

Revised September 8, 2014

**BYLAWS
TEXAS ASSOCIATION OF COMMUNITY SCHOOLS
ADVOCACY FOUNDATION**

PREAMBLE

Since it is imperative for a people to give greater expression to those ideas which it believes vital to the progress of education; and since special efforts to strengthen, preserve, and protect the good community schools of Texas are necessary, we do hereby establish these bylaws for the regulation and management of the affairs of Texas Association of Community Schools Advocacy Foundation.

**ARTICLE I
NAME, ORGANIZATION & PURPOSE**

Section 1: Name

The name of the corporation is Texas Association of Community Schools Advocacy Foundation ("Association").

Section 2: Organization; Community Schools

The Association is a non-profit corporation organized under the laws of the State of Texas. Consistent with the foregoing, the Association is organized and shall be operated and administered exclusively as a business league, and the definition of such purpose shall be the same as the definition of such purpose used in connection with Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws ("Code").

Membership of the Association shall include persons, firms, or corporations who desire to advance the interests of Community Schools. A Community School is defined as a Texas independent school district ("ISD") which has no more than one high school or a total student population of no more than 12,000 (determined with reference to refined average daily attendance ("ADA") as established by the Texas Education Agency ("TEA").

Section 3: Purposes

(a) The purpose of the Association is to promote the progress of education in the State of Texas. In pursuit of this objective, the Association will do the following:

- (1) Work for the improvement of instruction in the Community Schools of the State;
- (2) Provide means by which educators may seek self-improvement by participation in professional growth programs;
- (3) Support legislation which will enhance the opportunities and abilities of Community Schools to provide quality education programs; and
- (4) Cooperate with other organizations dedicated to such purpose.

(c) In pursuit of the foregoing purposes, the Association may undertake any other act or action permitted by the Texas Business Organizations Code, as may be amended from time to time ("TBOC"), consistent, however, in all respects with activities permitted of charitable organizations recognized as exempt from federal taxation under Section 501(c)(6) of the Code.

Section 4: Offices

The Association shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with the registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas. The Association may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Executive Committee may from time to time determine or as the activities of the Association may require.

ARTICLE II MEMBERSHIP

Section 1: Categories and Rights of Membership

Membership in the Association shall consist of Institutional, Individual, Professional, Associate, Affiliate and Honorary Life Members. The membership year begins on August 1 and ends on July 31 of the following year.

(a) *Institutional Membership.* A Community School (as defined in Article I, Section 2 of these Bylaws) is eligible to become an Institutional Member of the Association. A representative designated in writing to the Association from time to time by the Institutional Member ISD shall be the voting delegate from the Institutional Member. Institutional Membership dues shall be based on ADA and as determined by the Executive Committee. The Executive Committee has the authority to increase dues annually up to the cost of inflation as measured by the Consumer Price Index as reported by the Bureau of Labor Statistics. Institutional Members are voting members of the Association for all purposes.

(b) *Individual Membership.* All employees of an ISD which is an Institutional Member of the Association shall be eligible to be Individual Members of the Association upon the payment of required dues and shall be entitled as such to (1) purchase professional liability and other Association approved insurance at cost plus any additional surcharge or fee agreed between the Association and the issuing agent; (2) attend community school workshops; (3) have access to all Association publications at cost; (4) serve on committees; and (5) have other privileges provided by these bylaws. Individual Membership dues shall be set by the Executive Committee. Individual Members are non-voting members of the Association.

(c) *Professional Membership.* All employees of a (non-subscribing) ISD which is an Institutional Member of the Association shall be eligible to be Professional Members of the Association upon the payment of required dues and shall be entitled as such to (1) purchase professional liability and other Association approved insurance at cost plus any additional surcharge or fee agreed between the Association and the issuing agent; (2) attend community school workshops; (3) have access to all Association publications at cost; (4) serve on committees; and (5) have other privileges provided by these bylaws. Professional Membership dues shall be set by the Executive Committee. Professional Members are non-voting members of the Association.

(d) *Associate Membership.* All persons who are interested in preserving quality education through the community school concept may become Associate Members of the Association upon payment of Associate Membership dues. Associate Members shall have all rights and privileges of the Association as may be established by the Executive Committee. Associate Membership dues shall be determined by the Executive Committee. Associate Members are non-voting members of the Association.

(e) *Affiliate Membership.* An Affiliate Membership in the Association is available to educators or groups of educators wishing to pursue public school interests. Affiliate Member groups may have their own Board of Directors, Constitution and Bylaws and membership structure independent of the Association. Affiliate Member groups will pay a service fee to the Association in exchange for Membership related services. This fee will be established by the Executive Committee. Affiliate Members are non-voting members of the Association.

(f) *Honorary Life Membership.* Honorary Life Membership may be awarded by a vote of the Executive Committee in recognition of distinguished service to Community Schools. All nominees shall be screened and recommended by a special committee appointed by the President. Honorary Life Members are non-voting members of the Association.

Section 2: Rights and Privileges of Members

(a) Institutional Members shall have voting privileges for the election of a Vice President (described in Article IV, Section 3 and Executive Committee Member from its ESC Region (described in Article III, Section 2) when accepted for membership in the Association. Institutional Members shall be possessed of all prerogatives normally associated with membership in a trade association, except as may be otherwise limited by the Executive Committee.

(b) Individual, Professional, Associate, Affiliate and Honorary Life Members shall be possessed of all prerogatives normally associated with membership in a trade association with the exception of voting, except as may be otherwise limited by the Executive Committee.

(c) Except as specified in this Article II, Section 2 or by applicable law, Association members shall not have other voting rights with respect to the governance or affairs of the Association.

Section 3: Admission to the Association

Any person, firm, or corporation eligible for membership in the Association may complete a written application for membership as may be established by the Executive Committee from time to time. The application may include membership categories, membership dues and a request for any supplemental information necessary to ensure membership eligibility. The Executive Committee of the Association shall make decisions as to the eligibility and acceptance of Members pursuant to such applications.

Section 4: Dues

(a) The annual dues of all membership classes shall be determined by the Executive Committee. Active membership, i.e., membership in good standing, in all categories is contingent on annual payment of dues.

(b) Membership dues shall be paid within 60 days of their date of billing and are considered earned in full at time of payment.

(c) Any Member who fails to pay dues within 91 days from the date of billing shall receive a final billing notice. Should the delinquency last more than 120 days from the date of the final billing notice, the member shall be automatically suspended from Membership in the Association, but may be reinstated at the discretion of the Executive Committee upon payment in full of all past and current financial obligations.

Section 5: Resignation

Any member may resign by providing written notice to the Association. Resignations shall become effective on the date of their receipt. Resignation of membership shall not affect any existing financial obligation of a Member to the Association. Dues shall not be prorated or refunded, having been earned in full when paid.

Section 6: Annual meeting; Voting; Quorum

(a) *Annual Meeting.* There shall be a minimum of one meeting each year of the general membership, such meeting to correspond to the annual business meeting ("Annual Meeting") of the Association. The time and place of this meeting shall be set by the President, with approval of a majority of the Executive Committee.

(b) *Voting.* The voting body at such annual meeting shall be all active members in good standing with voting rights as stated in these Bylaws. Voting for Vice President shall proceed in the manner as described in Article IV, Section 3. Voting for EC Member positions (defined in Article III, Section 2) shall be by Institutional Members and shall proceed in the manner as described in Article III, Section 5.

(c) *Quorum.* For purposes of a meeting of the Members, a quorum shall be constituted by the number of Members actually present and entitled to vote at such meeting, it being understood and acknowledged by the Members that such a quorum is consistent with the Association's past practice and adequate to provide for the appropriate representation of Members at a meeting. The vote of a majority of Members for any issue for which there is a quorum shall be the act of the Members.

Section 7: Other meetings

Special meetings of Members may be called at any time by the President, by a majority of the Executive Committee, or on written request of a majority of Members entitled to vote at such a meeting. Notice of special meetings shall contain the purpose for which the meeting is called.

ARTICLE III **EXECUTIVE COMMITTEE**

Section 1: Authority

Government of the Association shall vest in the Executive Committee who shall have supervision, control, direction, and responsibility for the affairs of the Association.

Section 2: Composition of the Executive Committee

The Executive Committee shall be composed of one representative (each an "EC Member") from each regional Education Service Center serving the TEA (each an "ESC Region"). Executive Committee Members shall serve for two years or until their successors are duly elected and qualified. An EC Member will serve for no more than two consecutive terms. After serving two consecutive terms, an EC Member would not be eligible to serve again for a minimum of two years. Individuals running against incumbents on the Executive Committee must have signatures from 50% of the Members in the region in order to be placed on the ballot.

Each EC Member is required to be employed in a school district or ESC which is a current Institutional Member of the Association.

An EC Member will become ineligible if the member misses three meetings of the Executive Committee in a two year term, or if the employing school district of the EC member has not paid its annual dues in full by December 1 of any year.

Section 3: Quorum

A majority of the EC Members shall constitute a quorum for the transaction of business. On all matters where a quorum is present, a majority of the EC Members present and voting shall be required for action. In the absence of a quorum, a majority of all EC Members present may recess until such time as a quorum is present.

Section 4: Meetings

The Executive Committee shall meet at the Annual Meeting or at the call of the President or the majority of the Executive Committee members. It shall be the duty of the Executive Committee to act upon business which is to be presented and to fill vacancies which may arise between meetings as herein provided.

The order of business shall be as follows unless changed by a majority of executive committee members present.

1. Opening remarks by President
2. Reading of the Minutes
3. Executive Director's Report
4. Reports of Committees
5. Unfinished Business
6. New Business
7. Adjournment

Section 5: Elections

The election of EC Members will take place at the Annual Meeting following the election by Members of the Vice President. Each ESC Region shall conduct an election of its representative to the Executive Committee. Voting shall be by electronic or paper ballot, which ballot shall constitute an Institutional Member's proxy. EC Members will be elected by ballot using the following procedures:

- (a) Nomination forms will be mailed to each Institutional Member in each of the twenty ESC

Regions prior to the date of the Annual Meeting at a time and in the manner determined by the President.

(b) The two individuals receiving the most nominations in each ESC Region will be placed on the ballot. If only one person is nominated in that ESC Region then that person is automatically deemed elected to the Executive Committee.

(c) Ballots will be returned by the Association to the respective ESC Regions for voting prior to the date of the Annual Meeting at a time and in the manner determined by the President.

(d) If there is a tie for a place on the ballot, all individuals tying for the place will be placed on the ballot.

(e) Ballots will be counted at the Annual Meeting. The person with the second-highest number of votes in an ESC Region shall be named an alternate to the Executive Committee. In the event an Executive Committee member vacates his or her position during the term of office, the alternate shall fill the remainder of the term. In the event of a vacancy and no alternate, the President shall appoint an eligible person to fill the vacancy for the remainder of the term.

Section 6: Resignations, Vacancies and Removal

(a) Any EC Member may resign at any time by giving written notice to the President and such resignation shall take effect at the time specified therein.

(b) A vacancy in the office of a duly elected EC Member shall be filled by an appointment of the Chairman of the Board, and ratified by the Board of Directors at its next meeting.

(c) An EC Member may be removed from office by a vote of a majority of the Association's Executive Committee voting at a meeting of the Executive Committee specifically called for that purpose.

Section 7: ESC Region meetings

It is recommended that each ESC Region have a minimum of two meetings per year and have a chairperson, chairperson-elect, secretary-treasurer, and other officers deemed necessary. Duties of the region officers shall be the same as those of the state officers.

Section 8: Duties

EC Members shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Association. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on EC Members, they may in good faith rely on information, opinions, reports or statements, including financial statements and other financial data, concerning the Association or another person that were prepared or presented by officers and employees of the Association, professional advisors or experts, or accountants or legal counsel. An EC Member is not relying in good faith if the EC Member has knowledge concerning a matter in question that renders reliance unwarranted.

ARTICLE IV OFFICERS

Section 1: Executive Committee Officers

Officers of the Association who shall be selected from the Executive Committee shall include the President, President Elect, Vice President, Immediate past President, and Executive Committee members. All Executive Committee officers shall be active, practicing superintendents of ISDs which are Institutional Members. An Executive Committee officer automatically vacates his or her office when he or she ceases to be an active, practicing superintendent of an ISD which is an Institutional Member. Each officer shall take office in June after their induction and serve for one year, or until their successors are duly elected and qualified.

Section 2: Staff Officers

The Executive Director of the Association shall be elected by the Executive Committee and serve as Secretary/Treasurer of the Association.

Section 3: Election of Executive Committee Officers

(a) *Vice President.* The Vice President must have been affiliated with an ISD or ESC which is an Institutional Member of this Association for two consecutive years prior to the election, and must have been a member of the Executive Committee for two years prior to his/her nomination. An eligible candidate must agree to serve the Association as an Officer for four years, provided they consent to be a candidate.

The Vice President shall be elected by a majority vote of the Institutional Members eligible to vote as follows:

- (1) All eligible nominees who agree to serve will be placed on the ballot.
- (2) Ballots will be faxed, mailed or e-mailed to each Member entitled to vote in the spring.
- (3) Ballots will be returned to the Association office within 10 working days of receipt by the Member.
- (4) Results will be announced to the Membership by mail, e-mail or facsimile.
- (5) In the event one candidate does not get a majority of the votes cast, a runoff ballot with the names of the top two vote recipients will be mailed to the membership.
- (6) Runoff election ballots must be returned within 10 working days after they are mailed to the Membership.
- (7) Runoff election ballots will be tabulated and the results announced by mail.
- (8) In the event of a tie, the candidates may resolve the tie by consent, or by drawing lots.

(b) *Other Offices.* The President-Elect shall be President of the Association after one year's service as President-Elect. The Vice President shall become President-Elect after one year's service as Vice-President.

Section 3: Duties of Executive Committee Officers

- (a) The President shall preside at all meetings. He/she shall appoint all committees not otherwise provided for in the Bylaws and be an ex-officio member. The President shall preside at all meetings. He/she shall appoint all committees not otherwise provided for in the Bylaws and be an ex-officio member.
- (b) The President-Elect shall preside in the absence of the President and act as chairperson of the Program Committee. The duty of the Program Committee shall be to make all necessary arrangements for programs at all regular meetings for the Association .
- (c) The Vice President shall preside in the absence of the President and President-Elect.

Section 4: Duties of Staff Officers

The Executive Director and Director of Administrative Services shall sign all vouchers . If either the Executive Director or Director of Administrative Services are absent for an extended period of time due to circumstances beyond their control, the Officers of the Association will appoint another individual to co-sign all vouchers .

The Executive Director and all other paid employees of the Association will perform all duties as prescribed in the job descriptions for their positions. Job descriptions will be approved by the Executive Committee.

The Executive Director may be awarded as much as a two year contract to be considered for renewal by the Executive Committee one year prior to expiration.

Section 5: Resignations and Vacancies of Executive Committee Officers

- (a) Any Executive Committee Officer of the Association may resign at any time by giving written notice to the President or the Executive Committee. In case a vacancy occurs, the vacancy shall be filled by the alternate EC Member for the ESC Region of the officer creating the vacancy, or, in the absence of an alternate, shall be appointed by the President subject, however, to the following provisions of this Section 5.
- (b) A vacancy in the office of President shall be filled by advancing the President Elect.
- (c) A vacancy in the office of President Elect shall be filled by advancing the Vice President.
- (d) A vacancy in the office of Vice President shall be filled by the Members pursuant to Article IV, Section 3(a).
- (e) All officers named in this section to fill a vacancy shall serve until a successor is selected and approved.

Section 6: Removal from office

A Board Officer may be removed from office by a vote of a majority of the EC Members voting at a meeting of the Executive Committee specifically called for that purpose.

ARTICLE V COMMITTEES

Section 1: Special Committees

There shall be the following special committees: Audit, Legislative and such others as may be created by the President. Special committees shall be composed of a minimum of three (3) committee members, and shall be appointed by the President. Any person so appointed to any special committee shall be affiliated with an Institutional Member of the Association. The Legislative Committee members will serve for two consecutive years.

Section 2: Standing Committees

The President may appoint the following standing committees: Membership and such others as may be created by the Executive Committee. Each standing committee shall be composed of as many committee members as determined by the President. Standing Committee members shall be Members of the Association and shall serve for a term of one year. Any vacancy on any standing committee created from any cause shall be filled by appointment by the President.

The duties of the Membership Committee shall be to promote active memberships in the Association.

Section 3: Ex Officio Members

The President and Executive Director shall be an ex-officio member of all committees. Committees may meet and conduct business by teleconference call. A quorum at all committee meetings shall consist of the committee members present.

ARTICLE VI GENERAL

Section 1: Indemnification and Insurance

(a) *Reference to Statute.* Reference is made to the Texas Business Organizations Code as it may be amended from time to time ("TBOC"). Terms used in this Section and not otherwise defined shall have the same meanings as used in the TBOC. In the event of any conflict between the provisions of this Section and the TBOC, the provisions of the TBOC shall apply. It is the intention and purpose of this Section to establish guidelines for the administration of indemnification of those directors and agents of the Association who have an action, claim, or proceeding brought against them arising out of their good faith performance of duties on behalf of or at the direction of the Association. This Section is meant to incorporate and conform to the greatest extent possible with the applicable provisions of the TBOC regarding the provision of indemnification and insurance.

(b) *Indemnification and Advance of Expenses.* The Association shall indemnify and/or advance expenses to a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a governing person, former governing person or delegate of the Association (each, an "Indemnified Person") to the fullest extent permitted by, and in accordance with the determinations, procedures and limitations set forth in, Chapter 8, Subchapter C of the TBOC and any other applicable laws. It is the intention and purpose of this Section to

make mandatory the permissive indemnification provisions of Chapter 8, Subchapter C of the TBOC.

(c) *Insurance.* Subject to Chapter 8, Subchapter D of the TBOC, the Association may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by the Indemnified Person in such a capacity or arising out of his or her status as an Indemnified Person, whether or not the Association would have the power to indemnify him or her against that liability under this Section or otherwise.

(d) *Savings Clause.* If this Section or any portion of this Section shall be invalidated on any ground by any court of competent jurisdiction, then the Association shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Section that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 2: Parliamentary rules

The most current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

Section 3: Fiscal year

The fiscal year shall be June 1 - May 31.

Section 3: Notice and telephone meetings

(a) *Method.* Whenever by statute or the certificate of formation or these Bylaws, notice is required to be given to an EC Member or Member, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (1) In writing, by mail, postage prepaid, addressed to the EC Member or Member at the address appearing on the books of the Association, or (2) in any other method permitted by law, including but not limited to facsimile, email or similar electronic communications. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails.

(b) *Waiver.* Whenever, by statute or the certificate of formation or these Bylaws, notice is required to be given to EC Members or Members, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of an EC Member or Member at a meeting shall constitute a waiver of notice of such meeting, except where an EC Member or Member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(c) *Telephone Mmeetings.* Subject to the requirements of the TBOC, as amended, or these Bylaws for notice of meetings, EC Members, or members of any committee designated by these Bylaws or the Executive Committee may participate in and hold a meeting of the Executive Committee or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in

A meeting pursuant to this Section shall constitute present in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(d) *Unanimous written consent.* Any action required or permitted to be taken at any meeting of the Members, Executive Committee or the members of a committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Members, EC Members or all of the committee members, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document. A writing shall be constituted by any method permitted by law, including but not limited to email and similar electronic communications .

ARTICLE VII AMENDMENTS

These Bylaws may be amended by the EC or by majority vote of the Members at any regular or called meeting of the Membership. Notice of the amendment must be given to the Members at least twenty-four hours before the vote is taken, except in the instance of a mail ballot. A two week notice is required before an amendment is made by mail ballot.

(a) The Association's bylaws and certificate of formation may be amended in whole or in part upon the affirmative vote of two-thirds (2/3) of the EC Members present and voting. Amendments may be considered and voted upon via electronic mail or at a called meeting of the board.

(b) Any proposed amendment to these bylaws or to the certificate of formation shall be sent to all EC Members not less than ten (10) days and not more than sixty (60) days before the date of the meeting.

(c) If the bylaws or certificate of formation are amended utilizing electronic mail, the President shall retain a list of all votes cast by the EC Members. The President shall immediately report to the Executive Committee the outcome of a vote. At the next meeting of the Executive Committee, the President shall update the Executive Committee regarding the outcome of the vote as well as any amendments to the bylaws ratified by the Executive Committee using electronic mail.