



**BYLAWS
OF THE
TEXAS ASSOCIATION OF ELECTIONS ADMINISTRATORS
A Texas Non-Profit Corporation**

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**BYLAWS
OF THE
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PURPOSE

The purpose of the Texas Association of Elections Administrators (TAEA) is to promote the efficient integration of voter registration functions with the actual conduct of elections and to ensure that voter registration, voting, and vote tabulation are all carried out in accordance with the highest legal and ethical standards.

The TAEA encourages all its members to pursue educational and training opportunities that are compatible with the purpose of the organization. The association also supports the full involvement of its members in local, state, and federal legislative proceedings related to the purpose of the organization.

ARTICLE I

OFFICES

The principal office of the corporation in the State of Texas shall be located at 500 Main St., Dallas. 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.

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, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office 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 II

MEMBERS

Section 1. Classes and Election of Members. The Corporation shall have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- A) Regular Members:** Any person who is a duly appointed, presently serving, Elections Administrator may, upon payment of dues, become a regular member of the Corporation.
- B) Associate Members:** Any person who is not duly appointed, presently serving Elections Administrator including, but not limited to, County Clerks, Tax Assessors/Collectors, their respective staffs and the staffs of the Elections Administrators, may upon payment of dues and approval of the Board of Directors, become an associated member of the Corporation.
- C) Members at Large:** Any persons acting as representatives of corporations, institutions, associations, partnerships of groups, financial or otherwise associated in any way with the goals of the Texas Association of Elections Administrators, may upon payment of dues or donations as provided herein, become Members at Large of TAEA without voting privileges.
- D) Lifetime Members:** Any person who is a former Elections Administrator shall become a Lifetime Member without voting privileges. Lifetime members shall pay no dues, but shall pay any conference registration fees assessed to other classes members when attending a TAEA meeting.

Section 2. Voting Rights. Each regular member shall be entitled to one vote on each matter submitted to a vote of the members. At each election of directors every member entitled to vote at such election shall have the right to vote, for as many persons as there are openings on the board.

Section 3. Dues. The dues payable to the Corporation by members of each class shall be as follows:

A) Regular Members

- (i) Regular members employed as Election Administrators shall pay the sum of \$150 per annum.

B) Associate Members shall pay the sum of \$100 per annum.

C) Members at Large shall pay the sum of \$100 per annum. Gifts to TAEA falling under Article VII, Section 4 may be substituted for dues if the value of the gift is in excess of \$100.

Dues shall be payable to the Treasurer on the first day of January in each calendar year. Membership lapses on March 1 if payment of dues has not been received.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of three-fifths (3/5) of the board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default more than three (3) months in payment of any dues required of the members.

Section 5. Registration. 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 theretofore accrued and unpaid.

Section 6. Transfer of Membership. Membership in the Corporation is transferable for all regular and associate members.

Section 7. Meetings of Members. An annual meeting of the members shall be held on the same date as the Secretary of State's Annual Seminar for election officials (usually July or August) at such place as shall be determined by the Board of Directors. The purpose of the annual meeting shall be to elect directors and transact such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as reasonably possible.

Section 8. Special Meetings. Special Meetings of the members may be called by the President, the Board of Directors, or not less than fifty percent (50%) of the members having voting rights.

Section 9. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 10. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon paid. Notwithstanding the above provision, a special meeting of members called for the annual meeting shall be valid without such notice.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors, who shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation and by these Bylaws.

Section 2. Qualifications. Only Regular Members shall serve as Directors.

Section 3. Number. The Board of Directors shall initially consist of the five (5) persons named in the Articles of Incorporation, all of whom served as the Incorporators. The Board of Directors shall consist of (not less then) three (3) director(s) places but may be increased from time to time by an amendment of the Bylaws.

Section 4. Duties. The Board of Directors shall determine in what manner the funds of the Corporation shall be spent and see that the Corporation is operating strictly in accordance with its charter for the charitable, scientific and educational purposes within the meaning of Treasury Regulation 1.501 (c) (3) – 1(d).

Section 5. Annual Meetings. An annual meeting of the Board of Directors shall be held at the same time as the Secretary of State's yearly seminar for elections officials (usually July or August) at such place as shall be determined by the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 7. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends the meeting for the express purpose of objecting the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by the Bylaws. Notwithstanding the above provision, a special meeting of the Directors called for the annual meeting shall be valid without such notice.

Section 8. Quorum. A majority of the number of members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings and the act of majority of the Directors present at any meeting at which there is a quorum present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. The Board may agree to reimburse travel expenses to any board member to attend a meeting when the board member is not compensated by their county. Each reimbursement must be presented to the Board.

Section 10. Informal Action by Directors. Any action required by law to be taken, or which may be taken at a meeting of the Board of Directors, may be taken without any meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, Vice-President, Treasurer, and Secretary who shall be members of the Board of Directors. These officers shall constitute the Board of Directors.

Section 2. Election. Beginning with the 2010 annual meeting, the President shall retire to the position of Chairman of the Legislative Committee. The Vice-President shall progress to the Office of President. The Treasurer shall progress to the Office of Vice-President. The Offices of Treasurer and Secretary shall be elected by a majority of the regular members for a one year term of office.

Beginning with the 2011 annual meeting, and every year thereafter, the President shall retire to the position of Chairman of the Legislative Committee. The Vice-President shall progress to the Office of President. The Treasurer shall progress to the Office of Vice-President. The Secretary shall progress to the Office of Treasurer. The Office of Secretary shall be elected by a majority of the regular members for a one year term of office.

If the election of the officers shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as

soon thereafter as reasonably possible. Each officer serving the Board of Directors will assume legislative responsibilities as directed by the President.

Section 3. Removal. Any officer may be removed at any time by the affirmative vote of three-fifths (3/5) of the voting membership.

Section 4. Nominations. The Board of Directors by such method as they may determine, under the auspices of the Treasurer, shall elect and present appropriate officer nominations to the regular members at the annual meetings. At such times, nominations shall also be taken from the floor.

Section 5. President. The President shall be the chief executive officer of the Corporation, and shall preside at all meetings of the Directors, shall be ex officio of all standing committees, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Section 6. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Assistant Treasurer to be appointed by the Board, in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall serve as the custodian of the corporate records of the corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. Assistants may be appointed by the Board to assist the Secretary. The Assistant Secretaries to be appointed by the Board, in the order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors shall prescribe.

Section 9. Vacancies. Vacancy in the Office of President shall be filled by the Vice-President. Vacancy in the Office of Vice-President shall be filled by the Treasurer. Vacancy in the Office of Treasurer shall be filled by the Secretary. Vacancy in the Office of Secretary shall be filled by the appointment of the other three members of the Board.

ARTICLE V

COMMITTEES

Section 1. Creation and Authority. The President, with the approval of the Board of Directors, may designate and appoint one or more committees, which committees shall have and exercise such authority and perform such duties as may be assigned to the committees by the President; provided, however, that no such committee shall have any authority with respect to amending, altering or repealing any of the

Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation, amending the Articles of Incorporation; adopting a plan of merger; adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Corporation; 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, or the President of any responsibility imposed upon it or him by law.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated by the Board of Directors or unless such member be removed from such committee by the Board of Directors or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One member of each committee shall be appointed chairman by the President of the Corporation.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. A majority of the whole committee shall constitute a quorum and an act of the majority of the committee members present to a meeting at which a quorum is present shall be an act of the committee.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize 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, and such authority may be general or confined to specific instances.

Section 2. Drafts etc. All checks, drafts or orders for payment of money, notes or other evidences 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. In the absence of such a determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3. 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 4. Gifts. The Board of Directors, President or Treasurer, with the approval of the President, 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.

Section 5. Operation Prohibitions. The Corporation, its Board of Directors, officers and agents, shall not do any act which shall constitute a basis for denial of tax exemption under applicable laws, including Internal Revenue

Code Section 501 (c) (3).

In Particular:

A. The Corporation shall not:

- (1) lend any part of its income or corpus, without receipt of adequate security and a reasonable rate of interest;
- (2) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- (3) make any part of its services available on a preferential basis;
- (4) make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
- (5) sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or
- (6) engage in any other transaction which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the Corporation, a member of the family of such person, or a corporation controlled by such person.

B. The Corporation shall not accumulate out of income amounts which are:

- (1) unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption;
- (2) used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
- (3) invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII

SEAL

The Corporation may, but is not required, to have a seal and may conduct all activities in furtherance of its purpose, and execute all instruments necessary to any transaction conducted by the corporation without imprinting of a seal on said instruments.

ARTICLE IX

CERTIFICATE OF MEMEBERSHIP

The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation, 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 may be sealed with the seal of the Corporation. The name and address of each member shall be entered on the records of the Corporation. If any certificates shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as determined. When a member has paid dues as required, a certificate of membership shall be issued and delivered to that member by the Secretary.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, 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. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

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 Bylaws of the Corporation a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XII

PROCEDURE

Any Procedures not governed by Statute, Articles of Incorporation, or these Bylaws shall be governed by Robert's Rules of Order.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the whole Board of Directors present at any regular meeting, or at any special meeting if at least seven (7) days written notice is given of intention to alter, amend or repeal or to adopt the new Bylaws at such meeting, or by unanimous written consent signed by all of the members of the Board of Directors.

SUMMARY OF CHANGES TO BYLAWS:

- 08/22/2010 Restored "Purpose Statement" above Article I. The purpose statement was adopted at the TAEA meeting of January 22, 1999. The purpose statement appeared in printed Bylaws dated August 15, 2000 but not in versions subsequently distributed at TAEA meetings (which show a revision date of 1994 at top).
- 08/22/2010 Article II, Section 1 updated to include "Lifetime Members" as a fourth class of membership. Lifetime Membership for former Elections Administrators was adopted at the TAEA meeting of January 18, 2002.
- 08/22/2010 Article II, Section 3 updated to reflect current dues charged to each class of membership.
- 08/22/2010 Various sections of Article IV changed to reflect the addition of the Office of Secretary, adopted at the TAEA meeting of January 7, 2010.
- 01/04/2011 Corrected several typographical errors, and corrected the last sentence of Article IV, Section 8 as follows: The Assistant Secretaries to be appointed by the Board, in the order of their seniority shall, in the absence or disability of the ~~Treasurer~~ Secretary, perform the duties and exercise the powers of the ~~Treasurer~~ Secretary, and shall perform such other duties as the Board of Directors shall prescribe.