

ADOPTED JULY 28, 1988

REVISED:

August 7, 1991  
August 18, 1992  
September 30, 1992  
February 23, 1994  
October 30, 1996  
June 3, 1997  
December 19, 2000  
November 27, 2001  
August 27, 2002  
November 7, 2002  
May 27, 2003  
October 7, 2003  
June 29, 2004  
November 23, 2004  
May 9, 2006  
May 22, 2007  
March 25, 2008  
July 14, 2009  
July 27, 2010  
July 21, 2011  
February 28, 2012  
March 13, 2012  
August 27, 2013  
April 8, 2014  
January 27, 2015  
March 10, 2015  
August 11, 2015  
September 8, 2015  
October 13, 2015  
March 22, 2016  
November 8, 2016  
December 13, 2016  
March 28, 2017  
May 23, 2017  
September 26, 2017  
April 24, 2018  
June 26, 2018  
September 18, 2018  
June 25, 2019  
February 25, 2020  
April 2, 2020  
May 19, 2020  
September 2, 2020  
October 27, 2020  
November 17, 2020  
May 25, 2021  
August 24, 2021  
September 28, 2021  
October 26, 2021  
December 14, 2021  
January 25, 2022  
March 22, 2022

BY-LAWS  
PARK BOARD OF TRUSTEES OF  
THE CITY OF GALVESTON

ARTICLE I.

PURPOSE

The Park Board of Trustees of the City of Galveston, hereinafter referred to as the “Park Board,” is created and shall exist under the provisions of Chapter 26 Article III of the Code of the City of Galveston 1982, adopted pursuant to Section 306.001 et. seq., and Section 306.032, Texas Local Gov. Code Ann., formerly Article 6081g-1, Vernon’s Texas Civil Statutes, to which reference is hereby made.

ARTICLE II.

PARK BOARD

(a) The Park Board shall consist of nine members, one of whom shall be a member of City Council of the City of Galveston, who shall be an ex-officio voting member with a term of membership as established by the City Council.

(b) The remaining eight members of the Park Board shall be citizens of the United States of America and the State of Texas, and shall be permanent residents of the City of Galveston. No member of the Park Board (except the member of City Council) shall hold any elected public office. If any member of the Park Board removes his/her residence from the City of Galveston, files for election to any public office, or otherwise becomes disqualified to serve as such trustee, such position as Trustee on the Park Board shall thereupon be deemed vacant.

(c) All nine members of the Park Board shall be appointed by action of the City Council of the City of Galveston. Five members shall be appointed in odd numbered years, and four members shall be appointed in even numbered years. All appointments shall be for terms of two years, except for an appointment to fill a vacancy, which shall be made only for the unexpired term of office for the member whose position became vacant.

(d) The effective date of appointments should be July 1.

(e) Board members must qualify for office by taking the official oath and filing a bond with the City Secretary within fifteen (15) days after the date of appointment.

ARTICLE III.

OPERATIONS

The Park Board may make such regulations, policies, and rules for the handling of its affairs as it may in its discretion deem advisable and shall operate and manage the system with the same freedom and in the same manner as are ordinarily enjoyed and followed by the board of trustees of a private corporation operating properties of a similar nature, except that such management practices must conform to applicable law.

ARTICLE IV.

LIMITATION OF LIABILITY

The Park Board shall have no power to contract in the name of the City of Galveston. Subject to the City Charter and Code of the City of Galveston 1982, no undertaking, contract, action or inaction by the Park Board or its Trustees, singly or collectively, or by any one employed by or acting on its behalf, shall render the City of Galveston liable to respond in damages, or make indemnity or compensation of any character from any source, other than income and revenues arising from the operation of the Park Board.

ARTICLE V.

MEETINGS

A regular meeting of the Park Board will be held within fifteen (15) days after the effective date, July 1, of the City Council's appointment of Park Board Trustees, and officers will be elected at that meeting. Nominations for officers will be taken individually in the following order, Chairman, Vice Chairman and Secretary-Treasurer and votes will be taken individually for the nominated officer. 5 votes will be necessary to elect an officer.

One regular monthly meeting of the Park Board shall be held each month at such time and place as shall be designated by the Chair of the Park Board. Special meetings of the Park Board may be called at any time by the Chair or by any three Trustees. Except to the extent of conflict herewith or as may be required by law, the Board and Committee Meeting Guidelines and Procedures, as approved by the Board of Trustees, shall govern the procedure to be followed at each meeting.

ARTICLE VI.

OFFICERS

The officers of the Park Board shall be a Chair, a Vice-Chair, and a Secretary-Treasurer. The member of the City Council of the City of Galveston shall not hold the office of Chair or

Vice-Chair. Such officers shall serve for the ensuing year until their successor or successors shall be elected.

## ARTICLE VII.

### DUTIES OF OFFICERS

(1) It shall be the duty of the Chair to preside at all meetings of the Park Board and to see that its orders and resolutions are duly complied with and executed; to call special meetings of the Park Board when deemed necessary as prescribed by these By-laws, or when the Chair deems necessary. The Chair or the Executive Director or their designee shall act as the official spokesperson for the Park Board. The Chair shall also perform such other duties as may be assigned by the Park Board.

(2) It shall be the duty of the Vice-Chair, in the absence of the Chair, to preside at the meetings of the Park Board. The Vice-Chair shall exercise the powers and discharge the duties of that office until the Chair returns to duty, or other provision is made therefore by the Park Board. The Vice-Chair will assume such duties and special projects as delegated by the Chair, including but not limited to Chair of the Bylaws Committee.

(3) It shall be the duty of the Secretary-Treasurer to insure that the minutes and proceedings of the Park Board are recorded to insure that such records of the proceedings of the Park Board and its business are kept as may be required by the Park Board or by the law.

(4) If any officer resigns, an election shall be held at the next regularly scheduled meeting or special-called meeting to fill the resigned office with a remaining trustee. Such election to be held no later than 15 days from the resignation date.

## ARTICLE VIII.

### REMOVAL OF OFFICERS

Officers may be removed from their positions as an officer by the vote of two-thirds (six votes) of the Trustees at any regular meeting of the Park Board, or at any special meeting called for that purpose. The Trustees shall replace the removed officer by electing a new officer within fifteen (15) days of the removal.

## ARTICLE IX.

### QUORUM

At all meetings of the Park Board a majority of the full board (a minimum of five of nine Trustees) shall constitute a quorum for the transaction of any business.

## ARTICLE X.

### AMENDMENT TO BY-LAWS

These By-Laws may be amended by the vote of two-thirds (six votes) of the Trustees at any regular meeting of the Park Board, or at any special meeting called for that purpose. At least five days notice in writing of the proposed amendment shall be provided to each member of the Park Board. However, changes to the proposed amendment may be made at such meeting so long as such changes do not materially alter the original intent of the proposed amendment.

These By-Laws may not be amended without first a public reading at a regular or special called meeting. No vote will be allowed at the first reading. The vote will be held thereafter at another regular meeting or special called meeting.

## ARTICLE XI.

### COMMITTEES

All committees and members of committees must comply with all applicable state laws and city charter provisions in holding meetings and conducting business, including but not limited to: The Open Meetings Act (sec. 551.001 *et seq.*, Texas Govt. Code), conflict of interest laws, ethics policies and competitive bidding requirements.

All standing committee members may serve only three (3) two (2) year terms. Committee members must wait two years before they may be reappointed to the same committee where they served before. They would not have to wait two years if appointed to a different standing committee.

#### Standing Committees

The Chair of the Park Board shall appoint the Chair and Vice Chair of standing committees. These appointments shall be ratified by a vote of the Park Board of Trustees. Additional members of the Park Board may be appointed to each standing committee as recommended by its Chair and ratified by a vote of the Park Board of Trustees. All appointments shall be two year terms that commence on October 1st.

There may be circumstances where the Park Board of Trustees establishes a new standing committee. The Chair of the Park Board may decide that this new standing committee should have a Chair that is not a Park Board of Trustees member. For a newly formed standing committee, the Chair of the Park Board of Trustees may select a Chair that is not a Park Board of Trustees member. However this Chair may serve only one two year term. If the Chair is not a

Park Board of Trustees member, the Vice Chair must be a Park Board of Trustees member. All other standing committees must have a Park Board of Trustees as the Chair.

The standing committees of the Park Board of Trustees are Tourism Development Advisory Committee (TDAC), Beach Maintenance Advisory Committee (BMAC), Finance and Operating Committee (FOC), Park and Amenities Committee (PAC) and Workforce Development Committee.

1. **Tourism Development Advisory Committee** – Reviews policies as they relate to the planning, budgeting, organization, special events, and overall operations of tourism development related activities.

This Committee is comprised of 15 individuals elected by the Park Board of Trustees as follows:

- 5 representatives recommended by the Galveston Hotel and Lodging Association;
- 1 representative recommended by the Galveston Restaurant Association;
- 1 representative recommended by the Galveston Chamber of Commerce;
- 4 representatives from Island attractions and tourism partners, as recommended by the Tourism Development Advisory Committee, including 1 representative from eco-tourism, 1 representative from Downtown, 1 representative from a cultural and historic preservation attraction, and 1 "at large" attraction;
- 2 members of the Galveston Park Board of Trustees;
- 1 representative of Galveston Historical Foundation which be the Executive Director or the designee; and
- 1 representative from the visual arts.

Members' terms on the Tourism Development Advisory Committee shall be distributed as follows:

Terms expire in even numbered years:

- 2 Hotel representatives;
- 1 Restaurant representative;
- 2 Attractions representatives;
- 1 Park Board representatives;
- 1 Galveston Historical Foundation representative.

Terms expire in odd numbered years:

- 3 Hotel representatives;
- 2 Attractions representatives;
- 1 Chamber of Commerce representative;
- 1 Park Board representatives;
- 1 Visual Arts representative.

Tourism Development Advisory Committee (TDAC) will vote on all TDAC agenda items. These TDAC approved agenda items shall be sent to the entire Park Board of Trustees. The Park Board of Trustees may approve or deny the proposed agenda items. All agenda items that are denied will be referred back to TDAC for future recommendations.

2. **Beach Maintenance Advisory Committee** – Reviews and makes recommendations regarding the restoration of Galveston beaches and planning, funding, budgeting, and operations of clean and safe beaches.

This committee is comprised of 13 individuals elected by the Park Board of Trustees as follows:

- 2 representatives from the scientific and/or educational community;
- 1 representative designated by the Hotel and Lodging Association;
- 4 Citizens at Large;
- 1 beach related business representative; consultancy providers and/or agencies;
- 2 representatives from volunteer organizations dealing with beaches;
- 2 members of the Park Board of Trustees;
- 1 representative for a business located on or adjacent to the beach.

Members' terms on the Beach Maintenance Advisory Committee shall be distributed as follows:

Terms expire in odd numbered years:

- 1 scientific and/or educational representatives;
- 1 hotel representative;
- 2 Citizen at Large;
- 1 volunteer organization representative;
- 1 representative from a business located on or adjacent to the beach.

Terms expire in even numbered years:

- 1 scientific and/or educational representatives;
- 1 beach related business representatives; consultancy providers and/or agencies;
- 2 Citizen at Large;
- 1 volunteer organization representative

A representative for the City of Galveston shall serve as a non-voting resource member. Beach Maintenance Advisory Committee may add additional non-voting resource members at the discretion of the Chair of the Park Board of Trustees

3. **Finance and Operations Committee** - Reviews policies related to budgets, reserve funds, investments, retirement plans and funds, insurance, and other fiscal and operational matters. The Finance and Operations Committee shall also review

policies regarding concessions agreements and evaluate leases, purchases, barter of real property, requests for proposals, and outlines for bid specifications. The Finance and Operations Committee shall be comprised of up to 5 members of the Park Board of Trustees.

4. **Park and Amenities Committee** - The Park and Amenities Committee reviews policy and makes recommendations for the vision, planning, resource allocations, organization and overall operations of Park Board operated recreational facilities. The underlying purpose of the committee is to enhance the utilization of Park Board recreational assets for both visitors and residents alike, while creating economic opportunities and maintaining the Parks and Amenities as fiscally sustainable.

This Committee is comprised of 11 voting members elected by the Park Board of Trustees as follows:

- 2 members of the Park Board of Trustees;
- 1 Park Board concessionaire;
- 3 citizens at large;
- 2 business related businesses, one which has a focus on tourism;
- 2 local or regional environmental or historical preservation or conservation organizations;
- 1 eco-tourism industry

Terms expire in odd number years (beginning in 2015):

- 1 member of the Park Board of Trustees;
- 1 Park Board concessionaire;
- 2 citizens at large;
- 1 business related businesses, one which has a focus on tourism;
- 1 local or regional environmental or historical preservation or conservation organizations;

Terms expire in even number years (beginning in 2016)

- 1 member of the Park board of Trustees;
- 1 citizen at large;
- 1 business related business, one which has a focus on tourism;
- 1 local or regional environmental or historical preservation or conservation organizations.
- 1 eco-tourism industry

The Park and Amenities Committee may add additional non-voting resource members at the discretion of the Chair of the Park Board of Trustees.



**5. Workforce Development Committee** – The Workforce Development Committee will work with tourism industry stakeholders to implement solutions to improve applicant training and increase flow through from the hospitality and tourism programs.

The Committee is comprised of 9 voting members elected by the Park Board of Trustees as follows:

- 2 member of the Park Board of Trustees
- 1 Galveston Independent School District representative
- 1 Texas A&M Galveston Campus representative
- 1 Galveston Community College representative
- 1 Galveston Restaurant Association member
- 1 Galveston Hotel and Lodging Association Member
- 1 Cruise Industry representatives
- 1 Attractions Representatives

Terms expire in odd number years:

- 1 member of the Park Board of Trustees
- 1 Galveston Independent School District representative
- 1 Galveston Community College representative
- 1 Galveston Restaurant Association member

Terms expire in even number years:

- 1 members of the Park Board of Trustees
- 1 Texas A&M Galveston Campus representative
- 1 Galveston Hotel and Lodging Association member
- 1 Cruise Industry representatives
- 1 Arts and Attractions Representatives

The Workforce Development Committee may add additional non-voting resource members at the discretion of the Chair of the Park Board of Trustees.

#### Ad Hoc Advisory Committees

An Ad Hoc Advisory Committee may be formed by one of two ways: (1) The Park Board of Trustees, upon a majority vote, approves an Ad Hoc Advisory Committee; or (2)(a) A Standing Committee, by majority vote, requests the Park Board form an Ad Hoc Advisory Committee stating the purpose of the Ad Hoc Advisory Committee and proposed number of members; and (2)(b) The Park Board establishes, upon a majority vote of the Trustees, the Ad Hoc Advisory Committee.

The Park Board Chair appoints the membership of all Ad Hoc Advisory Committees. All Ad Hoc Committees must have at least two Park Board Trustees as members.

All Ad Hoc Advisory Committees may be terminated by a majority vote of the Park Board of Trustees. At the end of each fiscal year, the Park Board will review potential sunset dates for the Ad Hoc Advisory Committees.

All Ad Hoc Advisory Committees are advisory only.

## ARTICLE XII.

### VOTING

Voting on all matters shall be done in person, or by video-conferencing as allowed by statute and Park Board policy. However, an absent Park Board or committee member may make views known to the Park Board or committee.

#### The Park Board of Trustees

The like vote of at least five Trustees shall constitute an act of the Park Board.

#### Park Board Committees

The like vote of a majority of a quorum of the committee members present and voting shall constitute an act of the committee to make a recommendation to the Board.

## ARTICLE XIII.

### CONFLICT OF INTERESTS AND ETHICAL REQUIREMENTS

“Conflict of Interests and Ethical Requirements and Standards” as the terms apply to the Park Board of Trustees and its committees, are defined by Article XIV, Section 11 of the Galveston City Charter, the Code of Ethics of the City of Galveston Municipal Code and Texas Local Government Code Chapter 171 and 176.

Any Park Board trustee or committee member faced with a conflict of interest as described above shall complete and file a “Conflict of Interest Affidavit” form with the Park Board, and shall abstain from discussing or voting on any matter with which the trustee or committee member has a conflict.

## ARTICLE XIV.

### PARK BOARD MANAGEMENT POLICIES

Park Board management policies, which shall be the guidelines for the Park Board operations, may be adopted from time to time by the Park Board, and shall be reviewed as necessary.

### Interference in Administrative Matters

Neither the Park Board of Trustees nor any of its members shall direct or request the CEO or any of his/her subordinates to appoint or to remove from office or employment any person except a person whose office is filled by appointment of the Board under the provisions of these By-Laws. Except for the purpose of inquiry and investigation the Board and its members shall deal with the administrative services of the Board solely through the CEO, and neither the Board nor any member thereof shall give orders to any subordinate of the CEO either publicly or privately.

### ARTICLE XV.

#### AGENTS AND EMPLOYEES

The Park Board of Trustees shall employ an Independent Auditor, Attorney, Chief Financial Officer (CFO), and Chief Executive Office (CEO). The Park Board of Trustees retains the full authority to hire and terminate the Independent Auditor, Attorney, CFO, and CEO. The Independent Auditor, CFO, Attorney, and CEO shall report directly to the Park Board of Trustees. The CFO will have a strong working relationship with the CEO.

The CEO will supervise employees of the Park Board except for the employees in the accounting department that will report to and be supervised by the CFO. Department Heads will supervise employees in their departments for all day-to-day operations. The CEO shall have the authority to hire and terminate all employees of the Park Board, except for the positions of CFO and CEO and the employees in the accounting department.

The Trustees of the Park Board shall not receive compensation for attendance at meetings, but may be reimbursed for all necessary and reasonable expenses incurred in the performance of their official duties.

### ARTICLE XVI.

#### FISCAL YEAR

The accounting period of the Park Board is the fiscal year beginning October 1 and ending September 30.

### ARTICLE XVII.

#### ATTENDANCE REQUIREMENT

Pursuant to City Ordinance No. 15-055, all must attend 75% of the meetings in a twelve month of appointment schedule. Failure to comply may result in the removal from the Board. The Park Board will provide written notice to the city secretary of the dates missed and

the reasons for the absences, if known. In the event the city council finds that the member's absences were not because of good cause, the city council shall immediately remove the member and appoint another person to fill the removed member's unexpired term of office.

All Committee Members must attend 75% of the Committee meetings in a twelve month of appointment schedule. Each Committee shall be viewed separately for purposes of this 75% attendance requirement. The Committee Chair shall keep a written record of the dates missed and reasons for the absences, if known. The Committee Chair shall provide the written record to the Park Board of Trustees at the end of each fiscal year. In the event the Park Board of Trustees finds that the Committee Member's absences were not because of good cause, the Committee Member will be removed and a new appointment made.

## ARTICLE XVIII.

### CONCESSIONAIRE POLICY

The Park Board has a concessionaire policy that limits the terms of its concessionaire agreements. A small concession that has up to \$20,000 in gross sales each year may have a term of two years. A medium concession that has between \$20,000 and \$79,000 in gross sales each year may have a term of three years. A large concession that has over \$79,000 in gross sales each year may have a term of five years. However, if a concession incorporates the use of a building or structure, this concession agreement is limited to a term of three years in accordance with Galveston Ordinance Sec. 26-54. This portion of the concessionaire policy may be changed only by a vote of seven trustees.

## ARTICLE XIX.

### RESERVE POLICY

The Park Board shall maintain a cash reserve balance equal to four (4) months of operating costs per the current fiscal year's budget. Available revenues will be maintained in the fund balance, disallowing for the Moody Garden's assets. This portion of the fund balance is designated to be used only in the case of an emergency as determined by a majority vote of the Board. This portion of the fund balance will not be used for any other purpose, unless there is a vote of at least seven (7) board members changing the use.