

**PORT OF GALVESTON
REQUEST FOR DISCUSSION**

BUSINESS ITEM – E-4

SUBJECT: Discuss and Consider Changes to Bylaws

DISCUSSION: This item was placed on the agenda at the request of Chairman O'Rourke. The proposed change to the bylaws involves a shift in the day of the week on which the regular monthly meeting of the Board takes place. (The proposal is to shift the meetings from Monday to Tuesday.) An annotated copy of the bylaws, reflecting the proposed change, is included as an attachment to this business item.

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or investigation of any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, and asserted against such person or in which such person is made a party by reason of being or having been a public official, employee or agent of the Port of Galveston to the fullest extent legally permissible. The Port of Galveston may, at its option, provide a legal defense to any such Trustee, former Trustee, officer or employee, if legally permissible. (As Amended June 26, 2017.)

The Board shall have the power but shall not be obligated to purchase and maintain insurance on behalf of any person who serves or has served as a member of the Board (and their respective heirs, administrators and assigns), and all officers and employees, covering expenses, including attorneys' fees, judgments, costs and amounts paid in settlement, actually and necessarily incurred by such person as a result of being made a party to any action, suit or proceeding in his capacity as a public official, whether or not the Port of Galveston would have the power to indemnify such person. (As Amended June 26, 2017.)

ARTICLE V. MEETINGS

The annual meeting of the Board at which time the officers of said Board shall be elected, shall be held on the first Board meeting date following the appointment of the new members of the Board by City Council. (As amended April 28, 1987, August 28, 1990, February 10, 1999, January 26, 2004 and June 26, 2017).

The regular monthly meeting of the Board shall be held on the fourth **Monday Tuesday** of each month, unless such meeting date is changed by (1) a majority vote of the Board at any previous Board meeting, (2) by the request of the Chairman or Vice Chairman of the Board or (3) by any two Trustees. Such regular meetings shall be held monthly, unless rescheduled as provided herein. Special meetings and workshop meetings of the Board may be called at any time by the Chairman or Vice Chairman, if acting in the absence of the Chairman as provided in Article VII(2) below, or by any two trustees.

The following persons may place items on the agenda for any regular, special or work shop meeting of the Board:

1. The Chairman or the Vice Chairman, if acting in the absence of the Chairman as provided in Article VII(2) below;
2. Any two Trustees; and
3. The Port Director and any employees authorized by the Port Director to do so.