

**TEXAS MUNICIPAL COURTS ASSOCIATION
CONSTITUTION AND BYLAWS
AMENDED JULY 2017**

ARTICLE I: NAME AND LOCATION

The name of this organization is the Texas Municipal Courts Association, a state-chartered entity, listed as a non-profit corporation by the State of Texas, and hereinafter referred to as the “Association”.

ARTICLE II: PURPOSE

To provide continuing legal education, leadership, technical assistance and other support programs for municipal court judges and support personnel, to insure fair and impartial administration of justice for all people.

ARTICLE III: MEMBERSHIP

Section 1. The members of the Association shall consist of judges, clerks and administrative personnel of municipal courts in the State of Texas upon payment of current dues. Each member shall be entitled to all privileges of membership coterminous with the term of office held.

Section 2. Any person who has ever served in any of the capacities in Section 1 above may qualify for membership upon payment of current dues. Provided, however, that any person acting in a judicial capacity whose right to serve in such capacity was terminated by a court of competent jurisdiction, or by resignation with the agreement not to serve as a judge of a court as described in in Article V Section 1(a) of the Texas Constitution, will not be eligible for membership in the Association.

Section 3. All members must be approved by the Board of Directors. The Board of Directors shall reject an application for membership of applicant who fails to meet the qualifications set forth in Section 2 of this ARTICLE III. The Board of Directors may grant honorary non-voting memberships by a 2/3 vote of the Directors present at a regularly scheduled meeting of the Board of Directors at which a quorum is present.

ARTICLE IV: TERMS OF OFFICE, SUCCESSION AND VACANIES

Section 1. The terms of the officers will begin on September 1 and the office President, President Elect, and Immediate Past President shall be for a term of one year. The office of First Vice President, Second Vice President, Secretary, and Treasurer shall be for a term of two years. The office of First Vice President and Secretary shall be elected in odd-numbered years beginning in 2007. The office of Second Vice President and Treasurer shall be elected in even numbered years beginning in 2008, and these two offices shall be elected for a term of one year in 2007.

Section 2. The terms of the directors will begin on September 1 and they will serve a staggered term of two years. Directors from odd-numbered regions will be elected in odd-numbered years. Directors from even-numbered regions will be elected in even-numbered years, beginning for the 1994-95 term. Directors who have served two (2) complete consecutive terms as director of one of the regions shall not be eligible for nomination or election to that position for the term immediately following the second complete consecutive term.

Section 3. In the event of a vacancy of the office of the President, the First Vice President shall succeed. In the event of a vacancy in the office of the First Vice-President, Second Vice President, Secretary or Treasurer, the vacancy will be filled by appointment by the President and approved by the Board of Directors. In the event of a vacancy of the office of President Elect, the office will remain vacant and the office of President for the following year will be filled at the next general or special election of the membership.

Section 4. In the event of a vacancy in a position on the Board of Directors, the President will appoint a director with approval of the Board of Directors. The appointed person will hold the position until confirmed. The person appointed will serve to the of the unexpired term of office to which appointed.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The business and affairs of the Texas Municipal Courts Association shall be managed by its Board of Directors. The Texas Municipal Courts Association Board of Directors shall serve, Ex Officio, as the Board of Directors of the Texas Municipal Courts Education Center.

Section 2. The Board of Directors shall consist of the President, President-Elect, First Vice-President, Second Vice- President, Secretary, Treasurer, the ten directors of the ten regions as established herein, and the Immediate Past President. All members of the Board of Directors must be employed or serving in a municipal court in the State of Texas during their term of office.

Section 3. Nine members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is

present shall be the act of the Board of Directors. Written notice of a meeting of the Board of Directors shall be given to each member not less than 14 days prior to said meeting and shall contain the purpose, place, date and time of said meeting unless waived by a majority of the Board of Directors. A meeting of the Board of Directors will be held upon the request of five board members. Meetings of the Texas Municipal Courts Education Center shall be governed by this Section 3 of ARTICLE V.

Section 4. It is the duty of a Regional Director to provide leadership to the region; to represent his or her region at all board meetings; to attend all board meetings and the annual meeting; to be an active representative of the Association with the region; to advise the board of local needs and programs being conducted within his or her region; to carry out assigned committee responsibilities and to promote Association programs within his or her region; to report the action of each board meeting to members of his or her region when needed; and to perform such other duties as the President, Chairperson or Board may from time to time direct.

Section 5. All expenditures of the Association must be authorized by the Board of Directors.

Section 6. The rules contained the current edition of Robert's Rules of Order, newly revised, shall govern the Association in all cases to which they are applicable and not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 7. Members of the Board of Directors or members of any committee may participate in and hold a meeting of that board or committee, respectively, by utilizing electronic media including a conference telephone call, electronic mail, or similar communication equipment. All such members who participate in a meeting by use of electronic media shall be deemed present except when such presence is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully created.

ARTICLE VI: REMOVAL OF BOARD MEMBERS

Section 1. Any board member of the Association who is negligent in the duties and responsibilities of such office, or for any other good and just cause, may be removed from office by the following procedure in its entirety and sequence:

- (a) A submission of a formal written petition with no less than five members of the board submitting the petition to the Association stating the full particulars to the Board of Directors.
- (b) Upon application, the officer in question may have a hearing before the Board of Directors.

(c) A 2/3 affirmative vote, written or oral, of the member of the Board of Directors shall be final upon the matter of removal.

Section 2. The Board of Directors shall consist of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, the ten directors of the ten regions as established herein, and the Immediate Past President. All members of the Board of Directors must be employed or serving in a municipal court in the State of Texas during their term of office and must be current members of the Association in good standing with their dues paid for that year throughout their candidacy and term of office.

ARTICLE VII: DUTIES OF THE PRESIDENT

Section 1. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association. The President shall also be the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and Executive Committee.

Section 2. All expenditures of the Association must be authorized by the President of the Association. Such authorization shall be in writing and approved by the Board of Directors.

Section 3. The President may call meetings of the general membership and/or Board of Directors at such times and places as he or she may deem proper.

Section 4. The President, with the consent of a majority of the members of the Board of Directors, shall appoint a duly qualified member to fill any vacancy on the Board of Directors.

Section 5. The President shall appoint the Standing Committees set forth herein.

Section 6. The President may also appoint such other committees as may be necessary to carry on the business and affairs of the Association.

Section 7. The President of the Association shall not serve two consecutive terms.

Section 8. The President shall perform all other duties pertaining to his or her office.

ARTICLE VIII: DUTIES OF THE VICE-PRESIDENTS

Section 1. The Vice-Presidents, in their numerical order, shall preside over meetings or assume the duties of the President in the absence, incapacity, resignation or removal of the President.

Section 2. The Vice-Presidents shall assume those duties as assigned by the President, including Historian and Parliamentarian.

ARTICLE IX: DUTIES OF THE SECRETARY

Section 1. The Secretary shall record, keep and report the minutes of all meetings of the membership of the Association and of the Board of Directors. In the absence of the Secretary, the President shall appoint one from among the membership present to record the meetings. The Secretary shall submit minutes of the last meeting to the person or persons responsible for distribution and the minutes shall be submitted within 30 days of the board meeting at which the minutes were taken.

Section 2. The Secretary or his or her designated representative shall notify in advance each board member setting forth the date, time and place of each regular board meeting or the membership of the date, time and place of any general membership meeting, and shall perform such other duties as may be necessary for meetings.

ARTICLE X: DUTIES OF THE TREASURER

Section 1. The Treasurer shall ensure that the Association's financial records are properly maintained and related reported are provided to the Association's board. The Treasurer will furnish to the President of the Association a list of all bank accounts, location, access numbers and will update the list if there are any changes in the existing accounts or creation of new accounts. This first list shall be submitted within 30 days of adoption of these bylaws.

Section 2. The Treasurer shall receive dues and other monies, make deposits, and monitor the budget and investments of the Association. The Treasurer shall arrange for all bills of the Association to be timely paid, and shall sign all checks and vouchers as provided in Article VII, Section 2 of these bylaws. The Treasurer shall submit quarterly financial reports to the Board of Directors and to the Audit Committee prior to all board meetings.

Section 3. The Treasurer shall ensure that a complete record of all membership fees paid and outstanding are accurately kept. The Treasurer shall maintain an accurate membership list and share this information with the Membership Committee.

Section 4. The Treasurer shall cooperate to the fullest extent in an annual review of the financial records of the Association. The Treasurer shall provide the Association's financial records to the Audit Committee within 30 days of the close of the fiscal year. Such review shall be conducted by the Audit Committee appointed by the Board of Directors President of the Association, and the review shall be completed so that a written report may be presented to the Board of Directors at its next regular board meeting.

Section 5. The Treasurer shall automatically serve as a member of the Association's Finance Committee.

ARTICLE XI: EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the Association composed of the President, President Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past President.

Section 2. The Executive Committee may act in the place of the Board of Directors between board meetings on all matters, except those specifically reserved to the board or committees created or otherwise permitted by these bylaws. The Executive Committee shall oversee (i) the financial affairs of the Association, and (ii) personnel matters. The Executive Committee shall report on all actions at the next board meeting.

ARTICLE XII: MEMBERSHIP DUES

Section 1. The Board of Directors shall determine annual the amount of the annual dues for membership in the Association. Written notification of the amount of annual dues shall be sent to each member not less than 60 days prior to the due date.

Section 2. Dues shall be payable on the first day of September in each year and shall be payable at the headquarters of the Association or any other designated address.

Section 3. When any member shall be in default in the payment of dues for a period of 90 days from the date on which such dues become payable, such person shall not be considered to be in good standing or be qualified to vote or otherwise be entitled to receive or exercise any privilege of membership and may be suspended from membership as herein provided.

ARTICLE XIII: STANDING COMMITTEES

Section 1. The following standing committee shall be staffed by the President as provided in Article VII, Section 5, of these bylaws: Nominating Committee, Legislative Committee, Budget and Finance Committee, Website Committee, Annual Meeting/Awards Committee and Audit Committee.

Section 2. Nominating Committee

- (a) The Nominating Committee shall consist of five (5) members. No more than three members shall be presently serving on the Board of Directors. The names and addresses of the members of the Nominating Committee shall be made known to the membership no later than February 15. No member of the Nominating Committee may be nominated for any position on the Board of Directors during their service on the Nominating

Committee. No member of the Nominating Committee shall sign a petition for any person running for a board position.

- (b) The Nominating Committee, shall not later than February 15th, invite all members in good standing to submit recommendation for nominations and inform them that names may be placed in nomination by petitions signed by at least twenty (20) members for statewide board positions and ten (10) members for regional board positions. Notice of the invitation shall track the language above in this subsection, shall list the positions up for election and state the deadline by which the petitions must be received. Notice shall be sent to all members at their listed email address in the membership registry. A hard copy notice shall be sent to those members who have no listed email address at their listed mailing address in the membership registry. A copy of the notice shall be placed on the Association's website. All petitions must contain the required signatures along with the printed name of the members signing the petition for proper verification by the Nominating Committee. All nominees must be employed or serving in a municipal court at the time of nomination. Petitions must be received by the Nominating Committee no later than March 31. All qualified persons, who have submitted valid petitions, shall have their names placed on the ballot. A member may not petition to have his or her name placed in nomination for more than one office during any election year. In the event a person's name has been submitted by petition to be placed in nomination for more than one office, the member shall elect one office for which his or her name shall be placed in nomination.
- (c) Neither the Nominating Committee, nor any member thereof, shall promise any member that his or her name will be placed in nomination. The Nominating Committee shall not meet until after March 31. It shall be the duty of the Nominating Committee to nominate at least one person for those positions for which no petition has been timely received. The Committee may place more than one name in nomination for positions for which no petition has been received.

Section 3. Election of Board of Directors

- (a) Election of the Board shall be by mail ballot, conducted under the supervision of the Nominating Committee.
- (b) Printed ballots shall be mailed to the membership no later than May 1 and shall be returned for counting no later than June 15. The ballots shall be counted by three-member canvassing sub-committee to be appointed by the Chairman of the Nominating Committee, which sub-committee shall certify its findings to the Board of Directors not later than June 30. Ballots shall contain the names of qualified petitioners and persons placed in nomination recommended by the Nominating Committee.
- (c) Any candidate receiving a plurality of the votes cast for any office shall be declared elected. In case of a tie, another mail ballot shall be taken concerning that specific office. In the event of another mail ballot, ballots shall be mailed to all members entitled to cast votes for the position in question no later than July 15. Ballots must be returned by August 1, and the winner certified by the Nominating Committee no later than August 15.
- (d) The officers and directors elected shall take office September 1.

Section 4. Legislative Committee

- (a) The Legislative Committee shall be charged with canvassing the members to determine what legislative programs are desired and/or approved by the membership.
- (b) The Legislative Committee shall have the responsibility, in cooperation with the President, of the planning and executing a program for obtaining favorable consideration of any legislation favored by the membership.

Section 5. Budget and Finance Committee

The Budget and Finance Committee shall be charged with establishing a process to provide sound financial planning by preparing and implementing an annual operating budget for TMCA based upon current operating funds and the reasonable forecast of future income; to seek and identify additional sources of funding and to develop a long-range plan to provide more extensive services and benefits to members of the Association.

Section 6. Each standing committee shall have a majority present to vote or conduct business.

Section 7. Audit Committee

The Audit Committee shall consist of the President Elect and two other members, other than the Treasurer, to be appointed by the President. The Committee shall review the Association's financial records within 60 days of the close of fiscal year and shall present a report to the Board of Directors at its next regular board meeting.

ARTICLE XIV: REGIONS

There shall be established within the Association 10 regions, each of which shall be guided by these bylaws, under the direction of the Board of Directors. Each regional director shall be a resident of or serve in the region to which he or she is elected as regional director.

ARTICLE XV: AMENDMENTS

This constitution and bylaws may be amended, provided that the proposed revision has been given in writing to the board of this Association and, by majority vote, the board has approved its submission to the membership. Upon approval by the board, the Secretary shall see that every member shall have at least 30 days' clear notice of such proposed revision previous to the date set for returning the mail ballot. Amendment shall be adopted by majority vote of the members returning their mail ballots.

ARTICLE XVI: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of September of one year and end on the 31st day of August of the following year.

ARTICLE XVII: INDEMNIFICATION

All directors and officers of the Association are indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVIII: DISSOLUTION

The Association shall use its funds only to accomplish the objective and purposes specified in the bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIX: TRANSITION TO NEW CONSTITUTION AND BYLAWS

Amendments to this constitution and bylaws will have an immediate effect upon passage by the membership and certification by the Nomination Committee.

ARTICLE XX: ANNUAL MEETING

An annual meeting of the membership shall be held at a time and place to be determined by the majority vote of those directors' present at a regularly scheduled meeting of the Board of Directors at which a quorum is present.

END OF CONSTITUTION AND BYLAWS