

**PROPOSED - BYLAWS OF THE
TEXAS ASSOCIATION OF SCHOOL PERSONNEL ADMINISTRATORS**
Revised and adopted by the membership December 13, 2012 (effective January 1, 2013)

These Bylaws (referred to as the “Bylaws”) govern the affairs of **TEXAS ASSOCIATION OF SCHOOL PERSONNEL ADMINISTRATORS**, a non-profit corporation (referred to as the “Organization”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

ARTICLE ONE: OFFICES

1.01 Principal Offices. The principal office of the Organization shall be located in Austin, Texas, or at such location as may be selected by the Executive Board (the “Executive Board” being designated as the name used to refer to the Board of Directors of the Organization).

1.02 Other Offices. The Organization may also have offices at such other place or places both within and without the State of Texas as the Executive Board may from time to time determine or the business of the Organization may require.

ARTICLE TWO: MEMBERSHIP CLASSES; VOTING

2.01 There shall be five classes of membership in this Organization: Professional, Support Staff Associate, Professional Associate, Retired, and Honorary.

2.02 Professional. For those school professional administrators with major responsibility for school district personnel/human resource administration or those whose assigned work is primarily concerned with personnel/human resource functions in the public schools. Only Professional members shall have the right to vote or to be eligible for election to serve as a District Representative or other voting member of the Executive Board, except as otherwise provided in these Bylaws.

2.03 Support Staff Associate. For those non-administrative public school employees who are primarily concerned with personnel/human resource administration. Support Staff Associate members shall be entitled to participate in all activities of the Organization, except voting and holding elected office.

2.04 Professional Associate. For those who are a public school administrator or are associated with employment in an educational environment, to include but not limited to colleges or uni-

versities, educator preparation programs, state educational agencies, education service centers, law firms, and other education related professional organizations. Professional Associate membership shall also be available to former Professional members of this Organization who, although no longer engaged in personnel/human resource administration, maintain a position in educational administration. Professional Associate members shall be entitled to participate in all activities of the Organization, including standing committees but excluding voting and holding elective office.

2.05 Retired. Any retired member is eligible for retired membership. Retired members shall be entitled to participate in all activities of the Organization, except voting and holding elective office. A retired member is defined as a person not actively working in a position that would place him in another membership category.

2.06 Honorary. Honorary membership may be accorded to persons who have distinguished themselves in school personnel/human resource work. Honorary members shall be entitled to participate in all activities of the Organization, except voting and holding elective office.

- a. Honorary membership shall be accorded upon recommendation of the Executive Board and presented to the active membership present at the business meeting of the annual conference. Any active member wishing to nominate a candidate for honorary membership should submit the name of the person concerned to the Executive Board for consideration.
- b. Eligibility for honorary membership shall be determined by the Executive Board. Criteria shall include: (1) consistent and active participation in the Organization, (2) evidence of having made useful contributions to the Organization, especially by having held responsible offices in the organization, (3) disassociation from the organization for sufficient reasons, such as retirement, acceptance of another position not directly involved in personnel/human resource administration, ill health, or other cause.
- c. Non-members who have made an outstanding contribution to the Organization and/or school personnel/human resource administration may be accorded honorary membership.

2.07 Termination of Membership.

- a. A Professional member will be placed on inactive status upon leaving a position in personnel/human resource work or upon failure to pay the annual dues. When a change in membership status is the result of a change of position within the profession, the member shall retain membership status for the remainder of the membership year. Other membership categories are available to these individuals.

- b. An active Professional Associate, Support Staff Associate or Retired member will be placed on inactive status upon failure to pay the annual dues.

2.08 Voting. Voting shall be limited to Professional members in good standing with the Organization. A “member in good standing” shall mean a member who is not delinquent in the payment of any dues or fees then currently owed to the Organization.

ARTICLE THREE: MEETINGS OF MEMBERS

3.01 This Organization shall meet in conference twice a year with a business meeting conducted at the annual Winter Conference or as determined by official action of the membership.

3.02 The Executive Board may represent the Organization between meetings.

3.03 The President, with the advice and authority of the Executive Board, may call special meetings of the membership to give consideration to specified professional issues. Any action or recommendation for action taken at such special meetings shall be subject to adoption, modification or rejection by the membership of the Organization at its next conference business meeting.

ARTICLE FOUR: EXECUTIVE BOARD

4.01 Management. The business and affairs of the Organization shall be managed by the Executive Board who may exercise all such powers of the Organization and do all such lawful acts as are not prohibited by statute, by the Articles of Incorporation, or by these Bylaws of this Organization.

4.02 Number; Qualifications; Election; Term. The Executive Board of the Organization shall consist of not more than fifteen (15) members nor fewer than three (3) members. Only Professional members in good standing with the Organization shall be eligible for election as a member of the Executive Board (a “member in good standing” shall mean a member who is not delinquent in the payment of any dues or fees then currently owed to the Organization). The Board Members shall be elected by the members of the Organization (provided that the District Representatives shall be elected by the vote of only the active members from the particular geographic district) and each Board Member elected shall hold office until his successor shall be elected and shall qualify. Any Board Member who loses status as a Professional member of the Organization due to a position reas-

signment outside of personnel/human resource administration but still functioning in a public school district during his term as a District Representative or other voting member of the Executive Board shall, at the option of the other voting members of the Executive Board as determined by the majority vote thereof, be eligible to continue to serve on the Executive Board and remain eligible for election to serve as a District Representative or other voting member of the Executive Board. At the option of the other voting members of the Executive Board as determined by the majority vote thereof, the position of Immediate Past President may be filled by the outgoing President regardless of employment status as long as membership is maintained in good standing.

4.03 Change in Number. The number of Board Members may be increased or decreased from time to time by action of the members, but no decrease shall have the effect of shortening the term of any incumbent Board Member.

4.04 Removal. Any Board Member may be removed, either with or without cause, at any regular or special meeting of the members by the vote of a majority of the members, if notice of intention to act upon such matter shall have been given in the notice calling such meeting.

4.05 Vacancies. Any vacancy occurring in the Executive Board by death, resignation, removal, or otherwise, may be filled by an affirmative vote of the majority of the remaining Board Members though less than a quorum of the Executive Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. However, any vacancy to be filled by reason of the increase in the number of Board Members shall be filled by election at an annual meeting of the membership or at a special meeting of the membership called for that purpose.

4.06 Election of Board Members. Board Members shall be elected by plurality vote.

4.07 Place of Meetings. Meetings of the Executive Board, regular or special, may be held within or without the state of incorporation.

4.08 Regular Meetings. Regular meetings of the Executive Board may be held without notice at such time and place as shall from time to time be determined by the Executive Board.

4.09 Special Meetings. Special meetings of the Executive Board may be called by the President on three (3) days' notice to each Board Member, either personally, by mail, or by email;

special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of two (2) Board Members. Except as may be otherwise expressly provided by statute, by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at nor the purpose of any special meeting need be specified in a notice or waiver of notice of such meeting.

4.10 Quorum; Majority Vote. At all meetings of the Executive Board a majority of the membership of the Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the Board Members present at any meeting at which a quorum is present shall be the act of the Executive Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Executive Board, the Board Members present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.11 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if a written consent thereto is signed by all of the members of the Board. Such written consent shall be filed with the minutes of the proceedings of the Board.

4.12 Telephone Meetings. Subject to the provisions required or permitted by law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or the Bylaws of this Organization, the members of the Executive Board may participate in and hold a meeting of such Executive Board by means of a conference by telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, or by other suitable electronic communication system (including videoconferencing or the internet) where each person entitled to participate consents and the system provides that each participant can communicate concurrently with each other participant, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE FIVE: EMERGENCIES

5.01 Emergencies. During an emergency period following a major catastrophe resulting in the loss by death, incapacity, or otherwise, or the isolation of members of the Organization's Executive Board or of the Organization's officers, a majority of Board Members (who have not been rendered incapable of acting by death, physical or mental incapacity, or isolation) shall constitute a quorum of and shall have the power, by majority vote, to fill vacancies on the Executive Board and to elect and appoint officers of the Organization; to call a special meeting of the Executive Board; and to carry on other corporate business. During such emergency period reasonable attempts shall be made to give notice to the Board Members, but actions taken at a meeting held during such period shall not be rendered invalid because of failure to give notice as otherwise required.

ARTICLE SIX: NOTICE

6.01 Method. Whenever under the provisions of applicable statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any Board Member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (i) in writing, by mail, electronic mail, postage prepaid, addressed to such Board Member at such address as appears on the books of the Organization; or (ii) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States Mail.

6.02 Waiver. Whenever any notice has been required to be given to any Board Member of the Organization under the provisions of statutes, the Articles of Incorporation or these Bylaws, a written waiver thereof signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed the equivalent of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE SEVEN: OFFICERS AND AGENTS

7.01 Qualifications. Only Professional members in good standing with the Organization shall be eligible for election as an officer except as otherwise provided in these Bylaws. A “member in good standing” shall mean a member who is not delinquent in the payment of any dues or fees then currently owed to the Organization.

7.02 Officers. The persons serving on the Executive Board shall serve as the elected officers of the Organization, and shall include the President, a President-Elect, a First Vice-President, a Second Vice-President, a Recording Secretary, six District Representatives, the immediate Past President and an Executive Director (provided that the Executive Director shall be a non-voting member of the Executive Board).

7.03 Election. The officers, other than the President and the Executive Director, shall be elected at the annual conference business meeting. The President-Elect shall automatically succeed to the office of President. The Executive Director shall be selected by the Executive Board. The six District Representatives shall be elected to three-year terms by vote of the active members from the particular geographic district.

7.04 Term. All officers (other than the Executive Director and the District Representatives) are to be elected and serve a one-year term of office. The term of office for officers shall commence immediately upon their election to such position. Each Officer shall hold office for his stated term or until his successor has been elected and qualified or until his earlier death, resignation, or removal from office.

7.05 Vacancies. Any vacancy occurring in any office of the Organization (by death, resignation, removal, or otherwise) may be filled by the Executive Board until the next annual business meeting.

7.06 Removal. Any officer or agent elected or appointed by the members may be removed by a majority of the members whenever in their judgment the best interests of the Organization will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the per-

son so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

7.07 Authority. Officers and agents shall have such authority and perform such duties in the management of the Organization as are provided in these Bylaws or as may be determined by resolution of the members not inconsistent with these Bylaws.

ARTICLE EIGHT: DUTIES OF OFFICERS; EXPENDITURES

8.01 President. The President shall be the chief executive officer of the Organization, shall have general and active management of the business and affairs of the Organization, shall serve as chair of the Executive Board, shall preside at all meetings of the membership, shall see that all votes and resolutions of the membership and the Board are carried into effect, shall be empowered to speak for the Organization, subject to the direction of the Executive Board, and shall jointly, with the Executive Director, be authorized to expend Organization funds, subject to the direction of the Executive Board. The President may appoint Ad Hoc Committees with the advice of the Executive Board and will serve as the liaison to those committees. The President will be an ex-officio member of all committees. He shall perform such other duties and have such other authority and powers as the members may, from time to time, prescribe.

8.02 President-Elect. The President-Elect shall serve as the Chair of the nominations committee and complete any term of office for the President, should the President vacate same, without an additional presidential election or appointment. Additionally, the President-Elect shall serve as a member of the Finance Committee of the Executive Board. Upon being elected to the position of President-Elect, the President-Elect automatically takes the President's position at the end of the President's term of office. He shall perform such other duties and have such other authority and powers as the members may, from time to time, prescribe, or as the President may, from time to time, delegate.

8.03 First Vice-President. The First Vice-President shall serve as a member of the Finance Committee of the Executive Board, and he shall perform such other duties and have such other au-

thority and powers as the members may, from time to time, prescribe, or as the President may, from time to time, delegate.

8.04 Second Vice-President. The Second Vice-President shall serve as a member of the Finance Committee of the Executive Board, and he shall perform such other duties and have such other authority and powers as the members may, from time to time, prescribe, or as the President may, from time to time, delegate.

8.05 Recording Secretary. The Recording Secretary shall keep the minutes of each meeting of the Executive Board and of the business meeting of the annual conference. The minutes of each meeting and all Organization records will be forwarded to the Executive Director, who will retain them on permanent file. The Recording Secretary shall perform such other duties and have such other authority and powers as the members may, from time to time, prescribe, or as the President may, from time to time, delegate.

8.06 Immediate Past President. The immediate Past President shall serve as Chair of the Scholarship Committee.

8.07 District Representatives. The District Representatives shall serve as voting members of the Executive Board and shall assist in the coordination of Organization activities in the geographical area served. The District Representatives shall be responsible for providing input to the President on the business of the Organization. The District Representatives shall assist with membership recruitment. They shall have the following duties: 1) serve as the Executive Board link to membership; 2) organize and hold district meetings during the year on personnel issues; 3) recognize retiring personnel administrators in the district at the Winter Conference; 4) provide information on personnel issues and people in the district for publication in the Update Newsletter; 5) provide registration services for conferences; 6) provide program facilitators for conferences; 7) recommend program presenters for conferences; 8) attend Executive Board meetings and represent the views of the district on association issues; 9) be an advocate for TASPAs in Texas and 10) conduct the District Meeting at the Winter Conference. They shall perform such other duties and have such other author-

ity and powers as the members may, from time to time, prescribe, or as the President may, from time to time, delegate.

8.08 Executive Director. The Executive Director shall coordinate all Organization conferences and events; shall be responsible for the coordination of all publications; shall be responsible for membership records and serve as liaison to the Membership Committee; shall issue certificates of membership to all active, associate, retired and honorary members; and shall coordinate the on-going activities of the Organization in accordance with the directions of the Executive Board. He shall perform such other duties and have such other authority and powers as the members may, from time to time, prescribe, or as the President may, from time to time, delegate.

8.09 Expenditures. All officers other than the Executive Director shall serve without compensation. An annual budget shall be approved by the members present at the annual Winter Conference upon recommendation from the Executive Board. The compensation of the Executive Director, if any, shall be as approved in the annual budget as presented by the Executive Board.

8.10 Reimbursement. Reimbursement for actual expenses may occur when expenses have been the result of carrying out Organization business. Such reimbursement shall be in accord with the procedures established by the Executive Board.

ARTICLE NINE: COMMITTEES

9.01 The standing Committees are: Legislative, Nominations, SBEC, and Scholarship. Duties and responsibilities will be determined by the Executive Board. Members of the committees will be elected by the TASPAs members of their respective TASPAs District. Ad Hoc Committees may be appointed at the discretion of the President or the Executive Board.

ARTICLE TEN: NOMINATIONS AND ELECTIONS

10.01 Nominations. For the purpose of nominations and elections, the officers of the Association are Immediate Past President, President, President Elect, First Vice President, Second Vice President and Secretary. Excepting the Immediate Past President, officers may not be from the same TASPA District. Nominations from the membership-at-large for the offices of President-Elect, First Vice-President, Second Vice-President, and Recording Secretary may be made to the Nomination Committee by any member. The Nomination Committee shall nominate one or more candidates for the offices to be filled at the annual Winter Conference. Following presentation of the committee's candidates at the annual Winter Conference business meeting, additional nominations may be made from the floor by any member, provided that the consent of the nominee has been obtained in advance.

10.02 Elections. Election of Organization officers will be held at the annual Winter Conference business meeting. Nominations of officers shall be presented by the Chair of the Nomination Committee. Elections shall be by a written ballot whenever more than one person has been nominated for an Organization office. In the event that there are three or more candidates for an office and no candidate receives a majority vote, only the names of the two candidates receiving the most votes shall be included in the next ballot.

ARTICLE ELEVEN: DUES AND FEES

11.01 Individual Membership. Annual membership dues shall be paid according to the membership category. The amount of dues for each membership category is to be recommended by the Executive Board and approved by the Professional members present and voting at the business meeting of the annual conference prior to its becoming effective at the next annual Winter Conference. If no action is taken at the annual conference, the annual dues shall remain the same as the preceding year. In order for it to be acted upon at the business meeting, the recommended dues must be announced and/or published and distributed to the members not less than 24 hours before the time of the annual business meeting.

11.02 Exemption of Honorary Members. Honorary members shall be exempt from payment of membership dues.

11.03 Conference Registration. Individual registration fees shall be established by the Executive Board. The fees shall be paid as part of the registration procedure for the annual conference and other Organization meetings. The individual registration shall be paid by each active or associate member in attendance at the conference. Honorary members and past presidents of the Organization shall be exempt from paying the registration fee at one TASPAs annual conference of their choice (Summer, Fall or Winter). Retired members shall pay a reduced conference fee as determined by the Executive Board.

ARTICLE TWELVE: AMENDING THE BYLAWS

12.01 The power to alter, amend, or repeal these Bylaws, or adopt new Bylaws, shall be vested in the members.

ARTICLE THIRTEEN: DISSOLUTION

13.01 Upon dissolution of the Organization or the winding up of its affairs, the assets of the Organization remaining after payment (or provision for payment) of all debts, liabilities and obligations of the Organization shall be distributed in furtherance of the purposes set forth in the Articles of Incorporation.

ARTICLE FOURTEEN: GENERAL

14.01 Books and Records. The Organization shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of the Executive Board.

14.02 Annual Statement. The Executive Board shall present at each annual business meeting of the membership a full and clear statement of the business and condition of the Organization, including a reasonably detailed balance sheet and income statement.

14.03 Checks and Notes. All checks and demands for money and notes of the Organization shall be signed by such officer or officers, or such other person or persons, as the Executive Board may from time to time designate.

14.04 Fiscal Year. The fiscal year of the Organization shall extend from January 1 through December 31 or as may be otherwise fixed by resolution of the Executive Board.

14.05 Seal. The corporate seal (if any) shall be in such form as may be prescribed by the Executive Board. The seal may be used by causing it, or a facsimile thereof, to be impressed on affixed or in any manner reproduced.

14.06 Resignation. Any Board Member, officer, or agent may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation or termination of any Board Member, officer, or agent may be noted in the minutes of a meeting of the Executive Board in which event any written notice as required herein shall not be necessary, and the resignation or termination shall be effective on the date specified.

14.07 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portions of these Bylaws shall be held invalid or inoperative, then, so far as reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given the intent manifested by the portion held invalid or inoperative.

14.08 Table of Contents; Headings. The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

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