

CITY OF BRADY COUNCIL AGENDA REGULAR CITY COUNCIL MEETING JANUARY 7, 2020 AT 6:00 PM

NOTICE is hereby given of a meeting of the City Council of City of Brady, McCulloch County, State of Texas, to be held at 6:00 pm on January 7, 2020, at the City of Brady Municipal Court Building, located at 207 S. Elm Street, Brady, Texas, for the purpose of considering the following items. The City Council of the City of Brady, Texas, reserves the right to meet in closed session on any of the items listed below should the need arise and if applicable pursuant to authorization by Title 5, Chapter 551, of the Texas Government Code.

1. CALL TO ORDER, ROLL CALL & CERTIFICATION OF A QUORUM

2. INVOCATION & PLEDGE OF ALLEGIANCE

3. PUBLIC COMMENTS: Reserved for items NOT listed on the agenda

Please limit individual public comments to three (3) minutes. In accordance with TX AG opinion, any public comment addressing items not on the agenda, will only be heard by the City Council. No formal action, deliberation, discussion, or comment will be made by City Council. State Law prohibits any deliberation or decisions regarding items presented in public comments. City Council may only make a statement of specific factual information given in response to the inquiry; recite an existing policy; or request staff to place the item on an agenda for a subsequent meeting.

4. CONSENT AGENDA: Reserved for routine items to save time

Any item may be removed from the Consent Agenda at the request of a Council Member and considered separately following the Consent Agenda approval. All items listed on the Consent Agenda are to be with one motion "Move to approve Consent Agenda."

- A. Approval of Minutes for Regular & Work Session Meetings on December 17, 2019.
- B. Approval of Resolution 2020-001 to call the May 2, 2020 General Election, for the purpose of filling City of Brady Mayor and City Council Place 1 expiring terms.
- C. Approval of Interlocal Agreement with McCulloch County for labor and equipment sharing to improve / maintain infrastructure of public facilities.

5. PRESENTATIONS

- A. Annual Report for Fire & EMS Services – Chief Lloyd Perrin

6. PUBLIC HEARING:

None

MISSION
The City of Brady strives to share its history and encourage the development of diverse housing, employment, infrastructure, and opportunity through transparent management and financing for all residents and employees.

7. INDIVIDUAL CONCERNS

City Council Members are to deliberate the following items. Staff will present the item and are prepared to answer City Council Member questions. The Mayor will recognize Council Members as the council discussed the item so everyone is heard. Once the City Council Members finish discussion, the Mayor will recognize attendees who have comments. Attendees and council members need to direct comments to the Mayor as they are recognized. When all comments are complete, the Mayor will call for a motion.

- A. Discussion, consideration and possible action regarding approval of Resolution 2019-039 to adopt a revision to the Personnel Policy to include City related Social Media and retention directives.
- B. Discussion, consideration and possible action regarding approval of the purchase of (3) Physio-Control LifePak 15 V4 Monitor/Defibrillator & AED and ProCare Products from Stryker Sales Corporation and the 5-year pay-out contract with Flex Financial at 0% interest, a division of Stryker Sales Corporation, for a total amount not to exceed \$125,900.10.
- C. Discussion, consideration and possible action regarding approval of the disposition of City-owned equipment with a direct sale to JJJ Stretchers, Inc. a company located in Linden, New Jersey for the sale amount of \$25,181.
- D. Discussion, consideration and possible action to appoint a Council Member to the Brady Youth Sports Association.
- E. Discussion and summary of City Council action and if procedures and processes worked.
- F. Discussion by City Council of City improvements to be recognized

8. STAFF REPORTS

A. Upcoming Special Events/Meetings:

9. ANNOUNCEMENTS

Pursuant to the Texas Government Code § 551.0415, City Council Members and City staff may make reports about items of community interest during a meeting of the governing body without having given notice of the report. Items of community interest include: Expressions of thanks, congratulations, or condolence; an honorary or salutary recognition of a public official, public employee, or other citizen, except that a discussion regarding a change in the status of a person's public office or public employment is not an honorary or salutary recognition for purposes of this subdivision; Information regarding a social, ceremonial, or community event organized or sponsored by an entity other than the governing body that was attended or is scheduled to be attended by a member of the governing body or an official or employee of the municipality; and announcements involving an imminent threat to public health and safety of people in the municipality that has arisen after the posting of the agenda.

10. EXECUTIVE SESSION

None

11. OPEN SESSION ACTION ON ANY ITEMS COMING OUT OF EXECUTIVE SESSION

None

12. ADJOURNMENT

I certify that this is a true and correct copy of the City of Brady City Council Meeting Agenda and that this notice as posted on the designated bulletin board at Brady City Hall, 201 E. Main St., Brady, Texas 76825; a place convenient and readily accessible to the public at all times, and said notice was posted on _____ by 6:00 p.m. and will remain posted continuously for 72 hours prior to the scheduled meeting pursuant to Chapter 551 of the Texas Government Code.

Tina Keys, City Secretary

In compliance with the American with Disabilities Act, the City of Brady will provide for reasonable accommodations for persons attending public meetings at City facilities. Requests for accommodations or interpretive services must be received at least 48 hours prior to the meeting. Please contact the City Secretary at 325-597-2152 or citysec@bradytx.us.

Attendance by Other Elected or Appointed Officials: It is anticipated that members of other governmental bodies, and/or city boards, commissions and/or committees may attend the meeting in numbers that may constitute a quorum of the body, board, commission and/or committee. The members of the boards, commissions and/or committees may be permitted to participate in discussion on the same items listed on the agenda, which occur at the meeting, but no action will be taken by such in attendance unless item and action is specifically provided for on an agenda for that body, board, commission or committee subject to the Texas Open Meetings Act.

The City Council of the City of Brady reserves the right to adjourn into Executive Session at any time during the course of this meeting to discuss any of the matters listed on this agenda as authorized by the Texas Government Code Sections 551.071 (Consultation with Attorney), 551.072 (Deliberations regarding Real Property), 551.073 (Deliberations regarding prospective Gifts or Donations), 551.074 (Personnel Matters), 551.076 (Deliberations regarding Security Devices), 551.086 (Deliberate, vote or take final action on competitive matters of the public power utility), and 551.087 (Deliberation regarding Economic Development).

This agenda has been reviewed and approved by the City's legal counsel and the presence of any subject in any Executive Session portion of the agenda constitutes written interpretation of the Texas Government Code Chapter 551 by legal counsel for the governmental body and constitutes an opinion by the attorney that the items discussed therein may be legally discussed in the closed portion of the meeting considering available opinions of a court of record and opinions of the Texas Attorney General known to the attorney. This provision has been added to this agenda with the intent to meet all elements necessary to satisfy Texas Government Code Chapter 551.104(c) and the meeting is conducted by all participants in reliance on this opinion.

STATE OF TEXAS

COUNTY OF McCULLOCH

CITY OF BRADY

The City Council of the City of Brady, Texas met in a Work Session Meeting on Tuesday, December 17, 2019 3:00 p.m. at the City of Brady Municipal Court Building located at 207 S. Elm Street, Brady, Texas. Council Members present were Missi Davis, Jeffrey Sutton and Jane Huffman. City staff present were City Manager Dennis Jobe, Public Works Director Steve Miller, Finance Director Lisa Remini, Electric Superintendent, Joe Solis, City Attorney Sarah Griffin, and City Secretary Tina Keys. Mayor Groves entered the meeting at 3:33 p.m.. Council Member May entered the meeting at 3:55 p.m.

1. CALL TO ORDER, ROLL CALL & CERTIFICATION OF A QUORUM

Mayor Pro tem Huffman called the meeting to order at 3:08 p.m. Council quorum was certified.

2. Discussion Regarding

- a. Power Outages – Joe Solis and Steven Miller presented to Council.
- b. Distribution Costs – Lisa Remini presented and went over distribution costs
- c. Financial Determinations / policy and ordinance change – Lisa Remini and Dennis Jobe reviewed current policies.

3. Adjournment

There being no further business, the Mayor adjourned the meeting at 4:35 p.m.

Mayor Anthony Groves

Attest: _____

Tina Keys, City Secretary

STATE OF TEXAS

COUNTY OF McCULLOCH

CITY OF BRADY

The City Council of the City of Brady, Texas met in a Regular Meeting on Tuesday, December 17, 2019 at 6:00 pm at the City of Brady Municipal Court Building located at 207 S. Elm Street, Brady, Texas with Mayor Anthony Groves presiding. Council Members present were Jane Huffman, Jay May, Missi Davis, Jeffrey Sutton, and Rey Garza. City staff present were City Manager Dennis Jobe, Finance Director Lisa Remini, Public Works Director Steve Miller, Police Chief Steve Thomas, Municipal Court Clerk Valerie Gonzalez and City Secretary Tina Keys. Also in attendance were James Stewart, Sheryl Whitworth and Cecil Starks.

1. CALL TO ORDER, ROLL CALL & CERTIFICATION OF A QUORUM

Mayor Groves called the meeting to order at 6:00 p.m. Council quorum was certified.

2. INVOCATION AND PLEDGE OF ALLEGIANCE

Council Member May gave the invocation and the Pledge of Allegiance was recited.

3. PUBLIC COMMENTS

There were no public comments

4. CONSENT AGENDA

- A. Approval of Minutes for Regular Meeting on December 3, 2019
- B. Discussion, consideration and possible action regarding Resolution 2019-040 to designate the Brady Standard Herald as the City's official newspaper for required publications and public notices (required annually by the City Charter Section 13.02)

Council Member May moved to approve the consent agenda. Seconded by Council Member Garza. All Council Members voted "aye" and none "nay". Motion passed with a 5–0 vote.

5. PRESENTATIONS:

- A. Annual Municipal Court Report – Valerie Gonzalez presented.
- B. North Substation Status – Steven Miller presented to Council.

6. PUBLIC HEARINGS:

There were no public hearings

7. INDIVIDUAL CONCERNS

- A. Discussion, consideration and possible action regarding the second and final reading of Ordinance 1286 to amend Ordinance 986 reducing the processing fee for the acceptance of credit card payments. Lisa Remini presented. Council Member Garza moved to approve the second and final reading of Ordinance 1286. Seconded by Council Member Sutton. All Council Members voted "aye" and none "nay". All Council Members voted "aye" and none "nay". Motion passed with a 5 – 0 vote.
- B. Discussion, consideration and possible action regarding approval Resolution 2019-039 to adopt a revision to the Personnel Policy to include City related Social Media and retention

directives. Lisa Remini presented. Council Member Sutton moved to make recommended changes and bring back to the next meeting. Seconded by Council Member Davis. All Council Members voted “aye” and none “nay”. Motion passed with a 5 – 0 vote.

- C. Discussion, consideration and possible action regarding a land lease agreement with New Cingular Wireless PCS, LLC on a city property located adjacent to the N Walnut Standpipe for a communication cell tower. Steven Miller presented. Council Member May moved to approve. Seconded by Council Member Sutton. Four Council Members voted “aye” and none “nay” with Council Member Davis abstaining from voting. Motion passed with a 4 - 0 vote.
- D. Discussion, consideration and possible action regarding Ordinance 1287 amending chapter one General Provisions, Article 1.02 Administration, Division Three, Departments, Section 1.02.062 Community Services Department Subsection b to change the Community Services Director to the Community Outreach Manager, to be passed on the first reading. Dennis Jobe presented. Council Member Huffman moved to approve Ordinance 1287 to be passed on the first reading. Seconded by Council Member Davis. All Council Members voted “aye” and none “nay”. Motion passed with a 5 – 0 vote.
- E. Discussion and summary of City Council action and, if procedures and processes worked. There was no discussion
- F. Discussion by City Council of City improvements to be recognized. Mayor Groves said we are grateful and pleased that we have a definite plan on proceeding with the transformer for the North Substation. Council Member Garza commented the street crews are doing an excellent job.

8. STAFF REPORTS

9. ANNOUNCEMENTS

There were no announcements.

10. EXECUTIVE SESSION

There was no Executive Session

11. OPEN SESSION ACTION ON ANY ITEMS COMING OUT OF EXECUTIVE SESSION

None

12. ADJOURNMENT

There being no further business, the Mayor adjourned the meeting at 6:50 p.m.

Mayor Anthony Groves

Attest: _____
Tina Keys, City Secretary

City Council

City of Brady, Texas

Agenda Action Form

AGENDA DATE:	01/07/2020			AGENDA ITEM	4.B.
AGENDA SUBJECT:	Discussion, consideration, and possible action approving Resolution 2020-001 to call May 2, 2020 General Election, for the purpose of filling City of Brady City Council Mayor and Council Member Place 1 expiring terms.				
PREPARED BY:	T. Keys		Date Submitted:	12/20/2019	
EXHIBITS:	Resolution 2020-001				
BUDGETARY IMPACT:	Required Expenditure:	\$00.00			
	Amount Budgeted:	\$9,000.00			
	Appropriation Required:	\$00.00			
CITY MANAGER APPROVAL:					

SUMMARY:

City of Brady City Council Mayor and Council Member Place 1 are up for reelection this year. Per the City of Brady Home Rule Charter, Council must call an Election. The City of Brady is required by law to hold an election on a uniform election date. McCulloch County has only a limited amount of voting equipment and has been unable to assist the City with elections due to conflicting dates of Primary Elections and possible run-off elections. Therefore, we have had to seek help from the Brown County Election Administrator. This resolution calling the election and any needed subsequent agreements will allow the city to meet its obligations to the citizens of Brady, to the BISD School Board, and Brown County by gaining access to needed election equipment and other required resources.

RECOMMENDED ACTION:

Move to approve Resolution 2020-001

CITY OF BRADY, TEXAS

RESOLUTION NO. 2020-001

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BRADY, TEXAS,
ORDERING A GENERAL ELECTION TO BE HELD ON SATURDAY, MAY 2, 2020
SAID DATE BEING A UNIFORM ELECTION DATE FOR THE PURPOSE OF
FILLING POSITIONS OF MAYOR AND COUNCIL MEMBER PLACE ONE;
APPOINTING ELECTION OFFICIALS; SETTING THE RATE OF PAY FOR
ELECTION OFFICIALS; ESTABLISHING THE MAXIMUM NUMBER OF
ELECTION CLERKS; VOTING BY PERSONAL APPEARANCE; PROVIDING FOR
CORRECTION OF SCRIVENER'S ERRORS; PROVIDING FOR REPEAL AND
CONFLICTING PROVISIONS; SEVERABILITY; PROPER NOTICE AND MEETING;
AND EFFECTIVE DATE**

WHEREAS, the City of Brady, Texas desires to conduct elections in accordance with the provisions of the City's Charter and state election laws; and

WHEREAS, the City Council has authority pursuant to Chapter 271, Texas Election Code, to enter into joint election agreements with other political subdivisions holding elections on the same day in all or part of the same territory; and

WHEREAS, the City Council has authority pursuant to Chapters 31 and 271, Texas Election Code, to enter into an election services contract with the Brown County to obtain certain election services;

**NOW, THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF
BRADY, TEXAS, THAT:**

SECTION 1: The City of Brady will hold a General Election on May 2, 2020 from 7:00 a.m. to 7:00 p.m. at City Hall, 201 East Main Street, Brady, Texas for the purpose of electing Mayor and Council Member for Place One (1).

SECTION 2: Applications for place on the ballot will be accepted from January 15, 2020 until February 14, 2020, by the close of business (5:00 p.m.) in the Office of the City Secretary, City Hall, 201 East Main Street, Brady, Texas.

SECTION 3: Early voting will be from April 20, 2020 until April 28, 2020, Monday through Friday and from 8:00 a.m. to 5:00 p.m. with extended hours from 7:00 a.m. until 7:00 p.m. on April 23, 2020 and April 28, 2020 at City Hall, 201 East Main Street, Brady, Texas.

Applications for ballots by mail shall be submitted to Tina Keys, P.O. Box 351, 201 East Main Street, Brady, Texas by April 20, 2020.

SECTION 4: The Election Judge to serve at the polling place of such election shall be and are hereby appointed as follows:

Early Voting Place: City Hall

Early Voting Clerk: To Be Determined by City Secretary, Brady, Texas

Early Voting Clerk: To Be Determined by City Secretary, Brady, Texas

Polling Place #1: City Hall

Election Judge: To be Determined

Alternate Judge: To be Determined

SECTION 5: In accordance with Section 32.091 of the Texas Election Code, clerks shall be paid at the rate of \$11.00 per hour and the election judges shall be paid \$12.50 per hour.

SECTION 6: There shall be a minimum of two (2) clerks at the polling place, which includes the alternate judge.

SECTION 7: In accordance with Section 87.004 of the Texas Election Code, the presiding judge at City Hall and at least two (2) clerks shall also serve as the Early Voting Ballot Board to count ballots received during early voting by personal appearance and early voting by mail.

PASSED AND APPROVED this 7th day of January, 2020

Anthony Groves, Mayor

ATTEST: _____
Tina Keys, City Secretary

City Council

City of Brady, Texas

Agenda Action Form

AGENDA DATE:	01/07/2020	AGENDA ITEM	4.C
AGENDA SUBJECT:	Discussion, consideration and possible action regarding Interlocal Agreement with McCulloch County for labor and equipment sharing to improve/maintain infrastructure of public facilities.		
PREPARED BY:	T. Keys	date	12/27/2019
EXHIBITS:	Draft agreement prepared by City and approved in 2019		
BUDGETARY IMPACT:	Required Expenditure:	\$00.00	
	Amount Budgeted:	\$00.00	
	Appropriation Required:	\$00.00	
CITY MANAGER APPROVAL:			
<p>SUMMARY:</p> <p>The City and the County have approved annual cooperative agreements with each other for several years in order for the County to provide equipment and labor as needed on City owned public property and infrastructure projects to better serve the residents of the City; and for the City to provide equipment and labor as needed on County owned public property and infrastructure projects to better serve the residents of the County.</p> <p>The City and the County will exchange only services, equipment, and labor as part of this Agreement and only when both feel the arrangement is of benefit to both agencies. In the past, the County has helped at GRW with large equipment and the City has helped with some road patching adjacent to city limits.</p> <p>This Agreement is in accordance with the Interlocal Cooperation Act contained in Chapter 792 of the Texas Government Code.</p> <p>City Attorney drafted the attached agreement in 2017.</p>			
<p>RECOMMENDED ACTION:</p> <p>Approve agreement as desired.</p>			

**INTERLOCAL COOPERATION AGREEMENT BETWEEN THE
CITY OF BRADY AND MCCULLOCH COUNTY, TEXAS**

This Interlocal Cooperation Agreement (Agreement) is made and effective this ____ day of _____, 20____ by and between the City of Brady, Texas, (City), and McCulloch County, Texas (County), hereinafter collectively referred to as the "Parties", upon the premises and for the consideration stated herein.

RECITALS

WHEREAS, the City and the County desire to cooperate with each other in order for the County to provide equipment and labor as needed on City owned public property and infrastructure projects to better serve the residents of the City; and

WHEREAS, the City and the County desire to cooperate with each other in order for the City to provide equipment and labor as needed on County owned public property and infrastructure projects to better serve the residents of the County; and

WHEREAS, the City and the County will exchange only services, equipment, and labor as consideration as part of this Agreement; and

WHEREAS, the Parties intend to conform this Agreement in all respects in accordance with the Interlocal Cooperation Act contained in Chapter 792 of the Texas Government Code.

NOW THEREFORE, the Parties agree as follows:

AGREEMENT

A. *Recitals*

The foregoing recitals are hereby incorporated into this AGREEMENT and shall be considered mutual covenants that are part of and incorporated within the terms and conditions that are relied upon and bind the Parties.

B. *Term*

The term of this Agreement is one year. This Agreement shall terminate on the first anniversary of its effective date.

C. *City Responsibilities*

At the request of the County, the City may provide services, equipment, and labor to repair and maintain County roads and infrastructure.

D. *County Responsibilities*

At request of the City, the County may provide services, equipment, and labor to repair and maintain City roads and infrastructure.

E. *Supervision*

All work performed under this Agreement shall be supervised by both a City designated supervisor and a County Commissioner for the location in which the work is being performed.

F. *Termination*

The Agreement may be terminated by either Party by providing the other Party with thirty (30) day's written notice.

G. *Choice of Law and Venue*

This Agreement shall be interpreted and construed according to the laws of the State of Texas. All disputes involving this Agreement shall be riled in a district court in McCulloch County, Texas.

H. *Notice*

All notices provided under this Agreement shall be in writing and may be effected upon personal delivery or by registered or certified mail, return receipt requested when mailed to the Party at the following addresses:

CITY: City of Brady
Attn: Dennis Jobe, City Manager
P O Box 351
Brady, TX 76825

COUNTY: McCulloch County, Texas
Attn: Judge Bill Spiller
199 Courthouse Square, RM 302
Brady, TX 76825

APPROVED AND EXECUTED this ____ day of _____, 20____ by City of Brady.

APPROVED AND EXECUTED this ____ day of _____, 20____ by McCulloch County.

CITY OF BRADY, TEXAS

BY: _____
Anthony Groves, Mayor

DATE: _____

Attest: _____
Tina Keys, City Secretary

MCCULLOCH COUNTY, TEXAS

BY: _____
Bill Spiller, McCulloch County Judge

DATE: _____

ATTEST: _____

Agenda Action Form
City Council
City of Brady, Texas

AGENDA DATE:	1-7-2020	AGENDA ITEM	7.A	
AGENDA SUBJECT:		Discussion, consideration and possible action regarding approval of Resolution # 2019-039 to adopt a revision to the Personnel Policy to include City related Social Media and retention directives.		
PREPARED BY:		Lisa Remini	Date Submitted:	12-19-2019
EXHIBITS:		Recommended language - Social Media Resolution 2019-039		
BUDGETARY IMPACT:		Required Expenditure:	\$00.00	
		Amount Budgeted:	\$00.00	
		Appropriation Required:	\$00.00	
CITY MANAGER APPROVAL:				

SUMMARY:

The proposed addition of Sections B and C to the Personnel Policy is intended to improve communication to the city staff engaged in social media with the general public and how to coordinate that information and retain such for public inquiry.

The city is committed to providing clear and transparent information in a friendly manner that promotes responsibility, accountability and unity with the council, staff, and community.

Requiring a central coordination point of contact and that the social information be linked to the city's website as the originating source are two key components of the recommended language proposed.

At the 12-17-2019 meeting, the Council agreed to Section B and C language, but recommended that Section A be amended to eliminate certain language and add language that addresses use of personal social media during work hours. Attached is Section A amended for review and approval.

RECOMMENDED ACTION:

Approve Resolution 2019-039 adopting the City related Social Media and retention directives as proposed, to be included in the City Personnel Policy.

RESOLUTION NO. 2019 - 039

**A RESOLUTION OF THE CITY OF BRADY, TEXAS
TO AMEND THE CITY'S PERSONNEL POLICY TO INCLUDE
SOCIAL MEDIA POLICY**

WHEREAS, the City Council of the City of Brady recognizes the need for the City to effectively communicate with its citizens in order to enhance transparency in government; and

WHEREAS, the City Council of the City of Brady is aware of the growing use of Social Media by cities as a means of communication with its citizens; and

WHEREAS, The City Council of the City of Brady wishes to ensure proper and smooth communications between the governing body and its citizens by prescribing the manner in which the governing body shall interact;

WHEREAS, an employee's use of social media, both on and off duty, must not interfere with or conflict with the employee's duties or job performance, reflect negatively on the City of Brady, or violate any city policy; and

WHEREAS, the City of Brady City Council wishes to regulate the creation and distribution of information concerning the City, its employees and citizens through electronic media, including but not limited to, online forums, instant messaging and internet social media and blogging site; and

WHEREAS, the City Charter requires City Council to set policy by resolution.

NOW, THEREFORE BE IT RESOLVED by the City Council of the City of Brady, Texas:

The City of Brady's Personnel Policy with amendments to include the Social Media Policy is attached hereto as "Exhibit A" and incorporated herein by reference is hereby adopted by the City of Brady City Council.

PASSED AND APPROVED this the ____ day of _____ 2020.

Anthony Groves, Mayor

Attest: _____
Tina Keys, City Secretary

1. Digital Media and Social Networking

A. Generally

Digital and computer technology continues to expand rapidly around the world. Improved technology applications can enhance our everyday lives, improve overall quality of life, and provide useful tools for business and government. It can be a great tool to reach citizens and further develop positive perceptions of employees and City. Likewise, it can improve personal communications and relationships. However, this technology is a double-edge sword that must be used by personnel on and/or off-duty in a manner that preserves and promotes the image, efficiency, and effectiveness of the City, the individual employee, and the community itself.

While the City supports employee's rights to engage in personal interest-based activities the employee is expected to exercise good judgement by limiting time on social media sites during work hours as not to interfere with or impede on-duty work requirements. Any such impact on work productivity shall be considered a violation of City policy and dealt with as a disciplinary issue.

The City recognizes the right of employees to use blogs as a medium of self-expression. Should you identify yourself as an employee of the City to discuss business related matters on a personal weblog or site, some readers may view you as a City representative or spokesperson. Communications made in digital media and social networking may also be regulated in Section 19 above.

Digital media and technology for the purposes of this policy is defined as all photographs, audio, and video recordings of any type and format.

The purpose of this policy is to provide employees with clear guidelines when participating on personal social networking websites, web pages or other types of social media. It is not the City's intent to deter or prohibit employees from participating, accessing or posting to these sites, but to make sure an employee's personal activities do not infringe upon the integrity, effectiveness, or security of the City's operations, other employees or citizens, and to otherwise preserve and protect the professional interests of the City. Employees must remember that their conduct both on and off duty is held to a higher standard and that we are often viewed as "ambassadors of the City" even when outside the workplace; this includes their conduct in relation to social media and networking sites. **Social media network sites, weblogs and similar media are considered public and can be entered into evidence and used against employees in court.**

~~Many of the standards provided below simply restate other policies found elsewhere in this Policy, only applied in the context of social media and social networking.~~

~~The City Supports employee's rights to engage in personal interest based activities but reminds employees to exercise good judgement by safeguarding themselves accordingly by not participating in any conduct that is likely to have an adverse effect on their integrity as an employee of the City or the reputation of the City. Therefore, employees are responsible for all content posted on or to any social networking site or media including that of another employee once they become aware of it.~~

- ~~1. Social media network sites, weblogs and similar media are considered public and can be entered into evidence and used against employees in court.~~
- ~~2. Any material considered in violation of this policy that is located on any employee's personal social networking site or posted by an employee to any social media should be removed promptly.~~
- ~~3. Any employee becoming aware of or having knowledge of any violation of this policy shall notify their Supervisor immediately for follow-up action.~~

B. City Related Social Media

No employee may create or maintain a social media account that purports or appears to be a City social media account without the permission of that employee's department director, and the City Social Media Manager, who shall be the City Manager or his designated representative.

Once the Departmental Social Media account is approved, then the following information must be provided to and approved by the City Social Media Manager.

1. The login and password information;
2. Any changes to the login and password;
3. Name(s) of the employee(s) authorized to maintain the Social Media site, and
4. The name of the primary Department Moderator.

Each City of Brady social media site shall include an introductory statement which clearly specifies the purpose and topical scope of the social network site. Social networking sites should link back to the official City of Brady website for any forms, documents, and or other information.

All City Social Media sites shall clearly indicate they are maintained by City of Brady and shall have City of Brady contact information prominently displayed.

Employees with access to City and Departmental Social Media account login information are prohibited from sharing login information with anyone outside of the City. Social media account passwords should be changed every six months or as IT support/or personnel advise, and new passwords shall be shared promptly with the City Social Media Manager.

No unauthorized and undesignated employees will post City Media, this media should only be posted by designated personnel. All employees are expected to comply with all security related departmental directives. Department Moderators are responsible for reasonably ensuring their appointed staff follow the procedures set forth in this policy.

City of Brady Social Media content and comments shall comply with the following content-based regulations and shall not be allowed for posting absent compliance:

1. Comments on posts must be within the scope of the topic under discussion.
2. Comments must be civil. They must not contain malicious, offensive, threatening, profane or insulting language.
3. There shall be no references to personality of participants or individuals. Attacks on an individual's character will not be permitted.

4. Information about locating and sharing knowledge and expertise is welcomed, but within the specific discussion provided. Links to other websites or pages must be relevant to the topic and have been approved by the City Social Media Manager.
5. Advertising or promotional announcements are not permitted. Event or publication announcements are permitted only if they have direct relevance to the subject of discussion and have been approved by the City Social Media Manager.
6. There shall be no sexual content or links to sexual content.
7. There shall be no conduct or encouragement of illegal activity.

C. Retention of posted City Social Media information

The Social Media Manager and Department Moderators must maintain accurate City related information on any Social Media sites by reviewing and updating it as necessary.

Information posted on any of the City's Social Media sites is subject to the Public Records Act and associated retention schedule. Original source content on City Social Media sites must be saved in a word document in a searchable folder and retained for three years from the date of posting or any other State mandated timeframe. The records should be retained in such a manner that entire folders can be deleted after hitting the three-year mark. Authorization from the City Manager to delete a folder must be obtained first.

Therefore, in order to ensure appropriate retention for public records, most content posted by the City departments on City Social Media sites, other than the City website or Instagram account, should not be original source content, but rather a secondary copy of information originally posted either on the City website or contained in an electronic record or hard copy.

A link to the City's website, www.bradytx.us, therefore, must be included on all Social Media sites, directing users back to the City of Brady website.

However, if original content is posted on a City Social Media site, that information must be copied from the site, posted into a word document, and saved in a searchable folder. The folders must be organized in such a manner to provide for ease of access, facilitating open records requests.

This policy does not apply to Council members. However, it shall be noted that council members participating in online discussions on City Social Media sites may constitute a meeting under the Texas Open Meeting Act if multiple members are participating in the same online discussion. Such public discussions on City Social Media sites shall not be encouraged, and employees should report such activity to the City Social Media Manager so that Texas Open Meeting Act training can be provided as needed.

All inappropriate comments posted by outside users on Social Media sites that are removed by staff, must be retained. Staff must copy these posts, including the City information to which they are responding, if applicable, into a word document placed in a searchable folder. When staff removes inappropriate content

into the word document, they need to include their name, the date and time when the content was removed. The folders must be organized in such a manner to provide for ease of access.

**City Council
City of Brady, Texas
Agenda Action Form**

AGENDA DATE:	January 7, 2020	AGENDA ITEM	7.B.
AGENDA SUBJECT:	Discussion, consideration, and possible action regarding approval of the purchase of (3) Physio-Control LifePak 15 V4 Monitor/Defibrillator & AED and ProCare Products from Stryker Sales Corporation, and the 5-year pay-out contract with Flex Financial at 0% interest, a division of Stryker Sales Corporation, for a total amount not to exceed \$125,900.10.		
PREPARED BY:	Dorsey Bustamante/Chief Lloyd Perrin	Date Submitted:	12-31-19
EXHIBITS:	Stryker Sales Corporation Quote Number 10071137		
BUDGETARY IMPACT:	Required Expenditure:	\$150,180.12	
	Amount Budgeted:	\$164,002.00	
	Appropriation Required:	\$0.00	
CITY MANAGER APPROVAL:			
SUMMARY:			
The FY 2020 Budget approved the purchase cost up to \$134,002 for (3) LifePak 15 V4 Monitor/ Defibrillator & AED and ProCare Products (\$44,667.33 each) and debt service expense up to \$30,000.			
Staff elected to forego the competitive bidding process as allowed in Chapter 252.022(a)(2) of the Local Government Code, because this purchase is considered emergency equipment necessary to preserve the public health of the citizens. The new equipment will be used to provide a safe and efficient level of service in the community and will replace non-compliant equipment currently in service.			
Attached is the quote sheet from Stryker Sales Corporation, the sole Texas distributor of Physio-Control LifePak Monitor/Defibrillator, with the required specifications requested by the Brady EMS Division. The total cost of \$125,000.10 for the 3 apparatuses favorably meets the allocated budget funding. The new equipment will replace outdated and decommissioned Monitor/Defibrillator equipment currently being utilized in the ambulances.			
In addition, Flex Financial, a division of Stryker Sales Corporation, offered a pay-out contract for a term of 5 annual payments at 0%, interest, with a \$1 buyout option at maturity. The contract was executed on December 18, 2019 in order to capture the favorable payment terms before the offering expiration date of 12-31-19. The payment for FY 2020 will be \$25,180.02. Therefore, the total budget impact with the cost of the purchase and debt service payment is \$150,180.12.			
JJJ Stretchers Inc. is a company from Linden, New Jersey that purchases used medical equipment. They have offered to purchase (4) Stryker Power Pro Ambulance Cots and (1) Monitor/Defibrillator Zoll Model currently owned by the city for a total sale price of \$25,181. These items are no longer required by the EMS staff and have a total book value remaining of \$10,361.56 as of 10-1-2019. The purchase amount will be paid directly to the City of Brady, and the company will pick the items up at no cost to the city.			
RECOMMENDED ACTION:			
It is recommended that City Council approve the purchase (3) Physio-Control LifePak 15 V4 Monitor/Defibrillator & AED and ProCare Products from Stryker Sales Corporation and the zero-interest finance contract with Flex Financial, a division of Stryker Sales Corporation for a total amount not to exceed \$125,900.10.			



LIFEPAK 15

Quote Number: 10071137

Remit to: P.O. Box 93308

Version: 1

Chicago, IL 60673-3308

Prepared For: CITY OF BRADY FIRE AND EMS

Rep: Jordan Costello

Attn:

Email: jordan.costello@stryker.com

Phone Number:

Quote Date: 10/30/2019

Expiration Date: 01/28/2020

Delivery Address		End User - Shipping - Billing		Bill To Account	
Name:	CITY OF BRADY FIRE AND EMS	Name:	CITY OF BRADY FIRE AND EMS	Name:	BRADY EMS
Account #:	1097198	Account #:	1097198	Account #:	1077810
Address:	216 W COMMERCE	Address:	216 W COMMERCE	Address:	PO BOX 351
	BRADY		BRADY		BRADY
	Texas 76825-4522		Texas 76825-4522		Texas 76825

Equipment Products:

#	Product	Description	Qty	Sell Price	Total
1.0	99577-001957	LIFEPAK 15 V4 Monitor/Defib - Manual & AED, Trending, Noninvasive Pacing, SpO2, SpCO, NIBP, 12-Lead ECG, EtCO2, BT.	3	\$32,094.00	\$96,282.00
2.0	41577-000288	Ship Kit -QUIK-COMBO Therapy Cable; 2 rolls100mm Paper; RC-4, Patient Cable, 4ft.; NIBP Hose, Coiled; NIBP Cuff, Reusable, adult; 12-Lead ECG Cable, 4-Wire Limb Leads, 5ft; 12-Lead ECG Cable, 6-Wire Precordial attachment	3	\$0.00	\$0.00
3.0	11141-000115	REDI-CHARGE Base (power cord not included)	3	\$1,399.50	\$4,198.50
4.0	11140-000015	AC power cord	3	\$74.70	\$224.10
5.0	11140-000052	LP15 REDI-CHARGE Adapter Tray	3	\$189.90	\$569.70
6.0	21330-001176	LP 15 Lithium-ion Battery 5.7 amp hrs	12	\$431.10	\$5,173.20
7.0	11171-000049	Masimo™Rainbow™ DCI Adult Reusable SpO2, SpCO, SpMet Sensor, 3 FT. For use with RC Patient Cable.	3	\$576.00	\$1,728.00
8.0	11171-000050	Masimo™Rainbow™ DCIP Pediatric Reusable SpO2, SpCO, SpMet Sensor, 3 FT. For use with RC Patient Cable.	3	\$634.50	\$1,903.50
9.0	11171-000042	Masimo™M-LNCS® Neonatal/Adult Single Patient Use Adhesive SpO2 only Sensor. Box of 20. For use with RC Patient Cable.	3	\$396.90	\$1,190.70
10.0	21300-008159	LIFEPAK 15 NIBP Straight Hose, 6'	3	\$65.70	\$197.10
11.0	11160-000011	NIBP Cuff-Reusable, Infant	3	\$19.80	\$59.40
12.0	11160-000013	NIBP Cuff-Reusable, Child	3	\$22.50	\$67.50
13.0	11160-000015	NIBP Cuff-Reusable, Adult	3	\$27.90	\$83.70
14.0	11160-000017	NIBP Cuff -Reusable, Large Adult	3	\$30.60	\$91.80



LIFEPAK 15

Quote Number: 10071137

Version: 1

Prepared For: CITY OF BRADY FIRE AND EMS

Attn:

Remit to: P.O. Box 93308

Chicago, IL 60673-3308

Rep: Jordan Costello

Email: jordan.costello@stryker.com

Phone Number:

Quote Date: 10/30/2019

Expiration Date: 01/28/2020

#	Product	Description	Qty	Sell Price	Total
15.0	11160-000019	NIBP Cuff-Reusable, Adult X Large	3	\$44.10	\$132.30
16.0	11577-000002	LIFEPAK 15 Basic carry case w/right & left pouches; shoulder strap (11577-000001) included at no additional charge when case ordered with a LIFEPAK 15 device	3	\$294.30	\$882.90
17.0	11220-000028	LIFEPAK 15 Carry case top pouch	3	\$53.10	\$159.30
18.0	11260-000039	LIFEPAK 15 Carry case back pouch	3	\$75.60	\$226.80
Equipment Total:					\$113,170.50

ProCare Products:

#	Product	Description	Qty	Sell Price	Total
19.1	78000011	Protect Plus Batteries (Depot) for LIFEPAK 15 V4 Monitor/Defib - Manual & AED, Trending, Noninvasive Pacing, SpO2, SpCO, NIBP, 12-Lead ECG, EtCO2, BT.	3	\$4,243.20	\$12,729.60
ProCare Total:					\$12,729.60

Price Totals:

Grand Total: \$125,900.10

Prices: In effect for 60 days.

Terms: Net 30 Days

Ask your Stryker Sales Rep about our flexible financing options.

AUTHORIZED CUSTOMER SIGNATURE

City Council

City of Brady, Texas

Agenda Action Form

AGENDA DATE:	January 7, 2020	AGENDA ITEM	7.C.
AGENDA SUBJECT: Discussion, consideration, and possible action regarding approval of the disposition of City-owned equipment with a direct sale to JJJ Stretchers Inc. a company located in Linden, New Jersey for the sale amount of \$25,181.			
PREPARED BY:	Dorsey Bustamante/Chief Lloyd Perrin	Date Submitted:	12-31-2019
EXHIBITS:	Memo from Purchasing Agent 12-20-2019 JJJ Stretchers Inc. purchase order no. 2094		
BUDGETARY IMPACT:	Required Expenditure:	\$0.00	
	Amount Budgeted:	\$0.00	
	Appropriation Required:	\$0.00	
CITY MANAGER APPROVAL:			

SUMMARY:																																																
Staff requests that the City Council give approval for the disposition of City-owned EMS equipment that is considered outdated and no longer needed through a direct sale to JJJ Stretchers Inc., who is an approved vendor by Stryker Sales Corporation a distributor of medical equipment, an approved vendor by Chief Lloyd Perrin.																																																
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%; padding: 5px;">Fixed Asset</th> <th style="width: 15%; padding: 5px;">Unit No.</th> <th style="width: 15%; padding: 5px;">Year</th> <th style="width: 20%; padding: 5px;">Description</th> <th style="width: 20%; padding: 5px;">Make/Model</th> <th style="width: 15%; padding: 5px;">Condition</th> <th style="width: 15%; padding: 5px;">Book Value</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">2012</td> <td style="padding: 5px;">Ambulance Cot</td> <td style="padding: 5px;">Stryker Power Pro XT</td> <td style="padding: 5px;">Fair</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">2009</td> <td style="padding: 5px;">Ambulance Cot</td> <td style="padding: 5px;">Stryker Power Pro XT</td> <td style="padding: 5px;">Fair</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">2007</td> <td style="padding: 5px;">Ambulance Cot</td> <td style="padding: 5px;">Stryker Power Pro XT</td> <td style="padding: 5px;">Fair</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">N/A</td> <td style="padding: 5px;">1998</td> <td style="padding: 5px;">Ambulance Cot</td> <td style="padding: 5px;">Stryker MX-Pro R3</td> <td style="padding: 5px;">Fair</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;">10-29-GE-10</td> <td style="padding: 5px;">613</td> <td style="padding: 5px;">2016</td> <td style="padding: 5px;">Monitor/Defib</td> <td style="padding: 5px;">Zoll X12 Lead</td> <td style="padding: 5px;">Good</td> <td style="padding: 5px;">\$10,362</td> </tr> </tbody> </table>							Fixed Asset	Unit No.	Year	Description	Make/Model	Condition	Book Value	N/A	N/A	2012	Ambulance Cot	Stryker Power Pro XT	Fair		N/A	N/A	2009	Ambulance Cot	Stryker Power Pro XT	Fair		N/A	N/A	2007	Ambulance Cot	Stryker Power Pro XT	Fair		N/A	N/A	1998	Ambulance Cot	Stryker MX-Pro R3	Fair		10-29-GE-10	613	2016	Monitor/Defib	Zoll X12 Lead	Good	\$10,362
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Acquiring the service of this company will eliminate utilizing City manpower for the possibility of a sale by online auction. The company will pick-up the EMS equipment free of charge. The total direct sale amount of the EMS equipment will equal \$25,181.																																																
RECOMMENDED ACTION:																																																
It is recommended that City Council approve the disposition of City-owned equipment with a direct sale to JJJ Stretchers Inc. a company located in Linden New Jersey for the sale amount of \$25,181.																																																



BRADY
THE CITY OF
TEXAS

201 East Main • P.O. Box 351 • Brady, Texas 76825

325.597.2152 • fax 325.597.2068 • <http://bradytx.us>

To: Dennis Jobe
City Manager

From: Dorsey Bustamante
Purchasing Agent

Date: December 20, 2019

cc: Lisa Remini
Finance Director

Subject: Approval - disposition of EMS equipment

The Fire/EMS Department is requesting the approval for the disposition of EMS equipment through direct sale to JJJ Stretchers, Inc. - a vendor recommended by Stryker Sales Corporation, an approved vendor by Chief Lloyd Perrin. The following equipment is no longer used by the department because of condition, age, the cost of maintenance, obsolete or upgrades. Attached is the Purchase Order from JJJ Stretchers, Inc. detailing the offer price for each item listed.

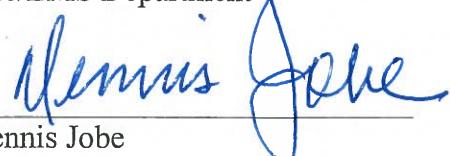
Fixed Asset	Unit No.	Year	Description	Make/Model	Condition	Book Value
N/A	N/A	2012	Ambulance Cot	Stryker Power Pro XT	Fair	
N/A	N/A	2009	Ambulance Cot	Stryker Power Pro XT	Fair	
N/A	N/A	2007	Ambulance Cot	Stryker Power Pro XT	Fair	
N/A	N/A	1998	Ambulance Cot	Stryker MX-Pro R3	Fair	
10-29-GE-10	613	2016	Monitor/Defib	Zoll X12 Lead	Good	\$10,362

Upon approval by City Council and the completion of the disposition of equipment, all documentation will be forward to the Finance Department. The Finance Department will ensure that the asset is removed from the Incode - fixed asset module and required documentation is forward to TML to remove the asset from the Risk Management pool.

Approval(s):



Chief Lloyd Perrin
Fire/EMS Department



Dennis Jobe
City Manager

JJJ Stretchers INC
1628 East Elizabeth Ave
Linden, NJ 07036
(908) 379-9082
Info@JJJstretchers.Com

Purchase Order

VENDOR	SHIP TO	P.O. NO.
City Of Brady Fire and EMS 216 W Commerce Brady, TX 76825	JJJ Stretchers INC 1628 East Elizabeth Ave Linden, NJ 07036 US	2094 DATE 11/14/2019

ACTIVITY	QTY	RATE	AMOUNT
Stryker Power Pro XT 700 LBS capacity Ambulance Cot - 090839602	1	4,500.00	4,500.00
Stryker Power Pro XT 700 LBS capacity Ambulance Cot - 120240078	1	4,500.00	4,500.00
Stryker Power Pro XT 700 LBS capacity Ambulance Cot - 070740276	1	4,500.00	4,500.00
Stryker MX-Pro R3 650 Lbs Capacity Ambulance Cot - 980739051	1	600.00	600.00
Zoll Model X 12 Lead - ECG - SP02 - ETC02 - NIBP - Trending AR16E019348	1	11,081.00	11,081.00
<hr/>		TOTAL	\$25,181.00

Approved By _____

Date _____

City Council

City of Brady, Texas

Agenda Action Form

AGENDA DATE:	01/07/2020	AGENDA ITEM	7.D.
AGENDA SUBJECT:	Discussion, consideration, and possible action to appoint a non-voting advisory director for Brady Youth Sports Foundation		
PREPARED BY:	T Keys	Date Submitted:	12/30/2019
EXHIBITS:	BYSF Bylaws		
BUDGETARY IMPACT:	Required Expenditure:	\$00.00	
	Amount Budgeted:	\$00.00	
	Appropriation Required:	\$00.00	
CITY MANAGER APPROVAL:			
SUMMARY: The Brady Youth Sports Foundation, Inc. Bylaws, Article 2.02 requires a non-voting advisory director to be appointed by City Council and is requesting Council appoint this director. This director should be a City Council member.			
RECOMMENDED ACTION: Appoint a City Council member as a non-voting advisory director to the Brady Youth Sports Foundation, Inc.			

BYLAWS
OF
BRADY YOUTH SPORTS FOUNDATION INC.

ARTICLE 1: OFFICES

1.01 Registered Office and Agent. The registered office of the corporation shall be at PO Box 1206 // 1501 S. Bridge, Brady, Texas. The name of the registered agent at such address is David Bernard.

1.02 Other Offices. The corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the corporation may require.

1.03 Wavier of Interest in Corporation Property. All real and personal property, including any and all improvements located or placed on the corporation property shall be owned by the corporation. No director or officer shall have any interest in specific property of the corporation. Each director and officer hereby expressly waives the right to require partition of all or part of the corporation's property.

ARTICLE 2: DIRECTORS

2.01 Management. The business and affairs of the corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as allowed by law.

2.02 Number; Qualification; Election; Term. The Board of Directors shall consist of nine (9) voting directors and three (3) non-voting advisory directors. The directors shall take office at the annual meeting, except as provided in Bylaws Sections 2.03 and 2.05. Each director elected shall hold office until his successor shall be elected and shall qualify. Each officer of the corporation shall be a director. All voting directors shall serve two (2) year terms on a staggered basis. The basketball, soccer, football/cheerleading, and baseball/softball divisions will each select two (2) directors from their operating committees. No person shall serve in more than one director in a sport concurrently. The board of Directors as then constituted shall select one (1) at large director at a regular meeting held in December of each year to serve for the succeeding year. Advisory directors shall be appointed as follows: the City Council of the City of Brady will appoint one (1) director from the City Council; the Brady Independent School District will appoint one (1) director and the McCulloch County Commissioners Court will appoint one (1) director. These directors shall not be entitled to vote on any matter and shall serve in an advisory capacity only.

2.03 Change in Number. The number of directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting called for that purpose. All increases in the number of directors must be approved by four (4) of the directors.

2.04 Removal. Any director may be removed either for or without cause at any special or annual meeting, by the affirmative vote of all of the other directors. Notice of intention to act upon such matter shall have been given in the notice calling such meeting.

2.05 Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) will be filled by the group which he represents. A director elected to fill a vacancy shall serve the unexpired term of his predecessor in office.

2.06 Approval of Directors. New voting directors must be approved by the Board prior to the start of their term. Each operating committee appointing a director shall submit their director's name for approval by November 1 of each year. The Board of Directors as composed at that time must approve or disapprove the proposed director by November 15th. If a person is not approved by the Board of Directors the appointing committee shall submit another person for approval or disapproval as soon as possible. New directors must start their term at the annual meeting held in January of each year.

2.07 Place of Meetings. Meetings of the Board of Directors, regular or special, shall be held in McCulloch County, Texas.

2.08 Annual Meeting. The Board of Directors shall hold an annual meeting during January of each year at such date, time and place in Brady as the Board of Directors designates. At the annual meeting, the directors shall transact any business that may come before the meeting.

2.09 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly and such meeting may be held without notice at such time and place as shall from time to time be determined by the board.

2.10 Special Meetings. Special meetings of the Board of Directors may be called by the president on three (3) days notice to each director, either personally or by mail. Special meetings shall be called by the president or secretary in like manner and on like notice in the request of two (2) directors. Except as otherwise expressly provided by statute, by the articles of incorporation or by the Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or a waiver of notice.

2.11 Quorum; Majority Vote. At all meetings of the Board of Directors a majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute or by the articles of incorporation or by these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the directors present there may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

2.12 Compensation. The directors shall not receive compensation for their services.

2.13 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the corporation. All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order.

2.14 Interested Directors and Officers.

- (a) Validity.** Any contract or other transaction between the corporation and any of its directors or officers (or corporation or firm in which any of them are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of such director or officer at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.
- (b) Disclosure; Approval.** The foregoing shall, however, apply only if the interest of each such director or officer is known or disclosed to the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote.
- (c) Non-Exclusive.** This provision shall not be construed to invalidate any contract or transaction which would be valid in the absence of this provision.

ARTICLE 3: SPORTS DIVISIONS

3.01 Divisions. The corporation shall be composed of four (4) divisions: (a) football/cheerleading, (b) basketball, (c) soccer and (d) baseball/softball. An operating committee will administer and operate each respective sport division. Each division's operating committee will determine the number of persons who compose its own operating committee and will select 2 voting directors to sit in the director board position. Such operating committee shall be solely responsible for operation of its division's sport. The members of each operating committee must be approved by the Board of Directors. Each operating committee

division shall submit a list of proposed committee members for its next operating year before the sport division season begins. The Board of Directors may, in its discretion, grant the committee an extension of time in which to submit new committee members. The Board of Directors will approve or disapprove such division's committee members at its next regular meeting following submission of names. If the listing of proposed committee members is not submitted within the six (6) week period, or extended term, whichever is applicable, the Board will appoint new committee members for the sport division.

3.02 Conflicts. If any issue cannot be resolved within the operating committee, appeal may be made to the Board of Directors who will make the final decision. Any dispute or conflict between the sports divisions that cannot be resolved by the divisions' operating committee will be decided by the Board of Directors of the corporation. Such decision by the Board of Directors will be final and binding on the divisions.

3.03 Rules and Regulations. Each operating committee must submit a set of rules and regulations for operation of their respective sports prior to the start of a sport's season. Such rules and regulations must be approved by the Board of Directors. If any rule or regulation is not approved by the Board, the operating committee must revise such rules and regulations so as to obtain Board approval. Once the rules and regulations are approved by the Board of Directors, all individual games must be played in accordance with the approved rules. No deviation from the approved rules is allowed. If an operating committee desires to change the rules and regulations governing its sport, such change must be approved by the Board of Directors and the change does not take effect until approved by the Board. Each operating committee must submit a copy of all current rules and regulations for its sport to all team coaches.

3.04 Budgets. Each operating committee must submit to the Board of Directors for approval a proposed budget for the season before the season begins. Any deviation from an approved budget must be approved by the Board of Directors prior to the expenditure of funds. Any division that operates at a deficit may be funded by the corporation at the sole discretion of the Board. If the Board decides not to fund a particular sport then such division operating committee shall reduce expenditures so as not to operate at a deficit.

3.05 Operations. Each operating committee must turn in all funds received and expense reports for payment to the person designated by the Board of Directors within three (3) business days of such receipt. One checking account will be maintained by the Corporation in its checking account. The checking account for the Corporation shall require two (2) signatures for withdrawal of any funds. The required signing parties will be designated by the Board of Directors. Notwithstanding the provisions of Article 4.07(d), the Board of Directors, at its discretion, may designate a person other than the treasurer to disburse corporate funds.

3.06 Intent. It is the intent of the corporation to accumulate sufficient funds to accommodate growth and expansion of youth sports programs in McCulloch County. The

primary use of the corporation's funds shall be to preserve the viability of youth sports programs in the area so as to benefit all youth who desire to participate in sports.

ARTICLE 4: OFFICERS AND AGENT

4.01 Number; Qualification; Election; Term.

- (a) The corporation shall have a president, a vice president, a secretary, and a treasurer.
- (b) All officers must be directors with the exception of the treasurer who may or may not also be a director.
- (c) 1 person may not sit as a director in more than 1 sport concurrently.
- (d) Officers shall be elected by the directors at the annual meeting or by the Board of Directors whenever a vacancy exists.
- (e) Each officer's term shall end at the annual meeting of directors. He shall serve until the end of his term, or if earlier, his death, resignation or removal.

4.02 Removal. Any agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. Election or appointment of an agent shall not of itself create contract rights.

4.03 Vacancies. Any vacancy occurring in any office of the corporation (by death, resignation, removal or otherwise) may be filled by the Board of Directors.

4.04 Authority. Officers and agents shall have such authority and perform such duties in the management of the corporation as are provided in these Bylaws or as may be determined by resolution by the Board of Directors not inconsistent with these Bylaws.

4.05 President. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the Board of Directors, shall have general and active management of the business and affairs of the corporation, shall see that all orders and resolutions of the board are carried into effect. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time preside.

4.06 Vice President. The vice president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time delegate.

4.07 Secretary.

- (a)** The secretary-treasurer shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose.
- (b)** He shall give, or cause to be given, notice of all meetings of the Board of Directors.

4.08 Treasurer.

- (a)** He shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
- (b)** He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.
- (c)** He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE 5: GENERAL PROVISIONS

5.01 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

5.02 Annual Statement. The Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the corporation, including a reasonably detailed balance sheet and income statement.

5.03 Checks and Notes. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time delegate.

5.04 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on December 31 of each year.

5.05 Indemnification.

(a) Persons. The corporation shall indemnify, to the extent provided in paragraph (b), these persons:

- (1)** Any director, Officer, agent or employee of the corporation;
- (2)** Any former director, officer, agent or employee of the corporation, and;
- (3)** Any person who may have served at the corporation's request as a director, officer, agent or employee of another corporation in which the corporation owns or has owned stock, or of which it is or has been a creditor.

(b) Extent. The indemnification shall be against expenses actually and necessarily incurred by such person, and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding (whether civil or criminal) in which is made a party by reason of being or having been such a director, officer, agent or employee (whether or not such at the time costs or expenses are incurred by or imposed on him) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

(c) Reimbursement. The corporation may also reimburse to any such person the reasonable costs of settlement of any such action, suit or proceeding, if it is found by a majority of the committee of the directors not involved in the matter (whether or not a quorum) that (1) it was in the interest of the corporation to make such settlement and (2) such person was not guilty of gross negligence or willful misconduct.

(d) Non-Exclusive. These rights of indemnification and reimbursement shall not be exclusive of any other rights to which such person may be entitled by law, Bylaw, agreement or otherwise.

5.06 Resignation. Any director, officer or agent may resign by giving written notice to the president or the secretary. The resignation shall take effect at the time specified therein. Unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

5.07 Amendment of Bylaws. These Bylaws may be altered, amended or repealed at an annual meeting of the Board of Directors or a special meeting of the Board of Directors at which a quorum is present, by the affirmative vote of four (4) of the members present at such meeting, provided notice of the proposed alteration, amendment or repeal is contained in the notice of such meeting.

5.08 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, as far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative, and;
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

5.09 Headings. The headings used in these Bylaws have been inserted for convenience only and do not constitute matter to be construed in interpretation.