

**A RESOLUTION  
AMENDING THE TEXAS CITY ATTORNEYS ASSOCIATION CONSTITUTION  
AS IT RELATES TO TELEPHONIC AND ELECTRONIC COMMUNICATIONS BY  
THE BOARD OF DIRECTORS**

WHEREAS, the Texas City Attorneys Association (TCAA) Constitution provides for a board of directors to govern the association; and

WHEREAS, those directors' local duties sometimes necessitate conducting TCAA business through telephonic and electronic communications; and

WHEREAS, the TCAA Constitution does not currently authorize such official communications; and

WHEREAS, technology can be used to facilitate the good governance of the association by the best-qualified directors; and

WHEREAS, the TCAA board of directors on June 17, 2015, unanimously approved the submission to the membership of an amendment to the TCAA Constitution to authorize telephonic and electronic communications by the board.

NOW, THEREFORE, BE IT RESOLVED that:

1. Article IV. of the TCAA Constitution be amended by adding a new Section 6 to read as follows:

Section 6.     Telephonic and Electronic Communication. Any and all Directors may participate in a meeting of the Board of Directors by means of conference telephone, or by any other means of communication by which all Directors participating in the meeting are able to hear each other at the same time. Such participation shall constitute the presence in person by such Directors at such meeting. A written record shall be made of all actions taken at any meeting conducted by means of a conference telephone or other means of communication. Directors may also meet and vote via electronic means such as email so long as the identity of each Director is made clear in the means of voting.

PASSED AND APPROVED by the TCAA membership this 24<sup>th</sup> day of September, 2015, at San Antonio, Texas.

APPROVED:

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Kathy Davis  
President

ATTEST:

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Scott Houston  
General Counsel