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## BY-LAWS OF THE COUNTY AND DISTRICT CLERKS' ASSOCIATION OF TEXAS

A NON-PROFIT CORPORATION Travis County, Austin, Texas

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SCHOLARSHIP GUIDELINE	

Date: June 14, 2010 as amended

# **BY-LAWS OF THE COUNTY AND DISTRICT CLERKS' ASSOCIATION OF TEXAS**

A NON-PROFIT CORPORATION Travis County, Austin, Texas

## **ARTICLE I**

**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 1.01 amended June 20, 2005 by adding, "chartered by the Texas Association of Counties".*

## **ARTICLE II**

**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 to participate in the legislative, judicial and executive processes of state government beneficial in the performance of the members' duties.

*Article 2.01 amended June 20, 2005 by adding "s" to county clerk and district clerk and also adding "and county and district clerks". Also by omitting the words "and, & the".*

## **ARTICLE III**

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

- A. Active members: Members who are elected or duly appointed county clerks, district clerks, and county and district clerks, presently serving in their respective offices who are current on

- payment of dues and hold a current continuing education certificate.
- B. Affiliate members: Members who are employees of county clerks, district clerks and county and district clerks and former clerks who are no longer serving in their respective offices. Election administrators, court administrators, domestic relations officer 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. Vendors and their employees.
  - 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.

*Article 5.01 amended on June 15, 2009 by changing number of classes to three and combining Associate and Corporate members into one group with Affiliate members.*

**VOTING RIGHTS (5.02)** Each active member of the Association in attendance at an annual, special or regional meeting will be allowed one vote. Voting by proxy shall not be permitted.

Voting by mail or electronic means will be permitted.

*Article 5.02 amended on January 13, 2004 by adding, "Voting by mail will be permitted". Article 5.02 amended on June 20, 2005 by adding "or electronic means".*

**ABSENTEE VOTING (5.03)** Where directors, officers, conference city 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 request for absentee ballot(s) and be given sufficient time to process the request. The requesting clerk must return the absentee ballot(s) 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.

*Article 5.03 amended on January 13, 2004 by adding "conference city or clerk of the year". Article 5.03 amended on June 20, 2005 by omitting "VOTING BY MAIL". Article 5.03 amended on June 20, 2005 by adding "or electronic means" and also by adding "The Secretary shall receive absentee ballots 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."*

*Article 5.03 amended on June 14, 2010 by adding "request for absentee ballot(s) and be given sufficient time to process the request. The requesting clerk must return the absentee ballot(s)"*

**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 by-law, the Board 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.

*Article 5.04 amended June 20, 2005 by omitting "RIGHTS OF MEMBERS".*

**TERMINATION OF MEMBERSHIP – DELINQUENT IN DUES (5.05)** When any member of any class shall be delinquent in the payment of dues for a period of six months from the beginning of the fiscal year the membership shall be terminated.

**TERMINATION OF MEMBERSHIP - VOLUNTARY (5.06)** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

**TERMINATION OF MEMBERSHIP – INVOLUNTARY (5.07)** If it appears that any member is failing to adhere to the purposes, by-laws 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 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 for failure to pay dues upon written request signed by the former member and filed with the Secretary, and upon payment of current dues. Reinstatement for any reason other than the payment of dues shall be by two-thirds vote of the Board of Directors.

**TRANSFER OF MEMBERSHIP (5.09)** Membership in this Association is transferable or assignable.

*Article 5.09 amended June 14, 2010 by omitting "not" transferable or assignable.*

**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. 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**

**MEETING OF MEMBERS – ANNUAL (6.01)** An 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.

**SPECIAL MEETING (6.02)** Special meetings of the members may be called by the Board of Directors or not less than one-tenth of the members having voting rights.

**PLACE OF MEETING (6.03)** The Membership shall designate any place within the State of Texas as the place of meeting for any annual meeting. For any special meeting called by the Board of Directors, the directors shall designate the place of meeting.

**NOTICE OF MEETING (6.04)** Notice of any meeting of the members shall be given at least ten (10) days prior to the meeting by written notice delivered to each member 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.

*Article 6.04 amended June 15, 2009 by adding "by electronic means".*

**MEETING OF MEMBERS -REGIONAL (6.05)** A regional meeting may be called by one of the directors or by one-tenth 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 (6.06)** 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 EMERGENCIES (6.07)** 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.

## **ARTICLE VII**

**ALL ELECTIONS** shall follow Roberts Rules of Order.

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

**ELECTION, QUALIFICATIONS, TERM OF OFFICE (7.02)** The officers of the Association, other than the Immediate Past President, shall be elected annually by a majority vote of the active members. Election of officers shall occur at the annual conference. The officers shall be from the active membership and the President shall receive the nominations from nominating committee. Each officer shall take the oath of their respective office and hold office for a term of one year or until the officer's successor has been duly elected and qualified.

In case of a tie, the active voting members present and the authorized absentee votes that have given authorization for their ballot to be counted in case a run-off is necessary at the annual conference 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 not held.

Any person desiring to seek the nomination of President, Vice President, Secretary or Treasurer of the Association must submit their name in writing, by May 1st, to a member of the nominating committee acknowledging the fact that they meet the qualifications required by Article 10.09.

*Article 7.02 amended on June 26, 1998 by adding "by May 1st". Article 7.02 amended on January 9, 2001, to resolve tie votes and withdrawal of a candidate. Article 7.02 amended on June 20, 2005 by adding "Election of officers shall occur at the annual conference", "the President shall receive the nominations from nominating committee", "has", "and " the authorized absentee votes that have given authorization for their ballot to be counted in case a run-off is necessary at the annual conference" Article 7.02 amended on June 20, 2005 by omitting "during the annual meeting", "by taking the oath of office", "call for nominations in the order of Secretary, Treasurer, Vice President and President.", "fiscal", "shall have", "ballots", and "meeting". Article VII amended on June 18, 2007 by adding "ALL ELECTIONS shall follow Roberts Rules of Order."*

**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 year there be elected a county and district clerk serving as one of the officers. A county and district 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 the term of office by a two-thirds 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.

*Article 7.04 is amended on June 20, 2005 by adding "OF OFFICERS", "shall", and "unexpired". Article 7.04 is amended on June 20, 2005 by omitting "may" and "the".*

**VACANCIES (7.05)** A vacancy in any office 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.

**EXECUTIVE BOARD (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 members and a majority of the members present shall act on behalf of the executive board. Upon the second absence of an officer during a term of office, any or all of the other officers shall notify the absent officer by certified mail, stating that another absence will result in automatic removal from office.

*Article 7.06 was amended June 20, 2005 by adding "prior" and "term of office". Article 7.06 was amended June 20, 2005 by omitting "from" and "a calendar year". Article 7.06 was amended June 15, 2009 by eliminating the duty of the President to grant excused absences and added notification after two absences with consequences thereof.*

**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. 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 meeting and according to these by-laws. 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 by-laws 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 the standing committees stated in these by-laws no later than thirty days after assuming office 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.

The President shall appoint two clerks, one representing the county clerks and one representing the district clerks, who are active members of the Association to the Texas Association of Counties Board of Directors as specified in the TAC constitution and bylaws. The appointments shall be made in the current year and the Association representatives shall serve on the TAC Board the following January through December. Any active member of the Association as specified in the TAC constitution and by-laws shall be eligible to represent the Association on the TAC Board. An Association representative may not serve more than five consecutive years on the TAC Board.

The President shall appoint a historian who shall prepare narrative accounts of all activities of the Association from June – June, calendar year. When the Association approves the narrative, it will become a permanent part of the official history of the Association.

The President shall promote the purpose of the Association.

*Article 7.07 amended June 15, 2009 by eliminating the duty as President to appoint a memorial fund coordinator. Article 7.07 amended June 14, 2010 by adding The President shall appoint a historian who shall prepare narrative*

*accounts of all activities of the Association "from June – June calendar year".*

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 by-laws and shall certify clerks' completion of the required 20 hours of continuing education to the Board of Directors. The Vice President shall perform other duties as assigned by the President or the Board of Directors.

*Article 7.08 was amended on June 20, 2005 by adding, "shall certify clerks' completion of the required 20 hours of continuing education to the Board of Directors". Article 7.08 was amended on June 20, 2005 by deleting "the certification statute", "from time to time may be", and "to the Vice President". Article 7.08 was amended on June 15, 2009 by adding the duties for "Resolutions" solely to the Vice President. Article 7.08 was amended on June 14, 2010 by omitting "The Vice-President shall prepare and present for approval of the membership at the annual conference such resolutions that further the purpose of the Association and resolutions of courtesy and thanks as the occasion may require."*

TREASURER (7.09) The Treasurer shall give a surety bond from a corporate surety in the amount of \$5000.00 for the fiscal year of 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. 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 the name, mailing address, telephone number, fax number and any other information requested by the Board of Directors of each member, which shall be furnished, to the Treasurer by each member. 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 moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust and companies, or other depositories as shall be selected in accordance with the provision of Article XVII of these by-laws.

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 an itemized statement 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 receive and audit all bills of the Association 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.

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 scholarship fund.

The Treasurer, with the assistance of the Executive Board, shall prepare a budget to be approved by the board 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.

*Article 7.09 was amended on June 20, 2005 by adding "an itemized" and "The Treasurer, with the assistance of the*

*Executive Board, shall prepare a budget to be approved by the board for the following year". Article 7.09 was amended on June 15, 2009 by adding the duties of "Memorial Fund" collections and notification to the Memorial Committee. Article 7.09 was amended on June 14, 2010 by adding "All records pertaining to the financial business of the association under the current treasurer shall be maintained by the treasurer in accordance with IRS standards."*

SECRETARY (7.10) The Secretary shall keep accurate records of all meetings of the Association and the Board of Directors and provide written drafts of minutes of such meetings to the Board of Directors by the next meeting except that the annual conference draft of minutes shall be completed by the spring conference the following year. All minutes shall include a brief index of any action taken. The Secretary shall, in the manner required by law, facilitate the filing of all required legal documents for the Association, including the IRS reporting. Serving as a member of the by-laws committee, it shall be the duty of the Secretary to update and revise the by-laws with the approved by-laws changes and provide copies as stated in Article 10.07. Annually the Secretary shall provide the Directors and Directors in Charge of each region a copy of the CDCAT By Laws and a list of their duties. The Secretary shall be custodian of the Association records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these by-laws and, in general, perform all duties incident to the office of Secretary.

*Article 7.10 amended June 15, 2009 by adding annual duty to provide Directors and Directors in Charge with a copy of the bylaws. Article 7.10 is amended by adding "by the spring conference the following year" and omitting 'within six months.'*

#### **ARTICLE VIII**

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 shall direct the Secretary as to the manner in which proceedings and minutes of the meetings shall be kept.
- B. The Board shall have the power to appropriate, for necessary purposes, the funds of the Association as may be required.
- C. The Board 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 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 may appoint or employ such agents or assistants that may be required to assist the Association with specific matters.
- E. The Board shall appoint an editor or co-editors to produce a publication to educate the Association's members and notify the Association's members of issues and events. The budget and policies of the publication shall be approved by the Board.
- F. The Board shall determine the scholarship criteria, the number of scholarships to be awarded and the amount of each scholarship along with the requirements for the scholarship application form.
- G. With the assistance of the education committee and the conference city selection committee, the Board shall facilitate the requirements for the conference city for the annual conference as set out in Article IX of the bylaws.

- H. The Board shall approve all educational programs presented to the members of the Association at the annual conference or other seminars.
- I. The Board 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. The Board shall determine the amount of the 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 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 days following a Board meeting, each director-in-charge shall inform the region's members of 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 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.

*Article 8.01 amended on June 20, 2005 by adding, "facilitate" and "as set out in Article IX of the bylaws". Article 8.01 amended on June 20, 2005 by deleting "set" and "criteria". Article 8.01A amended on June 18, 2007 by adding "as to". Article 8.01 amended on June 15, 2009 by adding subsections "K" and "L".*

**NUMBER, TENURE AND QUALIFICATIONS (8.02)** The Board of Directors shall consist of sixteen (16) regional directors and the five elected officers of the Association. The directors must be active members of the Association. There shall be one county clerk and one district clerk, or there may be one county and district 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 directors shall be elected by a majority vote of the active members of the region voting. Each director shall serve for a term of two years, but no more than two consecutive terms, (a term being one year as Director and one year as Director In Charge).

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 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 request 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.

*Article 8.02 amended June 15, 2009 by setting a limit on the amount of terms a clerk may serve as Director/Director In Charge. Article 8.02 amended June 15, 2009 by adding "or electronic". Article 8.02 amended June 15, 2009 by adding direction for "removal" from position as Director/Director In Charge*

**DIRECTOR-IN-CHARGE:** (8.03) One 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 by-laws 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 county and district clerk was elected to fill one of the positions, the county and district clerk shall be the director-in-charge.

**REGULAR MEETING** (8.04) A regular annual meeting of the Board of Directors shall be held without other notice than this by-law 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 without other notice than such resolution.

*Article 8.04 amended June 14, 2010 by omitting immediately "after" and adding "on the last day of the conference at a time set by the President."*

**SPECIAL MEETING** (8.05) Special meetings 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 may fix any place, within the State of Texas, as the place for holding any special meetings of the Board. However, whenever deemed possible, special meetings of the Board shall be held in conjunction with any educational seminar for clerks that may include, but not limited to, the Association's Annual Conference, Secretary Of State Election School, Bureau of Vital Statistics Conference, University of Texas School of Law Clerks Seminar, and the V.G. Young Institute, Texas A&M University 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.

*Article 8.06 amended June 15, 2009 by adding "by electronic means".*

**QUORUM** (8.07) Eleven members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than eleven 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 by-laws. 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 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

*Article 8.09 amended by adding "fiscal", and "Request for absence shall be made to the President, prior to the meeting".*

*Article 8.09 amended by deleting "calendar". Article 8.09 amended on June 15, 2009 by eliminating the Presidents authority to grant excused absences and added notification after two absences with consequences thereof.*

**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 8.10 amended on June 20, 2005 by adding "Upon consent in writing by a majority of the Board of Directors, an action may be taken without a called meeting". Article 8.10 amended on June 20, 2005 by deleting "Any action which may be taken at a meeting of directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all the majority of the directors".*

## **ARTICLE IX**

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

A. Bids for conference city shall be submitted in written form to the chairperson of the conference city committee not later than May 1. Bids for conference city may be received as follows:

1 Two clerks from a county or region may submit a bid for hosting the annual conference in the clerks county or region. The bid shall be in the name of the Host Clerks or region and shall include the conference city site. The bid must include signatures of two clerks of the Host County or region.

2 REPEALED.

B. The conference city committee shall review the submitted bids to assure that the bids follow the requirements of these by-laws and that the conference city has adequate facilities (guest rooms, meeting rooms, etc.) to accommodate the Association according to the determination of the conference city committee, the education committee and the Board of Directors. The conference city committee shall submit the names of the conference cities that have met all the required criteria to the Association members at the annual conference. If no bids are received or meet the required criteria, the Board shall select the conference city and the conference host(s). The Board may consider bids from the previous years' submissions not selected.

C. Information about each eligible conference city including the meeting and room accommodations shall be provided to the members of the Association.

Each eligible bidding city shall be allowed time by the President for a representative to appeal to the membership for selection of their city prior to the vote.

D. Selection of a conference city shall be by secret ballot or by voting by mail or electronic means for the conference to be held two (2) years hence, and the successful bidder must receive a majority of the votes cast. The host clerk(s) with the approval of the Board of Directors shall select the headquarters hotel for the annual conference.

E. The host clerk(s) shall submit a conference budget that shall be approved by the Board of Directors. An accurate accounting of all expenses, disbursements and revenues shall be kept by the host clerk(s). The remaining proceeds from the conference shall be submitted to the Treasurer to be deposited on behalf of the Association.

F. The headquarters hotel shall provide free of charge the following rooms during the annual conference:

1 All meeting and banquet rooms necessary to conduct the conference, the exception being if the  
annual banquet must be held in a facility not owned by the hotel, then the Association would pay for the  
facility;

- 2 One suite for the President;
- 3 One room for the Vice-President;
- 4 One room for the Treasurer;
- 5 One suite for the Secretary;
- 6 One room for the Immediate Past President;
- 7 One room for each of the host clerks.

G. The host county shall be entitled to receive advancement in an amount not to exceed \$1,000.00 for out-of-pocket conference expenses from the conference proceeds.

H. In the event the association does not receive a bid for hosting the annual conference, the Executive Committee shall engage the City Selection Committee (CSC) to find a location to host the annual conference. The CSC shall assume the responsibility of meeting the requirements as stated in the by-laws, per this section. If assistance is requested by the city who wins the bid, the CSC with the approval of the Board of Directors, shall assist the clerks of the hosting city in meeting all necessary requirements in the by-laws, per this section. Any travel expenses incurred by the CSC in connection with tasks authorized in the section, shall be reimbursed by the association.

*Article 9.01 (D) amended on January 13, 2004 by adding "or by voting by mail". Article 9.01 (A) amended on June 20, 2005 by adding "Two clerks", "or region", "Host Clerks or region", and "must include signatures of two clerks of the Host County or region". Article 9.01 (A) amended on June 20, 2005 by omitting "A county clerk and/or a district clerk", "must include the signature of both clerks of the county or include the statement declining participation, if applicable", and "or include the statement declining participation, if applicable.". Article 9.01 (A) amended on June 20, 2005 by repealing all of (A) 2. Article 9.01 (B) amended on June 20, 2005 by adding "The Board may consider bids from the previous years' submissions not selected".*

*Article 9.01 (B) amended on June 20, 2005 by omitting "still", "no bids", and "then". Article 9.01(C) amended on June 20, 2005 by adding "a period after Association, capitalizing Each and replacing cities to city". Article 9.01(D) amended on June 20, 2005 by adding "or electronic means". Article 9.01(H) amended on June 20, 2005 by omitting "of the annual conference", "for out of pocket expenses, incurred in making conference arrangements", "\$250.00 of which must be documented, or evidenced by receipts", and adding "for out-of-pocket conference expenses from the conference proceeds" Article 9.01 (E) amended on June 18, 2007 by omitting "into the legislative fund". Article 9.01(G) amended on June 15, 2009 by omitting "clerk" and adding "county", omitting "reimbursement" and adding "advancement" and omitting "500.00" and adding "1,000.00".*

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 Secretary and made a part of the official minutes of the Association. A list of all registered active members shall be compiled for certification of educational hours or expense reimbursement.

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 Presidents of the Association in attendance at the annual conference

shall be recognized.

**BUSINESS FRIENDS AND EXHIBITORS (9.06)** A recognition by introduction of all business friends and exhibitors registered for each conference shall be held 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 General (10.01)** The President, with the approval of the Board of Directors, may designate and appoint one or more committees, each of which shall include one or more directors in the management of the Association. 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 amending, altering or repealing the bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Association; 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 Association; authorizing the voluntary dissolution of the Association or revoking proceedings, therefore; adopting a plan for the distribution of the assets of the Association; or 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 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.

The President shall appoint from the active members of the Association the following standing committees: by-laws, legislative, audit, nominating, education, two procedure manual committees (one representing the county clerks and one representing the district clerks), memorial, scholarship, pictorial directory, conference city selection, sales, and web site/list serve.

*Article 10.01 amended on June 20, 2005 by omitting the word "a or an before the described committees and omitting the word committee after each described committee". Article 10.01 amended June 14, 2010 by omitting "resolutions" and adding web site"/list serve".*

**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.

*Article 10.02 amended on June 20, 2005 by omitting "as such".*

**CHAIRPERSON (10.03)** A member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

**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 by-laws of the Association.

*Article 10.06 amended on June 20, 2005 by omitting "may adopt rules for its own government and not inconsistent with these by laws" and adding "shall adhere to the by-laws of the Association."*

**BY-LAWS COMMITTEE (10.07)** The by-laws committee shall be composed of the Association President, Vice President, Secretary and parliamentarian and three additional members. The by-laws committee shall advise and aid the officers and directors of the Association on all matters pertaining to the by-laws of the Association and interpretations thereof. The by-laws committee shall annually review the by-laws and recommend any necessary changes to the Board of Directors. Upon approval by the Board of Directors, recommendations of by-laws shall be submitted to the members of the Association for ratification. Within thirty (30) days of any Association final action on the by-laws, the Secretary shall provide a revised copy to the Board of Directors. All changes shall be posted on the Association Web-Site.

*Article 10.07 amended on June 20, 2005 by omitting "and", "of", "submit the changes to the members of the Association", "copy of the", "by laws", "all of the members of", "The Association members shall be informed of any by laws changes, and by adding "Upon", "by", "recommendations of by-laws shall be submitted to the members of the Association for ratification", "copy", and "All changes shall be posted on the Association Web-Site".*

**LEGISLATIVE COMMITTEE (10.08)** The Association shall have a single legislative committee appointed by the President and chaired by a four 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 combo clerk is not available to serve, the President shall appoint a clerk to fill the vacant position.

The four chairs shall select nine sub-committee members considering county, district, combination and population factors. Each of the nine sub-committee members shall serve as chairperson for one of the nine categories: (1) Courts, (2) Real Property/Privacy, (3) Personal Records/Vitals, (4) Elections & Voter Registration, (5) Probate, (6) Family (7) Criminal, (8) Civil/Juvenile (9) Fees. Each of the nine 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 Hearings committees are certain that the person addressing the Legislative Committee is truly representing the Association's views.

The legislative committee shall:

1. Actively promote the adoption, amendment and maintenance of the constitution and statutes pertaining to the offices of the county clerks and the district clerks keeping in mind the best interest of the Association members;
2. Review issues and whenever deemed possible a majority opinion of the committee members shall be sought through meetings, mail, telephone, fax or other methods in order to reflect the Association's position and enable the committee to act on behalf of the Association;
3. Keep each other and all of its members informed of legislative issues in order to coordinate the best efforts for the Association;
4. Remain neutral on issues in conflict between the county clerks and the district clerks unless the Association, through the Board of Directors, has issued a position;

5. Coordinate legislative efforts with other county official associations and state agencies;
6. Report to the Association legislative issues through printed material, presentations or training sessions; and
7. 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.

*Article 10.08 amended January 15, 2002, to change from two legislative committees to one legislative committee chaired by a 3-person team and form five functional areas within the legislative committee. Article 10. 08 amended on June 20, 2005 by adding "In the event a combo clerk is not available to serve, the President shall appoint a clerk to fill the vacant position", "whenever possible", by changing from five to eight areas and adding numbers in front of each area and by adding "(5) Probate, (6) Family (Child Support), (7) Criminal, (8) Civil / Juvenile", "An additional fees committee shall be formed from the chairs of the probate, family, criminal, civil / juvenile subcommittees", "current", "by", "incoming", and "All suggestions of association members shall be submitted through the legislative co-chairs or officers to be presented to the legislative committee". Article 10.08 amended June 15, 2009 by adding "/Privacy" under subcommittees (2). Article 10.08 amended June 14, 2010 by omitting "triumvirate, 3-" and adding "four" and "and a county clerk who conducts elections to serve as the election legislative contact." . By omitting" The committee shall consist of eight sections. Each section shall have ten members and section 1 shall include four members that are a county and district clerk whenever possible. The committee members shall be selected from the counties, considering county, district, combination and population factors according to population determined by the latest federal census as follows: Section 1 - population of 20,000 and under Section 2 - population of over 15,000 but less than 40,000 Section 3 - population of 35,000 but less than 60,000 Section 4 - population of over 50,000 but less than 190,000 Section 5 - population of 150,000 and over " by omitting "three" and adding "four" and "select" ; by omitting " serve in addition to the" and adding "nine"; omitting "fifty" and adding "sub—committee" members; Omitting "The three clerk chairs shall select appointed clerks, with the approval of the President, to serve on subcommittees also"; Adding " Each of the nine sub-committee members shall serve as chairperson for one of the nine categories."; Omitting " The subcommittees shall be divided into eight functional areas;"; Omitting " (Child Support), " ; Adding " (9) Fees".; Adding "nine"; Omitting "eight functional areas"; adding " sub-committee members shall recruit clerks to assist with reviewing legislation and conducting legislative services as needed."; Omitting " shall have a chairperson to be selected in the same manner as the subcommittees. An additional fees committee shall be formed from the chairs of the probate, family, criminal, civil /juvenile subcommittees"; Omitting "The current three clerk chairs may submit names of clerks willing to actively serve on the legislative committee to the incoming President by May 1 for the incoming President's consideration to the appointments"*

**NOMINATING COMMITTEE (10.09)** The nominating committee shall consist of three members. The nominating committee shall receive nominations in writing by May 1<sup>st</sup> as required by Art. 7.02 for the offices of President, Vice President, Secretary and Treasurer; verify that each nominee is an elected or duly appointed clerk holding a current certificate of membership and has been in office at least four years. The nominee 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 to the membership the name of one nominee for President, one nominee for Vice President, one nominee for Treasurer and the names of all qualified nominees for Secretary. The nominating committee and clerks they select shall count all ballots at the annual conference.

*Article 10.09 amended January 9, 2001, to add "nominee must be in office at least four years and hold a current certificate of membership and current continuing education certificate". Also, added, "Nominations can be taken from the floor". Nominations taken from the floor repealed Article 10.09 amended on June 20, 2005 by adding "by May 1<sup>st</sup> as required by Art. 7.02", and also omitting "Nominations can be taken from the floor". Article 10.09 amended June 14, 2010, to add "The nominating committee and clerks they select shall count all ballots at the annual conference."*

**CONFERENCE CITY SELECTION COMMITTEE (10.10)** The conference city selection committee

(CCSC) shall consist of three members. The conference city selection committee shall receive bids for conference city as prescribed by Article IX. The committee shall determine, with the assistance of the Board of Directors and education committee, the criteria requirements for the conference city. If necessary, the committee shall visit each conference city that has submitted a bid to inspect the facilities. The committee shall verify that the bidding conference city has adequate facilities to accommodate the Association including hotels which will provide free of charge the rooms and facilities prescribed at Article IX. In the event the association does not receive a bid for hosting the annual conference, the Executive Board shall engage the CCSC to find a location to host the conference. The CCSC shall assume the responsibility of meeting the requirements as stated in the by-laws, per this section. If assistance is requested by the city who wins the bid, the CCSC with the approval of the Board of Directors, shall assist the clerks of the hosting city in meeting all necessary requirements in the by-laws, per this section. Two committee members may travel to the host city if needed. Any travel expenses incurred in connection with the visit must be approved by the executive board prior to the visit. Expenses will be reimbursed by the association at a rate of \$36 per day for meals and mileage will be reimbursed in accordance to the state rate. A reimbursement form must be completed with all receipts attached and submitted to the treasurer within 30 days of travel.

*Article 10.10 amended on June 14, 2010 by adding "In the event the association does not receive a bid for hosting the annual conference, the Executive Board shall engage the CCSC to find a location to host the conference. The CCSC shall assume the responsibility of meeting the requirements as stated in the by-laws, per this section. If assistance is requested by the city who wins the bid, the CCSC with the approval of the Board of Directors, shall assist the clerks of the hosting city in meeting all necessary requirements in the by-laws, per this section. Two committee members may travel to the host city if needed. Any travel expenses incurred in connection with the visit must be approved by the executive board prior to the visit. Expenses will be reimbursed by the association at a rate of \$36 per day for meals and mileage will be reimbursed in accordance to the state rate. A reimbursement form must be completed with all receipts attached and submitted to the treasurer within 30 days of travel."*

**AUDIT COMMITTEE (10.11)** The audit committee shall consist of two members who are not officers. The audit committee shall audit the financial transactions of the Treasurer or any other officer or member having charge of Association funds. The committee shall compare bank records, vouchers and original entries in the account books for the prior fiscal year and report its findings to the Board of Directors in writing within 30 days of the audit. The committee shall also report their findings to the Association at the annual meeting.

The audit committee shall also receive, count and audit the ballots for the outstanding clerk of the year awards. In the event either committee member shall become an award nominee, the President shall appoint a replacement of the said member to the committee.

#### **CERTIFICATION AND VALIDATIONS COMMITTEE (10.12) – REPEALED**

*Article 10.12 amended on June 20, 2005 by repealing this article.*

**EDUCATION COMMITTEE (10.13)** The education committee shall consist of at least 1 county clerk, 1 district clerk and/or combination clerk from each of the following population brackets:

Less than 20,000; 20,000 – 100,000 and 100,000 plus. 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:

- 1 Formulate a structured progressive curriculum based on core duties which can be utilized on a rotating basis;
- 2 Formulate an advanced track curriculum to include administrative, management, and legislative issues for incorporation with basic track programs;
- 3 Plan the agenda and arrange for speakers to present the education portion of meetings and conferences sponsored by the Association utilizing the core curriculum plan and advanced track topics as appropriate.
- 4 Provide assistance and support to universities, state agencies or other professional organizations with cooperative continuing education programs;
- 5 Actively seek educational opportunities that will enhance the clerk's profession and provide certification opportunities for the clerks;
- 6 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;
- 7 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;
- 8 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
- 9 Assist the Board of Directors in projecting educational expenses for each conference or seminar, identifying cost to maintain effective educational programs and in pursuing grants or other funds for educational purposes.

*Article 10.13 amended June 15, 2009 by changing the minimum requirements to compile the education committee.*

SCHOLARSHIP COMMITTEE (10.14) The scholarship committee shall consist of at least three 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 on the form approved by the Board of Directors to the President of the Association by April 1<sup>st</sup>.

The scholarship committee shall review each application and award scholarships according to the criteria established by the Board of Directors outlined in Exhibit A. The Board of Directors shall determine the number and the amount of scholarships awarded each year through the adoption of the annual budget. All scholarships should first be awarded to a child or legal ward of an active member. 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.

If any scholarship recipient does not attend college, the recipient automatically forfeits the scholarship. The scholarship committee may review the remaining applicants 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 and 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 June 20, 2005 by omitting "that", "then", changing a comma to a period at the end of scholarship, omitting "and" then capitalizing The, and then omitting "The Board of Directors may choose to divide the payment of the scholarship per semester of admittance". Article 10.14 amended June 14, 2010 by omitting "May" and adding "April"; by adding "outlined in Exhibit A" and "through the adoption of the annual budget"; by adding "Once a scholarship recipient is awarded the funds the student must maintain and present proof to the treasurer of a minimum 2.0 GPA to receive the second half of the scholarship award."*

**PROCEDURE MANUAL COMMITTEE (10.15)** There shall be a county clerk and a district clerk procedure manual committee. The committees shall each consist of at least seven members. The 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.

#### **RESOLUTIONS COMMITTEE (10.16) - REPEALED**

*Article 10.16 amended June 15, 2009 by REPEALING the entire article.*

**MEMORIAL COMMITTEE (10.17)** The memorial committee shall consist of at least three members. Upon notification from the CDCAT Treasurer of receiving a memorial, the committee shall be responsible for mailing memorial acknowledgments. The committee shall plan the memorial remembrance for the annual conference.

*Article 10.17 amended June 15, 2009 by adding duty of memorial acknowledgments.*

**PICTORIAL DIRECTORY COMMITTEE (10.18)** The directory committee shall consist of at least three members. The directory committee shall annually make revisions and update the Association's directory.

**SALES COMMITTEE (10.19)** The sales committee shall consist of at least five members and shall serve under the direction of the President. The sales committee shall be responsible for acquiring and selling merchandise for the association.

*Article 10.19 added on June 20, 2005.*

**WEB-SITE/LIST SERVE COMMITTEE (10.20)** The Web-Site/List Serve Committee shall consist of three members. One 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 added on June 20, 2005. Article 10.02 amended on June 14, 2010 by adding "/List Serve" and by adding "One member will be appointed as chairman by the president who will serve"; omitting "of which shall be designed by the Board of Directors to serve"*

## **ARTICLE XI**

**EDUCATION CERTIFICATION (11.01)** A county clerk, district clerk or county and district clerk, hereinafter called clerk, shall be officially certified as having met the requirements of "continuing education"

required by Texas Government Code Section 51.605 as amended by the 75<sup>th</sup> legislature regular session, only upon successful completion of 20 hours instruction (which includes 1 hour of registry of the court and 1 hour fraudulent filing) in the performance of duties of office during each calendar year that begins after the clerk's election or appointment to office. Each elected/appointed public official, not later than the 90<sup>th</sup> day after taking the oath of office, shall complete a course of training (Open Records & Public Information) of not less than one and not more than two hours regarding the governmental body the official serves. (Texas Government Code Section 552.012(b)).

*Article 11.01 amended on June 20, 2005 by adding "which includes 1 hour registry of the court and 1 hour fraudulent filing". Article 11.01 amended on June 18, 2007 by adding "Each elected/appointed public official, not later than the 90<sup>th</sup> day after taking the oath of office, shall complete a course of training (Open Records & Public Information) of not less than one and not more than two hours regarding the governmental body the official serves. (Texas Government Code Section 552.012(b))."*

**INSTRUCTION (11.02)** The Association will provide annually three educational programs (two seminars and the annual conference).

The Education Committee shall, upon review of the educational content of each individual program, determine the number of credit hours of instruction clerks may receive through successful completion of a program. Ten (10) of the twenty (20) required hours must be completed at any of the three Association sponsored programs: University of Texas School of Law, VG Young Institute of County Government, or CDCAT Annual Conference.

Upon receiving certification as to a clerk's attendance and participation in other programs, the President, Vice President and Education Chair of the Association will determine the number of credit hours earned through completion of such other 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.

*Article 11.02 amended on June 20, 2005 by adding "Education Committee", "Ten (10) of the twenty (20) required hours must be completed at any of the three Association sponsored programs: University of Texas School of Law, VG Young Institute of County Government, or CDCAT Annual Conference.", "President, Vice President and Education Chair", and "Vice President". Article 11.02 amended on June 20, 2005 by omitting "Board of Directors" "Successful completion of any two of the three Association sponsored programs within a year will guarantee the 20 credit hours necessary for certification.", "Credit hours for instruction in the performance of the duties of office may also be earned through successful completion of courses sponsored by an accredited public institution of higher education. State agencies or other associations, including Association regional meetings, offering education in the duties and responsibilities of a clerk.", and "certification and validation committee" (that appears in two different places).*

**ATTENDANCE (11.03)** Attendance at an educational program or course shall mean official registration and personal attendance at all sessions of the program or course as evidenced by official records.

**RECORD OF CREDIT HOURS (11.04)** It shall be the duty of the Vice President to establish and maintain a roster of the credit hours earned by clerks. It shall be the duty of the individual clerk to certify to the Vice President in writing the clerk's attendance and participation in an education program to which credit hours may be attributed. If the credit hours are earned at an Association sponsored program or at a program to which the Board of Directors has pre-determined the number of credit hours to be earned, certification as to

official registration and personal attendance shall be sufficient

Upon successful completion of 20 hours continuing education within time prescribed, certified by the Board of Directors, a clerk shall be issued a "Continuing Education Certificate".

*Article 11.04 amended on June 20, 2005 by omitting "If however, credit hours are earned in a program other than one sponsored by the Association or pre determined by the Board, certification of attendance together with an official description of the course offered shall be submitted to the certification committee for its convenience".*

## ARTICLE XII

**CLERK OF THE YEAR AWARD (12.01)** Two outstanding clerks of the Association shall be honored with a clerk of the year award. A county clerk and a district clerk, or a county and district clerk representing either a county clerk or a district clerk, shall be presented the outstanding clerk of the year awards at the annual conference.

Each region of the State may nominate two clerks, one representing a county clerk and one 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 have served at least four (4) years in office. The clerk of the year nominee shall, within the last year or two, have provided notable service to the Association while promoting the purpose of the Association. Prior years contributions to the Association may also be considered in the nomination. Current executive officers of the Association 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. Copies of the nominees' information shall be prepared by the President for presentation at the 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 county clerk representative and for one district clerk representative during the annual conference. The ballots are counted by the Audit Committee. The names of the outstanding clerks' honorees shall be given to the President. An award for outstanding clerk of the year shall be presented to the person receiving the largest number of votes cast for the county clerk representative and an award for outstanding clerk of the year shall be presented to the person receiving the largest number of votes cast for the district clerk representative. In case of a tie for either outstanding county clerk or outstanding district clerk, both clerks shall receive the award. The award presentations shall be made at the annual banquet.

*Article 12.01 amended on January 9, 2001, to add language and clarify procedures for Clerk of the Year certifications, qualifications, balloting, and resolution if a tie occurs. Article 12.01 (Paragraph 4) amended on January 13, 2004 by adding "or by voting by mail". Article 12.01 amended on June 20, 2005 by adding "and have served at least four (4) years in office", by omitting "The President will prepare the ballots for voting" adding "The Secretary shall prepare ballots, with approval by President, for voting at the annual conference" omitting "at the conference and" adding Copies of the nominees' information shall be prepared by the President for presentation at the conference", omitting the word "distribution" from that sentence, adding "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", omitting "by mail" and adding "absentee" Article 12.01 amended on June 15, 2009 by adding "executive" to*

*second paragraph.*

### ARTICLE XIII

BOOKS AND RECORDS (13.01) The Records Manager 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, records, money and properties of the Association to any successor in office within thirty (30) days after the successor takes office.

*Article 13.01 was amended on June 14, 2010 by adding "Record Manager"; omitting "Association" by adding "s" on account; Omitting "shall also keep"; Adding "Executive Board and" Omitting" and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote."*

### ARTICLE XIV

COMPENSATION- BOARD OF DIRECTORS (14.01) Board of Director members may receive reimbursement for any expenses incurred on behalf of attending a Board of Directors meeting of the Association upon written request to the Treasurer with the President's appointment or approval attached. The reimbursement request shall be certified by the member and list verified actual expenses incurred on behalf of the Association, which includes hotel room plus tax, meals per day with receipts at the same rate as set by the State of Texas and costs of air fare or mileage as set by the State of Texas for that year per mile traveled to all official meetings of the Association, both regular and special.

The President and guest/or a representative and guest shall be authorized to attend the national conference of National Association of Counties (NACO), or International Association of Clerks, Recorders, Election Officials and Treasurers (IACREOT), or other national conference of an association affiliated with clerks each year.

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.

*Article 14.01 amended January 9, 2001 to add that President's appointment of approval is to be attached to requests for reimbursements and clarification of reimbursements. Article 14.01 amended January 15, 2002 to change meal reimbursement at "meals per day with receipts at the same rate as set by the State of Texas". Article 14.01 amended on June 20, 2005 by adding "and guest" to President and "and guest" to a representative, also adding "or" after the (NACO). Article 14.01 amended on June 15, 2009 by omitting the word "All" and added "any" and "attending a Board of Directors meeting" and deleted second paragraph which reimbursed clerk's only if they were registered for the coinciding meeting.*

MEMBERS (14.02) Members of the Association, upon appointment by the President to a committee or to perform a special function or upon appointment by a State official or agency to a committee or to perform a special function for the Association, may receive reimbursement for their necessary expenses not to exceed

that allowed by the Board of Directors upon approval by the President.

## ARTICLE XV

ANNUAL DUES (15.01) The active membership may determine by amendment to these by-laws the amount of annual dues payable to the Association by members of each class. Each active member according to the county's population shall pay annual dues as follows:

Less than 20,000 \$ 80.00 20,000 to 50,000 \$ 85.00 50,000 to 100,000 \$ 95.00 100,000 and over \$110.00

Other classification of members shall pay dues each year as follows:

Affiliate member \$ 50.00

Dues are payable within thirty days of receipt of the dues statement. Payment of annual dues entitles the member to receive the magazine or other official publication of the Association.

*Article 15.01 was amended June 20, 2005 by raising the dues of each category of county population by \$5.00 and then also raising the Associate and Affiliate members by \$10.00 and by also raising Corporate member by \$25.00. Article 15.02 was amended June 15, 2009 by eliminating the dues for Associate and Corporate members and raising the Affiliate member's dues to \$50.00.*

## ARTICLE XVI

BUDGET (16.01) The Treasurer shall prepare a budget for the following fiscal year to be reviewed by the Board of Directors at the spring 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 and present the budget to the members at the annual conference. The Board of Directors may amend the budget by a two third-majority vote of those present and voting.

## ARTICLE XVII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS – CONTRACTS (17.01) The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, 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 stances.

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 or officers, agent or agents, 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.

*Article 17.02 was amended on June 20, 2005 by omitting \$150.00 and adding \$250.00*

DEPOSITS (17.03) All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. Accounting for separate funds maintained by the Association shall include general, legislative, scholarship, memorial and publication. 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 received and disbursed by the Treasurer. Additional sources of revenue in addition to dues shall be:

1. Sale of Advertising
2. Gifts or donations
3. Registration
4. Grants and Aid
5. Auction
6. Booth Fees

GIFTS AND DONATIONS (17.05) The Board of Directors may accept on behalf of the Association any contribution, gift, 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) The checking account balance shall be adjusted to \$1,000.00 before transfer to the incoming Treasurer by transferring all excess to the savings account or transferring an amount from savings to adjust to the \$1,000.00 balance.

AUDIT (17.07) An outside audit shall be conducted annually at the expense of the Association, at the call of the President. The Treasurer shall furnish the auditing committee with a certificate from the bank or savings institution as to the balances as of June 1<sup>st</sup> of each year.

### **ARTICLE XVIII**

LONG RANGE PLANNING (18.01) The Board of Directors and any other members appointed by the President shall meet at least once every five years for a long range planning session to consider and research areas which will affect the future of the Association and its members. The long-range plan shall strengthen the professionalism, educational programs and effectiveness of the Association.

### **ARTICLE XIX**

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.

### **ARTICLE XX**

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 20.01 was amended on June 20, 2005 by omitting "and the words "Corporate Seal of the County and*

*District Clerks Association of Texas*".

#### ARTICLE XXI

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 by-laws 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 XXII

AMENDMENTS TO BY-LAWS (22.01) These by-laws may be altered, amended or repealed and new by-laws may be adopted 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 by-laws or to adopt new by-laws at such meeting.

\*\*\*

*The foregoing by-laws adopted by unanimous vote of the County and District Clerks' Association of Texas on the 17<sup>th</sup> day of March, A.D., 1998, in College Station, Texas.*

/s/ Dorsey R. Trapp  
Dorsey R. Trapp, President  
District Clerk, Wichita County

/s/ Paulette Burks  
Paulette Burks, Secretary  
County Clerk, Rockwall County

\*\*\*

*The foregoing by-laws were amended by unanimous vote of the County and District Clerks' Association of Texas on the 26th day of June, A.D., 1998, in Abilene, Texas.*

/s/ Dorsey R. Trapp  
Dorsey R. Trapp, President  
District Clerk, Wichita County

/s/ Paulette Burks  
Paulette Burks, Secretary  
County Clerk, Rockwall County

\*\*\*

*The foregoing by-laws were amended by unanimous vote of the County and District Clerks' Association of Texas on the 9th day January, A.D., 2001, in College Station, Texas.*

/s/ Paulette Burks  
Paulette Burks, President  
County Clerk, Rockwall County

/s/ Gail M. Turley  
Gail M. Turley, Vice President  
County & District Clerk, Goliad County

/s/ Jo Ann Chastain  
Jo Ann Chastain, Secretary  
County Clerk, Angelina County

/s/ Charles Bacarisse  
Charles Bacarisse, Parliamentarian  
District Clerk, Harris County

\*\*\*

*The foregoing by-laws were amended by a majority vote of the County and District Clerks' Association of Texas on the 15th day of January, A.D., 2002, in College Station, Texas.*

/s/ Gail M. Turley  
Gail M. Turley, President  
County and District Clerk, Goliad County

/s/ Marc Hamlin  
Marc Hamlin, Vice President  
District Clerk, Brazos County

/s/ Becky Wilbanks  
Becky Wilbanks, Secretary  
District Clerk, Cass County

/s/ Rhonnie C. Mayer  
Rhonnie C. Mayer, Parliamentarian  
County Clerk, Moore County

\*\*\*

*The foregoing by-laws adopted by unanimous vote of the County and District Clerks' Association of Texas on the 13<sup>th</sup> day of January, A.D., 2004 in College Station, Texas.*

/s/ Jo Ann Chastain, President  
County Clerk, Angelina County, Texas

/s/ Becky Wilbanks, Vice President  
District Clerk, Cass County, Texas

/s/ Brenda Hudson, Secretary  
County/District Clerk, Swisher County, TX

/s/ Marc Hamlin, Parliamentarian  
District Clerk, Brazos County, Texas

/s/ Barbara Meyer, Chairperson  
District Clerk, Gillespie County, Texas

/s/ Phyllis Stephens, Committee Member  
County & District Clerk, Upton County, TX

/s/ Charlotte Barrett, Committee Member  
County Clerk, Madison County, Texas

/s/ Kenneth McElveen, Committee Member  
County Clerk, Jackson County, Texas

\*\*\*

*The foregoing by-laws adopted by unanimous vote of the County and District Clerks' Association of Texas on the 20<sup>th</sup> day of June, A.D. 2005 in South Padre Island.*

/s/ Becky Wilbanks, President  
District Clerk, Cass County, Texas

/s/ Beth Rothermel, Vice President  
County Clerk, Washington County, Texas

/s/ Janice Gray, Secretary

/s/ Marc Hamlin, Parliamentarian

*District Clerk, Coryell County, Texas*

/s/ Jeane Brunson, Committee Member  
*County Clerk, Parker County, Texas*

/s/ Dorsey Trapp, Committee Member Chair  
*Wichita County District Clerk*

*District Clerk, Brazos County, Texas*

/s/ Janice Lyons, Committee Member  
*County Clerk, Taylor County*

\*\*\*

*The foregoing by-laws were amended by a majority vote of the County and District Clerks' Association of Texas on the 18<sup>th</sup> day of June, A.D., 2007 in Wichita Falls, Texas.*

/s/ Brenda Hudson  
*Brenda Hudson, President*  
*County & District Clerk, Swisher County*

/s/ Barbara Adamick  
*Barbara Adamick, Secretary*  
*District Clerk, Montgomery County*

/s/ Donece Gregory  
*Donece Gregory, Tyler Co. Clerk*  
*By-Laws Committee Member*

/s/ Janice M. Gray  
*Janice M. Gray, Vice President*  
*District Clerk, Coryell County*

/s/ Becky Groneman  
*Parliamentarian*  
*Oldham County & District Clerk*

/s/ Dorsey Trapp  
*Dorsey Trapp, Wichita County*  
*District Clerk*  
*By-Laws Committee Member*

*The foregoing by-laws were amended by a majority vote of the County and District Clerks' Association of Texas on the 15<sup>th</sup> day of June, A.D., 2009 in South Padre Island, Texas.*

/s/ Karen McQueen  
*Karen McQueen, President*  
*County Clerk, Brazos County*

/s/ Bena Hester  
*Bena Hester, Secretary*  
*County & District Clerk, Briscoe County*

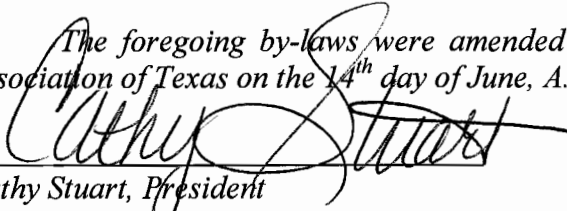
/s/ Donece Gregory  
*Donece Gregory, Tyler Co. Clerk*  
*By-Laws Committee Member*

/s/ Cathy Stuart  
*Cathy Stuart, Vice President*  
*District Clerk, Victoria County*

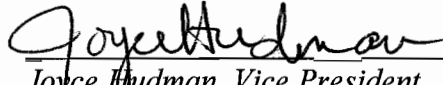
/s/ Becky Groneman  
*Becky Groneman, Parliamentarian*  
*County & District Clerk, Oldham County*

\*\*\*

The foregoing by-laws were amended by a majority vote of the County and District Clerks' Association of Texas on the 14<sup>th</sup> day of June, A.D., 2010 in Amarillo, Texas.

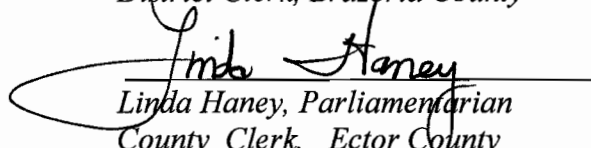


Cathy Stuart, President  
District Clerk, Victoria County

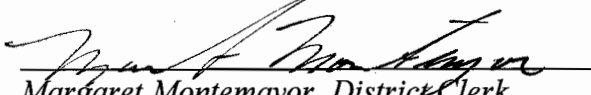


Joyce Hudman, Vice President  
District Clerk, Brazoria County

Sheri Woodfin, Secretary  
District Clerk, Tom Green County



Linda Haney, Parliamentarian  
County Clerk, Ector County



Margaret Montemayor, District Clerk  
By-Laws Committee Member

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 Clerk's June Conference at the time the scholarship would be awarded)
4. Applicants must be younger than 22 years of age. The oldest age to be considered will be person 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 Clerk's Association of Texas.
7. The President of the County & District Clerk's 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 County-District Clerk who none shall have submitted an application for review that year.
8. The President of the County & District Clerk's 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 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 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 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.