

**RESOLUTION NO. 2023-**

**A RESOLUTION AMENDING THE ARTICLES OF INCORPORATION OF THE REGIONAL PUBLIC DEFENDER OFFICE LOCAL GOVERNMENT CORPORATION BY AMENDING ARTICLE VII ADDING TWO ADDITIONAL DIRECTORS TO THE BOARD OF DIRECTORS; REMOVING ALL REFERENCES TO THE “INITIAL DIRECTORS” FOR APPOINTMENT PURPOSES; REMOVING EXPIRED TERMS; REQUESTING APPROVAL OF THESE AMENDMENTS BY THE LUBBOCK COUNTY COMMISSIONERS.**

**WHEREAS**, the Regional Public Defender Office Local Government Corporation (“RPDO”), adopted its Articles of Incorporations on June 22, 2020 (the “Articles”); and

**WHEREAS**, the RPDO Articles of Incorporation, in Article VII, establishes that the Board of Directors of the RPDO shall consist of thirteen (13) Directors; and

**WHEREAS**, due to the size of the Board of Directors and the fact that residency of the Board of Directors is throughout the State of Texas, and the requirements of the Texas Open Meetings Act require a quorum of the Board of Directors must be present in one location to conduct a meeting, it has been difficult at times for the RPDO Board of Directors to meet due to the inability to obtain a quorum in any one location thus making it difficult for the RPDO to properly conduct its business; and

**WHEREAS**, Article VII of the Articles of Incorporation also references appointments by the “initial directors” of the RPDO referencing those Directors who served on the RPDO Board as of January 1, 2021; and

**WHEREAS**, numerous members of the initial RPDO Board of Directors have left and no longer serve on the RPDO Board of Directors; and

**WHEREAS**, the Board of Directors believe it would be in the best interest of the RPDO to remove the term “initial directors” as referenced in the Articles of Incorporation in order to provide clarity and avoid any potential confusion for Board appointment purposes; and

**WHEREAS**, Article XII of the RPDO Articles of Incorporation requires the approval of the RPDO Board of Directors and the Commissioners Court of Lubbock County, Texas to amend the RPDO Articles of Incorporation;

**NOW THEREFORE, THE BOARD OF DIRECTORS FOR THE REGIONAL PUBLIC DEFENDER OFFICE LOCAL GOVERNMENT CORPORATION HEREBY RESOLVES, THAT:**

1. The findings and recitals outlined above are found to be true and correct and are hereby adopted and approved.

2. Article VII of the Articles of Incorporation of the Regional Public Defender Office Local Government Corporation as adopted on June 22, 2020 should be amended to read as follows (for reference purposes, amended portions are indicated as follows: deletions – strikeout; new additions - underlined and italicized):

## **“ARTICLE VII**

The Board of Directors (the “Board”) shall consist of ~~thirteen~~ *fifteen (13–15)* Directors. ~~The current members of the Regional Public Defender Oversight Board shall serve as the initial directors. The name and address of each initial director is attached hereto, and incorporated herein, as Exhibit A.~~ All Directors serve without compensation but may be reimbursed for actual expenses incurred in the performance of the Director's duties.

~~On January 1, 2021, the~~ The Board shall be composed of the following members:

- 1) Three (3) members of County Commissioners Court from different participating counties ~~appointed by the initial directors;~~
- 2) Two (2) active or retired judges ~~appointed by the initial directors;~~
- 3) Two (2) licensed attorneys with substantial capital defense experience ~~appointed by the initial directors;~~
- 4) *Two (2) individuals with substantial professional or personal experience in capital cases or serious felony cases and/or substantial professional or personal experience in indigent defense policy and practice;*
- 5) ~~4)~~ Three (3) members appointed by the Executive Director of the Texas Indigent Defense Commission who are licensed attorneys in Texas with substantial experience in capital defense or indigent defense policy and practice;
- ~~6) 5)~~ Three (3) members who will serve Ex Officio:
  - A) The Executive Director of the Texas Judicial Council;
  - B) The Executive Director of the Texas Indigent Defense Commission;
  - C) The Executive Director of the Texas Defender Service;

No active criminal trial judge or prosecutor may serve on the board.

Except as otherwise provided in these Articles of Incorporation or Bylaws, all powers of the Corporation shall be vested in the Board. The Directors’ terms of office shall

be four (4) years in staggered terms determined by the initial directors, except for ex officio members who shall serve for the duration of their service in their respective positions.

When any Director ~~appointed by the initial directors~~ ceases to hold his/her position for any reason, the Director's position will be filled by appointment by majority vote of the Board of Directors.

When any Director appointed by the Executive Director of the Texas Indigent Defense Commission ceases to hold his/her position for any reason, the Director's position will be replaced by the Executive Director of the Texas Indigent Defense Commission. Any Director appointed by the Executive Director of the Texas Indigent Defense Commission may be removed from office for cause or at will by the Executive Director of the Texas Indigent Defense Commission.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with these Articles of Incorporation or the laws of the State of Texas. Adoption of the Bylaws shall require approval of a majority of the Directors. The Bylaws shall contain a provision that once adopted, they may not be amended ~~except~~ without the approval of a majority of the Directors. Until such time as the Bylaws are adopted and approved, all Board action shall require approval of a majority of the Directors.

All Board meetings are public meetings and are subject to the Texas. Open Meetings Act codified in Texas Government Code Chapter 551. The Corporation is subject to the Texas Public Information Act codified in Texas Government Code Chapter 552.”

3. All other terms of the Articles of Incorporation of the Regional Public Defender Office Local Government Corporation as adopted on June 22, 2020 not specifically amended herein shall remain in full force and effect.
4. The RPDO Board of Directors recommends to the County Commissioners of Lubbock County that the RPDO Articles of Incorporation be amended as outlined herein in accordance with Article XII of the Articles of Incorporation.
5. The Chief Public Defender, or his designee, take such action as is necessary to have this recommendation of the RPDO Board of Directors to amend the Articles of Incorporation of the Regional Public Defender Office Local Government Corporation be placed on an agenda of the County Commissioners of Lubbock County for their consideration.
5. Upon approval by the County Commissioners of Lubbock County, this amendment to the Articles of Incorporation will become effective and the Chief Public Defender, or his designee, shall file the RPDO Articles of Incorporation as amended with the Texas Secretary of State.

Passed and approved this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

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Richard L. Wardroup, Chair  
RPDO Board of Directors

ATTEST:

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\_\_\_\_\_, Board Secretary