



**BY-LAWS  
OF THE  
TEXAS CENTER FOR THE JUDICIARY, INC**

Revised:	09/24/92	09/27/99	9/22/10
	10/20/94	09/15/03	9/19/11
	09/24/97	09/15/08	
	09/16/98	08/31/09	

## **ARTICLE I**

### **Name and Purpose**

*Section 1. Name.* The name of this corporation shall be Texas Center for the Judiciary, Inc., which is referred to in these by-laws as the Corporation.

*Section 2. Purpose.* The specific and primary purpose of the Corporation is to enhance and support the administration of justice in the State of Texas, with particular emphasis on the continuing legal education of the judicial officers of said State and their respective support staffs, including, in furtherance of such purposes, to conduct and engage in activities designed to encourage and facilitate the application of advanced technology and innovative administrative techniques in the area of both civil and criminal justice to the judicial system of the State of Texas; to create a recognized source of expertise in such technology and technique; to promote, plan and develop sound continuing legal educational programs for the judicial officers of the State of Texas; and to provide forums for continuing communication between all segments of the judicial system of the State of Texas.

## **ARTICLE II**

### **Powers**

*Section 1.* In effectuating its purpose, the Corporation shall have all powers conferred by applicable law, specifically including the power to:

- a. Solicit, receive, acquire and hold money and property, real or personal, by grant, contract, gift, contribution, bequest, devise and otherwise.
- b. Administer and expend such money and property, including the proceeds, income, rents, and profits derived from such property or money, for the purpose for which the Corporation is formed.
- c. Enter into, make, perform and carry out contracts and grants of every kind for any lawful purpose with the specific and primary purpose for which the Corporation is formed, with any person, firm, corporation, association, government or political entity or subdivision.
- d. Purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage or encumber real or personal property.
- e. Borrow money, incur indebtedness, and issue bonds, notes and debentures, and to secure the payment or performance of any such obligations.

f. Sue and be sued.

g. Do all other acts necessary or expedient for the administration of the affairs of the Corporation and the attainment of its specific and primary purpose.

Section 2. Notwithstanding any of the foregoing statements of powers, this Corporation shall not engage in any activities which are not in furtherance of, and limited to, the purpose set forth in Section 2 of Article I.

## **ARTICLE III**

### Members

#### Section 1. Qualifications.

a. The members of the Corporation shall consist of the following judges and judicial officers of the State of Texas: Justices of The Supreme Court and Judges of the Court of Criminal Appeals, Justices of the Intermediate Courts of Appeal, District Judges, Judges of County Courts at Law, Statutory Probate Judges, and retired and former Judges and who have elected to accept assignment as visiting judges. Each member shall serve and be entitled to all privileges of membership coterminous with the term of office held.

b. Any person who has ever served as a judicial officer of the above listed courts, except those who have served or are currently serving as masters, referees, or associate judges, and who have not served in one of the offices listed in Article 111, Sec. 1(a) of these By-laws, whether retired or presently holding office in some other capacity, shall be an associate member. Provided, however, that any person whose right to continue service as a judicial officer of the State of Texas was terminated by order of any court of competent jurisdiction will not be eligible to membership in the Corporation.

Section 2. Title. The members of the Corporation shall be referred to collectively as the Membership. The term “membership” does not include Associate Members.

Section 3. Authority. The Membership shall establish the general policy for the regulation and conduct of the affairs and business of the Corporation, exercising all powers necessary and appropriate to that end and including, without limitation, the following powers to:

a. Issue policy statements on behalf of the Corporation, provided that the number of votes recorded for and against any policy statement shall be incorporated into such policy statement when it is disseminated.

b. Determine the scope and extent of the activities of the Corporation in furtherance of its purpose and policies.

c. Elect the Board of Directors as provided for in Article IV.

d. Elect the officers of the Corporation as provided for in Article V.

e. Establish and dissolve committees as provided for in Article VI.

f. Approve the publication of final documents and reports and policy statements generated by the Corporation as provided for in Article VI.

Section 4. Meetings.

a. The Membership shall meet annually and at such other times and locations as may be set by the Board of Directors.

b. Upon receipt of a written petition by no less than twenty-five or more members requesting a special meeting of the Membership, the Board of Directors shall call such a meeting

c. Written notice of all meetings shall be sent to all members at least ten (10) days prior to the date of the meeting.

d. The transactions taken at any meeting of the Membership, however called and noticed, shall be as valid as if taken at a meeting held after regular call and notice, provided a quorum is present.

e. A majority of the members present at any annual or special meeting of the Membership shall constitute a quorum for the transaction of business. Unless otherwise provided in these by-laws, meetings will be conducted in accordance with Robert's' Rules of Order.

f. Executive sessions of the Membership may be called either by a vote of the Membership or by the Chair of the Corporation.

Section 5. Voting.

a. Each member of the Corporation shall be entitled to one vote on all matters voted upon by the Membership.

b. Except as otherwise provided, action by the Membership shall require the affirmative vote of a majority of the members present at a meeting attended by a quorum.

c. The method of voting--whether by voice vote, a show of hands, a roll call or by written ballot--shall be at the election and discretion of the Chair of the Corporation.

Section 6. Liabilities.

No member shall be personally liable for any indebtedness or liability of the Corporation, and any and all creditors shall look only to the assets of the Corporation for payment.

## **ARTICLE IV**

### Board of Directors

Section 1. Number. There shall be a Board of Directors, referred to hereafter as the Board. The Board shall be composed of the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary-Treasurer, and ten members, each of whom shall be elected as provided herein for a term of three years. The ten members shall be elected according to the following places:

- a. Places 1 and 2 - Appellate court justices or judges,
- b. Places 3 through 7 - District judges,
- c. Places 8 and 9 - Judges of a county court or a statutory county court,
- d. Place 10 - Retired or former judge or justice.

A retired or former judge or justice shall be elected to fill Place 10 of the Board in 1993 for a term of three years and all other places shall be assigned to directorships as current terms expire. So far as may be possible, each geographical area of the State shall be represented by at least one member of the Board of Directors. This amendment shall not be interpreted so as to terminate, disqualify, or shorten the current term of any incumbent Director.

Section 2. Qualifications. Each director shall be a member of the Corporation.

Section 3. Election and Term of Office.

a. At the annual meeting, the Membership shall elect, from the nominees proposed by a Nominating Committee, and those nominated from the floor, four directors in 1993 and every three years thereafter, three directors in 1994 and every three years thereafter, and three directors in 1995 and every three years thereafter.

b. Each director shall serve for a term of three years and until a qualified successor shall have been elected. Notwithstanding, a member shall not be precluded from being re-elected and serving more than one term.

c. Should the judicial office of the member cease, or if the director becomes incapacitated or accumulates two consecutive unexcused absences, during the term of office as director, the directorship shall terminate effective with the happening of the event.

d. If a directorship becomes vacant, the Board shall select a member to serve during the remainder of the term for which the vacating director was elected.

Section 4. Authority. The Board shall have the authority to manage the business and affairs of the Corporation consistent with the general policy established by the members, including all lawful powers necessary, expedient and appropriate to:

- a. Select a President, and Executive Director in accordance with Article V of these By-laws.
- b. Prescribe the duties and responsibilities of all employees of the Corporation, , fix their compensation, and delegate all or any part of such authority to the President and/or Executive Director.
- c. Create committees in accordance with Article VI.
- d. Approve the publication and dissemination of any report or other document prepared by any component body of the Corporation, except where such approval is the responsibility of the Membership.
- e. Approve interim projects in accordance with Article VII of these By-laws.
- f . Approve the selection of all contractors of the Corporation in accordance with Article VII of these By-laws.

Section 5. Executive Committee.

a. Authority. The Executive Committee (the “Executive Committee”) is empowered to take action with regard to the affairs of the Corporation between meetings of the Board, and shall have such additional duties and authority as the Board may delegate to it from time to time. The Executive Committee shall perform an annual written evaluation of the Executive Director prior to the first summer meeting of the Board and the completion of the review shall be reported at that meeting. The Board shall adopt and approve procedures for evaluating the Executive Director on an annual basis. The Board shall establish annual performance goals for the Executive Director.

b. Members.

1. Composition. The Executive Committee shall consist of:

- i. the Chair;
- ii. the Chair-Elect;
- iii. the Immediate Past Chair

c. Meetings.

1. Dates and Notice. The Chair and any member of the Executive Committee may call a meeting of the Executive Committee on such date and at such time as necessary.

2. Quorum. A quorum of the Executive Committee shall consist of two thirds (2/3) of all of its members.

3. Presiding Officer. The Chair shall preside at all meetings of the Executive Committee. The Chair-elect shall preside at Executive Committee meetings in the absence of the Chair.

4. Participation. Members of the Executive Committee may participate and vote in its meetings in person or by telephone, videoconference, e-mail or such other method approved by the Board.

Section 6. Meetings.

a. The Board shall meet as often, at such locations, on such dates and upon such notice as it deems necessary and appropriate.

b. A majority of the members of the Board shall constitute a quorum for the transaction of business.

c. Executive sessions may be called either by a vote of the Membership, by the Board, or by the Chair of the Corporation.

d. Minutes of the meetings of the Board shall be available to all members of the Board and the Membership.

Section 7. Voting.

a. Each member of the Board shall have one vote on every matter voted on by the Board. No proxy voting shall be permitted.

b. Action by the Board shall require the affirmative vote of a majority of the members at the meeting attended by a quorum. The method of voting shall be at the discretion of the Chair of the Corporation.

c. The Chair of the Corporation may initiate a vote on any matter coming before the Board by mail, telephone or similar means, if a consent setting forth the action to be taken is approved by the majority of the members of the Board by facsimile, email or other appropriate electronically transmission, duly recorded in the minutes.

## **ARTICLE V**

### Officers

Section 1. Number, Title and Qualifications. The officers of the Corporation shall be as follows:

a. Number and Title. There shall be a Chair, a Chair-Elect, a Secretary-Treasurer, a President, an Executive Director, and such additional Deputy Directors as the Board may determine.

b. Qualifications. The Chair, Chair-Elect, and Secretary-Treasurer shall be members of the Corporation. The Executive Director and Deputy Directors need not be members of the Corporation. The President shall be a retired Texas judge in good standing with the State Bar of Texas and a member of the Corporation immediately prior to selection as President by the Board. Beginning with the 2010-2011 term for the Texas Center for the Judiciary, the Chair and Chair-Elect shall not serve simultaneously as Chair or Chair-Elect of the State Bar of Texas Judicial Section.

Section 2. Chair.

a. Election. At the first meeting of the Membership and at each annual meeting thereafter, a Chair of the Corporation, hereafter designated as Chair, shall be the Chair-Elect who was elected at the previous annual meeting. The Chair-Elect shall assume the duties of Chair at the close of business at the annual membership meeting. Should the Chair resign or be unable to continue in office, the Chair's duties and responsibilities shall be assumed by the Chair-Elect of the Corporation until the next annual meeting of the Membership.

b. Authority and Responsibilities. The Chair shall preside at meetings of the Membership and the Board, performing the usual duties of the presiding officer at such meetings. The Chair shall be the official representative of the Corporation when the Corporation is to be represented, unless the Board, by a majority vote, shall designate some other member(s) or officer(s) to serve in such capacity. Where authorized, the Chair shall, with the approval of the Board, appoint individuals to committees to serve at the pleasure of the Board.

c. Eligibility to Serve as Chair. Beginning with the 2010-2011 term for the Texas Center for the Judiciary, the Chair of the Board shall rotate on a four year cycle in the following fashion: District, Appellate, District, County Court at Law.

Section 3. Chair-Elect.

a. Election. At the first meeting of the Membership and at each annual meeting thereafter, a Chair-Elect of the Corporation, hereafter designated Chair-Elect, shall be elected by the Membership for a period of one year and until the qualified successor Chair-Elect is elected. Should the Chair-Elect resign or be unable to continue in office, the Board may designate one of their number to serve as Chair-Elect until a qualified Chair-Elect is elected at the next annual meeting of the Membership.

b. Authority and Responsibilities. The Chair-Elect shall, in the absence or disability of the Chair, perform the duties of the Chair. The Chair-Elect shall perform such other duties and have such other responsibilities as may be delegated by the Board.

Section 4. Secretary-Treasurer.

a. Appointment. Beginning with the 2004-2005 term for the Texas Center for the Judiciary, the Chair, with the advice and consent of the Board of Directors, shall appoint a Secretary-Treasurer, for a period of one year who shall serve during the term of the appointing Chair. Should the Secretary-Treasurer resign or be unable to continue in office, the duties and responsibilities of the office shall be assumed by a successor to be appointed by the Chair, with the advice and consent of the Board of Directors.

b. Authority and Responsibilities. The Secretary-Treasurer, with such staff assistants as the Board shall deem appropriate to provide, shall perform all duties requisite of the secretary and treasurer of a corporation, including, but not limited to:

- (1) Keeping the minutes of the meetings of the Membership and the Board.
- (2) The custody and supervision of the records and the books of the Corporation.
- (3) Custody of the official seal of the Corporation, with authority to affix it to the documents of the Corporation and to attest to the same.
- (4) Receiving the property and funds due and belonging to the Corporation, exercising custody of all funds, securities and title documents, and depositing the same in depositories that are prescribed by the Board.
- (5) Sign all checks, drafts and such other orders upon the accounts of the Corporation, unless such duty shall be delegated to other officers or agents designated by the Board.
- (6) Keeping regular and correct accounts which shall be submitted to the Board and Membership when request therefor is made.
- (7) Give such bonds for the faithful performance of the duties as the Board deem necessary, the cost of which shall be paid by the Corporation.

Section 5. President.

a. Selection and Term of Office. A President shall be selected by the Board and shall serve at the will of the Board. The President shall have all the powers and perform all duties appropriate to the position as may be delegated or limited by the Board.

Section 6. Executive Director.

a. Selection and Term of Office. An Executive Director shall be the Chief Executive Officer of the Corporation, having all powers and performing all duties appropriate to the capacity and as may be further designated or limited by the Board. Generally, the Executive Director shall perform all acts and have all powers required or authorized by law for the chief executive officer of a corporation, including the signing and verifying of all documents required by law. The Executive Director shall maintain an Operating Plan, to be approved by the Board, setting forth those official policies and procedures deemed appropriate to the conduct of the Corporation's business and that have received, but do not require, Membership approval. The Executive Director shall maintain a Travel Policy, to be approved by the Board, setting forth policy, procedures and amounts for expense reimbursement of all individuals traveling at the Corporation's expense. The Executive Director shall exercise such authority over the selection, employment, compensation and direction of the staff of the Corporation as may be delegated by the Board.

Section 7. Deputy Director(s). The Executive Director shall select and appoint one or more Deputy Directors as deemed necessary to the conduct of the Corporation's business with responsibilities and duties including, but not limited to:

a. The discharge, with the approval of the Board, of the duties of the Executive Director in the event of the Executive Director's absence or disability.

b. Performing all acts within the Deputy Director's area of expertise as may be fixed by the Board or Executive Director.

Section 8. Compensation of Officers.

a. The Chair, Chair-Elect and Secretary-Treasurer shall received no compensation for their services as officers of the Corporation, but shall be entitled to reimbursement for their expenses and to a per diem allowance for attendance at official meetings of and official functions for the Corporation.

b. The Executive Director, Deputy Director(s) and all other employees of the Corporation shall receive such compensation and other benefits as the Board may determine and, additionally, shall be entitled to reimbursement of expenses and to a per diem allowance for attendance at official meetings of and official functions for the Corporation under a policy established by the Board.

## **ARTICLE VI**

### **Committees**

*Section 1. Purpose.* The purpose of any committee established shall be to provide any information and to recommend a course of action to the Membership or Board on matters relevant to the business of the Corporation.

*Section 2. Establishment.* Committees may be established by the Board to recommend policy guidance to the Membership or Board, conduct individual projects, nominate members to serve as Directors or officers, or assist the Board in any other matters relevant to the Corporation.

*Section 3. Composition.* Any committee established by the Board shall be composed of not less than three (3) nor more than nine (9) members appointed from the Membership. The Chair may also appoint the Executive Director of the Corporation to serve as a member of those committees the Chair believes are necessary to carry out the business of the Corporation. The chair shall, with the advice and consent of the Board, appoint the Chair and members of the Committee to serve a term of one year.

*Section 4. Compensation.* Committee members appointed from the Membership shall receive no compensation for their services to the Corporation, but shall be entitled to reimbursement for their expenses and a per diem allowance for attendance at official meetings and approved functions of the Corporation under a policy established by the Board.

*Section 5. Dissolution.* Should a committee complete all duties with which it is charged, it may be dissolved by the Board prior to the end of its one year term.

*Section 6.* There shall be one standing committee, the Long Range Planning Committee, composed of members as specified in Section 3 of this Article. The Chair may appoint ex-officio members as needed to conduct the business of the Texas Center for the Judiciary.

## **ARTICLE VII**

### **Contractor Selection**

*Section 1. Competitive Bids.* All contractors retained to perform work for the Corporation or any of its component bodies shall be selected, to the maximum extent feasible, through a formal procedure of inviting and evaluating bids from as many qualified contractors as possible, with the view toward obtaining the maximum competition feasible under the circumstances.

Section 2. Noncompetitive Bids. Noncompetitive or "sole source" awards of contracts shall be made only where the circumstances do not permit any form of competition or where, in the opinion of the Board, the amount of the award is too small to justify competitive bids.

## **ARTICLE VIII**

### Nominations and Elections

Section 1. a.) Before the call of each annual meeting of the Membership, a nominating committee composed of one judicial officer from each of the judicial administrative regions of the state, and appointed by the Chair, shall meet and nominate not less than one member for the office Chair-Elect and not less than three members as Directors. In considering nominees for the position of Director, attention shall be given to maintaining on the Board representation from all geographic areas of the state. Immediately following the meeting, a list of the nominees shall be furnished to the Chair.

b.) Any member of the judiciary as defined in Article III, Section 1(a) of these bylaws is eligible for nomination provided such member is not currently serving on the nominating committee.

Section 2. The list of nominees shall be made known the Membership at the time of the call of the annual meeting with a reminder that additional nominations may be made from the floor at the annual meeting.

Section 3. At the annual meeting, there shall be placed in nomination those nominees selected by the nominating committee and those members nominated from the floor.

Section 4. The Chair-Elect shall be elected by a majority vote of those members present and voting at the annual meeting attended by a quorum. Elected to serve for a term of three years on the Board shall be the nominees for director who receive the greatest number of votes for the place on the Board for which they were nominated.

## **ARTICLE IX**

### Conflict of Interest and Ethical Standards

Section 1. Conflict of Interest. Any member of the Corporation or of its component bodies having the right to vote shall be disqualified from voting on any matter in which, or where, the member has a financial interest.

Section 2. Ethical Standards. Any member of the Corporation or of its component bodies having the right to vote shall disclose to the decision-making body any past, current, or prospective associations--personal, financial or otherwise--if in the member's opinion such association may unduly influence the member's decision. Moreover, it shall be the policy that all employees shall be guided by this standard in making recommendations upon which any decision will be reached.

## **ARTICLE X**

### Offices

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation is hereby located at 1210 San Antonio, Suite 800, in the City of Austin, County of Travis, State of Texas. The Board shall have full power and authority to change the principal office from one location to another in said County.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places where the Corporation is qualified to conduct its affairs.

## **ARTICLE XI**

### Amendment

These By-laws may be amended by:

- a. Two-thirds of the members present and voting at an annual meeting attended by a quorum; or
- b. Two-thirds of the members present and voting at a meeting called for that purpose at which a quorum is present.

ADOPTED pursuant to the authorization of the Articles of Incorporation, to certify which witness the signatures of the initial Board of Directors, this 13th day of June, A.D. 1980.

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James G. Denton  
Justice, Supreme Court of Texas  
Austin, Texas

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Max M. Rogers  
Presiding Judge  
Second Administrative  
Judicial District  
Huntsville, Texas

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Quentin Keith  
Associate Justice  
Ninth Court of Civil Appeals  
Beaumont, Texas