

TEXAS ASSOCIATION OF COLLEGE AND UNIVERSITY AUDITORS
CONSTITUTION AND BYLAWS

ARTICLE I – Name and Purpose

Section I. The name of the organization shall be the Texas Association of College and University Auditors, hereafter referred to in the Constitution as the Association.

Section 2. The purpose of the Association is as follows:

- A. To unify and encourage cooperative relationships among auditors who are representatives of institutions of higher education in Texas, and affiliated higher education organizations;
- B. To promote the continuing professional development of the members of the Association; and,
- C. To sponsor such other activities as may be useful in achieving the noted purpose.

Section 3. No part of the assets of this Association, nor any income or gain therefrom, shall inure to the benefit of its members in event of dissolution of this Association. If for any reason the purpose of this Association shall become impossible to fulfill, the assets remaining after all liabilities and obligations have been paid, satisfied and discharged, shall be distributed as designated by the Administrative Board of the Association .

ARTICLE II – Membership

Section 1. The membership of the Association shall consist of universities, colleges, and affiliated higher education organizations in Texas.

Section 2. The charter members of the Association shall consist of the following organizations:

- Alamo Community College
- Austin Community College District
- Dallas County Community College District
- East Texas State University
- Lamar University System
- North Texas State University
- Pan American University
- Sam Houston State University
- Southwest Texas State University
- Stephen F. Austin State University
- The Texas A&M University System
- Texas State Technical Institute System
- Texas Tech University
- The University of Houston System
- The University of Texas at Arlington

The University of Texas at Austin
The University of Texas at Dallas
The University of Texas at El Paso
The University of Texas Health Science Center at Dallas
The University of Texas Health Science Center at Houston
The University of Texas Health Science Center at San Antonio
The University of Texas Health Science Center at Tyler
The University of Texas Medical Branch
The University of Texas at San Antonio
The University of Texas System Administration
The University of Texas System Cancer Center
The University of Texas at Tyler
The University System of South Texas

Section 3. Each Member organization shall designate an official representative to the Association. Each representative shall give written notice on any change of official representation or any corrections to the mailing address. Upon receipt of such notification, the Association shall ensure that the required changes are made.

Section 4. Membership in the Association may be discontinued as follows:

- A. Resignation of a member organization in good standing can be effected by submitting notice in writing to the Association.
- B. Termination of a membership can be effected by the Administrative Board for due causes.

ARTICLE III – Voting

Section 1. Voting is a privilege of member organizations that support the Association's annual conference. Accordingly, member organizations shall be entitled to the number of votes that equals their attendance at the most recent, or current, annual conference. The method of voting shall be subject to the discretion of the President (or Presiding Officer) of the Association. A majority vote shall be recognized as a decision.

Section 2. At the discretion of the Administrative Board, all matters requiring a vote of the membership may be handled by mail, email, or fax rather than at the annual business meeting of the Association.

ARTICLE IV – Officers and Administrative Board

Section 1. The elective officers of the Association shall be a President, President-Elect, and five officers at large. Elective officers shall serve a five year staggered term. Only active internal auditors of a Member organization that have attended at least two annual meetings of the Association shall be eligible for election to these offices. No representative of a Member organization shall hold more than one elective office at a time.

Section 2. The Administrative Board shall consist of the seven elective officers and shall be the governing body of the Association with full power of management, control of all its affairs and custody of all its property. The Administrative Board shall meet at least one time other than at the Annual Meeting. The date and place shall be decided by the President for the convenience of a majority of the officers.

Section 3. Nominees for any vacant officer position shall be selected by the Administrative Board and submitted to the Member organizations at the annual meeting. In addition, other nominations can be made from the floor by any authorized representative of a Member organization. Voting on the nomination shall be in accordance with Article III.

Section 4. The President shall be executive head of the association and shall preside at all meetings of the membership and the Administrative Board. The President shall be responsible for the enforcement of the Association By-Laws, the execution of all resolutions and proceeding of the Association's and the Board, the general supervision of all affairs of the Association and the performance of all other duties incident to this office, all of which shall be subject to the concurrence of the Administrative Board. In the absence or inability of the President to act, the President-Elect shall have the powers and shall perform the duties of the President. The President-Elect shall become President the following year. A new President-Elect shall be selected by a majority vote of the Board.

ARTICLE V – Finances

Section 1. The financial operation of the Association shall be on the basis of a balanced budget. No financial obligation shall be incurred by any officer or committee except as authorized by the Administrative Board. The proposed budget for each year will be established by the Administrative Board. The fiscal year of the Association shall be January 1 to December 31.

Section 2. Conference fees for any conference, seminar or workshop will be at a reduced rate for all members of the Association. Conference fees will be established by the Administrative Board with consideration of the total need for funds.

Section 3. The Association shall keep an accurate and complete set of books and records of account which may be inspected by any member, or a member's agent or attorney, for any purpose at any reasonable time.

ARTICLE VI-By-Laws

Section 1. By-Laws consistent with the aims and purposes of the Association and considered necessary to provide for its government or general welfare may be adopted by the membership.

Section 2. All questions of interpretation of the Association's By-Laws shall be decided by a majority of the Administrative Board.

Section 3. All proposed revisions of the Association's By-Laws, together with related comments and/or recommendations, shall be submitted to the Administrative Board for their review. Those proposed amendments, which bear the approval of a majority of the Board, shall be submitted in writing to the membership by the Association at least thirty days prior to the date upon which they are to be voted upon for adoption. Amendments to the Association's By-Laws shall become effective upon approval by vote in accordance with the voting procedures outlined in Article III.

ARTICLE VII – Meeting and Constitutional Amendments

Section 1. A meeting shall be held each year for all members and it shall be known as the Annual Conference of the Association. The exact dates and site of the meeting shall be determined by the Administrative Board. Notifications of the membership shall be at least sixty days prior to the annual meeting.

Section 2. All proposed amendments of the Association's Constitution, together with related comments and/or recommendations, shall be submitted to the Administrative Board for their review. Those proposed amendments, which bear the approval of a majority of the Board, shall be submitted in writing to the membership by the Association at least thirty days prior to the annual business meeting, or during the year by mail, email, or fax.

Section 3. Amendments to the Association's Constitution must be approved by a two-thirds vote of the members in attendance and voting at the annual business meeting, or during the year by mail, email, or fax. Voting shall be accomplished in accordance with the voting procedures outlined in Article III.

ARTICLE VIII – Limitations on Liabilities and Indemnification

Section 1. No Officer, Member of the Administrative Board, or Committee Member shall be liable to the Association for the acts or failure to act on the part of any other Officer, Member of the Administrative Board, or Committee Member of the Association; nor shall any Officer, Member of the Administrative Board, or Committee Member be liable for his acts or failure to act under the Constitution or By-Laws, except in such cases wherein the Officer, Member of the Administrative Board, or Committee Member is negligent in the performance of the duties of the office.

Section 2. Every Officer, Member of the Administrative Board, or Committee Member shall be indemnified by the Association against all reasonable expenses and liabilities incurred by such Officer, Member of the Administrative Board, or Committee Member in connection with the defense of any action, suit, or proceeding brought by any party other than the Association in which he or she may become involved by reason of being or having been an Officer, Member of the Administrative Board, or committee Member of the Association, except in such cases where such Officer, Member of the Administrative Board, or Committee Member shall be adjudged in such action, suits, or proceeding to be liable for gross negligence or willful misconduct in the performance of the duties of the office.

Section 3. In the event of a settlement, the indemnification provided for in Section 2 shall apply only when the Administrative Board approves such settlement and reimbursement as being in the best interest of the Association.