

CDCAT 2020 PROPOSED BY-LAW LANGUAGE

Commented [PH1]:

TABLE: **Green – old language** **Yellow – suggested changes/additions**

Proposal #1.

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 — **July 1 – June 30** — 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 **ListServ**; 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).

Proposed Change – 1a

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 — **Jan. 1 – Dec. 31** — shall be entitled to:

Proposed Change – 1b

F. Membership and access to the **TAC-Community and the Mobilize app**;

Proposal #2:

NATIONAL 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 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 emergency.

Proposed Change:

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.

Proposal #3 – SUGGESTED CHANGE WITHDRAWN

Proposal #4 – NEW ADDITION

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.

Proposal #5

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 stating that another absence will result in automatic removal from office.

Proposed Change:

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 the office.

Proposal #6

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 committee:

- 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/ListServ

Proposed Change:

COMMITTEES GENERAL [10.01]

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Bylaws;
Legislative;
Audit;
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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;
Website/**TAC-Community/Mobilize App; and**
Banking and Finance.

Proposal #7

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, or unless such member shall cease to qualify as a member thereof.

Proposed Change:

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.

Proposal #8 NEW ADDITION

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.

Commented [PH2]: Nancy and Tammy are the audit committee. Does this mean you are taking Dwight off of the committee? Or will he be placed on the audit committee?

Proposal #9

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 place upon the committee regarding the scholarship selection process. All scholarship applications shall be submitted 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 first 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.

Proposed Change-9a:

SCHOLARSHIP COMMITTEE [10.14]

All scholarship applications shall be submitted **electronically** on a form approved by the Board of Directors to the President of the Association by April 1st.

Proposed Change-9b:

... All scholarships should be awarded to a child, grandchild, legal ward or **a full-time employee** of an active member who has met all the requirements and criteria set by the Scholarship Guidelines.

Proposal #10

WEBSITE/LISTSERVE COMMITTEE (10.21)

The **Website/List Serve** 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.

Proposed Change – 10a

WEBSITE/**TAC-COMMUNITY** COMMITTEE (10.20)

The Website/**TAC-Community** Committee shall consist of three (3) members.

Proposed Change – 10b

One (1) member will be appointed as **chair** by the President, who will serve as the contact person for all communications regarding hosting services. TAC will serve as the Web- Site host.

Proposal #11

FISCAL YEAR [19.01]

The fiscal year of the Association shall begin on the first day of **July** and end on the last day of **June** of the **following** year.

Proposed change:

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 **that** year.

Proposal #12

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 **determine** 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.

Proposed change – 12a

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.

Proposed change – 12b

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 upon approval by the President and Vice-President.

Proposal #13 NEW ADDITION –

ARTICLE XI - EDUCATION

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.

Proposal #14 NEW ADDITION-

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 ~~of~~ for purposes of a quorum and may make motions, participate in discussions, and vote on all business under consideration during the meeting.

Proposal #15 NEW ADDITION

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.**