

TEXAS MUNICIPAL COURTS EDUCATION CENTER CONSTITUTION AND BYLAWS

ARTICLE 1: NAME AND LOCATION

Section 1.01. Name. The name of this Corporation is the *Texas Municipal Courts Education Center*. The business of the Corporation may be conducted as Texas Municipal Courts Education Center or TMCEC.

Section 1.02. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Austin, Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.03. Registered Office and Registered Agent. The Corporation 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. The registered office may be, but need not be, identical with the principal office of the Corporation 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 2: ORGANIZATIONAL PURPOSE

The Corporation is organized exclusively for charitable, literary, and educational purposes, which includes providing: (1) education, technical assistance, and resource material to assist municipal judges, court personnel, prosecutors, and others in obtaining and maintaining professional competence in the fair and impartial administration of justice; and (2) information to the public about the Texas judicial system and laws relating to public safety and quality of life in Texas communities. The Corporation is established as a permanent organization in Texas seeking to enrich the local community through activities promoting such provision. The Corporation may engage in any activities that further its purpose.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now

exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 3: MEMBERSHIP

The Corporation shall have no voting members

ARTICLE 4: BOARD OF DIRECTORS, MANAGEMENT, AND MEETINGS

Section 4.01. Board Composition. The Texas Municipal Courts Association Board of Directors and its Officers shall serve, ex officio, as the Board of Directors and Officers of the Corporation. The Board of Directors shall consist of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, ten regional directors, and the Immediate Past President of the Texas Municipal Courts Association.

Section 4.02. General Powers. The Board of Directors is vested with managing the business and affairs of the Corporation subject to the Texas Business Organizations Code, Articles of Incorporation, and these Bylaws.

Section 4.03. Executive Director. The chief executive officer and agent of the Corporation shall be the Executive Director, appointed by the Board to serve at the pleasure of the Board. The Executive Director shall be the manager of all Corporation activities and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the Corporation. The Executive Director may attend all functions of the Board except for closed sessions to discuss matters relating to the Executive Director's performance. The Executive Director shall cause to be prepared quarterly reports which includes full disclosure of Corporation control, fiscal information, major programs, and a summary of activities.

Section 4.04. Annual Budget. The Executive Director shall cause an annual budget to be prepared and submitted to the Board. The annual budget of the Corporation shall be approved by the Board of Directors. All expenditures shall be approved in writing pursuant to Article 11.

Section 4.05. Quorum and Notice. Nine members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Written notice of a meeting of the Board of Directors shall be given to each member not less than 14 days prior to said meeting and shall contain the purpose, place, date, and time of said meeting unless waived by a majority of the Board of Directors. A meeting of the Board of Directors will be held upon the request of five board members.

Section 4.06. Meetings. The Board of Directors shall meet at least four times per year.

Section 4.07. Meetings Utilizing Electronic Media. The Board of Directors or members of any committee may hold and participate in a board or committee meeting, respectively, by

utilizing electronic media including videoconferencing, a telephone conference call, electronic mail, or by means of other similar communication equipment. All such members who participate in a meeting by use of electronic media shall be deemed present except when such presence is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created. Any action required by law or these Bylaws taken by the Board of Directors or a committee may be taken with a meeting if consent in writing or by electronic means such as e-mail, teleconferences or facsimiles, setting forth the action so taken, shall be signed by a majority of the directors. All action will be presented to the Board of Directors at the next board meeting.

Section 4.08. Rules of Order. The rules contained in the current edition of *Robert's Rules of Order*, newly revised, may be consulted as a reference by the Chair of the Board of Directors or the chair of a committee for purposes of conducting orderly meetings of the Corporation to the degree such rules are not inconsistent with these Bylaws and any special rules or order of the Corporation. A meeting may be conducted informally without strict adherence to the requirements of the Rules of Order.

ARTICLE 5: DUTIES OF THE PRESIDENT

Section 5.01. Presiding Officer. The President is the Chair of the Board of Directors and shall preside at all meetings of the Board of Directors and Executive Committee.

Section 5.02. Authority to Call Meetings. The President may call meetings of the Board of Directors at such times and places as he or she may deem proper.

Section 5.03. Appointment of Standing Committees. The President shall appoint the Standing Committees set forth herein.

Section 5.04. Appointment of Other Committees. The President may also appoint such other committees as may be necessary to carry on the business and affairs of the Corporation.

ARTICLE 6: DUTIES OF THE VICE-PRESIDENTS

Section 6.01. Absence of the President. The Vice-Presidents, in their numerical order, shall preside over meetings or assume the duties of the President in the absence, incapacity, resignation, or removal of the President.

Section 6.02. Assignment of Other Duties. The Vice-Presidents shall assume those duties as assigned by the President, including Historian and Parliamentarian.

ARTICLE 7: DUTIES OF THE SECRETARY

Section 7.01. Minutes. The Secretary shall record, keep, and report the minutes of all meetings of the membership of the Corporation and of the Board of Directors. In the absence of the Secretary, the President shall appoint one from among the membership present to record the meetings. The Secretary shall submit minutes of the last meeting prior to the next board meeting for distribution and consideration for board approval.

Section 7.02. Meetings. The Secretary or his or her designated representative shall notify in advance each board member setting forth the date, time, and place of each regular board meeting and shall perform such other duties as may be necessary for meetings.

ARTICLE 8: DUTIES OF THE TREASURER

Section 8.01. Records. The Treasurer, working with other officers and agents of the Corporation, shall ensure that the Corporation's financial records are properly maintained and related reports are provided to the Corporation's board. The Treasurer will, upon request, furnish to the President of the Corporation a list of all bank accounts, locations, and access numbers and will update the list if there are any changes in the existing accounts or creation of new accounts. Per Section 13.02, the Treasurer shall maintain a record of all resolutions specifying the names of the officers and agents of the Corporation authorized to sign checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness for the Corporation.

Section 8.02. Expenditures and Internal Controls. The Treasurer, working with other officers and agents of the Corporation, shall arrange for all bills of the Corporation to be timely paid and ensure compliance with the Corporation's internal controls as required by grant conditions.

Section 8.03. Records of Receipts. The Treasurer, working with other officers and agents of the Corporation, shall ensure that a complete record of all charitable donations, grant funds, and program income are accurately kept.

Section 8.04. Audit. The Treasurer, working with other officers and agents of the Corporation, shall fully cooperate in an annual review of the books and accounts of the Corporation. Such audit shall be conducted by an authority approved by the Board of Directors of the Corporation, and the audit shall be completed at least 12 months after the close of the fiscal year.

ARTICLE 9: EXECUTIVE COMMITTEE

Section 9.01. Composition. There shall be an Executive Committee of the Corporation composed of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past President of the Texas Municipal Courts Association.

Section 9.02. Authority. The Executive Committee may act in the place of the Board of Directors between board meetings on all matters. The Executive Committee shall report on all actions at the next board meeting.

ARTICLE 10: STANDING COMMITTEES

Section 10.01. Appointment. The following standing committees shall be staffed by the President as provided in Article 5, Section 5.04 of these Bylaws: Education Committee and Personnel Committee.

Section 10.02. Education Committee. As the Corporation is a recipient of grant funds from the Court of Criminal Appeals, this committee is statutorily required by Section 56.005,

Government Code. The committee shall meet at least twice a year to (1) review and recommend educational requirements, course content, credit, and standards for the initial and continuing judicial education for judges and court personnel for the purpose of the grant awarded and (2) make recommendations and take other action for purposes of Chapter 56 of the Government Code. The committee is also authorized by law to recommend to the Court of Criminal Appeals the minimum education requirements for judges and court personnel.

The committee is charged with ensuring compliance with the *Rules of Judicial Education* promulgated by the Court of Criminal Appeals. This includes (1) reviewing judicial continuing education programs to satisfy mandatory judicial education requirements; (2) rulings on requests for waivers for non-compliance with mandatory judicial education requirements; and (3) reporting to the State Commission on Judicial Conduct, by November 1, the names of judges who either did not comply with the mandatory judicial education requirements or were not granted a waiver.

Except for matters exclusively assigned to the committee by Chapter 56 of the Government Code or the *Rules of Judicial Education*, the committee will submit to the Board of Directors its recommendations pertaining to other education-related matters, including but not limited to the possible locations of seminars and registration fees.

Section 10.03. Personnel Committee. The committee is available, upon request, to discuss with and provide advice regarding any personnel matters. The committee will review the existing personnel policies and recommend changes that would be appropriate; the committee will also evaluate and recommend any adjustment to the compensation of employees.

ARTICLE 11: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 11.01. Contracts. The Board of Directors may authorize the Executive Director, any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 11.02. Checks and Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such resolutions shall be reflected in the minutes and maintained and made available to the Board of Directors by the Treasurer.

Section 11.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may adopt guidelines for the acceptance of gifts or bequests.

ARTICLE 12: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation including: a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (for example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to Federal Tax form 990. All financial records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law.

ARTICLE 13: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by a quorum of the persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14: AMENDMENTS

Section 14.01. Bylaws. This Constitution and Bylaws may be amended, provided that the proposed revision has been given in writing to the Board of this Corporation and, by majority vote, the Board has approved its submission.

Section 14.02. Articles of Incorporation. The Articles of Incorporation of the Corporation may, to the extent allowed by law, be altered, amended, or restated and new Articles of Incorporation may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such meeting.

ARTICLE 15: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September of one year and end on the 31st day of August of the following year.

ARTICLE 16: INDEMNIFICATION

All directors and officers of the Corporation are indemnified against expenses actually and necessarily incurred by them, including attorney's fees, in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Corporation, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE 17: DISSOLUTION

On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors pursuant to Article 2.

ARTICLE 18: TRANSITION TO NEW CONSTITUTION AND BYLAWS

Amendments to this Constitution and Bylaws will have an immediate effect upon passage by the Board of Directors.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete, and correct copy of the Bylaws of Texas Municipal Courts Education Center, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this 15th day of Sept., 2023.

Hilda Cuthbertson

Hilda Cuthbertson
Secretary