

# CONSTITUTION

## TEXAS CITY ATTORNEYS ASSOCIATION

(Adopted at the Annual Meeting of the Texas City Attorneys Association in San Antonio, Texas on the 31<sup>st</sup> day of October, 1961, with Amendments of 1965, 1968, 1970, 1991, 1994, 1999, 2010, and 2015.)

### ARTICLE I.           **NAME AND AFFILIATION.**

Section 1.           The name of this organization shall be the Texas City Attorneys Association.

Section 2.           The association shall be affiliated with and be a department of the Texas Municipal League and its principal office shall be located at the headquarters of the Texas Municipal League in Austin, Travis County, Texas.

### ARTICLE II.           **PURPOSE.**

Section 1.           The purpose of this association shall be the general improvement of municipal law administration by the following means: First, to encourage the cooperation of city attorneys in the practical study of all municipal legal problems. Second, the holding of annual and semi-annual meetings for the discussion of legal and other questions affecting municipal government. And, third, the practical study of legislation, court decisions, and administrative rulings relating to the public interest of municipal corporations.

### ARTICLE III.           **MEMBERSHIP.**

Section 1.           The members of this association shall be active, associate and honorary.

Section 2.           Active Members - Any person duly licensed to practice law in this State who have been duly elected or appointed to the office of city attorney or assistant city attorney of a city, town or village which is an active member of the Texas Municipal League shall be eligible for membership in the association.

Section 2a. Associate Members - Any person duly licensed to practice law in this State who is interested in the representation of municipalities and the general improvement of municipal law practice and the purpose of the Texas City Attorneys Association.

Section 3. Honorary Members - Honorary members shall be chosen because of distinguished service in the field of municipal law. They shall pay no dues, hold no office, nor vote, and no person who is eligible for active membership in the association shall be chosen as an honorary member. They shall be proposed by at least five (5) active members and shall be elected only upon unanimous recommendation of the executive committee and a majority vote of the members present at any annual or semi-annual meeting of the association. An election of an honorary member shall be cancelled if not accepted within six (6) months after the candidate has received notice of his election.

#### ARTICLE IV. **OFFICERS AND EXECUTIVE COMMITTEE.**

Section 1. The officers of the association shall be a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a Recorder, a Director to serve on the Texas Municipal League Executive Board, the Immediate Past President, and five (5) Directors. All officers shall be active members of the association. The General Counsel of the Texas Municipal League shall serve as General Counsel, ex officio, of the association.

Section 2. The executive committee of the association shall be composed of the officers of the association.

Section 3. Nomination and Election. The President shall appoint a nominating committee of at least three (3) persons, who, at the annual meeting of the association, shall submit nominees for association officers. Additional nominations may be made from the floor. Each of the offices shall be filled by a majority vote of the membership present and voting. The association officers shall begin their regular term of office at the close of the annual meeting.

Section 4. Term of Office. All officers' terms shall be for one (1) year with the exception of the Director to the Executive Board of the Texas Municipal League, whose term of office shall be for two (2) years, (he) being elected

in even years or as otherwise provided by the Constitution of the Texas Municipal League.

Section 5. Vacancy. A vacancy in the office of the President shall be filled for the remainder of the term by the succession of the First Vice President to that office. A vacancy in the office of the First Vice President shall be filled for the remainder of the term by succession of the Second Vice President. A vacancy in the office of the Second Vice President shall be filled for the remainder of the term by the appointment of a member of the executive committee to fill such office by a majority vote of the remaining members of said executive committee. A vacancy in the Office of Director to serve on the Texas Municipal League Executive Board shall be filled by the President of the Association and shall hold office until adjournment of the next TML Annual Conference.

A vacancy in any of the other offices of the association shall be filled by the election of any active member or associate member if the person vacating the office is an associate member to fill such office for the remainder of the term by a majority vote of the executive committee.

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.

## ARTICLE V. **MEETINGS.**

Section 1. An annual meeting of the association shall be held at the time and place of the annual conference of the Texas Municipal League, and a semi-annual meeting of the association shall be held in the summer of each year in conjunction with the annual convention of the State Bar of Texas or at such other time and place as may be determined by the executive committee.

**ARTICLE VI. DUES.**

Section 1. The dues of each active member and of each associate member of the association shall be payable annually in advance, and may be changed upon recommendation of the executive committee and approved by a majority vote of the members present at any annual or semi-annual meeting.

**ARTICLE VII. FINANCES.**

Section 1. The General Counsel of the Texas Municipal League shall transact the necessary financial business of the association, keeping a complete record of all transactions, which shall be submitted for auditing at the annual meeting of the association. He shall give bond in such form and amount as may be determined by the executive committee, the premium of said bond to be payable by the association.

**ARTICLE VIII. SPECIAL COMMITTEES.**

Section 1. Each year at the annual meeting of the Texas City Attorneys Association, the incoming President shall appoint a committee of three (3) city attorneys, who are employed by their respective cities on a full-time basis, as a review committee with authority at the option of a majority of the committee members to prepare and file an Amicus Curiae brief on behalf and in the name of the association in those cases the committee deems of general importance in the field of municipal law or liability.

**ARTICLE VIII-A. REGIONAL ORGANIZATIONS.**

Section 1. The executive committee of the association shall have the power by by-laws to divide the State into Regions, to create and abolish Regions and regional organizations, to increase or decrease the number of Regions, to define the boundaries thereof and from time to time to change the same, and to prescribe the organization and officers of the Regions. Such regional organization, when so constituted, shall hold one or more regional meetings each year at such times and places as not to conflict with the annual meeting or semi-annual meeting of the association, in order to encourage fellowship among the members and to promote the study of municipal law.

Section 2. At any time when there is no regional organization within any area of the State, members of the association in such area located in one or more counties, may organize local clubs or societies, elect their own officers, and hold such meetings as they desire at such times and places as not to conflict with the annual meeting or the semi-annual meeting of the association. Upon creation of regions by the executive committee, local clubs or societies of members of the association organized under this Section shall be dissolved, and shall be merged into the regional organization of the Region in which they may be located.

Section 3. At any time after the creation of Regions and regional organizations within the State, when it becomes apparent to the executive committee that there is not sufficient interest to justify continuance of regional organizations, the executive committee may amend or repeal the by-law creating the Regions and regional organizations.

**ARTICLE IX. AMENDMENTS.**

Section 1. This Constitution may be amended at an annual or semi-annual meeting of the association by a majority vote of the members present and voting, provided the proposed amendment shall have first been prepared in writing and submitted to the executive committee on or before the day of the annual or semi-annual meeting.

**ARTICLE X. BY-LAWS.**

Section 1. The executive committee of the association shall have the power to adopt by-laws, consistent with this Constitution and the League Constitution, governing the conduct of its meeting and the business of the association.

**ARTICLE XI. EFFECTIVE DATE.**

Section 1. This Constitution shall become effective immediately upon its adoption subject only to ratification by the Executive Board of the Texas Municipal League.

(Constitution of the Texas City Attorneys Association was approved by the Board of Directors of the Texas Municipal League on January 26, 1962.)

(All subsequent amendments to the Constitution of the Texas City Attorneys Association have been approved by the Board of Directors of the Texas Municipal League.)