CERTIFICATE OF CITY CLERK

THE STATE OF TEXAS	§
	§
COUNTIES OF BEXAR, COMAL, AND MEDINA	§
	§
	§
CITY OF SAN ANTONIO	

THE UNDERSIGNED HEREBY CERTIFIES that:

1. On the 13th day of August, 2015 the City Council (the *Council*) of the City of San Antonio, Texas (the *City*) convened in regular session at its regular meeting place in the City Hall of the City (the *Meeting*), the duly constituted members of the Council being as follows:

Ivy R. Taylor	Mayor
Roberto C. Treviño	Councilmember
Alan E. Warrick, II	Councilmember
Rebecca J. Viagran	Councilmember
Rey Saldaña	Councilmember
Shirley Gonzales	Councilmember
Ray Lopez	Councilmember
Cris Medina	Councilmember
Ron Nirenberg	Councilmember
Joe Krier	Councilmember
Mike Gallagher	Councilmember

and all of such persons were present at the Meeting, except the following NONE, thus constituting a quorum. Among other business considered at the Meeting, the attached resolution (the *Resolution*) entitled:

A RESOLUTION AUTHORIZING AND APPROVING AMENDMENTS TO THE BYLAWS OF THE SAN ANTONIO TRICENTENNIAL CELEBRATION COMMISSION AND APPOINTING DIRECTORS AND CO-CHAIRS.

was introduced and submitted to the Council. After presentation and due consideration of the Resolution, a motion was made by Councilmember MEDINA that the Resolution be finally passed and adopted in accordance with the City's Home Rule Charter. The motion was seconded by Councilmember TREVIÑO and carried by the following vote:

11 voted "For" Ø voted "Against" Ø abstained

all as shown in the official Minutes of the Council for the Meeting.

2. The attached Resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the Council of the City on the date of the Meeting are those persons shown above, and, according to the records of my office, each member of the Council was given actual notice of the time, place, and purpose of the Meeting and had actual notice that the Resolution would be considered; and the Meeting and deliberation of the aforesaid public business, including the subject of the Resolution, was open to the public and was posted and given in advance thereof in compliance with the provisions of Chapter 551, as amended, Texas Government Code.

IN WITNESS WHEREOF, I have signed my name officially and affixed the seal of the City, this 13th day of August, 2015.

City Clerk
City of San Antonio, Texas

(SEAL)

35437693.1

VZ
8/13/15
Item No. 21

A RESOLUTION 2015-08-13-0053R

AUTHORIZING AND APPROVING AMENDMENTS TO THE BYLAWS OF THE SAN ANTONIO TRICENTENNIAL CELEBRATION COMMISSION AND APPOINTING DIRECTORS AND CO-CHAIRS.

WHEREAS, pursuant to Subchapter D of Chapter 431, Texas Transportation Code, as amended (*Chapter 431*), and Chapter 394, Texas Local Government Code, as amended (*Chapter 394*), the City of San Antonio, Texas (the *City*), passed a resolution on June 18, 2015 authorizing the organization and incorporation of a public, nonprofit local government corporation known as the San Antonio Tricentennial Celebration Commission (the *Corporation*) and approving form articles of incorporation (the *Articles*) and bylaws (the *Bylaws*) that permit effectuation of the Corporation's creation; and

WHEREAS, the Corporation is conferred and may exercise all of the powers prescribed by Chapter 431, Chapter 394, and the Texas Non-Profit Corporation Act (formerly Article 1396, Vernon's Texas Civil Statutes, as amended), now codified in the Texas Business Organizations Code as the Texas Nonprofit Corporation Law, as defined in Section 1.008 of the Texas Business Organizations Code, as amended (Chapter 431, Chapter 394, and the Texas Nonprofit Corporation Law are collectively referred to as the *Acts*); and

WHEREAS, the Corporation was organized for the purpose of aiding and acting on behalf of the City in the performance of the City's governmental functions, including, but not limited to providing a means of assisting with planning, developing, identifying potential partners, fundraising, managing, and financing projects involved with City's Tricentennial Celebration activities, and to accomplish any other governmental purpose of the City; and

WHEREAS, the City desires to collectively collaborate with officials of Bexar County, Texas (the *County*) in accomplishing the purposes for which the Corporation was created by altering the current composition of the Corporation's directors and co-chairs to include County-recommended representatives to serve in such capacities; and

WHEREAS, in addition to the City's past mayors serving as the Corporation's Honorary Chairs, City officials believe it is in the best interest of the City and the Corporation to enlarge the number of director positions and formally appoint co-chairs to the Corporation, at the direction of the Mayor of the City, the County, and the City Council of the City (the *Council*), and such modifications necessitate amending the Corporation's current Bylaws; and

WHEREAS, Chapter 394 permits the Corporation to amend the Bylaws, in a manner not inconsistent with the Articles, for the administration and regulation of the Corporation's affairs; and

WHEREAS, the Articles provide that each amendment to the Bylaws must be approved by the governing body of the City by resolution; and

WHEREAS, the Council, as the governing body of the City, has reviewed and approved the proposed amendments to the Bylaws, attached hereto as Exhibit A, and the recommended appointments of co-chairs and directors to the Corporation, each respectively listed in Exhibit B hereto, and has determined to authorize and approve such matters pursuant to this Resolution to accomplish the Corporation's purposes set forth the Articles and pursuant to the provisions of the Acts; and

WHEREAS, the Council hereby finds and determines that the adoption of this Resolution is in the best interests of the residents of the City;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS:

SECTION 1. The City Council hereby finds, determines, and declares that the proposed amendments to the Bylaws enlarging the number of director positions from fifteen members to nineteen members, in addition to the appointment of the co-chairs of the Corporation, is in accordance with the Acts and in the manner authorized by the Articles, and the City Council is therefore vested with the authority to approve such actions.

SECTION 2. The amendments to the Bylaws attached in substantially the form as Exhibit A, are hereby approved and incorporated by reference as a part of this Resolution for all purposes. The amendments to such Bylaws shall be filed with the Texas Secretary of State in the manner provided by law.

SECTION 3. The City Council hereby confirms the appointment of the directors and co-chairs to the Corporation attached hereto as Exhibit B, which are incorporated by reference as a part of this Resolution for all purposes.

SECTION 4. All other terms and conditions as listed in the Bylaws shall remain unchanged and shall continue to be in full force and effect notwithstanding the Council's approval of this Resolution.

SECTION 5. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are incorporated by reference and are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Council.

SECTION 6. This Resolution shall be construed and enforced in accordance with the laws of the State and the United States of America.

SECTION 7. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Council hereby declares that this Resolution would have been enacted without such invalid provision.

VZ
8/13/15
Item No. 21

SECTION 8. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

SECTION 9. The effective date of this Resolution shall be governed by the provisions of Section 1-15 of the City Code of San Antonio, Texas. This Resolution shall take effect immediately if passed by eight (8) affirmative votes; otherwise, this Resolution shall take effect ten (10) days from the date of passage.

PASSED and APPROVED this 13th day of August, 2015.

M A Y O R
Ivy R. Taylor

ATTEST:

Leticia M. Vacek
City Clerk

APPROVED AS TO FORM:

Martha G. Sepeda
Acting City Attorney

Agenda Item:	**21 (in consent vote: 5, 6, 7, 8, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21)**
Date:	08/13/2015
Time:	01:41:04 PM
Vote Type:	Motion to Approve
Description:	An Ordinance authorizing and approving amendments to the Bylaws of the San Antonio Tricentennial Celebration Commission and appointing co-chairs and Board Members. [Edward Benavides, Chief of Staff; Ed Belmares, Director, Tricentennial Office]
Result:	Passed

Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Treviño	District 1		x				x
Alan Warrick	District 2		x				
Rebecca Viagran	District 3		x				
Rey Saldaña	District 4		x				
Shirley Gonzales	District 5		x				
Ray Lopez	District 6		x				
Cris Medina	District 7		x			x	
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x				

EXHIBIT A

Amended Bylaws
for the
San Antonio Tricentennial Celebration Commission

BYLAWS

OF

SAN ANTONIO TRICENTENNIAL CELEBRATION COMMISSION

A Texas Local Government Corporation

Date of Adoption: June 18, 2015,

as amended, August 13, 2015

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BYLAWS

OF THE

SAN ANTONIO TRICENTENNIAL CELEBRATION COMMISSION

ARTICLE I

PURPOSES AND POWERS

Section 1. *Purpose.* The San Antonio Tricentennial Celebration Commission (the *Corporation*) is organized for the purposes set forth in Article IV of its Articles of Incorporation, as the same may be amended from time to time, with such purposes to be accomplished on behalf of the City of San Antonio, Texas (the *City*) as the City's duly constituted authority and instrumentality in accordance with the Subchapter D of Chapter 431, Texas Transportation Code, as amended (the *Act*), and other applicable laws.

Section 2. *Formation.* The Corporation is formed pursuant to the provisions of the Act and, to the extent provided by the Act, Chapter 394, Texas Local Government Code, as amended, which authorizes the Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of its authorized purposes. For financial purposes, the Corporation shall be considered a component of the City.

Section 3. *Powers.* The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of the State to nonprofit corporations incorporated under the Act including, without limitation, all powers not in conflict with the Act granted to domestic nonprofit corporations by the Texas Nonprofit Corporation Law, as defined by Section 1.008 of the Texas Business Organizations Code, to the extent necessary to carry out its authorized purposes, including, but not limited to, the power to acquire land and enter into a sale, loan, lease, grant, transfer, trust, operating, or other agreement as authorized by the Act.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in the State and which are necessary or useful to enable the Corporation to perform its authorized purposes, including the power to issue bonds, notes or other obligations, and otherwise exercise its borrowing power to accomplish its authorized purposes, provided that the Corporation shall not issue bonds or notes without the consent of the City Council of the City (the *City Council*).

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Section 101.001, Texas Civil Practice and Remedies Code, as amended. The operations of the Corporation are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Chapter 101, Texas Civil Practice and Remedies Code, as amended.

Section 4. *Nonprofit Corporation.* The Corporation shall be a public, nonprofit corporation, and no part of its net earnings remaining after payment of its bonds and expenses shall inure to the benefit of any person other than the City.

ARTICLE II

BOARD OF DIRECTORS

Section 1. *Appointment, Classes, Powers, Number, and Term of Office.* All powers of the Corporation shall be vested in the Board of Directors (the *Board*). The Board shall consist of not less than three (3) or more than nineteen (19) persons who shall have the qualifications contained in the Articles of Incorporation; provided however, that five (5) of such persons shall come at the recommendation of the Bexar County Commissioners Court. The Directors of the Corporation (the *Director* or *Directors*) shall be, initially, those persons initially presenting the application for the Corporation's formation. Each Director shall serve for the term for which he or she is appointed by the City Council until his or her successor is appointed or until his or her earlier death, resignation, retirement, disqualification, or removal. Successor Directors shall have the qualifications and shall be appointed subject to the terms set forth herein. In case of a vacancy in the Board through death, resignation, disqualification, or other cause or incapacity of a Director, a successor to hold office shall be the person appointed by the City Council in such vacant position. An increase in Board membership shall be by resolution of the City Council. In accordance with the Act, at all times a majority of the Directors on the Board shall reside within the City. In any event, such Director's term of office shall expire not later than May 31 of the next-occurring odd-numbered year.

Section 2. *Meetings of Directors.* The Directors may hold their meetings and may have an office and keep the books of the Corporation at such place or places within the City as the Board may from time to time determine; provided, however, in the absence of any such determination, such place shall be the registered office of the Corporation in the State.

The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required of a City under Chapter 551, as amended, Texas Government Code (the *Open Meetings Act*). The Corporation, the Board, and any committee of the Board exercising the powers of the Board are subject to Chapter 552, as amended, Texas Government Code (the *Texas Public Information Act*). The City Clerk has the primary responsibility for carrying out the duties required by the Texas Public Information Act, and is hereby designated the public information coordinator for purposes of the Texas Public Information Act.

Section 3. *Annual Meetings.* The annual meeting of the Board shall be held during the month of July of each year. The Board shall designate the time and the location of the annual meeting which shall be within the City.

Section 4. *Regular Meetings.* Regular meetings of the Board shall be held at such times and places as shall be designated, from time to time, by resolution of the Board.

Section 5. *Special and Emergency Meetings.* Consistent with the Open Meetings Act, special and emergency meetings of the Board shall be held whenever called by the President, the Secretary of the Corporation, or by a majority of the Directors who are serving duly appointed terms of office at the time the meeting is called. The Secretary of the Corporation shall give notice of each special meeting in person, by telephone, telecopier, mail, electronic mail or telegraph at least two (2) hours before the meeting to each Director. Notice of each emergency meeting shall also be given in the manner required of the City under Section 551.045 of the Texas Open Meetings Act. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special or emergency meeting. At any meeting at which every Director shall be present, even though without any notice, any matter pertaining to the purposes of the Corporation may be considered and acted upon to the extent allowed by the Texas Open Meetings Act.

Section 6. *Quorum and Action of the Board.* A simple majority of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. If at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present and voting at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

A Director who is present at a meeting of the Board at which any corporate action is taken shall be presumed to have assented to such action, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Section 7. *Participation by Telephone Conference and Videoconference.* In accordance with the Open Meetings Act, members of the Board or members of any committee designated by the Board may participate in and hold a meeting of the Board or such committee by means of telephone conference, video conference or similar communications equipment to the same extent as a governmental body within the meaning of the Open Meetings Act, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Notice of such meeting shall be given in accordance with the Open Meetings Act.

Section 8. *Conduct of Business.* At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine. At all meetings of the Board, the President shall preside, and in the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, a Chair shall be chosen by the Board from among the Directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 9. *Compensation of Directors.* Directors, as such, shall not receive any salary or compensation for their services as Directors. However, Directors shall be reimbursed for their actual expenses incurred in the performance of their official duties as Directors.

Section 10. *Director's Reliance on Consultant Information.* A Director shall not be liable if while acting in good faith and with ordinary care, he or she relies on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by:

(a) one or more other officers or employees of the Corporation;

(b) legal counsel, public accountants, the operator or the developer of the Project (as defined in the Articles of Incorporation), or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or

(c) a committee of the Board of which the Director is not a member.

ARTICLE III

OFFICERS

Section 1. *Titles and Term of Office.* The officers of the Corporation shall be a President, a Vice President, an Executive Director, a Secretary, a Treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Secretary. The President and Vice President of the Board and the Executive Director, Secretary and Treasurer of the Corporation shall be appointed in accordance with the provisions of these Bylaws. The Board, at its organizational meeting and annually thereafter, shall elect such additional officers as it sees fit. All officers (other than the President, Vice President and those officers who hold office by virtue of their City positions) shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board. An officer who holds office by virtue of his or her position with the City shall only be removed if he or she is removed from such City position. A vacancy in the office of any officer (other than the President, Vice President and those other officers who hold office by virtue of their City positions) shall be filled by the Board, subject to the provisions hereof.

Section 2. *Powers and Duties of the President.* The President shall initially be the individual elected at the initial organizational meeting of the Corporation, and thereafter the individual elected or appointed to serve in such capacity. The President shall preside at all meetings of the Board. He or she shall have such duties as are assigned by the Board. The President may call special or emergency meetings of the Board.

Section 3. *Powers and Duties of the Vice President.* The Vice President shall initially be the individual elected at the initial organizational meeting of the Corporation, and thereafter the individual elected or appointed to serve in such capacity. The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, or resignation, or upon the President's inability to perform the duties of his or her office. Any action taken by the Vice President in the performance of the duties of the President

shall be conclusive evidence of the absence or inability of the President to act at the time such action was taken.

Section 4. Executive Director. The Executive Director shall be the chief administrative officer of the Corporation who is charged with carrying out Board policies and directives. To the extent authorized by the Board, he or she may sign in the name and on behalf of the Corporation all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation. The Executive Director of the Corporation need not be a member of the Board.

Section 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board; he or she may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as is designated by the Board; whenever required by the Board; he or she shall enter or cause to be entered regularly in the books of the Corporation to be kept by him or her for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he or she shall perform all acts incident to the position of Treasurer subject to the control of the Board; and he or she shall, if required by the Board, give such bond for the faithful discharge of his or her duties in such form as the Board may require. The Treasurer of the Corporation need not be a member of the Board.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; he or she shall attend to the giving and serving of all notices; in furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, he or she may sign with the President in the name of the Corporation and/or attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he or she shall have charge of the Corporation's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the Corporation during business hours; and, he or she shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary of the Corporation need not be a member of the Board and may be the person serving as the City Clerk of the City.

Section 7. Officer's Reliance on Consultant Information. In the discharge of a duty imposed or power conferred on an officer of the Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by:

(a) one or more other officers or employees of the Corporation, including members of the Board; or

(b) legal counsel, public accountants, the operator or the developer of the Project, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

ARTICLE IV

MISCELLANEOUS PROVISIONS

Section 1. *Fiscal Year.* The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 2. *Notice and Waiver of Notice.* Whenever any notice whatsoever is required to be given under the provisions of these Bylaws (other than a notice required by the Open Meetings Act), such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 3. *Resignations.* Any Director or officer may resign at any time. Such resignation shall be made in writing to any officer of the Board.

Section 4. *Gender.* References herein to the masculine gender shall also refer to the feminine in all appropriate cases, and vice versa.

Section 5. *Appropriations and Grants.* The Corporation shall have the power to request and accept any appropriation, grant, contribution, donation, or other form of aid from the federal government, the State, any political subdivision or municipality in the State, or any other source.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. *Right to Indemnification.* SUBJECT TO THE LIMITATIONS AND CONDITIONS AS PROVIDED IN THIS ARTICLE V AND THE ARTICLES OF INCORPORATION, EACH PERSON WHO WAS OR IS MADE A PARTY OR IS THREATENED TO BE MADE A PARTY TO OR IS INVOLVED IN ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, ARBITRATIVE OR INVESTIGATIVE (A *PROCEEDING*), OR ANY APPEAL IN SUCH A PROCEEDING OR ANY INQUIRY OR INVESTIGATION THAT COULD LEAD TO SUCH A PROCEEDING, BY REASON OF THE FACT THAT HE OR SHE, OR A PERSON OF WHOM HE OR SHE IS THE LEGAL REPRESENTATIVE, IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION OR WHILE A DIRECTOR OR OFFICER OF THE CORPORATION IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, PARTNER, VENTURER, PROPRIETOR, TRUSTEE, EMPLOYEE, AGENT OR SIMILAR

FUNCTIONARY OF ANOTHER FOREIGN OR DOMESTIC CORPORATION, PARTNERSHIP, JOINT VENTURE, SOLE PROPRIETORSHIP, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE SHALL BE INDEMNIFIED BY THE CORPORATION TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, AS THE SAME EXISTS OR MAY HEREAFTER BE AMENDED (BUT, IN THE CASE OF ANY SUCH AMENDMENT, ONLY TO THE EXTENT THAT SUCH AMENDMENT PERMITS THE CORPORATION TO PROVIDE BROADER INDEMNIFICATION RIGHTS THAN SAID LAW PERMITTED THE CORPORATION TO PROVIDE PRIOR TO SUCH AMENDMENT) AGAINST JUDGMENTS, PENALTIES (INCLUDING EXCISE AND SIMILAR TAXES AND PUNITIVE DAMAGES), FINES, SETTLEMENTS AND REASONABLE EXPENSES (INCLUDING, WITHOUT LIMITATION, ATTORNEYS' FEES) ACTUALLY INCURRED BY SUCH PERSON IN CONNECTION WITH SUCH PROCEEDING, AND INDEMNIFICATION UNDER ARTICLE V SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO SERVE IN THE CAPACITY WHICH INITIALLY ENTITLED SUCH PERSON TO INDEMNITY HEREUNDER. THE RIGHTS GRANTED PURSUANT TO THIS ARTICLE V SHALL BE DEEMED CONTRACT RIGHTS, AND NO AMENDMENT, MODIFICATION OR REPEAL OF THIS ARTICLE V SHALL HAVE THE EFFECT OF LIMITING OR DENYING ANY SUCH RIGHTS WITH RESPECT TO ACTIONS TAKEN OR PROCEEDINGS ARISING PRIOR TO ANY SUCH AMENDMENT, MODIFICATION OR REPEAL. IT IS EXPRESSLY ACKNOWLEDGED THAT THE INDEMNIFICATION PROVIDED IN THIS ARTICLE V COULD INVOLVE INDEMNIFICATION FOR NEGLIGENCE OR UNDER THEORIES OF STRICT LIABILITY.

Section 2. *Advance Payment.* The right to indemnification conferred in this Article V shall include the right to be paid in advance or reimbursed by the Corporation the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 1 of this Article V who was, is, or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article V and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article V or otherwise.

Section 3. *Indemnification of Employees and Agents.* The Corporation, by adoption of a resolution of the Board or pursuant to an agreement approved by the Board, will indemnify and advance expenses to an employee or agent of the Corporation to the same extent and subject to the same conditions under which it may indemnify and advance expenses to Directors and officers under this Article V; and the Corporation may indemnify and advance expenses to persons who are not or were not Directors, officers, employees or agents of the Corporation but who are or were serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in such a

capacity or arising out of his or her status as such a person to the same extent that it may indemnify and advance expenses to Directors under this Article V.

Section 4. *Appearance as a Witness.* Notwithstanding any other provision of this Article V, the Corporation may pay or reimburse expenses incurred by a Director or officer in connection with his or her appearance as a witness or other participation in a proceeding involving the Corporation or its business at a time when he or she is not a named defendant or respondent in the proceeding.

Section 5. *Non-exclusivity of Rights.* The right to indemnification and the advancement and payment of expenses conferred in this Article V shall not be exclusive of any other right which a Director or officer or other person indemnified pursuant to Section 3 of this Article V may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation of the Corporation or these Bylaws, agreement, vote of shareholders or disinterested Directors or otherwise.

Section 6. *Insurance.* The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, proprietorship, employee benefit plan, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article V.

Section 7. *Notification.* Any indemnification of or advance of expenses to a Director or officer in accordance with this Article V shall be reported in writing to the members of the Board with or before the notice of the next regular meeting of the Board and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

Section 8. *Savings Clause.* If this Article V or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Director, officer or any other person indemnified pursuant to this Article V as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE VI

AMENDMENTS

A proposal to alter, amend, or repeal these Bylaws shall be made by the affirmative vote of a majority of the full Board at any annual or regular meeting, or at any special meeting where notice of the proposed amendment was contained in the notice of said special meeting.

ARTICLE VII

CONFLICTS

In the event of a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control.

* * *

EXHIBIT B

Co-Chairs and Directors
of the
San Antonio Tricentennial Celebration Commission

San Antonio Tricentennial Celebration Commission

Board of Directors

The Board of Directors of the San Antonio Tricentennial Celebration Commission shall consist of the following 5 Co-Chairs:

Father David Garcia, Archdiocese of San Antonio;

Dr. Katie Luber, Kelso Director of the San Antonio Museum of Art;

Robert Thrailkill, Hilton Palacio del Rio General Manager;

Lionel Sosa, Bexar County representative; and

Dr. Alfonso Chiscano, Bexar County representative

In addition to these 5 Co-Chairs, the Board of Directors of the Commission shall also consist of:

Honorable Tommy Adkisson	Mayoral Appointee
Hector Cardenas	Council District 1
Joe Linson	Council District 2
Brenda Pacheco	Council District 3
Cynthia Teniente-Matson	Council District 4
Faith Radle	Council District 5
Jim Landers	Council District 6
Cristina Bazaldua-Salazar	Council District 7
Blayne Tucker	Council District 8
Freida Wright	Council District 9
Luke Holland	Council District 10
Dr. Felix D. Almaraz, Jr.	Bexar County Appointee
T.C. Calvert	Bexar County Appointee
Carrie Baker Wells	Bexar County Appointee

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Carlos H. Cascos
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

SAN ANTONIO TRICENTENNIAL CELEBRATION COMMISSION
File Number: 802268165

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 08/04/2015

Effective: 08/04/2015

Carlos H. Cascos
Secretary of State