

Constitution and Bylaws of the Texas Conference of Urban Counties

Preamble

This Constitution of the Texas Conference of Urban Counties as amended on October 8, 2003, shall serve as the Bylaws of Texas Conference of Urban Counties non-profit corporation.

In order to address the unique challenges confronting urban counties in Texas in a coordinated, nonpartisan manner, the Commissioners Courts of Bexar, Dallas, El Paso, Harris, Tarrant and Travis Counties originally created the Texas Conference of Urban Counties.

In pursuit of the original goals of the organization, we, the Commissioners Courts of Bell, Bexar, Brazoria, Brazos, Cameron, Chambers, Collin, Comal, Dallas, Denton, El Paso, Ellis, Fort Bend, Galveston, Grayson, Gregg, Guadalupe, Kaufman, Harris, Hays, Hidalgo, Hunt, Jefferson, Johnson, Lubbock, McLennan, Midland, Nueces, Rockwall, Smith, Tarrant, Travis, Webb, and Williamson Counties, do hereby ordain and establish this revised Constitution and Bylaws of the Texas Conference of Urban Counties.

Article I - Name

This organization shall be incorporated under the name of and known as the Texas Conference of Urban Counties.

Article II - Purpose

The purpose of this corporation shall be:

- (1) to support and coordinate communications among the officials of member counties to improve the county form of government for the benefit of the people of Texas; and
- (2) to study policies and programs of the State of Texas that affect urban county governments and to foster effective communications between State and urban county officials;
- (3) to provide training and continuing education for urban county officials and other services for member counties that will enhance the quality of urban county services; and
- (4) to procure products and services jointly for member counties in order to realize efficiencies and economies of scale.

Article III - Powers

- (1) In effectuating its purpose, the Corporation shall have all powers conferred by applicable law, specifically including, but not limited to, the following powers:

- a. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated, as the purpose of the Corporation shall require, or as shall be donated to it.
 - b. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
 - c. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.
 - d. To sue and be sued, complain and defend, in the name of the Corporation.
- (2) Notwithstanding any of the foregoing statements of powers, this Corporation shall not engage in any activities which are not in furtherance of, and limited to, the purposes set forth in Article II.

Article IV – Membership

- (1) Any county in the State of Texas with a population greater than 100,000, as determined by the preceding Official Federal Census or the mid-decade adjustment to such a census, or one of two adjacent counties that form one metropolitan statistical area with a population greater than 100,000, may become a member of this corporation if the Commissioners Court of such county votes favorably to authorize the county to become a member and authorizes the necessary expenditures for membership dues.
- (2) Any county that is part of a metropolitan statistical area and is contiguous to a member county may apply for membership in the corporation. Applications shall be considered at the next business meeting. Applications shall be approved upon a majority vote of the members present.
- (3) Membership dues shall be paid annually when statements are provided to each individual county. Failure to pay such dues within the prescribed time shall result in termination of membership.
- (4) At any time a county may withdraw from the corporation if the Commissioners Court of such county votes for withdrawal or does not approve the payment of dues; but all dues paid shall remain in the corporation.

- (5) Member counties shall be entitled to five (5) votes on all matters involving the corporation which are subject to referendum. Voting shall be limited to county commissioners and county judges or their designated representatives. Provided, however, that no official or representative shall have more than one vote. An elected official may designate a representative to a meeting of the corporation by written notification to the corporation Chairman.
- (6) The membership shall meet annually and at such other times and locations as may be set by the Chairman. Written notice of all meetings shall be sent to all members at least 10 days prior to the date of the meeting.
- (7) A quorum of any meeting of the corporation shall exist when all members have been duly notified of the time and place of the meeting and representation from at least 10 of the member counties is in attendance. When a quorum, as defined above, is not present but all members have been duly notified of the time and place of a given meeting, and a position on legislation by the corporation is required, such position shall stand as a vote of the corporation until such time as it may be amended or repealed by a later vote of the corporation with a quorum present.
- (8) No member shall be personally liable for any indebtedness or liability of the corporation, and any and all creditors shall look only to the assets of the corporation for payment.

Article V - Officers, Duties of, Term of Office; Board of Directors

- (1) The membership shall elect a Chairman (who shall serve as President for purposes of the Texas Non-Profit Corporation Act), Chairman-Elect, Vice-Chairman of Finance, Vice-Chairman of Administration (who shall serve as Secretary for the purposes of the Texas Non-Profit Corporation Act), Vice-Chairman of Policy, Vice-Chairman of Education, and Vice-Chairman of Membership. In the event a vacancy should occur in the office of Chairman, the Chairman-Elect shall succeed to the office of Chairman. A special election shall be called by the Chairman to fill a vacancy in any other office.
- (2) Officers shall be elected at a regularly scheduled meeting no later than the first scheduled meeting held during a fiscal year beginning in an odd-numbered year, and shall serve until their successors are elected.
- (3) A person shall be eligible to be elected as an officer of the Corporation only if the person has been nominated for office by the commissioners court of the person's county. The requirement for nomination by the commissioners court does not apply to an incumbent officer of the Corporation.
- (4) Other than from the office of Chairman-Elect to the office of Chairman, there shall be no automatic succession from one office to another.

- (5) It shall be the duty of the Chairman to preside at all meetings of the corporation. The Chairman shall see that a time and place is arranged for all meetings, and a program is prepared. The Chairman shall appoint all standing and special committees as provided and limited by Article VI.
- (6) It shall be the duty of the Chairman-Elect to preside at all meetings when the Chairman is not present, and to assist the Chairman in carrying out the duties of the office of Chairman.
- (7) It shall be the duty of the Vice-Chairman of Administration to record the minutes of all meetings of the Corporation.
- (8) It shall be the duty of the Executive Director, under the oversight of the Vice-Chairman of Finance and in accord with all policies adopted by the Board of Directors, to receive all dues and other revenues of the corporation, to pay all obligations of the corporation, and to hold all of the corporation's funds in an appropriate bank account.
- (9) The business of the corporation shall be directed by a Board of Directors composed of the Chairman; Chairman-Elect, each Vice-Chairman; and the Immediate Past-Chairman. Actions and positions of the Board of Directors shall not conflict with the actions and positions taken by the membership as provided in Article VII.
- (10) The Board of Directors shall select and appoint an Executive Director who shall serve at the pleasure of the Board. At the discretion of the Board, the Executive Director may be an independent contractor or an employee of the Corporation. The Executive Director shall be the chief executive officer of the corporation, having all powers and performing all duties appropriate to the capacity and as may be further designated by the Board. Generally, the Executive Director shall perform all acts and have all powers required or authorized by law for the chief executive officer of a corporation, including the signing or verifying of all documents required by law. He shall have the authority to bind the corporation contractually, and to make expenditures on behalf of the corporation. Executive Director shall exercise authority over the selection, employment, compensation and direction of all personnel necessary to operate the corporation and of all vendors and contractors, including legal counsel.
- (11) Board members and officers, with the exception of the Executive Director, shall serve without compensation. Payment of expenses for the performance of official duties of an officer or attendance at an official function of the corporation shall not be considered compensation.

Article VI – Committees

- (1) There shall be three standing committees of Texas Conference of Urban Counties:
 - (a) The Policy Committee which shall develop and adopt legislative positions on all matters of State Intergovernmental Relations, as provided by Article VII, and shall be chaired by the Vice-Chairman of Policy;
 - (b) The Events and Programs Committee which shall have jurisdiction over all continuing education events and programs of the association, and shall be chaired by the Vice-Chairman of Education; and
 - (c) Member Services Committee which shall have jurisdiction over all services provided to member counties other than continuing education and intergovernmental relations, and shall be chaired by the Vice-Chairman of Membership.
- (2) The corporation Chairman may appoint additional standing and special committees as necessary.
- (3) A person shall be eligible to be elected a member of the Policy Committee only if the person has been nominated for office by the commissioners court of the person's county.
- (4) The corporation Chairman shall appoint the members of all standing committees except for the Policy Committee which shall be composed as follows:
 - (a) One position appointed by the commissioners courts of each county with a population of 400,000 or greater;
 - (b) Six positions representing counties of a population of 200,000 or greater but less than 400,000, as elected by the corporation members from that group of counties in attendance at a meeting for which all members of the class have been provided written notice at least 30-days in advance, to be held once every two years;
 - (c) Four positions representing counties of a population less than 200,000, as elected by the corporation members from that group of counties in attendance at a meeting for which all members of the class have been provided written notice at least 30-days in advance, to be held once every two years;

- (d) Committee members may designate someone to attend a meeting in their absence. If a position becomes vacant, then the other positions from the same class of counties shall nominate an interim representative to serve until the next meeting of the corporation, where upon all members attending from that class of counties shall elect a permanent representative for the vacant position.
- (e) County populations shall refer to the latest decennial census report from the US Bureau of the Census.
- (5) All members that serve on the Board of Directors shall automatically fill a position on the Policy Committee from their respective county or class of counties instead of the appointment or election of that position.
- (6) A quorum of any meeting of a committee shall exist when all committee members have been duly notified of the time and place of the meeting and at least 50% of the committee members (or their designees) are in attendance.

Article VII - Legislative Positions

- (1) Legislative positions of Texas Conference and Urban Counties shall be developed and adopted by the Standing Committee on Policy.
- (2) Legislative positions adopted by the Standing Committee on Policy shall be reported to all members of the corporation during the next regular or special meeting of the corporation.
- (3) Legislative positions adopted by the Standing Committee on Policy may be modified during any regular or special meeting of the corporation by an affirmative vote of two-thirds of the members present and voting.

Article VIII - Fiscal Year, Annual Budget

- (1) The Fiscal Year shall commence on October 1.
- (2) The corporation shall approve an annual budget during a regularly scheduled meeting no later than the first regularly scheduled meeting of each fiscal year.
 - (a) The budget shall be submitted to all members of the corporation at least 20 days prior to being considered at the meeting.
 - (b) The budget shall be approved upon a majority vote of the members present.