

TSNAP Bylaws

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

ARTICLE II PURPOSE

1. The Association is a nonprofit, organized under the laws of the State of Texas exclusively for education purposes under Section 501(c)(3) of the Internal Revenue Code.
2. The Mission of the Association is to provide opportunities to grow, learn and support members in the areas of assessment and accountability.
3. Non-Partisan, Non-Commercial
 - a. The Association shall be nondiscriminatory, nonpolitical, nonsectarian, and non-profit in all its policies and activities.
 - b. No commercial interest or any candidate for public office shall be endorsed by this Association. Neither the name of the Association nor the name of any Officer in his official capacity shall be used in any connection with a commercial concern or with any political interest.

ARTICLE III MEMBERSHIP

1. The Association shall have the following Types and Classes of Membership. All memberships require the payment of annual dues.
 - a. Active Members
 - i. A person with responsibility for educational assessment and/or accountability programs within a Texas public school district or regional service center.
 - b. Corporate Members
 - i. A person involved in the test development, development of accountability programs or products which support state assessment and/or accountability;
 - ii. Corporate members shall not include individuals who have responsibility for the State assessment or accountability programs.
 - c. Emeritus Members
 - i. A person who does not have responsibility for assessment programs;
 - ii. Is a former or retired employee from a Texas public school district or regional service center;
 - iii. Is not involved in test development, development of accountability programs or products which support state assessment and/or accountability.
2. Membership Year
 - a. Annual year membership is from September 1 - August 31.
 - b. Although a member may join the Association at anytime during the annual membership year by paying dues, any dues paid between June 1 and August 31 will be towards the new membership year beginning on September 1.

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3. Dues
 - a. Annual membership dues will be approved by the Board of Directors..
 - b. One corporate membership is provided during an annual membership year upon receipt of a corporate sponsorship.
4. Duties and Rights of Membership
 - a. Active Members
 - i. May vote in elections and other items requiring a ballot.
 - ii. May serve as an Officer.
 - iii. May serve on the Board of Directors.
 - iv. May attend TSNAP events including Academies, Forum, Annual Meeting, TETNs and Regional meetings.
 - v. May access the TSNAP website.
 - b. Corporate Members
 - i. One membership per Corporate sponsorship
 - ii. May not vote in elections.
 - iii. May not serve as an Officer.
 - iv. May not serve as a Director.
 - v. May attend select TSNAP events, dependent upon corporate sponsorship level.
 - vi. May access the TSNAP website
 - c. Emeritus Members
 - i. May not serve as an Officer
 - ii. May vote in elections
 - iii. May serve on the Board of Directors if they are a past president or committee chair
 - iv. May attend TSNAP events including Academies, Forum, Annual Meeting, TETNs and Regional meetings.
 - v. May access the TSNAP website.
5. Removal of Member
 - a. A member may be removed from the Association for conduct deemed prejudicial to the Association by two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

ARTICLE IV MEETINGS OF MEMBERS

1. Annual Meeting
 - a. An Annual Meeting at the Forum shall be held between September 1 and December 31 of each year. The date and location shall be determined by the President.
 - b. Unless otherwise limited by the standing rules adopted by the Board of Directors of the Association, all members may attend and participate at the Annual meeting, but only Active and Emeritus members may vote.

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2. TETNs
 - a. TETNs for TSNAP members will be conducted throughout the year.
 - b. Members must contact their Region ESC for viewing information.
3. TSNAP Luncheon
 - a. A luncheon will be held for TSNAP members at the Texas Assessment Conference.
 - b. The Board will determine the ticket price.
4. Special Meetings
 - a. May be called by the Board or upon written request of five percent (5%) or more of the members entitled to vote. The President shall fix a meeting date, not less than twenty (20) or more than forty-five (45) days after the receipt of the written request for a Special meeting.
5. Action by Conference or Electronic Communication
 - a. Members of the Association may participate in a meeting and vote through the use of electronic means
 - b. Members participating through electronic means shall be considered present for the purposes of determining the quorum.
6. Quorum
 - a. A majority of the voting members in attendance shall constitute a quorum at any meeting of the members.

ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

1. The business and affairs of the Association shall be managed under the sole direction of the Board of Directors, hereinafter referred to as the “Board.”
2. The officers shall be President, Vice President, Treasurer, Secretary, and Immediate Past President.
 - a. Terms of the Officers:
 - i. The Vice President shall serve for one (1) two-year term. The first year will be served as Vice President/President-Elect. The second year of the term will be served as President.
 - ii. The Treasurer shall serve for one (1) two-year term.
 - iii. The Secretary shall serve for one (1) one-year term.
 - iv. The Immediate Past President shall be an ex-officio member of the Board for one (1) one-year term.
3. Each Region shall elect a Director.
 - a. Each Region Director shall serve for one (1) two-year term.

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4. The Board shall be composed of the following twenty-five (25) members: The President, Immediate Past President, Vice President, Secretary, Treasurer, Region 1 Director, Region 2 Director, Region 3 Director, Region 4 Director, Region 5 Director, Region 6 Director, Region 7 Director, Region 8 Director, Region 9 Director, Region 10 Director, Region 11 Director, Region 12 Director, Region 13 Director, Region 14 Director, Region 15 Director, Region 16 Director, Region 17 Director, Region 18 Director, Region 19 Director, Region 20 Director
 - a. The Emeritus members shall not vote unless serving as Immediate Past President.
 - b. Past Presidents are permitted to attend board meetings as an advisor to the board but may not vote on board motions.
5. The duties of the Board shall include, but are not limited to:
 - a. Set the strategic direction of the Association;
 - b. Support the Regional groups;
 - c. Approve the budget and changes thereto;
 - d. Such other powers and duties that may be necessary for the management of the Association
 - e. Attend the annual meeting
 - f. Attend board meetings
6. Meetings of the Board
 - a. Board meetings may be held in person or via teleconference as long as all members can hear and speak.
 - b. Regular Meetings
 - i. There shall be a minimum of four (4) meetings per year held at the times and places determined by the President.
 - ii. The board shall meet at least once every fall, spring and summer.
 - c. Special Meetings
 - i. Special meetings may be called by the President at his/her discretion.
 - ii. A Special meeting shall be called by the President upon the written request of three (3) members of the Board.
7. Notice of Meetings
 - a. Board members should receive notice of the meeting by electronic mail or in other written form at least fourteen (14) days prior to the regular or special meeting.
8. Quorum
 - a. A majority of the members of the Board constitutes a quorum.
9. Officer Election Process
 - a. Nominations for Officers
 - i. A call for officer nominations will appear on the TSNAP website three months prior to the Annual meeting and Forum.
 - ii. The call for nominations will close one month prior to the election.
 - iii. An active member accepts the nomination when he/she submits the signed nomination form by the close of the nomination window.
 - b. The immediate past-president serves as the election chair.

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- c. The names shall be printed in alphabetical order on the ballot.
- d. Electronic balloting shall take place one month prior to the Annual Meeting.
- e. The Officers shall be elected in the fall and announced at the Annual Meeting and shall serve from January 1 to December 31.

10. Regional Director Nomination Process

- a. The Regional Directors shall be elected between September 1st and December 31st of each year and shall serve for two years from January 1 - December 31.
 - i. Even numbered regions will hold elections during even numbered years.
 - ii. Odd numbered regions will hold elections during odd numbered years.
- b. A Regional Director must be classified as an active member at the time of the nomination and election and must be employed in an LEA/ESC contained in the Region.
- c. The immediate past president shall serve as the election chair.

Resignations and Filling Vacancies

- d. Any officer or director may resign by providing written notice to the President or Secretary. The resignation shall be effective upon receipt or unless a later date is specified in the notice of resignation.
- e. Vacancies among the elected officers shall be filled by Presidential recommendation and by vote of the remaining officers and Regional Directors.
- f. 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.

ARTICLE V

DUTIES OF OFFICERS AND REGIONAL DIRECTORS

- 1. The duties of all officers and regional directors shall be those normally incident to the office and other duties as prescribed by these Bylaws or assigned by the Board of Directors.
- 2. Each member of the Board of Directors should attend and participate in Regional meetings.
- 3. The president shall:
 - a. Preside at all meetings of the Board of Directors and at the Annual Meeting.
 - b. Be a non-voting ex-officio member of all committees.
 - c. Perform other such duties as prescribed in these Bylaws and as are usual to this office.
 - d. Subject to approval of the Board of Directors, the President shall appoint standing committees, as set forth in Article VI.
- 4. The Immediate Past President shall:
 - a. Serve as an ex officio member of the Board of Directors
 - b. Act as an advisor to the Board of Directors
 - c. Serve as the Parliamentarian
 - d. Serve as the Election Chair
 - e. Perform such other duties as may be assigned by the President or the Board.

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5. Duties of the Secretary
 - a. Keep a book of minutes of all meetings and actions of the Board.
 - b. Keep notes of teleconferences.
 - c. Perform such duties as are usual to this office
 - d. Perform other such duties as may be assigned by the President or the Board.
6. Duties of the Treasurer
 - a. Be responsible for oversight of the receipt and custody of all monies of the Association and oversight of the distribution thereof as authorized by the Board of Directors.
 - b. Act as the chairman of the Budget Committee and submit a proposed budget for approval to the Board.
 - c. Be responsible for the preparation and distribution of the Annual Financial Report.
 - d. File all all required tax documents on time.
 - e. Have other such powers and perform such other duties as may be prescribed by the Board or these Bylaws.
 - f. Serve as chairman of the budget and finance committee.
7. Duties of the Vice President
 - a. Work with the President in preparation for assuming the Presidency.
 - b. Perform other such duties as may be assigned by the President or the Board.
 - c. In the absence or disability of the President, the Vice President shall perform all duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
8. Duties of each Regional Director
 - a. Facilitate Regional meetings.
 - b. Serve on the TSNAP Board of Directors.
 - c. Assist with the Association's projects and events.
 - d. Serves as a liaison between TSNAP and the regional members.
 - e. Membership recruitment and support.

ARTICLE VI COMMITTEES

1. The Association shall establish the following committees. Except as otherwise provided, members of the committees shall be appointed by the Board.
 - a. Budget and Finance Committee
 - i. The committee shall be comprised of a minimum of three (3) members including the Treasurer, Vice President and Immediate Past President. .
 - ii. The committee shall advise the Board on all matters related to the financial procedures and controls of the Association.
 - iii. The committee shall prepare the annual budget of the Association.
 - iv. The committee shall present the proposed budget to the Board of Directors for approval.

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- b. Public Relations Committee
 - i. The committee shall manage the website and all social media accounts.
 - ii. The committee members shall be appointed by the President.
- c. The President may appoint other committees as deemed necessary with approval from the board.
2. The chair of the committee shall keep a record and minutes of the meetings held and business transacted. A copy of this record shall be given to the next chair of the committee and additional copies filed with the President and Secretary.

ARTICLE VII INDEMNIFICATION AND INSURANCE

1. Directors and Officers shall be indemnified to the maximum amount allowed by current Texas law.
2. The Association shall obtain such Directors and Officers Insurance and General Liability Insurance in the amounts it deems necessary.

ARTICLE VIII CHECKS, DRAFTS OR ORDERS

1. All checks, drafts, and orders for the payment of money shall be signed in the name of the Association and shall be countersigned by such officers or agents as the Board of Directors may from time to time designate for that purpose.
2. 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.

ARTICLE IX BOOKS, RECORDS AND REPORTS

1. The treasurer shall maintain all records in accordance with Texas law and these Bylaws.
2. Members shall have the rights of inspection as stated in current law.
3. An annual financial report shall be made each year in accordance with current statute and other applicable law and regulation. This report shall be given to the members of the Board and other members as requested, in accordance with current statute.
4. A certified public accountant or an outside accountant shall be retained by the Board to examine all financial records or the President may appoint a committee to make a review of the financial records.

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ARTICLE X CONSTRUCTION AND DEFINITIONS

1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Texas Nonprofit Law shall govern the construction of these Bylaws, and it is the intent that these Bylaws shall conform to State law, therefore in case where there is a conflict between these Bylaws and State Law, the State Law shall prevail.
2. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term “person” includes both the Association and a natural person, “shall” is mandatory, “Board” or “Board of Directors” includes Officers and Directors.

ARTICLE XI PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of this Association, the definition of words and principles of interpretation in and of these Bylaws in all cases not provided in these Bylaws or not inconsistent with the laws of the State of Texas.

ARTICLE XII AMENDMENTS

These Bylaws may be amended or revised by two-thirds ($\frac{2}{3}$) vote of the members returning ballots within ten (10) days provided that a written copy of all proposed amendments or proposed revision has been given to each member, personally, by mail, electronic transmission, or posted on the website ten (10) days prior to the start of the vote.

ARTICLE XIII DISSOLUTION

1. This Association may be dissolved by a two-thirds ($\frac{2}{3}$) vote of the Board of the Directors.
2. Upon dissolution of the Association, the Board of Directors shall pay or provide for all debts and obligations outstanding. The remaining assets will be distributed to a qualified non-profit entity constituted for the same or similar purpose as this Association.
3. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

ARTICLE XIV FISCAL YEAR

1. The Fiscal Year of this Association shall be January 1 - December 31 inclusive.