

# CERTIFICATE OF FORMATION OF THE TBA ASSOCIATION

(A REUNIFICATION OF THE TEXAS MUNICIPAL POLICE ASSOCIATION AND  
THE COMBINED LAW ENFORCEMENT ASSOCIATIONS OF TEXAS)

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**Mission Statement TBD**

PROPOSED EDITION 4/25/2009

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## CERTIFICATE OF FORMATION

### **ARTICLE I - NAME OF THE ASSOCIATION**

#### **SECTION 1: ORGANIZATION NAME**

This Association shall be known as the TBA ASSOCIATION (TBA), which is hereby being formed via a reunification of the Texas Municipal Police Association (TMPA) and the Combined Law Enforcement Associations of Texas (CLEAT). The TBA will operate under a new charter as filed through the State of Texas.

#### **SECTION 2: DURATION**

This Association shall be perpetual.

#### **SECTION 3: OBJECT OF ASSOCIATION**

This Association shall be a free and voluntary organization, composed of Peace Officers, as defined by the legislature of the State of Texas, Board-approved classes of members employed in the various political subdivisions and by the State of Texas, and Board-approved federal law enforcement officers employed or assigned in the State of Texas.

The general objectives of TBA consist of promoting benevolent, educational, charitable, civic, patriotic, and fraternal activities among the members. The specific objectives are to preserve and strengthen camaraderie among its members; to improve the wages, hours of work, job security, working conditions, and living conditions of its members and their families; to promote the health, security, economic, cultural, legislative, educational, social, political, and recreational interests of its members and their families; to defend democratic institutions and to protect the civil rights and liberties of its members, their families and the citizens of Texas; and to maintain true allegiance and faith in the laws of the State of Texas and the Constitution of the United States of America.

#### **SECTION 4: POWERS OF ASSOCIATION VESTED IN THE MEMBERS:**

The powers of this Association shall be vested in its membership, but may be exercised by a Board of Directors as defined in Article II of the Certificate of Formation.

## ARTICLE II - OFFICERS POWERS AND DUTIES

### SECTION 1: INTERIM BOARD

- A. Upon ratification of this Certificate of Formation, for the purposes of electing board members, TMPA and CLEAT will continue to exist in their respective forms for a period not to exceed two years from the official date of ratification of this Certificate of Formation.
- B. Unless this section is repealed or amended prior to the second anniversary of the ratification of this Certificate of Formation, for the first two years after ratification the TBA shall have a combined Interim Board of Directors consisting of 36 persons – 18 from TMPA and 18 from CLEAT. These board members will be selected in accordance with the existing constitutions of the respective organizations, which are incorporated herein for that limited purpose. In the event that either organization amends its current constitution to allow for any number of board members other than 18, that organization will still only be entitled to exactly 18 representatives on the TBA board.
- C. During the first year of the existence of the Interim Board of Directors, the Chairman of the board shall be the President of TMPA.
- D. During the second year of the existence of the Interim Board of Directors, the Chairman shall be the President of CLEAT.
- E. At least two-thirds of the interim board must be present to constitute a quorum for the purposes of conducting business. Unless otherwise specified in this Certificate of Formation, all actions of the interim board shall require approval by 19 members of the interim board.
- F. The respective presidents from TMPA and CLEAT shall appoint members of the following special committees:
  - 1. SPECIAL PROGRAMS/BENEVOLENCE/CHARITIES COMMITTEE
  - 2. LABOR RELATIONS COMMITTEE
  - 3. LEGAL ASSISTANCE COMMITTEE
  - 4. LEGISLATIVE/PAC COMMITTEE
  - 5. BUDGET COMMITTEE
  - 6. AUDIT AND ETHICS COMMITTEE
  - 7. REDISTRICTING COMMITTEE
- G. The committees listed in Subsection (F) and any other committees appointed by the interim board shall consist of six board members each – three from CLEAT and three from TMPA. The members of each committee shall select their chair from among their members. The committee members shall select their chair on an annual basis before the conclusion of the annual conference
- H. Actions and decisions of all committees are subject to approval by a minimum of 19 members of the interim board.

- I. The interim board of directors shall draw the initial region boundaries described in Article II, Section 2(B) below prior to the repeal of this section. The process for developing region boundaries shall include:
  1. Employment of a professional demographer to study and make the initial alignment of Regions 8-21
  2. Review of demographer report by the redistricting committee, which will make recommendations to the interim board
  3. Review and final determination to be made by a majority of the interim board.
  4. In the event the interim board cannot make a final determination on the initial boundaries, a boundary map attached with this document will be implemented.
  5. The final determination of the region boundaries shall occur before the asset transfer date established in a separate agreement.
- J. Section 1 of this Certificate of Formation shall be considered repealed at the conclusion of the interim period.

## **SECTION 2: BOARD OF DIRECTORS**

Except for the interim board described in Section 1 above, the Board of Directors of the Association shall consist of 21 Region Directors who will be selected as follows:

- A. Regions 1 through 7 will be representatives from the seven affiliated local associations with the largest numbers of TBA members. Each such affiliated local association shall be allowed one board position. The position may be filled by appointment by the local association president, subject to approval by the local board of directors, or by popular vote of the local association membership. The local associations of Regions 1 through 7 may recall their respective board members by the same method from which they were appointed unless that person is serving a term as a member of the TBA executive board.
- B. The remaining fourteen (14) board positions shall be elected by the delegates in attendance at the annual conference in the following manner:
  1. The State of Texas shall be divided into fourteen (14) regions and designated as Regions 8 through 21. The state map defining Regions 8 through 21 shall be created by the Board of Directors. One Director shall be elected for each of these fourteen (14) regions and every director shall be a member within the region for which that director was elected. Regions are determined by membership in TBA, exclusive of the members who comprise Regions 1 through 7. No member from Regions 1 through 7 will be eligible to run for or be appointed to fill a position within Regions 8 through 21.
  2. Each of Regions 8 through 21 shall represent no less than 6% of total membership in the Association, exclusive of the members who comprise Regions 1 through 7.

3. For purposes of assigning membership to regions, members will be counted in the county in which their respective agencies' primary headquarters are located.
  4. No agency shall be split between two regions.
  5. Directors for Regions 8 through 21 shall be elected by the delegates representing the respective regions. Regions not represented by delegates at the Annual Conference shall have their region directors appointed by the President with the advice and consent of the Board of Directors.
  6. The state map defining Regions 8 through 21 shall be reviewed by the Board of Directors to mark trends in membership and adjust the regions as necessary to ensure that no such region contains less than 6% or more than 12% of total TBA membership exclusive of the members who comprise Regions 1 through 7. The redrawing of regional boundaries may only occur in years ending in odd-numbered years (every two years) to be effective at the beginning of the annual conference on an odd-numbered year.
- C. All twenty-one (21) board members shall be elected by the respective methods identified in Section 2(A) and (B) at the annual conference on odd-numbered years.

### **SECTION 3: EXECUTIVE BOARD**

- A. The Executive Board shall consist of a President, 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice President. Only current Region Directors are eligible to serve on the Executive Board.
- B. Candidates for the executive board shall be nominated from the floor and elected by the delegates in attendance at the annual conference. Members of the Executive Board shall continue serving as Directors for their respective regions.

### **SECTION 4: TERMS OF OFFICE**

The members of the Board of Directors shall serve two-year terms.

### **SECTION 5: RE-ELECTION IN ABSENTIA**

If any Region Director from Regions 8 through 21 of this Association shall be unable to attend the regular Annual Conference and shall so inform the Board of Directors, stating the reasons in writing, not less than twenty-four (24) hours before the first meeting of the first day of the conference, the delegates shall have the power to vote on the validity and urgency of the absence. If the reason for the officer or director's absence is found worthy by a majority vote, the officer or director may then be nominated and elected to a consecutive term, in absentia. The twenty-four (24) hour period may be waived if an extreme emergency should arise, immediately prior to the commencement of the Conference, provided that the officer or director must notify the Board by some means of communication before the first meeting.

### **SECTION 6: QUALIFICATIONS OF OFFICERS**

- A. Any member may be a candidate for a position on the Board of Directors who represents a Recognized Local Affiliate of the TBA as defined by Article III, Section 3.

- B. No member may be a candidate for office who has not been a member in good standing in the Association for at least eighteen (18) months immediately prior to seeking office, or whose respective delegation has not been duly recognized and seated at the Annual Conference. A member with less than eighteen (18) months may be a candidate if approved by the Board of Directors.
- C. No member may be nominated for any office unless that member is present at the Annual Conference except as otherwise provided in this Certificate of Formation; nor may any Director continue in office or exercise the powers of any office who is not in good standing. The term "good standing" in this instance is deemed to mean that all-current dues and assessments have been paid.

#### **SECTION 7: COMPENSATION OF OFFICERS**

Each of the officers, members of the Board of Directors, and members of the Committees and Sub-committees shall serve without pay.

#### **SECTION 8: DUTIES OF PRESIDENT**

The President, or in the President's absence, inability or refusal to act, the succeeding 1<sup>st</sup> Vice President, shall call and preside at all meetings, appoint Committee members, and shall have, subject to the control of the Board of Directors, the general management and direction of the affairs of this Association. The President shall perform such other duties as may be consistent with the office. Any vacancy occurring in the Board of Directors, for any reason, shall be filled by appointment of a member in good standing by the President. Such appointment shall be only for the unexpired term of the office to be filled.

#### **SECTION 9: DUTIES AND POWERS OF DIRECTORS**

It shall be the exclusive duty of the Board of Directors to conduct, manage, govern, execute, and administer all of the affairs of this Association; to control and supervise the handling of its funds and property; to cause to be kept a complete record of all meetings and acts; to supervise the Executive Director(s); and to pass upon all matters of importance pertaining to this Association. The Board of Directors shall be required to pass a balanced budget.

#### **SECTION 10: EXECUTIVE DIRECTOR(S)**

- A. The Board of Directors shall be authorized to retain the two Executive Directors that are then employed by TMPA and CLEAT to manage the day-to-day administration of this Association. The Executive Director(s) shall be considered employees of this Association and as such will be responsible to the Board of Directors through the President (or the Chairman during the term of the interim board of directors). Where there are disputes between them in matters of joint responsibility, the issue of disagreement shall be brought before the board of directors for a resolution. In the event a dispute requires immediate resolution, the President of each organization will appoint three (3) board members, who will meet and appoint an additional board member to meet and make a final decision.
- B. When one executive director vacates or terminates his position with TBA, it shall be presumed that the remaining executive director will assume the responsibilities of the other in a unified organization.
- C. Supervision and direction of the employees of the TBA rests solely with the Executive Director(s) of the Association. While reasonable requests for assistance or

information may be made to employees by members of the Board of Directors, no instructions or directions shall be made to employees directly. Subject to budgetary limits set by the Board, the Executive Director(s) shall employ and discharge such administrative, technical, and other employees as may be required pursuant to any existing contracts between TBA and its subsidiary corporations and trusts and its employees and the Policies, Rules and Regulations adopted by the Board of Directors.

#### **SECTION 11: QUORUM TO DO BUSINESS**

A two-thirds (2/3) majority of the Board of Directors shall constitute a quorum for the purpose of transacting the business of this Association. A quorum may be obtained through a regular meeting, conference call, or via electronic means providing that a record of that business is reflected in the minutes of the next regular Board meeting.

#### **SECTION 12: SPECIAL APPOINTMENTS**

The President may appoint a Parliamentarian, Sergeant-at-Arms, and/or Historian, whose duties shall conform to "Roberts Rules of Order, Newly Revised" for those positions. These positions are not voting members of the Board unless an appointee serves as a regional director.

#### **SECTION 13: OATH OF OFFICE**

I do solemnly swear that I will support the constitution of the TBA and will, to the best of my ability, strive to perpetuate the memory of police officers who have given their lives in the pursuit of duty; and to assert a positive influence on the education of citizens, especially with the purpose of promoting respect for law and order, and this I faithfully promise and call upon these assembled members to witness, so help me God.

### **ARTICLE III – MEMBERSHIP**

#### **SECTION 1: ELIGIBILITY**

Membership in this Association shall be confined to full-time, paid peace officers who have been regularly appointed in their various ranks, assignments and positions, other employees of public safety agencies that are authorized to license peace officers and other classes of employees approved by the Board of Directors at a regular meeting. Any class of member in TMPA and CLEAT on the effective date of the merger shall be considered a member for the purposes of this definition.

#### **SECTION 2: RETIRED MEMBERS**

Members of the Association in good standing at the time of their retirement, and who have been members in good standing for at least (2) two years, under honorable circumstances with their local retirement system shall be designated as lifetime members with all the privileges of other members. Their annual dues to this association shall be suspended.

#### **SECTION 3: MEMBERSHIP IN LOCAL AFFILIATE**

- A. Except as provided in subsection B below, any employee of a public safety agency or other eligible class of employees may apply for membership.
- B. If a local association is recognized by TBA, any employee of an agency who is eligible for membership in the recognized local association must belong to the recognized local association in order to be a member of TBA if said employees of the agency vote to

have such a rule. Any group that follows such a rule on the effective date of the reunification shall be presumed to have adopted the rule without a formal membership vote. After the effective date of the reunification, any employee who is eligible for membership in a recognized local association that follows this rule shall be entitled to services of TBA only if the employee is a member of the recognized local association.

- C. The Board of Directors may waive the requirement for local association membership where exceptional circumstances exist. Any member of CLEAT or TMPA who is not a member of the recognized local association on the effective date of the reunification may retain their membership in TBA under the same conditions as existed prior to reunification. TBA will recognize one local association per agency as the representative group for all TBA members at that agency, provided that the local has requested such recognition and has voted to affiliate itself with TBA. If more than one local association comprised of members from the same agency requests such recognition, the Board of Directors may recognize the requesting association, which has not already been recognized, if:
  - a. The agency has one or more separate, distinct, and bona fide employee organizations;
  - b. The association requesting recognition is composed of a majority of the peace officers in the law enforcement agency or is composed of other eligible members as defined by this Constitution; and
  - c. The agency is not covered by a collective bargaining or meet and confer agreement.
- D. Nothing herein prevents the Board of Directors from granting recognition to a peace officer association and another association composed of other eligible members from the same agency. In order for both associations to be recognized, the associations would be required to agree in writing to jurisdictional issues involving which members are eligible for each association.
- E. Any person otherwise eligible for membership in TBA shall not be denied membership based on denial of membership in a recognized local association.

#### **SECTION 4. TERMINATION OF MEMBERSHIP**

- A. Except as otherwise provided in this Certificate of Formation, membership in this Association shall terminate by abandonment, withdrawal, non-payment of dues, removal from office or position in a public safety agency, or death of the member. Except in the case of the death of the member, it shall be the duty of the member to notify the Association of their termination of membership.
- B. The Board of Directors may terminate the membership of any person who takes action against the interests of the TBA or a recognized local association. No member shall be terminated under this section without written notice and the opportunity to appeal to the Board of Directors.

#### **SECTION 5. EFFECT OF TERMINATION**

Whenever any membership shall have terminated in any manner, the person whose membership has thus terminated, and all persons claiming under, by, or through such

person, shall not be entitled to any refund of dues or fees paid into or contributions or donations made to this Association, or to any claim whatsoever upon any of the funds, benefits, or property of this Association.

#### **SECTION 6. DUES, FEES, AND ASSESSMENTS**

Upon ratification of this Certificate of Formation the dues for TMPA and CLEAT will remain in effect for up to two years. On or before the second anniversary of the reunification, the Board of Directors shall set one dues rate for all full-time, paid members, provided however that a dues rate of more than \$30 per month will require a vote of the delegates at the annual convention. The Board may set lower dues rates for members who are not full-time, paid public safety employees.

#### **SECTION 7. ACCOUNTING**

The Executive Director(s) shall ensure that the organization complies with accounting policies as adopted by the Board of Directors.

### **ARTICLE IV - AMENDMENTS**

The Board of Directors may, by majority vote, call for an election to amend the Certificate of Formation. Such election shall be by ballot. The ballots shall be mailed to all qualified voting members at least thirty days prior to the voting deadline. The returned ballots must be received at the TBA State Office by the deadline. To the degree that technology provides for other methods of voting, members may cast ballots through those methods as authorized by the Board of Directors.

### **ARTICLE V - RATIFICATION**

#### **SECTION 1.**

This Certificate of Formation shall be in full force and effect immediately upon adoption.

#### **SECTION 2. Certificate of Formation**

This Certificate of Formation will go into effect upon the ratification by the members of TMPA and separate ratification by the members of CLEAT.

# By-Laws of the TBA Association

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## **ARTICLE I - MEETINGS**

### **SECTION 1: PLACE OF BUSINESS**

The principal place of business of this Association shall be anywhere in the State of Texas as may be expedient to the business of the Association.

### **SECTION 2: CONDUCT OF MEETINGS**

"ROBERT'S RULES OF ORDER, NEWLY REVISED " Shall govern the conduct of all meetings except as may be otherwise provided in the Certificate of Formation and by-laws.

## **ARTICLE II - PROCEDURE**

### **SECTION 1: NORMAL ORDER OF BUSINESS**

1. Roll call of officers
2. Reading of the minutes of the previous meeting
3. Consent Agenda
4. Reports of committees
5. Membership
6. Unfinished business
7. New business
8. Good and welfare of the Association

### **SECTION 2: RULES**

#### **RULE I:**

Any member wishing to make a motion, deliver his opinion, or speak upon any subject, shall respectfully address the chair. He shall confine himself to the question under discussion, and avoid personalities. If two or more members rise to speak at the same time, the President shall decide who shall speak first.

#### **RULE II:**

No member of the Board shall interrupt another in his remarks, unless to call him to order for words spoken. No member shall speak more than once on the subject, until all the members wishing to speak have done so.

#### **RULE III:**

A member while speaking, being called to order by another, shall cease speaking until the question of order is determined.

**RULE IV:**

The following shall be the procedure for electing the fourteen (14) Region Directors.

At the beginning of the Annual Conference in odd-numbered years, any delegate who wishes to run for office in their respective region must submit an application for office to the President. The written application shall contain at least the following information:

- NAME OF APPLICANT
- AGENCY WHERE EMPLOYED
- APPLICANT POSITION WITH AGENCY
- OFFICE BEING SOUGHT
- DATE APPLICATION IS SUBMITTED
- TENURE OF MEMBERSHIP
- SIGNATURE OF APPLICANT

The Chair will have staff verify the eligibility of all candidates for office and then announce the eligible candidates for each region. After the Chair announces the list of candidates, there will be a recess of at least one (1) hour, after which the Chair will call for nominations from the floor. All nominations will be closed for each office before nominations for additional offices takes place. No member shall be nominated for more than one office at a time. After all nominations from the floor have been closed, each candidate who faces opposition will be afforded three (3) minutes to make a short speech to the delegates present at the Annual Conference. The list of candidates will then lay over for a minimum of twelve (12) hours prior to any voting taking place.

**RULE V:**

When a question is before the assembly no motion shall be received except; first to amend, second to close the debate, third to refer, fourth to postpone action to definite time, fifth to postpone action to an indefinite time, and sixth to adjourn; with precedence in the order therein arranged.

**RULE VI:**

A motion to adjourn shall always be in order, except when a member is speaking, a vote is being taken, or a previous adjournment time has been set. A motion to adjourn, failing of passage, cannot be renewed until some proposition is made or business transacted.

**RULE VII:**

When only one nominee has been submitted to fill an office, and additional names are not entered from the floor, the nominees may be elected by general consent, i.e., "acclamation."

**RULE VIII:**

When the reading of a paper, or other matter, is called for, and the same is objected to by any member, it shall be determined by a majority vote as to whether it shall be read or not.

**RULE IX:**

No member of the Board shall vote on a question that directly affects his/her personal interest, not common to other members of the organization.

**RULE X:**

No member, having failed to pay dues when required, shall be permitted to reinstate his membership by payment of any lesser amount than the full annual dues applicable to the calendar year in which reinstatement is requested; and in no case will reinstatement be retroactive.

**ARTICLE III - MANAGEMENT**

**SECTION 1: MANAGEMENT AND RECOMMENDATIONS**

The government and management of this Association are entrusted to the duly elected Board of Directors and employees as set forth in the Certificate of Formation. All recommendations regarding changes to the Certificate of Formation and By-Laws shall be presented to the entire Board at a regular or called meeting. Proposed changes to the Certificate of Formation or By-laws of this Association presented at a regular or called Board meeting shall not be voted on until the next regularly scheduled Board meeting.

**SECTION 2: MEETINGS**

The President shall call all meetings of the Board of Directors as required for business to be transacted; provided, however, that it shall be mandatory upon the President to call a meeting upon the written request of at least seven (7) Directors. The meeting shall be called within thirty (30) days of the receipt of the request. Regular meetings of the Board of Directors will be scheduled no less often than quarterly.

**SECTION 3: CONFERENCE**

The Board of Directors shall select the location and set the date for the Annual Conference.

**SECTION 4: DELEGATES OF MEMBERS TO ATTEND CONFERENCE**

- A. Unless a formal recognition of a local association has been made and approved, it shall be presumed that all current TBA members at a given agency comprise the affiliated local association for that agency. An affiliated local association may appoint members or retired members to serve as delegates to the annual summer conference. Each delegate duly qualified and seated at the regular Conference will be entitled to one vote on all propositions to be voted on by the membership.
- B. In order to be seated at the conference, a member must provide a letter from the president of the affiliated local association designating the member as a delegate. In the absence of a viable or organized local association, the member shall be required to present a petition signed by a majority of the current TBA members at that agency designating the member as a delegate.
- C. If a delegation that has been duly qualified and seated at the Conference has been called away from any part of the remainder of the Conference, the remaining delegates shall allow the chairman of that delegation to appoint a member who shall cast the votes (unit rule, instructed) for the entire delegation so absented.

- D. A local association may send one or more delegates to the Annual Conference who would have the voting proxy of that agency only. These delegates would then be authorized to cast the entire number of allocated votes for the total number of delegates allowed for the agency under these by-laws.
- E. A local association may send one or more alternate delegates to the Annual Conference who may take the place of duly qualified and seated delegates during such delegate's temporary or permanent absence from the Conference hall. The alternate would then be authorized to cast any allocated votes for that agency during their absence.
- F. A roster of all qualified delegates and alternates with the number of votes they are authorized to cast must be filed with the President or his designee at the Annual Conference before the delegation may be seated.
- G. TBA will recognize one local association per agency as the representative group for all TBA members at that agency, provided that the local has requested such recognition and has voted to affiliate itself with TMPA. If more than one local association comprised of members from the same agency requests such recognition, TBA will recognize the group with the largest number of TBA members recognized in accordance with Article III of the Certificate of Formation. In the event of a tie or where two bona fide local associations request recognition, the Board of Directors will decide how the delegate votes will be allocated. The Board's decision in the dispute will be final.

**SECTION 5: NUMBER OF DELEGATES TO ATTEND CONFERENCE**

Each affiliated local association will be entitled to send delegates to the Annual Conference under the following schedule:

- 1. One to nine TBA members, one delegate.
- 2. Ten to twenty-four TBA members, two delegates.
- 3. Twenty-five to forty-nine TBA members, three delegates.
- 4. Fifty to ninety-nine TBA members, four delegates.
- 5. One hundred to one hundred ninety-nine TBA members, five delegates.
- 6. Two hundred to two hundred ninety-nine TBA members, six delegates.
- 7. Three hundred to three hundred ninety-nine TBA members, seven delegates.
- 8. Four hundred to four hundred ninety-nine TBA members, eight delegates.
- 9. Five hundred to five hundred ninety-nine TBA members, nine delegates.
- 10. Six hundred to six hundred ninety-nine TBA members, ten delegates.
- 11. Seven hundred to seven hundred ninety-nine TBA members, eleven delegates
- 12. Eight hundred to twelve-hundred and ninety-nine TBA members, twelve delegates

13. Thirteen hundred to seventeen-hundred and ninety nine TBA members, thirteen delegates
14. Eighteen-hundred to twenty-five hundred TBA members, fourteen delegates
15. Any local association with more than twenty-five hundred TBA members will be allotted fifteen delegates plus one additional delegate for each one-thousand TBA members above twenty-five hundred.
16. Regions 1 thru 7 will be allocated one-third of the delegates present at the annual convention and divided among them on a pro rata basis to their represented populations after the total of all delegates for Regions 8 through 21 are tallied. If any of Regions 1 thru 7 are not present, then that Region(s) pro rata share of the allocated delegates will not be voted, and will not be divided over the Regions 1 thru 7 who are present. In order to determine the total number of delegates allotted to the agencies representing Regions 1 through 7, the following formula will be used:

*TD = Total Delegates*

*T7 = Total Delegates for Regions 1 through 7*

*TOD = Total Other Delegates representing Regions 8 through 21*

**T7 = (TOD \* ½)**

**TD = T7 + TOD**

In order to determine the number of delegates each of the agencies for Regions 1 through 7 will obtain, the following formula will be used:

*TM = The sum total of all TBA members in Regions 1 through 7*

*T(rx) = The number of members in a given agency within Region 1 through 7*

*T(rd) = The number of delegates allotted an agency within Regions 1 through 7*

**T(rd) = (T(rx) / TM) \* T7**

Example:

Total Delegates from Regions 8 through 21 = **200**

Total Delegates for Regions 1 through 7 = (200 \* ½) = **100**

Total Delegates for Convention = **300**

Total number of TBA members in Regions 1 through 7 = 8,500 members

Total members in agency X = 1,000

Delegates allotted agency X = (1,000 / 8,500) \* 100 = 11.7 (12 delegates)

Retirees of an association shall not be counted in determining the number of delegates to attend the Annual Conference. This section does not prohibit any association from sending and duly seating a TBA Retiree as a delegate. Statewide law enforcement officers will be assigned to the region where their agency headquarters are located with the affiliated association being allotted delegate votes based on total TBA membership. Federal law enforcement officers who are permitted membership per Article I, Section 3 of the Certificate of Formation will be assigned to the region where their agency headquarters in the State of Texas is located, if applicable, or in the county where the most members of that agency are stationed, if no Texas-based headquarters exists.

## **SECTION 6: CONDUCT OF BOARD MEMBERS**

Any time a member of the Board of Directors or the Legislative Committee of the TBA Association appears in opposition to a bill, ordinance or measure that has been adopted and endorsed by TBA and its membership, that member is subject to recall of his/her position pursuant to Section 7 below.

## **SECTION 7: RECALL OF BOARD MEMBERS**

When a Region Director of the TBA Association violates his oath of office, the power of recall rests with the President. When said member is recalled, he shall have the right to appeal to the Board of Directors within fourteen (14) calendar days. Provided, however, that a quorum of the Board being present shall vote and a 3/4 majority of those present and voting shall be required to uphold the recall.

The President may be recalled with a quorum of the Board present voting and 3/4 of those present voting for the recall. The recalled President shall not hold any office available to past-Presidents, nor may he be elected to any future position as a Director of the Association or committee member.

## **SECTION 8: NON-DISCLOSURE AGREEMENT**

As a condition to holding office with the TBA Association, all current and future Board Members shall sign a Non-Compete / Non-Disclosure of Trade Secrets Agreement as a condition of holding office. Failure to execute the Non-Compete / Non-Disclosure Agreement shall result in the removal from office under Article III, Section 7, of the TBA By-Laws.

## **SECTION 9. ETHICAL CONDUCT OF THE BOARD OF DIRECTORS**

The position of Director of the TBA is a solemn trust conferred upon each board member by the membership of TBA. As such, the conduct of each board member must be above reproach and must always be in the best interest of the Association. No board member shall ever utilize the resources of the TBA Association, either financial or material, for his own gain or in the pursuit of election to a Board position. Any board member found to be in violation of this provision shall be accountable to the Association under the provisions of Article III, Section 7 of the By-Laws of TBA.

## **ARTICLE IV - AMENDMENTS**

These by-laws, after adoption, shall not be suspended, altered, amended, or repealed, except by a vote of two thirds (2/3) of the members of the board then serving, not merely of those present. These by-laws may not be suspended, altered, amended, or repealed more than twice in a calendar year. If any provision or condition of these by-laws shall be held to be invalid or unenforceable by reason of any law, rule, administrative order or judicial decision by any court, or regulatory agency or body, such invalidity or enforceability shall attach only to such article, provision or condition. The validity of the enforceability shall attach only to such article, provision or condition. The validity of the remaining articles, provisions or conditions shall not be affected thereby and these by-laws shall be carried out as if any such invalid or unenforceable article, provision or conditions were not contained herein.

## **ARTICLE V – RATIFICATION**

These by-laws and any amendments thereto shall be in force and effect immediately upon adoption.