

The County & District Clerks' Association of Texas



BYLAWS 2020

(with amendment language)

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ASSOCIATION OF TEXAS

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BYLAWS OF THE COUNTY AND DISTRICT CLERKS’ ASSOCIATION OF TEXAS

A NON-PROFIT CORPORATION Travis County, Austin

ARTICLE I – THE CORPORATION

THE NAME OF THE CORPORATION (1.01) The name of the corporation shall be “County and District Clerks’ Association of Texas” and may also be known as CDCAT, chartered by the Texas Association of Counties.

ARTICLE II – THE PURPOSE

THE PURPOSE OF THE ASSOCIATION (2.01) The purpose of the Association shall be to promote professional standards, to provide a means for the education of its members regarding the statutory and constitutional duties of the offices of the county clerks, district clerks, and county and district clerks (hereinafter called combination clerks) to participate in the legislative, judicial and executive processes of state government beneficial in the performance of the members’ duties.

ARTICLE III – THE OFFICE

OFFICE OF THE ASSOCIATION (3.01) The principal office of the Association in the State of Texas shall be located in the City of Austin, County of Travis, at Texas Association of Counties.

ARTICLE IV – REGISTERED OFFICE AND AGENT

REGISTERED OFFICE AND REGISTERED AGENT (4.01) The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office and may be, but need not be, identical with the principal office of the Association, in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V – MEMBERS

MEMBERS – CLASSES OF MEMBERS (5.01) The Association shall have three (3) classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- A. Active member: Those members who are elected or duly appointed county clerks, district clerks, and combination clerks, presently serving in their respective offices that are current on payment of dues;
- B. Affiliate member: Those members who are employees of county clerks, district clerks, combination clerks and former clerks who are no longer serving in their respective offices. Election administrators, court administrators, domestic

relations officers or any elected or appointed official or an employee of an elected or appointed official who is interested in the purpose and welfare of the Association, and its members;

- C. Honorary Member: Individuals who have performed a notable service for the Association and the public, and for the improvement of the Association or its members. This type of membership shall be issued only after approval of the Board of Directors. All past Presidents of the Association, who have retired from public office, shall become an honorary member of the Association, and shall be exempt from payment of annual dues only.

RIGHTS OF ACTIVE MEMBERS (5.02) Each active member of the Association who has paid the current year's membership dues based on CDCAT's fiscal year January 1-December 31 shall be entitled to:

- A. Attendance at an annual, special or regional meeting with voting privileges, each member is allowed one vote. Voting privileges will be based on elected/appointed county, district and combination clerks having membership dues paid and current prior to the first day of the annual conference. Voting by proxy shall not be permitted. Voting by mail or electronic means will be permitted;
- B. Access to the CE Tracker program in which the active member shall enter and track their education hours, which have been approved by the Association.
- C. Legislative updates;
- D. Eligibility for certain nominations within the Association, i.e. clerk of the year, director, officer within the specified bylaws;
- E. Eligibility for appointments to association committees;
- F. Membership and access to the TAC-Community & the Mobilize app.; and
- G. Certification of education hours approved by the Association subject to the requirements of Section 51.605 of the Texas Government Code (Certificate will be issued if approved hours meet the requirements).

Article 5.02 amended on August 19, 2020 by changing language for the fiscal year from July 1-June 30 to January 1 - December 31.

Article 5.02(F) amended on August 19, 2020 by changing "ListServ" to "TAC-Community & the Mobilize app".

ABSENTEE VOTING (5.03) An election where directors, officers, conference city selections or clerk of the year are elected by active members, such election may be conducted by mail, or electronic means in such manner as the Board of Directors shall determine.

The Secretary shall receive requests for absentee ballot(s) and be given sufficient time to process the request. The Secretary shall send the absentee ballot(s) to all requestors for a voting period of two weeks. The requesting clerk must return the absentee ballot by Friday at 5:00 p.m., one (1) week prior to the start of the Annual Conference. Absentee voters shall authorize on their ballot whether or not to count their vote in the event of a runoff.

NON-ACTIVE MEMBERSHIP (5.04) Any member in a classification other than an active member classification may attend and participate in the Annual Conference and regional meetings of the Association or other educational seminars. *The member may not have the privilege of the floor or participate in the discussion of various subjects handled during a business meeting of the Association and may not vote on any business that comes before the Association, However, privilege of the floor may be granted by vote of a majority of the active members present, if it would be in the best interest of the Association to hear from the member.*

Any member in a classification other than an active member classification shall not intervene directly or indirectly in any manner with the Association's business. Therefore, if at any time the Board of Directors determines that a member in a classification other than an active member classification has violated this bylaw; the Board of Directors may terminate the membership and prohibit the member from registration or other participation at the Annual Conference, regional meetings, seminars or other activities sponsored by the Association.

TERMINATION OF MEMBERSHIP – DELINQUENT IN DUES (5.05) REPEALED

TERMINATION OF MEMBERSHIP – VOLUNTARY - (5.06) Any member may resign by filing a written resignation with the Secretary.

TERMINATION OF MEMBERSHIP – INVOLUNTARY (5.07) If it appears that any member is failing to adhere to the purposes, bylaws and rules of the Association or has acted in an illegal or unethical manner, and such member's actions has brought the Association into disrepute, then upon at least thirty (30) days written notice of such actions to the member, the Board of Directors shall conduct a full hearing on the matter. Upon two-thirds (2/3) vote of the Board of Directors to do so, the membership in the Association shall be forfeited, and all of the privileges of membership shall cease. The member shall have the express right to appeal the decision of the Board of Directors to the membership of the Association.

REINSTATEMENT (5.08) A former member shall be reinstated upon payment of current dues. Reinstatement for any reason other than the payment of dues shall be by two-thirds (2/3) vote of the Board of Directors.

TRANSFER OF MEMBERSHIP (5.09) Membership in this Association is transferable or assignable to the incoming elected or appointed official. Affiliate memberships are not transferrable.

CERTIFICATE OF MEMBERSHIP (5.10) The Board of Directors may provide for the issuance of certificates upon payment of required dues evidencing membership in the Association, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President and by the Treasurer and shall be sealed with the seal of the Association. A certificate of membership shall be issued in the member's name and delivered by the Treasurer.

ARTICLE VI – MEETINGS

MEETING OF MEMBERS – ANNUAL (6.01) The annual meeting of the members shall be held each year beginning with the year 1977 for the purpose of electing officers and for the transaction of other business as may come before the Association. The annual meeting shall be held during the Annual Conference.

MANAGER OF CONFERENCES (6.02) The Board of Directors shall approve a certified Professional Event Project Manager for Vendors to be used at CDCAT conferences.

SPECIAL MEETING (6.03) Special meetings of the members may be called by the Board of Directors or not less than one-tenth (1/10) of the members having voting rights.

PLACE OF MEETING (6.04) For any special meeting called by the Board of Directors; the directors shall designate the place of the meeting.

NOTICE OF MEETING (6.05) Notice of any meeting of the members shall be given at least ten (10) days prior to the meeting by posting on the CDCAT website or by any other manner approved for notice by the Board of Directors. The notice shall state the place, day and time of the meeting along with the purpose for which the meeting is called.

MEETING OF MEMBERS – REGIONAL (6.06) A regional meeting may be called by one (1) of the Directors or by one-tenth (1/10) of the members of the region having voting rights. Notice of the meeting shall be in the same manner as a notice of meeting in Article 6.04. The Director in Charge shall preside over the meeting. In the absence of the Director in Charge, the Director shall preside.

QUORUM (6.07) A majority of the members present at any meeting shall constitute a quorum at such meeting. A majority of the members present may adjourn the meeting from time to time without further notice.

NATIONAL/STATE EMERGENCIES (6.08) Any annual meeting of the Association may be postponed to a fixed or indefinite date during any emergency period, which emergency period shall be predicated on condition affecting the United States of America or the State of Texas subject to the approval of the Board of Directors and all provisions of the Articles of Incorporation and Bylaws inconsistent with the content of this article are hereby suspended for the period of the National/State emergency.

Article 6.08 amended on August 19, 2020 by adding "or the State of Texas" and "State".

VIRTUAL MEETINGS (6.09)

- A. In addition to a physical meeting, the Board of Directors or the Executive Board may conduct a virtual meeting by telephonic or other electronic means, if all members of the board or the Executive Board can access the meeting telephonically or electronically and can fully participate in the meeting contemporaneously;
- B. A member of the Board of Directors or of the Executive Board who is unable to attend a physical meeting in person may participate remotely through telephonic or other electronic means, if all persons in actual or remote attendance can hear and be heard by the other participants of the meeting;
- C. An officer or board member who participates remotely in a meeting by telephonic or other electronic means is considered to be present at the meeting for purposes of a quorum and may make motions, participate in discussions, and vote on all business under consideration during the meeting;

Article VI was amended on August 19, 2020 by adding Article 6.09 (A-C)– Virtual Meetings

EMERGENCY MEETING OF THE MEMBERS (6.10)

- A. On a determination by the Board of Directors that an emergency exists that requires a special meeting of the members and that is impossible to convene the members in one place in a timely manner, the Board of Directors may call for a virtual meeting of the members to be held by videoconference or by other electronic means.
- B. The Board of Directors shall authorize the President to take the steps necessary to arrange for the virtual meeting by videoconference or other means by which the participants can hear and be heard by the other participants.
- C. The President shall provide the members at least ten [10] days written and posted notice of the virtual meeting and shall provide instructions on how to login and participate in the meeting. The participants must be able to ask or post questions and comments during the meeting.
- D. If an election is to be conducted or the bylaws are to be amended, the meeting notice must include the list of names and bylaw amendments and any other matters to be voted on by the members.
- E. To the extent practicable, ABSENTEE VOTING Article 5.03 applies to this Article. However, if the Board of Directors determines that the emergency requiring the virtual meeting creates an irreconcilable conflict between this Article and Article 5.03 or any other provision of the bylaws, this article controls and the conflicting provisions are suspended.

Article VI was amended on August 19, 2020 by adding Article 6.10 (A-E) – Emergency Meeting of the Members

ARTICLE VII – OFFICERS

ALL ELECTIONS shall follow Roberts Rules of Order unless specifically addressed in these CDCAT Bylaws.

OFFICERS OF THE ASSOCIATION (7.01) The officers of the Association shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President of the Association.

ELECTION, QUALIFICATIONS, TERM OF OFFICE (7.02) The office of Secretary shall be elected by a majority vote of the active members at the Annual Conference. The President shall receive the nominations from the Nominating Committee. Each officer shall take the oath of their respective office and hold office for a term of one (1) year or until the officer's successor has been duly elected and qualified.

If a tie or a runoff is necessary at the Annual Conference, the active voting members present and the authorized absentee votes shall determine the winner. The presiding officer of the meeting shall supervise the casting of the votes.

A tying candidate may resolve the tie by filing with the presiding officer a written statement of withdrawal signed and acknowledged by the candidate. On receipt of the statement of withdrawal, the remaining candidate is the winner and a casting of votes is not held.

Any person desiring to seek the nomination of Secretary of the Association must submit their name in writing, by May 1st, to the Nominating Committee Chair acknowledging the fact that they met the qualifications required by Article 10.09.

Beginning with the Annual Meeting, and every year thereafter, the President shall retire to the position of Immediate Past President. The Vice President shall progress to the Office of President. The Treasurer shall progress to the Office of Vice President. The Secretary shall progress to the Office of Treasurer. The Office of Secretary shall be elected by a majority of the regular members for a one (1) year term of office.

If the election of the officers shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as reasonably as possible. Each officer serving on the Board of Directors will assume the responsibilities as directed by the President.

ROTATION OF OFFICERS (7.03) It is recommended that there be a rotation of county clerks and district clerks as officers of the Association and it is also recommended that at least every fifth (5th) year there be elected a combination clerk serving as one (1) of the officers. A combination clerk should begin the rotation in 1998, followed by a district clerk in 1999 and then a county clerk in 2000. If no clerk is qualified or is willing to be nominated to fill the normal rotation, the next clerk in the rotation may be the nominee.

REMOVAL OF OFFICERS (7.04) Any officer may be removed during their term of office by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interest of the Association would be served. The Board of Directors shall assign the duties of the officer to any member of the Board of Directors for the remainder of the unexpired term. The Association members shall be notified of the actions of the Board of Directors.

VACANCIES (7.05) A vacancy in any officer because of death, resignation, disqualification or otherwise, shall be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Association members shall be notified of the actions of the Board of Directors.

EXECUTIVE BOARD OF DIRECTORS (7.06) The Executive Board shall consist of all of the officers of the Association. The President shall chair the Executive Board. Notice of any meeting shall be provided in the same manner as any meeting of the Board of Directors.

The Executive Board shall be an administrative body charged with carrying on the everyday operations of the Association. It may formulate and recommend to the Board of Directors for approval general policies regarding the management of the business and affairs of the Association.

The Executive Board shall not have the power to adopt policies or initiate programs except when matters arise that vitally affect the membership that were not foreseen at the last Board of Directors meeting. In such instance, the Executive Board may take whatever action is deemed necessary subject to ratification by the Board of Directors at its next meeting.

A quorum of the Executive Board shall be three (3) members and a majority of the members present shall act on behalf of the Executive Board. Upon the second (2nd) absence of an officer during a term of office, any or all other officers shall notify the absent officer by certified mail, stating that another absence will result in automatic removal from office.

PRESIDENT (7.07) The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors and shall conduct the proceedings according to Roberts Rules of Order unless addressed specifically in the CDCAT bylaws. All authority not otherwise specifically vested shall be executed by the President. The President shall be chair of the Board of Directors and shall appoint a recording Secretary when the Association Secretary is not present at meetings.

The President shall give written notice of any special meeting of the members or of the Board of Directors ten (10) days before such a meeting and according to these bylaws. The notice shall contain any items of business that may be discussed at the meeting. In the event of an emergency, the notice may be waived with the approval of all of the officers of the Association.

The President may sign, with the Secretary and any other proper officers of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President, with the approval of the Board of Directors, shall appoint the chairs and members of standing committees stated in these bylaws at the Annual Conference and may designate and appoint

any other committees from time to time as deemed necessary to conduct the business of the Association. The President shall timely fill vacancies occurring in any committee for the remainder of the term.

The President shall appoint a parliamentarian who shall be an advisor to the President, other officers, committees and members of the Association on matters of parliamentary procedure during formal business meetings.

The President shall serve on the Texas Association of Counties [TAC] Board of Directors as specified in the TAC constitution and bylaws. If either the President or Vice-President is unable or declines to serve, then the President shall appoint a clerk in the same position as the person not serving. An Association representative may not serve more than five (5) consecutive years on the TAC Board. The president shall promote the purpose of the Association.

VICE PRESIDENT (7.08) In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. It shall be the duty of the Vice President to establish and maintain a roster of the credit hours earned by the active members of the Association toward their certification according to these bylaws and shall certify each clerks' completion of the required twenty (20) hours of continuing education to the Board of Directors. It shall be the duty of the Vice President to generate an electronic certificate signed by the President and the Vice President of the Association to the clerks who have successfully completed twenty (20) hours of continuing education the previous calendar year. Clerk's certification is referenced in Section 11.01 of these bylaws. The Vice President shall perform other duties as assigned by the President or the Board of Directors. The Vice President shall serve on the TAC Board of Directors as specified in the TAC constitution and bylaws.

TREASURER (7.09) The Treasurer shall give a surety bond from a corporate surety in the amount of \$100,000.00 for the fiscal year of the office for the faithful discharge of the duties of office or in such sum and with such surety or sureties' as the Board of Directors shall determine. The Association shall pay the premium for the bond.

By July 1st, the Texas Association of Counties [TAC] shall send notice to each member stating the amount of dues required of the member. The TAC shall receive all monies paid for membership dues and provide a receipt and membership card to each paid member. TAC will keep a register of the name, mailing address, telephone number, fax number, email address, and any other information requested by the Board of Directors of each member, which shall be furnished, to the Treasurer. TAC will disburse monies received for CDCAT membership dues on a monthly basis to the CDCAT Treasurer. The Treasurer shall have charge and custody of and shall be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such bank(s), trust companies, or other depositories as shall be selected in accordance with the provisions of Article XVII of the bylaws.

The Treasurer shall use an automated bookkeeping system to keep an accurate record of all monies received and disbursed by the Treasurer in such manner and form as may be prescribed by the Board of Directors. The Treasurer shall submit an itemized statement of receipts, disbursements, fund balances, and a budget versus actual report to the Board of Directors showing the financial condition of the Association at every meeting. At the Annual Conference the Treasurer shall submit a written report of all receipts, disbursements, and fund balances to the Association together with a statement of any special funds in the Treasurer's possession. The Treasurer shall submit an updated budget spreadsheet to the Board of Directors at each meeting.

The Treasurer shall receive and audit all bills of the Association and, if found correct, shall pay the same in a timely manner, upon approval of the President. The Treasurer shall keep a record of all paid bills showing the amount, to who paid and the reason for payment. The Treasurer shall turn over all records, as requested, regarding deposits and disbursements to any auditor or audit committee as appointed by the President and in general perform all duties incident to the office of Treasurer.

Not later than the 15th of each month the Treasurer shall provide to the Chair of the Audit Committee, copies of the previous month's reconciled bank statement, detailed transaction reports reflecting income and disbursements, the profit/loss statement, the updated budget spreadsheet and any other supporting documentation necessary to audit the accounts. All documentation shall be submitted electronically (via email or by other electronic means). The first report is due no later than August 15th for the month of July.

The Treasurer shall turn over all records, as requested, regarding deposits and disbursements to any auditor and in general perform all duties incident to the office of Treasurer. The treasurer shall collect all memorial contributions and notify the memorial committee chairman of such. All memorial funds collected will be deposited into the CDCAT account and reported in the scholarship fund.

The Treasurer, with the assistance of the Executive Board, shall prepare a budget to be approved by the Board of Directors at the winter meeting for the following year. All records pertaining to the financial business of the Association under the current treasurer shall be maintained by that treasurer in accordance with IRS standards and facilitate the filing of all required legal documents for the Association, including the IRS reporting.

SECRETARY (7.10) The Secretary shall keep accurate minutes of all Executive and Board of Directors meetings of the Association. A written draft of minutes of such meetings shall be presented for approval at the next scheduled meeting. The minutes of the Annual Conference business meeting shall be presented for approval at the next conference immediately following the annual meeting. All minutes shall include a brief summary, index and any action taken.

The Secretary shall serve as a member of the bylaws committee. It shall be the duty of the Secretary to update and revise the bylaws with the approved changes. All proposed amendments shall be posted on the Association website thirty (30) days prior to the Annual Conference.

The bylaw amendments shall be presented to the members for consideration and vote at the Annual

Conference business meeting. The Secretary shall record the results of the vote in the business meeting minutes.

The Secretary shall be custodian of the Association records. All official records shall be maintained and preserved utilizing the Association website.

The Secretary shall be the custodian of the seal of the Association, and affix the seal to all documents on behalf of the Association.

IMMEDIATE PAST PRESIDENT (7.11)

The Immediate Past President shall perform duties as assigned by the President or the Vice-President to ensure a smooth transition of duties to the newly elected Board. The Immediate Past President shall provide counsel and advice to the Executive Board, Board of Directors and Association.

Article 7.11 was added August 19, 2020 as a new article to the CDCAT bylaws.

ARTICLE VIII – BOARD OF DIRECTORS

BOARD OF DIRECTORS – GENERAL POWERS (8.01) The general oversight and supervision of the affairs of the Association shall be managed by the Board of Directors. All actions of the Board of Directors may be subject to review by the membership. The general duties of the Board of Directors shall be, but not limited to, the following:

- A. The Board of Directors shall direct the Secretary as to the manner in which proceedings and minutes of the meetings shall be kept.
- B. The Board of Directors shall have the power to appropriate, for necessary purposes, the funds of the Association as may be required.
- C. The Board of Directors shall determine the form and manner in which the accounts and records of the Association shall be kept and may at any time require any officer, committee or member having funds of the Association to render an account of same. The Board of Directors shall have full power and authority to take all necessary and proper measures for the protection and care of the funds and property of the Association.
- D. The Board of Directors may appoint or employ such agents or assistants that may be required to assist the Association with specific matters.
- E. *Repealed*
- F. The Board of Directors shall determine the scholarship criteria, and the requirements for the scholarship application form.
- G. The Board of Directors shall facilitate the requirements for the Conference City, with the assistance of the Conference City Selection Committee, for the Annual Conference as set out in Article IX of the bylaws.
- H. *Repealed*

- I. The Board of Directors shall submit annually, before the time required for the grant approval, the designation of the number and name of the educational programs for which the qualified members may receive statutory State expense reimbursement that each clerk may receive for a designated educational program with the approval of the Texas Center for the Judiciary. The determined amount for reimbursement shall be within the total of the grant amount. The Board of Directors shall provide a form to be used for the expense reimbursement.
- J. Each of the sixteen (16) directors responsible for their regions of the State shall help coordinate and disseminate information to the regions' members, hold regional educational meetings for its members and hold regional meetings as required to conduct any business. Within thirty (30) days following a Board of Directors meeting, each Director in Charge shall inform the region's members of the any action taken at the meeting.
- K. Each Region shall appoint a Treasurer who shall be in charge of all funds of the region and shall submit a treasurer's report at each regional meeting. If a new treasurer is appointed all funds shall be transferred to him/her within thirty (30) days.
- L. Each officer, director or other member shall turn over all files, records, money and properties of the Association to any successor in office within thirty (30) days after the successor takes office.
- M. In accordance with Article 15.01 the Board of Directors shall set the annual membership dues.

NUMBER, TENURE AND QUALIFICATIONS (8.02) The Board of Directors shall consist of sixteen (16) regional directors and the five (5) elected officers of the Association. The directors must be active members of the Association. There shall be one (1) county clerk and one (1) district clerk, or there may be one combination clerk in one of the positions, elected from each of the eight designated regions of the State. The Board of Directors shall determine the regions. The regional directors shall be elected by a majority vote of the active members of the region voting. Beginning in 2014 each Director and Director In Charge in Region's 1, 2, 3, and 4 will serve no more than two (2) consecutive terms, (terms being one (1) year as Director and one (1) year as Director in Charge) and in 2015 each Director and Director In Charge in Region's 5, 6, 7 and 8 will serve no more than two consecutive terms.

Election of the directors may be at a meeting of the region's members held during the Annual Conference or the election may be during a meeting of the region's members held prior to the Annual Conference.

Members of the region must be given written or electronic notice of the meeting at least ten (10) days prior to the meeting stating that the purpose of the meeting is for the election of the directors. The election results shall be announced to the Association members at the Annual Conference.

Upon receipt from the majority of a region, the Executive Board may remove a Director or a Director in Charge from their position for neglect of performance of duties as set out in the bylaws. The

Executive Board shall notify the Director or Director in Charge by certified mail and shall appoint a Temporary Director or Director in Charge until the next regional meeting with notice of an election.

DIRECTOR IN CHARGE (8.03) One (1) of the directors of a region shall serve as the Director in Charge to preside over the meetings of the region and perform the duties as stated in these bylaws or at the request of the President of the Association. The directors of each region shall rotate being the Director in Charge. To begin the rotation, in 1998 the district clerk shall be the Director in Charge in regions 1, 2, 3, and 4 and the county clerk shall be the Director in Charge in regions 5, 6, 7, and 8. If a combination clerk was elected to fill one of the positions, the combination clerk shall be the Director in Charge.

REGULAR MEETING (8.04) A regular annual meeting of the Board of Directors shall be held without any other notice than this bylaw immediately on the last day of the conference at a time set by the President, and at the same place as the Annual Conference of members. The Board of Directors may provide by resolution the time and place, within the State of Texas, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

SPECIAL MEETING (8.05) Special meeting of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Texas, as the place for holding any special meetings of the Board of Directors. However, whenever deemed possible, special meetings of the Board of Directors shall be held in conjunction with any educational conference or seminar.

NOTICE OF SPECIAL MEETING (8.06) Notice of any special meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the meeting by written notice delivered personally, sent by mail to the address shown in the records of the Association, by electronic means or by any other manner approved for notice by the Board of Directors. The notice shall state the place, day and time of the meeting along with the purpose for which the meeting is called.

QUORUM (8.07) Eleven (11) Members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than eleven (11) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

MANNER OF ACTING (8.08) The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these bylaws. In the event of a tie vote, the President shall break the tie.

VACANCIES (8.09) Except as provided by Article 7.05, any vacancy occurring in the Board of Directors shall be filled by a vote of the members of that region. A director elected to fill a vacancy shall be elected for the unexpired term of the vacancy filled. Upon the second (2nd) absence of a Director or a Director In Charge during a term of office, the Executive Board shall notify the absent director by certified mail and electronically with read receipt stating that another absence will result in automatic removal from office.

Article 8.09 amended on August 19, 2020 by adding “and electronically with read receipt”.

INFORMAL ACTION (8.10) Upon consent in writing by a majority of the Board of Directors, an action may be taken without a called meeting.

ARTICLE IX – ANNUAL CONFERENCE

ANNUAL CONFERENCE – CONFERENCE CITY (9.01) The conference city for the Annual Conference shall be selected as follows:

- A. Applications for Conference City shall be submitted to the chairperson of the Conference City Selection Committee (CCSC) not later than May 1st by regular or electronic mail, Applications for conference city may be received as follows:

- 1. Two (2) clerks from a county or region may submit an application for hosting the Annual conference in the clerk’s county or region. The application shall be in the name of the host clerks or region and shall include the conference city site, host hotel or venue where the conference will be held. The application must include signatures of two (2) clerks of the Host County or region.

- 2. Repealed

- B. The CCSC shall review the submitted applications to assure the applicants meet the specified requirements of these Bylaws and the Conference City has adequate facilities (guest rooms, meeting room, etc.) to accommodate the Association according to the determination of the CCSC as set out in the Conference City application. The CCSC shall submit the names of the qualified applicants to the President on or before May 15th for inclusion on the voting ballot at the Annual Conference. The Annual Conference shall be held in the month of June, with the exclusion of Father’s Day weekend, when possible.
- C. The President shall allow a designated representative(s) of each eligible conference city time to present to the members of the Association information about the destination.
- D. Selection of a conference city shall be by secret ballot, or voting by mail or electronic means for the conference to be held two (2) years hence. The successful conference city must receive a majority of the votes cast. If only one application is received and the applicant meets the specified requirements set out in the application and the bylaws no vote is required.

The applicant will be awarded the conference and it will be reflected in the Annual Conference business meeting minutes.

- E. The host clerks shall submit a proposed conference budget at the next Annual Conference that shall be approved by the Board of Directors. An Annual Conference checking account shall be established in the name of CDCAT Annual Conference with the year. An accurate accounting of all expenses, disbursements and revenues shall be kept by the host and monthly reports are to be provided to the Audit Committee. All binding contracts associated with the Annual Conference shall be signed by the President. A Professional Event Project Manager for vendors shall be used at all CDCAT Conferences. A final conference report shall be submitted to the Board of Directors at the next Board of Directors Meeting immediately following the Annual Conference by the Conference City Host at least 10 days before the next Board of Directors Meeting immediately after the Annual Conference. All conference proceeds shall be deposited into the general CDCAT checking account no later than 180 days after the annual conference via wire transfer with any transaction fees deducted from the conference proceeds.

- F. The Conference City, venue(s), or host hotel shall provide the following complimentary rooms during the Annual Conference:
 - 1. All meeting and banquet rooms necessary to conduct the conference,
 - 2. One (1) Suite for the President;
 - 3. One (1) room for the Vice President;
 - 4. One (1) room for the Treasurer;
 - 5. One (1) room for the Secretary;
 - 6. One (1) room for the Immediate Past President; and
 - 7. One (1) room for each of the applicant host clerks if needed or available.

In the event that complimentary rooms are not provided, expenditures for these purposes must be approved by the Board of Directors and may result in the loss of the conference bid.

- G. Upon approval of the Conference City budget the host Clerk's shall be entitled to receive advancement in an amount not to exceed \$10,000.00 to open a checking account for out-of-pocket conference expenses with invoices provided to the CDCAT Treasurer for payment. A final conference report shall be submitted to the Board of Directors at the next Board of Directors Meeting immediately following the Annual Conference by the Conference City Host at least 10 days before the next Board of Directors Meeting immediately after the Annual Conference. All conference proceeds shall be deposited into the CDCAT Money Market Account no later than 180 days after the annual conference via wire transfer with any transaction fees deducted from the conference proceeds.

- H. In the event the CCSC does not receive a bid for hosting the Annual Conference, the Executive Board of Directors shall engage the CCSC to find a location to host the Annual Conference. The CCSC shall assume the responsibility of meeting the requirements as stated

in the Bylaws, per this section. Executive Board approved travel expenses incurred by the CCSC in connection with tasks authorized in this section shall be reimbursed by the Association. If assistance is requested by the host clerks, the CCSC shall assist the clerks in meeting all the necessary requirements in the bylaws.

REGISTRATION (9.02) All members, guests and business representatives attending the Annual Conference shall be registered and a roster of the same shall be compiled by the host clerk and provided to the Board of Directors to be made a part of the official minutes of the Association.

MEMORIAL (9.03) Members deceased during the last year shall be remembered with a suitable memorial ceremony or other remembrance during the Annual Conference.

NEW CLERKS (9.04) Recognition by introduction of all new clerks elected or appointed during the last year shall be held during each Annual Conference.

PAST PRESIDENTS (9.05) Any past President of the Association in attendance at the Annual Conference shall be recognized.

BUSINESS FRIENDS AND EXHIBITORS (9.06) Business friends and exhibitors registered shall be recognized during each Annual Conference.

COUNTY GOVERNMENT ASSOCIATIONS (9.07) A letter of invitation to the Annual Conference shall be sent by the Association President to all of the Presidents of the other county government associations and each association shall be recognized at the Annual Conference.

ARTICLE X – COMMITTEES

COMMITTEES GENERAL (10.01) The President, with the approval of the Board of Directors, may designate and appoint active, qualified members to serve on committees. Whenever possible, committees shall be representative of county clerks and district clerks. However, no such committee shall have the authority of the Board of Directors in reference to:

- A. Amending, altering or repealing the bylaws;
- B. Electing, appointing, or removing any member of any such committee or any director or officer of the Association;
- C. Amending the articles of incorporation;
- D. Adopting a plan of merger or adopting a plan of consolidation with another corporation or association;
- E. Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association;
- F. Authorizing the voluntary dissolution of the Association or revoking proceedings, therefore; adopting a plan for the distribution of the assets of the Association;
- G. Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The President shall appoint from the active members of the Association the following standing committees:

- Bylaws;
- Legislative;
- Audit;
- Nominating;
- Education;
- Two (2) Procedure Manual Committees (one (1) representing the county clerks and one (1) representing the district clerks);
- Historical;
- Memorial;
- Scholarship;
- Pictorial Directory;
- Conference City Selection;
- Sales; and
- Website/TAC-Community/Mobile App; and
- Banking and Finance

The President may appoint other committees for a term, to carry out a dedicated function or project for the Association.

Article 10.01 amended on August 19, 2020 by eliminating the word “List-serve” and adding “TAC Community/Mobile App; and Banking Finance”.

TERM OF OFFICE (10.02) Each member of a committee shall continue until the next annual meeting of the Association and until the member’s successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the President and a majority of the executive board, or unless such member shall cease to qualify as a member thereof.

Article 10.02 amended on August 19, 2020 by adding “by the President and a majority of the executive board”.

CHAIRPERSON (10.03) The President shall appoint the chairperson of each committee.

VACANCIES (10.04) Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

QUORUM (10.05) A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

RULES (10.06) Each committee shall adhere to the bylaws of the Association.

BYLAWS COMMITTEE (10.07) The Bylaws Committee shall be composed of the Association President, Vice President, Secretary and parliamentarian and three additional members. The Bylaws Committee shall advise and aid the officers and directors of the Association on all matters pertaining to the bylaws of the Association.

The Bylaws Committee shall annually review the bylaws and recommend any necessary changes to the Board of Directors at the Winter Conference. Upon recommendation of the Board of Directors, amendments to the bylaws shall be presented for a vote to the members of the Association during the Annual Conference business meeting. Within forty-five days of passage, the Secretary shall provide a revised copy of the bylaws to the Board of Directors. All changes shall be posted on the Association Website.

LEGISLATIVE COMMITTEE (10.08) The Association shall have a Legislative Committee appointed by the President and chaired by a four (4) person team composed of a county clerk, a district clerk, combination clerk and a county clerk who conducts elections to serve as the election legislative contact. In the event a combination clerk is not available to serve the President shall appoint a clerk to fill the vacant position.

Each of the four (4) chairs shall select nine (9) sub-committee members considering county, district, and combination clerks and population factors. Each of the nine (9) sub-committee members shall serve as the chairperson for one (1) of the nine (9) categories:

- A. Courts;
- B. Real Property/Privacy;
- C. Personal Records/Vitals;
- D. Elections & Voter Registration;
- E. Probate;
- F. Family;
- G. Criminal;
- H. Civil/Juveniles; and
- I. Fees

Each of the nine (9) sub-committee members shall recruit clerks to assist with reviewing legislation and conducting legislative services as needed. The elected officers of the Association shall be ex-officio members of the committee.

The Legislative Committee shall officially represent the Association at the Legislature of Texas and are empowered to use the name of the Association in presenting the Association's views to committees, legislative bodies and others. Appointed members to the Legislative Committee shall be credentialed so that the Legislative Committee hearings are certain that the person addressing the Legislative Committee is truly representing the Association's views. The Legislative Committee shall:

- A. Actively promote the adoption, amendment and maintenance of the constitution and statutes pertaining to the offices of the county clerks and district clerks keeping in mind the best interest of the Association members;
- B. Review issues and whenever deemed possible a majority opinion of the committee members shall be sought through meetings, mail, telephone, fax, or other methods order to reflect the Association's position and enable the committee to act on behalf of the Association;
- C. Keep each other and all of its members informed of legislative issues in order to coordinate the best efforts for the Association;
- D. Remain neutral on issues in conflict between county clerks and the district clerks unless the Association, through the Board of Directors, has issued a position;
- E. Coordinate legislative efforts with other county official associations and state agencies;
- F. Report to the Association legislative issues through printed material, presentations or training sessions; and
- G. Hold meetings of its members in conjunction with conferences or seminars as practicable. All suggestions of association members shall be submitted through the legislative co-chairs or officers to be presented to the legislative committee.

NOMINATING COMMITTEE (10.09) The Nominating Committee shall consist of three (3) members. The Nominating Committee shall receive nominations in writing by May 1st as required by Article (7.02) for the office of Secretary, verify that each nominee is an elected clerk holding a current certificate of membership and has been in office at least four (4) years. All nominees must hold a current certificate of membership and a current continuing education certificate issued by the Association and is willing to have their name submitted as a nominee. The committee shall submit the names of all qualified nominees for Secretary to the President for placement on the ballot at the Annual Conference.

CONFERENCE CITY SELECTON COMMITTEE (10.10) The Conference City Selection Committee (CCSC) shall consist of three (3) members. The CCSC Chair shall receive Conference City applications for cities desiring to host the Annual Conference as prescribed by Article IX. The committee shall determine if the applicant(s) met the requirements set out in the Conference City Application and these bylaws. The CCSC shall verify that the applicant(s) have adequate facilities to accommodate the Association including hotels which will provide complimentary rooms and facilities prescribed in Article IX.

In the event the CCSC does not receive a bid for hosting the Annual Conference, the Executive Board of Directors shall engage the CCSC to find a location to host the Annual Conference. The CCSC shall assume the responsibility of meeting the requirements as stated in the Bylaws, per this section. If assistance is requested by the host clerks, the CCSC, the Education Committee and the Board of Directors, shall assist the selected conference city clerks in planning, preparing and meeting all necessary requirements of hosting the Annual Conference. The Executive Board or designated CCSC members may travel to the host city if needed. Expenses incurred in connection with the visit will be reimbursed by the Association with a reimbursement form completed and all receipts attached and

submitted to the Treasurer for payment within thirty (30) days of travel. Advancements may be requested.

AUDIT COMMITTEE (10.11) The Audit Committee shall consist of two (2) members who are not officers. The Audit committee shall audit the financial transaction of the Treasurer or any other officer or member having charge of Association funds monthly. The committee shall compare bank records receipts and disbursements in the account books on a monthly basis for the fiscal year for the year they are appointed. The committee chair shall report its findings to the Board of Directors in writing, at the scheduled conferences. The committee shall also provide a final report of their findings to the Association at the Annual Conference business meeting. The Audit Committee shall, upon the host clerk(s) opening the Annual Conference account, audit income and expenses and provide a report to the Board of Directors at scheduled conferences.

The Audit Committee shall receive, count and audit all ballots. In the event a committee member shall become an award nominee, the President shall appoint a replacement of the said member to the committee.

BANKING AND FINANCE COMMITTEE (10.12)

The Banking and Finance Committee shall review the revenue and expenses of the association annually, seek and identify additional sources of funding, providing sound financial planning by making recommendations for the proposed annual budget to the Board of Directors at the winter Board meeting. The Finance Committee shall be comprised of the President, President Elect, Secretary, Treasurer and Audit Committee.

Article 10.12 added on August 19, 2020 to include new Title and language on "Banking and Finance Committee".

EDUCATION COMMITTEE (10.13) The Education Committee shall consist of at least one (1) county clerk, one (1) district clerk and/or a combination clerk from each of the following population brackets:

- A. Less than 20,000 in population;
- B. 20,000 - 100,000 in population; and
- C. 100,000 plus in population

The Education Committee shall further the education of the members by formulating, planning and promoting professional educational programs that are beneficial to the members of the Association. The educational programs shall include information on the statutory, constitutional and administrative duties of the county clerks and the district clerks.

The Education Committee shall:

- A. Formulate a structured progressive curriculum based on core duties which can be utilized on a rotating basis;

- B. Formulate an advanced track curriculum to include administrative, management, and legislative issues for incorporation with basic track programs;
- C. Plan the agenda and arrange for speakers to present the educational portion of meetings and conferences sponsored by the Association utilizing the core curriculum plan and advanced track topics as appropriate;
- D. Provide assistance and support to universities, state agencies or other professional organizations with cooperative continuing education programs;
- E. Actively seek educational opportunities that will enhance the clerk's profession and provide certification opportunities for the clerks;
- F. Develop a training program for clerks who wish to serve as volunteer faculty in order to insure accurate, well-prepared, professional presentations during educational programs;
- G. Maintain a speakers' bureau or resource file of clerks, representatives and recognized experts from universities, state agencies and other professional organizations to represent relevant topics during educational programs;
- H. Formulate a process for member evaluation of each section of an educational program and for reporting evaluation results to the Board of Directors using the results to plan future conferences; and
- I. Assist the Board of Directors in projecting educational expenses for each conference or seminar, identifying costs to maintain effective educational programs and in pursuing grants or other funds for educational purposes.

SCHOLARSHIP COMMITTEE (10.14) The Scholarship Committee shall consist of at least three (3) members. The identity of the members of the Scholarship Committee shall be confidential so no influence may be placed upon the committee regarding the scholarship selection process. All scholarship applications shall be submitted electronically on the form approved by the Board of Directors to the President of the Association by April 1st.

The Scholarship Committee shall review each application and award scholarships according to the criteria established by the Board of Directors outlined in Exhibit A (attached). The Association may award up to eight (8) scholarships at amounts decided by the Board of Directors at the Winter Conference meeting (only one (1) per region). In the event no qualified application is received from a region no scholarship will be awarded for that region. All scholarships should be awarded to a child, grandchild or legal ward of an active member who has met all the requirements and criteria set by the Scholarship Guidelines. If no applications are received or no applications meet the scholarship criteria of a child or legal ward of an active member, a scholarship may be awarded to a grandchild of an active member within the particular region.

If any scholarship recipient does not attend college or fails to meet the required number of semester hours in the upcoming school term, the recipient automatically forfeits the scholarship. The Scholarship Committee may review the remaining applicants, within that particular region, and award a scholarship to the next recipient meeting the criteria.

Proof of college admittance must be received before payment is presented. Once a scholarship recipient is awarded the funds the student must maintain a present proof to the Treasurer of a minimum 2.0 GPA to receive the second half of the scholarship award.

Article 10.14 amended on August 19, 2020 to add the word “electronically”.

PROCEDURE MANUAL COMMITTEE (10.15) there shall be a county clerk and a district clerk Procedure Manual Committee. Each sub-committee shall consist of at least seven (7) members. Each sub-committee shall review the manual annually and make such revisions as needed to update and enhance the manual in order to provide proper educational materials for the members of the Association.

All updates should be presented for publication to the Board of Directors at the Annual Conference board meeting for approval. Upon approval, updates shall be made on the CDCAT website and a courtesy copy provided to the Office of Court Administration.

RESOLUTIONS COMMITTEE (10.16) REPEALED

MEMORIAL COMMITTEE (10.17) The Memorial Committee shall consist of at least three (3) members. Upon notification from the CDCAT Treasurer of receiving a memorial, the committee shall be responsible for mailing memorial acknowledgements. The committee shall plan the Memorial Remembrance for the Annual Conference.

PICTORIAL DIRECTORY COMMITTEE (10.18) The Pictorial Directory Committee shall consist of at least three (3) members. The Pictorial Directory Committee shall annually make revisions and updates to the Association’s online and printed directory.

SALES COMMITTEE (10.19) The Sales Committee shall consist of at least five (5) members. The Sales Committee shall be responsible for acquiring and selling merchandise for the Association, maintaining inventory of merchandise and reporting of sales at the Annual Conference Board of Director’s meeting.

The committee chair is required to transfer all merchandise and inventory report to newly appointed committee chair after the end of the Annual Conference.

WEBSITE/TAC COMMITTEE (10.20) The Website/TAC-Community Committee shall consist of three (3) members. One (1) member will be appointed as chairman by the President, who will serve as the contact person for all communications regarding hosting services. TAC will serve as the Web-Site host.

Article 10.20 amended on August 19, 2020 by removing “LISTSERVE” and replacing it with “TAC COMMITTEE”. Also corrected clerical error to correct article 10.21 to 10.20.

HISTORICAL COMMITTEE (10.21) The Historical Committee shall consist of three (3) members. The Historical Committee shall prepare narrative accounts of all activities of the

Association from July – June fiscal year. An annual written report shall be provided at the Annual Conference and will be made part of the Annual Conference minutes.

ARTICLE XI – EDUCATION

EDUCATION CERTIFICATION (11.01) Each January, CDCAT will provide a Certificate of Continuing Education to a county Clerk, district clerk or combination clerk upon the successful completion of twenty (20) hours of approved instruction and as required by Texas Government Code Section 51.605.

INSTRUCTION (11.02) The Association will provide annually three (3) educational programs. The Education Committee shall determine the number of credit hours of instruction clerks may receive through successful completion of a program. The President and Vice President will approve the number of credit hours available through completion of such programs. Credit hours for instruction received in ways other than those enumerated in this section shall be submitted on an individual basis to the Vice President for a determination of whether or not credit hours will be granted, and if so, how many approval by the President and Vice-President.

Article 11.02 amended on August 19, 2020 to change the word “determine” to “approve” and to add “approval by the President and Vice-President”.

ATTENDANCE (11.03) Attendance at an educational program or course shall mean official registration and personal attendance at desired sessions of the program or course as evidenced by the member submitted continuing education.

RECORD OF CREDIT HOURS (11.04) It shall be the duty of the Vice President to establish and maintain a data of the credit hours earned by clerks. It shall be the duty of the individual clerk to enter those hours into the CE Tracker program and to certify to the Vice President, the clerk’s attendance and participation in an educational program to which credit hours may be attributed, but are not listed in the CE Tracker program. CE hours obtained outside of the Association may or may not be approved toward the required 20 hours. If the credit hours are earned at an Association sponsored program or approved program, certification as to official registration and personal attendance shall be sufficient. Pursuant to Article 11.02; upon successful completion of twenty (20) hours approved continuing education, within time prescribed, a clerk shall be issued a “Continuing Education Certificate”.

REMOTE ONLINE TRAINING (11.05) The Executive Board shall prescribe the number of hours that a clerk may receive each year through remote online training. The Executive Board, on a case by case basis, may authorize additional credit hours through remote online training for an individual clerk whose circumstances warrant the increase. A clerk may request authorization by written request to the President at least 30 days before the end of the year during which the credit hours are sought.

Article XI was amended on August 19, 2020 by adding Article 11.05 – Remote Online Training

ARTICLE XII – CLERK OF THE YEAR

CLERK OF THE YEAR AWARD (12.01) Two (2) outstanding clerks of the Association shall be honored with a Clerk of the Year Award. A county clerk and a district clerk, or a combination clerk representing either a county clerk or a district clerk, shall be presented the Clerk of the Year Awards at the Annual Conference.

Each region of the State may nominate two (2) clerks, one (1) representing a county clerk and one (1) representing a district clerk. At a regional meeting held prior to May 15th, all nominees for the awards shall be voted on by the members present, by secret ballot. Each Clerk of the Year nominee shall be an active member of the Association with a current continuing education certificate, as verified by the President of the Association and has served at least four (4) years in office. The Clerk of the Year nominee should have provided notable service to the Association while promoting the purpose of the Association. Current Executive Officers or previous recipients of the award may not be nominated. Each region's Director in Charge shall provide the names of the nominees along with the resume/personal biography on the specified form for the clerk of the year awards to the President by May 15th. The Secretary shall prepare ballots, with approval by President, for voting at the Annual Conference.

The Clerk of the Year award is based on service and contribution to the Association, therefore; solicitation for votes for Clerk of the Year is prohibited.

All of the nominees for the Clerk of the Year awards shall be presented to the members at the Annual Conference with a brief description of the reason for their nomination. The active members of the Association shall vote by secret ballot or by voting absentee for one (1) county clerk representative and one (1) district clerk representative during the Annual Conference. The ballots are counted by the Audit Committee. The names of the Clerk of the Year honorees shall be given to the President.

An award for Clerk of the Year shall be presented to the county clerk representative and to the district clerk representative receiving the largest number of votes cast. In case of a tie for either County Clerk of the Year or District Clerk of the Year, both clerks shall receive the award. The award presentations shall be made at the Annual Banquet.

ARTICLE XIII – BOOKS AND RECORDS

BOOKS AND RECORDS (13.01) The Secretary shall keep correct and complete books and records of accounts and minutes of the proceedings of its members, Executive Board and Board of Directors. All books and records of the Association may be inspected by any member or the member's agent or attorney for any proper purpose at any reasonable time. Each officer, director or other member shall

turn over all files and records, of the Association, to any successor in office by the conclusion of the Annual Conference.

All designated records shall be available on the Association website, excluding any record that may contain confidential information, which may include but is not limited to bank account information, tax identification numbers, social security numbers, contracts, etc.

The Records Manager shall serve as the repository for the Association.

Clerk's Note: All records from 1977 – Present are stored with the Wheeler County Clerk's Office.

ARTICLE XIV – COMPENSATION

COMPENSATION – BOARD OF DIRECTORS (14.01) Members of the Board of Directors may receive reimbursement for any expenses incurred on behalf of attending a Board of Directors meeting or special called meeting(s). Upon written request to the Treasurer and approval by the President reimbursement requests shall be processed within thirty (30) days of the date submitted. The member must provide proof of mileage using MapQuest (or similar mileage program) and receipts of expenses incurred on behalf of the Association, which includes:

- A. Hotel room plus tax;
- B. Meals per day;
- C. Cost of air fare and mileage which shall be paid at rates established by the Texas Comptroller of Public Accounts.

The President and guest/or a representative shall be authorized to attend a conference dedicated to the promotion of the Association and its members. Some notable conferences are:

- National Association of Counties (NACo);
- International Association of Government Officials [iGO];
- and Leadership Conference(s) by Texas Association of Counties.

The Board of Directors may review any refusal or failure to provide reimbursement. Any other compensation is prohibited unless expressly approved by the Board of Directors.

MEMBERS (14.02) Members of the Association may receive reimbursement for their necessary expenses not to exceed that allowed by the Board of Directors, upon approval by the President for:

- A. Appointment by the President to a committee;
- B. Performance of a special function;
- C. Appointment by a State official or agency to a committee; or
- D. Performance of a special function for the Association

ARTICLE XV – DUES

ANNUAL DUES (15.01) The Board of Directors shall establish the dues to be paid annually by all members, not to exceed \$200.00.

Dues are payable within forty-five (45) days of receipt of the dues statement.

ARTICLE XVI – BUDGET

BUDGET (16.01) The Treasurer shall prepare a budget for the following fiscal year to be reviewed by the Board of Directors at the winter meeting or at another time as requested by the President. The budget shall include items of expenses and revenue. Each committee that may have expected expenditures or revenue shall submit the committee's budget to the Treasurer for inclusion in the Association's budget.

The Board of Directors shall approve the budget. The Board of Directors may amend the budget by a two thirds (2/3) majority vote of those present and voting. Upon the adoption of the budget, it shall be placed on the Association website.

ARTICLE XVII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

CONTRACTS, CHECKS, DEPOSITS AND FUNDS – CONTRACTS (17.01) The Board of Directors may authorize any officer(s) or; agent(s) of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

CHECKS AND DRAFTS (17.02) All checks, drafts or orders for payment of money, notes, or other evidences of indebtedness in an amount exceeding \$250.00 issued in the name of the Association shall be signed by such officer(s) or; agents(s), of the Association and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the Treasurer and countersigned by the President.

DEPOSITS (17.03) All collected funds of the Association shall be to the credit of the Association, in such banks, trust companies, or other depositories determined by the Treasurer. Accounting for separate funds maintained by the Association shall include general, legislative, scholarship, and memorial. Other funds as required for the operation of the Association may be established as needed by the Board of Directors.

REVENUE (17.04) All dues, contributions, donations and other monies solicited on behalf of the Association shall be collected and disbursed by the Treasurer. Additional sources of revenue in

addition to dues shall be sales, gifts or donations, registration, grants and aid, auction and booth fees.

GIFTS AND DONATIONS (17.05) The Board of Directors may accept on behalf of the Association any contribution, give bequest, or devise for the general purposes of the Association. Unsolicited donations may be accepted by the President at the President's discretion and reported to the Board of Directors immediately.

BANK BALANCE (17.06) REPEALED

AUDIT (17.07) An outside Certified Public Accountant (CPA) shall perform a formal review of all Association accounts and prepare and file the Association tax return. The Treasurer shall furnish the CPA all necessary account information upon closure and transfer of funds to the incoming Treasurer. The transfer of funds and account information furnished should be as soon as practical, but no later than August 1st to allow the CPA ample time to perform the specified duties.

ARTICLE XVIII – PLANNING

LONG RANGE PLANNING (18.01) REPEALED

ARTICLE XIX – FISCAL YEAR

FISCAL YEAR (19.01) The fiscal year of the Association shall begin on the first day of January and end on the last day of December of the that year.

Article 19.01 was amended on August 19, 2020 to change the word "July" to "January", the word "June" to "December" and to change the word "following" to "that".

ARTICLE XX – SEAL

SEAL (20.01) The Board of Directors shall provide an Association seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

ARTICLE XXI – WAIVER OF NOTICE

WAIVER OF NOTICE (21.01) Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XXII – AMENDMENTS

AMENDMENTS TO THE BYLAWS (22.01) These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the active members present at any regular meeting or at any special meeting, if at least two (2) days' notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.



The foregoing bylaws were amended by the majority vote of the County and District Clerks' Association of Texas on the 19th day of August, A.D. 2020 A.D., during the virtual business meeting via Webex hosted by Texas Association of Counties.

*/s/ Laura Hinojosa, President
District Clerk, Hidalgo County, Texas*

*/s/Stacey Kemp, Vice President
County Clerk, Collin County, Texas*

*/s/ Lisa Johnson, Treasurer
Combination Clerk, Hemphill County, Texas*

*/s/Patti Henry, Secretary
District Clerk, Chambers County, Texas*

*/s/ Jennifer Lindenzweig, Past President
County Clerk, Hunt County, Texas*

Exhibit “A”

COUNTY & DISTRICT CLERKS’ ASSOCIATION OF TEXAS

SCHOLARSHIP GUIDELINES

All applicants must adhere to the following guidelines:

1. Submit a completed scholarship application. Incomplete applications may not be considered.
2. Submit a copy of a recent transcript (high school/college) together with a letter from your high school principal or former teacher explaining the applicant’s potential as a college student.
3. Applicants must be a high school graduate (at least will graduate prior to the Clerks’ June Conference at the time the scholarship would be awarded)
4. Applicants must be younger than twenty –two (22) years of age. The oldest age to be considered will be person twenty-two (22) years old.
5. Any application received by the President of the Association after the date of April 1, shall not be considered by the Committee.
6. Scholarships will be awarded at the Annual Conference of the County & District Clerks’ Association of Texas.
7. The President of the County & District Clerks’ Association of Texas will appoint a Scholarship Committee to review the applications and make the selection. This committee shall consist of a County Clerk, a District Clerk, and a Combination Clerk who none shall have submitted an application for review that year.
8. The President of the County & District Clerks’ Association shall not be eligible to submit an application during the year of which they are serving the Association as President.
9. The student’s grade average should be considered, but the grades should not be the only factor considered. The needs of the student, whether the student is receiving any other scholarships, the student’s sincere desire to attend college and any other similar information should be considered.
10. A past scholarship winner is ineligible to receive an additional scholarship.
11. One half (1/2) of the scholarship money awarded shall be made payable to the student upon proof of enrollment of at least twelve (12) hours in an accredited college. The remaining one half (1/2) shall be made payable to the student upon proof of additional second semester of twelve (12) hours of enrollment and presentment of proof to the treasurer of a minimum 2.0 GPA. Failure to present proof of enrollment and GPA of the immediate succeeding semester shall constitute a forfeiture of the remaining amount of money and will remain in the said scholarship fund to be used for another scholarship.
12. Accredited Trade Schools, where the student would be attending at least one (1) full year (or the Trade Schools determination of a term/year) can be considered for a scholarship. Any application requiring less than this time shall not be considered.