

Texas Government Accountability Association Constitution

Adopted May 20, 2024

Article I Name

Section 1.1 - This organization shall be known as the Texas Government Accountability Association (the “Association”).

Article II Purpose

Section 2.1 - The purpose of this organization is to advance and sustain the interests of the local governments of Texas. To achieve this purpose, the organization shall:

- A. Represent local government interests before legislative and administrative bodies.
- B. Serve as a repository of literature, analyses, research, and other data related to aspects of local government operations as it relates to government transparency and ethics, and make that material available to members.
- C. Conduct training and professional development in the field of local government transparency and ethics.
- D. Strive to secure harmonious actions among local governments, and other groups in all matters which affect the transparency and ethics of the local governments in Texas.
- E. Promote constructive and cooperative intergovernmental relations by maintaining mutually supportive relationships with groups representing local, state, and regional governments.

Section 2.2 – Transparency and Ethics Policy. The Association shall adopt and accept the applicable Comprehensive Transparency and Ethics Policy established by the Association and implement and comply with any amendments, supplements, updates, revisions, alterations, clarifications and any other changes to the applicable Comprehensive Transparency and Ethics Policy within six (6) months of issuance of any such changes by the Association.

Article III

Membership and Dues

Section 3.1 - Regular Members. Any unit of Texas local government, including but not limited to counties, districts, home-rule cities, and “general law” cities in the State of Texas may, by proper action of its governing body and the payment of the current membership dues from its own funds, become an active member of the Association. The Board of Directors of the Association (the “Board”) shall have the exclusive right to grant regular membership in the Association to local governments in the State of Texas and shall have the sole discretion to revoke such membership.

Section 3.2 - Associate Members. Individuals and organizations may be granted associate membership in the Association by the Board, and the Board may in its sole discretion revoke any such associate membership.

Section 3.3 - Dues. The annual dues shall be fixed upon the recommendation of the Board and subject to approval by the Board. The annual dues shall be due and payable in advance on the anniversary of such payment in the first instance. The Board may, but is not required to, suspend the membership of any member that fails to pay its annual dues. The initial annual membership dues of the Association shall be as set forth on Schedule A attached hereto, which amount shall be due and payable in cash immediately upon a member’s admission to the Association and thereafter in accordance with the terms of this Section 3.3. The amount of such annual membership dues and the payment requirements relating thereto may be adjusted or changed at any time and from time to time upon by resolution of the Board for all members, any group of members, or any individual member.

Section 3.4 - Voting Privileges. Only regular local government members shall be entitled to vote in all member meetings of the Association and such local governments shall each be entitled to one vote on all matters.

Section 3.5 – Membership Privileges. Each active member of the Association shall have the right to disclose publicly their membership in the Association and shall be entitled to use the seal of the Association in their printed and electronic materials, provided that such member is then currently in good standing as a member of the Association and has not submitted nor received a termination notice of membership. The Board shall have the exclusive right to determine whether any member is deemed to be in good standing as a member of the Association.

Article IV

Board of Directors

Section 4.1 – General Powers. The direction and management of the affairs of the Association shall be vested in the Board. The Board may exercise all the powers of the Association, subject to the restrictions imposed by law, this Constitution, and the Bylaws of the Association.

Section 4.2 – Number and Qualifications, Tenure and Election; Vacancies; Attendance Requirements.

A. Number and Qualifications. Terms of all directors shall commence immediately upon election. The initial term of office for Board members shall be five (5) years. The number of directors shall be determined from time to time by resolution of the Board, but in no case shall the number of directors be less than three (3); provided, however, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

B. Tenure and Election. The Board shall be divided into three classes (Class 1, Class 2, and Class 3), as nearly equal in number as the then total number of directors constituting the whole Board. The directors shall serve staggered five (5) year terms with the term of office of one class expiring each year. In order to commence such staggered five-year terms, directors in Class 1 shall be initially appointed to hold office until the fifth (5th) succeeding annual meeting of the Board, directors in Class 2 shall be initially appointed to hold office until the sixth (6th) succeeding annual meeting of the Board, and directors in Class 3 shall be initially appointed to hold office until the seventh (7th) succeeding annual meeting of the Board. Thereafter, the term of office for each class of directors elected at each annual meeting of the Board shall be five (5) years from the date of their election. At the annual meeting of the Board, the Board, including any directors with an expiring term, by majority vote shall elect the successor directors, the term of each of whom shall begin immediately upon completion of such annual meeting. Unless specified otherwise or a director resigns, dies, becomes incapacitated or is removed in accordance with the provisions of this Constitution or the Bylaws of the Association, each director shall hold office for a five (5) year term and until such time as the elected director's successor shall have been duly elected and qualified as provided in this Constitution, or until such director's earlier death, resignation, retirement, removal or disqualification from office. Each director may serve an unlimited number of terms; provided, however, that a director may not serve successive terms.

C. Vacancies. Any vacancy occurring in a director's position prior to the expiration of such director's term shall be filled by the affirmative vote of at least a majority of the directors present at a meeting at which a quorum is present; provided that, a vacancy need not be filled unless that vacancy would leave only two directors then serving. A director elected to fill an unexpired term shall be elected for the unexpired term of his or her predecessor in office. Any vacancy resulting from the expiration of a director's term shall be filled by the affirmative vote of at least a majority of the directors present at a meeting at which a quorum is present including any director whose term is expiring. In filling all vacancies, the Board shall select those persons to the Board (i) who are willing to devote the time and energies necessary for serving as a member of the Board, (ii) whose interests are similar to the interests of the Association, and (iii) who will share with the other members of the Association the common goal of providing high-quality services to the Association.

D. Attendance Requirements. If a director is absent from more than one-third (or 33%) of the meetings of the Board in any calendar year, then such director may be removed as a director by an affirmative vote of a majority of the other Board members (with the absent member abstaining from such vote).

Section 4.3 – Annual Meeting of the Board. The annual meeting of the Board shall be held at a time, place, and date designated by the Board. At each annual meeting at which a quorum is present, the Board shall transact such business as may lawfully come before the meeting. Notice of such meeting shall be given in writing to all members of the Board at least seven (7) days prior to the meeting. Annual meetings may be conducted by electronic means, including telephone or video conference and any Board member may attend by electronic means at any such meeting.

Section 4.4 – Regular Meetings of the Board. The directors may hold regular meetings in such place or places as designated from time to time by resolution of the Board and communicated to all directors. Notice of such meetings shall be given in writing to all directors at least seventy-two (72) hours prior to the meeting. Regular meetings may be conducted by electronic means, including telephone or video conference, and any Board member may attend by electronic means at any such meeting.

Section 4.5 – Special Meetings of the Board. Special meetings of the Board shall be held whenever called by the Chairman of the Board or by a majority of the directors then in office. Any such special meeting shall be held at such time, place, and date as shall be designated by the officer or directors calling such meeting. Notice of such meeting shall be given in writing to all members of the Board at least twenty-four (24) hours prior to the meeting by facsimile transmission, electronic mail, or telephone. Special meetings may be conducted by electronic means, including telephone or video conference, and any Board member may attend by electronic means at any such meeting.

Section 4.6 - Notice. The Secretary-Treasurer shall give notice of any annual or regular meeting to each director, including therein the time, place, and date of such meeting. The Secretary-Treasurer shall give notice or the person or persons calling any special meeting of the Board shall cause notice to be given to each director of such special meeting, including therein the time, place and date of such meeting. Such notice shall also state the purpose or purposes for which the meeting is called and shall include a proposed agenda of matters to be addressed during such meeting. Any and all business may be transacted at any such meeting of the Board unless limited by law, this Constitution or the Bylaws of the Association. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 4.7 – Meeting Standards. The process and requirements for calling and conducting any meetings of the Board shall be subject to any requirements or restrictions imposed by this Constitution, the Bylaws of the Association and the applicable Comprehensive Transparency and Ethics Policy established and adopted by the Association pursuant to Section 2.2 of this Constitution.

Section 4.8 - Compensation. The directors shall not receive any compensation as such for their services, but, by resolution of the Board, shall be entitled to reimbursement for actual and

necessary expenses incurred in the performance of their duties, provided funds have been budgeted for such expenses.

Section 4.9 - Quorum. A number of directors equal to a majority of the duly elected and qualified directors shall constitute a required quorum for the transaction of any business before the Board unless a greater number is required by law, this Constitution or the Bylaws of the Association. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee respectively in accordance with this Constitution. Participation by such means shall constitute presence in person at a meeting.

Section 4.10 - Officers. The officers of the Association shall be an Executive Director and any other officers as the Board may establish from time to time.

Section 4.11 - Executive Director and Association Employees. The Board shall select an Executive Director to manage the affairs of the Association under its general direction. The Executive Director shall be appointed for a five (5) year term, and any Executive Director may serve an unlimited number of terms, which may also include successive terms. Notwithstanding the preceding sentence, the Executive Director shall serve at the will and pleasure of the Board and therefore may be removed by the Board at any time and for any reason or for no reason upon a majority vote of the Board. The Executive Director shall appoint the various employees of the Association to the positions and at the compensation set forth in the approved budget, and shall be responsible for the proper and efficient conduct of the work of the Association. Prior to appointing or hiring any employee of the Association, the Executive Director shall be required to submit such proposed employee to the Board for its approval. In addition, prior to entering into or authorizing any contract or arrangement between the Association and any potential vendor or contractor, the Executive Director shall be required to obtain the prior approval of the Board. The Board shall also have the authority to remove any employee of the Association at any time for any reason or for no reason upon a majority vote of the Board. The Executive Director shall cause accurate minutes to be kept of all member meetings of the Association and of the Board; shall conduct the correspondence of the Association; shall mail notices of meetings to all members; and may be paid a salary, and any other compensation (if any), as determined in the sole discretion of the Board.

Section 4.12 – Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board and shall have such other powers and duties as designated in this Constitution and the Bylaws of the Association, and as from time to time may be assigned to him or her by the Board. The Chairman of the Board will be appointed on an annual basis upon a majority vote of the directors at the annual meeting of the Board, with the vote of the prospective Chairman included for purposes of determining a quorum and a majority vote.

Section 4.13 – Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a unanimity of the directors or committee members, as the case may be, entitled to vote thereon. The resolution and written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or of any such committee.

Article V Finances

Section 5.1 - Fiscal Year. The fiscal year of the Association shall be from January 1 through December 31 of that year.

Section 5.2 - Duties of Secretary-Treasurer. The Executive Director shall be the Association's Secretary-Treasurer and shall be charged with the responsibility of keeping accurate records and accounts of all transactions of the Association.

Section 5.3 - Budget. The Board shall meet and adopt an annual budget which shall serve as the complete financial plan for the ensuing fiscal year. No unbudgeted indebtedness shall be incurred. No budget shall be adopted under which the expenditures for the ensuing year exceed a reasonable estimate of the actual funds to be available.

Section 5.4 - Audit. The accounts of the Association shall be audited at least once annually by a certified public accountant to be selected by the Board. The Board shall be required to change such certified public accountant at least once every five (5) years, and no such certified public accountant may be selected by the Board for more than five (5) consecutive years.

Article VI Meetings

Section 6.1 - Time and Place of Annual Meeting. The time and place for the annual meeting of the members shall be determined by the Board, may be conducted by electronic means, including telephone or video conference, and any member may attend by electronic means.

Section 6.2 - Resolutions. All resolutions to be adopted by the members shall be adopted at the annual meeting of the members or at a special meeting of the members, and prior to the submission to and approval by the members of any resolutions, such resolutions must receive prior approval from the Board.

Section 6.3 – Time and Place of Member Meetings. The time and place for the regular and special meetings shall be determined by the Board. Any regular or special meeting of the members may be conducted by electronic means, including telephone or video conference, and any member may attend by electronic means. All meetings shall be announced by the Board at least ten (10) calendar days in advance of any such proposed meeting, and members of the public and/or media shall be allowed to attend any regular and/or special meeting of the members, including by electronic means. There shall be no more than four (4) meetings of the members in any calendar year, unless otherwise determined by a majority vote of the Board.

Article VII Special Committees

Section 7.1 - Appointment. The Executive Director shall appoint such committees as may be deemed necessary for the proper conduct of the work of the Association, subject to the prior approval of the Board.

Section 7.2 - Reports. The Chairman of each appointed committee of the Association shall, upon the completion of such committee's work, make a report to the Board in such form as may be requested by the Board.

Article XIII Amendments and Effective Date

Section 8.1 - This Constitution may be amended at any annual meeting of the members by a two-thirds vote of the members, provided the proposed amendment shall have first been prepared in writing and submitted to and approved by the Board on or before the first day of the annual meeting of the members. Such amendment shall go into effect immediately upon adoption or as otherwise stipulated. The Constitution may also be amended by a unanimous vote of the Board.

Section 8.2 - Effective Upon Adoption. This Constitution, and any subsequent amendment to this Constitution, shall go into effect immediately upon its adoption.

SCHEDULE A

Initial Annual Membership Fees

City and County Members:

- For any such member with a total population of less than 5,000 people as of the most recent census, the initial annual fee shall be \$500.
- For any such member with a total population equal to or greater than 5,000 people as of the most recent census, the initial annual fee shall be an amount equal to the product of (a) such city or county's total population as of the most recent census, *multiplied by* (b) \$0.20.

School District Members:

- The initial annual fee shall be the greater of (a) \$500 and (b) an amount equal to the product of (i) the total number of students enrolled in such district as of the then-current school year, *multiplied by* (ii) \$0.50.

Other Government District Members:

- The initial annual fee shall be the greater of (a) \$2,000 and (b) an amount equal to the product of (i) the total number of people within the geographic area of such district as of the most recent census, *multiplied by* (ii) \$0.10.

All Other Members:

- The initial annual fee shall be determined by the Board in good faith.