

**FIFTH AMENDED AND RESTATED BYLAWS OF
TEXAS ASSOCIATION OF CITY and COUNTY HEALTH OFFICIALS**

Amended 9-21-15: Article IV- Committees, (2) – Standing Committees

Amended 6-11-2015: Article III (3) and (4)

Amended 2-10-2016: Article III (3); Article VII – Immediate Past President and Article XII (2)

Amended 4/11/16: Article VIII – Members – (2) Rights of Members

Amended 8/10/17: Art. III (2) (4) (6); Art. IV (1) (2); Art. VI (1) (5) (6); Art. VII (P) (VP) (ST) (IPP); Art. VIII (1) (4) (5) (6) (7) (8) (9) (10); Art. X ED; Art. XII. (2) (4) (8)

A TEXAS NONPROFIT CORPORATION

The Texas Association of City and County Health Officials hereby adopts these Fifth Amended and Restated By-Laws, which restate, amend and supersede the by-laws of the Association, as previously amended, in their entirety as described below:

ARTICLE I

These amended bylaws constitute the code of rules adopted by the **Texas Association of City and County Health Officials** for the regulation and management of its affairs.

ARTICLE II

Purpose

Texas Association of City and County Health Officials’ (TACCHO or Association) mission is to strengthen and improve local public health practice in Texas through Leadership, Education, Advocacy and Development. TACCHO is the premier member organization serving both Texas local public health officials and the departments which they lead, in order to enhance local public health practice in Texas with the ultimate goal of improving the health of Texans and the communities in which they live.

ARTICLE III

Executive Leadership Team

(1) Powers

The Executive Leadership Team (ELT) is vested with the management of the business and affairs of this Association, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

ELT Members must be at least 18 years of age and be the designated head of a Texas local health department, local health district or other subdivision described in chapter 121 of the Texas Health and Safety Code. ELT Memberships shall not be denied to any person because of race, creed, sex, religion, or national origin. Employees of the Association are ineligible to serve on the ELT.

(3) Number of ELT Members

The ELT will consist of twelve ELT voting members. Upon majority resolution of the ELT, the number of ELT Members may be increased or decreased from time to time, but in no event, shall a decrease have the effect of shortening the term of an incumbent ELT Member, or decreasing the total number of ELT Members to less than three ELT Members.

(4) Term of ELT Members

The President (Position 1) shall serve a one-year term and then move to Immediate Past President (Position 4). The Vice-President, (Position 2), shall serve a one-year term and then move to President. The Secretary, (Position 3), shall serve a one-year term. Positions 1-4 shall serve as the Association's Officers. The Vice President, (Position 2, Secretary (Position 3) and Members-at-Large, (Positions 5-12) are elected by members of the Association. ELT Members at Large (Positions 5 through 12) shall serve staggered terms of two years. Positions 5, 7, 9 and 11 shall expire at the last meeting in August of 2015 and on each second successive year thereafter. Positions 6, 8, 10 and 12 shall expire at the last meeting in August of 2016 and on each second successive year thereafter.

Positions 5 and 6 shall be held by members who represent small local health departments. Positions 7 and 8 shall be held by members who represent medium local health departments, positions 9 and 10 shall be held by members who represent large local health departments and positions 11 and 12 shall be held by members who represent extra-large local health departments.

An ELT Member may succeed himself/herself for one consecutive term. After serving two consecutive terms, an ELT Member must vacate his/her position for at least one year before seeking re-election to another term.

(5) Election of ELT Members

Elections for ELT Members filling expired terms shall be held at the last regular meeting of the fiscal year. Any ELT Membership to be filled by reason of an increase in the number of ELT Members shall be filled at the next regular meeting of the ELT or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). ELT members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Resignation

Any ELT Member may resign at any time by delivering written notice to the Secretary or President of the ELT. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

An ELT Member shall resign if the ELT Member discontinues employment with his/her member association.

(7) Removal

Any ELT Member may be removed without cause, at any time, by a majority of the entire ELT, at a Regular or Special Meeting called for that purpose. Any ELT Member under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the ELT present and voting, and the ELT Member filling the vacancy shall serve for the remainder of the term of the ELT Membership that was vacated. Vacancies shall be filled as soon as practical. Any ELT Member may make nominations to fill vacant ELT Memberships.

(9) Compensation

ELT Members shall not receive any salaries or other compensation for their services, but, by resolution of the ELT may be reimbursed for any actual expenses incurred in the performance of their duties for the association, as long as a majority of disinterested ELT members approve the reimbursement. The Association shall not loan money or property to, or guarantee the obligation of, any ELT Member.

ARTICLE IV

Committees

(1) Executive Committee

The Association's Officers and one (1) member of the members-at-large shall constitute the executive committee. Each position shall have one (1) vote as a member of the Executive Committee.

- (a) Each year, on or by the first meeting of the Executive Leadership Team, those members shall elect one representative to serve on the Executive Committee from among the standing members-at-large. These individuals should consider the size of the LHD's represented in the other Executive Committee positions when doing so, for the best possible representation of LHD size on the Executive Committee.
- (b) The Executive Committee is authorized to conduct the affairs and business of the organization on behalf of the ELT apart from those items stipulated below (C: 1-8).
- (c) A vote on matters by a quorum of the Executive Leadership Team is required only in the following circumstances;
 - (1) Upon the authorization of a grant, contract or other legally binding relationship between TACCHO and another entity, which will exceed the time frame of one (1) year;
 - (2) Upon approval of any expenditure to exceed 5% of the annual operating budget;
 - (3) Upon approval of the annual budget, and any amendments to the budget greater than 5% of the annual operating budget;
 - (4) Upon review, approval and recommendations made as the result from any audit, sanction, or other legally binding action against TACCHO;
 - (5) Upon the hiring and/or termination of temporary, part-time or full-time staff positions.
 - (6) Upon changes to indemnification insurance
 - (7) Upon changes to Article XII related to financial transactions executed by certain parties, in certain amounts.
 - (8) Upon the creation of new and/or amended policies and procedures of the Association used in its business and affairs.
 - (9) Any other issue upon which a quorum of the ELT decides.

(2) Standing Committees

The Association shall have four standing committees, which shall assist the ELT in carrying out the management of the Association: The Nominations Committee, the Legislative Committee, Membership Committee and the Finance Committee.

Standing committees are beneficial to the Association in the manner that they allow for ongoing processes to continue with accuracy and consistency.

A standing committee may be formed in one of two ways: (A) by the ELT as a voted and approved measure or (B) by petition and at least majority approving opinion of the association membership.

Standing committees are intended to serve continually until their dissolution, if it ever becomes necessary. As such, a standing committee may be dissolved only by petition of and majority approval of the association membership.

Nominations Committee

The purpose of the Nominations Committee (NC) is to present a slate of candidates for the ELT to present to the membership for approval.

The Immediate Past-President will chair the NC. The NC will consist of three to five (3-5) individuals approved in majority opinion by the association membership. The NC must consist of at least one (1) member from each: small, medium and large jurisdiction, such classifications to be set criteria determined by the ELT.

Voting members may submit names of proposed candidates to the ED, who will present the ballot to all voting members to form the NC. NC members will serve for one year, and upon resubmission, may serve one additional one-year term.

The NC may meet only to review candidates to replace officers on the ELT and at no other time.

Public/Government Affairs Committee

The purpose of the Public/Government Affairs Committee is to research, develop and evaluate TACCHO responses and recommended issues related to public health policy and practice. An ELT member will Chair the committee.

Membership Committee

The purpose of the Membership Committee (MC) is to recruit and retain members for the association.

An ELT member will chair the Membership Committee (MC). The MC will consist of three to five (3-5) individuals approved in majority opinion by the association membership. The MC must consist of at least one (1) member from each: small, medium and large jurisdiction.

All voting procedures for the election of new officers shall take place at such a time and manner as determined by the MC to allow new officers to take office during the annual meeting.

Finance Committee

The purpose of the Finance Committee (FC) is to advise the Executive Leadership Team in fiscal matters. Such matters may include at the discretion of the President: annual budget; policy and procedure; audits; fiscal monitoring and fiscal best practices.

The Vice-President shall serve as Chair. This committee shall be comprised of members appointed by the President and in consultation with the ELT.

(3) Additional Committees

The ELT may from time to time designate and appoint additional standing or temporary committees by majority vote of the ELT. Such committees shall have and exercise such prescribed authority as is designated by the ELT. The ELT Members may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE V

Code of Ethics

The Association and its ELT Members and Staff will comply with the Association's Code of Ethics, attached as Exhibit A.

ARTICLE VI

ELT Meetings

(1) Place of ELT Meetings

Regular and Special Meetings of the ELT will be held at a place agreed upon by the ELT membership. Meetings may be held in-person, by conference call (telephone or video) or by other electronic means as determined appropriate by the ELT.

(2) Regular and Special Meetings

Regular meetings of the ELT shall be held on a schedule deemed necessary by the ELT. Special Meetings may be called by the President or any three ELT Members.

(3) Notice of ELT Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each ELT member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than *seven days*-notice prior to the meeting. Notice of the date, time, and place of Special meetings shall be given to each ELT member using the same methods, but with no less than *12 (twelve) hours'* notice prior to the meeting, apart from special meetings held to amend the Certificate of Formation or bylaws,

for which a 14-day written notice by mail, email or facsimile shall be required specifying the proposed amendment.

(4) Waiver of Notice

Attendance by an ELT Member at any meeting of the ELT for which the ELT Member did not receive the required notice will constitute a waiver of notice of such meeting unless the ELT Member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

A majority of the Executive Committee or Executive Leadership Team (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business, as described in Article IV. At meetings where a quorum is present, a majority vote of the Executive Committee or Executive Leadership Team attending shall constitute an act of the ELT as a body, unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Executive Committee or Executive Leadership Team under the Texas Non-Profit Association Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if *a majority of* those members individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the ELT. Written consent via electronic mail or other agreed upon technology is permissible.

(7) Open Meetings

Meetings shall be open to the general membership, except when in Executive Session, or when staff, real estate, or litigation matters are being discussed.

(8) Voting

Proxy voting is not permitted. Voting on matters of the Association's business and affairs via electronic mail or other agreed upon technology is permissible in accordance with these bylaws.

ARTICLE VII

Roles and Responsibilities of ELT

PRESIDENT

The President serves as the head of the Association. Upon completion of his/her term as President, the individual serves as the Immediate Past President. This individual should have the following additional competencies:

- Must have the ability to facilitate and mediate expected organizational controversies and debates.
- Will represent the Association to other stakeholders and groups, and must represent the Association, in addition to respective jurisdiction.
- Will preside over both ELT and regular membership meetings.
- Will serve as the primary contact for any staff (permanent or contract) or volunteers who serve the Association in any capacity.
- Will call regular and special meetings of the membership and/or ELT with notice as agreed upon by the ELT and approved by the voting membership. Serves as the meeting facilitator.
- Will be granted authority as the head of the ELT and the Association, to enter into prior approved contracts, grants, partnerships and other associations that benefit our Association and the voting membership.
- Acts on behalf of the ELT and Association in capacities that are approved by the ELT and voting membership.

VICE - PRESIDENT

The Vice President serves in a capacity like that of a chief operating or advising officer. Upon completion of his/her term as Vice President, the individual will become the Association's President. This individual should have the following additional competencies:

- Must have the ability to facilitate and mediate expected organizational controversies and debates.
- May be asked to represent the Association to other stakeholders and groups, and must represent the Association, in addition to respective jurisdiction.
- In the absence or upon the request of the President, may preside over both ELT and regular membership meetings.
- Will serve as a secondary contact for any staff (permanent or contract) or volunteers who serve the Association in any capacity.
- At the request of the President, may call and/or preside over regular and special meetings of the membership and/or ELT with notice as agreed upon by the ELT and approved by the voting membership. May serve as the meeting facilitator.
- If delegated by the President, may enter into prior approved contracts, grants, partnerships and other associations that benefit our Association and the voting membership (carrying out of approved orders).
- Acts on behalf of the ELT and Association in capacities that are approved by the ELT and voting membership.
- Serves as President in the case of an incapacity of the current President, or when delegated the authority.
- Serves as Chair of the Finance Committee.

- Presents fiscal information to the Executive Committee, and when necessary, to the Executive Leadership Team, and the membership.

SECRETARY

The Secretary of the Association is responsible for reviewing and assuring maintenance of records of the Association's meetings, actions and official correspondence. This individual should have the following additional competencies:

- Carrying out duties assigned by the ELT such as assisting staff and volunteers to ensure meeting space availability, proper communication channels and other duties.
- Must have the ability to facilitate and mediate expected organizational controversies and debates.
- May be asked to represent the Association to other stakeholders and groups, and must represent the Association, in addition to respective jurisdiction.
- In the absence of the President, or upon the request of the President, may preside over both ELT and regular membership meetings.

IMMEDIATE PAST PRESIDENT

The Immediate Past President serves the Association as a voting member of the Executive Committee, assisting with continuity of activities, actions and pursuit of the Association's mission, vision, values and strategies. This individual will serve as the Chair of the Nominating Committee.

MEMBER-AT-LARGE

The Member-at-Large serves on the ELT to represent the balanced interests of their jurisdictional size and public health as a whole. This individual should have the following additional competencies:

- Carrying out duties assigned by the ELT, including but not limited to: the carrying out of assignments charged to special work groups or ad hoc committees and the evaluation of member activities and involvement.
- Must have the ability to facilitate and mediate expected organizational controversies and debates.
- May be asked to represent the Association to other stakeholders and groups, and must represent the Association as a whole, in addition to respective jurisdiction.
- Upon the request of the President, may preside over both ELT and regular membership meetings.
- Works to ensure that voting members have a voice in day to day business as well as strategic initiatives.
- Helps ELT evaluate voting mechanisms, use of input and data gathering; is a strong advocate and representative of their jurisdictional size.
- Communicates with respective jurisdictional Directors.
- Votes on affairs and business of the Association as described in these bylaws.

ARTICLE VIII

Members

(1) Eligibility

Membership is open to any local health department, district or other subdivision as described in Chapter 121 of the Texas Health & Safety Code, and other Associations or agencies as approved by the ELT. The Association further describes its members in the following manner:

- (a) All members are equal in their rights as members, though some members may choose to seek election to the Executive Leadership Team, a Committee, Sub-Committee or workgroup, while others may not;
- (b) Members of the Association are further identified by the size of the jurisdiction they represent, further identified as Small, Medium, Large and Extra-Large;
- (c) Dues of the Association are assessed by size of the jurisdiction the member represents.

(2) Rights of Members

Each member of the Association shall be entitled to one vote on each matter submitted by the ELT to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. The head of the organization is the voting member. No member shall be entitled to any dividend or any part of the income of the Association or to share in the distribution of the corporate assets upon dissolution. The ELT has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the Association, merger or consolidation with another Association, sale of substantially all the Associations assets, and most amendments to the Association's Certificate of Formation.

A majority percent of the association membership, by way of petition, may remove any officer of the ELT, and may override any decision of the ELT, when the petition is presented to the President in writing, and is put to a vote during a regular meeting. A passing vote is two-thirds majority of the membership.

(3) How the Membership Can Legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. The attendance of 25% of members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the Association, merger or consolidation with another Association, sale of substantially all the Association's assets, and most amendments to the

Associations Certificate of Formation *[state law requires two-thirds vote for these items unless the percent is changed in the certificate of formation]*.

(4) Regular Membership Meetings

The ELT will designate a calendar of regular meetings of the Association.

A summary of any ELT meeting shall be made available to the membership during the next regularly scheduled meeting. Among the topics discussed, the following should be accomplished at least once during the fiscal year:

- (a) The Executive Committee shall establish a calendar of regular meetings;
- (b) The Executive Leadership Team shall approve the annual budget;
- (c) The Executive Leadership Team shall approve the annual audit and resulting recommendations;
- (d) Newly elected members will take their respective new positions in the Association.

(5) Meetings and Member Voting by Remote Technology

Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communications system, including videoconferencing technology, telephonic technology, or the Internet, only if:

- (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
- (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Meetings may be held in-person, by conference call (telephone or videoconference) or by other electronic means as determined appropriate by the ELT.

Members, when voting on Association business, may not use proxy voting. However, members may themselves elect to vote via electronic means approved by the ELT, to include email, polling technology, or similar.

Meetings are presided over by the President or his/her designee.

Members may suggest agenda items for regular meetings in writing to any member of the ELT.

An open forum will be included in every member meeting to allow members to bring items of concern to the attention of the ELT.

(6) Notice of Regular Membership Meetings

Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, email, or by facsimile, and shall state the place, day, and time of the meeting.

(7) Special Membership Meetings

Special Membership Meetings may be called at any time by the President, by a majority of the ELT, or on written request of at least 1/3 of membership.

(8) Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

(9) Enrollment of Members

The ELT shall adopt a membership application form. The application form shall require each applicant to provide the organization name, address, telephone number, and name and title of the individual representing the organization. There shall be a space for the Secretary to sign certifying that the Secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the Secretary signature of the application form. The Secretary shall keep an up-to-date membership list.

ARTICLE IX

Rules of Procedure

The proceedings and business of the ELT shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE X

Executive Director

The ELT may, upon resolution, appoint an individual to serve at the ELT's discretion and to carry out whatever tasks the ELT from time to time resolves. The ELT reserves the right to establish the system of pay and/or benefits ascribed to any positions created to serve the Association. Subject to such supervisory powers as are vested in the ELT, the Executive Director shall supervise, direct, and control the business of the Association and actively manage its business, and shall have such other powers and duties as may be prescribed by the ELT or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Association or the acceptance of money or resources by the Association in furtherance of the purposes of the Association as set out in the Articles of incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the ELT and meetings of the general membership.

ARTICLE XI

Directors and Officer Indemnification Insurance

(1) Insurance

The Association will provide indemnification insurance through a Directors & Officers Insurance Policy for its ELT members, and the ELT shall select the amount and limits of such insurance policy.

(2) Indemnification Insurance

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a ELT Member or Officer of the Association shall be indemnified by the Association through Directors & Officers Insurance or similar insurance only and not by director payment from funds of the Association of any of its Directors, Officers, employees, or agents against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the Directors and Offices Insurance provided by the Association may restrict the insurance so that any indemnification will apply only if a person acted in good faith and reasonably believed that his/her conduct was in the Association's best interests. In the case of a criminal proceeding, the ELT may, at its discretion, prohibit payment under the Director and Officers Insurance unless the ELT determines the person had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE XII

Operations

(1) Execution of Documents

Unless specifically authorized by the ELT or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Association shall be signed and executed by the Executive Director and the President (or such other person designated by the ELT), pursuant to the general authorization of the ELT. All conveyances of land by deed shall be signed by the President or two other members of ELT and must be approved by a resolution of the ELT.

(2) Disbursement of Funds

(a) Financial transactions which have a value that exceeds 5% of the annual operating budget shall require majority approval of the ELT.

(b) Financial transactions which have a value less than 5% of the annual operating budget may be approved by the Executive Committee

(c) In financial transactions up to two-thousand, five-hundred dollars (\$2,500), the Executive Director may dispense with the funds of the Association in accordance with the annual budget approved by the ELT and the purposes of the Association as set out in the Certificate of Formation and these bylaws. The ELT shall designate those parties deemed appropriate as authorized signers of checks on behalf of TACCHO.

(d) Any check for an amount over \$2,500 must carry two signatures unless otherwise specifically authorized in advance by the ELT (such as for payroll or office rent). No check signer may sign a blank check.

(3) Procurement Policy

The Association shall abide by its procurement policy as adopted by the ELT.

(4) Records

The Association will keep correct and complete records of account and will also keep minutes of the proceedings of the ELT meetings and Committees. The Association will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Association and a membership roster giving the names and addresses of members.

(5) Inspection of Books and Records

All books and records of this Association may be inspected by any Member, through a request to their Member At Large representative, for any purpose at any reasonable time on written demand.

(6) Loans to Management

The Association will make no loans to any of its ELT Members, Officers, employees, or agents.

(7) Dissolution and Winding Up

Upon the necessity for the dissolution and/or winding up of the Association, the ELT shall oversee such process and ensure compliance with all relevant provisions of chapter 22 of the Texas Business Organizations Code and other applicable state and federal statutes.

Upon Dissolution of the Association, no ELT Member shall have any rights nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt Association for the purposes set forth in these Bylaws. In the event of dissolution the

assets, after payment of payment of any debts, will be distrusted to an Association which is tax exempt.

(8) Amendments

Amendments to the Certificate of Formation and/or these bylaws require a majority approval of the Membership.

(9) Fiscal Year

The fiscal year for the Association will be October 1, through September 30.

(10) Audit

The Association shall comply with all federal, state and local audit requirements.

CERTIFICATION

I hereby certify that these fifth amended and restated bylaws were adopted by the Membership of the Texas Association of City and County Health Officials at its meeting held on August 10, 2017.

Annette Rodriguez
Secretary