

GOVERNMENTAL COLLECTORS ASSOCIATION OF TEXAS, INC.

BYLAWS

ARTICLE I OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal executive office of the association shall be located in the state of Texas at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

The association also may have offices at such other places as the Board of Directors may from time to time designate or as the business of the association may require.

ARTICLE II MEMBERSHIP

SECTION 1. ELIGIBILITY

Any person(s) employed by and/or responsible for the collection of revenue due to a governmental entity.

SECTION 2. APPROVAL PROCESS

Eligible candidates must submit an application for membership to the chairman of the membership committee. The membership committee will review the application and make a recommendation to the Board of Directors in a timely manner.

Final approval of membership will be determined by a majority vote of the Board of Directors.

SECTION 3. MEMBERSHIP CLASSIFICATIONS

Charter Gold Membership

This membership is available only to the founding counties of the association; therefore, this membership classification is closed. Founding counties are Brazos, Dallas, Harris, Montgomery and Kerr. Charter Gold counties will receive:

- Discounts on all association sponsored conventions, seminars & educational programs.
- Voting rights shall be determined in accordance with the same rights afforded to the individual membership classification.

Individual Membership

An individual membership is available to eligible individuals and includes:

- Individual membership certificate
- Voting rights with a maximum vote count of 1.

Honorary Memberships

Honorary non-voting memberships are extended to exceptional individuals by invitation only.

Recommendations for honorary membership may be made by any member in good standing and shall be submitted to the membership committee. Final approval of an honorary membership must be approved by a unanimous vote of the Board of Directors, based on the recommendation of the membership committee. Honorary membership includes:

- Honorary membership certificate
- Invitation to designated association sponsored events.

Corporation Membership

Available to companies, corporations and vendors doing business in the State of Texas.

Corporate membership includes:

- Corporate membership certificate
- Invitation to participate in designated association sponsored events
- Annual placement on official website of corporation logo and website link

SECTION 4. MEMBERSHIP FEES

A one-time only membership fee must be submitted in full with any application presented for consideration to the membership committee. The association will refund all fees submitted with an application that is ultimately deemed unacceptable. The membership fee schedule is as follows:

- Individual Membership – \$150
- Corporation Membership – \$1,000

The association reserves the right to adjust the fee schedule without notice, with the consent and approval of a majority of the Board of Directors. Membership fees shall be nonrefundable, except as otherwise provided in these Bylaws.

SECTION 5. MEMBERSHIP DUES

Members will be required to pay annual individual membership dues to the association at a rate that is determined by the Board of Directors.

A former member shall be reinstated for failure to pay dues upon written request signed by the former member and filed with the Secretary, and upon payment of current dues. Reinstatement for any reason other than the payment of dues shall be by two-thirds vote of the Board of Directors.

SECTION 6. REVOCAATION

Membership may be revoked and all rights, benefits, and privileges terminated if:

- An individual member resigns from the employment position rendering them eligible for membership in the Association.
- An individual member has participated in actions or conduct unbecoming a member of the association, including but not limited to subverting the purpose of the Association; misappropriation of funds; and engaging in conduct which interferes with the legal, ethical and/or fiduciary obligations to the Association.
- An individual fails to maintain membership requirements, including but not limited to the payment of annual membership dues.

Revocation of membership must be recommended by the membership committee to the Board of Directors and approved by a majority vote of the board.

ARTICLE III MEETINGS

SECTION 1. PLACE OF MEETINGS

All meetings of the membership shall be held at the principal executive office of the association or at such other place as may be determined by the Board of Directors.

SECTION 2. ANNUAL MEETINGS

The annual meeting of the membership will be held between the first day of May and the last day of June, at which time the membership will elect officers to the Board of Directors whose terms will expire prior to the next scheduled annual meeting of the membership, and transact any other proper business.

SECTION 3. SPECIAL MEETINGS

Special meetings of the membership may be called by the President, Board of Directors, Executive Director, or such other persons as may be authorized in the Articles of Incorporation in accordance with the Texas Non-Profits Corporations Act.

SECTION 4. NOTICES OF MEETINGS

Notices of association meetings, annual or special, shall be given in writing to members of record entitled to vote at the meeting by or at the direction of the President or Secretary of the association, or person calling the meeting.

Such notices shall be given either personally, through first-class or electronic mail, addressed to member at the address of such member appearing on the membership roll or given by the member to the corporation for the purpose of notice. Notice shall be given not less than ten nor more than sixty (60) days before the date of the meeting.

SECTION 5. WAIVER OF NOTICE

Whenever any notice is required to be given to any member under the provision of the Texas Non-Profit Corporation Act, the Articles of Incorporation of this association, or these Bylaws, a waiver of notice in writing signed by a member entitled to such notice, whether before or after the meeting, shall be equivalent to the giving of such notice. All such written waivers of notice shall be filed with the association records or made part of the minutes of the meeting.

SECTION 6. SPECIAL NOTICE REQUIREMENTS

Membership approval at a meeting with respect to the following proposals shall be valid only if the purpose of the meeting was stated in the notice of the meeting:

- a. Approval of a contract or other transaction between the association and one or more of its directors or between the association and any corporation, firm, or association in which one or more of the directors has a material or financial interest;
- b. Approval of a plan of merger or exchange pursuant to the Texas Non-Profit Corporation Act.
- c. Election to voluntarily wind up and dissolve the association pursuant to the Texas Non-Profit Corporation Act.
- d. Election to revoke voluntary dissolution proceedings pursuant to the Texas Non-profit Corporation Act.
- e. Restatement of the Articles of Incorporation, if an amendment is contained therein, pursuant to the Texas Non-Profit Corporation Act.

- f. Disposition of all or substantially all of the assets of the association outside of the usual and regular course of its business pursuant to the Texas Non-Profit Corporation Act.

SECTION 7. ACTION WITHOUT MEETING

Any action that may be taken at any annual or special meeting of the membership may be taken without a meeting if consent or consents are made in writing, setting forth the action so taken, and is signed by a majority of the members entitled to vote on the action, according to the membership rolls of the association as of the date of the action.

Further, the Articles of Incorporation may provide that any action required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the member or members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all the members entitled to vote on the action were present and voted.

Every consent shall bear the date of signature of each member who signs the consent.

No written consent shall be effective to take the action that is the subject of the consent unless within sixty (60) days after the date of the earliest dated consent delivered to the association, a consent or consents signed by the member or members having not less than the minimum number of votes that would be necessary to take the action are delivered to the association's registered office, its principal place of business, or the Secretary of the Board of Directors. A telegram, facsimile, electronic transmission, or similar reproduction of a writing signed by a member, shall be regarded as signed by the member.

SECTION 8. QUORUM

Members representing at least one-third (1/3) of the total membership, according to the official membership rolls of the association, represented in person or by proxy, shall constitute a quorum at a meeting of the members.

SECTION 9. VOTING

Only members in good standing, whose names appear on the official membership rolls not less than thirty (30) days prior to the annual meeting will be entitled to vote.

SECTION 10. PROXIES

Any member in good standing of the association may vote either in person or by proxy executed in writing by the member and the original document must be filed with the secretary of the association. An original writing executed by the member, shall be treated as an execution in writing for purposes of this action.

A proxy shall not be valid after the expiration of fourteen (14) days from the date thereof.

ARTICLE IV DIRECTORS

SECTION 1. POWERS

Subject to any limitations in Articles of Incorporation and to the provisions of the Texas Non-Profit Corporation Act, the powers of the association shall be exercised by or under the authority of, and the business and affairs of the association shall be managed under the direction of, the Board of Directors of the association.

SECTION 2. NUMBER

The authorized number of directors shall be eleven (11); six (6) at-large, two (2) alternate at-large and four (4) officers designated in the offices of the President, Vice-President, Secretary, and Treasurer. The immediate Past President shall be included as a voting member of the Board of Directors if he/she is a current member in good standing and has maintained continuous membership after leaving office. Only current members of the Board of Directors are eligible to be elected to the office of President, Vice President, Secretary, and Treasurer.

SECTION 3. PRESIDENT

The President shall act as the chair of the Board of Directors of the association, and shall have general supervision, direction, and control of the business and affairs of the association. The President shall preside at all meetings of the membership and directors and be an ex-officio member of all the standing committees and shall have such other powers and duties of management usually vested in the office of President of an association and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

SECTION 4. VICE-PRESIDENT

The Vice-President shall serve in the absence or disability of the President. The Vice-President shall perform all 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 have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

SECTION 5. SECRETARY

The Secretary shall keep, or cause to be kept, at the principal executive office of the association, a book of minutes of all meetings of directors and the membership, with the time and place of holding, whether regular or special (and if special, how authorized), the notice thereof given or the waivers of notice, the names of those present at director's meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office of the association, or at a location so designated by the Board of Directors, the official membership roll of the association, reflecting the names and addresses of all members and their status with the association.

The Secretary shall certify and keep, or cause to be kept, at the principal executive office of the association, or at a location so designated by the Board of Directors, the original copy of the Bylaws as amended or otherwise altered to date.

The Secretary shall make, at least ten (10) days before each meeting of the membership, a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, and the address of each. This list shall be kept on file at the registered office, or at a location designated by the board of directors, and shall be subject to inspection by any member at any time during usual business hours. The list also shall be produced and kept open at the time and place of the meeting and be subject to the inspection of any member during the whole time of the meeting.

The secretary shall have charge of the corporate seal of the association and have such other powers and perform such other duties as may from time to time be prescribed by the board or these Bylaws. The Secretary shall be responsible for all annually filings of the association with the State of Texas and to the Comptroller Office.

SECTION 6. TREASURER

The Treasurer shall serve as chair of the finance committee as well as keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the association.

The Treasurer shall deposit monies and other valuables in the name of the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the association in payment of the just demands against it as may be ordered by the Board of Directors; shall render to the President and directors, whenever

the request it, a report of the financial condition of the association; and shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

The Treasurer shall file proper income tax filings for the non-profit organization yearly no later than May 15 of each year and maintain all paperwork and documentation of the association. She or he shall submit all records to the incoming Treasurer, no later than January 15 of the new Treasurer's term.

SECTION 7. ELECTION AND TENURE OF OFFICE

The directors shall be elected at the annual meeting of the membership and hold office for a staggered term of two calendar years from January 1st through December 31st or until their successors have been elected and qualified. Directors shall not serve in the same elected office more than three (3) consecutive terms.

The President, Vice-President, Secretary, Treasurer and the six (6) at-large board of directors, two (2) alternates shall serve. shall be bonded in amounts sufficient to cover the funds of the Association.

- ***President 2 year term
- ***Vice-President 2 year term
- ***Secretary 2 year term
- ***Treasurer 2 year term
- ***3 Board of Director 1 year term
- ***3 Board of Directors 2 year term
- ***Past President 1 year term

The Past President shall be moved up first if one (1) of the Office in Charge becomes vacated for any reason as well as serving as a Board of Director at Large is to become vacated.

SECTION 8. VACANCIES

A vacancy on the Board of Directors shall exist in the case of death, resignation, or removal of any director or in case the authorized number of directors is increased or in case the membership fails to elect the full authorized number of directors at any annual or special meeting of the membership at which any director is elected.

Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors (even if the vacancy leaves less than a quorum of the board) or by election at an annual or special meeting of the membership called for that purpose. The Board of Directors may also appoint an acting or interim director in case of a vacancy or if a directorship is to be filled by the board by reason of an increase in the number of directors. However, a directorship filled in this manner may be for a term continuing only until the next election of directors at the annual meeting of the membership. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. REMOVAL

Any or all of the directors may be removed at a meeting of the Board of Directors for reasons, including but not limited to inattention to duties of her office; conduct unbecoming a member of the Board of Directors; and action prejudicial to the best interest of the corporation. Before removal, the said member of the Board of Directors shall have the right to defend his or herself and must be given at least one (1) month's written notice. Any such removal shall be subject to the applicable provisions, if any, of the Texas Non-Profit Corporation Act.

A meeting called for the purpose of removing a director requires no less than four fifths (4/5th) of the Board of Directors entitled to vote approve of the meeting.

SECTION 10. MEETINGS

Meetings of the Board of Directors shall be held at any place within the State of Texas, which has been designed in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the association or as may be designated from time to time by a resolution of the board of directors. If recommended by the board, an official board meeting may also take place via conference call.

SECTION 11. CALL, NOTICE, AND HOLDING MEETINGS

Regular monthly meetings of the Board of Directors shall be held at least once each month following the annual meeting. The time of the meeting will be designated by the Board of Directors in each preceding meeting.

Special meetings of the Board of Directors may be called by the President, any two members of the board or the association's administrator, if any.

Regular annual meetings of the board shall be held without notice immediately after and at the same place as the annual membership meeting. Special meetings of the Board of Directors shall be held upon five (5) days' notice by mail, or forty-eight (48) hours' notice delivered personally,

by telephone, telegraph, or electronically. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business or the ground that the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 12. QUORUM AND BOARD ACTION

A quorum of all meetings of the Board of Directors shall be five (5) of the authorized number of directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. The act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the board of directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

SECTION 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall set forth the action so taken and shall be signed by all the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

SECTION 14. COMPENSATION

No salary shall be paid to directors, for their services, but by resolution, the Board of Directors may allow a reasonable fixed sum and expenses to be paid for attendance at a regular or special meeting. Nothing contained herein shall prevent a director from serving the association in any other capacity and receiving like compensation for attendance at meetings.

ARTICLE V ADMINISTRATION

SECTION 1. ADMINISTRATORS

The administrators of the association shall be the Executive Director and executive assistant director. The association also may have such administrators with titles and duties as shall be determined by the Board of Directors. Any number of administrative titles may be held by the same person.

SECTION 2. APPOINTMENT

All administrators of the association shall be chosen by the Board of Directors. Each administrator shall retain office until death, resignation, or removal or until a successor shall be

chosen and qualified. A vacancy in any office because of death, resignation, or removal or other cause shall be filled by the board.

SECTION 3. REMOVAL AND RESIGNATION

An administrator may be removed at any time by the Board of Directors whenever, in its judgment, the best interest of the association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an administrator shall not of itself create contract rights.

SECTION 4. COMPENSATION

The salaries and compensation packages of the administrator(s), if any, shall be fixed, from time to time, by the board.

SECTION 5. EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrator of the association and shall, subject to the direction and control of the Board of Directors, have general administrative supervision, direction, and control of the day to day business affairs of the association. The Executive Director will coordinate meetings, organize and distribute reports and shall have the general powers and duties of management usually vested in the office of Executive Director of an association and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors, or these Bylaws.

The Executive Director shall be available to attend all Board of Directors meeting and, in the event of a voting deadlock on actions before the Board of Directors not in conflict with his or her office, shall be authorized to cast the deciding vote. The Executive Director may not simultaneously serve as chief administrator and hold office on the Board of Directors.

SECTION 6. ASSISTANT EXECUTIVE DIRECTOR

In the absence or disability of the Executive Director, the assistant executive director, shall perform all the duties of the Executive Director and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Executive Director. The assistant executive director shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

ARTICLE VI COMMITTEES

SECTION 1. STANDING COMMITTEES

The standing committees shall be the finance committee, governmental affairs committee, and membership committee. Not less than three (3) members will make up the body of each committee with the chair being held by a member of the Board of Directors and authorized in

these Bylaws. The additional committee members shall be chosen from the at large membership of the association, nominated and approved by the Board of Directors.

SECTION 2. FINANCE COMMITTEE

The finance committee shall be charged with the formulation of the annual budget of the association to be presented to the Board of Directors at their annual meeting for approval. The finance committee shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

SECTION 3. GOVERNMENTAL AFFAIRS COMMITTEE

The governmental affairs committee shall be charged with monitoring related legislative issues. The governmental committee shall research and develop legislation which reflects the values and interest of the association and makes recommendations for improving the overall effectiveness and efficiency if its membership in their individual and collective roles. The governmental affairs committee shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

SECTION 4. MEMBERSHIP COMMITTEE

The membership committee shall be charged with making recommendations for new membership(s) and the revocation of existing membership(s) to the Board of Directors in pursuant to and in accordance with the Articles of Incorporation and these Bylaws. The committee will also formulate action plans to recruit and solicit new membership. The committee will also be responsible for developing and recommending criteria for educational training and certification of the association's membership to the Board of Directors.

SECTION 5. EXECUTIVE & SPECIAL COMMITTEES

By resolution, adopted by a majority of the full Board of Directors, the board may designate from among its members or from the membership of the association an executive committee and one or more special committees to serve at the pleasure of the board, each of which shall be comprised of one or more directors. Any such committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

- a. Amending the Articles of Incorporation;
- b. Approving a plan of merger or consolidation;

- c. Recommending to the membership the sale, lease, or exchange of all or substantially all of the property and assets of the association otherwise than in the usual and regular course of its business;
- d. Recommending to the membership a voluntary dissolution of the association or a revocation thereof;
- e. Amending, altering or repealing the Bylaws of the association or adopting new Bylaws for the association;
- f. Filling vacancies on the Board of Directors or any such committee;
- g. Filling any directorship to be filled by reason of an increase in the number of directors;
- h. Electing or removing officers or members of any such committee;
- i. Fixing the compensation of any member of such committee;
- j. Altering or repealing a resolution of the board which by its term is not so alterable or repealable;
- k. Approving any action that also requires the approval of the Board of Directors;
- l. Approving other committees of the board or the members thereof;

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE VII ASSOCIATION RECORDS & REPORTS

SECTION 1. INSPECTION BY MEMBERSHIP

The financial reports, the minutes of proceedings of the membership and the board and committees of the board, and the record of membership of the association shall be open to review upon the written demand of the association by any member in good standing at any reasonable time for any proper purpose. Members also shall have the right to inspect the original copy of these Bylaws, as amended to date and kept at the association's principal executive office, at any reasonable time for any proper purpose.

SECTION 2. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to review and copy all financial reports, minutes of proceedings of the board and membership, record of membership, and to inspect the real properties of the association, domestic or foreign, if any, of which such person is a director.

SECTION 3. RIGHT TO REVIEW WRITTEN RECORDS

If any record subject to review pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the association at its expense make every reasonable effort to make such record available in written form.

SECTION 4. ANNUAL FINANCIAL STATEMENTS

On or before a time to be designated by the Board of Directors, the Treasurer will prepare and produce the annual financial statement of the association. This statement shall be made available to any member in good standing at his or her request.

SECTION 5. CONTRACTS, ETC.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any administrator(s) or agent(s), to enter in any contract or execute any instrument in the name and on behalf of the association. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no administrator, or employees shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VIII INDEMNIFICATION, INSURANCE AND OTHER ARRANGEMENTS

SECTION 1. INDEMNIFICATION

The association shall indemnify its present or former directors and administrators, employees, agents and other persons to the fullest extent permissible by, pursuant to and in accordance with the Texas Non-Profit Corporation Act.

The association may indemnify and advance expenses to an administrator, employee, or agent of the association, or person identified in accordance with the Texas Non-Profit Corporation Act, and who is not a director of the association to such further extent, consistent with law, as may be provided in the Articles of Incorporation, these Bylaws, general or specific action of the Board of Directors, or contract, or as may be permitted or required by common law.

SECTION 2. INSURANCE AND OTHER ARRANGEMENTS

Pursuant to the Texas Non-Profit Corporation Act, the association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, administrator, employee, or agent of the association or who is or was serving at the request of the association as director, administrator, employee, agent, or similar functionary of another

association, foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the association would have the power to indemnify him or her against that liability under the Texas Non-Profit Corporation Act.

In accordance with the Texas Non-Profit Corporation Act, if the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the association.

ARTICLE IX AMENDMENT OF BYLAWS

SECTION 1. BY DIRECTORS

The Board of Directors may amend or repeal the Bylaws, or adopt new Bylaws, unless:

- a. The Articles of Incorporation of the Texas Non-Profit Corporation Act reserves the power exclusively to the members in whole or part; or
- b. The membership in amending, repealing, or adopting a particular bylaw expressly provides that the Board of Directors may not amend the bylaw.

SECTION 2. BY MEMBERSHIP

Unless the Articles of Incorporation or a Bylaw adopted by the Board of Directors provides otherwise as to all or some portion of the Bylaws, the membership, by vote of not less than four-fifths (4/5th) of the entire membership entitled to vote according to the official roles of the association, may amend, repeal, or adopt the Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.

Note: This is the latest version of the bylaws including amendments through 07/15/2022. The bylaws are routinely updated, and every reasonable effort is made to post a current revised and amended version as soon as possible