

OFFICIAL BYLAWS OF THE TEXAS ASSOCIATION OF PROFESSIONAL PROCESS SERVERS

Article I – NAME

This Association is a Texas non-profit corporation and shall be the TEXAS ASSOCIATION OF PROFESSIONAL PROCESS SERVERS, hereinafter referred to as TXAPPS and/or “the Association”.

Article II – PURPOSE

The purpose of the Association shall be to promote and protect Texas certified process servers and the process serving profession in the following ways:

Section 1: Promoting any legislation and rule changes that may help certified process servers and the profession at large.

Section 2: Combating any legislation and rule changes that may harm certified process servers and the profession at large.

Section 3: Maintaining, promoting and lobbying for increased ethical standards for the process serving profession, both legislatively and in conjunction with the JBCC, as needed.

Section 4: Promoting certified process servers to the legal community, including but not limited to: attorneys, paralegals, court reporters, and the courts as well as the general public.

Section 5: Promoting and sponsoring education for certified process servers in the State of Texas and the process serving profession at large.

Article III – OFFICE

The location of the principal office shall be within the State of Texas. The location shall be that of the Administrator of the Association. If there is no administrator, the location of the principal office will be set by the Association’s Board of Directors, herein after referred to as the BOD, and will require a two-thirds majority to pass. The voting membership may also determine the principal office. A vote by the general membership

shall also require a two-thirds majority to pass. If the vote carried by the membership is in conflict with that of the decision of the BOD, the membership's decision will override that of the BOD.

Article IV – MEMBERSHIP

Section 1: The Association shall have seven (7) classes of membership: Active, Provisional, Retired, Associate, Honorary, Partnering, and Sustaining. Members must meet the following qualifications for membership: applying for membership in the Association by meeting such qualifications, completing such forms, and paying such membership dues.

Section 2.: Application for membership in the Association shall be open to all persons who are affiliated with the profession of process serving. Membership is approved on an individual basis by the members of the Association and the Board, and is not transferable.

Section 3: Active Members are those who reside in the State of Texas and have been affiliated with the profession of process serving for a minimum of two (2) years. Applications must be accompanied by two (2) letters of reference. The letters must be from persons over the age of eighteen (18) years and cannot be from a family member or employer/employee of the applicant's firm. The letters must state knowledge of the applicant's experience in the process serving profession. Membership is approved on an individual basis and is not transferable.

Section 4: Provisional Members are those who reside in the State of Texas and have been affiliated with the profession of process serving for less than two (2) years. Provisional Members shall have all rights of Active Members except for the rights to vote and hold elected office. A Provisional Member may become an Active Member by either:

- a) Submitting two (2) letters of reference as outlined in Article IV, Section 3, of these Bylaws, or
- b) Maintaining their status as a Probationary (Provisional) Member for two (2) years, at which time their membership status will automatically change to Active Membership Status.

Section 5: Retired Members are current or former Active Members of this Association, in good standing, who have permanently retired from the profession of process serving.

Retired Members shall have all the rights and privileges of Active Members including the right to vote and to hold elected office.

Section 6: Associate Members are those persons engaged in process serving who do not maintain a residence or office within the State of Texas.

Section 7: Honorary Membership shall be determined by the Board or by the voting members at any annual or special meeting. The decision of the voting membership will overrule any decision by the BOD.

Section 8: Partnering Members are those involved in the legal profession who are not otherwise eligible for another membership category, such as attorneys, paralegals, court reporters, etc. Partnering members shall be entitled to receive all publications and notices, attend meetings, training courses, annual conferences, and may serve on or chair a committee.

Section 9: Sustaining Members are any organizations or individuals with the desire to market their products or services to members of the Association. Sustaining members may advertise their company name in all association directories and publications, and they shall be entitled to receive all publications and notices, attend meetings, training courses, annual conferences, and may serve on or chair a committee. If the sustaining member is an organization, only one (1) employee or member of that organization may serve on a committee at any time.

Section 10: Only Active Members and Retired Members shall have the right to vote, hold office or call a special meeting of the membership.

Section 11: Changes to the classes of membership and requirements for membership shall be decided by the voting members of the Association at any annual or special meeting of the members. A two thirds majority of the membership present at the meeting will be required to pass the amendment.

Section 12: The Membership Director or Association Administrator, if in place, shall publish the names of all applicants to the membership. If no objection is received within 30 days after publication, the applicant is accepted. If an objection is received within 30 days the Secretary shall advise the applicant and the applicant may submit a written response to the objection or request to appear in person before the Board of Directors to answer questions regarding the objection and their qualifications for membership.

Section 13: All applications for membership must be completed in full on a form provided by the Association. Each application must be accompanied by one year's dues. No applicant shall be considered for membership if the applicant has been convicted of

a felony within the past five years or who has had their Supreme Court certification revoked unless said conviction or revocation has been pardoned or expunged.

Section 14: A member convicted of a felony shall report the full details within ten (10) days of being convicted to the Board of Directors by notification to the Secretary or Association Administrator, if in place.

Section 15: Membership may be revoked by the Board of Directors for violations of the Bylaws, the Code of Ethics or failure to comply with decisions of the Grievance and Arbitration Committee. In addition, membership may be revoked by the Board of Directors upon:

- a) Conviction of a felony or a Class "A" or "B" Misdemeanor and/or
- b) Suspension or revocation of a member's Texas Supreme Court certification.

Section 16: No person shall be denied membership because of their race, color, religion, gender, ethnic origin, sexual orientation or disability.

Article V – DUES

Section 1: The annual dues shall be determined by majority vote of the membership at the Annual Members Meeting.

Section 2: The year covering the payment of dues shall be from the date the applicant applies for membership to (1) one year after the date the applicant applied for membership.

Section 3: A member whose dues have not been paid 30 days after the expiration of one year after the date of application shall be considered delinquent. If the dues have not been paid within 45 days after the expiration of one year after the date of application, membership shall be forfeited. Reinstatement shall be permitted on the terms and conditions as approved by the BOD.

Section 4: A base rate of dues in each dues category shall be established. The dues of this Association shall not be increased by more than 10% of the amount in the dues category of the previous year, unless authorized by a 2/3 voting membership present at the Annual Members Meeting or a Special Members Meeting provided there is a quorum.

Section 5: The initial fee schedule will be as follows:

- a) Active Members - \$150/year

- b) Provisional Members - \$100/year
- c) Retired Members - \$75/year
- d) Associate Members - \$75/year
- e) Partnering Members - \$100/year
- f) Sustaining Members - \$500/year

Article VI – BOARD OF DIRECTORS

Section 1: The administration and management of the Association shall be controlled by the Board of Directors.

Section 2: Only Active Members and Retired Members are eligible to serve on the Association's Board of Directors. No member will be eligible to serve on the BOD unless they have been affiliated with the profession of process serving for minimum of five (5) years. No Member shall be eligible to serve on the BOD until they have been a member in good standing of the Association for at least two (2) years, consecutive and contiguous to include the two years immediately prior to the election of the BOD.

Section 3: No more than one person from the same family or from the same firm may serve as an officer or director at the same time. The Administrator, if in place, shall not hold any Officer or Director position on the Board of Directors.

Section 4: Each and every candidate filing for election to the TXAPPS Board of Directors shall submit an executed Notice of Intent to Run verifying by his/her signature and date that he/she has read and fully understands the Association's Bylaws, Policy & Procedures Manual, and Code of Ethics and agrees to abide by the same.

Section 5: The Officers shall consist of a President, Vice-President, Secretary and Treasurer.

Section 6: The remaining Board members shall consist of the Immediate Past President, Membership Director and up to four (4) Directors.

Section 7: Executive Committee – There shall be no executive committee of this Association. All members of the Board of Directors will be entitled to participate in any and all meeting, discussions, work sessions, etc. of the Board of Directors and will not be excluded for any reason. In addition, every member of the Board of Directors is entitled to see all contracts, financial statements, tax returns, receipts, and all other information pertaining to the operation and maintenance of the Association on request and without question. Refusal to provide such information to any member of the Board of Directors

shall place the refusing Officer or Director in direct violation of these Bylaws and allow for his/her removal from the Board of Directors as well as possible ejection from the Association.

Section 8: With exception of the Immediate Past President, the Officers and Membership Director shall be elected by a majority vote of the voting members in good standing present at the Annual Members Meeting. Nominees must be present in person at the annual membership meeting to win their respective elections. The remaining directors shall be elected in a single ballot with each member casting up to four (4) votes. Members may not vote for the same nominee for more than one seat. Ballots reflecting such votes shall be void as to such seats for which votes have been made for the same nominee. Nominees receiving the highest plurality of votes will fill all seats in order of total votes received. Majority vote shall not be required for the election of the remaining directors. No proxies shall be allowed.

Section 9: The term of each board member shall be two (2) years, with term ending at the annual members meeting two years following election. No member shall hold the office of President for more than two (2) consecutive terms.

At no time should the entire Board of Directors be replaced in a single election. Elections for the offices of President and Secretary, along with Director 1 and Director 3 are to be held in odd numbered years (2019, 2021, 2023, etc..). Elections for the offices of Vice President, Treasurer, Membership Director, Director 2, and Director 4 are to be held in even numbered years (2020, 2022, 2024, etc...). The Immediate Past President changes at the time of the Presidential election.

Section 10: A vacancy created in any office shall be filled for the unexpired term of office by a majority vote of the Board of Directors. No member shall be eligible to fill such vacancy unless he/she meets the qualifications as outlined in Article VI, Section 2, of these Bylaws. The membership qualified to vote for the vacancy filled by the Board of Directors may call for a Special Members Meeting to reject the Board of Directors' replacement and elect another qualifying member, defined under these Bylaws, to serve out the remainder of the term of the vacant position. A simple majority vote of the members present at the Special Members Meeting is all that is required to pass the motion. The Members' decision will supersede that of the Board of Directors.

Section 11: A petition, signed by members representing fifteen (15) percent of the total membership eligible to vote at that time in TXAPPS, requesting the holding of an

election for the purpose of recalling a member of the Board of Directors may be filed at any time with the Secretary. If recall is for the Secretary, the petition shall be filed with the President. After verification of signatures, the President shall certify the petition and immediately direct a ballot be distributed to each member. The ballot shall read as follows:

Shall "*name of director*" Be Recalled?

Yes_____ No_____

A "yes" vote shall be counted as for the recall and a "no" vote shall be counted as against the recall. Only voting members in good standing shall be entitled to vote at such election. Such a recall shall require two-thirds affirmative vote of the executed ballots received by the Secretary or President within fifteen (15) days. If the recall is successful, the vacancy shall be filled in compliance with Article VI, Section 9, of these Bylaws.

Section 12: Any Officer or Director who is formally charged with a felony is automatically suspended from his/her official duties until the matter is adjudicated. Suspension may be lifted by a three-fourths (3/4) vote of the Board of Directors. An Officer or Director charged with a felony shall notify the Board of Directors no later than ten (10) days of the charge(s) being filed. Failure to notify the Board of Directors within the allotted time will place the Officer or Director in direct violation of these Bylaws and allow for their ejection from the Association. Acquittal or dismissal of the charge(s) indicated above will automatically reinstate the suspended member. An Officer or Director who has pending felony charges against him/her at the time he/she is elected to office shall notify the Board of Directors prior taking office.

Section 13: Any Officer or Director who is arrested for a felony shall report the full details of the arrest to the Board of Directors within ten (10) days, even if no charges have been filed. The Board of Directors may elect, by a simple majority vote, to appoint another Board member to assist that Officer or Director in their duties until the matter has been resolved.

Article VII – DUTIES OF OFFICERS

Section 1: The administration and management of the association shall be controlled by the Board of Directors. They shall have the authority to do any and all things necessary for the administration and management of the Association unless otherwise prohibited

by the Association's Certificate of Formation or Bylaws. Decisions shall be reached by majority vote of the Board of Directors present. No proxy voting shall be allowed.

Section 2. The President shall preside at all Board and Annual meetings and, unless otherwise addressed in these Bylaws, shall make all appointments that are deemed necessary to administer TXAPPS. The President's appointments must be approved by a majority vote of the Board of Directors. The President shall also submit at the Annual Members Meeting an annual report describing programs and Board of Directors actions. The President shall be an ex officio member of all committees. All appointments made will expire at the conclusion of the President's current term.

Section 3: The Vice-President shall perform the duties of the office of President whenever the President is unable to do so or at the President's request. The Vice-President shall be an ex officio member of all committees, working with committee-chairpersons and providing oversight for committee projects.

Section 4: The Secretary shall cause to be recorded the minutes of all meetings of the Board of Directors, the Annual Members Meeting and any Special Members Meetings. If no Officers or Directors are present at a Special Members Meeting, the eligible voting members present may appoint an Interim Secretary, by a simple majority vote, to record the minutes of that meeting only. A person holding any class of TXAPPS's membership can serve as Interim Secretary at Special Members Meeting.

Section 5: The Treasurer shall be responsible for overseeing all fiscal policies and procedures adopted by the Board of Directors. All checks are to be signed by two (2) officers if the amount is over \$750. Specific responsibilities of the Treasurer shall include:

- a) Presenting a written annual financial report of the Association at the Annual Members Meeting that includes a balance sheet, income and expense declaration and profit and loss statement.
- b) Preparing a written quarterly financial report that includes a balance sheet, income and expense declaration and profit and loss statement which will be made available to the membership.
- c) Providing financial statements, TXAPPS tax returns, and or any other financial information the membership is entitled to by law to any member upon request. The requests shall be addressed in a timely manner and the information will be provided within ten (10) business days.

- d) Presenting a written annual budget for the Association at every Annual Members Meeting that shall be voted on by the membership in attendance.

Section 6: The Immediate Past President is a voting member of the Board of Directors, regardless of his/her membership status, and will serve in that capacity until the current president becomes the Immediate Past President. A vacancy in this position can only be filled by a previous Past President, starting with the most recent. If no qualifying member can be found, the position will remain vacant until the current president leaves office. A former TXAPPS President that has been removed from office or that has had his/her Association membership revoked is not eligible to serve as an Immediate Past President.

Section 7: The Board of Directors shall adopt a Policy and Procedure Manual and a Code of Ethics, and the President shall appoint a Grievance & Arbitration Committee, to be confirmed by a majority vote of the Board of Directors, which together with these Bylaws shall constitute the governing authority of each member. All persons accepting membership into the Association agree to abide by the above as a condition of membership and continued membership. The president shall also appoint Regional Representatives, as well as various Committee Chairpersons as needed, who shall be confirmed by a majority vote of the Board of Directors.

Section 8: Association Administrator: When appropriate, the Board of Directors, with the majority approval of the voting membership, shall hire an Administrator for the Association. Unless otherwise determined by a majority vote of the Board of Directors, the Association Administrator will answer directly to the President of the Association. Any actions involving the selection, hiring, disciplinary action and termination of an Association Administrator will be decided by a majority vote of the Board of Directors. The duties of the Administrator shall be determined by the Board of Directors. The administrator shall be included in all board meetings except for executive sessions that specifically pertain to the Administrator's contract, performance review, or disciplinary action of the Administrator.

Article VIII – MEETINGS

Section 1: There shall be a minimum of one Board meeting per quarter. Board meetings shall be called by the President. A Board meeting must be called within thirty (30) days if it is: 1) requested by four (4) Directors or 2) requested in writing by ten (10) percent of

the membership eligible to vote. The entire membership shall be notified at least two (2) weeks prior to all regular board meetings.

Section 2: Special meetings of the Board may be held in person, or by telephone conference, video conference or any other electronic means that allow all participating to interact in real time. Special meetings of the Board shall be held upon call of the President, at the request of five (5) Directors, or by twenty (20) percent of the voting membership. Such meetings are to be called only in case of emergency or dire circumstances which condition could not wait until the next regular Board meeting. Matters brought up can be voted upon without full discussion or debate. Minutes of a special meeting shall be sent to all members within forty-eight (48) hours of the meeting and each director shall be required to approve or correct the minutes within twenty-four (24) hours of receipt.

Section 3: Members shall be admitted to all Board of Directors meetings, regular or special, except for executive sessions. Only matters involving disciplinary action or the personal affairs of an individual may be held in executive session. If a matter other than disciplinary action or the personal affairs of an individual is discussed in what has been declared an executive session by the Board of Directors, the participating Board members will be placing themselves in direct violation of these Bylaws and they shall be subject to removal from office as well as ejection from the Association.

Section 4: An Annual Meeting of the Members shall be held at a site chosen by the Board of Directors. Officers' reports, committee reports and any new or old business as the membership sees fit shall be discussed at the meeting. The annual meeting shall also serve the purpose of nominating and electing the officers and directors for the upcoming year, or for any expired or vacated positions.

Section 5: Special Meeting of the Members, which can include Emergency Meetings of the Members, may be called by:

- a) the President
- b) a majority of the Board of Directors
- c) written request by ten (10) percent of the voting membership of the association.

Written notice of the place, date, and time of a meeting as well as the purpose or purposes for which the meeting is to be held shall be provided to each member entitled to vote at the meeting. Notice shall be provided not later than the 10th day and not earlier than the 60th day before the date of the meeting.

Section 6: Quorum: At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum.

At any membership meeting, annual or special, the following shall constitute a quorum:

- a) If the total number of voting members is 500 or less, ten (10) percent of the voting membership shall represent a majority of the members and shall constitute a quorum.
- b) If the total number of voting members is greater than 500, five (5) percent of the voting membership shall represent a majority of the members and shall constitute a quorum.

Section 7: All notices provided for in the Bylaws shall be sent by mail, e-mail, facsimile, or other electronic means to the addresses recorded with the Association and the posting of such notices to said addressee shall be regarded as notice to the members.

Section 8: Following any meeting at which a vote has been taken, the Secretary shall publish the following information on the Association website within seven (7) days: (a) a description of the motion or amendment, (b) the result of the vote and (c) the final wording of the order or amendment if passed. The Secretary shall also publish the same information in the next scheduled Association newsletter publication.

Section 9: The latest edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of all meetings where the Bylaws or the Policy and Procedure Manual do not specifically address.

Article IX – DISCIPLINE

Section 1: The Association enforces the Bylaws and Code of Ethics in accordance with the procedures outlined herein. Any officer, director or member of the Association may be reprimanded, suspended, or expelled for violation of the Bylaws or Code of Ethics of the Association; however, no such action shall occur, or become effective until the procedure governing the aforesaid action has been deemed compliant with the Policies and Procedures Manual of the Association.

Section 2: Any member suspended or expelled shall only be reinstated as a member of the Association by a two-thirds (2/3) vote of the Board of Directors.

Section 3: It is the right of all members to discuss TXAPPS and its Board of Directors, in any media or forum. This right includes the right to question, criticize, support, or oppose the policies or decisions of the Association or the Board of Directors. No member shall be disciplined for any lawful comments or publications they make about TXAPPS.

Article X – INDEMNIFICATION

Section 1: To the full extent permitted by the applicable provisions of Title I, Chapter 8 of the Texas Business Organizations Code and other applicable law, the Association shall advance expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation *as* directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar truces), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Section 2: The Association may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Texas law against any expense, liability or loss, whether or not the Association would have the power to indemnify such person under Texas law. The Association may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Section 3: Fund for Payment of Expenses. The Association may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of members or directors, or otherwise.

Article XI – EMBLEM & ASSOCIATION MATERIALS

Section 1: The official emblem, name and acronym of the Association shall be furnished to members in good standing only, and shall be used only for the purpose of Association identification, signifying membership therein.

Section 2: As a condition of membership, each and every member of the Association agrees that use of the emblem, name and acronym of the Association shall be and is limited to the time during which his/her membership herein shall be in good standing, and each member hereby agrees that upon termination of his/her membership, the member will discontinue use of said emblem, name and acronym.

Section 3: No member of the Association shall use his/her official position in the Association for advertising purposes in any manner whatsoever other than provided for herein.

Article XII – CONSTRUCTION & BYLAW AMENDMENTS

Section 1: If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

Section 2: Proposed Bylaw amendments may only be submitted by Active, Provisional and Retired members and must be submitted to the Secretary sixty (60) days prior to the date of the Annual Members Meeting and published to the membership not less than thirty (30) days prior to the Annual Members Meeting. Proposed Bylaw amendments do not require approval from the Board of Directors and will be presented to the membership as submitted unless revisions, agreed to by the author of the proposed Bylaw amendment, are submitted under Section 2 of this Article.

Section 3: The Bylaws Committee or, if a Bylaws Committee has not been appointed, members of the Board of Directors, shall be responsible for reviewing all proposed amendments sent to the Secretary in accordance with Section 1 of this Article. The committee, or assigned member(s) of the Board of Directors, shall check for proper

form, conflict with existing bylaws, and recommend the necessary changes in the proposal so that other articles will be in concert. The Bylaws Committee will confer with the author of the proposed amendment(s) as required, so that the final amendment will be published accurately. If changes are made to the proposed amendment, a copy of the amendment shall be resubmitted to the Secretary by the author of the original proposed Bylaw amendment. The Bylaws Committee, or assigned member(s) of the Board of Directors, shall not be required to author amendments.

Section 4: The Bylaws may be amended or revised by an affirmative (2/3) vote of the membership present and voting at the Annual Members Meeting or a Special Members Meeting called for that purpose.

Section 5: Bylaw amendments or revisions may be acted upon only at the time published in the meeting agenda unless the majority of the voting members present at that time agree to a later time for further action.