# The Texas Municipal Clerks Association, Incorporated

CERTIFICATE OF INCORPORATION
NUMBER 01002258-01
June 27, 1986

Registered Office
1155 Union Circle #305067
Denton, Texas 76203

## TABLE OF CONTENTS


| Chapter | | Page |
|---|---|---|
| 1. | CHARTER | 1-1 |
| | TMCA, Inc., Organizational Chart | 1-7 |
| 2. | CODE OF ETHICS AND MISSION STATEMENT | 2-1 |
| 3. | BYLAWS | 3-1 |
| | Article I - Name and Principal Office | 3-2 |
| | Article II - Goals and Objectives | 3-2 |
| | Article III - Affiliation | 3-2 |
| | Article IV - Members | 3-2 |
| | Article V - Chapters | 3-3 |
| | Article VI - Meetings of Members | 3-4 |
| | Article VII - Executive Board | 3-4 |
| | Article VIII - Officers | 3-6 |
| | Article IX - Committees | 3-7 |
| | Article X - Contracts, Checks, Deposits, and Funds | 3-9 |
| | Article XI - Dues | 3-9 |
| | Article XII - Books and Records | 3-10 |
| | Article XIII - Fiscal Year | 3-10 |
| | Article XIV - Waiver of Notice | 3-10 |
| | Article XV - Amendments to Bylaws | 3-10 |
| 4. | DUTIES OF OFFICERS | 4-1 |
| | The Office of the President | 4-2 |
| | The Office of the President Elect | 4-2 |
| | The Office of the Vice President | 4-3 |
| | The Office of the Secretary | 4-3 |
| | The Office of the Treasurer | 4-3 |
| | The Office of the Trustee | 4-4 |
| 5. | AUDIT COMMITTEE PROCEDURES | 5-1 |
| | Committee Preparation | 5-2 |
| | Audit Procedures | 5-2 |
| | Exhibit A - TMCA Audit Committee Report | 5-3 |
| 6. | NOMINATING COMMITTEE PROCEDURES | 6-1 |
| | Committee | 6-2 |
| | Committee Responsibilities | 6-3 |
| | Officer and Trustee Term of Service | 6-5 |
| | Exhibit A–Nomination Application | 6-8 |
| | Exhibit B– Letter to Announce Convening of the Committee | 6-8 |
| | Exhibit C–Letter Advising that Current Officer/Trustee will not be Re-nominated for an Office | 6-9 |
| | Exhibit D–Letter to Applicants that will not be Presented for Nomination | 6-10 |
| 7. | EXECUTIVE BOARD MEETINGS/CERTIFICATION PROGRAM COMMITTEE MEETINGS | 7-1 |
| | Texas Municipal Clerks Association, Inc., Board Meeting Dates | 7-2 |
| | Certification Committee Meetings Dates | 7-2 |

8. FISCAL POLICY ..... 8-1
Allowable Budgeted Items ..... 8-2

9. COMMITTEE CRITERIA POLICY ..... 9-1
Committee Criteria Policy ..... 9-2
Guidelines for Committee Appointments ..... 9-3

10. TMCA MAJOR SCHOLARSHIPS/APPLICATIONS ..... 10-1
Purpose of Scholarships ..... 10-2
Scholarship Sources ..... 10-2
Scholarship Committee ..... 10-4
Scholarship Administration ..... 10-4
Eligible Applicants ..... 10-5
Selection Criteria ..... 10-6
Post Award Requirements ..... 10-7
Exhibit A – TMCA Major Scholarship Application ..... 10-8
Exhibit C – Sandra Watkins TMCCP Election Law Seminar Scholarship Application 10-9
Exhibit D – Legacy Scholarship Application ..... 10-10

11. MUNICIPAL CLERK OF THE YEAR AND DEPUTY/ASSISTANT CLERK OF THE YEAR POLICY ..... 11-1
MCY Nominations ..... 11-2
MCY Eligibility Requirements ..... 11-2
MCY Selection Criteria ..... 11-2
Deputy/Assistant MCY Nominations ..... 11-3
Deputy/Assistant MCY Eligibility Requirements ..... 11-3
Deputy/Assistant MCY Selection Criteria ..... 11-3

12. RETIREE RECOGNITION POLICY ..... 12-1

13. TMCCP CERTIFICATION AND RECERTIFICATION REQUIREMENTS ..... 13-1
Certification Program Overview and History ..... 13-2
Certification Requirements ..... 13-3
Recertification Requirements ..... 13-3
Academic Misconduct ..... 13-4
Exhibit A - TMCCP Policy on Academic Misconduct ..... 13-5
Exhibit B - TMCCP Policy on Academic Conduct for TMCCP Webinars ..... 13-6

14. CERTIFICATION COMMITTEE POLICIES AND PROCEDURES ..... 14-1
Duties and Responsibilities of Committee ..... 14-2
TMCCP Seminar Scholarship ..... 14-2
Substitutions ..... 14-4
Reinstatement of Certification ..... 14-5

15. ADVISORY MANAGEMENT COMMITTEE PURPOSE AND CREATION ..... 15-1

16. TMCCP ADMINISTRATIVE POLICIES ..... 16-1
Certification Program Money ..... 16-2
Speaker Travel and Honoraria Guidelines ..... 16-6
Travel Policy ..... 16-6
Other Program Expenses ..... 16-8
Sick Leave ..... 16-8
Vacation Leave ..... 16-8
Emergency Leave ..... 16-8

TMCA/TMCCP Longevity Pay Policy ..... 16-8
TMCA/TMCCP Performance Pay Policy ..... 16-9
Position Description: Administrative Director ..... 16-9
Position Description: Education Director ..... 16-10
Position Description: TMCCP Budget Officer ..... 16-11
Emergency Operation Plans ..... 16-11

17. LEGAL OPINIONS ..... 17-1
Action Minutes ..... 17-2
Liquor Liability ..... 17-4
ADA Compliance ..... 17-7

# 1.

# Charter

**SEAL**

**The State of Texas**
**Secretary of State**

**CERTIFICATION OF INCORPORATION**

**OF**

**TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.**
**CHARTER NUMBER 01002258-01**

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, ONLY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HEREIN A COPY OF THE ARTICLE OF INCORPORATION.

DATED JUNE 27, 1986

**SEAL**

Signature
Secretary of State

TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.
75-xxxxxxx
Form 1023

**SEAL**

**THE STATE OF TEXAS**

**Secretary of State**
**June 27, 1986**

DARLENE WHITTEN
2145 WOODBROOK
DENTON, TX 76205

RE:
TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.
CHARTER NUMBER 01002258-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

Signature
Secretary of State

**SEAL**

TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.
75-xxxxxxx
Form 1023

**FILED**
**in the Office of the**
**Secretary of State of Texas**
**June 27, 1986**
**Clerk I-C**
**Corporate Section**

# ARTICLES OF INCORPORATION
# FOR
# TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.

We, the undersigned natural persons, of the age of 21 years or more, who are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Nonprofit Corporation act, do hereby adopt the following Articles of Incorporation:

I.

The name of the corporation is TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.

II.

The corporation is a nonprofit corporation.

III.

The period of its duration is perpetual.

IV.

The corporation is organized for the following purpose:

For charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

V.

The street address of the initial registered office of the corporation is 1400 Kendolph, Denton, Texas 76201, and the name of its initial registered agent at such address is Dorothy Faye Byrd.

TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.
75-xxxxxxx
Form 1023

VI.

The number of directors constituting the initial Board of Directors of the corporation is three (3) and their names are as follows:

| | |
|---|---|
| President - | Wilma Thomas<br>P.O. Box 1431<br>Wichita Falls, TX 76307 |
| Vice President - | Pat Rutherford<br>P.O. Box 26569<br>Benbrook, TX 76126 |
| Secretary/Treasurer - | Betty Thorn<br>P.O. Box 409<br>Henrietta, TX 76365 |

VII.

The name and street address of each incorporator is as follows:

| | |
|---|---|
| Darlene A. Whitten | 2145 Woodbrook<br>Denton, TX 76205 |
| Wanda E. Cobb | 2105 Houston Place<br>Denton, TX 76201 |
| Terry P. Bane | 1509 Egan<br>Denton, TX 76201 |

VIII.

The corporation is not organized for profit or personal gain, and consequently, the corporation shall not be authorized to issue any shares of stock, and there shall never be any dividend declared or paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article IV hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.
75-xxxxxxx
Form 1023

IX.

Upon the dissolution of the corporation, the membership shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operating exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

DATED this 23rd day of June, 1986.

Signature
Darlene A. Whitten
Signature
Wanda E. Cobb

Signature
Terry P. Bane

I, a notary public, do hereby certify that on this_ day of June, 1986, personally appeared before me DARLENE A. WHITTEN, WANDA E. COBB, AND TERRY P. BANE, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

Charlotte Keener (Signature)
Notary Public, State of Texas

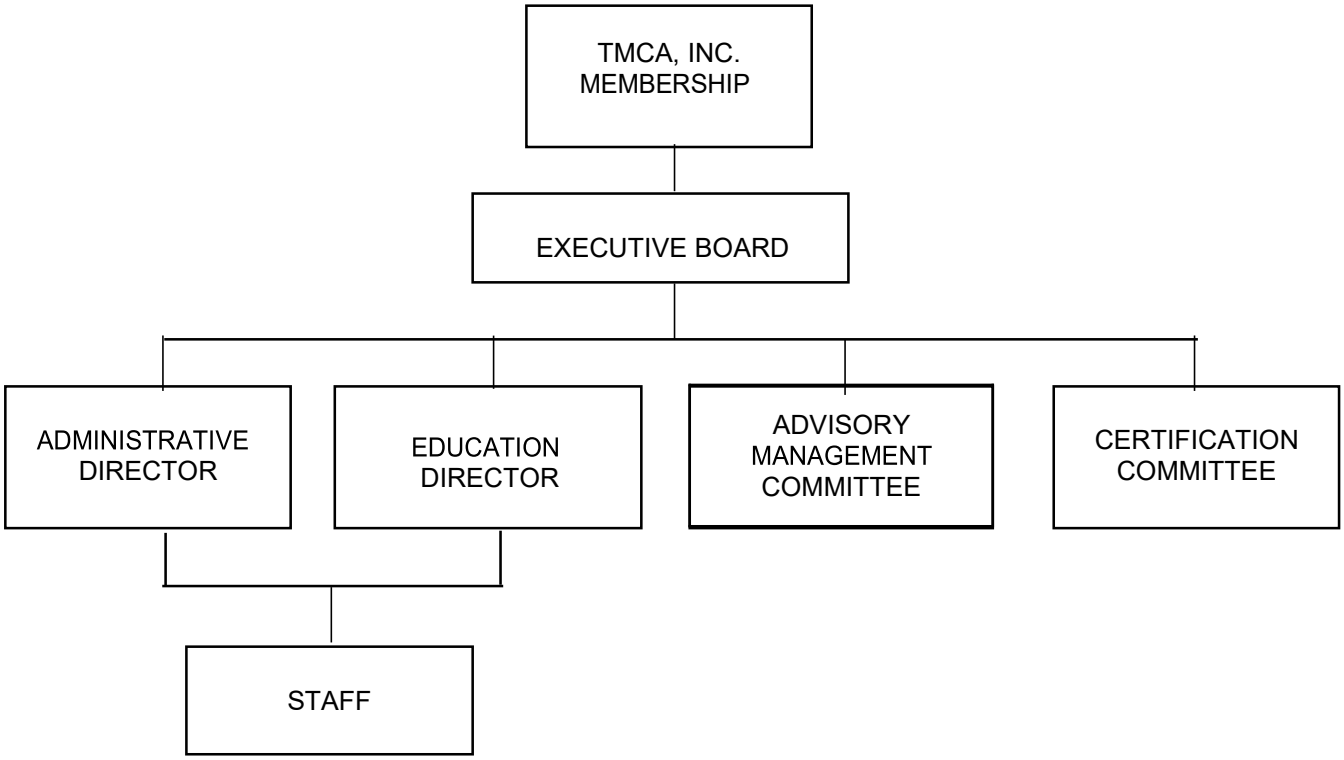
My commission expires: 3/3/89
Notary's type or printed name:

Charlotte Keener

TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.
75-xxxxxxx
Form 1023

THE **STATE** OF TEXAS
COUNTY OF DENTON

**TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.**
**ORGANIZATIONAL CHART**



# 2.

# Code of Ethics
# and
# Mission Statement

Revised 12/19/2024

## CODE OF ETHICS

Recognizing their responsibilities to the people, desiring to inspire public confidence and respect for government, and believing that honesty, integrity, loyalty and courtesy form the basis of ethical conduct, members of the Texas Municipal Clerks Association, Inc., do hereby subscribe to the following principles and ethics which will govern the personal and professional conduct as a municipal clerk:

To uphold constitutional government and the laws of my community;

To conduct my public and private life so as to be an example to fellow citizens and co-workers;

To never disclose confidential information gained by reason of my position nor to use such information for personal gain;

To be ever mindful of my neutrality and impartiality, rendering equal service to all and to extend the same treatment I wish to receive myself, without bias or prejudice;

To impart to my profession those standards of quality and integrity that the conduct of the affairs of my office shall be above reproach and to merit public confidence in our community;

To record that which is true and preserve that which is entrusted to me as if it were my own; and

To strive constantly to improve the administration of the affairs of my office through independent study courses, seminars and meetings, and through utilizing sound management practices to achieve continued progress and thus fulfill my responsibilities to my community.

## MISSION STATEMENT

The Texas Municipal Clerks Association, Inc., and the Texas Municipal Clerks Certification Program are dedicated to promoting the municipal clerk profession by providing an educational and professional development program and networking opportunities for municipal clerks.

# 3.

# Bylaws

## BYLAWS OF TEXAS MUNICIPAL CLERKS ASSOCIATION, INC

## ARTICLE I – NAME AND PRINCIPAL OFFICE

Texas Municipal Clerks Association, Inc., which shall include those whose title is that of municipal clerk/city secretary under the laws of Texas, shall have and continually maintain in the State of Texas a registered office, as required by the Texas Nonprofit Corporation Act. The registered offices may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Executive Board.

The principal office of the Association in the State of Texas shall be located in the City of Denton, County of Denton. The Association may have such other offices, either within or without the State of Texas as the Executive Board may determine or as the affairs of the Association may require from time to time.

## ARTICLE II – MISSION, GOALS AND OBJECTIVES

Texas Municipal Clerks Association, Inc., is dedicated to serving the demands for excellence in Texas' local government and public problem solving. The Association's principal missions are to motivate the Texas municipal clerks and/or city secretaries to become leaders in their fields of governance established by Article 1000, Civil Statutes, State of Texas, and to provide an educational program for the beginning and career municipal clerk and city secretary to meet the highest standards of functional competence and ethical sensitivity.

Providing for continuing education and leadership is the fundamental objective of the Association. The goal is to provide an opportunity for pursuing professional development through training and professional interaction.

## ARTICLE III - AFFILIATION

Insofar as possible, the Association shall function as an affiliate association of the Texas Municipal League and the International Institute of Municipal Clerks.

## ARTICLE IV - MEMBERS

**Section 1. Classes of Members.** The Association shall have five classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

**A. Regular Member.** A regular member shall be any person who serves as a municipal clerk, city secretary, or his/her assistant(s) or deputy(ies).

**B. Associate Member.** An associate member shall be any person who holds a similar position or any other interested party. Associate members shall be entitled to all the rights and privileges of the Association except to vote or to serve on the Board or as Committee Chairs.

**C. Lifetime Member.** A lifetime membership is awarded in recognition of a member's significant contributions to the city secretary profession and in advancing the goals of TMCA Inc., and TMCCP. Individuals become eligible for nomination after retirement and ten (10) years of active membership in good standing with the Association. Nominations can be submitted by anyone (i.e. Chapter, Mayor, Councilmember, supervisor, citizen, friend) through the TMCA website by the date on the nomination form. All nominees shall be presented to the Board for consideration. Lifetime members shall be announced at the Annual TMCA Awards Banquet –

held at the TMCCP Advanced Institute Seminar in the fall. Lifetime members shall be entitled to all the rights and privileges of the association except to vote, to hold office, or to serve as a chair on any committee.

**D. Honorary Member.** An honorary member shall be an individual who has performed exceptional services for the Association and for the improvement of municipal clerks and/or city secretaries. Nominations can be submitted by anyone (i.e. Chapter, Mayor, Councilmember, supervisor, citizen, friend) through the TMCA website by the date on the nomination form. All nominees shall be presented to the Board for consideration. Honorary members shall be announced at the Annual TMCA Awards Banquet – held at the TMCCP Advanced Institute Seminar in the fall. Honorary members shall be entitled to all the rights and privileges of the association except to vote, to hold office, or to serve as a chair on any committee.

**E. Retired Member.** The retired member shall be an individual who has retired from active professional service as the municipal clerk, deputy municipal clerk, or assistant/associate municipal clerk of a Texas municipality and who has been an active member in good standing with the Association. The retired member(s) shall be entitled to all the rights and privileges of the Association except to vote, to hold office, or to serve as chair on any committee.

**Section 2. Voting Rights.** Voting members are defined as "regular members." Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Payment of dues is a prerequisite to exercising voting rights.

**Section 3. Transfer of Membership.** Membership in this Association remains with the individual or entity funding the membership.

## ARTICLE V - CHAPTERS

Area chapters may be formed within the Association. The boundaries, titles and numerical designations must be approved by the Executive Board of the Texas Municipal Clerks Association, Inc.

**Section 1.** It shall be the policy of the Association to encourage the organization of local chapters whenever the stated objective of the Association will be advanced thereby. The Association is a state organization of individual members, and a grant of authority to organize chapters shall not affect the relationship existing between the Association and its members. Chapters shall have the right to undertake a program of activity for the benefit of chapter members, but any such program shall always be subordinate to, and not in conflict with, the program and activities of the Association.

**Section 2.** Chapters may be organized in any area of the state. When the organization of any such chapter is approved, a jurisdictional area shall be assigned to it, and thereafter no authority shall be granted to any other group of members who organize a chapter within said area, unless and until the first chapter is amended by action of the Executive Board of both the chapter concerned and the Texas Municipal Clerks Association, Inc.

**Section 3.** Chapters shall be organized in the following manner: A petition requesting authority to organize a chapter must be prepared and signed by not less than five members of the Association in good standing on the date of signing. Said petition shall contain a statement outlining the jurisdiction for the Chapter, the type of activity in which it intends to engage, and a description of the way in which the objectives of the Association will be advanced by the area chapter.

**Section 4.** Petitions must be addressed to the Executive Board and sent to the President of the Association, who shall notify each member of the Executive Board of the request. At the next meeting of the Executive Board, the Board shall either grant or deny the request, and the President shall immediately notify petitioners of the Board action.

**Section 5.** If the petition is approved, the petitioner shall provide a copy of the bylaws and any amendments thereto to the TMCA, Inc., Executive Board. The bylaws and any amendments thereto shall be consistent with the bylaws of the TMCA, Inc. No chapter shall be considered organized or its bylaws effective until the bylaws have been approved by the Executive Board.

**Section 6.** Chapter bylaws must provide for an official name of the chapter, which shall be in the following form, to-wit: "(Name of jurisdictional area) Chapter of the Texas Municipal Clerks Association, Inc.;" a definition of its jurisdictional area; that the purpose of the Chapter is the advancement of the objectives of the organization within said area; that membership in the Chapter is restricted to members in good standing of the Chapter organization and all Chapter members' classifications shall be left to the individual Chapters to incorporate into their bylaws as they see fit; the names of the governing body of the Chapter; a method for the nomination and election of officers and members of the governing body; for calling regular and special meetings of the Chapter and its governing body; and a method for amending the bylaws. Each Chapter shall file Bylaws and any amendments with the Association.

**Section 7.** If chapter members elect to dissolve a chapter, a letter must be submitted to the Association President including the minutes of the final meeting dissolving the chapter. The President shall notify the Executive Board at the next regular meeting and action to abolish the chapter shall be taken by the Executive Board. Any remaining chapter funds submitted to TMCA, Inc., shall be deposited in the TMCA, Inc., scholarship funds and/or travel stipends to be used for TMCCP seminar attendance.

## ARTICLE VI - MEETINGS OF MEMBERS

**Section 1. Annual Meetings.** There shall be at least one meeting of the Association each year. This annual meeting shall be held at the time and place of the annual TMCCP Advanced Institute or as designated by the Executive Board. Other meetings of the Association may be called by the President or a majority of the Executive Board.

**Section 2. Quorum.** A majority of those voting members registered at any meeting of the Association shall constitute a quorum for the transaction of business at such meeting.

**Section 3. Notice of Meetings.** A written, printed or electronic notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If by electronic mail, the notice of a meeting shall be deemed to be delivered when sent to the email address as it appears on the records of the Association.

## ARTICLE VII - EXECUTIVE BOARD

**Section 1. General Powers.** Members of the Executive Board (as defined in Article VIII, Section 1) must be residents of Texas, members of the Association, and a practicing city secretary or municipal clerk. The Executive Board is given express authority to establish and enforce the necessary and proper rules and regulations pertaining to operation, use or rental of the assets of said Association as from time to time in their sole discretion are needed.

**Section 2. Number, Tenure, and Qualifications.** The number of Trustees shall be not less than three nor more than fifteen. Each Trustee shall hold office as provided for herein and until his successor shall have been elected and qualified. Each member of the Executive Board shall be a practicing city secretary or municipal clerk.

**Section 3. Regular Meetings.** The Executive Board shall meet four times a year. The time and place or format of the meeting shall be set by the Board.

**Section 4. Special Meetings.** Special meetings of the Executive Board may be called by or at the request of the President or any two members of the Executive Board. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them, or special meetings may be conducted by telephone conference calls or virtually.

**Section 5. Notice.** Notice of any special meeting of the Executive Board shall be given at least two days previously thereto by written notice delivered electronically to each board member at the email address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Section 6. Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting.

**Section 7. Manner of Acting.** The act of a majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these bylaws.

**Section 8. Vacancies.** Any vacancy occurring in the Executive Board and any trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled according to Article VIII, Section 3 of these Bylaws.

**Section 9. Compensation.** Executive Board Members shall not receive any stated salary for their services.

**Section 10. Informal Action by Executive Board.** Any action required by law to be taken at a meeting of the Executive Board, or any action which may be taken without a meeting of the Executive Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the board.

**Section 11. Voting.** Any action requiring a vote of the membership may be conducted in hard copy, electronic, or other method as approved by the Executive Board.

**Section 12. Break in Employment.** A break in employment of an Executive Board member will require the member to notify the TMCA, Inc. President of such break in employment immediately. A break in service will be allowed for Executive Board members with a job offer from another municipality as the City Secretary/Municipal Clerk within 60 calendar days to remain on the Executive Board.

## ARTICLE VIII - OFFICERS

**Section 1. Executive Board.** The Officers of the Association shall be a President, President Elect, Vice President, Secretary, Treasurer, and not less than three or more than fifteen Trustees elected at large. These officers, together with the immediate Past President, shall constitute the Executive Board of the Association. Terms of office shall be concurrent with the Corporate fiscal year, beginning January 1, and ending December 31. The Executive Board shall conduct the affairs of the Association between meetings of the Association.

**Section 2. Removal.** Any officer elected or appointed by the Executive Board may be removed by the Executive Board whenever, in its judgment, the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 3. Vacancies.** Whenever there is a vacancy in the office of the President, the President Elect shall succeed to that office for the remainder of the unexpired term and the following year shall serve his/her regular term as President. Whenever there is a vacancy in the office of President Elect, Vice President, Secretary, or Treasurer, the Executive Board, by a majority vote, may appoint one of the duly elected Officers or Trustees to the office for the remainder of the unexpired term. Said board member so appointed will perform both the duties of his/her current office and the office to which he/she is appointed for the remainder of the unexpired term. Should a vacancy in the office of President Elect occur and be filled by appointment by the Executive Board, the President Elect shall not automatically succeed to the office of President. The President shall be elected at the next annual meeting. Whenever there is a vacancy in the office of Trustee, the Executive Board, by majority vote, may appoint a member in good standing for the remainder of the unexpired term. If the Executive Board so chooses, a vacancy in the offices of President Elect, Vice President, Secretary, Treasurer, or Trustee may remain unfilled for the remainder of the unexpired term.

**Section 4. President.** The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. She/He shall preside at all meetings of the Executive Board. She/He may sign, with the Executive Secretary or any other proper officer of the Association authorized by the Executive Board, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time.

**Section 5. President Elect.** In the absence of the President or in the event that the Executive Board determines the inability or refusal to act, then the President Elect shall perform the duties of the President and when so acting shall have all the power of and be subject to all the restrictions upon the President. The President Elect shall automatically succeed to the office of President at the next annual meeting unless the President Elect has been previously appointed by the Executive Board to fill a vacancy as provided by Section 3 of this Article.

**Section 6. Vice President.** In the absence of the President and the President Elect or in the event that the Executive Board determines the inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Executive Board.

**Section 7. Secretary.** The Secretary shall record minutes of the meetings, keep records of attendance at meetings, cause to have sent out notification of special meetings and other information as may be deemed necessary.

**Section 8. Treasurer.** The Executive Board shall provide the Treasurer a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Executive Board shall determine. If required by the Executive Board, the Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Executive Board. The Treasurer shall also have the responsibility for reporting the required financial information to the membership and various governing and taxing authorities. The Executive Board may, as a practical matter, assign duties of the Treasurer to the Administrative Director.

**Section 9. Administrative Director and Education Director.** The Administrative Director may maintain the minutes of the meetings of the members and of the Executive Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the mailing address, email address, and telephone number of each member which shall be furnished to the Administrative Director by such member; and in general perform all duties incident to the office of Administrative Director and other duties as may be assigned by the President or by the Executive Board. The Executive Board shall provide a bond for the Administrative Director and the Education Director for the faithful discharge of the duties in such sum and with such surety as the Executive Board shall determine.

**Section 10. Non-voting Members.** The Administrative Director and the Education Director of TMCA, Inc., and the chair of the Advisory Management Committee shall serve on the Executive Board as non-voting members.

## ARTICLE IX - COMMITTEES

**Section 1. Advisory Management Committee (AMC).**

**A. Members.** The membership of this committee shall consist of five voting members as follows: The TMCA, Inc. President, President Elect, Immediate Past President, another Past President to be appointed by the incoming TMCA Inc., President, and the current Chair of the Texas Municipal Clerks Certification Program of TMCA, Inc. Any member may be removed by the Executive Board whenever, in its judgment, the best interest of the Association would be served.

**B. Vacancy.** In the event that an appointee is unable or unwilling to serve, an appointee shall be named to fill the vacancy by the Association President. The individual named shall have previously served as a member of the committee or as an officer of the Association. The individual named shall serve for the remainder of the unexpired term.

**C. Duties.** The Advisory Management Committee shall have responsibility for ensuring compliance of all policies and procedures established by the Executive Board pertaining to the Texas Municipal Clerks Certification Program and shall act as a liaison for the Executive Board and both the Administrative and Education Directors.

**D. Non-voting members.** The Administrative Director and the Education Director of TMCA, Inc., shall sit on the committee as non-voting members.

**E. Meetings.** The committee shall meet semi-annually and special meetings may be called by the

Chair or by at least two voting members of the committee.

**F. Rules of procedure.** The committee shall devise its own rules of procedure which shall at all times be in compliance with legal requirements by which the Association is bound; and shall report to the Executive Board, as appropriate.

**G. Committee Chair and Committee Secretary.** The committee chair and the committee secretary shall be elected by the committee.

(See Chapter 15 of the TMCA, Inc., Policy Manual)

**Section 2. Texas Municipal Clerks Certification Committee**

**A. Members and Appointment.** The Texas Municipal Clerks Certification Program shall be administered by a Certification Committee. The committee shall be composed of a chair and four members of the Association, the Education Director, and the Administrative Director. The President, President Elect and the Immediate Past President of the Association shall serve as ex-officio members of the committee. Ex-officio members shall serve on the Certification Committee as non-voting members. The chair and members of the committee are appointed by the President of the Association and approved by the Executive Board of the Association. Any member thereof may be removed by the President of the Association with the approval of the Executive Board of the Association whenever in their judgment the best interest of the Association shall be served.

**B. Terms of Office.** Certification Committee members shall be appointed for terms of two years with three members appointed in even-numbered years and two members appointed in odd-numbered years. Terms shall begin and end with the fiscal year of the Association. The TMCA, Inc., President shall appoint the Chair of the committee annually. Members may serve on the committee and Executive Board simultaneously, but officers of TMCA, Inc., shall not be appointed Chair of the Certification Committee.

**C. Duties.** The duties of the committee are to set the policies and procedures for the operation of the Certification Program.

(See Chapter 14 of the TMCA, Inc, Policy Manual)

**Section 3. Audit Committee**

**A. Members and Appointment.** The President shall appoint a three (3) member Audit Committee from the voting members to review the TMCA Inc., financial records. The Committee shall make its report to the Executive Board within 90 days of the end of the fiscal year. Any member thereof may be removed by the President of the Association if in the President's judgment the best interest of the Association would be served.

**B. Duties.** The Audit Committee shall timely examine all TMCA, Inc., financial records using the procedures outlined in Chapter 5 of the TMCA, Inc., Policy Manual.

**Section 4. Other Committees.** Other committees not having the authority of the Executive Board in the management of the Association are appointed by the President and ratified by the Executive Board at a meeting at which a quorum is present.

**A. Term of Office.** Each member of a committee, with the exception of standing committees, shall continue until the next annual meeting of the members of the Association or until a successor is appointed, unless the committee is terminated, or the member is removed from the committee by the Executive Board, or the member is no longer qualified to serve.

**B. Chair.** One member of each committee shall be appointed as Chair by the President of the Association and approved by the Executive Board.

**C. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made by the President.

**D. Quorum.** Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**E. Rules.** Each committee shall adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Executive Board.

## ARTICLE X - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

**Section 1. Contracts.** The Executive Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer. The Executive Board may, as a practical matter, assign duties of the Treasurer to the Administrative Director.

**Section 3. Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may select.

**Section 4. Gifts.** The Executive Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

## ARTICLE XI - DUES

The Executive Board, with the approval of the majority of the members, shall establish dues for members of the Association.

## ARTICLE XII - BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its annual membership meeting and Executive Board meetings. The Association shall keep, at the registered or principal office, a record giving the names, addresses, email addresses, and telephone numbers of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE XIII - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December in each year.

## ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Texas Nonprofit Corporation Act of 1959 as amended or under the provisions of the Articles of Incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XV - AMENDMENTS TO BYLAWS

Proposed amendments to the bylaws shall be in writing, setting forth the particular change or changes proposed and filed with the Administrative Director at least sixty (60) days in advance of the Annual Business Meeting.

Written notice of proposed bylaws amendments must be provided to the membership at least 30 days prior to the Annual Business meeting. Such notice may be sent by electronic means. Voting will be in accordance with the TMCA Policy established by the Board.

The Executive Board may with a majority vote of the Board, without approval of the eligible voters, make the following types of revisions to the bylaws:

- Renumbering, revising titles, and rearranging parts thereof
- Correcting errors in spelling, grammar, cross-references, and punctuation
- Revising language to reflect modern usage and style

A revision adopted under this section is not intended to and is not to be interpreted as making any substantive change in any bylaw provision.

The original bylaws for governing the operation and management of Texas Municipal Clerks Association, Inc., were duly adopted by the Trustees at the meeting on the 17 day of September 1986.

The foregoing bylaws were amended and adopted September 18, 2025.

# 4.

# Duties of Officers

## DUTIES OF OFFICERS

### A. THE OFFICE OF THE PRESIDENT

1. Preside at all meetings of the Executive Board and membership.
2. Prepare annual budget and deliver copy to Treasurer after approval.
3. Appoint committees.
4. Sign all necessary legal documents for Association, as authorized by Executive Board and as required by the Charter and IRS.
5. Deliver notice of meetings, agenda, and any other applicable information.
6. Supervise and control all corporate business affairs.
7. Act as corporate representative at functions such as IIMC meetings, TML Affiliates, etc.
8. Attend all TMCA board meetings and such other meetings as may be required.
9. Attend and encourage participation in State Chapter meetings.
10. Provide orientation for new Executive Board members prior to the first Executive Board Meeting of the year.

Article VIII of the Bylaws provides that terms of all offices shall be for one year only. Advancement is not automatic, except for President Elect.

### B. THE OFFICE OF THE PRESIDENT ELECT

1. Perform duties of President in absence of President, or if determined by Executive Board that President is unable or refuses to act.
2. Follow up with President on all matters of corporate concern.
3. Select and purchase plaque for outgoing President.
4. Attend all TMCA board meetings and such other meetings as may be required.
5. Promote and encourage professional development and active participation in TMCA, Inc. programs and events.

Article VIII of the Bylaws provides that terms of all offices shall be for one year only. Advancement is not automatic, except for President Elect.

## C. THE OFFICE OF THE VICE-PRESIDENT

1. In the absence of President and President Elect, or upon determination of Executive Board that President and President Elect, cannot act, the Vice President shall perform the duties of President.

2. Any duties assigned by the President or Executive Board.

3. Attend all TMCA board meetings and such other meetings as may be required.

4. Serve as TMCA, Inc., representative on the TML Board of Directors for a two-year term, appointed in odd years. The office of Vice President automatically includes the duties of TMCA, Inc., representative on TML Board of Directors.

5. Promote and encourage professional development and active participation in TMCA, Inc. programs and events.

Article VIII of the Bylaws provides that terms of all offices shall be for one year only. Advancement is not automatic, except for President Elect.

## D. THE OFFICE OF THE SECRETARY

1. Record minutes of all meetings of Executive Board and/or membership and keep in official binder to avoid loss of documents important to the Association. Minutes should reflect all official actions of the TMCA, Inc., Executive Board to include all resolutions, appointments, and policies.

2. Fulfill duties and responsibilities promptly and timely. Minutes must be prepared and delivered to the President for review within twenty-one days after the meeting. Final minutes will be furnished to the President upon request.

3. Attend all TMCA board meetings and such other meetings as may be required.

4. Promote and encourage professional development and active participation in TMCA, Inc. programs and events.

Article VIII of the Bylaws provides that terms of all offices shall be for one year only. Advancement is not automatic, except for President Elect.

## E. THE OFFICE OF THE TREASURER

1. Be responsible for and have custody of all funds and securities of the Association.

2. Pay all invoices and record expenditures in proper accounts. If in doubt contact the President.

3. Work with the President, Administrative Director, and CPA in filing required documents with the IRS or other agencies, as required.

4. Furnish Executive Board with a quarterly budget report.

5. Attend all TMCA board meetings and such other meetings as may be required.

6. Maintain all revenues and expenditures for IRS inspection upon demand.

7. Deliver copies of the check stubs, bank statements and deposits to the CPA on a quarterly basis.

8. Promote and encourage professional development and active participation in TMCA, Inc. programs and events.

Article VIII of the Bylaws provides that terms of all offices shall be for one year only. Advancement is not automatic, except for President Elect.

## F. THE OFFICE OF THE TRUSTEE

1. Timely fulfill any and all duties assigned by the President or Executive Board.

2. Attend all TMCA board meetings and such other meetings as may be required.

3. Promote and encourage professional development and active participation in TMCA, Inc. programs and events.

Article VIII of the Bylaws provides that terms of all offices shall be for one year only. Advancement is not automatic, except for President Elect.

# 5.

# Audit Committee Procedures

Revised 12/19/2024

## AUDIT COMMITTEE PROCEDURES

### A. COMMITTEE PREPARATION

The Audit Committee shall familiarize themselves with the audit committee procedures below prior to beginning the audit. The Treasurer whose books are being audited will be present at the beginning of the audit committee meeting to present the records and will be available for any questions that arise during the audit committee meeting.

### B. AUDIT PROCEDURES

1. A random sampling of a minimum of 10 transactions shall be cross-checked to the QuickBooks Check Register report and the TMCA, Inc., Transaction Form to ascertain the accuracy of posting the correct amounts and the correct recipients. Transaction forms are filled out for deposits only as all the information for the checks is on the stub.

2. All checks in the checkbook register shall be accounted for, including any that have been voided. Any discrepancy should be double checked against check stubs.

3. The monthly bank reconciliation shall be reviewed to determine regular reconciliation.

4. Ending checkbook balance shall be compared to actual cash in bank as reflected on the latest bank statement plus/minus any outstanding transactions.

5. After the audit, the committee shall complete the attached Audit Committee Report and submit it to the President by **March 1**. If the committee has any suggested policy changes, these should be presented to the TMCA, Inc., President separately to be discussed at a future board meeting.

## EXHIBIT A

## TMCA AUDIT COMMITTEE REPORT

**1. A random sampling of a minimum of 10 transactions shall be cross-checked to the QuickBooks Check Register report and the TMCA, Inc., Transaction Form to ascertain the accuracy of posting the correct amounts and the correct recipients.**

1) _____ Correct_____Discrepancy ☐____(Explanation)_____
2) _____ Correct_____Discrepancy ☐____(Explanation)_____
3) _____ Correct_____Discrepancy ☐____(Explanation)_____
4) _____ Correct_____Discrepancy ☐____(Explanation)_____
5) _____ Correct_____Discrepancy ☐____(Explanation)_____
6) _____ Correct_____Discrepancy ☐____(Explanation)_____
7) _____ Correct_____Discrepancy ☐____(Explanation)_____
8) _____ Correct_____Discrepancy ☐____(Explanation)_____
9) _____ Correct_____Discrepancy ☐____(Explanation)_____
10) _____ Correct_____Discrepancy ☐____(Explanation)_____

**2. All checks in the checkbook register shall be accounted for, including any that have been voided. Any discrepancy should be double checked against check stubs.**

1) All checks accounted for: _____
2) Any discrepancies?_____If yes, was the discrepancy resolved by double checking the check stubs? _____

**3. The monthly bank reconciliation shall be reviewed to determine regular reconciliation.**

1) Bank reconciliation reviewed? _____
2) Any discrepancy?_____If yes, please explain_____

**4. Ending checkbook balance shall be compared to actual cash in bank as reflected on the latest bank statement plus/minus any outstanding transactions.**

1) Checkbook balanced? _____
2) Any discrepancy?_____If yes, please explain_____

**Report Submitted by:_____, Audit Committee Chair**
**_____, Audit Committee Member**
**_____, Audit Committee Member**
**_____, Audit Committee Member**

**Reviewed by: _____, TMCA Board Liaison Date Submitted:_____**

# 6.

# Nominating Committee Procedures

Revised 12/19/2024

## NOMINATING COMMITTEE PROCEDURES

### A. COMMITTEE

This committee is composed of five voting members who are Texas Registered Municipal Clerks. If possible, one member shall have served on the TMCA, Inc., Nominating Committee in the preceding year. The President and President Elect shall sit with the Committee as non-voting members.

### B. COMMITTEE RESPONSIBILITIES

The Chair shall discuss with the President and President Elect qualifications, instructions, and possible nominees from the submitted applications for consideration prior to convening a meeting of the Committee.

The Chair shall convene the Committee by June 1st to identify positions for nomination using Exhibit A, and to determine nominees from applications of those who meet the requirements for service as an Association officer or trustee. The Committee shall consider each nominee's previous contributions to the profession and TMCA, Inc., in addition to chapter activity and other professional activities. The Committee shall endeavor to ensure that the Board is represented by members from ALL areas of the State. Nominee suggestions by the Committee shall be discussed with the President and President Elect, and all potential nominees shall be vetted through TMCA, Inc., prior to being contacted.

The Chair shall have specific discussions with all nominees, pointing out the requirement for continued service at the conclusion of the term for President as a member of the Advisory Management Committee.

Nominees shall be notified verbally of the Committee's intent to recommend them to the Board. The Chair shall explain the above-referenced policy and focus on issues such as contemplated retirement or job change, other work-related situations or personal considerations (which may impact the nominee's ability to serve), the financial support needed for travel expenses for all required Board meetings, and the potential ten (10) year time commitment as an officer of TMCA, Inc.

No later than **July 1**, the Chair shall submit a written report of the Nominating Committee to the TMCA, Inc., President for inclusion on the agenda for the mid-July meeting of the Executive Board. The TMCA Executive Board may make changes to the recommendations made by the Committee prior to submitting the final recommendations to the membership.

The Chair shall also notify, in writing, any current officer or trustee not being considered for nomination to the Board (see Exhibit B). The Chair shall notify any trustee applicants, in writing, not being recommended for nomination to the Board, following the TMCA Executive Board meeting in July (see Exhibit C).

The Chair shall attend the Annual Business Meeting to present the nominations on behalf of the Committee.

## C. OFFICER AND TRUSTEE TERM OF SERVICE

**Officer**: Each officer serves a one-year term. The President Elect shall automatically succeed to the office of President. Immediate Past President shall serve on the Advisory Management Committee for a one-year term.

**Trustee**: Trustees shall serve no more than six one-year consecutive terms. If the Trustee has served six years and is not willing to move up to an officer position, the Trustee should step down from the Board. This provision may be suspended by the President or President Elect in the event there are two or more Trustee vacancies on the Board. Trustees must submit a new application to the Nominating Committee Chair annually . A Trustee that desires to become an Officer needs to indicate willingness to continue serving as a Trustee if not selected to serve as an Officer.

**D. THE TEXAS MUNICIPAL CLERKS ASSOCIATION, INCORPORATED** is a Texas Nonprofit Corporation permitted to carry on charitable and educational activities which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

1. The officers and trustees act singly as an individual in those matters relating to the common purpose of the Texas Municipal Clerks Association within the scope and powers conferred by law.

2. The officers and trustees are persons elected to hold positions of trust and authority to direct the affairs of the Association (see Article VIII, Bylaws).

3. The officers and trustees are corporate fiduciaries acting in good faith for the Association accepting the confidence of the membership to act in good faith for their primary benefit.

## E. REQUIREMENTS FOR NOMINATION AND ELECTION AS AN OFFICER OR TRUSTEE

1. Applicant must complete and submit the Officer or Trustee application form (see Exhibit A – Trustee/Officer Nomination Application) to the TMCA Nominating Committee Chair no later than May 1st of each year.

2. Applicant must be a Texas Registered Municipal Clerk (TRMC).

3. Applicant must be a practicing city secretary or municipal clerk for at least three years and a member in good standing of the Association for at least three years.

4. Applicant must have served as a TMCA Committee member for at least two years.

5. When applying for an officer position, applicant must have served as a Trustee for two years prior to beginning their term. The Executive Board can make an exception if there are no other applicants, nominees or trustees eligible to serve.

6. Applicant must obtain a letter of support from the mayor or city manager for service as an officer or trustee, providing for released time for attending all necessary meetings and financial support for travel, telephone, correspondence, and other related expenses. Current trustees are exempt from the letter requirement.

7. Applicant must provide a letter of recommendation from a city secretary (active or retired) or a

chapter president. Applicable to those applying as a first time trustee or first time officer. Current trustees are exempt from this requirement.

8. Applicant must be familiar with and accept the TMCA, Inc., Charter, Bylaws, Code of Ethics, corporate polices, and IRS Code, Section 501(c)(3).

**EXHIBIT A**

**TEXAS MUNICIPAL CLERKS ASSOCIATION, INC. (TMCA)**
**TRUSTEE/OFFICER NOMINATION APPLICATION**

**Applying for Trustee_____or Officer _____**

Name: _____Title: _____

City: _____ Phone: _____

Address: _____ Zip Code: _____

E-Mail address: _____

Years as a member of TMCA (minimum of three years required): _____

TRMC Certified:_____Yes _____No

TMCA Chapter:_____ Chapter member since: _____

Do you currently have at least three years of city secretary or city clerk Service? Yes___ No ____

Do you currently serve on the TMCA Board? Yes_____ No _____

If yes, current Board position held: _____

If you currently serve as a Trustee, how many years have you served? _____

Highlight the skills you have to serve as a Trustee or Officer:

List your TMCA activities (including years) as committee member, convener, or special projects:

## EXHIBIT A continued

List your Local Chapter activities (including years) as officer, committee member, or special projects:

Other professional activities (IIMC, TML, awards, etc.)

The City of_____understands and supports the time, travel, and financial commitment required to attend all necessary meetings and any other related matters that may be involved while serving on the Executive Board. Further, the City understands the expectation of the progression of the Board offices and the required one-year service commitment on the Advisory Management Committee after serving as President.

_____ _____

Name & Title
Mayor or City Manager

Signature
Mayor or City Manager

_____ I have served at least two years on a TMCA Committee.

_____ I accept full responsibility to uphold the duties of this office and agree to comply with the Code of Ethics and Bylaws of TMCA, Inc.

_____ I understand that the Executive Board meets four times a year for a full day in March, July, November, and at the Graduate Institute.

_____ I understand that if I fail to attend more than one of the scheduled Executive Board meetings in a calendar year that I automatically vacate the office and may not subsequently serve as an officer or trustee for a period of one year [TMCA Policy Manual 7A(3)].

_____ *If currently serving as a trustee:* I am interested in continuing to serve as a trustee if not nominated for an officer position.

_____ I understand the expectation of progression of the Board officers and the required one-year service commitment to serve on the Advisory Management Committee (AMC) and continued service as Immediate Past President on the AMC.

_____ _____

Signature Date

## EXHIBIT A continued

Please attach a letter or recommendation from a City Secretary (active or retired) or a Chapter President. *Applicable to those applying as a first time trustee or first time officer.*

Deadline to submit an application to the TMCA, Inc., Nominating Committee Chair is May 1st. Please mail to:

(Insert name), Chair
TMCA, Inc. Nomination Committee
(Insert mailing address)
(Insert email address)

**EXHIBIT B**

Date:

Dear:

As Chair of the TMCA, Inc., Nominating Committee, I am asking that we convene at _____ to begin the process of nominating officers and trustee for the year_____.

The current officers are:

_____President
_____President Elect
_____Vice President
_____Treasurer
_____Secretary
_____Trustee
_____Trustee
_____Trustee
_____Trustee
_____Trustee
_____Trustee
_____Trustee
_____Trustee
_____Immediate Past President

We will be considering each position with the exception of President, which you are aware is automatically filled by the President Elect. Please keep in mind that ascendancy to any other position is not automatic, and we will need to look at the qualifications, desire, and past service in considering whom to nominate. Because we are a non-profit corporation, the Board has fiduciary and other vital responsibilities; therefore; it is imperative that we ensure that the nominees are committed to not only the workings of our Association, but also to our profession.

I look forward to working with you in this very important assignment.

Sincerely,
Chair, Nominating Committee, TMCA, Inc.

**EXHIBIT C**

Date:

Dear:

The Nominating Committee met on_____to determine the nominations for_____.

We appreciate your service as an(officer/trustee) since_____. As Chair of the Nominating Committee, I am advising that your name will not be presented for nomination.

Again, thank you for your service. You are an important member of the Association, as well as a colleague and friend. I will be glad to visit with you at any time about the committee process.

Sincerely,
Chair, Nominating Committee, TMCA, Inc.

**EXHIBIT D**

Date:

Dear:

The TMCA, Inc., Nominating Committee met on _____ to determine the nominations for Trustee.

As Chair of the Nominating Committee, I am advising that your name will not be presented for nomination.

(Space for explanation if the person does not meet the qualifications)

We encourage you to submit your application again next year. As a member driven organization, we want to encourage you to continue to be involved with your local Chapter and to serve on TMCA committees. Attached is the application form for applying for a TMCA committee for (insert year).

You are an important member of the Association, as well as a colleague and friend. I will be glad to visit with you at any time about the nominating committee process.

Sincerely,
Chair, Nomination Committee

# 7.

# Executive Board Meetings/ Certification Program Committee Meetings

## EXECUTIVE BOARD MEETINGS/
## CERTIFICATION COMMITTEE MEETINGS

### A. TEXAS MUNICIPAL CLERKS ASSOCIATION, INC., BOARD MEETING DATES

1. The Executive Board shall meet four times a year at the date, place, and time set by the incoming President and approved by the Board at the November meeting. The time set for the meeting shall include a call to order and set adjournment time.

2. The Executive Board may set the time and place for holding of additional meetings of the Board.

3. Any member of the Executive Board (officer or trustee) who misses more than one of the scheduled Executive Board meetings in a calendar year automatically vacates the office and shall not subsequently serve as an officer or trustee for a period of one year.

    a. A member is considered in attendance at a regular meeting if the member is present for not less than 75 percent of the meeting based upon the call to order and adjournment times set by the incoming President and approved by the Board at the November meeting.

    b. Virtual meeting attendance may be permitted by the President in extenuating circumstances. Extenuating circumstances are defined as those related to a national, state, or local declaration of disaster.

    c. The Board will follow the parameters set out in the Texas Open Meetings Act (TOMA) with regard to audio and visual requirements.

    d. Each board member attending a regular Board meeting virtually must be able to be heard and must be visible during the duration of the meeting to meet the attendance requirement as set out in the policy.

### B. CERTIFICATION COMMITTEE MEETINGS/ANNUAL CERTIFICATION COMMITTEE MEETING DATES

1. The Certification Committee shall meet twice a year: once in the Spring and once in the Fall.

2. Any member of the Certification Committee who misses more than one of the regularly scheduled Certification Committee meetings in a calendar year automatically vacates the appointment.

*(See Chapter 14 for Certification Committee Policies and Procedures)*

# 8.

# Fiscal Policy

Revised 12/19/2024

**FISCAL POLICY**

**TEXAS MUNICIPAL CLERKS ASSOCIATION, INC.**

## ALLOWABLE BUDGETED ITEMS

1. **President's Travel** - the TML Affiliates meeting, TMCA, Inc., Annual Membership Business Meeting and Awards Event, IIMC Annual Conference; and administration of corporate affairs.

    Hotel
    Registration Fees
    Air Fare or Mileage @ IRS allowable mileage
    Food
    Bellman
    Taxicab

    A travel advance may be requested. Disbursement will be made by the Treasurer. No officer may encumber the credit of TMCA, Inc.

    Realizing that Presidents are encouraged to attend area Chapter Meetings, travel expenses by the President may be reimbursed by TMCA, Inc.

2. **TML Representative**

    Hotel
    Air Fare or Mileage @ IRS allowable mileage
    Food
    Taxicab
    Bellman

    A travel advance may be requested. Disbursement will be made by the Treasurer. No officer may encumber the credit of TMCA, Inc.

# 9.

# Committee Criteria Policy
# and
# Committee Interest Questionnaire

Revised 6/16/2026

# COMMITTEE CRITERIA POLICY

## A. COMMITTEE CRITERIA POLICY

**The standard criteria for serving on all TMCA, Inc., committees is as follows:**

1. Be a Texas Registered Municipal Clerk or enrolled in the Texas Municipal Clerks Certification Program and;
2. Be a current, active paid member of TMCA, Inc.

This does not include vendors who are not employed by a municipality or elected officials.

Additional criteria may be required for some committees. Most committee deliberations are accomplished by phone, email, or web conferencing, with the exception of the Audit Committee and the Certification Committee.

**AUDIT / GOVERNANCE COMMITTEE (One to Two-year terms)**
Purpose: The Audit/Governance Committee (Audit, Bylaws, Strategic Plan) - Governance Committee was established by Board Action at the Sept. 12, 2025, meeting to encompass the Audit Committee, Bylaws Committee and Strategic Plan Committee. The Audit Committee is cited in Bylaws Art. IX, Sec. 3; Policy Manual Ch. 3 - "The President shall appoint a three-member Audit Committee from the voting members." (1-yr terms, Policy Manual Chapter 9.A) The President appoints members of the Committee and identifies three members of the Committee to fulfill the duties of the Audit Committee as described in the Bylaws. The Audit/Governance Committee shall consist of: one Certification Committee member (excluding the Certification Committee Chair) the TMCA president-elect, the TMCA vice president, one past Board member, and three TMCA members. The Immediate Past President is an ex-officio member of the committee.

The Audit/Governance Committee will accomplish the following responsibilities:

• **AUDIT** - Will examine the TMCA, Inc., financial records. Procedures have been established by the Executive Board. This committee meets during the annual TMCCP Election Law Seminar.

• **BYLAWS** - Full review to be completed every three years with intermittent review as requested by the Executive Board, TMCA/TMCCP Staff, or the membership. All amendments shall be presented to the Executive Board for review and recommendations with adoption consistent with the Bylaws procedures.

• **STRATEGIC PLAN REVIEW** - Further the implementation of the strategic plan as approved by the Executive Board. The members of the committee must be familiar with the strategic plan and be committed to taking actions to accomplish the work necessary to execute the strategic plan. This may mean taking steps to implement specific parts of the document (i.e., the strategic plan), working to create specific steps useful to implementing specific parts of the document, or working with other TMCA members who demonstrate mastery in certain aspects of the skills necessary to implement specific parts of the document.

**AWARDS COMMITTEE (One-year term)**
Purpose: select one recipient for the TMCA Emerging Leader award based on merit and eligibility criteria outlined and approved by the Executive Board.

**CERTIFICATION COMMITTEE (Two-year terms)**
Purposes: (1) promote the Texas Municipal Clerks Certification Program and set the policies and procedures for the operation of the Certification Program; and (2) award the TMCCP seminar registration scholarships and travel stipends. This committee shall attend the Graduation Ceremony to assist with the graduation ceremony. The committee meets in person or remotely twice per year as scheduled by the Committee. At least one meeting must be attended in-person. For special called meetings, the committee deliberates by phone, email, or web conferencing. Members being considered for service on the Certification Committee must submit a letter of support from the mayor or city

manager prior to final appointment by the TMCA, Inc., President Elect.

**MEMBERSHIP COMMITTEE (Two-year staggered terms)**
Purpose: contact and inform municipal clerks, mayors and city managers not involved with TMCA, Inc., and TMCCP about the benefits and services of the Association. The membership committee is also responsible for administering the Clerks Mentor Program. Information and mail-out procedures have been established by the Executive Board. Members may be current chapter presidents or their designees.

**MUNICIPAL CLERK OF THE YEAR COMMITTEE (One-year term)**
Purpose: select one Texas municipal clerk and one Texas municipal deputy/assistant clerk as the recipient of the award. Criteria and a point system for evaluating service has been established by the Executive Board.

**MUNICIPAL CLERK'S OFFICE ACHIEVEMENT OF EXCELLENCE AWARD COMMITTEE (Two-year staggered terms)**
Purpose: select award recipients for TMCA Municipal Clerk's Office Achievement of Excellence Award based on criteria as outlined and approved by the Executive Board. Membership for this committee shall consist of at least five members serving two- year staggered terms.

**NOMINATING COMMITTEE (One-year term)**
Purpose: nominate qualified members for the TMCA, Inc., Executive Board. Factors such as service to local chapter and TMCA, Inc., geographic representation, and population of city are considered in the effort to create a statewide representation. One member shall have served on the Nominating Committee.

**RESOLUTIONS COMMITTEE (One-year term)**
Purpose: select, write, and proof-read resolutions that recognize benchmark accomplishments to honor outstanding members throughout the state. The Chair or designee will present the Resolutions during the TMCA, Inc., Awards Event held at the TMCCP Graduate Institute.

**SCHOLARSHIP COMMITTEE (One-year term)**
Purpose: select the recipients of all major scholarships sponsored by TMCA and approved vendors to be used for TMCCP certification or recertification and for continuing college or university studies.

**TECHNOLOGY COMMITTEE (One-year term)**
Purpose: monitor the list serve to maintain the professional and ethical standards established by the Executive Board and other technology projects as assigned to facilitate communication and to save funds.

**TML BOOTH COMMITTEE (One-year term)**
Purposes: (1) select and purchase the TMCA, Inc., promotional give-away item with approval by the TMCA Executive Board; (2) assist staff with the set-up and take-down of the TMCA, Inc., exhibition booth; (3) create and monitor a work schedule of volunteers to be with the booth during the Annual TML Conference. Members must reside in the surrounding area of the TML annual conference host city.

## B. GUIDELINES FOR COMMITTEE APPOINTMENTS

1. The President Elect shall notify the TMCA Staff to publish the Committee Interest Form in the newsletter, along with an article prepared by the President Elect regarding the process. The form is to be submitted electronically by September 1.

2. The President Elect shall then compile the recommended committee list and submit it to the TMCCP staff for verification of each individual's certification/ recertification status.

3. The President Elect may also wish to contact the local chapter presidents and request input and recommendations.

4. The President Elect shall contact prospective nominees regarding potential committee assignment and their willingness to serve, if appointed, no later than September 15, requesting a response back by October 1.

5. Upon receiving responses from the prospective nominees, the President Elect shall compile the committee list and send it to the Executive Board for input.

6. Board members should respond back to the President Elect at their earliest convenience if they have any concerns.

7. The President Elect should submit a recommended committee list to the President in ample time for inclusion in the November board meeting agenda packet.

8. Following the November Board meeting, the new committee members shall be notified of their appointment by the President Elect.

9. The President Elect shall keep a complete file on the questionnaires and the process documentation to be passed on to the incoming President Elect.

# 10.

# TMCA Major Scholarships

Revised 6/16/2026

## TMCA MAJOR SCHOLARSHIPS/
## APPLICATIONS

### A. PURPOSE OF SCHOLARSHIPS

The purpose of the TMCA major scholarship program is to advance the education, professional development, and job performance of Texas Municipal Clerks by providing financial assistance to the members who are enrolled in the Texas Municipal Clerks Certification or Recertification Program.

Scholarships will be used toward pursuit of the Texas Registered Municipal Clerk Certification or Recertification. Scholarships are also available for eligible Texas Registered Municipal Clerks (TRMCs) who are pursuing a bachelor's or graduate degree in a program of study that directly enhances the recipient's professional job performance.

### B. SCHOLARSHIP SOURCES

Depending on the applicant's intended use of the scholarship–TMCCP or college/university study–the applicant may be granted a scholarship from one of the following sources, chosen by the Scholarship Committee.

1. **Dorothy F. Byrd Scholarship**
   **Maximum amount awarded:** $500 each
   **Intended use:** pursuit of either the Texas Registered Municipal Clerk Certification/Recertification (TRMC) or eligible college/university study
   **History:** The Dorothy F. Byrd Scholarship was established in 1993 by the members of the Texas Municipal Clerks Association, Inc., to honor Dorothy Byrd, Executive Director of Texas Municipal Clerks Certification Program and Texas Municipal Clerks Association, Inc.

   Dorothy Byrd served as Director of TMCCP and TMCA, Inc., from 1968 through 1993. Formerly a city secretary and tax collector, City of Andrews, and an Associate Dean of the School of Community Services, University of North Texas, Denton, Director Byrd's achievements included: 1) President of the Association of City Clerks and Secretaries of Texas, 1964-65; 2) the establishment of the Texas Municipal Clerks Certification Program that requires four home study courses, four examinations, and eight seminars that provide education and professional development in public administration, public law, municipal finances, supervision, and intense study of the Texas election laws and the Local Government Code; 3) the creation of an eighty-hour recertification course of study that requires completion of three texts and six seminars; 4) the publication and development of revision schedules of the *Texas Municipal Clerks Handbook,* the *Texas Law and Procedure Manual,* the *Texas Municipal Election Law Manual,* and the *TMCA, Inc., Policy Book*; 5) passage of HB 2092, May 1985, signed by Texas Governor White, which gives legislative legitimacy to the Texas Municipal Clerks Certification Program and to the office of the municipal clerk.

   In 1994 the members of the Texas Municipal Clerks Association, Inc., professional colleagues, and collegiate peers selected Executive Director Dorothy Byrd to receive the First International Institute of Municipal Clerks Institute Director's Award.

In recognition of Dorothy Byrd's exemplary contributions and years of dedicated service to the office of the municipal clerk and to local government, the TMCA, Inc., founded this scholarship to promote the education and professional development of the Texas municipal clerk.

2. **Lila Fern Martin Scholarship**
**Maximum amount awarded:** $1,000.00
**Intended use:** eligible college/university study
**History:** The Lila Fern Martin Scholarship is so named to honor the 1958-1959 president of the Association of City Clerks and Secretaries of Texas - the predecessor organization of the Texas Municipal Clerks Association, Incorporated. Miss Martin was the city secretary of the City of Abilene as well as the Association President when she suffered a terminal illness.

The Association honored Miss Martin for her contributions and service to her colleagues and profession by establishing the scholarship which bears her name.

LILA FERN MARTIN
President 1958-1959

3. **Dr. Joyce Snay Scholarship**
**Maximum amount awarded:** $500.00
**Intended use:** pursuit of either the Texas Registered Municipal Clerk Certification/ Recertification (TRMC)
**History:** The Joyce Snay Scholarship was established in 2008 by the members of the Texas Municipal Clerks Association, Inc., to honor Joyce Snay, Education Director of the Texas Municipal Clerks Certification Program and Texas Municipal Clerks Association, Inc.

4. **Sandra Watkins Election Law Scholarship**
**Maximum amount awarded:** $500.00
**Intended use:** to assist one or more recipients with registration fees and travel expenses to attend a TMCCP Election Law Seminar**.** Recipient(s) shall be a current TMCA member from a small Texas city/town with a population fewer than 5,000.

5. **Legacy Scholarship**
**Maximum amount awarded:** $500.00
**Intended use:** provide financial help to one or more retired city secretaries who are teaching for TMCCP seminars and/or actively working as consultants and who are attending TMCCP seminars in order to keep their TRMC credentials up-to-date. Not eligible if currently employed in a permanent position with a municipality.

6. Mary Lynne Stratta Legislative Update Scholarship
**Maximum amount awarded:** $500.00
**Intended use:** pursuit of the Texas Registered Municipal Clerk Certification (TRMC) or Recertification, including travel to and from the Legislative Update Seminar.
**History:** Established in 2024, in honor of Mary Lynne's long-time passion, service, and commitment to the Texas Municipal Clerks Association and Certification Program. Ms. Stratta strongly believes that municipal clerks must be involved in the legislative process for their cities. Ms. Stratta was appointed as the city of Bryan City Secretary in 1990. She also served as the Legislative Director for Bryan for three decades. She served as the 2005 TMC President. After an exemplary career in municipal government, Mary Lynne retired in September 2024.

7. **Judy Morrison Memorial Scholarship**
   **Maximum amount awarded:** $500
   **Intended use:** Pursuit of the Texas Registered Municipal Clerk Certification (TRMC) or Recertification for Deputy/Assistant City Secretaries only.
   **History:** Established in 2026, The Judy Morrison Memorial Scholarship honors the lasting impact Judy Morrison, former City Secretary for the City of Allen (1989–2003), had on the municipal clerk profession.

8. **Vendor Scholarships**
   **Maximum amount awarded:** $500.00
   **Intended use:** pursuit of the Texas Registered Municipal Clerk Certification (TRMC) or Recertification, including travel to and from approved seminars
   **History:** Various donors contribute funds toward Texas Municipal Clerks scholarships in recognition of the mission of TMCA, Inc., and TMCCP, which states, "The Texas Municipal Clerks Association, Inc., and the Texas Municipal Clerks Certification Program are dedicated to providing an educational and professional development program for novice and experienced municipal clerks."

## C. SCHOLARSHIP COMMITTEE

The Scholarship Committee which is appointed annually by the President of TMCA, Inc., will consider all applications, deliberate on the factors of eligibility, and designate the scholarship awards for all of one calendar year. To determine scholarship recipients, the Committee shall use the appropriate scoring criteria sheets developed by the executive board and kept on file at the TMCA, Inc., office (scoring criteria forms will be provided to the Committee during the scoring process). The actual presentation of the awards will occur at the Annual TMCA Awards event, held in conjunction with the TMCCP Graduate Institute.

The Committee and Administrative Director receive and review all applications. The deliberations of the Committee and the Administrative Director are confidential. The selection(s) by the Committee is final.

The Committee notifies the TMCA, Inc., President of the named recipient(s) and the amount of the award(s). The President notifies the recipient(s) and confirms his/her attendance at the TMCA Annual Awards event.

The applications and committee papers will be forwarded to the corporate office by the Committee Chair.

## D. SCHOLARSHIP ADMINISTRATION

The Chair of the Scholarship Committee must receive all scholarship applications by **June 15** of each year. Applications postmarked, faxed, or emailed after June 15 of the specified year will be returned.

The TMCA, Inc., Treasurer disburses scholarship funds to the recipient(s) on a cost-reimbursement basis not to exceed the amount(s) awarded. The recipient(s) shall be reimbursed for qualifying expenses incurred between January 1 and December 31 of the year following the award of scholarship.

Reimbursable expenses depend upon the scholarship awarded. Each scholarship and eligible expenses are listed below:

**Dorothy Byrd Scholarship** (for TMCCP certification/recertification or college)

Reimbursable expenses are exclusive to:

**TMCCP expenses**: cost of enrollment, textbooks, exam fees, and TMCCP seminar registration fees and travel expenses, **or**

**College expenses**: credit-hour tuition fees (extension and correspondence courses listed in the institutional catalog that apply to the recipient(s) degree plan are acceptable), building use fees, student service fees, identification card fees, publications fees, union building fees, property damage fees, science laboratory fees, and academic department fees

**Lila Fern Martin Scholarship** (for college use only)

Reimbursable expenses are exclusive to credit-hour tuition fees (extension and correspondence courses listed in the institutional catalog that apply to the recipient(s) degree plan are acceptable); building use fees; student service fees; identification card fees; publications fees; union building fees; property damage fees; science laboratory fees; and academic department fees.

**Dr. Joyce Snay Scholarship, Legacy Scholarship, Vendor Scholarships** (for TMCCP certification/recertification)

Reimbursable expenses are exclusive to enrollment fees, textbooks, exam fees, and TMCCP seminar registration fees and travel expenses.

**Sandra Watkins Election Law Scholarship** (for current TMCA member)

Reimbursable expenses are exclusive to Election Law Seminar registration fees and travel expenses (must be used within two years of award).

The recipient must submit original, official receipt(s) issued by TMCCP, the college, or the university to receive payment for reimbursable expenses.

## E. ELIGIBLE APPLICANTS

### 1. General Requirements

Eligible applicants shall be current paid members of TMCA, Inc., and shall have been paid members of TMCA, Inc., for two consecutive years previous to application for the scholarship. Applicants must be actively pursuing certification or recertification in the Texas Municipal Clerks Certification Program. If applicant intends to use a TMCA Major Scholarship for TMCCP certification or recertification, seminars covered by the scholarship must be required seminars needed to complete certification or recertification. Applicants must have already earned the TRMC to be eligible to use the funds for a college degree.

### 2. Bachelor Degree Requirements

Applicants pursuing a bachelor's degree must have completed thirty semester credit hours of study

in an accredited college or university. Applicants must major in government, business administration, finance, management, or economics. Recipients who do not have a degree plan on file with the institution must provide an official degree plan by the end of the first academic semester for which the scholarship funds are received. Subsequent scholarship funds will not be released by the treasurer until the degree plan is presented to the TMCA, Inc., treasurer.

3. **Graduate Degree Requirements**

Applicants pursuing a graduate degree must have completed nine semester credit hours of graduate study in an accredited college or university. Applicants must have completed the institutional requirements for admission to Graduate School for a Master of Arts degree or a Master of Science degree in government, public administration, urban government, business administration, management, finance, or economics. Persons admitted to a doctoral program or a law program will have similar requirements.

## F. SELECTION CRITERIA

1. Applicants must meet all of the eligibility requirements.

2. Scholarships will be awarded based on a combination of the applicant's years of municipal service, membership in TMCA, Inc., and progress in the Texas Municipal Clerks Certification/Recertification Program. For those pursuing a college or university degree, points are awarded based on the number of college hours completed.

3. Preference will be given to applicants who have not received a major scholarship award within the last three years.

4. Preference will be given to city secretaries or municipal clerks; 2) assistant or deputy city secretaries or municipal clerks; and 3) other TMCA, Inc., members.

5. Members of the current scholarship committee are not eligible to apply for a TMCA Major Scholarship or MCCi Records Management Scholarship

## G. POST AWARD REQUIREMENTS

The scholarship recipient pursuing a bachelor's or graduate degree must complete the same college or university semester credit hours for which the scholarship funds were reimbursed.

The recipients studying for a bachelor's degree must maintain at least a "C+" grade point average.

The recipient studying for an advanced degree must maintain at least a "B" grade point average.

## EXHIBIT A

### TMCA MAJOR SCHOLARSHIP APPLICATION

Name_____ Title_____

City of_____ Address_____

City_____ Zip_____

Phone (  )_____ Email Address _____

| Municipal Positions Held | City/Organization | From MM/YY | To MM/YY |
|---|---|---|---|
| City Secretary/Clerk | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| Deputy/Asst CS/CC | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| Other TMCA, Inc. Member | _____ | _____ | _____ |

**PROFESSIONAL INFORMATION**

Currently a paid member of TMCA, Inc. Yes_____No_____

Number of years a member of TMCA, Inc. _____

Currently enrolled in Certification/Recertification Yes No_____

Currently a Texas Registered Municipal Clerk Yes_ Date No_____

of certification _____

Date(s) of recertification _____

_____

_____

Have you been awarded a major TMCA scholarship in the past? Yes_____ No_____

If so, what year?_____ What Scholarship? _____

Will this scholarship be used to attend a seminar or seminars needed to fulfill the TMCCP certification or recertification requirements? Yes_____ No_____

**INTENDED USE OF SCHOLARSHIP**

(Designate one)

1) TMCCP _____

2) College/University _____

**Enclose resume.**

## EXHIBIT A continued

### EDUCATIONAL INFORMATION

TEXAS MUNICIPAL CLERKS CERTIFICATION PROGRAM

Year enrolled in TMCCP _____

(Certification Program Enrollees)
Number of course(s) completed _____
(1 Course = 4 modules homework,
1 exam, and 2 required seminars)

(Recertification Enrollees)
Number of education points accumulated _____
Number of required seminars completed _____

Expected Certification or Recertification date _____

**Enclose current TMCCP transcript**

*(Complete the following section ONLY if scholarship is to be used for college)*

**COLLEGE OR UNIVERSITY**

Name of Institution_____

Department/School/College_____

Major_____Minor_____

Year enrolled_____Number of eligible credit hours completed _____

Current grade point average_____Expected graduation date _____

Degree plan filed with the institution_YES_NO (Please attach a copy.)

**Enclose an official transcript**

The Scholarship recipient must complete the same TMCCP course or the same college or university semester credit hours for which the Dorothy Byrd Scholarship funds were reimbursed. Failure to fulfill these requirements will obligate the recipient to repay the Dorothy Byrd Scholarship Fund the amount awarded. Failure to repay the awarded funds shall result in appropriate legal action by the Texas Municipal Clerks Association, Inc.

I have read and understand the eligibility requirements for application for the Dorothy F. Byrd Scholarship. I understand and shall comply with the post award requirements of the Dorothy F. Byrd Scholarship. I attest that the above statements contained in this document are true and correct.

_____ _____
Signature Date

**Return to Chair, Scholarship Committee**

## EXHIBIT B

### SANDRA WATKINS
### TMCCP ELECTION LAW SEMINAR SCHOLARSHIP APPLICATION

| | |
|---|---|
| Applicant's Name | Title |
| City | Email |

Address

City, State, Zip Code

| | |
|---|---|
| Have you been employed continuously for the past 6 months in the capacity of municipal clerk/city secretary; assistant municipal clerk/assistant city secretary; deputy municipal clerk/deputy city secretary; a combination of these positions; or as an employee of the city secretary's office who performs core city secretary duties? | Yes ____ No ____ |
| Are you a current TMCA, Inc., member? | Yes ____ No ____ |
| Will you be a TMCA, Inc., member for 6 months as of June 15? | Yes ____ No ____ |
| Is your municipal population fewer than 5,000? | Yes ____ No ____ |
| Please state your annual travel budget. | _____ |
| Have you previously attended a TMCCP Election Law Seminar? | Yes ____ No ____ |
| Is so, when? | _____ |

☐ **Attach** a letter of support from your Mayor or City Manager expressing financial need and how educational and professional goals will be enhanced by receiving the Sandra Watkins TMCCP Election Law Seminar Scholarship.

☐ **If** you are an employee of the city secretary's office but do not have the title of municipal clerk/city secretary; assistant municipal clerk/assistant city secretary; deputy municipal clerk/deputy city secretary; or a combination of these positions, attach a letter of support from the supervising city secretary supporting your participation in TMCA and acknowledging that your job functions include supporting the city secretary in the core duties described in the eligibility requirements.

☐ **If** you are not an employee of the city secretary's office, attach a letter signed by your supervisor and the municipal clerk/city secretary supporting your participation in TMCA and acknowledging that your job functions include the core duties described in the eligibility requirements.

***If the scholarship is awarded, it must be used for a TMCCP Election Law Seminar held within two years of award.***

**APPLICANT PLEASE READ AND SIGN:**

*I attest that the above statements contained in this document are true and correct.*

| | |
|---|---|
| Applicant's Signature | Date |

**DEADLINE:** All entries must be received by June 15, to be considered for this year's scholarship. Submit application to the Chair of the Scholarship Committee. **PLEASE COMPLETE ALL BLANKS**. For general questions, contact: TMCCP, 1155 Union Circle #305067, Denton, Texas 76203. Telephone: (940)565-3488.

## EXHIBIT C

### LEGACY SCHOLARSHIP APPLICATION

The purpose of the Legacy Scholarship is to provide financial assistance to one or more retired city secretaries who are teaching for TMCCP seminars and/or actively working as consultants and who are attending TMCCP seminars in order to keep their TRMC credentials up-to-date. **Not eligible if currently employed in a permanent position with a municipality.**

_____
Applicant's Name

_____
Address

_____
City, State, Zip Code

_____ _____
Telephone Email

_____ _____ _____
Retired from (name of city) Year retired Title at time of retirement

Current member of TMCA? Yes____ No ____

Is your TRMC current? Yes____ No ____

**Please answer all that apply below.**

Are you currently working in a consulting position with a city? Yes____ No ____

Name of city where you are currently working as a consultant_____

Are you working in a permanent position with the city named above? Yes____ No ____

Are you currently working with a consulting firm? Yes____ No ____

Name of consulting firm for whom you are currently working_____

If you have taught for TMCCP since you retired, list date(s): _____

**APPLICANT PLEASE READ AND SIGN:**

*I attest that the above statements contained in this document are true and correct.*

_____ _____
Applicant's Signature Date

**DEADLINE:** All entries must be received by June 15, to be considered for this year's scholarship. Submit application to the Chair of the Scholarship Committee. **PLEASE COMPLETE ALL BLANKS**. For general questions, contact: TMCCP, 1155 Union Circle #305067, Denton, Texas 76203. Telephone: (940)565-3488.

# 11.
# Municipal Clerk of the Year and Deputy/Assistant Clerk of the Year Policy

Revised 7/20/2026

# MUNICIPAL CLERK OF THE YEAR POLICY

## A. NOMINATIONS

Either an individual or a chapter of the State Association is encouraged to nominate a candidate for recognition as Municipal Clerk of the Year. The deadline for submitting nominations to the Municipal Clerk of the Year Committee shall be July 1 of each year. The finalist will be honored at the annual TMCA, Inc., awards event.

## B. ELIGIBILITY REQUIREMENTS

A nominee for Texas Municipal Clerk of the Year:

1. must currently hold a municipal clerk position;

2. must currently be an active member of the Texas Municipal Clerks Association, Inc., and must have been an active member for at least five years;

3. must have provided service to other Municipal Clerks on a local level where the opportunity exists, or on a state level;

4. must have exhibited leadership abilities;

5. must be a Texas Registered Municipal Clerk; and

6. must not be a prior recipient of the Municipal Clerk of the Year award.

## C. SELECTION CRITERIA

To determine the successful nominee for the year, the Committee shall use the Municipal Clerk of the Year Scoring Criteria form developed by the executive board and kept on file at the TMCA, Inc., office (form will be provided to the Committee during the scoring process). Upon completion of the Committee's work, the Chair shall submit to the President, the Committee's recommendation along with all of the nomination forms and scoring criteria. The President or their designee shall notify the recipient, the recipient's mayor and city manager, and confirm attendance at the annual TMCA, Inc., awards event.

## D. NOMINATIONS

Either an individual or a chapter of the State Association is encouraged to nominate a candidate for recognition as Municipal Deputy/Assistant Clerk of the Year. The deadline for submitting nominations to the Municipal Clerk of the Year Committee shall be July 1 of each year. The finalist will be honored at the annual TMCA, Inc., awards event.

## E. ELIGIBILITY REQUIREMENTS

A nominee for Texas Deputy/Assistant Municipal Clerk of the Year:

1. must currently hold a deputy/assistant municipal clerk position;

2. must currently be an active member of the Texas Municipal Clerks Association, Inc., and must have been an active member for at least five years;

3. must have provided service to other Municipal Clerk offices on a local level where the opportunity exists, or on a state level;

4. must have exhibited leadership abilities;

5. must be a Texas Registered Municipal Clerk; and

6. must not be a prior recipient of the Deputy/Assistant Municipal Clerk of the Year award.

## F. SELECTION CRITERIA

To determine the successful nominee for the year, the Committee shall use the Deputy/Assistant Municipal Clerk of the Year Scoring Criteria form developed by the executive board and kept on file at the TMCA, Inc., office (form will be provided to the Committee during the scoring process). Upon completion of the Committee's work, the Chair shall submit to the President, the Committee's recommendation along with all of the nomination forms and scoring criteria. The President or their designee shall notify the recipient, the recipient's mayor and city manager, and confirm attendance at the annual TMCA, Inc., awards event.

# 12.

# Retiree Recognition Policy

Revised 12/19/2024

# RETIREE RECOGNITION POLICY

## RECOGNITION OF RETIREES

1. A retiree shall be employed as a municipal clerk/city secretary, deputy or assistant municipal clerk/city secretary at the time of retirement from the profession or the municipality.

2. A retiree shall be a member of the Texas Municipal Clerks Association, Inc.

3. A retiree with at least ten years of service as municipal clerk/city secretary or as a deputy/assistant city secretary for at least 15 years shall receive an award of recognition.

4. Retirees with fewer than ten years as municipal clerk/city secretary shall receive a certificate of recognition. Deputy or assistant municipal clerks/city secretaries who achieve the required ten years of service in municipal government shall receive a certificate of recognition.

5. Upon the Retirement Committee's recommendation and written justification, the Executive Board may recognize an exceptional retiree who was employed at least ten years as a municipal clerk/city secretary but is retiring from another municipal office other than the municipal clerk/city secretary's office.

6. Names of retirees meeting the criteria set out by TMCA, Inc., shall be submitted by July 1, to the Retirement Committee by chapter presidents along with a notation as to whether the retiree is expected to attend the Annual Awards event. In the event a retiree will be unable to attend the Annual Awards event, staff will send the appropriate award to be presented to the retiree at the local chapter meeting or city retirement event.

7. Names of all eligible retirees shall be read at the annual Awards Event and those attending the event will receive their awards at that time.

# 13.

# TMCCP Certification and Recertification Requirements/ Academic Misconduct

Revised 12/19/2024

## TMCCP CERTIFICATION AND RECERTIFICATION REQUIREMENTS/ ACADEMIC MISCONDUCT

## A. CERTIFICATION PROGRAM OVERVIEW AND HISTORY

### 1. Overview and Introduction

The certification program is a professional development program with college/university-level courses. Personal development is as much a goal of the certification as career development—the municipal clerk gains a greater sense of confidence and self-esteem as professional growth and development occur.

The Texas Municipal Clerks Certification Program provides current insight into such areas as public relations, interpersonal communications, and community organization which will improve on-the-job ability and enhance the clerk personally and individually. Increasing personal awareness, flexibility, knowledge, and innovations result in new professionalism.

Successful completion of TMCCP requires approximately 200 hours of individual home study and online homework; examinations over each of the four courses; and attendance at eight seminars. Some enrollees complete the program in as few as three years; some take several years. There is a 10-year limit to complete the Certification Program; after this the enrollee must start over. Paid fees do not transfer.

Recertification requires an additional 80 hours of professional development course work every five years, including attendance at six seminars and a selection of educational opportunities to earn points towards recertification.

Currently, hundreds of municipal clerks are enrolled in TMCCP and are working toward certification or recertification. Over 1,000 enrollees have completed the extensivecertification program.

### 2. The Certification Program Background

The Texas Municipal Clerks Certification Program began in 1967 at the University of North Texas from a study initiated by the Association of City Clerks and Secretaries of Texas, now Texas Municipal Clerks Association, Inc., and prepared by Dorothy Byrd. Ms. Byrd continued as the executive director until her retirement in December 1993.

TMCCP is the only university-level professional education program for city clerks and city secretaries in Texas and is the third oldest of such programs in the country. It is administered by the Texas Municipal Clerks Association, Inc., located at the University of North Texas. The certification program is recognized by the International Institute of Municipal Clerks. Through the years many changes have occurred, improving the program and increasing public recognition. The 69th Texas Legislature adopted H.B. 2092, which gives State sanction of the program and provides that certification will be issued to each person who successfully completes the program.

### 3. Goals of the Certification Program

The program seeks to establish certain qualifications for fulfilling the office of municipal clerk in order to retain the traditional and rightful standing as an officer of the municipality. The program also aims to provide the municipal clerk with the knowledge and methods to execute the duties of his/her office, as well as develop familiarity with the theory and practices of one's local government.

## B. CERTIFICATION REQUIREMENTS

The Texas Municipal Clerks Certification Program is a self-paced distance learning program that consists of four courses. To complete certification an enrollee must meet the following requirements:

1. Homework: enrollees complete four modules of homework in each of the four courses. The homework is completed and submitted for grading via the online learning management system.

2. Examinations: enrollees must pass an examination over the homework in each of the four courses.

3. TMCCP Seminars/Educational Training Events: enrollees must complete 96 hours of TMCCP educational training events; 24 for each of the four courses.

   24 hours for Course 1
   24 hours for Course 2
   24 hours for Course 3
   24 hours for Course 4

   Of the 96 TMCCP education hours required:

   a. A minimum of 60 hours shall be completed in person by attending TMCCP Seminars;

   b. Twelve hours shall be a TMCCP Public Funds Investment Act or Municipal Budget Seminar;

   c. Twenty-four hours may be earned by virtually attending TMCCP seminars (effective Jan 2022);

   d. Twelve hours may be earned by completing TMCCP webinars.

   **Note:** We reserve the right to limit the number of attendees at in-person seminars, virtual seminars, and webinars.

4. Three years of paid membership in TMCA.

Since the program is self-paced, completion times vary. There is a time limit of 10 years to complete the Certification Program, but completion of the Program can occur as early as two years.

## C. RECERTIFICATION REQUIREMENTS

After an enrollee has graduated from the Texas Municipal Clerks Certification Program, recertification is required every five years to maintain the Texas Registered Municipal Clerk (TRMC) status. Recertification is a continuation of the philosophy and the fact that H.B. 2029 recognizes, supports, and awards Texas Municipal Clerks as key professionals in municipal government. H.B. 2029 requires that "a person who holds a certificate issued under this section must renew the certificate not later than five years after the date on which the original certificate was issued."

The requirements of recertification are as follows:

1. Enroll in the TMCCP Recertification Program.

2. Be a member of TMCA, Inc., at time of recertification enrollment and maintain continuous membership throughout recertification.

3. Attend the following six TMCCP seminars:

   2 TMCCP Advanced Institute Seminars
   2 TMCCP Election Law Seminars
   2 TMCCP Seminars (other than the Advanced Institute and Election Law Seminars)

   a. Enrollees may use a series of six TMCCP webinars to fulfill one seminar attendance requirement **once** during each certification (effective January 2020).

b. Of the six required TMCCP seminars, two may be attended virtually (effective January 2022.)

Three of the required seminars must be attended in-person. Three may be attended via distance learning (**one** series of six webinars and/or **two** virtual seminars).

**Note:** We reserve the right to limit the number of attendees at in-person seminars, virtual seminars, and webinars.

4. Accumulate a minimum of 60 education points: [Submit the Affirmation of Academic Honesty Form with submitted work (see Exhibit A).]

Graduates who do not complete the recertification requirements within the five-year period will lose the TRMC status. Reinstatement must be requested from the Certification Committee (see **Chapter 15 E - Reinstatement of Certification**).

## D. ACADEMIC MISCONDUCT

The Texas Municipal Clerks Certification Program enforces policies concerning academic misconduct. (These policies have been molded by the policies set forth by the University of North Texas.) See Exhibit A -- TMCCP Policy on Academic Misconduct and Exhibit B – Policy on Academic Conduct for TMCCP Webinars.

## EXHIBIT A

## TMCCP Policy on Academic Misconduct

Enrollees are subject to discipline for academic misconduct. Academic misconduct includes Academic Dishonesty, which includes but is not limited to:

1. Cheating. The term “cheating" includes, but is not limited to:

    a. copying or any unauthorized assistance in taking examinations;
    b. dependence upon the aid of sources beyond those authorized by the instructor in writing papers, preparing reports, solving problems, or carrying out other assignments;
    c. the acquisition, without permission, of tests or other academic material belonging to a TMCCP staff member or TMCCP enrollee; or
    d. dual submission of a paper or project, or resubmission of a paper or project; or
    e. any other act designed to give a student an unfair advantage.

2. Plagiarism. The term “plagiarism” includes, but is not limited to:

    a. the knowing or negligent use by paraphrase or direct quotation of the published or unpublished work of another person without full and clear acknowledgment; and
    b. the knowing or negligent unacknowledged use of materials prepared by another person or by an agency engaged in the selling of term papers or other academic materials.

3. Fabrication. Intentional and unauthorized falsification or invention of any information or citation in an academic exercise.

4. Facilitating academic dishonesty. Intentionally or knowingly helping or attempting to help another to violate a provision of the TMCCP Policy on Academic Misconduct.

TMCCP supports the definition of plagiarism and/or cheating set forth in the UNT Policy Manual Code of Student Conduct and Discipline:

> **“Plagiarism and cheating refer to the use of unauthorized books, notes, or otherwise securing help in a test; copying tests, assignments, reports, or term papers; representing the work of another as one's own; collaborating, without authority, with another student during an examination or in preparing academic work; or otherwise practicing scholastic dishonesty.”**

**Penalty for Academic Misconduct includes:**

Dismissal of the enrollee from the Texas Municipal Clerks Certification Program.

**Rights of an Enrollee Disciplined on Grounds of Academic Dishonesty**

Academic dishonesty matters may first be considered by the TMCCP education director, who may assign penalties such as dismissal from the Program and/or denial of the Texas Registered Municipal Clerk Certification. If the enrollee does not accept the decision of the TMCCP education director, the enrollee may have her/his case heard by the TMCA Certification Committee Chair for review of her/his case. If the enrollee does not accept the decision of the TMCA Certification Committee Chair, the enrollee may then have her/his case heard by the TMCA, Inc., Executive Board.

If an enrollee has any questions regarding the TMCCP Policy on Academic Misconduct, please contact the TMCCP office. Telephone: 940-565-3488; email Education Director Dr. Amy Holt, TRMC, at amy.holt@unt.edu; mailing address: 1155 Union Circle #305067, Denton, Texas 76203-5017.

## EXHIBIT B

## TMCCP Policy on Academic Conduct for TMCCP Webinars

### Live TMCCP Webinar Participation

For live webinar participation, enrollees commit to the same standard of academic honesty committed to upon TMCCP enrollment. Further, as an attendee of a webinar the student affirms:

1. Attendance

    a. I will attend the webinar for the full duration.
    b. I will NOT allow someone to attend in my place.
    c. I will not participate in any act or fail to participate in any act that is deceitful or used to be given an unfair advantage.

2. Participation

    a. I will not be involved in other activities, such as: checking emails, participating in phone conversations, surfing the internet, or other similar activities during the webinar.
    b. I will participate in the required exercises used to demonstrate my engagement with the webinar.

3. Facilitating academic dishonesty

    a. I will not intentionally or knowingly help or attempt to help another to violate a provision of the TMCCP Policy on Academic Misconduct.

### TMCCP On-Demand Webinars

For on-demand webinar participation, enrollees commit to the same standard of academic honesty committed to upon enrollment. Further, in taking an on-demand webinar the student affirms:

1. Viewing

    a. I will view the webinar for the full duration.
    b. I will NOT allow someone to watch the webinar in my place.
    c. I will not participate in any act or fail to participate in any act that is deceitful or used to be given an unfair advantage.

2. Assessment

    a. I will complete the necessary assessment at the conclusion of the webinar. This assessment is required to earn credit for the webinar towards my certification.
    b. I attest that the assessment I am submitting to TMCCP is my own, original work, based upon what I have learned from viewing the full on-demand webinar.
    c. I will complete the assessment and turn it in by the assigned deadline.

3. Facilitating academic dishonesty

    a. I will not intentionally or knowingly help or attempt to help another to violate a provision of the TMCCP Policy on Academic Misconduct.

# 14.
# Certification Committee Policies and Procedures

Revised 11/10/2025

## CERTIFICATION COMMITTEE POLICIES AND PROCEDURES

*Members and Appointment*, *Terms of Office and Duties* (See Bylaws-Article IX, Section 2)
*Certification Committee Meetings/Annual Certification Committee Meeting Dates* (See Chapter 8).
*Certification Committee Criteria* (See Chapter 10).

### A. DUTIES AND RESPONSIBILITIES OF COMMITTEE

1. The duties of the Committee are to:

   (a) Promote the Texas Municipal Clerks Certification Program
   (b) Set the policies and procedures for operation of the Certification Program as approved by the Executive Board.
   (c) Attend (mandatory) the Certification Program's graduation luncheon ceremony held in conjunction with the annual Election Law Seminar

2. Additional responsibilities of the Committee may include:

   (a) Assist the TMCCP staff at seminars with
      (1) registration and information
      (2) encouraging attendees to return to sessions in a timely manner
      (3) providing encouragement to attendees

   (b) Address new enrollees at orientation sessions
      (1) welcome to the program
      (2) offer encouragement to complete the program
      (3) assure enrollees that Certification Committee members are available when they need assistance

   (c) Address enrollees taking exams
      (1) offer encouragement and support prior to test taking
      (2) assure test takers that Certification Committee members are available for assistance

   (d) Review Policy and Procedure Manual
      (1) recommend to the Executive Board changes to the Policy and Procedure Manual related to the Certification Committee's responsibilities

### B. TMCCP SEMINAR SCHOLARSHIP PURPOSE

The Certification Committee of the Texas Municipal Clerks Association, Inc., offers payment to defray registration and/or travel costs of seminar attendance up to $500 for current TMCA members who are employed by a municipality in Texas and enrolled in the Texas Municipal Clerks Certification or Recertification Program. The Certification Committee reviews applications and approves or denies requests.

Application for scholarships will be open during registration for each seminar. The application period will be opened eight weeks before a seminar, and scholarships are awarded for each seminar on a first-come, first-served basis. Each applicant is eligible to receive only one TMCCP Scholarship per year.

**ELIGIBILITY REQUIREMENTS**

1. Applicant must be currently employed by a municipality in Texas.

2. Applicant must be a paid member of the Texas Municipal Clerks Association, Inc.

3. Applicant must be actively pursuing certification or recertification in the Texas Municipal Clerks Certification Program, and the seminar for which application is made must be necessary to complete certification or recertification requirements.

4. Applicant pursuing first time certification must have completed one course of homework and successfully passed one exam.

**APPLICATION REQUIREMENTS**

1. Applicant must submit the prescribed application and a letter of commitment stating how his/her educational and professional goals will be enhanced by completion of the Texas Municipal Clerks Certification/Recertification Program.

2. Seminar Scholarship shall be paid to the recipient or municipality on a reimbursement basis following full attendance of the seminar for which the Seminar Scholarship was awarded. When requesting reimbursement, recipient must submit expenses with documentation (receipts and statements) to the Administrative Director.

**3.** The application and letter must be received at least 10 business days prior to seminar date.

4. Seminar Scholarship applications for the next calendar year shall not be considered and/or awarded until after December 1 of the present year.

**ATTENDANCE REQUIREMENT FOR REIMBURSEMENT**

Recipient must fully attend the seminar for which the scholarship was awarded in its entirety in order to be eligible for reimbursement.

**LIMITATIONS**

1. Seminar Scholarship must be used for the seminar awarded.

2. Members are eligible for seminar scholarship each calendar year.

**ACTION BY CERTIFICATION COMMITTEE**

***When action is taken outside a meeting***

1. Application and letter are received by the Certification Committee Chair.

2. If applicant meets all requirements for eligibility, Chair informs the applicant of approval of the travel stipend by letter (with copies to the Committee members and ex-officio members).

3. If applicant does not meet all requirements for eligibility, Chair informs the applicant of denial of the travel stipend by letter (with copies to the Committee members and ex-officio members).
4. Action is ratified by a vote of the Committee at the next Committee meeting.

***When action is taken at a meeting***

1. Application and letter are received by the Certification Committee Chair and included in the agenda packet for the meeting.

2. A decision of the Committee is made at the meeting.

3. Applicant is informed by letter of the decision (with copies to the Committee members and ex-officio members).

1. A decision of the Committee is made at the meeting.

2. Applicant is informed by letter of the decision (with copies to the Committee members and ex-officio members).

**C. SUBSTITUTION OF A SEMINAR**

A substitution of the final seminar will be approved ONLY after all other certification/re-certification requirements have been completed. The substitution shall be a future seminar only. No exceptions to this policy will be made.

**ACTION BY THE CERTIFICATION COMMITTEE**

***When action is taken outside a meeting***

1. Applicant submits his/her current TMCCP transcript to the Certification Committee Chair along with a written request for a substitution. The letter must state how the applicant's educational and professional goals will be enhanced by completion of the Certification Program if the substitution is granted.

2. If applicant meets all requirements for the substitution, Chair informs the applicant of approval of the substitution by letter (with copies to the Committee members and ex-officio members).

3. If applicant does not meet all requirements for the substitution, Chair informs the applicant of denial of the substitution by letter (with copies to the Committee members and ex-officio members).

4. Action is ratified by a vote of the Committee at the next Committee meeting.

***When action is taken at a meeting***

1. Applicant submits his/her current TMCCP transcript to the Certification Committee Chair along with a written request for a substitution. The letter must state how the applicant's educational and professional goals will be enhanced by completion of the Certification Program if the substitution is granted.

2. The Chair includes the request on the agenda for consideration by the Committee.

3. A decision of the Committee is made at the meeting.

4. Applicant is informed by letter of the decision (with copies to the Committee members and ex-

officio members).

## D. REINSTATEMENT OF CERTIFICATION

State legislation, passed by the 1985 Legislature, requires that municipal clerks who are certified in Texas, recertify every five years. Recertification originated in 1986 and has been accepted as a valuable continuing education program for professional municipal clerks.

In rare instances, a municipal clerk will not be able to recertify within the five-year period and will request reinstatement of his or her certification. The procedures for applicants who request reinstatement are:

1. Submit a written request for reinstatement and a current TMCCP transcript to the Certification Committee.
2. Submit a letter of commitment from the applicant's municipality (if applicable) indicating that funding and time off will be granted for the applicant to complete the requirements within the required time frame.
3. Applicants who request reinstatement before the five-year period expires or during the sixth year shall:

   (a) complete the six TMCCP seminar requirement within two years of the date of approval of the reinstatement request;
   (b) successfully complete a survey course covering the four TMCCP courses and pass a comprehensive examination; and
   (c) recertify every five years upon completion of the reinstatement requirements.

4. Applicants who request reinstatement **shall not** use the TRMC credential until completion of the requirements listed above.
5. Applicants who request reinstatement after the sixth year must repeat and successfully complete the full Certification Program just as a first-time enrollee would.
6. Applicants shall be members of TMCA, Inc., at the time of recertification enrollment and maintain continuous membership throughout recertification.

## ACTION BY THE CERTIFICATION COMMITTEE

***When action is taken outside a meeting***

1. Applicant submits required documentation.
2. Chair sends memo explaining the request, the letter, application, and transcript to Committee members and ex-officio members.
3. Committee members send their decision to approve or deny the request to the Chair.
4. Chair sends a letter to the applicant rendering the decision with an effective date (with copies to the Committee members and ex-officio members).
5. Committee ratifies vote at the next Committee meeting.

***When action is taken at a meeting***

1. Applicant submits required documentation.
2. Chair includes the request on the agenda for consideration by Committee.
3. Committee makes a decision at the meeting.
4. Applicant is informed by letter of the decision (with copies to the Committee members and ex-

officio members).

# 15.
# Advisory Management Committee
# Purpose and Creation

Revised 12/19/2024

## ADVISORY MANAGEMENT COMMITTEE

*Advisory Management Committee* (See Bylaws-Article IX, Section 1

### A. PURPOSE

The Advisory Management Committee, as revised by the membership of the Texas Municipal Clerks Association, Inc., in September 2004, shall consist of five voting members: the current TMCA, Inc., President, the current TMCA, Inc., President-Elect, the immediate Past President, another Past President to be appointed by the incoming TMCA, Inc., President, and the current Chair of the Texas Municipal Clerks Certification Program of TMCA, Inc.

The AMC shall have the responsibility for ensuring compliance of all policies and procedures established by the Executive Board pertaining to the TMCCP and shall act as a liaison for the Executive Board and both the Education Director and Administrative Director.

The main focus of the AMC, in addition to the annual performance evaluations of the TMCA, Inc./TMCCP Administrative Director and Education Director, shall be the long-range planning for the association. (See Chapter 16, Section I – TMCA/TMCCP Performance Pay Policy)

### B. CREATION

The Advisory Management Committee was originally called the Administrative Management Committee and created by Resolution on November 4, 1993.

# 16.
# TMCCP Administrative Policies

Revised 11/10/2025

## A. CERTIFICATION PROGRAM MONEY

1. **MONEY** includes investments, revenues, budgets, cash flow and sales taxes and Internal Revenue Service reporting.

**2. INVESTMENTS.**

(a) All funds including the Permanent Reserve Fund and the Operating Reserve Fund shall be invested in instruments which are guaranteed by the FDIC, the United States or State of Texas. All depositories of funds shall be guaranteed by the FDIC or the NCUA.

(b) Funds available for investment are those in the Permanent Reserve Fund and the Operating Reserve Fund which are deemed to be above the immediate cash flow needs to meet operational demands of the Certification Program. This means that money ornear-money must be readily available for necessary expenses.

(c) Investment decisions shall be made by the TMCCP Budget Officer unless the term is over 18 months. Investments with terms over 18 months shall be approved by the Executive Board via email or at a regularly scheduled meeting. Investment reports shall be made to the Executive Board at each of its regular meetings.

(d) Prior to the use of any funds in the Permanent Reserve Fund and the Operating Reserve Fund, the TMCCP Budget Officer shall make a recommendation to the Advisory Management Committee and the Advisory Management Committee in-turn shall make a recommendation to the Executive Board. The Executive Board shall approve the use of such funds by a three-fourths (3/4) vote of the entire board membership. If the vote is to be taken at a board meeting and all the members are not present, the President shall obtain a written vote from those being absent. Should time not permit for a meeting, the President shall then submit a written request and voting form to each board member. The board members shall vote and sign the voting form and return to the President within the specified time period.

3. **PERMANENT RESERVE FUNDS.** The Certification Program Permanent Reserve Fund consists of the Short-Term Reserve Accounts and Long-Term Reserve Accounts. The Executive Board-Designated Reserves are intended to support TMCA/TMCCP's mission and provide funding for future initiatives and projects. Provide additional funds to ensure the continuation of operations and services during economic downturns. Funds may be used for furtherance of the Certification Program and be used for (a) an unbudgeted emergency expense or (b) to supplement the budget for major publication expenses (a new edition or major revision of the *Texas Municipal Election Law Manual*, the *Texas Municipal Law and Procedure Manual*, or the *Texas Municipal Clerks Handbook*).

Transfer(s) from these funds may be made only upon the affirmative recommendation of the Advisory Management Committee to the TMCA, Inc., Executive Board and the board's affirmative approval.

(a) Short-term reserve aim to maintain a balance equivalent to one (1) month of the current year. Budgeted expenses plus any amounts needed to fund known projects over the next five (5) years. The balance of this reserve will be reviewed quarterly by the Executive Board.

(b) Long-term reserve is designed to support TMCA/TMCCP's long-term mission by providing a source of capital to pursue future strategic initiatives and projects. The Long-Term Reserve will hold Executive Board-Designated Reserves above what is needed in the Short-Term Reserve. The balance of this reserve will be reviewed quarterly by the Executive Board.

4. **OPERATING FUND.** There shall be a segregated Operating Reserve Fund in an amount equal to six (6) months of the current budgeted expenses, with a target of nine (9) months. If the checking account balance falls outside this range, funds will be transferred to or from the Operating Reserve. The Administrative Director has the authority to transfer between the Operating Cash accounts as needed for operations according to the guidelines of this policy. The Operating Reserve Fund will be reviewed at the beginning of each fiscal year based upon the then current budget as adopted by the Executive Board. The Operating Reserve Fund shall be adjusted as appropriate to meet the requirements of the current budget. This fund is separate and apart from the Certification Program Permanent Reserve Fund. Monies in the Operating Reserve Fund are subject to the same requirements under the Investments section of this policy. Excess revenues and the Operating Reserve Fund shall be discussed yearly by the Advisory Management Committee and a recommendation based upon projections will be made to the Executive Board. The Executive Board will take action on the use of Excess Revenues at the regular meeting in March when the final audit numbers are reviewed.

5. **EXCESS REVENUE FUND**. Defined as excess revenues over expenditures, fall under the direction of the TMCA Board. Such excess revenue funds shall provide TMCCP with the source of capital for the development of new services that benefit the organization's mission, strategic initiative, strategic plan, or capital campaign. Expenditures may include but are not limited to furthering the certification program, education of organization members, initiatives or projects identified by staff or the Board, or advancing technology. Excess revenue funds may be allocated to cover budget and extraordinary expenditures brought about by unanticipated challenges, as approved by the Executive Board.

6. **EQUIPMENT REPLACEMENT AND ACQUISITION FUND.** TMCCP shall maintain an Equipment Replacement and Acquisition Fund (ERAF) supported by annual excess revenues over expenditures. Long-range equipment replacement will be discussed by the AMC annually and a recommendation made to the Executive Board for equipment replacement and expenditures.

7. **REVENUES.** Revenues are derived from seminar fees, manual sales, enrollment fees, exam fees, book loan fees, and shipping and handling fees.

   Revenues provide the cash-flow to sustain the annual operating expenses of the program budget.

8. **DEPOSITORIES.** Any change in depositories shall be approved by the Executive Board. Funds kept in a single depository shall not exceed FDIC and NCUA coverage.

9. **BUDGET.** The budget serves at least three purposes: (a) forecast of revenues, (b) forecast of expenditures and (c) comparison and control document for fees, charges and expenditures made.

   Supporting information shall be furnished with the budget which shall include the estimated fees which will be charged for the various revenue items as well as estimated expenditures for the various budgeted line-items. It shall be understood, however, that the costs of the manuals and the amounts charged for the manuals are most difficult to estimate. Those difficulties are due to lack of advance information relative to the total number of printed pages/sheets required for the completed manuscript. This lack of predetermined information also impacts upon the cost of mailers and postage and manuscript typing.

   Other variables may include the payment of honoraria and expenses for speakers. Discretion has to be granted to the TMCCP Budget Director in these matters.

   The budget format shall be line-item with appropriate revenue and expenditure codes.

10. **UNT COSTS.** The budget includes University indirect costs (staff salaries, staff benefits, and

maintenance and operation costs).

11. **CASH-FLOW.** Cash-flow, for our purposes, is defined as monies received from items listed under revenues. This excludes earned income from investments.

12. **SALES TAXES.** The TMCCP Budget Officer furnishes the CPA with the sales tax information which the CPA in turn files with the State Comptroller's office. TMCCP sales tax information is filed one time per year in January.

13. **INTERNAL REVENUE SERVICE.** The CPA takes all of the income and expenses of both the TMCCP and the TMCA, Inc., and files the annual return. The tax return shall be filed electronically and a copy provided to the Executive Board. The annual return will be presented at the July meeting of the Executive Board.

14. **FEDERAL AND STATE REPORTING REQUIREMENTS.** All federal and state reporting requirements are filed by the CPA.

15. **QUARTERLY REVENUE AND EXPENDITURE REPORTS.** The TMCCP Budget Officer will furnish the CPA with TMCCP deposit slips, bank statements and original check stubs every quarter. The CPA will access the online TMCA financials and reports and compile a report of revenues and expenditures for both TMCA and TMCCP, furnishing copies to the TMCCP Budget Officer and Executive Board.

16. **ACCOUNTABILITY.** The Directors are accountable to the Executive Board for Administrative operations.

17. **CASH MANAGEMENT POLICIES AND PROCEDURES.** The budget year is a calendar year. However, the calendar year overlaps the university fiscal year.

**(a) <u>Fiduciary Duties and Responsibilities</u>**

(1) **Duty of Loyalty:** The Executive Board, committee members, Directors, and office staff owe an undivided and unqualified loyalty to TMCA, Inc., and TMCCP and their best interests. Elected and appointed leaders should refrain from engaging in personal activities which would injure or take advantage of the association or organization. Directors, officers, committee members, and office staff are prohibited from using their position to further their private interests.

(2) **Duty of Care:** The Executive Board, committee members, Directors, and office staff must act with the same care as an ordinarily prudent person would employ. Their duties should be performed in good faith, in an informed and deliberate manner, and in the best interests of this association and educational organization. They need to reasonably inform themselves of the business and activities of the association and the educational organization and other relevant matters necessary to make decisions. Officers and staff should act with proper stewardship and conduct all business honestly, with integrity, and in compliance with legal restrictions.

(3) **Duty of Obedience:** The Executive Board, committee members, Directors, and office staff will perform their duties in accordance with applicable statutes and the terms of the organization's charter, bylaws, and policies. This requires a general familiarity with the association's bylaws and policies.

**(b) TMCCP Accounts**

**Policy.** The TMCCP Budget Officer shall hold the responsibility of creating and monitoring the TMCCP accounts with the assistance and recommendations from the Executive Board.

**Procedure.**

a) A list of TMCCP accounts (type, location, amount, signatories) shall be recorded and the information reported to the Executive Board at each meeting of the Executive Board.

b) The TMCCP Budge Officer shall provide a budget report at each regular meeting of the Executive Board.

c) All TMCCP accounts (checking, savings, certificates of deposit) shall be opened or closed only by the TMCCP Budget Officer or designee as appointed by the TMCA, Inc., Executive Board. The TMCCP Budget Officer is authorized to take these actions by the Executive Board as evidenced by a meeting agenda item and recorded in the minutes.

d) Bank reconciliations will be prepared on a monthly basis by a person independent of cash receipting, disbursing and recording duties.

e) Funds in the checking account will remain in accordance with Section 16-A4 to assure maximum investment of excess revenue funds. Excess revenue shall be deposited into the reserve, permanent reserve funds, or money market as directed by the Executive Board.

f) Bank statements, bank reconciliations, CPA reports, receipts and financial records shall be retained for 7 years (current year plus previous 7 years) and then destroyed by shredding.

g) Statements on all accounts shall be examined for the most recent 12-month period at the November Executive Board meeting. (Funds kept in a single depository shall not exceed FDIC and NCUA coverage. *See DEPOSITORY, TMCA, Policy Manual*)

**(c) TMCCP Cash Receipts**

**(4) Policy.**

a) Two individuals should be assigned the function of jointly controlling revenue items.

b) Two individuals should verify the total of cash and checks received and prepare a daily record of the total.

c) The record of amounts received should be reconciled to bank deposits by someone not having access to the cash items received.

**(5) Procedure.**

a) The two people assigned to open the mail will verify the total amount received and prepare a signed summary (log or adding machine tape) of the total.

b) TMCCP staff will use pre-numbered receipts to account for cash/checks received during the seminars.

c) Office personnel who are authorized to receive cash are independent of disbursement functions.

d) Cash and checks shall be deposited bi-monthly.

e) Cash and checks shall be stored in a secure area in a fireproof cash box with restricted access until deposited.

f) Receipts and deposit records shall be retained for 7 years (current year plus previous 7 years) and then destroyed by shredding.

**(d) <u>TMCCP Cash Disbursements</u>**

**(6) Policy.**

a) Disbursements (cash, checks, contract obligations) are the responsibility of the TMCCP Budget Officer or designee as appointed by the TMCA, Inc., Executive Board.

b) The non-profit status, 501(c)3, of TMCCP/TMCA, Inc., prohibits political contributions.

c) Under the tax-exempt Organizations Lobbying and Political Activities Accountability Act of 1987, it is a requirement that a completed copy of the IRS Form 990 be available for public inspection for each of the last three years in offices of three or more full-time employees.

**(7) Procedure.**

a) The TMCCP Budget Officer or designee as appointed by the TMCA, Inc., Executive Board shall sign all checks and contracts.

b) In case of dismissal or death of the TMCCP Budget Officer, the TMCCP Education Director, or the TMCA, Inc., President and President Elect may sign TMCCP checks or contracts.

c) The TMCCP Budget Officer shall review all invoices and approve for payment.

d) The TMCCP Budget Officer shall maintain a current sales tax exemption for TMCCP/TMCA, Inc.

e) Copies of all checks shall be filed with supporting documents such as invoices, receipts, registration forms, etc., in the TMCCP office and maintained for 7 years (current year plus previous 7 years) and then destroyed by shredding.

f) The TMCCP Budget Officer shall maintain a file of the IRS Form 990.

**B. INVENTORY.** An inventory of capital and non-capital equipment shall be maintained and updated annually by the TMCCP Budget Officer and furnished to the CPA for the end of year financial report.

**C. ACCOUNTS SIGNATORIES.** Certification Program account(s) signatures shall be as follows: the TMCCP Budget Officer, the Education Director, the TMCA, Inc., President and President Elect. Transactions may be signed by the TMCCP Budget Officer or Education Director singly, or by both the President and President Elect.

**D. SAFETY DEPOSIT BOX SIGNATURES.** The TMCCP Budget Officer has access to the safety deposit box singly and maintains custody of the key. The TMCA, Inc., President and President Elect have access to the safety deposit box by presenting both signatures jointly.

## E. SPEAKER TRAVEL AND HONORARIA GUIDELINES

1. Speaker and lecturer fees and honoraria are negotiable consistent with the budget and customary practices.

2. Travel expenses for a two-day speaker shall be computed as follows: (1) travel expenses (see Travel Policy); (2) up-to but not exceeding two night's hotel room rental; and (3) waiver of seminar registration fees.

3. Travel expenses for a one-day speaker shall be computed as follows: (1) travel expenses (see Travel Policy); (2) one night's hotel room rental; and (3) waiver of seminar registration fees.

4. City secretaries or municipal clerks participating as major seminar lecturers or speakers for two days or one day may be reimbursed for travel and lodging (see Travel Policy) and have seminar registration waived.

5. City secretaries or municipal clerks participating as session conveners or panel members or panel chairs are considered as contributing field professionals with no costs waived or expenses paid.

## F. TRAVEL POLICY

### 1. GENERAL CONDITIONS

(a) TMCCP is responsible for the payment of reasonable travel expenses of the Director and staff members who are required to travel for the benefit of the certification program.

(b) The TMCCP Budget Officer is responsible for ensuring that the travel expenses are the lowest possible considering all relevant circumstances.

(c) Each staff member is responsible for understanding the travel policy regulations to prevent the incurring of non-reimbursable expenses.

### 2. TRAVEL REIMBURSEMENTS

(a) Travel reimbursements should be the lesser of the I.R.S. allowable mileage or the lowest practical airfare available.

(b) Meals

(1) Reimbursed at actual cost (receipts are required).
(2) If overnight travel is <u>not</u> involved: leaving before 7:00 a.m., the staff member may claim breakfast; arriving back at headquarters after 6:00 p.m., the staff member may claim dinner.

(c) Lodging may be reimbursed at actual cost (receipts are required).

(d) Other Reimbursable Travel Expenses

(1) Telephone calls
(2) Tollroad charges
(3) Copying charges
(4) Freight charges for equipment and materials
(5) Parking expenses
(6) Tips and gratuities that are related to Program conference materials and equipment and ordinary baggage

(7) Tips and gratuities when in the judgment of the <u>TMCCP Budget Officer</u> such gratuity is justified.
(8) Rental car when necessary and appropriate for conducting the business of the Program.

(e) Non-reimbursable Travel Expenses

(1) Expenses not related to the Program
(2) Excess baggage charges for personal belongings

(3) The rental or purchase of video tapes for personal entertainment
(4) Dry cleaning, laundry or shoe shines
(5) First Class Airfare

## G. OTHER PROGRAM EXPENSES

1. Annual Christmas/birthday luncheon

2. Lunch with speakers, authors, professional others (e.g. ICMA representatives)

3. Funeral flowers

4. Campus Parking (in lieu of in-town auto expense) for office staff.

## H. SICK LEAVE

1. Regular full-time employees earn sick leave entitlement at the rate of eight (8) hours for each month of paid employment.

2. Sick leave entitlement accrues from the first day of employment and terminates on the last day of duty.

3. Sick leave may be carried forward from one fiscal year to another with no limit to the number of sick days that may be accrued.

4. Any unused sick leave at termination is forfeited.

## I. VACATION LEAVE

1. Vacation leave entitlement for regular non-UNT employees accrues from the first day of employment and terminates on the last day of duty. Vacation with pay may not be granted until the staff member has had six (6) months of continuous employment; however, vacation credit will be accrued during that six-month period.

2. Vacation leave will accrue according to the following schedule:

   (a) Two weeks (10 working days/80 hours) vacation upon completion of one year of employment.

   (b) Three weeks (15 working days/120 hours) vacation upon completion of ten years of employment.

3. Accumulated vacation may not exceed 80 hours.

4. An employee who resigns, is dismissed or is separated from the Program after six (6) months of continuous employment is entitled to be paid for all vacation time fully accrued as of the date of his last day of duty; provided such termination does not occur through nonfeasance, malfeasance, or misfeasance.

## J. EMERGENCY LEAVE

Emergency leave will accrue in the amount of three days per year. These leave days may be used in the event of illness or death of an immediate member of the family. "Immediate member" shall include mother, father, spouse, child, sibling, and grandparents. Emergency leave not taken in the year following accrual is forfeited.

## K. TMCA/TMCCP LONGEVITY PAY POLICY

TMCA/TMCCP does not pay its staff additional Longevity Pay, but adheres to the University of North Texas policy for State service as follows:

UNT full-time employees eligible for longevity pay are entitled to pay at a rate of $20 per month for each two (2) years of lifetime State of Texas service credit up to a maximum rate based on 42 years service. Only full-time (100%) staff employees are eligible for longevity pay. The employee's status on the first working day of the month determines longevity eligibility for that month. The following chart lists longevity payment amounts by months of state service.

| State Service Months | Monthly Longevity Payment |
|---|---|
| 0-24 | $0 |
| 25-48 | $20 |
| 49-72 | $40 |
| 73-96 | $60 |
| 97-120 | $80 |
| 121-144 | $100 |
| 145-168 | $120 |
| 169-192 | $140 |
| 193-216 | $160 |
| 217-240 | $180 |
| 241-264 | $200 |
| 265-288 | $220 |
| 289-312 | $240 |
| 313-336 | $260 |
| 337-360 | $280 |
| 361-384 | $300 |
| 385-408 | $320 |
| 409-432 | $340 |
| 433-456 | $360 |
| 457-480 | $380 |
| 481-504 | $400 |
| 505 and higher | $420 |

UNT Policy 1.6.3

## L. TMCA/TMCCP PERFORMANCE PAY POLICY

Performance Pay will be budgeted annually in the TMCCP budget, and all performance pay is subject to the restrictions of the current fiscal budget. The TMCA/TMCCP Performance Pay is in addition to any UNT salary increases for performance or cost of living adjustments.

The Education Director and the Administrative Director will submit a self-evaluation, including goals for the next year, to the AMC Chair no later than September 30 each year for consideration by the AMC at a meeting held in conjunction with the Graduate Institute. The AMC will submit a recommendation for performance pay for the Directors to the Executive Board for consideration at the November Executive Board meeting.

Performance evaluations will be conducted annually in accordance with current policy. Performance Pay will be based on the results of performance evaluations of TMCA/TMCCP staff, the employee's ability and efficiency in performing his/her duties, and any additional criteria as determined by the TMCA, Inc., Executive Board. Automatic performance pay shall not be provided for seniority or tenure only. All performance pay may be granted only by the TMCA, Inc., Executive Board. Performance pay will consist of a lump sum payment as directed by the Executive Board during the November Executive Board meeting.

## M. POSITION DESCRIPTION: Administrative Director, TMCCP/TMCA, Inc.

The Administrative Director is an employee of UNT and shall be responsible, in collaboration with the

Education Director, for the overall development and delivery of the education program leading to certification of municipal clerks and secretaries. Specifically, the Administrative Director shall:

- select, evaluate, and otherwise manage the staff of the Program consistent with the human resource policies and procedures of the University of North Texas;
- be responsible for all logistical support of the Program, including site selection, physical arrangements and scheduling;
- develop, direct and implement public relations and communication strategies to support program goals and increase awareness of the certification program;
- collaborate with the Education Director in identifying and cultivating a group of trainers and lecturers in order to ensure the continuing success of the Program;
- be responsible for establishing fees for the education program and for related educational services sufficient for the Program to be maintained and for the budgeting and accounting of those fees;
- prepare and administer the annual TMCCP budget;
- oversee all TMCCP and TMCA financial investments and make investment recommendations to the Executive Board;
- jointly, with the president and designated officers, executes legal documents; collaborate with the Executive Board and Education Director to develop appropriate Program goals and objectives;
- keep the Executive Board informed of Program development and of legal and legislative issues of concern to the Executive Board;
- monitor trends that are relevant to the program's goals and mission;
- recommend policies to the TMCA Executive Board and administer approved policies;
- be responsible for maintaining harmonious and effective working relationships with all constituent groups, including the Education Director, the Executive Board, the members of the Association, appropriate state and local government officials, publication authors, University personnel, the Texas Municipal League, International Institute of Municipal Clerks, and Program staff;
- assist the President and officers of the Executive Board as needed;
- acts as a liaison between UNT and the Executive Board;
- prepare all regular and special reports appropriate for maintenance of the Program;

**N. POSITION DESCRIPTION**: Education Director, TMCCP

**1. <u>Qualifications</u>**

Required: Master's degree in a discipline appropriate for local government administrator or for educating and training; experience in voluntary, cooperative, and/or professional/business activities that involved human resource management; a high degree of energy; commitment to the concept of professional development in the field of local government; a willingness to maintain, and, as needed, initially to develop expertise in the field of local government administration and the role of the municipal clerk, particularly with reference to the State of Texas; tolerance for ambiguity; an appropriate mix of entrepreneurship, service, and business-like practices.

Desirable: Experience as a local government administrator or terminal degree in public

administration/public affairs focused on local government; experience with a certification program; experience in not-for-profit or public sector budgeting.

**2. Duties**

The Education Director shall be responsible, in collaboration with the Administrative Director, for the overall development and delivery of the education program leading to certification of municipal clerks and secretaries. Specifically, the Education Director shall:

- be responsible for curriculum, materials, testing, and grading for the Certification/ Recertification Program as well as for evaluation of the Program itself;
- collaborate with the Administrative Director in identifying and cultivating a group of trainers and lecturers to ensure the continuing success of the Program;
- keep the Executive Board informed of Program development and of legal and legislative issues of concern to the board;
- collaborate with the Executive Board and Administrative Director to develop appropriate Program goals and objectives;
- be responsible for maintaining harmonious and effective working relationships with all constituent groups, including the Executive Board, the members of the Association, appropriate state and local government officials, the Texas Municipal League, International Institute of Municipal Clerks, Administrative Director, and Program staff;
- prepare and maintain all regular and special reports appropriate for maintenance of the program.

**3. Period of Appointment**

The Education Director, Texas Municipal Clerks Certification Program, serves at the pleasure of the Executive Board based on the recommendation of the Advisory Management Committee. However, this individual is also a professional educator entitled to regular evaluations of performance and adequate notice should the Executive Board be considering a change of personnel. With the assumption that no issues of nonfeasance, malfeasance, or misfeasance are extant, during the first year, the Executive Board can notify the Education Director of an intent not to continue the appointment after 60 days have passed. During the second year, the Executive Board can notify the Education Director of an intent not to continue the appointment after a period of 120 days has passed. Thereafter, the Education Director is entitled to six months' notice of intention not to renew the appointment. In turn, the Education Director shall provide the Executive Board with a 90-day notice of intent not to accept an ongoing appointment. In the event of nonfeasance, malfeasance, or misfeasance, the Executive Board can dismiss the Education Director without notice.

## O. POSITION DESCRIPTION: TMCCP Budget Officer

The TMCCP budget officer, as designated by the Executive Board, must be a UNT employee in order to access the UNT online financial records and to ensure that all UNT Policies and Procedures are followed by TMCCP as a department of UNT. Budget officer duties include the following:

- preparation, development, and administration of the annual TMCCP budget;
- receipt and supervision of program revenues;
- approval of program expenditures and payment for approved expenditures;
- prepares and makes deposits for TMCCP and TMCA as needed;
- liaises with Point Bank and Stifel Nicolas and provides both financial institutions with the appropriate signatory information on an annual basis;

- oversees TMCCP and TMCA investments and provides a report of the accounts at each regular TMCA Executive Board meeting;
- provides assistance to the TMCA treasurer;
- prepares regular TMCCP Income and Expense reports for each regular Executive Board meeting;
- provides documentation and quarterly Income and Expense reports to CPA;
- submits monthly Form 941 to EFTPS online for social security, medicare, and federal withholding for Education Director and staff;
- makes annual deposits to UNT for the purpose of encumbering salaries, benefits, and M & O for TMCCP;
- oversees TMCCP deposits and expenditures on the UNT Cognos financial system and reports any discrepancies to the UNT Budget Office;
- explores methods of generating new Program revenues; and
- solicits seminar and scholarship sponsorships.

## P. EMERGENCY OPERATION PLANS

### 1. PURPOSE

The purpose of the Emergency Operation Plan is to provide structure for operations continuity and stability in the event that the Administrative Director resigns, is terminated, or is not able to function due to incompetence, malfeasance, misfeasance, physical/mental/emotional disability or death.

### 2. PLAN A: 30 Day Emergency Plan for Day-today Office Procedures and Management

(a) The Executive Board designee shall assume all duties of the Administrative Director including work load production; policy and personnel decisions; contracting with service providers (hotels, speakers, printer, etc.).

(b) The position and actions of the Executive Board designee shall be bonded and insured for liability, errors and omissions.

### 3. PLAN B: 60 to 120 Days Emergency Plan for Day-to-day Office Procedures and Management

(a) This plan includes paragraphs (a) and (b) of the 30-day plan.

(b) The salary differential for the Executive Board designee shall be negotiated with the TMCA, Inc., Executive Board.

### 4. PLAN C: Replacement of Administrative Director with 120 Day Notice

(a) The Advisory Management Committee will meet to review the criteria for the replacement of the Administrative Director as contained in the AMC policy and procedure manual.

(b) The Advisory Management Committee will establish procedures for notices, resume screening, interview procedures, and notifications.

(c) The Advisory Management Committee shall direct the Executive Board designee to conduct the day-to-day office procedures and management (See Plan A and Plan B).

# 17.
# Legal Opinions

Revised 12/19/2024

## LEGAL OPINIONS

### A. ACTION MINUTES

One of the most important governing documents for the Texas Municipal Clerks Certification Program is the Texas Non-Profit Corporation Act. The act specifies in some detail the actions which require approval of the Executive Board and membership but do not specify the required contents of the minutes. The legal requirement is satisfied, however, only when two actions occur: 1) the required actions are taken and 2) there is evidence (preferably in the minutes) that the action was properly taken.

The Bylaws of the Texas Municipal Clerks Association, Incorporation specify that the Secretary is to

> Record minutes of all meetings of Executive Board and/or membership, and keep in official binder. Minutes will be detailed, and all resolutions, appointments, policies, actions, etc., will be typed in the body of the minutes of the Association (no attachments) to avoid loss of documents important to the Association and reviewed by the IRS.

Thus, in order to satisfy the requirements of the Texas Non-Profit Corporation Act, the Bylaws of the Texas Municipal Clerks Association, Incorporated and the non-profit status monitored by the IRS, the organization needs to have well drafted minutes.

The best guidelines I have found for the drafting of minutes are contained in Robert's Rules of Order. The following recommendations are based upon my experience and the recommendations of Roberts Rule's of Order.

1. The life of an organization is reflected in its minutes. All important actions taken should be easily traceable through the minutes of the organization.

2. Care should be taken that the minutes are well presented. Sloppy minutes give the impression (perhaps not based upon fact) that the organization does not pay attention to detail.

3. Minutes should mainly reflect actions taken at the meeting, not what was said.

4. The first paragraph of the minutes should contain the following information:

   (a) type of meeting (regular, special)
   (b) name of the organization
   (c) date, time and place of the meeting,
   (d) presence of chair and secretary (or their substitutes)
   (e) approval of minutes of the previous meeting (either as presented or as corrected).

5. The body of the minutes should contain the following information in separate number paragraphs:

   (a) all main motions, including the name of the mover. (The name of person seconding the motion is option.)

   (b) the disposition of each motion. ((Only when a count has been ordered should the number of votes on each side be recorded. If the voting is by roll call (which would be most unusual for a board), the names and votes should be recorded. All abstentions from voting should be recorded.))

   (c) the time of adjournment (in the last numbered paragraph).

6. Minutes should be signed by the secretary. They can also be signed by the president.

7. When in doubt regarding whether to include action (as opposed to "conversation") in the minutes, include only the action taken.

September 23, 1992
Marcia J. Staff
TMCA, Inc., Attorney

## B. LIQUOR LIABILITY

### 1. General Liability

It is well established in every jurisdiction that an organization can be held liable for its negligence of its employees andagents. The legal rules applicable to negligence recoveries have been well established for most of this century and include:

* the legal duty to behave as a reasonable, prudent person would behave under the same or similar circumstances;
* a breach of that duty by a specific act of negligence, meaning a failure to behave as a reasonable prudent person;
* the breach of duty must be the proximate cause of the injured parties' damages, meaning that the breach must "in fact" cause the damage and the damage or something like it must have been reasonably foreseeable; and
* damages.

These rules apply to the Texas Municipal Clerks Association, Inc., the same way that they apply to any business or person: in all cases people and organizations are expected to behave as reasonable, prudent people. Whether an organization has failed to exercise due care is a fact question which is typically decided by a jury. There is no easy-to-apply, absolute standard or care prescribed for each situation.

### 2. Liability for Alcoholic Beverages

The liability of third parties for the negligent acts of intoxicated persons is one of the most confused and controversial legal issues of the day.[1]

The common law liability rules discussed in the preceding section originally did not impose liability on a third party for damages caused by the actions of any intoxicated person. Prior to the past several years, most courts imposed liability only on the intoxicated driver, reasoning that the consumption of the liquor, not the providing of it, was the proximate cause of the alcohol related injury.[2]

However, during the past several years the rule of third party liability for the actions of intoxicated persons has gradually increased through both legislative enactments and judicial decisions.[3] Texas has been no exception to this rule.

Effective June 11, 1987, a new Texas statute greatly increased the liability of licensed providers of alcoholic beverages.[4] The new statute provides that a provider of alcoholic beverages is liable for injuries caused by intoxicated persons provided that it was apparent that the individual being

---

[1] E.g., see, Coparative Negligence and Dram Shop Law, 62 NOTRE DAME LAW REVIEW 238 (1987).

[2] This rule was established as early as 1793 in Ashley v. Harrison, 1 Peake 149, 3 Rev. Rep. 686 (Kings Bench 1793).

[3] El Chico v. Poole, 732 S.W. 2d 306, 310, n. 2 (Texas 1987).

[4] Texas Alcoholic Beverage Code, Art. 2, sec. 2.02.

sold, served or provided to was obviously intoxicated to the extent that he presented a clear danger to himself and others, and the intoxication was the proximate cause of the damages.

Very early on, the statute was used aggressively and served as the basis for a $1.25 million settlement in a case brought against a Midland nightclub.[5]

The courts of Texas, too, have shown an increased willingness to impose liability on providers of alcoholic beverages. Prior to the effective date of the new Texas statute, the Supreme Court recognized a common law case of action for innocent third parties who are injured by the negligent and unlawful sale of alcoholic beverages."[6]

Although both the case and the statute discussed above apply only to licensed providers of alcoholic beverages, the language of the case provides important insight for everyone who serves alcoholic beverages:

*Focusing on the carnage inflicted upon innocent victims by drunk drivers, courts have rejected the rationale supporting no liability as outdated and unrealistic and thus, invalid. Injury to a third person is no longer unforeseeable in an age when death and destruction occasioned by drunk driving is so tragically frequent.*[7]

> It should be noted that the court previously used a similar rationale to impose liability on an employer who did not provide alcoholic beverages but allowed an obviously intoxicated employee to drive from the workplace.[8]

**3. Implications for Non Licensed Providers**

Anyone who serves alcoholic beverages should be concerned with the liability issues related to serving alcoholic beverages and the actions of intoxicated person. Based on this conclusion, I would like to offer two "risk management" suggestions:

(a) The issues of social host liability (that is, the liability of non licensed providers who do not sell liquor but provide it in a social setting) is far from settled. However, it is safe to assume that when providing alcoholic beverages in any setting, the person providing them must behave as a reasonable prudent person under the same or similar circumstances. The attached article offers some tips for meeting this standard.

(b) The best way for the Texas Municipal Clerks Association, Incorporated to manage the risks associated with serving alcoholic beverages is for the organization to not serve alcoholic beverages. The association should consider sponsoring events where alcohol is served only when the alcohol is provided through a licensed alcoholic beverage provider.

Under Texas law, licensed alcoholic beverage providers are required to train their employees on serving alcoholic beverages responsibly. Thus, the provider trains its employees and through those employees makes all decisions regarding who should be served. The provider will be

---

[5]"Case involving dram shop law settled," Dallas Times Herald, Sunday, Jan. 10, 1988, p. B-4. The case is even more significant because the injured party was herself intoxicated at the time of the injury.

[6]El Chico v. Poole, 732 305 (Texas 1987).

[7]Id. at 732.

[8]Otis Engineering Corp. v. Clark, 668 S.W.2d 307 (Texas 1983).

required to exercise reasonable care and to comply with all laws while serving the alcoholic beverages.

Some organizations have solved the quandary by sponsoring social functions and providing the food. Alcoholic beverages can be provided by a "cash bar" served by a licensed alcoholic beverage provider. The function can then accomplish the goal of the organization (which is usually "networking") while encouraging responsible consumption of alcoholic beverages.

November 8, 1992
Marcia J. Staff
TMCA, Inc., Attorney

## C. ADA Compliance

Regarding the Texas Municipal Clerks Certification Program's compliance with applicable anti discrimination laws, I have two suggestions.

1. All material should contain a statement similar to the following:

   *It is the policy of the Texas Municipal Clerks Certification Program and the Texas Municipal Clerks Association, Inc., not to discriminate on the basis of race, color, sex, religion, national origin, disability, or veteran status in any of their activities.*

2. In material related to brochures and courses, the certification program should include notice of its compliance with the American With Disabilities Act. (Please see my letter to you dated February 20, 1994 for a more complete discussion of the ADA and its applicability to the program):

   *The Texas Municipal Clerks Certification Program, Inc., will make every reasonable effort to make its seminars accessible for the disabled. If you are disabled and will require special facilities or equipment, please let us know at least 10 days in advance of the seminar date.*

June 4, 1994
Marcia J. Staff
TMCA, Inc., Attorney

Based upon the above recommendations, the following statement was adopted:

The Texas Municipal Clerks Certification Program will make every reasonable effort to make its seminars accessible to persons with disabilities. Persons with disabilities requiring special facilities or equipment, please let us know at least 10 days in advance of the seminar date.