

CONSTITUTION AND BY-LAWS
OF THE
TEXAS STATE AGENCY BUSINESS ADMINISTRATORS' ASSOCIATION

As Amended, June 24, 2009

CONSTITUTION

ARTICLE 1 -- Name

The name of this Association shall be:

"TEXAS STATE AGENCY BUSINESS ADMINISTRATORS' ASSOCIATION"

ARTICLE 2 -- Aims and Objectives

The aims and objectives of the Association shall be the promotion of:

- (A) The establishment and promulgation of the highest standard of ethics and efficiency in the conduct of the business affairs of the agencies, departments and institutions of the government of the State of Texas.
- (B) The study, analysis and dissemination of cost-effective and innovative management methods and practices in all aspects of State agency business administration.
- (C) The exchange of ideas, concerns, and information relative to current issues of State agency business administration.
- (D) Cooperation and consultation with State agencies, and professional, institutional, industrial and business organizations whose objectives and purposes are deemed consistent with those of this organization.
- (E) The implementation of long-range planning systems to optimize state agency management of resources in providing services and meeting agency goals and objectives.
- (F) The identification of statewide concerns or fiscal issues to be periodically transmitted to the legislative and executive budget offices or

other appropriate state authorities for comprehensive analysis. (The Association will not endorse any study recommendations.)

ARTICLE 3 -- Membership

Section 1:

Membership in the Association is institutional membership and shall be open only to state agencies. Each department or agency shall hold one institutional membership and, therefore, each shall have one vote. Voting membership shall be restricted to agencies that have paid annual membership dues for the current fiscal year. Each department or agency shall determine which active participant shall have authority to cast votes on its behalf.

Section 2:

Active participation shall be restricted to state employees employed in or closely associated with the business administration of state agencies. Each person eligible to become an active participant whose agency has paid the annual dues for the current fiscal year shall be entitled to all the privileges of membership.

Section 3:

Retiree honorary membership is extended to all former active participants of the Association who have retired from state service. Active participants who have retired in the 12-month period between annual conference dates shall be identified and honored at the next annual conference.

Retiree members may attend meetings, serve on committees, and receive the newsletters. They may not vote or serve as officers.

Any retiree member who returns to state employment and would otherwise be eligible for active participation, as outlined in Section 2, shall enjoy all the rights and privileges of active participation during all periods of continued state employment.

Affiliation with a national or international association of chief state business officials or other professional organizations must be approved by a two-thirds vote of the entire membership.

ARTICLE 4 -- Officers

The officers of the Association shall consist of a President, First Vice-President, Second Vice-President, Treasurer, Secretary, and a Parliamentarian. Offices of the Association may be held by participants from a voting member agency only.

The President shall assume office after serving as First Vice-President. Elections will be held to elect the two Vice-Presidents, the Secretary, the Parliamentarian, and the Treasurer.

ARTICLE 5 -- Executive Committee

The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Treasurer, Secretary, Parliamentarian, and the immediate Past President.

The Executive Committee shall have the power to transact general business of the Association at all executive meetings, including, but not limited to, approving an annual operating budget, filling vacancies in any office, and acting upon all matters concerning membership.

Should a vacancy occur in the Executive Committee by death, resignation, or incapacity of a member, the remaining members of the Committee shall have the power to fill the vacancy, except that in the case of a vacancy in the office of President, the First Vice President shall assume the office of President for the remainder of that term and shall also serve as President in the succeeding term.

ARTICLE 6 -- Meetings

This association shall hold its annual meeting at a place and a time designated by the membership. Special meetings may be called by the President.

ARTICLE 7 --Quorum

At all annual and special meetings of the Association, a majority of the voting members agencies represented as present shall constitute a quorum, subject to the decision of the presiding officer.

ARTICLE 8 --Changes in Constitution and By-Laws

Changes or additions to the Constitution and By-Laws may be made at the annual meeting of the Association, provided resolutions for such changes or additions shall be presented to the membership not later than the beginning of the first session of said meeting. Such changes or additions may be adopted, rejected, or amended by two-thirds of all voting member agencies present at any time prior to adjournment of the Association's annual meeting.

BY-LAWS

PARAGRAPH 1 -- Duties of Officers

Section 1:

PRESIDENT--The President shall preside at all meetings of the Association and of the Executive Committee. He/She shall have general supervision of the affairs of the Association and shall perform the duties usually placed upon the chief executive of such an association.

The President, with the Annual Conference committee, shall develop the format and program for the annual meeting of the Association, and shall have the power to modify or change the format and program if, in his/her judgment, the best interests of the Association are served thereby, provided such change does not conflict with the provisions of the Constitution and By-Laws.

The President shall solicit committee participation and shall appoint all committees not otherwise provided for, and shall be an ex-officio member of all committees.

The President shall approve all expenses incurred by the Association or by any officials of the Association before such obligations are paid; however, he/she may delegate this authority in writing to the Treasurer.

Section 2:

FIRST VICE-PRESIDENT--The First Vice-President shall exercise all the functions of the President in his/her absence.

The First Vice President shall serve as chair of the Mid-Winter Conference and shall perform any other duties which may be delegated by the President.

The First Vice President shall attend all Association meetings unless otherwise excused by the President.

Section 3:

SECOND VICE-PRESIDENT--The Second Vice-President shall exercise the function of the First Vice-President in his/her absence, or of the President in the absence of both these officers.

The Second Vice President shall perform any other duties which may be delegated by the President.

The Second Vice-President shall attend all Association meetings unless otherwise excused by the President.

The Second Vice-President shall timely file required Internal Revenue Service documents for non-profit organizations after completion by the Audit Committee Chair, and provide copies of said filings to the Executive Committee.

Section 4:

TREASURER—The Treasurer shall keep a correct ledger of all accounts of all receipts and disbursements supported by proper invoice, and shall close and balance the books as of August 31 each year, and shall immediately furnish the incoming President with a complete financial statement.

Not later than September 30, the Treasurer shall work with the President and Executive Committee to develop a budget for the new fiscal year.

At the regular annual meeting he/she shall render a statement in writing of receipts and disbursements of the Association for the fiscal year to a date within fifteen days of the annual business meeting.

The Treasurer shall have the current financial records present at all meetings of the Association and of the Executive Committee.

The Treasurer shall attend all Association meetings unless otherwise excused by the President.

The Treasurer shall perform any other duties not herein specified which may be delegated by the President.

At the end of his/her term of office, the Treasurer shall file with the President a financial report covering the results of operations for the preceding fiscal year. The financial shall be examined by the Audit Committee of the Association or by a certified public accountant named by the President.

Section 5:

SECRETARY--The Secretary shall keep a full and accurate record of the proceedings and transactions of all meetings of the Association and of the Executive Committee, and shall certify one copy to the President.

The records shall be present at all meetings of the Association and of the Executive Committee. The Secretary shall attend all Association meetings unless otherwise excused by the President.

The Secretary shall perform any other duties not herein specified which may be delegated by the President.

Section 6:

PARLIAMENTARIAN—The Parliamentarian shall give advice on parliamentary procedures to the President and, when requested or necessary, to any other member. The Parliamentarian shall perform any other duties not herein specified which may be delegated by the President.

The Parliamentarian shall be custodian of all property belonging to the Association.

The Parliamentarian shall attend all Association meetings unless otherwise excused by the President.

PARAGRAPH 2--Committees of the Association

Section 1:

The Committees of the Association shall be the Executive Committee, Standing Committees and Special Committees.

Section 2:

EXECUTIVE COMMITTEE--The Executive Committee shall be vested with the power to call special meetings of the Association and to designate the date, time and place of any such meetings, together with a reason for calling such special meetings, this reason to be fully stated in a notice to be sent to each active and retired participant at least seven days prior to the date of the meeting.

The Executive Committee shall convene upon call by the President or upon written request by a majority of the Executive Committee or a majority of the Association membership.

A majority of the Executive Committee shall constitute a quorum.

Section 3:

STANDING COMMITTEES--The Standing Committees of the Association shall be the following:

- Annual Conference
- Mid Winter Conference
- Membership
- Program
- Audit
- Nominations
- Resolutions, Constitution and By-laws
- Awards
- Newsletter
- Continuing Professional Education
- Vendor
- Website

All standing Committees shall normally consist of three or more members appointed by the President. Other members may be appointed based on suggestions by the Executive Committee and/or interest expressed by individual members with the exception of the Nominations Committee which will consist of Past Presidents and the Current President.

Committee chairs and committee members are appointed to serve a term of one fiscal/membership year.

Section 4:

ANNUAL CONFERENCE COMMITTEE—The Annual Conference Committee shall assist the President in developing the Annual Conference and related programs.

Section 5:

MID WINTER CONFERENCE COMMITTEE—The Mid Winter Conference Committee shall assist the First Vice President in developing the Mid Winter Conference.

Section 6:

MEMBERSHIP COMMITTEE--The Membership Committee shall make known the purpose of the Association to all Texas state agencies' business administrators in order to enlist their participation and agency membership.

The Committee shall maintain a list of members, separating it into voting and non-voting agencies as determined by paid membership status. Participant listings shall be separated by active participants and retiree participants.

Section 7:

PROGRAM COMMITTEE--The Program Committee shall assist the President in developing the programs for scheduled and/or called meetings when requests for assistance are made by the President or other designated responsible persons.

Section 8:

AUDIT COMMITTEE—The Audit Committee shall examine the accounts, papers, and invoices of the Treasurer at the close of the fiscal year. The Audit Committee shall report in writing its findings and shall certify, by November 1 of each year, the year-end balances to the Executive Committee. If approved by the Executive Committee, the Audit Committee shall send its report to the membership in the first newsletter following the November 1 date.

The Audit Committee shall be responsible for timely preparation of required Internal Revenue Service documents for non-profit organizations, as appropriate for the Association, for verification and signature of the current President for submission to the IRS by the current Second Vice-President.

A memorandum copy of the prior year fiscal report may be included in the packet for distribution at the annual business meeting. If requested by the Executive Committee or a two-thirds vote of the membership, the Audit Committee shall examine the accounts, papers, and invoices of the Treasurer for activity during any specified partial fiscal year's period, prior to the annual conference, for certification at the annual meeting.

The term for the Audit Committee members shall be one fiscal year at a time. The same chairperson may be reappointed to serve in the same capacity for a maximum of three consecutive years.

Section 9:

COMMITTEE ON NOMINATIONS—The Committee on Nominations shall consist of all Past Presidents and the Current President. The Committee on Nominations shall solicit nominations from the membership prior to the development of the slate of officers. The Committee on Nominations shall nominate persons for the elective offices and present their nominations at the annual business meeting.

Section 10:

COMMITTEE ON RESOLUTIONS, CONSTITUTION AND BY-LAWS— The Committee on Resolutions, Constitution and By-Laws shall receive and consider all resolutions which may be referred to it by the Association, and may hold meetings to hear the proponents and opponents of such resolutions. It shall also prepare all special resolutions concerning memorials, withdrawals, etc., and present them on the floor of the annual meeting, at the call of the President.

In addition, the Committee shall consider proposals for changes and amendments to the Constitution and By-Laws and present recommendations to the Association in accordance with Article 8 of the Constitution.

Section 11:

AWARDS COMMITTEE— The Awards Committee may recommend to the Executive Committee individuals to be recognized for outstanding service or leadership. The Executive Committee may select and award deserving individuals at the Annual Conference or other appropriate occasions.

The Executive Committee may select and award one or more individuals the Administrator of the Year Award at the Annual Conference. The purposes of this award are to formally recognize state employees who have demonstrated sustained outstanding leadership and notable contributions to state agency business administration and to encourage increased interest, growth, development and distinctive leadership in the field of state agency business administration.

Section 12:

NEWSLETTER COMMITTEE—The Newsletter Committee shall send to the membership, on a regular basis, information on the activities of the Association and other information of interest to state agency business administrators.

Section 13:

CONTINUING PROFESSIONAL EDUCATION— The Continuing Professional Education Committee coordinates with the Texas State Board of Public Accountancy regarding the renewal of the approval for TSABAA to provide Continuing Professional Education (CPE) hours for training provided to attendees, the committee determines

eligible hours of CPE earned for applicable training, and this committee creates the CPE certificates for distribution at qualified training events.

Section 14:

VENDOR— The Vendor Committee solicits potential vendors for sponsorship of special events for the TSABAA, and this committee coordinates vendor arrangements for conferences.

Section 15:

WEBSITE— The Website Committee is responsible for maintaining the TSABAA website and coordinating changes and updates with the President.

Section 16:

SPECIAL COMMITTEES--The President may appoint Special Committees as needed. These committees will meet at the earliest possible date after their appointment, analyze their special assignment and report promptly in accordance with the instructions of the President. The life of a Special Committee may extend through all or part of more than one administrative year. If the need for the committee extends beyond the administrative year of the appointing President, the Special Committee's report will be made to the Executive Committee.

PARAGRAPH 3 -- Dues

Section 1:

DUES—Changes in the annual dues structure may be made for the ensuing year by the membership at the annual meeting.

PARAGRAPH 4 -- Election of Officers

Section 1:

Nominations shall be made by the Nominating Committee.

In addition to the nominations made by the Nominating Committee, any participant from a member agency shall have the privilege of making nominations from the floor.

Section 2:

Election of officers of the Association shall be held before adjournment of the annual meeting. Officers shall be chosen for the ensuing fiscal year by majority vote of the members present, the officers to enter upon their duties effective September 1.

PARAGRAPH 5 -- Meetings

Section 1:

The Association will hold its annual meeting in accordance with Article 6 of the Constitution.

If it appears in the best interest of the Association, as determined by the president, that the place and/or time designated by the membership for the annual meeting needs to be changed and there is no meeting of the Association scheduled where a new place and/or time could be designated in a timely manner, then a majority vote of the Executive Committee may be used to designate a new place and/or time for the annual meeting.

Section 2:

Scheduled meetings will be held at a time and place designated by the Executive Committee.

Section 3:

Scheduled meetings of the Executive Committee will be held at a time and place designated by the Executive Committee.

Section 4:

The right to have a voice in discussions of this Association shall be limited to participants from voting member agencies and retiree participants only, except upon invitation.

PARAGRAPH 6 -- Membership and Fiscal Year

Section 1:

MEMBERSHIP AND FISCAL YEAR--The membership and fiscal year of the Association shall extend from September 1 to August 31.

PARAGRAPH 7 -- Constitution and By-Laws Changes

Section 1:

Changes in the Constitution and By-Laws shall be determined by a two-thirds vote of all member agencies present at the annual meeting. All other questions shall be decided by a majority vote.

PARAGRAPH 8 -- Parliamentary Authority

Section 1:

All matters not provided for in the By-Laws of the Association shall be governed by Robert's Rules of Order Newly Revised.