission (or any substantially similar name) or any trademark or trade name adopted by the Commission, except as authorized by the Commission and on behalf of the Commission in the ordinary course of the Commission's business; and
- H. Disclose any of the Commission business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

8.08 Any Member of the Commission may inspect and receive copies of all books and records of the Commission required to be kept by these Bylaws if the Member submits a request in writing. Any Member entitled to inspect and copy the Commission's book and records may do so through his or her attorney or other duly authorized representative. A Member entitled to inspect the Commission's books and records may do so at a reasonable time no later than five (5) working days after the Commission's receipt of a proper written request. The Commission may establish reasonable fees for copying the Commission's books and records by a Member. The fees may cover the cost of materials and labor, but may not exceed fifty cents (50¢) per page. The Commission shall provide requested copies of books or records no later than fifteen (15) working days after Commission's receipt of a proper written request.

8.09 Any Member shall have the right to have an audit conducted of the Commission's books. The Member requesting the audit shall bear the expense of the audit unless the Members vote to authorize payment of audit expenses. The Member requesting the audit may select the accounting firm conduct the audit. A Member may not exercise these rights to compel audits so as to subject the Commission to an audit more than once in any fiscal year.

ARTICLE IX

INDEMNITY

9.01 The Commission may indemnify and hold harmless a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because

the person is or was a director, officer, employee or agent of the Commission to the maximum extent permitted by Section 8.101 of the Texas Business Organizations Code but only if it is determined that each person:

- A. Conducted himself or herself in good faith;
- B. Reasonably believed:
 - i. in the case of conduct in his or her official capacity as a director, officer, employee or agent of the Commission, that his or her conduct was in the Commission's best interests; and
 - ii. in all other cases that his or her conduct was at least not opposed to the Commission's best interests; and
- C. In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

9.02 Except as otherwise permitted under Section 8.052 of the Texas Business Organizations Code, a director, officer, employee or agent of the Commission may not be indemnified in respect of a proceeding:

- A. In which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity; or
- B. In which the person is found liable to the Commission.

9.03 As provided in Section 8.101(d) of the Texas Business Organizations Code, the termination of a proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the requirements set forth in Section 8.101(a) through (c) of the Texas Business Organizations Code. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals there from.

9.04 A determination of indemnification hereunder must be made as required by Section 8.103 of the Texas Business Organizations Code, except as otherwise may be provided herein.

9.05 Authorization of indemnification and determination as to reasonableness of expenses must be made as required by Section 8.104 of the Texas Business Organizations Code, except as otherwise may be provided herein.

- 9.06 As provided in Section 8.051 of the Texas Business Organizations Code, the Commission shall indemnify a director, officer employee, or agent of the Commission against reasonable expenses incurred by such person in connection with a proceeding in which such person is a named defendant or respondent because he or she is or was in a director, officer, employee or agent of the Commission and such person has been wholly successful, on the merits or otherwise, in the defense of the proceeding, or, in a suit for indemnification, a court of competent jurisdiction determines that he or she is entitled to indemnification to the extent permitted by law.
- 9.07 As provided in Section 8.104 of The Texas Business Organizations Code, reasonable expenses incurred by a director, officer, employee or agent of the Commission who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Commission, in advance of the final disposition of the proceeding and without the determination specified in Section 8.103 of the Texas Business Organizations Code after the Commission receives a written affirmation by the Director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under the Texas Business Organizations Code and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it is ultimately determined that indemnification of the Director against expenses incurred by him or her in connection with that proceeding is prohibited by Section 8.101 of the Texas Business Organizations Code.
- 9.08 As permitted by Section 8.105 of the Texas Business Organizations Code, the Commission may indemnify and advance expenses to a person who is not or was not an officer, employee, or agent of the Commission but who is or was serving at the request of the Commission as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Commission, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.
- 9.09 The Commission may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the Commission, or who is or was serving as the request of the Commission as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Commission, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such his or her status as such a person, whether or not the Commission would have the power to indemnify the person against that

liability under 8.101 of the Texas Business Organizations Code, as more particularly provided for in Section 8.151 of the Texas Business Organizations Code.

ARTICLE X

GENERAL

- 10.01 Unless otherwise specified in these Bylaws, the Commission shall adhere to parliamentary procedures as detailed by the most recent edition of Robert's Rules of Order.
- 10.02 These Bylaws may be amended at any regular quarterly meeting of the Commission, provided that the amendment has been submitted in writing not less than thirty (30) calendar days prior to the date of the Commission's vote to amend these Bylaws. A majority (50% + 1) vote of the Members is required to amend these Bylaws.
- 10.03 The Commission shall maintain and periodically update as it sees fit a manual or other document containing internal policies and procedures not detailed in these Bylaws. Where a conflict arises between these Bylaws and any manual or other document containing internal policies and procedures not detailed in these Bylaws, these Bylaws shall prevail.

OFFICER'S CERTIFICATE

We certify that we are the duly selected principal officers of the City of San Antonio and the San Antonio Martin Luther King, Jr. Commission and that the foregoing Bylaws constitute the Bylaws of the Commission and were approved, ratified, and duly adopted at a meeting of the Commission by a majority vote (50% + 1) of the Members effective August 14, 2017.

William "Cruz" Shaw
District 2 City Council Representative,
City of San Antonio

Nathaniel Davis
Chair,
San Antonio Dr. Martin Luther King, Jr.
Commission