

# TASSCC Advisory Board

## Bylaws

Approved by TASSCC Board: January 17, 2019

### ARTICLE I - STATEMENT OF PURPOSE AND OPERATION

The TASSCC Advisory Board ("Advisory Board" or "TAB") was formed for the express purpose of providing feedback and support to the TASSCC Board of Directors on its operations, decisions, and activities.

### ARTICLE II - MEMBERSHIP

The TASSCC Advisory Board shall have thirteen members from the Associate Membership. These thirteen members of the TAB shall be paid-in-full Associate Members, per the following Associate Membership eligibility guidelines:

1. Any corporation, partnership or sole proprietorship provided such entity is primarily engaged in information technology and related services.
2. Local Government or Federal Government agencies, or
3. State-supported school districts (K-12).

#### Officers

At the first meeting of each new fiscal year, or as needed when an officer cannot fulfill his/her duties, the voting members shall self-appoint a Chair, a Vice-Chair, and a Secretary. In the event no TAB member runs for an open officer position, the Chair may appoint a TAB member to fulfill the vacant officer position.

**Chair** – The Chair is the principal appointed officer who shall preside at all TAB meetings. The Chair shall make subcommittee appointments and shall serve as an ex-officio member of all subcommittees. The Chair is invited to attend TASSCC Board of Director meetings.

**Vice Chair** – The Vice Chair shall preside at all TAB meetings in the absence of the Chair. In the event the office of Chair becomes vacant before the end of the fiscal year, it shall be filled by the Vice Chair who shall serve out the remaining term. The Vice Chair is invited to attend TASSCC Board of Director meetings.

**Secretary** – The Secretary shall maintain the minutes of all TAB meetings, and electronically mail copies of said minutes to the Associate Membership, TASSCC Board of Directors and the Association Management Company (for permanent filing of records). The Secretary shall also maintain the attendance record from all TAB meetings. During an election, the Secretary shall

prepare, distribute, collect and tally ballots, reporting results to the Chair. The Secretary shall keep the official correspondence of the TAB. In the event no TAB member runs for an open officer position, the Chair may appoint a TAB member to fulfill the vacant officer position. Officers may retain their position if changing employers, provided the new employer is a member in good standing of the TASSCC Advisory Board.

### **Term of Membership**

Each vendor member shall be expected to serve a three-year term and shall be eligible for re-appointment to TAB for an additional three-year term. Any vendor who serves two consecutive terms must sit out as a voting member for at least one (1) year and shall be eligible for re-appointment to the TAB at the end of that year. Any vendor member who is elected to fill a position vacated before the expiration of a term is eligible to complete that term plus one additional three-year elected term. The terms of vendor members shall be staggered so that roughly one-third of the TAB members are considered for replacement each year. The Chair and Vice-Chair may serve no more than two, consecutive, one-year terms in each office. Secretary may remain in office until a new Secretary is elected or appointed.

### **Replacement of Members**

A. A vacancy occurs on the TAB when a vendor/company fails to fulfill its commitment to actively participate with TASSCC at large and/or the TAB. This commitment includes the attendance requirement outlined in subsection B of this section. The TAB Chair, with the consensus of the remaining members of the TAB and the approval of the TASSCC Board of Directors, may request that the vendor/company resign from the TAB.

B. Designated TAB member company representatives are responsible for ensuring their attendance is counted for each meeting and are allowed only two excused absences from regular monthly TAB meetings during the fiscal year. A third absence will result in forfeiture of the TAB member company's position on the TAB. Designated TAB member company representatives are allowed to send alternate representatives in their stead to attend a TAB meeting, and this will fulfill the TAB member company's attendance requirement for that meeting. In addition, a TAB member company may designate a different representative from its company at any time during its elected term.

C. When a TAB vacancy occurs as a result of any of the following, the TAB Chair and the remaining TAB members shall consider applicants for membership from applications submitted by Associate Members.

1. TAB member failing to fulfill its commitment;
2. TAB member organization undergoes a change of control;

### 3. TAB member organization becomes insolvent;

Prior to consideration of requests for TAB membership, the TAB Secretary shall verify that all applicants for TAB membership are still active, and an attempt shall be made to notify other Associate Members of the vacancy in order to ensure equal consideration for membership. In the instance of a change of control (2), the new controlling organization may claim the membership of the prior organization in their application process.

If an individual resigns from a TAB member company and moves to another company that meets the TAB requirements, the individual and the new company may apply to be considered for TAB membership.

D. After reviewing the applications for membership, priority consideration for selecting a replacement shall be given as follows:

1. The TAB shall attempt to maintain a diversity of vendor members. The TAB shall strive to keep a minimum of three of the thirteen members from state-designated HUB vendors.

### **ARTICLE III - MEETINGS AND VOTING**

General Session TAB meetings/monthly Associate Member Luncheons are open to all paid-in-full TASSCC Associate Members. In addition, the following are invited to attend TAB meetings / Monthly Associate Member Luncheons: (1) a TASSCC Board of Directors representative, and: (2) an Association Management company representative.

Executive Session of the TAB may be conducted as called by the TAB Chair, and only TAB Members and the previously mentioned invitees, (TASSCC Board of Directors representative and Association Management company representative) may attend.

Only TASSCC Advisory Board Members may participate in voting when it becomes necessary.

### **ARTICLE IV - AMENDMENTS**

The TASSCC Board of Directors shall approve amendments or revisions to these bylaws.