

Texas City Management Association

Constitution
as last amended
June 2017

Article I. Name & Location

Section 1. Name. This organization shall be known as the Texas City Management Association.

Section 2. Statutory Basis. The Texas City Management Association is a non-profit corporation, organized under the Texas Non-Profit Corporation Act. For the purposes of that Act, the Constitution shall serve as the by-laws of the Association.

Section 3. Location. The Texas City Management Association shall be located at the headquarters of the Texas Municipal League in Austin, Travis County, Texas.

Article II. Purpose

The purpose of this Association shall be to promote the highest standards of governance, service, leadership, ethics and education while embracing individual and regional diversity for the benefit of our membership and the cities of Texas. TCMA is committed to the council-manager form of government, effective partnerships with elected officials, the professionalism of our organization and members, and quality service to our membership and the cities we serve.

Article III. Officers

Section 1. Board of Directors. The affairs of this Association shall be conducted by an Board of Directors composed of the following officers: a President; a President-Elect; a Vice President; the Executive Director of the Texas Municipal League or his designee as an ex-officio, non-voting member; a Director, who shall represent the Association on the Texas Municipal League Board of Directors; the Immediate Past President of the Association; ten (10) Directors one each of the ten (10) Texas City Management Association regions described in Article IV; and one (1) Director-at-Large, which shall be filled by a Full or Associate Member as defined in Article V, Section 1, Subsection A and B and one Representative of the Assistants' Organizations.

Section 2. Election of Officers. Officers of the Association shall be elected as follows:

A. (1) The President-Elect, Vice President, Director-at-Large, and Director to the Texas Municipal League Board shall be elected by a plurality of the Voting Members (except as otherwise provided in this Constitution) by ballot as outlined in Section 6 of this constitution except that the Director to the Texas Municipal League Board of Directors shall be elected on even years only;

(2) In the event of a vacancy in an office of the Executive Committee, the order of succession is President, President-Elect, Vice President, Immediate Past President.

- B. The ten regional Directors shall be elected by a plurality of the Voting Members (except as otherwise provided in this Constitution) in their respective regions either voting by ballot or at the regional meeting held in the last quarter of the year. The name of the new regional director shall be submitted to the TCMA President and staff within 30 days after the election and no later than January 31st.
- C. Representative of the statewide assistants' organizations
 - (1) The assistants' organization's Vice President is designated as the individual for the reserved position on the TCMA Board.
 - (2) The individual who will fill this position must be a TCMA member and a city or Council of Governments employee.
 - (3) The position shall rotate among the eligible statewide assistants' organizations. For a statewide assistants' organization to be eligible to hold this position at least twenty (20%) of its current membership must be TCMA members. If less than twenty (20%) of a statewide assistants' organization's members are current TCMA members, the Vice President from that organization is not eligible to hold this TCMA Board position.
 - (4) The term of this position is one-year and begins at the conclusion of the TCMA Annual Conference.
- D. The term "ballot," as used in any section of this document, is defined an electronic document used to allow the TCMA voting membership to vote on eligible issues and prospective officers. A ballot will allow eligible members to vote without their vote being revealed to the TCMA Board of Directors or membership. Any electronic balloting system selected by the Board of Directors will have safeguards against multiple votes by a single member in a single election.

Section 3. Terms of Office. Terms of officers shall be as follows:

- A. The President, President-elect, and Vice President shall serve terms of one year each, said terms to commence immediately upon adjournment of the TCMA Annual Conference; the President-Elect shall automatically become President at the conclusion of his/her term as President-Elect.
- B. The Director of the Texas Municipal League Board of Directors shall serve for a term of two years with a limit of two consecutive terms, said term to commence immediately upon adjournment, during even-numbered years, of the Annual Conference of the Texas Municipal League;
- C. The ten regional Directors shall serve terms of two years each with a limit of two consecutive terms, said terms to commence immediately upon adjournment of the TCMA Annual Conference; except, however, that terms of approximately one-half of the regional Directors shall expire each year. Therefore, the terms of Directors from regions bearing odd-numbered designations shall expire on odd-numbered years, and the terms of Directors from regions bearing even-numbered designations shall expire in even-numbered years.

- D. The Director-at-Large shall serve for a term of two years with a limit of two consecutive terms, said term to commence immediately upon adjournment, during odd-numbered years, of the TCMA Annual Conference.

Section 4. Vacancies. In the event that the TCMA President, President-Elect, Vice President, TML Board Representative, Director-at-Large, or Immediate Past President resigns or is terminated from his/her city/COG employment, he/she shall either resign from the TCMA Board position held or petition within 30 days to complete the term of office. If the individual does not petition for completion of his/her term within 30 days, or the Board does not approve the petition, then a vacancy occurs.

- A. In the event of a vacancy in the office of TCMA President, the President-Elect shall become President, and shall serve in this capacity until the next succeeding, TCMA Annual Conference when he/she shall commence to serve the one (1) year term as President to which he would have automatically succeeded as provided in Section 3 A. A vacancy which occurs in the office of President-Elect as a result of the President-Elect vacating such office in order to serve the remainder of the unexpired term of the President shall remain vacant until the next succeeding election, when an election for the office of President-Elect shall be held in accordance with Article III, Sections 2 and 3. In the event a vacancy in both the offices of President and President-Elect shall exist at the same time, the Vice President shall become the President and shall serve in this capacity until the next ballot, when an election for both the offices of President and President-Elect shall be held in accordance with Article III, Sections 2 and 3.
- B. In the event of a vacancy in the office of TCMA Vice President, the Immediate Past President shall become Vice President, and shall serve in this capacity until the next succeeding election, when an election for this office shall be held in accordance with Article III, Sections 2 and 3.
- C. In the event of a vacancy in the office of Director to the Texas Municipal League Board, the TCMA President shall fill the same until the next succeeding election, when a Director shall be elected as provided in Article III, Section 2 and 3.
- D. In the event of a vacancy in a regional directorship, Voting Members (except as otherwise provided in this Constitution) shall fill such vacancy by plurality vote either at a meeting of said region or by ballot.
- E. In the event of a vacancy in the office of Director-at-Large, the TCMA President shall appoint someone to fill the same until the next succeeding election, when a Director shall be elected as provided in Article III, Sections 2 and 3.
- F. In the event of a vacancy in the office of President-Elect and when such vacancy does not occur as a result of the President-Elect vacating the office in order to serve the remainder of the unexpired term of the President, a special election shall be held in which the Association shall elect a President-Elect by election under the same guidelines provided for regular elections as outlined in Section 6 of this Constitution.

Section 5. Qualifications of Officers. With the exception of the TML Executive Director or his designee and Director-at-Large, all members of the Board of Directors shall be Full members of the Association, as defined in Article V, Section 1 (A) of the Constitution.

Section 6. Nominations & Elections

- A. The Association shall elect by ballot the officers enumerated in Article III, Section 2 (A). Any candidate receiving a plurality of all votes cast for any office shall be declared elected. The Chair of the Nominating Committee shall appoint two members of the Nominating Committee to assist the staff with counting the ballots. Newly-elected officers shall officially take office upon conclusion of the TCMA Annual Conference with the exception of the Director to the TML Board whose term will not commence until the adjournment of the TML Annual Conference in even-numbered years. The results of the election shall be shared with the membership in a timely manner.
- B. Nominations shall be made by a nominating committee composed of the Immediate Past President who will serve as the committee chair and be the representative from his/her region and one representative from each of the other TCMA regions. All ten (10) members of the committee shall be classified under the "Full" membership category and not more than two (2) committee members shall be Past Presidents. A member of the Nominating Committee can not be a candidate for a statewide TCMA Board Officer position.
- C. The nominating committee shall invite all members to submit recommendations for nominations and inform them that names may be placed in nomination by petitions signed by at least fifteen (15) "Full" classified members (except for at-Large position which would require fifteen (15) "Voting" members regardless of classification) and presented to the nominating committee. The TCMA Board shall establish the process and form in which petitions shall be submitted including, but not limited to mail or electronic forms. Recommendations and petitions must be received by the nominating committee by a deadline date which shall be established by the Board and announced to the membership not less than 45 days prior to such deadline.
- D. The nominating committee shall make available to each Voting Member, no less than 60 days prior to the annual business meeting, a ballot including the candidates for each office together with biographical information on each candidate. Not less than 30 days shall elapse after making the ballot available to all Voting Members before same are canvassed by the canvassing subcommittee of the nominating committee.
- E. Cancellation of Elections

An election of statewide officers to the TCMA Board may be canceled if:

- (1) each candidate whose name is to appear on the TCMA ballot is unopposed; and
- (2) if no propositions are to appear on the ballot; and

- (3) the TCMA Nominating Committee does not wish to add the name of any other candidates to the ballot that would contest an election.

The TCMA Nominating Committee shall certify in writing that only one candidate's name is to be placed on the ballot for that office and no propositions are to appear on the ballot. This certification shall be delivered to the TCMA Board as soon as possible after the filing deadline for submission of petitions for statewide TCMA Board positions.

On receipt of the certification, the TCMA Board may declare each unopposed candidate elected to the office. If a declaration is made, the election is not held. A copy of the declaration shall be provided to the TCMA membership by a method determined by the TCMA Board.

Article IV. Regional Organization

Section 1. Regions. The Texas City Management Association shall be divided on a geographical basis into ten (10) regions which overlap the fifteen (15) Texas Municipal League regions. The ten (10) regions of the Association shall be numbered and named as follows:

- Region 1—Panhandle
- Region 2—West Texas
- Region 3—Red River Valley
- Region 4—North Texas
- Region 5—East Texas
- Region 6—Southeast Texas
- Region 7—Central Texas
- Region 8—South Central Texas
- Region 9—Coastal Bend
- Region 10—South Texas

Section 2. Official Map. The Texas City Management Association's "Regional Map of the State of Texas" is hereby made an official part of the Constitution of the Association and is depicted in this document.

Article V. Memberships

Section 1. Membership Classifications. Memberships in the Association shall be classified as Full, Associate, Cooperating, Student, and Special.

A. Full Member. A Full member shall meet one of the following qualifications:

- (1) A person who (a) is performing the duties of City Manager/City Administrator of a council-manager or commission-manager city so recognized by the Texas City Management Association, and (b) is appointed by the City's governing body as city manager/city administrator may be admitted to full membership in this association by majority vote of the Board of Directors. A city manager moving from outside the

State of Texas to assume a city manager position will be eligible for immediate full membership.

- (2) A person who is performing the duties of City Manager/City Administrator of a city recognized by the Texas City Management Association as a city which does not operate under the council-manager plan, but provides for overall management responsibilities in a designated position appointed by the governing body.
- (3) Any person who is the full-time administrative head of a legally constituted council of governments shall be eligible for full membership.
- (4) Any person who is a deputy or assistant city manager or COG director
- (5) Any person who is employed by a city and certified by both the member's City Manager and TCMA Regional President as performing the duties of a Deputy or Assistant City Manager.
- (6) Any person who is employed by a COG and certified by both the member's COG Director and TCMA Regional President as performing the duties of a Deputy or Assistant COG Director.

B. Associate Member. An Associate Member shall meet one of the following qualifications:

- (1) Any person who is employed within the city manager's office as an "assistant to" or "administrative assistant"; or,
- (2) Any person who is employed within an assistant or deputy city manager's office as an "assistant to" or "administrative assistant."
- (3) Any person who fills a position as a department director, department head, or an assistant within a city or council of governments (COG) department and has obtained a statement co-signed with their current city manager/city administrator or COG director indicating a continued interest in pursuing a career in city management.

C. Cooperating Member. There are several categories of Cooperating members which are:

Cooperating Member I

- (A) Interested persons employed in the private sector
- (B) Interested persons from other entities such as federal or state government, counties, public agencies, and special authorities/districts
- (C) Interested persons from out-of-state

Cooperating Member II

- (A) Persons employed within universities

Cooperating Member III

- (A) Former members of good standing who have retired from the profession and are not seeking employment.
- (B) City/COG personnel who do not secure co-signed statement from their City Manager/City Administrator or COG Director.
- (C) City/COG personnel who are not eligible for associate membership such as Administrative Analyst, Budget Analyst, or Management Analyst.

D. Student/Intern Member. A student member shall meet one of the following qualifications:

- (1) Any person who is registered as a student in a college or university public administration program with an emphasis in urban management; or,
- (2) Any person who is serving as an intern within a city, COG, county, public agency, special authority/district, or related local government entity.

E. Special Member. A Special Member shall meet one of the following qualifications:

- (1) Life Member. Any person who is chosen to become a Life Member of the Association because of distinguished public service to local government. They shall hold no office, and no person who is eligible for Full or Associate Membership in the Association shall be chosen as a Life Member at the same time. Life members have application endorsement, petition, and voting privileges. Prospective Life Members shall be unanimously approved by the Board of Directors.

To qualify for Life Membership, the following conditions must be met:

- (1) Retirement: Must have retired "from active service in a Texas city/COG." This is interpreted to mean that the person has completed his/her last service as a Full or Associate member; he/she has stopped normal gainful employment or has turned to another field with no reasonable expectation of serving again as a Full or Associate Member. Any Life member who becomes eligible for any other membership category through new employment will postpone their Life membership until they meet all Life membership criteria again.
- (2) Membership: Must have been a Full or Associate Member eligible to hold an overall management position in a Texas city/COG for a minimum of twenty (20) years regardless of age at retirement.
- (2) Distinguished Member. A Distinguished Member shall be chosen because of outstanding contributions to the management profession and to good local government; and whose years of distinct service and contributions have been particularly beneficial to the Association and to the council-manager plan. A candidate must be a TCMA member or a previous TCMA member in good standing of the Association and must have been involved over a long period of years in making contributions toward the development of the city management profession.

They may be proposed by the TML Executive Director or his designee or any "Voting" Member of the Association and shall be approved by a unanimous vote of the Board of Directors. Distinguished members have the application endorsement privilege.

Section 2. Eligibility. Full, Associate, or Cooperating Membership shall be determined upon the basis of the applicant being employed by a city or council of governments qualified under one of the following procedures:

- A. The Board of Directors shall establish a set of standards by which the TML Executive Director or his designee may recognize on behalf of the Association a municipality operating under the council-manager plan.
- B. The Board of Directors shall establish a specific method by which it, by majority vote, shall recognize a city which does not operate under the council-manager plan but provides for overall management responsibility in a designated position appointed or confirmed by the legislative body or appointed by the chief elected executive.
- C. The Board of Directors shall establish a specific method by which it, by majority vote, shall recognize a legally constituted council of governments which provides for overall management responsibility in a designated position appointed or confirmed by the legislative body or appointed by the chief elected executive.

Section 3. Application for Memberships. Applicants for membership in any classification shall, as a prerequisite for consideration by the Board of Directors, file with the TML Executive Director or his designee a membership application form endorsed by one Full, Distinguished, or Life Members of the Association. This Full, Distinguished, or Life Members by signature is indicating they have discussed the Code of Ethics with the prospective members. It is understood that by signing the application, the prospective member is subject to the Rules of Enforcement regarding the Code of Ethics. Such completed form thereupon shall be presented by the TML Executive Director or his designee to the Board of Directors, which shall act on the membership application. It is required that a complete application be filed when reinstatement of membership is requested; subsequently, the eligibility of members for membership in the several classifications shall be determined by the Board of Directors. Membership is not transferable; it shall be in the name of the individual and shall not attach to the position. Any member who has resigned or has been removed from his/her position may retain his/her membership status provided the constitutional provisions regarding his/her classification are met.

Section 4. Limitations on Certain Membership Classifications. Cooperating and Student/Intern Members shall not be eligible to hold office or vote in the Association. Associate members shall be able to petition for the Director-at-Large, vote for any position but, only hold the office of Director-at-Large. However, members in all classifications shall be afforded the privileges of attending and joining the discussions at official meetings and conferences of the Association.

Section 5 Code of Ethics. The TCMA Board shall promulgate a Code of Ethics, Rules of Enforcement, and Guidelines of Procedures as appropriate.

Article VI. Membership Dues

Section 1. Dues By Membership Classification. Except as otherwise provided, annual dues for the several classifications of membership shall be as follows:

- A. Full Members shall be assessed annual dues at the rate of three dollars (\$3.00) for each one thousand dollars (\$1,000.00) base annual salary paid.
- B. Associate Members shall be assessed annual dues at the rate of two dollars (\$2.00) for each one thousand dollars (\$1,000.00) base annual salary paid.
- C. Cooperating Members shall be assessed annual dues in amounts as determined by a majority vote of the Board of Directors.
- D. Life/Student/Intern Members shall be assessed annual dues in an amount as determined by a majority vote of the Board of Directors.

No additional assessments shall be made on any membership classification of the Association.

Section 2. Proration of Certain Dues. Dues for new members only shall be prorated as follows: if such new members shall be approved for membership in the Association during the months of January, February, March, April, May or June of any year, he/she shall be assessed the full dues applicable to his/her membership; during the months of July, August, September, October, November or December of any year, he/she shall be assessed at one-half (1/2) the rate of dues otherwise applicable to his/her classification of membership.

Section 3. Suspension For Nonpayment of Dues. Any member of the Association whose dues are in arrears for a period of three months shall be automatically suspended from membership in the Association, and he/she shall be so notified.

Article VII. Committees/Task Forces

The President shall appoint such committees and task forces as he/she may deem advisable except that the creation of said committees shall be subject to the approval of the Board of Directors.

Article VIII. Meetings of the Association

The general membership of the Association shall regularly meet on at least one occasion annually: (1) at the TCMA Annual Conference the site for which shall be determined by majority vote of the Board of Directors.

Pursuant to Tex. Gov't Code Section 551.001(4) (Vernon 1994), notice of regular meeting shall not be required.

Article IX. Amendments to the Constitution

The TCMA Constitution may be amended or repealed by a two-thirds (2/3) vote of the voting members of the Association present at the TCMA Annual Conference Business Meeting or by a majority of the total voting members of the association by ballot, as defined in Article III, Section 2, Subsection D of this document. Fifteen (15) voting members of this Association may by petition the Board of Directors to initiate a desired change, which change shall be considered by the Voting members upon a two-thirds (2/3) vote of the Board of Directors, or the Board of Directors may initiate a desired change on its own motion by a 2/3 vote, which shall be considered by the Voting members. Ratification will occur by two-thirds vote of the members present at the TCMA Annual Conference or by a majority of voting members on the same by ballot, such ballot to be canvassed by at least two (2) members of the Board of Directors within at least thirty (30) days after the same has been submitted to them by the TML Executive Director or his designee. All amendments to TCMA's Constitution must be submitted to and have the approval of the Board of Directors of the Texas Municipal League before the amendments may become effective. Notice to the TCMA membership on proposed Constitutional changes that will be voted on at the TCMA Annual Conference Business Meeting must be provided at least 30 days in advance of the TCMA Business Meeting.

Article X. Proceedings

Section 1. The proceedings of the Texas City Management Association shall be conducted as directed in its Constitution; and, where the absence of specific direction prevails, the proceedings of the Association shall be conducted in accordance with Robert's Rules of Order, and the same is hereby adopted for all authority not herein specifically given.

Section 2. Any question as to the meaning or construction of this Constitution shall be decided by a majority vote of the Board of Directors, and the decision of the Board shall control and be binding until and unless rescinded by either a vote of two-thirds (2/3) of the voting members present and voting at the Business meeting of TCMA's Annual Conference, by a majority of Voting members on the same ballot, or when the same shall have been rescinded by action of a court of competent jurisdiction.

Article XI. Adoption

This Constitution shall be in full force and effect from and after its approval by a majority of the members of the Board of Directors.

Article XII. Board of Directors

The duties of the officers of this Association shall be such as by general usage are indicated by the title of office. The Board of Directors shall act in the capacity of directors, and shall

supervise and control the affairs of the Association when the Association membership is not assembled as provided in Article VIII of the Constitution.

Article XIII. Executive Committee

The Executive Committee shall consist of the following: The President, the President-Elect, the Vice-President, the TML Board Representative, and the Immediate Past President. The Executive Committee shall have authority to act for the Board of Directors at intervals between meetings of the Board provided all actions taken by the Executive Committee shall be reviewed by the Board at its next meeting.

Article XIV. Voting by Proxy

Voting by proxy shall not be allowed at any TCMA Board meeting.

Article XV. Fiscal Year

The fiscal year of the Association shall begin on the first day of July and terminate on the last day of June for each twelve-month period. Dues and subscriptions shall be payable annually in advance.