

**TEXAS MUNICIPAL COURTS EDUCATION CENTER
CONSTITUTION AND BYLAWS**

July 22, 2006

ARTICLE I: NAME AND LOCATION

Section 1.01. Name. The name of this organization is the “Texas Municipal Courts Education Center.”

Section 1.02. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Austin, Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.03. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: PURPOSE

The Corporation is organized exclusively for charitable, literary and educational purposes of providing: (1) judicial education, technical assistance, and the necessary resource material to assist municipal judges, court support personnel, and city attorneys in obtaining and maintaining professional competence in the fair and impartial administration of criminal justice; and, (2) information to the public about the Texas judicial system and laws relating to public safety and quality of life in Texas communities. The corporation is established as a permanent organization in Texas seeking to enrich the local community through activities promoting such provision. The Corporation may engage in any activities that further its purpose.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political

campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III: MEMBERSHIP

The corporation shall have no voting members.

ARTICLE IV: TERMS OF OFFICE, SUCCESSION AND VACANCIES

Section 4.01. Terms of Officers. The terms of the officers will begin on September 1 and the offices of President, President Elect, and Immediate Past President shall be for a term of one year. The offices of First Vice President, Second Vice President, Secretary, and Treasurer shall be for a term of two years. The office of First Vice President and Secretary shall be elected in odd-numbered years beginning in 2007. The office of Second Vice President and Treasurer shall be elected in even numbered years beginning in 2008, and these two offices shall be elected for a term of one year in 2007.

Section 4.02. Terms of Directors. The terms of the directors will begin on September 1 and they will serve a staggered term of two years. Directors from odd-numbered regions will be elected in odd-numbered years. Directors from even-numbered regions will be elected in even-numbered years. Directors who have served two (2) complete consecutive terms as director of one of the regions shall not be eligible for nomination or election to that position for the term immediately following the second complete consecutive term.

Section 4.03. Vacancy of Officer. In the event of a vacancy of the office of the President, the First Vice President shall succeed. In the event of a vacancy in the office of First Vice-President, Second Vice-President, Secretary or Treasurer, the vacancy will be filled by appointment by the President and approved by the Board of Directors. In the event of a vacancy of the office of President-Elect, the office will

remain vacant and the office of President for the following year will be filled at the next general or special election of the membership of the Texas Municipal Courts Association.

Section 4.04. Vacancy of Director. In the event of a vacancy in a position on the Board of Directors, the President will appoint a director with approval of the Board of Directors. The appointed person will hold the position until confirmed. The person appointed will serve to the end of the unexpired term of office to which appointed.

ARTICLE V: BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 5.02. Ex Officio Membership. The Texas Municipal Courts Association Board of Directors shall serve as the Board of Directors of the Texas Municipal Courts Education Center.

Section 5.03. Board Composition. The Board of Directors shall consist of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, ten regional directors, and the Immediate Past President of the Texas Municipal Courts Association. All members of the Board of Directors must be employed or serving in a municipal court in the State of Texas during their term of office.

Section 5.04. Quorum and Notice. Nine members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Written notice of a meeting of the Board of Directors shall be given to each member not less than 14 days prior to said meeting and shall contain the purpose, place, date and time of said meeting unless waived by a majority of the Board of Directors. A meeting of the Board of Directors will be held upon the request of five board members.

Section 5.05. Annual Meeting. An annual meeting of the Board of Directors shall be held at a time and place to be determined by the majority vote of those directors present at a regularly scheduled meeting of the Board of Directors at which a quorum is present.

Section 5.06. Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting

shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 5.07. Budget. The annual budget of the Corporation shall be approved by the Board of Directors. All expenditures shall be approved in writing pursuant to Article XII.

Section 5.08. Rules of Order. The rules contained in the current edition of *Robert's Rules of Order*, newly revised, shall govern the meetings of the Corporation in all cases to which they are applicable and not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE VI: DUTIES OF THE PRESIDENT

Section 6.01. Presiding Officer. The President of the Texas Municipal Courts Association shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation. The President shall also be the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and Executive Committee.

Section 6.02. Authority to Call Meetings The President may call meetings of the Board of Directors at such times and places as he or she may deem proper.

Section 6.03. Authority to Fill Vacancies. The President, with the consent of a majority of the members of the Board of Directors, shall appoint a duly qualified member to fill any vacancy on the Board of Directors.

Section 6.04. Appointment of Standing Committees. The President shall appoint the Standing Committees set forth herein.

Section 6.05. Appointment of Other Committees. The President may also appoint such other committees as may be necessary to carry on the business and affairs of the Corporation.

ARTICLE VII: DUTIES OF THE VICE-PRESIDENTS

Section 7.01. Absence of the President. The Vice-Presidents, in their numerical order, shall preside over meetings or assume the duties of the President in the absence, incapacity, resignation or removal of the President.

Section 7.02. Assignment of Other Duties. The Vice-Presidents shall assume those duties as assigned by the President, including Historian and Parliamentarian.

ARTICLE VIII: DUTIES OF THE SECRETARY

Section 8.01. The Secretary shall record, keep and report the minutes of all meetings of the membership of the Corporation and of the Board of Directors. In the absence of the Secretary, the President shall appoint one from among the membership present to record the meetings. The Secretary shall submit minutes of the last meeting to the person or persons responsible for distribution and the minutes shall be submitted within 30 days of the board meeting at which the minutes were taken.

Section 8.02. The Secretary or his or her designated representative shall notify in advance each board member setting forth the date, time and place of each regular board meeting and shall perform such other duties as may be necessary for meetings.

ARTICLE IX: DUTIES OF THE TREASURER

Section 9.01. Records. The Treasurer shall ensure that the Corporation's financial records are properly maintained and related reports are provided to the Corporation's board. The Treasurer will furnish to the President of the Corporation a list of all bank accounts, location, access numbers and will update the list if there are any changes in the existing accounts or creation of new accounts. This first list shall be submitted within 30 days of adoption of these bylaws.

Section 9.02. Expenditures. The Treasurer shall arrange for all bills of the Corporation to be timely paid.

Section 9.03. Records of Receipts. The Treasurer shall ensure that a complete record of all charitable donations, grant funds, and program income are accurately kept.

Section 9.04. Audit. The Treasurer shall cooperate to the fullest extent in an annual review of the books and accounts of the Corporation. Such audit shall be conducted by an authority appointed by the Board of Directors of the Corporation, and the audit shall be completed at least 12 months after the close of the fiscal year.

Section 9.05. Finance Committee. The Treasurer shall automatically serve as a member of the Corporation's Budget and Finance Committee.

ARTICLE X: EXECUTIVE COMMITTEE

Section 10.01. Composition. There shall be an Executive Committee of the Corporation composed of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past President of the Texas Municipal Courts Association.

Section 10.02.Authority. The Executive Committee may act in the place of the Board of Directors between board meetings on all matters. The Executive Committee shall report on all actions at the next board meeting.

ARTICLE XI: STANDING COMMITTEES

Section 11.01. Appointment. The following standing committees shall be staffed by the President as provided in Article VI, Section 6.06, of these bylaws: Budget and Finance Committee, Education Committee, and Personnel Committee.

Section 11.02. Budget and Finance Committee. The Budget and Finance Committee shall be charged with establishing a process to provide sound financial planning by preparing and implementing an annual operating budget for the Corporation based upon current operating funds and the reasonable forecast of future income; to seek and identify additional sources of funding and to develop a long range plan to provide more charitable, literary and educational services consistent with the Corporation's purpose as stated in Article II.

Section 11.03. Education Committee. This requirement for this committee is established by the Court of Criminal Appeals' "Rules of Judicial Education". Each committee member shall be familiar with the "Rules of Judicial Education". The committee is responsible to assure that the "Rules of Judicial Education" are followed. The Rules grant this committee autonomous authority (1) to approve judicial continuing education programs to satisfy mandatory judicial education requirements, (2) to rule on request for waivers for non-compliance with mandatory judicial education requirements and (3) to report to the State Commission on Judicial Conduct, by November 1, the names of judges who either did not comply with the mandatory judicial education requirements or were not granted a waiver.

The committee will submit to the Board of Directors for approval the committee's recommendation of other matters such as dates and locations of seminars, registration fees, compensation to speakers, and all other matters except those not exclusively assigned to the committee by the "Rules of Judicial Education".

Section 11.04. Personnel Committee. The committee is available, upon request, to discuss with and provide advice regarding any personnel matters. The committee will review the existing personnel policies and recommend changes that would be appropriate; the committee will also evaluate and recommend any adjustment to the compensation of employees.

ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 12.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized

by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 12.02. Checks and Drafts. Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 12.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 12.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIII: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation including: a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (For example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law.

ARTICLE XIV: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by a quorum of the

persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV: AMENDMENTS

Section 15.01. Bylaws. This constitution and bylaws may be amended, provided that the proposed revision has been given in writing to the board of this Corporation and, by majority vote, the board has approved its submission.

Section 15.02. Articles of Incorporation. The Articles of Incorporation of the Corporation may, to the extent allowed by law, be altered, amended, or restated and new Articles of Incorporation may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such meeting.

ARTICLE XVI: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September of one year and end on the 31st day of August of the following year.

ARTICLE XVII: INDEMNIFICATION

All directors and officers of the Corporation are indemnified against expenses actually and necessarily incurred by them, including attorney's fees, in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Corporation, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVIII: DISSOLUTION

On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors pursuant to Article II.

ARTICLE XIX: TRANSITION TO NEW CONSTITUTION AND BYLAWS

Amendments to this constitution and bylaws will have an immediate effect upon passage by the Board of Directors.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By Laws of Texas Municipal Courts Education Center, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this ___ day of _____, 2006.

Signature

Title