

City of Houston, Texas, Resolution No. 2012- 21

A RESOLUTION APPROVING BYLAWS FOR HOUSTON FORENSIC SCIENCE LGC, INC., A LOCAL GOVERNMENT CORPORATION, AND CONTAINING FINDINGS AND OTHER PROVISIONS RELATING TO THE SUBJECT.

WHEREAS, Chapter 431, Texas Transportation Code, authorizes the creation of a local government corporation to aid and act on behalf of a local government to accomplish any governmental purpose of the local government; and

WHEREAS, on June 6, 2012, the City Council of the City of Houston, Texas (the "City") passed Resolution No. 2012-17, which memorialized the City Council's finding that the creation of a local government corporation to operate an independent center providing the City with accurate and timely analysis of forensic evidence and related services will accomplish an important governmental purpose, namely, to enhance the welfare and safety of the public; and

WHEREAS, Resolution No. 2012-17 authorized the City's creation of Houston Forensic Science LGC, Inc. (the "Corporation"), a local government corporation, to operate the said independent center; and

WHEREAS, Resolution No. 2012-17 approved the form of the Corporation's Certificate of Formation; and

WHEREAS, on June 20, 2012, the Corporation held its organizational meeting, at which meeting the Board of Directors adopted bylaws for the Corporation (the "Bylaws," an accurate copy of which are attached hereto as Exhibit A); and

WHEREAS, Section 431.101(a), Texas Transportation Code, requires that the bylaws of a local government corporation be "approved by ordinance, resolution, or order adopted by the governing body" for which the corporation was created to aid and act on behalf of; and

WHEREAS, the City Council desires to approve the Bylaws of Houston Forensic Science LGC, Inc.; **NOW, THEREFORE**;

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF HOUSTON, TEXAS:

Section 1. That the findings contained in the preamble of this Resolution are declared to be true and correct and are adopted as part of this Resolution.

Section 2. That the Bylaws of Houston Forensic Science LGC, Inc., are

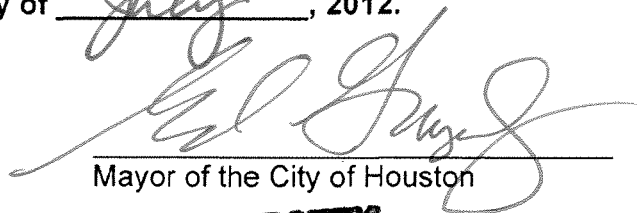
APPROVED.

Section 3. That, if any provision, section, subsection, sentence, clause, or phrase of this Resolution, or the application of same to any person or set of circumstances, is for any reason held to be unconstitutional, void, or invalid, the validity of the remaining portions of this Resolution or their application to other persons or sets of circumstances shall not be affected thereby, it being the intent of the City Council in adopting this Resolution that no provision hereof shall become inoperative or fail by reason of any unconstitutionality or other invalidity of any other portion hereof, and all provisions of this Resolution are declared to be severable for that purpose.

Section 4. That this Resolution shall take effect immediately upon its passage and approval by the Mayor; however, in the event the Mayor does not sign this Resolution within five days after its passage and adoption, the Resolution shall take effect in accordance with Article VI, Section 6, of the Houston City Charter.

PASSED and ADOPTED this 3rd day of July, 2012.

APPROVED this 3rd day of July, 2012.



Mayor of the City of Houston

PROTEM

Requested by Andrew F. Icken
Chief Development Officer

Prepared by 
First Assistant City Attorney

LD File No. 0421100101001

AYE	NO	
		ABSENT-OUT OF CITY CITY BUSINESS
••••	••••	MAYOR PARKER
		COUNCIL MEMBERS
		ABSENT-CITY BUSINESS
✓		BROWN
✓		DAVIS
✓		COHEN
✓		ADAMS
✓		SULLIVAN
		ABSENT-ON PERSONAL BUSINESS
✓		HOANG
✓		PENNINGTON
✓		MAYOR PRO TEM PRESIDING
✓		GONZALEZ
✓		RODRIGUEZ
✓		LASTER
✓		GREEN
✓		COSTELLO
✓		BURKS
		ABSENT DUE TO BEING ILL
✓		NORIEGA
✓		BRADFORD
✓		CHRISTIE
CAPTION	ADOPTED	

HOUSTON FORENSIC SCIENCE LGC, INC.

BYLAWS

Date of Adoption: June 20, 2012

(1.1)

EXHIBIT A

BYLAWS OF HOUSTON FORENSIC SCIENCE LGC, INC.

PREAMBLE

These Bylaws govern the affairs of Houston Forensic Science LGC, Inc. (the "Corporation"), a non-profit local government corporation whose purpose is to aid and to act on behalf of the City of Houston, Texas (the "City") to accomplish a governmental purpose of the City; namely, to create and to govern the operation of an independent center (the "Houston Forensic Science Center") to provide accurate and timely analysis of forensic evidence and related services.

ARTICLE 1 – RULES OF CONSTRUCTION; DEFINITIONS

These Bylaws shall be construed under the laws of the State of Texas, and all references to statutes, regulations, ordinances, and orders shall be construed to include any amendments of the said laws. In addition, the rules of construction and definitions in Section 1-2 of the City's Code of Ordinances shall apply to these Bylaws, which are to be construed liberally to effectuate the purposes described in the Corporation's Certificate of Formation (the "Certificate of Formation").

ARTICLE 2 – DIRECTORS

SECTION 2.01. MANAGEMENT. Subject to the Certificate of Formation and these Bylaws, management of the affairs of the Corporation shall be vested in the directors, who together constitute the Board of Directors (the "Board").

SECTION 2.02. QUALIFICATIONS, APPOINTMENT, AND REMOVAL. The qualifications of the directors as well as the procedures for their appointment and removal shall be as prescribed by the Certificate of Formation.

SECTION 2.03. CHAIRMAN. The Chairman of the Board (the "Chairman") shall be selected as provided in the Certificate of Formation. In furtherance of the purposes of the Corporation and subject to any limitations contained in the Certificate of Formation and these Bylaws, the Chairman, by resolution of the Board, may execute all bonds, notes, deeds, conveyances, assignments, mortgages, notes, contracts, and other instruments of any kind in the name of the Corporation.

SECTION 2.04. VICE CHAIRMAN. From among its members the Board shall select a Vice Chairman of the Board. The Vice Chairman shall perform the duties and exercise the powers of the Chairman upon the Chairman's death, absence, disability, resignation, or inability to perform the duties of the office.

SECTION 2.05. MANNER OF CONDUCTING MEETINGS. Meetings of the Board may be held by telephone conference, video conference, internet broadcast, or other means of

communication technology, but only as authorized by Chapter 551 of the Texas Government Code (the "Open Meetings Act").

SECTION 2.06. ANNUAL MEETINGS. The Board shall meet at least annually at a time and place in the City designated by resolution of the Board. Failure to hold an annual meeting at the designated time or place shall not work a dissolution of the Corporation nor impair the powers, rights, and duties of the Corporation's directors and officers.

SECTION 2.07. REGULAR MEETINGS. The Board may provide for regular meetings by resolution stating the time and place of such meetings. Further notice of the Board's regular meetings shall not be required except as may be necessary to comply with the Open Meetings Act.

SECTION 2.08. SPECIAL MEETINGS; EMERGENCY MEETINGS. Special meetings and emergency meetings of the Board shall be held when called by the Chairman of the Board or by two or more directors. For the purposes of these Bylaws, an "emergency meeting" is a meeting of the Board to consider a circumstance that, in the absence of immediate action by the Board, may have a material, adverse impact upon the Corporation or the operation of the Houston Forensic Science Center. The person(s) calling the special or emergency meeting shall provide the Secretary of the Corporation (the "Secretary") with a statement of the reason(s) for the meeting, which statement shall be included in the notice of the meeting.

SECTION 2.09. NOTICE. The Board shall cause a notice of each of its meetings to be filed in the same manner as required of a governing body of a municipality under the Open Meetings Act. In addition, the Secretary shall give notice to each director at least three days before each annual, regular, or special meeting of the Board or committee of the Board, and at least three hours before any emergency meeting of the Board. For the purposes of these Bylaws, "notice" to a director shall not be construed to require actual notice. Notice by telephone, mail, fax, delivery, or e-mail to the address of each director according to the records of the Corporation shall be deemed effective when given by the Secretary.

SECTION 2.10. QUORUM. A majority of the directors shall constitute a quorum for the consideration of matters related to the Corporation. The act of a majority of the directors present and voting at a meeting at which a quorum is in attendance shall constitute an act of the Board, unless the act of a greater number is required by law, by the Certificate of Formation, or by these Bylaws. A director may not vote by proxy.

SECTION 2.11. PROCEDURES. At its meetings the Board shall consider matters related to the purpose of the Corporation in such order as the Board may determine. The Chairman shall preside at all meetings of the Board, except that the Vice Chairman shall preside when the Chairman is absent. In the absence of the Chairman and the Vice Chairman, a temporary chairman shall be chosen by the Board from among the directors present. The Secretary 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. As required by Section 394.025 of the Texas Local Government Code (made applicable to the Corporation by Section 431.102 of the Texas Transportation Code), the Corporation shall keep minutes of the proceedings of the Board.

SECTION 2.12. DUTIES. Directors shall discharge their duties with ordinary care and in a manner each director reasonably believes to be in the Corporation's best interests. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging their duties, directors may rely in good faith on information, opinions, reports, or analyses, including financial data, prepared or presented by persons reasonably appearing to be qualified in such matters. A director is not relying in good faith if he has knowledge that renders such reliance unwarranted or unreasonable. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to property held or administered by the Corporation, including property subject to restrictions imposed by a donor or other transferor of the property.

SECTION 2.13. ACTIONS. The Board shall make every reasonable effort to act by consensus. Any action taken by the Board must be taken at a meeting conducted as prescribed by the Certificate of Formation, these Bylaws, and applicable law. The Board may not take action by consent in lieu of a meeting.

SECTION 2.14. DISCLOSURE OF PERSONAL INTEREST. A director with a financial or other personal interest in a transaction to which the Corporation is or may be a party must disclose all material facts concerning the transaction, including every potential personal benefit and potential conflict of interest. The disclosure must be made in a writing tendered to the other directors as promptly as possible under the circumstances, whether or not the transaction has been completed. A director who has made, or who should have made, such a disclosure shall neither participate in nor vote on the Board's consideration of matters related to the transaction.

SECTION 2.15. COMMITTEES OF THE BOARD. The Board may designate two or more directors to constitute a committee. The President of the Corporation shall be an ex-officio, non-voting member of each committee. A committee shall keep minutes of their proceedings and report the same to the Board. A committee may adopt rules for its own governance, provided that no such rule is inconsistent with the Certificate of Formation, or with these Bylaws, or with any resolution of the Board.

SECTION 2.16. RESIGNATION OF DIRECTORS. A director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Chairman or the Secretary. Acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE 3 – OFFICES

The initial principal office of the Corporation shall be at 900 Bagby St., Suite 422, Houston, Texas 77002. The Corporation may maintain such other offices and facilities as the Board may determine are in the best interests of the Corporation.

ARTICLE 4 – REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall maintain a registered office and a registered agent in Texas. The Corporation's registered office may be, but need not be, the same as its principal office. The Board may change the Corporation's registered office and/or its registered agent, but only with the consent of the City Council, as evidenced by a resolution approved by majority vote, and only in accordance with the Texas Business Organizations Code.

ARTICLE 5 – OFFICERS

SECTION 5.01. APPOINTMENT OF OFFICERS. The Board shall appoint a President, a Vice President, a Secretary, and a Treasurer of the Corporation. The persons appointed may not be directors of the Corporation but may be employees of the City. The persons appointed shall hold the said offices until the next annual meeting of the Board, at which meeting the Board shall appoint (or reappoint) persons to hold the said offices until the next annual meeting, repeating the cycle annually. Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

SECTION 5.02. REMOVAL OF OFFICERS. Any officer of the Corporation may be removed by the Board at any time, with or without cause, except that such removal shall be without prejudice to the contract rights, if any, of the officer removed.

SECTION 5.03. PRESIDENT. The President shall be the chief executive officer of the Corporation and the Executive Director of the Houston Forensic Science Center. If and as authorized by the Board, the President may sign, with the Secretary or another officer of the Corporation, all bonds, notes, deeds, conveyances, assignments, mortgages, notes, contracts, and other instruments of any kind in the name of the Corporation. The President also shall perform other duties prescribed from time to time by the Board.

SECTION 5.04. VICE PRESIDENT. The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, resignation, or inability to perform the duties of the office, except that the Vice President shall not act as the Executive Director of the Houston Forensic Science Center without the Board's approval as evidenced by a resolution. The Vice President also shall perform other duties prescribed from time to time by the Board or by the President.

SECTION 5.05. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly

given as required by law or by these Bylaws (specifically including Section 7.04 below), serve as custodian of the records of the Corporation, and in general perform the duties incident to the office of Secretary. The Secretary also shall perform other duties prescribed from time to time by the Board or by the President.

SECTION 5.06. TREASURER. The Treasurer shall be the chief financial officer of the Corporation and shall have custody of, and responsibility for, all funds of the Corporation. The Treasurer shall receive and give receipts for funds due and payable to the Corporation; deposit all funds of the Corporation in one or more depository institutions as provided by these Bylaws; and in general perform the duties incident to the office of Treasurer. The Treasurer also shall perform other duties prescribed from time to time or by the Board or by the President.

ARTICLE 6 – FINANCIAL MATTERS

SECTION 6.01. FISCAL YEAR. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

SECTION 6.02. DEPOSITS. All funds of the Corporation shall be deposited to the credit of the Corporation in a state or national bank or other federally insured depository institution selected by the Board, subject to and in accordance with the requirements of Chapter 105 of the Texas Local Government Code and, as applicable, the Public Funds Investment Act (Chapter 2256 of the Texas Government Code).

SECTION 6.03. PAYMENTS. All checks, drafts, or orders for payments of money or other transfers of funds shall be signed or otherwise authorized by such officer or officers of the Corporation and in such manner as shall be determined by resolution of the Board. In the absence of such resolution, such instruments shall be signed by the Secretary or the Treasurer and countersigned by the President.

SECTION 6.04. ASSISTANCE TO CITY'S DIRECTOR OF FINANCE. The Board shall take such actions as necessary to enable the Director of the City's Finance Department (the "Director of Finance") to perform the duties imposed by Section 5.4 of City of Houston Executive Order No. 1-29.

SECTION 6.05. AUDITS. The Board shall cause to be maintained a proper and complete system of records and accounts of all business, transactions, and affairs of the Corporation. Within a reasonable time after the end of each fiscal year, the Board shall cause the preparation of a financial statement for the Corporation, which statement shall meet all requirements established by the Director of Finance and shall be prepared by an independent certified public accountant approved by the Director of Finance. The Treasurer promptly shall furnish to the Board, the Mayor of the City (the "Mayor"), and the City Council a copy of each such statement and the accompanying auditor's report.

ARTICLE 7 – GENERAL PROVISIONS

SECTION 7.01. SUPREMACY OF CERTIFICATE OF FORMATION. These Bylaws are subject to and governed by the Certificate of Formation.

SECTION 7.02. ADMINISTRATIVE SERVICES. With the Mayor's approval, the Chairman or the President may appoint one or more employees of the City to perform administrative services for the benefit of the Corporation.

SECTION 7.03. BACKGROUND INVESTIGATIONS. The President shall implement and maintain a program by which the background of each officer and employee of the Corporation is investigated in a timely manner. The program shall not differ materially from background investigations conducted by the Houston Police Department prior to the hiring of civilian employees. Results of the investigations shall be provided to the President, the Chairman, and the Vice Chairman.

SECTION 7.04. REQUIRED BOOKS AND RECORDS. The Corporation shall maintain the books and records as required by Section 3.151 of the Texas Business Organizations Code, together with such additional records, documents, and physical things reasonably expected of a well-managed, fully accredited forensic science center.

SECTION 7.05. ACCESS TO BOOKS AND RECORDS. As required by Section 5.3.2.5 of City of Houston Executive Order No. 1-29, the books and records of the Corporation shall be available for review upon request by the Mayor, the Director of Finance, or the Controller of the City.

SECTION 7.06. AMENDMENT. These Bylaws may be amended, which amendment shall be effective upon approval by the City Council and the Mayor, as evidenced by a resolution approved by majority vote, following approval of the amendment by the affirmative vote of a majority of the directors at a meeting of the Board, provided that notice of the proposed amendment shall have been received by each director at least five business days before the said meeting.

SECTION 7.07. EFFECTIVE DATE. These Bylaws shall be effective upon approval by the City Attorney of the City (the "City Attorney") and adoption by an affirmative vote of a majority of the directors at a meeting of the Board, provided that notice of the proposed adoption shall have been received by each director at least five business days before the said meeting.

APPROVED:



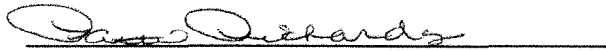
David M. Feldman, City Attorney
City of Houston

DATE: 6/22/12

CERTIFICATE

The undersigned hereby certifies that these Bylaws are the true and correct Bylaws of the Corporation; that these Bylaws have been approved by the City Attorney; and that these Bylaws were duly adopted by the Board of Directors of the Corporation on June 20, 2012.

Executed this 22 day of June, 2012.



(Signature)

Patti Richards

(Printed Name of Secretary or Acting Secretary)