

# **BYLAWS OF TEXAS DISTRICT COURT ALLIANCE**

## **A NON-PROFIT CORPORATION**

*Travis County, Austin, Texas*

WITH REVISIONS ADOPTED: OCTOBER 2024

### **ARTICLE I**

**THE NAME OF THE CORPORATION** - The name of the corporation shall be "Texas District Court Alliance" and may also be known as TDCA.

### **ARTICLE II**

**THE PURPOSE OF THE ALLIANCE** - The purpose of the Alliance shall be to establish a coalition of district court representatives to provide a means for the education of its members and to participate in the legislative, judicial and executive processes of state and federal government beneficial in the performance of the members' duties.

### **ARTICLE III**

**OFFICE OF THE ALLIANCE** - The principal office of the Alliance in the State of Texas shall be located in the City of Austin, County of Travis.

### **ARTICLE IV**

**REGISTERED OFFICE AND REGISTERED AGENT**-The Alliance 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 Alliance, 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**

**ACTIVE MEMBERS** – Active Members of the Alliance shall include any District and Combination Clerks having paid their dues. **ASSOCIATE MEMBERS** – Associate Members of the Alliance shall include any person interested in the purpose of the Alliance and having paid their dues. Associate Members may include District Judges, Domestic Relations Officers, District Court Administrators or Coordinators and official District Court Reporters.

**EDUCATION EVENTS** – Employees of an Active or Associate Member may attend any Alliance educational event at the membership registration fee rate.

**VOTING RIGHTS** – Each Active Member of the Alliance who holds a current position as an elected District or Combination Clerk (whether by official appointment or election) in attendance at a meeting will be allowed one vote. Voting by mail or by proxy shall not be permitted. Associate Members do not have voting rights.

TERMINATION OF MEMBERSHIP -DELINQUENT IN DUES - When any Active or Associate Member is delinquent in the payment of dues for a period of six months from the beginning of the fiscal year the membership shall be terminated.

#### **ARTICLE VI**

MEETING OF MEMBERS – Meetings of the Board of Directors and the membership shall be held as necessary for the transaction of any business as may come before the Alliance. Notice of at least ten days shall be given for the meeting. In case of an emergency, the notice may be waived.

QUORUM - A majority of the members present at any meeting shall constitute a quorum at such meeting. A majority of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board.

#### **ARTICLE VII**

BOARD OF DIRECTORS -ELECTION, QUALIFICATIONS - The Board of Directors shall consist of eleven directors. A majority of the board shall be representative of a majority of the membership. Each director must be an active member of the Alliance and shall be elected by a majority vote of the active members present at a business meeting of the Alliance. Election of directors shall be held during odd numbered years. Each director shall be elected for a term of at least two years.

BOARD OF DIRECTORS -GENERAL POWERS- The general oversight and supervision of the affairs of the Alliance shall be managed by the Board of Directors. The Board of Directors shall set such policies it deems necessary for the general operations of the Alliance. All actions of the Board of Directors may be subject to review by the membership. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Board of Directors. Any action, which may be taken at a meeting of directors, may be taken without a formal meeting by approval of a majority of the directors.

#### **ARTICLE VIII**

OFFICERS OF THE ALLIANCE - The officers of the Alliance shall consist of president, vice-president, secretary and treasurer who shall be elected by the Board of Directors following the election of the directors in odd numbered years.

PRESIDENT - The president shall be the principal executive officer of the Alliance and shall in general supervise and control all of the business and affairs of the Alliance. 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.

The president may sign, or any other proper member of the Alliance authorized by the Board of Directors, any contracts, or other instruments, which the Board of Directors has authorized to be executed.

The president, with the approval of the Board of Directors, shall appoint the chairs of any committees deemed necessary to conduct the business of the Alliance. The president shall timely fill vacancies occurring in any committee for the remainder of the term.

VICE-PRESIDENT - 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.

TREASURER - Within 60 days of taking office, the treasurer shall send written notice to each member stating the amount of dues required of the member. The treasurer shall keep a register of each member and other information as requested by the Board of Directors.

The treasurer shall have charge and custody of and shall be responsible for all funds and securities of the Alliance, receive and give receipts for moneys due and payable to the Alliance from any source whatsoever, and deposit all such moneys in the name of the Alliance in such banks or other depositories as may be directed by the Board of Directors.

The treasurer shall keep an accurate record of all moneys received and disbursed by the treasurer in such manner and form, as may be prescribed by the Board of Directors. The treasurer shall submit a statement to the Board of Directors showing the financial condition of the Alliance at every meeting.

The treasurer shall receive and audit all bills of the Alliance and, if found correct, shall pay the same in a timely manner. The treasurer shall keep a record of all paid bills showing the amount, to whom 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 the duties incident to the office of treasurer.

SECRETARY -The secretary shall keep accurate records of all meetings of the Alliance and the Board of Directors and provide written drafts of minutes of such meetings to the Board of Directors by the next meeting. The secretary shall disseminate information to the members and shall inform the members of any action taken at a meeting. The secretary shall be custodian of the Alliance records, and, in general, perform all duties incident to the office of secretary.

## **ARTICLE IX**

COMMITTEES - The president, with the approval of the Board of Directors, may designate and appoint the chair to one or more committees as deemed necessary to fulfill the operations of the Alliance. Unless so appointed by the president, the chair of each committee shall appoint from the membership the persons necessary to fulfill the duties of the committee. Whenever possible, each committee shall include one or more directors.

However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Alliance; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation or association; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Alliance; authorizing the voluntary dissolution of the Alliance or revoking proceedings, therefore; adopting a plan for the distribution of the assets of the Alliance; or amending, altering or repealing any resolution of the Board of the Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and

appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Whenever possible, committee meetings shall be held in conjunction with meetings of the Alliance membership or during educational conferences at which members may be registered.

#### **ARTICLE X**

**COMPENSATION- BOARD OF DIRECTORS** –All Board of Directors members may receive reimbursement for all expenses incurred on behalf of the Alliance upon written request to the treasurer if in compliance with the reimbursement policy set by the Board. Any other compensation is prohibited unless expressly approved by the Board of Directors.

**MEMBERS** - Members of the Alliance upon appointment by the president to a committee or by the chair of the committee to perform a special function or upon appointment by a State official or agency to a committee for the purpose of the Alliance, may receive reimbursement for their necessary expenses not to exceed that allowed by the Board of Directors and upon approval by the president.

#### **ARTICLE XI**

**ANNUAL DUES** - The Board of Directors shall determine the amount of annual dues payable to the Alliance by members. Dues are payable within thirty days of receipt of the dues statement. Payment of annual dues entitles the member to discounted registration at any educational workshop and educational updates via email or mail.

#### **ARTICLE XII**

**FISCAL YEAR** - The fiscal year of the Alliance shall begin on the first day of October and end on the last day of the following September.

#### **ARTICLE XIII**

**WAIVER OF NOTICE** - 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 the such notice.

#### **ARTICLE XIV**

**AMENDMENTS TO BYLAWS** - These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board of Directors with approval by a majority of the active members present at any regular meeting or at any special meeting, if at least two days notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting