

RESOLUTION NO. 20190131-008

WHEREAS, on September 22, 2016, the City Council authorized the creation and incorporation of the Austin/Travis County Sobriety Center Local Government Corporation (the "Corporation") pursuant to applicable state law; and

WHEREAS, on September 22, 2016, City Council also approved the Articles of Incorporation ("articles") and the Bylaws of the Corporation ("bylaws") and authorized the incorporators of the Corporation to file the articles with the Office of the Secretary of State in the manner provided by law; and

WHEREAS, the Corporation has filed a written application, dated October 22, 2018, with the City Council requesting permission to amend the articles and the bylaws and has specified the proposed amendments; and

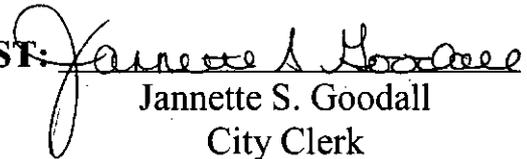
WHEREAS, the City Council has considered the application, and has determined that the making of the amendment is wise, expedient, necessary and advisable; **NOW, THEREFORE,**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

The amendments to the articles and bylaws, as reflected in the application attached hereto as Exhibit A, are authorized and the form of each of the amendments is approved.

ADOPTED: January 31, 2019

ATTEST:


Jannette S. Goodall
City Clerk

SOBERING CENTER

SERVING AUSTIN & TRAVIS COUNTY

Chair

Judge Nancy Hohengarten

October 22, 2018
Austin City Council
P.O. Box 1088
Austin, TX 78767

Vice-Chair

Jana Ortega

RE: Request for Amendments to Sobering Center By-Laws and Articles of Incorporation

Secretary

Bill Brice

Dear Honorable Mayor and City Council:

On October 10, 2018 the Board of the Sobering Center voted to request amendments to both the By-Laws and Articles of Incorporation of the Local Governmental Corporation.

Treasurer

Doug Smith

We request a change to our By-Laws, Article 2 Board of Directors, 2.9 Committees. The current language is as follows:
The Board may, by resolution passed by a majority of the directors, designate three (3) or more directors to constitute an executive committee or other type of committee.

Director

Stephen Strakowski, MD
Andy Brown
Margaret Gomez
Mayor Pro Tem Kathie Tovo
Craig Moore
Christopher Ziebell, MD
Reginald Smith

Currently the Board has created 6 committees: Executive, Development, Governance, Finance, Community Engagement, and Ad Hoc Strategic. As the By-laws are currently written board members would have to serve on multiple committees as well as the general board. As a volunteer board this is unworkable. Non-profits frequently include staff, ex-officio and community members on committees as a way of gaining special expertise and giving community members an opportunity to contribute the success of their mission. Thus we would like to eliminate a requirement of at least 3 board members on each committee. Here is the language we recommend:

Ex-Officio

Stephanie Hayden
Roger Jefferies
Rey Arellano
Jasper Brown
Justin Newsom

The Board may, by resolution passed by a majority of the directors, create committees constituted of directors, ex-officio directors, staff or qualified members of the community.

We request a change to the Articles of Incorporation regarding the length of terms for current board members as well as current terms expiration dates for both board members and the two elected officials who serve on the board. Currently the language is set forth in Article VI. Board, in the first paragraph:

Executive Director

Rhonda Patrick

Each other subsequent Director, each of whom must reside in the City and the County or solely within the County, shall serve for a term of four years or until

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his or her successor is appointed, unless such Director has been appointed to fill an unexpired term, in which case the term of such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace. Initial Directors and succeeding Directors may be reappointed. Each initial Director and each succeeding Director may serve for a maximum of eight years as a Director.

We are concerned that every four years half of our board membership will change. Additionally a four year term is a long commitment. We recommend that board terms be 3 years and the 9 board directors' terms be staggered so that no more than 3 board members change at a time. We believe a 9 year maximum is necessary as some current board members who renew for three years will end up serving 7 years. This ensures current board members have the opportunity to serve another term as anticipated in the original Articles. The language would change to read as follows:

Each other subsequent Director, each of whom must reside in the city and the County or solely within the County, shall serve for a term of three years or until his or her successor is appointed, unless such Director has been appointed to fill an unexpired term, in which case the term of such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace. Initial Directors and succeeding Directors may be reappointed. Each initial Director and each succeeding Director may serve for a maximum of nine years as a Director.

Change would also occur under ARTICLE IX INITIAL BOARD

Within the chart listing the initial board the terms, expiration dates would be amended as follows:

- Position 1: City, Steve Strakowski, September 30, 2020
- Position 2: County, Nancy Hohengarten, September 30, 2020
- Position 3: City, Christopher Ziebell, September 30, 2020
- Position 4: County, Craig Moore, September 30, 2022
- Position 5: City, Douglas Smith, September 30, 2021
- Position 6: County, Jana Ortega, September 30, 2021
- Position 7: City, Reginald Smith (initially Deborah Hiser), September 30, 2022
- Position 7: County, William Brice, September 30, 2021
- Position 9: Joint, Andy Brown, September, 2022
- Position 10: City Councilmember, Katheryne B. Tovo, December 31, 2020
- Position 11: County Commissioner, Margaret Gomez, December 31, 2020

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We also have an issue with the officers' terms of two years. Our first board meeting occurred in November of 2016. While I was appointed board chair the other officers were not elected until our first annual meeting in January 2017. If we hold officer elections in January 2019 under a two year term requirement then some officers elected will have their board terms end before the officer term ends. We believe that the City Council and Commissioner's Court will understand if these initial terms for officers end on September 30 2019. In the alternative the City Council and Commissioner's Court could change all board terms to end on December 31st, rather than September 30th.

Thank you for your ongoing support of the Sobering Center. Please do not hesitate to call me if you have any concerns.

Sincerely,



Nancy Hohengarten
Board Chair

Cc: Cary Grace, Assistant City Attorney
Rey Arellano, Assistant City Manager