



Bylaws

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ARTICLE I - NAME AND PURPOSE

Our official association name shall be "The Texas Association of Governmental Information Technology Managers, Inc." We exist to support government technology professionals by providing education, collaboration, and leadership opportunities that promote innovation and service.

ARTICLE II - MEMBERSHIP

Texas Association of Governmental Information Technology Managers shall consist of Agency Members and Affiliate Member Organizations.

- A. **Agency Membership:** It is the intent of the Association to add value to membership by providing agency members the right to vote on certain issues relating to the goals and objectives of the Association. As such, we so intend to confine voting membership to information technology organizations from municipal, county, appraisal districts, school districts, and other governmental entities geographically located in the state of Texas or an adjoining state, whether these entities are incorporated or unincorporated.

Agencies may register as many members from its organization as it deems necessary, but shall be restricted to designating one voting member of record. All agency members must be full or part-time employees of the agency. Employees of 3rd party organizations that would otherwise be classified as affiliates will not be considered for agency membership.

- B. **Affiliate Membership:** We so intend to extend affiliate membership to individuals, vendors and other non-governmental organizations interested in governmental information technology.

Said affiliates may register as many members from its organization as it deems necessary, but affiliates do not have any voting rights.

- C. **Emeritus Membership:** We so intend to extend Emeritus membership status to individuals who have distinguished his/herself through service to the Association. Recommendations may be received from a voting member in good standing. The Executive board will approve/reject all nominations. Approved Emeritus members may attend the annual TAGITM conference as a non-voting member. Other membership benefits will be conferred by board policy.

ARTICLE III - DUTIES AND PRIVILEGES OF MEMBERSHIP

When a person joins membership with this association, this act of affiliation testifies to his/her intention of actively participating in all the rights, privileges and obligations found among us and shall make reasonable efforts to comply with such obligations:

- A. He/she shall make reasonable efforts to participate in the meetings, workshops, seminars, clinics, etc., of this association.
- B. He/she shall make reasonable efforts to contribute useful ideas and information to the association.
- C. He/she will actively participate in the overall decisions and affairs of the association when necessary.
- D. Agency members that meet the criteria set forward by Article II, Section A shall have the right to vote on the Association's business matters. If a voting member is unable to attend any voting meeting of the association, he/she may vote by proxy if a signed, written statement indicating how their votes should be cast has been given to the voting meeting Chair before any votes are taken.
- E. If authorized by the Board of Directors, electronic votes may be called at any time without quorum restrictions upon not less than thirty (30) days' notice for issues that may be deemed necessary by the Board of Directors or a majority of the voting body in the interest of peace and harmony, or to entertain business that, because of time, would be impractical to postpone until a regularly scheduled voters meeting. Voting conducted by electronic methods will include a 14 day minimum voting period. All voting ballots must be returned to the Secretary/Treasurer, or their designee, by the indicated date in order to be counted. Only the vote received from the voting member of record for that agency at the time of the ballot will be counted.

ARTICLE IV - POWERS VESTED TO THE VOTING MEMBERS

Voting members shall be vested with authority in the administration and management of the affairs of the Association, subject to such limitations imposed by the Articles of Incorporation of the Association or otherwise limited or prohibited by law. Further, the members shall not have the power to take any action that would jeopardize the Association's non-profit or tax exempt status.

ARTICLE V - TERMINATION OF MEMBERSHIP

As it is encouraged to produce an interested, efficient, and strong membership, we will regretfully terminate the membership if that member:

- A. Fails to pay annual dues if such failure remains after thirty (30) days written notice and opportunity to cure;

- B. That takes any action materially detrimental to the interests of the Association, if such action continues after notice thereof by the Association;
- C. Is materially disruptive, abusive, or hostile to the Association or any of its members, if such action continues after notice thereof by the Association.

Termination of membership in the cases of B and C above can only be accomplished by a two thirds vote of the Executive Board at a meeting held for such a purpose or an Executive Session discussion.

ARTICLE VI - BOARD OF DIRECTORS - EXECUTIVE BOARD, COMMITTEE CHAIRS AND EX-OFFICIO MEMBERS

Board of Directors:

The Board of Directors shall research all issues, materials and reports to be submitted to the voting body. They shall conduct all business of a routine nature and shall be responsible for their decisions and actions to the voting body. They shall formulate policies and procedures and make decisions based upon what they believe is consistent with the wants and desires of the voting body and these Bylaws. The voting members of the Board of Directors shall consist of the Executive Board members (President, Vice-President, Secretary/Treasurer, Immediate Past President, TML Affiliate Director) and the chairs of the permanent committees (Education, Membership, Communications, Industry Advisory, Conference, Marketing and Nominations).

The Board will prepare the agenda for the annual meeting, and will participate, when possible, in regional meetings.

Election of Officers

The Executive Board will be elected by the membership who will cast ballots for each position, either electronically, in person, or by proxy in accordance with the election procedures adopted by the Board. Executive Board member terms of office shall run from the close of the annual conference meeting until the end of the following annual conference meeting, except the TML Affiliate Director.

Qualifications of Executive Board Members

Qualifications to serve as President are:

- Have served on the Executive Board, or as a Committee Chair for a full term
- Be an Agency Member Representative

- Have been a member of the Association for a minimum of 2 years

Qualifications to serve as Vice President and/or Secretary/Treasurer are:

- Be an Agency Member Representative
- Have served as a Committee Chair, plus have a minimum of 1 additional year committee experience (any committee), or
- Have 2 years committee experience (multiple or single committees)

A. Executive Board:

- a. **President:** The duties of the President shall include presiding at meetings of the voting body and Board of Directors. He/she shall appoint committees according to the instructions of the Bylaws or the resolutions of the voting body and has the responsibility of seeing that the resolutions of the voting body are carried out. The President shall sign documents committing the funds and services of the Association. The President shall serve for one year terms with a maximum of two successive terms possible.
- b. **Vice-President:** The Vice-President shall perform the duties of the President in his/her absence, his/her disability, or at his/her request. He/she shall be responsible for selecting members to judge submissions for the awards presented at the annual meeting, and he/she shall conduct the awards ceremony at the annual meeting. The Vice-President shall serve for one year terms with a maximum of two successive terms possible.
- c. **Secretary/Treasurer:** The Secretary/Treasurer shall present the record of the proceedings of official Board of Directors meetings, and all annual meetings. He/she shall submit a record of all members attending the meeting, and submit the minutes for adoption at subsequent meetings. He/she shall be required to maintain an index of the minutes of all meetings with reference to policy decisions. In addition, he/she shall collect and disburse the funds of the Association in accordance with its resolutions and under the direction of the Board of Directors. He/she shall prepare and submit to the Board of Directors and voting body a statement of all disbursements and collections quarterly. He/she shall also be responsible for all correspondence of the Association. The Secretary/Treasurer shall serve for one year terms with a maximum of two successive terms possible.
- d. **Immediate Past President:** The Immediate Past President will assist the Board of Directors with historical perspective on issues from year-to-year to insure a smooth transition for the Office of President and the Association. Association meetings will be conducted in accordance with Robert's Rules of Order. In the event

of a question regarding parliamentary procedure, the Immediate Past President will consult the Rules. He/She shall attend all Board of Directors meetings and assist with the Annual Conference as needed. He/She shall serve as chair of the Nominations committee. He/She shall perform other duties as assigned by the President. Once the new President is elected, the previous President will automatically move to the office of Past President and will serve a one-year term with a maximum of two terms possible.

- e. **TML Affiliate Director:** The Association is an affiliate of the Texas Municipal League (TML), and as such, the Association membership shall elect a qualified TML Affiliate Director at the Association's Annual Business Meeting, on every even numbered year. In addition to serving as the TAGITM representative to TML, the TML Affiliate Director will be the organizations primary legislative advisor and representative.
 - i. The TML Affiliate Director shall meet the minimum qualifications of an elected officer of TAGITM, and have served as a member of the TAGITM Executive Board for at least one term.
 - ii. In accordance with the TML Constitution and Association Bylaws, the TML Affiliate Director must be employed by a Texas city or town, and only municipal officials or municipal employees may participate in the election of the TML Affiliate Director.
 - iii. Upon election, the TML Affiliate Director will assume the temporary title of Director-Elect until formally taking office at the subsequent TML Annual Conference.
 - iv. The term of office shall then be two years and shall become effective at the end of the TML Annual Conference on every even numbered year.
 - v. In the event a vacancy occurs during the term of the TML Affiliate Director, the current Association President will fill the position until the expiration of that elected term. Should the current President be ineligible to serve on the TML Board, the Association Executive Board shall appoint a qualified person to complete the term.

B. Committee Chairs:

Committee Chairs shall be appointed by the President, subject to Executive Board approval, with the exception of the Nominations Committee, which

will be chaired by the Immediate Past President. The Executive Board may create other committee(s), ad hoc or permanent, as the Executive Board from time to time may determine to be necessary and desirable.

Qualifications to serve as a Committee Chair are:

- Have served a minimum of one year on any committee
 - a. **Education Committee:** The Education Committee is charged with the responsibility of providing all educational functions of the Association. This will include: At the direction of the Executive Board, prepare educational workshops and seminars, and secure topic speakers; secure meeting places for workshops and seminars for the Association's membership; and seek the cooperation of other agencies in producing workshops and seminars. The Chair shall appoint as many members as the Chair deems necessary to conduct the business of the committee. The committee shall meet as often as the Chair deems necessary.
 - b. **Membership Committee:** The Membership Committee shall be concerned with all matters pertaining to the advancement of membership of the Association. To this end it shall: Actively seek and encourage new memberships, record and report all changes in membership, and meet to vote on any recommended policies relative to membership. The Chair shall appoint as many members as the Chair deems necessary to conduct the business of the committee. The Association Manager shall be an ex officio member of this committee. The committee shall meet as often as the Chair deems necessary.
 - c. **Nominations Committee:** The Nominations Committee is charged with preparing a ballot of candidates for election to officer positions. The Nominations Committee shall be chaired by the Immediate Past President who shall appoint three additional voting members to the committee. Nominations for elected positions will be due to the Committee no later than 60 days prior to the annual business meeting. The Committee will examine nominees; verify their eligibility and willingness to serve, and present the ballot for voting by the membership no later than 30 days prior to the date on which the vote will be taken.
 - d. **Communications Committee:** The Communications Committee is charged with design and management of the quality of content for the official association web site. In addition, this committee will oversee all means of communication of the association. The Chair shall appoint as many members as the Chair deems necessary to

conduct the business of the committee. The committee shall meet as often as the Chair deems necessary.

- e. **Industry Advisory Committee:** The Industry Advisory Committee is charged with actively promoting quality affiliate participation in the Annual Education Conference and any other special events as appropriate. The Committee shall work to identify the needs of affiliates and shall serve as the primary contact for affiliate problem resolution. The Committee shall make a recommendation to the Board of Directors on affiliate conference fees. The Chair shall appoint as many members as the Chair deems necessary to conduct the business of the committee. The committee shall meet as often as the Chair deems necessary.
- f. **Conference Committee:** The Conference Committee is charged with overall planning of the annual conference, including, but not limited to, selecting the conference theme, recommending activities, arranging for a speaker to provide the welcoming address, and general conference support. The Conference Committee will work closely with the Education Committee and the Management Company to coordinate conference planning and support.
- g. **Marketing Committee:** The Marketing Committee is charged with marketing the organization to membership defined in Article II of these Bylaws and working with the Executive Board to establish a multi-year plan for marketing the organization. Additionally, the committee will work with other committees to add value to their respective committees in order to enhance the organization. The chair shall appoint as many members as the chair deems necessary to conduct the business of the committee. The committee will meet as often as the chair deems necessary.

C. **Ex-Officio Members:**

Association Manager The Association Manager shall be appointed to office by majority vote of the Executive Board. The appointment shall be for a one year term coincident with the fiscal year. The salary, job description and responsibilities for this position shall be established, maintained and reviewed annually by the Executive Board.

The Association Manager shall report directly to the President and be responsible to the Board of Directors in their official capacity. The Association Manager shall be an ex officio member of the Board of Directors and be responsible for maintaining a permanent address for the organization, the custodian of all current and historical records and to assist the Board of Directors with various organization activities.

ARTICLE VII – BOARD OF DIRECTOR MEETINGS

- A. The Board of Directors shall ordinarily meet once a quarter with no less than 30 days' notice. The place and time of such meeting to be determined by its Executive Board members.
- B. The Board of Directors may conduct regular business provided that one-half of the voting Board members are present at a scheduled meeting. The presiding officer will vote only in the event of a tie vote. In the absence of a quorum, an adjourned meeting shall be called and rules applied to adjourned meetings shall apply as prescribed in Article X for Association's Meetings.
- C. The President or any three members of the Board may call a special meeting of the full Board with no less than 10 days' notice. The Executive Board may meet as needed as long as reasonable notice is provided to and every effort is made to accommodate the schedules of the members.

ARTICLE VIII - POWERS AND LIMITATIONS OF OFFICERS AND COMMITTEES

When it becomes evident that a member of the Board of Directors cannot continue to faithfully execute the duties of the position, the member should respectfully request to the Executive Board that they be released by the association from their responsibility. Finally, we agree that if the member cannot in clear conscience be in agreement with the purposes of the association, are unwilling to withdraw, or cannot faithfully execute the duties of the office, the member can be removed from office by a majority vote of the entire or remaining Executive Board or a two-thirds vote of the Association members.

ARTICLE IX - EXECUTIVE BOARD MEMBER VACANCY

In the event that an Executive Board Member position should become vacant, prior to the "Term of Office" as stated in Article VI, item "A", the following procedure shall be invoked as applicable:

- A. If the Office of the President becomes vacant, the Vice-President will, by default, immediately occupy the Office of the President and assume the duties of President and Vice-President on an interim basis;
- B. If the Office of the Vice-President becomes vacant, the President will assume the duties of President and Vice-President on an interim basis. The President will fill the vacant position with a qualified member during the interim;

- C. If the Office of the Secretary/Treasurer becomes vacant, the Vice-President will assume the duties of Vice-President and Secretary/Treasurer on an interim basis. The President will fill the vacant position with a qualified member during the interim;
- D. If the Immediate Past President becomes vacant, the previous Past President shall occupy the office of Immediate Past President. In the event the previous Past President declines the position, the President will fill the vacant position with a qualified member during the interim;
- E. A qualified member is defined as one who is a voting member and meets the requirements of Article II, Section A of the Bylaws.

ARTICLE X - ASSOCIATION MEETINGS

As an association, we delegate authority to the voting body, who shall meet to handle all affairs of the Association as allowed by our Bylaws. A minimum of one association meeting shall be held annually at locations determined by the Board of Directors:

- A. Association meetings shall be conducted at all times according to "Roberts Rules of Order", except when in direct conflict of an expressed Article of these Bylaws.
- B. The members of the association present shall constitute a quorum at any regular or annual meeting
- C. Electronic voting is permitted.
- D. Regional Meetings can be scheduled at any time deemed necessary by the voting members of the Association or the Executive Board.

ARTICLE XI - DUES AND FEES

It is understood that the Association maintains a non-profit attitude and dedicates any and all revenue to the common cause of the Association. It is, however, necessary and hereby authorized to conduct a due and fee process to satisfy the cost of the operation of the Association:

- A. All members shall be assessed an annual membership fee due in October of each year.
- B. The annual membership fees may be modified and adopted each year at a voting meeting by a simple majority of those voting members participating.

- C. A registration fee shall be collected prior to all annual meetings from each attendee. The Association Manager will submit registration fee recommendations to the Board of Directors who will establish a fee.

ARTICLE XII – AMENDMENTS TO BYLAWS

Proposals:

- a. Amendments to these Bylaws may be proposed by:
 - 1) A Bylaws Committee if established by the President.
 - 2) A request signed by representatives of ten or more agency member organizations in good standing.
- b. Amendments shall be proposed in writing and submitted to the Executive Board.
- c. The Executive Board shall authorize the Secretary to submit proposed amendments in writing to the entire voting membership at least 30 days prior to the date on which the vote will be taken on the proposed amendments.

Voting:

- a. Balloting on proposed amendments to these Bylaws may be conducted in person at an Association meeting, by postal mail, or by electronic ballot.
- b. An affirmative vote of two-thirds representatives of agency member organizations, in good standing, casting ballots shall be required for the adoption of an amendment of these Bylaws.

The Secretary/Treasurer shall be responsible for incorporating into the Bylaws any changes made.

ARTICLE XIII – FINANCIAL ACCOUNTABILITY & FISCAL YEAR

The Board of Directors shall determine the need for and shall specify the means of conducting independent annual reviews and audits of the Association's finances. An independent financial audit will be performed at any time if called for and approved by a 2/3 majority of the voting members.

The official fiscal year of the Association shall be from October 1 through September 30.

ARTICLE XIV – INDEMNIFICATION

- A. To the extent provided herein, the Association shall indemnify any person who is or was a member, officer, Executive Board member, agent, or employee of the Association.
- B. The Association shall indemnify such person for amounts actually and reasonably incurred in connection with the lawsuit for expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, only if:

- a. He/she is successful on the merits or otherwise; or
- b. He/she acted in good faith in the transaction that is the subject of the suit, and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, he/she had no reason to believe this conduct was unlawful.

However, he/she shall not be indemnified in respect of any claim, issue or matter as to which he/she had been adjudged liable of negligence or misconduct in the performance of his/her duty to the Association unless it shall be determined that despite the adjudication but in view of all the circumstances, he/she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- C. A determination that the standard of paragraph (B) has been satisfied may be made by:
 - a. majority vote of the Board of Directors who were not parties to the action, suit or proceeding; or
 - b. independent legal counsel employed by the Executive Board; or
 - c. the majority of the members of the Association: or
 - d. the court in which the suit, action, or proceeding is pending.

Anyone making a determination under this section may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

- D. The Association may pay in advance any expenses (including attorney's fees) which may become subject to indemnification if:
 - a. The Executive Board authorizes the specific payment; and
 - b. The person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Association.

ARTICLE XV - IF WE SHOULD SEPARATE OR DISSOLVE

In the event this association should dissolve, we agree that all assets and benefits shall go for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose, as determined by majority vote of the members in attendance at such meeting.