

TSNAP Constitution

Article I

Name and Purpose

Section 101:

The name of this organization shall be the Texas Statewide Network of Assessment Professionals, a not-for-profit professional educational association hereinafter referred to as the Association.

Section 102:

It shall be the purpose of this Association to:

- a. share information about testing in educational settings;
- b. encourage the appropriate use of testing in education settings;
- c. improve the applications of measurement to students and educational programs;

Section 103:

Notwithstanding any other provision of these articles, the Association is organized exclusively for educational purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

Section 104:

No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article II

Membership and Meetings

Section 201:

There are three categories of membership.

Active Members shall include dues-paying individuals:

- a. With responsibility for educational assessment and/or accountability programs within a Texas public school or regional service center;

Corporate Members shall include dues-paying individuals:

- b. Who may be involved in the test development or accountability programs primarily for profit. Corporate members shall not include individuals who have responsibility for the State assessment or accountability programs.

Emeritus Members shall include dues-paying individuals:

- c. Who do not have responsibility for assessment programs, are not full or part time employees in public education, and are not involved in test development primarily for profit.

Section 202:

The Annual Meeting of the members shall be held each year in conjunction with the Texas Assessment Conference. Notice of the meeting shall be given to members at least four week prior to the date thereof.

Section 203:

A special meeting of the membership may be called on reasonable notice at any time by the President or on written request of any three members of the Board of Directors.

Section 204:

Between regular meetings, the Board of Directors may authorize a vote by mail or electronic ballot rather than call a special meeting of the members within such time limit as may be designated by the Board of Directors. The President and Secretary shall receive and count the ballots cast.

Section 205:

A quorum for any authorized meeting of the members shall consist of members present who are eligible to vote.

Section 206:

Eligibility to vote (via mailed or electronic ballot) shall be restricted to Active and Emeritus members whose dues and any special assessments are currently paid at the time of the meeting.

Section 207:

The annual membership dues shall be determined by the Board of Directors and approved by the voting members at the Annual Meeting. At the discretion of the Board of Directors and by the vote of 50% of the Directors, a special assessment may be raised to pay for unusual costs incurred by the Association in achieving its objectives. In the event that such an assessment is an amount in excess of five dollars, it will be subject to ratification by a majority of the members. The membership year shall begin on September 1.

Section 208:

Any member may be removed from the Association for conduct deemed prejudicial to the Association by two-thirds vote of the voting membership present at an Annual meeting or at a special meeting of the members called for the purpose. Such member shall first have been given written notice of the accusation against him or her, and shall have been given an opportunity to produce witnesses, if any, to be heard at the meeting at which such a vote is to be taken.

Section 209:

The *Robert's Rules of Order*, when not inconsistent with these by-laws, shall govern the meetings of the members and Board of Directors. The Immediate Past President shall serve as parliamentarian.

Article III

Officers and Board of Directors

Section 301:

The Board of Directors shall consist of the President, Past Presidents, Vice President, Secretary, Treasurer, and Directors of approved regional groups. The President shall serve as chair of the Board of Directors.

Section 302:

The President shall be the chief executive officer of the Association and shall preside over all meetings of the Board and of the members. The President shall have general and active management of the business of the Association and shall see that all orders and resolutions by the Board are carried into effect. The President shall be a member ex-officio of all standing and special committees and have the general powers and duties of supervision and management usually vested in the president of an association. Subject to approval of the Board of Directors, the President shall appoint standing committees, as set forth in Article V, Section 501, and such special committees deemed necessary to effectuate the purposes and objectives of the Association. The President shall serve for a period of one year.

Section 303:

When one's term of office as President expires, the President shall serve as Immediate Past President for one year. The Immediate Past President shall serve as a Director, as an advisor to the President, as parliamentarian, and a chair of the nominating committee.

Section 304:

A Vice President must be elected from the active membership category and shall be elected by the membership from the voting categories of membership in the Association. The Vice President shall perform duties and exercise powers of the President during the absence or disability of the President. The Vice President shall be responsible for programs held at the Annual Meeting in conjunction with the Texas Assessment Conference. The Vice President shall serve a term of one year and will serve as President for the succeeding year.

Section 305:

The Secretary must be elected from the active membership category and shall be elected by the membership from the voting categories of membership in the Association. The Secretary shall see that minutes and notes of teleconferences are kept, preserved, and read. The Secretary shall keep files of TSNAP reports and also give notices required by statute, by-laws, or resolution and shall perform such other duties as may be delegated by the Board of Directors. The Secretary shall be elected for a term of one year.

Section 306:

The Treasurer must be elected from the active membership category and shall be elected by the membership from the voting categories of membership in the Association. The Treasurer shall have custody of all corporate funds and securities and shall keep, in books belonging to the Association, full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies, securities, and valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions of the Treasurer and of the financial condition of the Association. The Treasurer shall be responsible for the Association mailing list, although this activity may be delegated to other members with approval of the Board of Directors. The Treasurer shall restore to the Association in the case of his or her resignation, retirement, or removal from office, all books, papers, vouchers, money, and property of whatever kind in the Treasurer's possession or under his or her control and belonging to the Association. The Treasurer may be bonded; payment of the premium on said bond shall be the obligation of the Association. The Treasurer shall be elected for a term of two years.

Section 307:

Directors must be elected from the active membership category and be employed in an LEA/ESC contained in the Region. Directors will be elected by vote of those voting membership categories within their region. Each Director shall be elected for a one-year term. The duties of the Directors are to vote on matters dealing with the Association policy and to assist the officers in conducting the Association's projects

Section 308:

Meetings of the Board of Directors shall be held yearly before or after the Annual Meeting of the general membership. Board members should receive notice of the meeting by electronic mail or in other written form.

Section 309:

A majority of the Board of Directors shall constitute a quorum.

Section 310:

If and when all the Directors shall severally and collectively consent in writing to any action to be taken by the Association, such action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

Section 311:

No member of the Board of Directors shall be liable to the Association, or any member, or any other person or persons from any claim of any character resulting from any actions taken or any failure to take action in good faith and believed by them to be authorized by these by-laws or within their discretion or rights or powers conferred upon them by these by-laws. Each member of the Board of Directors shall be indemnified by the Association against expenses actually and necessarily incurred in connection with the defense of any action, or proceedings in which he or she is made a party by reason of his or her being or having been a member of the Board of Directors, except in relation as to matters as to which the Director shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties.

Article IV**Elections****Section 401:**

A call for officer nominations will appear on the TSNAP website three months prior to the election. Candidates, with their approval, may be nominated for Association offices by a committee approved by the Board and headed by the Immediate Past President. Other nominations may be submitted to the nominating committee by written request of Active and Emeritus members with approval of the nominees. The call for nominations will close one month prior to the election. The Committee shall ensure that the names of candidates for each office are printed alphabetically on the ballot.

Section 402:

Elections shall be held annually for the offices of Vice President and Secretary. Elections for the office of Treasurer shall be held every two

years. Candidates for these positions must come from the active membership category.

Section 403:

Electronic balloting shall take place one month prior to the Annual Meeting and will be available during dates published by the Nominations Committee.

Section 404:

Results of the election are to be announced to the general membership at the Annual Meeting. The new officers will officially commence their terms at the end of the Annual Meeting.

Article V

Committees

Section 501:

The President may appoint standing or ad hoc committees. It shall be the responsibility of the chair of any committee to keep a record of meetings held and business transacted during his or her term. A copy of this record is to be given to the next chair of the committee and additional copies filed with the President and Secretary.

Section 502:

The President shall appoint from among the voting membership, an individual to serve as webmaster for the TSNAP website.

Article VI

Execution of Instruments

Section 601:

All checks, drafts, and orders for the payment of money shall be signed in the name of the Association and shall be counter-signed by such officers or agents as the Board of Directors may from time to time designate for that purpose.

Section 602:

When the execution of any contract or instrument has been authorized without specifications of the executive officers, the President or Secretary may execute the same in the name and behalf of the Association. The Board of Directors shall have the power and authority to designate the officers and agents who shall have authority to execute any instrument on behalf of the Association.

Section 603:

The Association may indemnify any Director or Officer, former Director or Officer, or any agent of the Association against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the Officer or Director is made a party by reason of being or having been such Director or Officer.

Section 604:

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located.

Section 605:

No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association), and no member, trustee, or officer shall

be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

Article VII

Amendments

Section 701:

Amendments to this constitution may be initiated in either of the following ways: a. The Board of Directors may formulate amendments and submit them, with any arguments it chooses, to the voting membership for action by ballot; b. Any five percent of the voting members, as sponsors, may submit in writing to the Board of Directors a proposed amendment or amendments signed by the sponsors. The Board of Directors shall then submit the proposed amendment(s), with any arguments advanced by its sponsors, with the Board's arguments and recommendations to the voting membership of the Association for action by ballot.

Section 702:

The text of the proposed amendment(s), with explanations and arguments, a ballot, and a request for a vote, shall be sent by electronic mail to the active members of the Association. At least ten days must elapse between the date on which the proposal is mailed to the members and the date on which the vote is counted.

Section 703:

An affirmative vote by two-thirds of the members returning ballots within ten days shall be sufficient for acceptance of an amendment. The Secretary shall supervise the count and certify the results. The results of the vote shall be reported to the membership by electronic mail or posting to the website.

Section 704:

An amendment to the Constitution becomes effective upon acceptance unless otherwise specified on the ballot.

Section 705:

For the purpose of amending this constitution, active members include individuals in the voting categories of membership, as defined in Article 2, Section 206.

Article VIII

Vacancies

Section 801:

Vacancies among the elected officers shall be filled by Presidential recommendation and by vote of the remaining officers and Regional Directors.

Section 802:

Vacancies among Regional Directors shall be filled by the runner-up from the regional election from the current year. If there was no runner-up, the resigning director shall conduct an election to fill the vacancy, which may be conducted electronically or at the next regional meeting.

IX

Communication

Section 901:

The email distribution list shall include the current Board of Directors, webmaster, and all past presidents.

Section 902:

When applicable, email communication shall include appropriate committee chairs and those listed in Section 901.

Adoption of Constitution and Amendments:

February 15, 2000

Amended August 2009

Amended May 2011

Amended August 12, 2012

Amended February 1, 2017

