



Proposed Amendment to the TMEA Constitution & Bylaws January 2025

Proposed changes to Article III of the constitution **are in red below**. *Constitutional amendments are voted on electronically. TMEA will email all eligible voters on February 13, with a link to vote for or against this amendment. Voting will close on February 21, 2025.*

ARTICLE III STATE OFFICERS

SECTION 1. (f). THE EXECUTIVE DIRECTOR. The execution of TMEA policies and activities shall be vested in the office of the Executive Director. The Executive Director shall be appointed by the Executive Board. **The Executive Director shall also assume the role of the corporate Secretary.**

SECTION 7. (a). DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director shall: (1) **serve as the corporate Secretary to** keep a complete record of all TMEA business meetings at the State level and have the proper records available at such meetings; (2) keep an accurate record of the membership; (3) receive all monies due TMEA and keep an accurate and true account of all money received and paid out by TMEA; (4) be custodian of all TMEA property; (5) order and publish an audited account of TMEA finances in an official publication at the end of each fiscal year; (6) serve as editor-in-chief and business advisor for all publications; (7) be coordinator of exhibits for the annual Clinic/Convention; (8) represent TMEA as appointed by the President at state and national meetings deemed pertinent to the welfare of TMEA; (9) propose the annual budget; and (10) fulfill other duties directed by the Executive Board or State Board of Directors.

The Executive Director shall conduct the business of TMEA in accordance with the Constitution and Bylaws and in all matters shall be under the direction of the Executive Board. The Executive Director may delegate authority in execution of TMEA business to TMEA staff.

Rationale:

Texas law requires all corporations to have a secretary. Based on legal consultation, it was recommended that TMEA update its Constitution and Bylaws to include corporate Secretary in the duties of the Executive Director. This change will allow the Executive Director to be listed as Secretary in state and federal filings.