

American Collectors Association of Texas
Constitution and Bylaws
Adopted August 20, 1977
(Includes revisions approved through September 30, 2011)

American Collectors Association of Texas
CONSTITUTION AND BYLAWS
Adopted August 20, 1977
(Includes changes through September 18, 2009)

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**AMERICAN COLLECTORS ASSOCIATION OF TEXAS
CONSTITUTION AND BYLAWS**

Adopted August 20, 1977

(Includes changes through September 18, 2009)

ARTICLE I.

Name and Location

SECTION 1. Name. The name of this association shall be the American Collectors Association of Texas, and it shall be incorporated as a non-profit corporation in the State of Texas, without capital stock.

SECTION 2. Location. The principal office of the Association shall be located in Austin, Texas at a site designated by the Board of Directors.

ARTICLE II.

Mission and Purposes

The mission and purposes of this Association shall be to advance and advocate the general welfare and interest of the collection profession in the state of Texas and serve as the collective voice of the members on legislative and regulatory issues which impact members' delivery of credit and collection services; enforce member compliance with a prescribed code of ethics; provide opportunities and services that encourage and promote member professional education and development; accumulate, disseminate and facilitate the exchange of industry related information and material among the membership; and promote public awareness of members' contributions to the general and economic welfare of Texas and the United States.

ARTICLE III.

Membership Structure and Qualifications

SECTION 1. Categories. The five classes of membership in this Association shall be: General, Credit-reporting, Affiliate, Associate and Honorary.

a. General Members may be any person, firm or entity operating in the state of Texas, who is actively engaged and established in the debt collection or check recovery business that derives a significant amount of its income from the collection of debts for others, or has purchased accounts from others; has met all regulatory requirements of the State of Texas, and agrees to adhere to all federal and Texas laws and county or municipal ordinances governing third-party debt collectors and the Code of Ethics and Rules of Conduct adopted by members of this Association. Membership in this Association and in ACA International shall each be contingent upon the other.

Any application for General membership that does not comply with the above requirements may be processed in the normal manner by the Membership Committee but will require a two-thirds vote of the Board of Directors to be approved for membership.

General membership shall be construed by this Association to mean that the agency holds membership and shall be entitled to all benefits and responsibilities as may exist. Multiple offices operating within the State of Texas of any General Member shall be eligible for membership in accordance with ACA International's Multi-Office Membership Program and considered an additional member for benefits, voting and holding of elective office. Any firm, person or entity having multiple offices within the state may submit each office for membership for approval. The multi-office member may designate a representative to act on its behalf in Association affairs.

b. Credit-reporting Members. Credit-reporting Members may be any person, firm or entity engaged in

the business of providing consumer and/or commercial credit reports to the credit-granting sector or general public but not engaged in the collection of past-due accounts. Membership classification and procedures are the same as for General Members, provided: (1) that their reporting activity is sufficient to identify them as part of the credit-reporting industry, and (2) that they have complied with all federal, state, county, and municipal statutes and ordinances regulating those engaged in credit-reporting. Any credit-reporting office under the same ownership as an active Credit-reporting Member, whether located at the same address or at a separate address, may apply for membership provided it is within the geographic area of this Association.

Credit-reporting Members shall pay the same dues as General Members and are entitled to register for all meetings of the Association and to such other benefits as the Board of Directors may decide. Membership in this category shall not confer the right to vote in matters except those directly affecting this category.

c. Affiliate Members. Affiliate Members are individuals, firms or entities operating in the State of Texas who extend credit to consumers or businesses in conjunction with general commerce transactions or loans, or are engaged in the business of providing consumer and/or commercial credit reports to creditors and operating in compliance with applicable state and federal laws, and are not otherwise eligible for membership as a General or Credit-reporting Member. These members are entitled to privileges and benefits of membership as determined by the Board of Directors, but may not vote or hold elective office.

d. Associate Members. Associate Members are individuals, firms and entities supplying products and services to the collection and credit industry that are not eligible for General or Affiliate membership. Membership dues and benefits are established and regulated by the Board of Directors and specified in the Standing Operating Procedure. Associate Members are eligible to attend all unit meetings and events, but may not vote or hold elective office.

e. Honorary Members. Honorary Members are individuals who may be or may not be active in the collections industry or Retired, but whose noteworthy achievements and contributions to the collection profession or this Association deserves such recognition. Nominations of candidates for Honorary Membership shall be submitted to the Board of Directors with detailed justification for the nomination. A two-thirds majority vote of the Board of Directors shall be required for approval. Honorary Members shall be exempt from dues and eligible to attend all meetings of this Association, but not vote or hold elective office.

SECTION 2. Membership Applications

Processing and Dues. Application forms, processing procedures and schedule of annual dues for each membership category are prescribed in the Standard Operating Procedures (SOP).

SECTION 3. Multiple Office Memberships. Any member owning two or more branch offices may make application for membership for each additional branch office. Membership granted to such office shall carry the same rights, privileges and obligations as other General or Credit-reporting Members as specified herein.

SECTION 4. Termination of Membership.

a. Change of Ownership. Membership in this Association shall not be transferable. Change of ownership of any member firm shall automatically terminate its membership, except as provided in the Association's Standard Operating Procedures. There shall be no refund of dues, fees or payments of any kind upon termination of membership for this reason. Membership may be conferred upon the new owner only by conformity with the Bylaws of the Association as set forth herein and the Bylaws and Standard Operating Procedures of ACA International.

In the case of a sole proprietorship, a change of ownership shall be deemed to have occurred when the control, management, and/or assets of the proprietorship shall be vested in one or more persons other than the individual to whom they previously belonged, or by whom they had previously been controlled.

In all cases where a member is a partner, a change of ownership shall be deemed to have occurred when the

control, management, and/or assets of the partnership shall be vested in one or more persons other than the original partners. The acquisition by one partner of the previous ownership shall not be construed, for purposes of this action, as a change of ownership except in those cases where the partner who acquires the control was, in fact, a silent or inactive member of the partnership that had held a membership in this Association.

Transfer or sale of a business from one spouse to another or to their children shall be considered a change of ownership unless that spouse or the children acquiring the business shall have been a partner in fact or unless his or her previous association with the business had been on a management level. Acquisition of a collection business by a spouse or children through estate administration or inheritance will qualify the surviving spouse or children for membership in this Association provided the requirements of partnership or previous management as set forth above shall have been met.

In the case of a corporation, a change of ownership shall be deemed to have occurred when there is a transfer of fifty-one percent or more of the shares of said corporation.

b. Non-Payment of Dues. Any General Member whose dues are not paid within thirty days after billing shall be notified by certified mail by ACA International that membership shall be terminated unless dues are received within thirty days from receipt of said notice, after which time membership in this Association shall automatically be terminated.

c. Sanctions. A member may be sanctioned or expelled for unethical conduct or for violation of this organization's bylaws, ACA International's Code of Ethics or Professional Responsibilities, Code of Operations or for engaging in conduct prejudicial to the best interest of this Association.

SECTION 5. Reinstatement. Any member expelled for cause, including action of the Ethics or Grievance Committee, may reapply for membership after one year, or such earlier time as the Board of Directors may designate.

ARTICLE IV.

Dues and Assessments

SECTION 1. Active Members. The Board of Directors shall establish dues for all categories of membership, but dues for General and Credit-reporting Members shall be subject to ratification by the General membership. A dues schedule by membership category is prescribed in the Standard Operating Procedures.

a. The dues of this Association shall be payable at the same time and in the same manner as those of ACA International. Said dues shall be billed and collected by ACA International and remitted to this Association.

b. Dues for all new members in the first year of membership shall be assessed on a pro-rata basis in the same manner as those of ACA International.

SECTION 2. Honorary or Retired Members. Honorary or Retired Members shall be exempt from payment of dues and assessments.

SECTION 3. Refund of Dues. Dues shall not be refundable.

SECTION 4. Assessment Authority. The Board of Directors may make and levy special assessments on General and Credit-reporting Members when the Board determines that such assessment is needed for the protection and welfare of the interests of its membership. Only one such assessment may be levied in any one fiscal year.

SECTION 5. Payment of Assessments. Any member whose assessment remains unpaid sixty days after billing shall be notified by certified mail that membership may be terminated unless the assessment is paid within thirty days from receipt of said notice, after which time the Board shall make final determination of the matter.

ARTICLE V.

Governing Body

SECTION 1. Board of Directors. A Board of Directors, hereafter referred to as the Board, shall govern the affairs of this Association. The Board shall consist of the President of the Association who shall serve as Chairperson, the President-Elect, the Vice-President, the Treasurer, National Directors, the Immediate Past President, six members of the Association elected Unit Directors. No individual shall, at any time, hold more than one seat on the Board.

All Past Presidents who are not members of the Board, as well as any current Legislative Committee Chair, if not a member of the Board, may sit with the Board as Ex-Officio members with all privileges except voting.

SECTION 2. Conduct of Business. The Board of Directors shall meet at least once each year prior to the Association's business meeting at the annual conference. It may hold additional meetings from time to time at the direction of the President, or if directed by a majority of the members of the Board should the President fail to act. Written notice of the Board Meeting shall be sent to each Board member by mail or electronic transmission at least fifteen days in advance of each meeting. This provision for notice can be waived by written consent of a majority of the Board Members signing a waiver of such notice prior to the meeting of the Board.

A quorum must be present for the Board of Directors to conduct Association business. A majority of the members of the Board shall constitute a quorum. Directors may vote by proxy provided that prior to the Board meeting the President receives notice of the respective Board member's designated proxy in writing.

The Board shall, as directed by the President, conduct any and all Association business that shall arise between regularly scheduled meetings by mail or electronic transmission, to include voting on such matters as presented.

All actions taken by the Board shall be reported to the membership either by mail, by electronic transmission, by publication in the Association's quarterly publication, or at the annual convention. The actions of the Board shall be final and binding unless and until reversed or modified by the membership.

SECTION 3. Powers and Duties. The Board of Directors shall be responsible for:

- a. Conducting the business of the Association, establishing programs and policies and supervising unit operations to ensure consistency with the organization's goals and objectives.
- b. Supervising the hiring of the Association's Executive Director and approving the compensation packages for the Executive Director and any staff personnel.
- c. Designating policies regarding procurement of directors and officers' insurance coverage and indemnity bond requirements for the unit's staff.
- d. Hearing appeals by any member disciplined by the Grievance or Ethics Committee, as provided herein and the Standard Operating Procedures, and who has exercised his/her right of appeal to the Board.
- e. Approving the Association's Standard Operating Procedures and ensuring the practices remain consistent with the unit's bylaws, policies and objectives.
- f. Reviewing and approving the Association's legislative agenda to include allocating resources, as appropriate, to achieve set objectives.
- g. Considering the removal of any officer or director from the Board who does not make every effort to perform his/her respective duties. Removal of an officer or director shall require a two-thirds vote of the Board.
- h. Considering suspension or expulsion of any member for due cause upon two-thirds vote of the Board.

- i. Meeting as a committee of the whole at least once a year prior to the Association's annual business meeting for the purpose of nominating officers and directors to serve for the coming fiscal year.
- j. Developing and proposing changes in bylaws for submission to the membership.
- k. Filling vacancies on the Board between annual business meetings by a majority vote of the Board.
- l. Conducting other business as shall be necessary and appropriate to the missions and purposes of this Association.

SECTION 4. Executive Director. The Board may hire an Executive Director to supervise and administer the daily operations of the Association and act as the Secretary, contracting agent and official representative of the Association. The Executive Director shall attend all Board meetings and shall provide information and reports to assist the Board in the conduct of business, but shall not vote nor hold any elective office.

ARTICLE VI.

Officers and Directors

SECTION 1. Designation of Officers. The officers of this Association shall be:

- a. President
- b. President-Elect
- c. Vice President
- d. Treasurer

SECTION 2. Executive Committee. The elected officers shall constitute the Executive Committee, chaired by the President. The Executive Director shall be an ex-officio member of the Committee without vote.

SECTION 3. Authority and Responsibilities of the Executive Committee.

a. The Executive Committee shall be responsible for supervising the Executive Director and for oversight of the Association's operations, accountable to the Board. This Committee will advise and aid the Board on all matters concerning the interest and management of the organization, generally performing such duties and exercising such powers during the intervals between regular Board meetings as shall be delegated by the Board. The Committee shall be subject to the orders of the Board and all decisions implemented shall be in concert with the mission, purposes and objectives of the Association.

a. The President or any three members of the Executive Committee may call meetings. The presence of a majority of the elected officers shall constitute a quorum for transaction of business. Business may also be accomplished by mail, facsimile or electronic transmission if so prescribed by the President. Minutes will be transcribed of all committee meetings and copies provided to the Board within 30 days of the said meeting.

c. The Executive Committee shall be responsible for the annual performance evaluation of the Executive Director, providing a report to the Board at the annual meeting preceding the Association's annual business session. The Committee shall also review the Executive Director's appraisals of any and all staff personnel, to include recommendations for adjustments in compensation packages.

SECTION 4. Duties of Officers:

a. President. The President shall preside at all meetings, serving as the Executive Officer of the Association, and Chairperson of the Board of Directors, sign all official documents, appoint all committees not otherwise provided for, and generally supervise the affairs of the Association. He/she may countersign all checks upon its funds as provided herein and the Standard Operating Procedures.

b. President-Elect. The President-Elect shall advise with and assist the President, and perform all and singular the duties of the President when the latter is absent or in any manner unable to serve. He/she shall chair the Membership Committee.

c. Vice President. The Vice President shall advise and assist the President and President-Elect, and perform all and singular the duties of the President when both the President and President-Elect are absent, or in any manner unable to serve. He/she shall chair the Education Committee.

d. Treasurer. The Treasurer shall advise and assist the President, the President-Elect, and the Vice President and perform all and singular the duties of the President when the President, President-Elect and Vice President are absent, or in any manner unable to serve. He/she shall chair the Audit, Budget and Finance Committee and shall supervise the annual audit of the Association's financial records, providing a report to the Board.

SECTION 5. National Directors. As specified herein, members elected as Directors to the ACA International's Board of Directors, will attend all regular and special meetings convened by the President of ACA International, representing the interest of this Association.

The number of National Directors authorized to represent this Association shall be in accordance with the bylaws of ACA International. National Directors are elected by the membership of this Association for a term of three years unless vacating the position by resignation or removed for cause. A National Director may be elected for more than one consecutive term of office.

SECTION 6. Unit Directors. Six members of this Association, duly elected by the membership at an annual business meeting shall serve as Unit Directors. The term of office is for three years with two Unit Directors' terms expiring annually. A Unit Director may be elected for more than one consecutive term of office. It is the duty of each Unit Director serving on the Board to attend all meetings, to exercise his/her best judgment in formulating policy and to inform the Board of any matter that may have a significant impact on this Association or its membership.

ARTICLE VII.

Executive Director and Unit Staff

SECTION 1. Executive Director. The Executive Director shall carry out all the duties prescribed by the Board, execute policies and implement sanctioned programs and function as the Association Secretary and agent for all contracting and legal matters.

SECTION 2. Unit Staff. The Board may authorize the Executive Director to hire, train and supervise additional staff personnel to perform duties and functions necessary to the welfare and interest of the Association.

SECTION 3. Duties and Responsibilities. The duties and responsibilities of the Executive Director and unit staff, as approved by the Board, are specified in the Standard Operating Procedures.

ARTICLE VIII.

Election of Officers and Directors

SECTION 1. Elections. The President shall call for a meeting of the membership in conjunction with the Association's annual conference to transact association business and elect officers and directors. The members shall elect a President, President-Elect, Vice President, Treasurer and fill any or all National or Unit Director vacancies. Nominations for officers and directors may be submitted by the Nominations Committee and from the floor during the election process; however, the only nomination for office of President shall be that of the President-Elect, duly elected at the previous annual business meeting of the Association, if currently serving as such and he/she has not withdrawn his/her name from being placed into nomination for the Presidency.

SECTION 2. Eligibility to Hold Office. Any owner, partner, corporate officer or management employee of a member holding an active General membership shall be eligible to hold office in this Association. However, not more than two persons from any particular member agency or organization may serve on the Board simultaneously.

SECTION 3. Assumption of Office. All officers and directors elected by the membership shall take office prior to the adjournment of the annual conference and serve in the respective position to which elected for the duration of the term to which elected or until a successor is elected and qualified.

SECTION 4. Nominations of Officers and Directors. The Past Presidents of this Association shall meet prior to the annual business meeting and sit as a Nominations Committee to develop and compile a list of recommended candidates for election to all officer, National Director and Unit Director vacancies, submitting said list of candidates to the Board. The incumbent President will chair the meeting without a vote. The Board is not obligated to accept or reject any or all of the Nominations Committee's recommendations, but will submit the committee's report to the general membership prior to the election of officers and directors.

The Board, acting as a committee of the whole, may at its meeting prior to the annual business meeting, nominate candidates to hold officer or director positions. Nominations may also be made from the floor during the business session for all offices and positions except President.

SECTION 5. National Directors

a. National Director vacancies shall be filled by vote of the members of this Association at the annual business meeting. Only individuals whose business, or any portion thereof, is related to the collection of third-party debt may serve as a National Director. Each National Director's term of office shall be three years unless prior to being elected, the membership determines that a shorter term of office should apply.

b. Should ACA International direct a reduction in the number of National Directors of this Association, the National Director with the shortest remaining term shall resign. If there are two National Directors with equally short remaining terms, they shall both resign and the Board will appoint an interim National Director until the election at the next annual business meeting.

SECTION 6. Unit Directors. At least two Unit Directors shall be elected during each annual business meeting of this Association for a three-year term of office.

SECTION 7. Eligibility to Vote. Every qualified General Member office fully registered at the annual conference and represented in person shall be eligible to vote on all business issues and in the election of officers and directors of this Association. Branch offices of a General Member may vote, provided such branch office is also a member of this Association and an authorized person employed at the branch office casts the vote.

SECTION 8. Voting Procedures. Voting shall be conducted by secret ballot, provided however that such secret ballot shall be waived when any given nominee for office is unopposed. In the event of three or more candidates for the same office and any one candidate fails to achieve a majority on the first ballot, there shall be a second ballot, but only with the names of the two candidates receiving the highest number of votes on the first

ballot. A majority vote of the members present shall elect a candidate to office.

SECTION 9. Filling of Vacancies.

a. Should the office of President become vacant, the President-Elect elected at the Association's last annual business-meetings shall immediately become President, and serve until the next annual business meeting and a successor is elected and qualified.

b. Should the office of President-Elect become vacant, the Vice President elected at the Association's last annual business meeting shall immediately become President-Elect, and serve until the next annual business meeting and a successor is elected and qualified.

c. Should the office of Vice President become vacant, the Treasurer elected at the Association's last annual business meeting shall immediately become Vice President, and serve until the next annual business meeting and a successor is elected and qualified.

d. Should the office of Treasurer become vacant, the Executive Board shall nominate and present two or more names to the membership for vote by mail, facsimile or electronically transmitted ballot or at a special membership meeting. The person elected shall serve until the next annual business meeting and a successor is elected and qualified.

e. Should a Directors position, either of this Association or of the ACA International become vacant, the Board of Directors shall appoint a member to fill such vacancy within sixty days. The appointee shall serve until the next annual business meeting and a successor is elected and qualified.

ARTICLE IX.

Committees and Appointments

Unless otherwise provided for herein, upon election to office, the President shall appoint unit members to serve on Standing and Special Committees for a period of one year. The President may appoint such other committees during his/her term of office as determined advisable. The number of members appointed shall be at the discretion of the President, but normally not less than three or more than five. Not more than one person from the same office or entity may serve on the same committee.

SECTION 1. Finance Committee. . This committee, chaired by the Treasurer, shall conduct or supervise an annual examination of the financial records and the accounts of the Association, as well as all funds in the Association's treasury, and report its findings to the Board and the Association members at the annual business meeting. This committee, chaired by the Treasurer, shall be responsible for presenting the Association's annual budget to the Board for approval at the fall meeting. The Board-approved budget is the authorization for the obligation and expenditure of funds.

SECTION 2. Ethics and Grievance Committee. The Ethics and Grievance Committee shall consist of the three most immediate past presidents and two members appointed at-large. Appointments are for one-year terms, but members may be reappointed. The most immediate past president will serve as the Committee Chair. , empowered to fill vacancies should any occur during the year, determine the time and location of committee hearings and fix the amount of appeal bonds.

This Committee shall be responsible for investigating and resolving all complaints by clients of Association members, other Association members and governmental agencies relative to alleged violations of state and federal laws and ACA International's Procedural Rules for the Ethics and Professional Responsibility and Code of Operations. The procedures for processing complaints are contained in the Standard Operating Procedures.

SECTION 3. Legislative Committee. The Legislative Committee shall consist of at least three members

elected by the Board for three-year terms with one member's term expiring each year. Committee vacancies shall be filled by a majority vote of the Board at the meeting preceding the Association's annual conference, based upon nominations presented to the Board. Committee members may be elected to serve more than one term of office. Following the Board's election of committee members, the President shall appoint one of the members to serve as chair for the next fiscal year.

The committee is responsible for developing and formulating the Association's legislative agenda for the Texas Legislature, derived from communications with members and an analysis of any legislation proposed by other political action groups that may be favorable or unfavorable to the collection industry and its clients. The committee shall operate within the guidance and budget established by the Board and report to the Board at least annually on legislative issues and an accounting for the disposition of any funds allocated. Additional authorities and responsibilities of this committee are prescribed in this Association's Standard Operating Procedures.

SECTION 4. Membership Committee. The Membership Committee shall process all applications for General membership in accordance with this Association's Standard Operating Procedures. The President-Elect shall chair this committee.

SECTION 5. Professional Education Committee. This committee, chaired by the Vice President, shall ensure that a quality professional education program is available to the members for the training and development. Additional duties and responsibilities of this committee are prescribed in the Association's Standard Operating Procedures.

SECTION 6. COMMITTEE VACANCIES. The same authority that made the original appointments to a respective committee shall fill any vacancies on the committee during his/her term of office.

ARTICLE X.

Annual and Special Meetings

The Board shall determine the date, time and location of the annual meeting of this Association, normally in conjunction with the annual conference. Notice of the annual meeting shall be mailed to each member, or sent via electronic transmission, or published in the Association's quarterly publication at least sixty days prior to the scheduled meeting date.

The President may call special meetings of the Association's membership at such time, date and location designated by the Board.. The President shall give each member at least fifteen days' written notice, sent by the U.S. Postal Service, facsimile or electronic mail, of the time and place of such special meeting.

ARTICLE XI.

Voting Rights and Quorum

The voting rights as stated herein shall apply to all matters coming before the members of this Association. Business generally shall be conducted at the Association's annual business meeting in conjunction with the annual conference. However, voting by mail, facsimile or electronic mail, may be permitted on any matter that is deemed by the Board to be of sufficient importance. The presence of fifteen members of this Association shall constitute a quorum for the conduct of business.

ARTICLE XII.

Amendments

These bylaws may be amended at any annual or special business meeting by majority vote of the qualified members of the Association present and voting. Any Association member may submit proposed amendments provided they are delivered to the Association's office at least forty-five days prior to the annual business meeting for subsequent delivery to the general membership at least thirty days prior to the annual business meeting.

ARTICLE XIII.

Parliamentary Procedure

In all questions of order and parliamentary procedure not covered by these Bylaws, *Robert's Rules of Order* shall govern. The President may appoint any person as Parliamentarian who is well versed in recognized parliamentary law to advise the presiding officer on rules of order and procedure.