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BYLAWS OF:
**TEXAS COUNCIL OF ADMINISTRATORS
OF SPECIAL EDUCATION, INC.**
(A Texas Non-Profit Corporation)

**Proposed:
October 30, 2012**

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BYLAWS

OF

**TEXAS COUNCIL OF ADMINISTRATORS
OF SPECIAL EDUCATION, INC.**

ARTICLE I.

NAME

The name of the corporation, as stated in its Articles of Incorporation, is Texas Council of Administrators of Special Education, Inc. (the "Corporation"), otherwise abbreviated as "TCASE."

ARTICLE II.

PURPOSES

The Corporation is organized exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following Specific purposes:

1. To promote proactive leadership in the development and improvement of educational services for individuals with disabilities;
2. To foster a spirit of cooperation between those responsible for special and general education programs and services;
3. To provide a forum for the study and discussion of critical issues that promote a quality education for all students;
4. To encourage the full and careful examination and evaluation of special education issues in order to promote and advance special education interests;
5. To provide professional development opportunities that build critical competencies for new members and extend skills of experienced members;
6. To foster communication within the Corporation to influence policy which advances the status of services for students;
7. To engage in any programs, activities or business transactions that are consistent with the foregoing purposes and which are deemed appropriate and are authorized by the Board, and/or the membership.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from income tax under Section 501 (c) (6) of the Code or corresponding provisions of any subsequent federal tax laws, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1 General Powers: The property and affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The Board of Directors shall have supervision, control, and direction of the affairs of the Corporation and its committees; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its

1 funds. The Board may adopt such rules and regulations for the conduct of its business as shall
2 be deemed advisable, and may, in the execution of the powers granted, delegate certain of its
3 authority and responsibility to the Executive Committee, from time to time.
4

5 Section 3.2 Performance of Duties: A director of the Association shall perform his/her duties as a
6 director, including his/her duties as a Member of any committee of the Board upon which he/she
7 may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the
8 Association, and with such judgment as an ordinarily prudent person in a like position would use
9 under similar circumstances.

10
11 Section 3.3 Number of Board members: The Board shall be composed of 13 voting members:
12 nine elected by the House of Delegates and as well as four officers: the Immediate Past
13 President, President, President-Elect, and Secretary/Treasurer. The Chief Executive Officer
14 (CEO) shall serve as an ex-officio member without vote.
15

16 Section 3.4 Qualifications for Board members: All Board members must be voting members of the
17 Association as defined in Article VI, Section 6.3, prior to and during their terms of office.
18

19 Section 3.5 Terms of Board: The term of office of Board members shall be three years and shall
20 begin at the conclusion of the annual meeting of the House of Delegates at which the Board
21 member was elected and shall end at the commencement of the Board meeting following the third
22 succeeding annual meeting of the House of Delegates. Directors may not serve more than two
23 consecutive elected terms. During the first year of the implementation of these Bylaws, Board
24 members shall be elected to staggered terms: three board members shall have a one-year term,
25 three shall have a two-year term, and three shall have a three-year term. The manner of
26 determining the length of term for the initial board members shall be by lottery.
27

28 Section 3.6 Meetings: The Board shall meet at least twice annually. Meetings shall take place at
29 such times and places as the Board may determine. A majority of the Board shall constitute a
30 quorum.
31

32 Subject to the provisions of these Bylaws with respect to notice of meetings of the Board,
33 members of the Board may participate in and hold additional meetings of such Board by means of
34 conference telephone or similar communications equipment by means of which all persons
35 participating in the meeting can hear each other, and participation in a meeting pursuant to this
36 section shall constitute presence in person at such meeting, except where a Board member
37 participates in such meeting for the express purpose of objecting to the transaction of any
38 business on the ground that the meeting is not lawfully called or convened.
39

40 Any action required or permitted to be taken at a meeting of the Board may be taken without a
41 meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the
42 voting members of the Board, and such a consent shall have the same force and effect as a
43 unanimous vote of the members of the Board at a meeting of the Board.
44

45 The President may call special meetings of the Board with not less than 15 days' notice setting
46 forth the time and place for holding such meeting and delivered personally or sent by mail,
47 facsimile or e-mail transmission to each Board Member at his or her address as shown by the
48 records of the Corporation. Special meetings also may be called by one-third of the current
49 members of the Board in like manner and on like notice. Such notice of a special meeting of the
50 Board shall specify the business to be transacted at, and the purpose of, such special meeting. If
51 mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a

1 sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile
2 transmission, such notice shall be deemed to be delivered when transmitted. If notice is given by
3 e-mail transmission, such notice shall be deemed to be delivered when transmitted.
4

5 Section 3.7 Waiver of Notice: Whenever any notice is required to be given to any Board member,
6 under the provisions of a statute, a waiver in writing signed by all persons entitled to such notice,
7 whether before or after the time stated therein, shall be deemed equivalent to the giving of such
8 notice. Attendance by a Board member at any meeting of the Board for which the Board member
9 did not receive the required notice will constitute a waiver of notice of such meeting unless the
10 Board member objects at the beginning of the meeting of the transaction of business on the
11 grounds that the meeting was not lawfully called or convened. The business to be transacted at
12 any regular or special meeting need not be specified in the notice or waiver of notice of such
13 meeting, unless specifically required by law or these Bylaws.
14

15 Section 3.8 Procedure: Board meetings shall be conducted in accordance with the most current
16 edition of Roberts Rules of Order and any amendments to same the Board may make from time
17 to time, via majority vote.
18

19 Section 3.9 Contracts: Subject to the other provisions of these Bylaws and as permitted by law,
20 the Board may authorize any Officer, employee, or agent to enter into any contract or sign or
21 deliver any instrument in the name of and on behalf of the Association. This authority may be
22 general or confined to specific interests.
23

24 Section 3.10 Manner of Acting: The act of a majority of the Board Members present at a meeting
25 at which a quorum is present shall be the act of the Board unless the act of a greater number is
26 required by law or by these Bylaws.
27

28
29 Section 3.11 Proxies: Proxies shall not be allowed or used.
30

31 Section 3.12 Compensation: Board Members shall not receive any stated salaries for their
32 services as Board Members; but by resolution of the Board, any Board Member may be
33 reimbursed for reasonable expenses incurred in pursuing the interests of the Corporation
34 according to policies approved by the Board. The Association shall not loan money or property to
35 or guarantee the obligations of any Board member.
36

37 Section 3.13 Removal: The Board or The House of Delegates may remove a board member for
38 any reason in accordance with procedures set by the Board from time to time.
39

40 Section 3.14 Vacancies: Any vacancy of any elected director position shall be filled for the
41 remainder of the unexpired term. The Nominating committee shall present a slate of candidates
42 for vacant positions at the next meeting of the House of Delegates along with other empty seats, if
43 any. Nominations for such vacancy shall be accepted from the floor. A director who is elected to
44 fill an unexpired term of a vacant elected Board position shall not have the time served to fill that
45 position count towards his or her term limits as proscribed in Section 3.5 of these Bylaws.
46

47 Section 3.15 Resignation: Any Board member may resign at any time by giving written notice to
48 the President or to the Immediate Past President. The resignation of any director shall take effect
49 upon receipt of notice thereof or at such later time as shall be specified in such notice, and unless

1 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it
2 effective.

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5 **ARTICLE IV.**
6 **OFFICERS**
7

8 Section 4.1 Officers: The Officers of the Corporation shall be President, President-Elect,
9 Immediate Past President, and Secretary/Treasurer. All officers (with the exception of the CEO)
10 must be voting members of the Association as defined in Article VI, Section 6.3, prior to and
11 during their terms of office.
12

13 Section 4.2 Election and Term of Office: With the exception of the President, whose office shall
14 be filled by the President-Elect, and the Immediate Past President, whose office shall be filled by
15 the President, Officers shall be elected by a majority vote of House of Delegates at its Annual
16 Meeting and in accordance with policies and procedures it sets from time to time. With the
17 exception of the Secretary/Treasurer, the term of each office shall be one year and officers are
18 not eligible for re-election to the same office. The Secretary/Treasurer's term shall be two years,
19 with no limits on the number of terms the Secretary/Treasurer may serve.
20

21 Section 4.3 Duties and Authority of Officers:

22
23 4.3.1. President.

- 24 (a) The President shall exercise such supervisory powers as may be given by the
25 Board.
26 (b) The President will perform all duties incident to such office and such other duties
27 as may be provided in these Bylaws or as may be prescribed from time to time by
28 the Board.
29 (c) The President shall preside at all Board meetings and shall exercise parliamentary
30 control in accordance with the most recent addition of Roberts Rules of Order.
31 (d) The President shall preside at all House of Delegates meetings and shall exercise
32 parliamentary control in accordance with the most recent addition of Roberts Rules
33 of Order.
34 (e) The President shall serve as an ex-officio member of all committees, unless
35 otherwise provided by the Board or these Bylaws.
36 (f) The President shall appoint committee chairs and committee members to all
37 TCASE committees and task forces.
38 (g) The President shall, with the advice of the Board and in accordance with the
39 requirements of these Bylaws, set the agenda for each meeting of the Board.
40 (h) The President shall, with the advice of the CEO and in accordance with the
41 requirements of these Bylaws, set the agenda for each meeting of the House of
42 Delegates.
43 (i) The President's term of office shall begin at the conclusion of the annual meeting
44 of the House of Delegates at which an election takes place and shall end at the
45 conclusion of the next annual meeting of the House of Delegates, or when a
46 successor is seated.
47

48 4.3.2 President-Elect

- 49 (a) The President-Elect will perform duties incident to such office and such other duties
50 as may be prescribed from time to time by the Board.

- 1 (b) The President-Elect shall preside over Board meetings in the absence of the
2 president.
- 3 (c) Should the President become incapacitated or otherwise unable to fulfill his her
4 duties, the President-Elect shall assume those duties until such time as the
5 President is able to return to his/her duties or until such time as the President's
6 term ends, whichever comes first. If the President-Elect is unwilling or unable to
7 assume the duties, then the Immediate Past President shall assume those duties
8 until such time as the President is able to return to his/her duties or until such time
9 as the President's term ends, whichever comes first.
- 10 (d) The President-Elect's term of office shall begin at the conclusion of the annual
11 meeting of the House of Delegates at which an election takes place and shall end
12 at the conclusion of the next annual meeting of the House of Delegates, or when a
13 successor is seated.

14
15 **4.3.3 Secretary/Treasurer**

- 16 (a) Secretary/Treasurer shall cause to be kept adequate and proper accounts of the
17 properties, funds, and records of the Association and shall perform such other
18 duties as prescribed by the Board or that may be required by law, by the Articles of
19 Incorporation, or by these Bylaws.
- 20 (b) The Secretary/Treasurer's term of office shall begin at the conclusion of the annual
21 meeting of the House of Delegates at which an election takes place and shall end
22 at the conclusion of the two succeeding annual meeting of the House of Delegates,
23 or when a successor is seated.
- 24 (c) The Secretary/Treasurer shall ensure that there is appropriate custody of and
25 responsibility for all funds and securities of the Association;
- 26 (d) The Secretary/Treasurer shall ensure that appropriate systems are in place to
27 receive and give receipts for moneys due and payable to the Association from any
28 source whatsoever and deposit all such moneys in the name of the Association in
29 such bank, trust companies or other depositories as shall be selected by the Board
30 from time to time.

31
32 **4.3.4 Immediate Past President**

- 33 (a) The Immediate Past President shall remain a voting member of the Board during
34 his or her term
- 35 (b) The Immediate Past President's term of office shall begin at the conclusion of the
36 annual meeting of the House of Delegates at which an election takes place and
37 shall end at the conclusion of the next annual meeting of the House of Delegates,
38 or when a successor is seated.

39
40 **4.3.5 Association Chief Executive Officer (CEO)**

- 41 (a) The hiring and firing of the CEO shall be the responsibility of the Board solely.
- 42 (b) The CEO shall be responsible for the day-to-day management of the Association.
43 Such person shall give the notices required by these Bylaws, keep all records of
44 membership, and have custody of all corporate documents.
- 45 (c) The CEO need not be a Member of the Association and may receive such
46 reasonable compensation or salary as the Board may by resolution fix.
- 47 (d) The CEO may act as registered agent of the Association; and
- 48 (e) The CEO may sign deeds, mortgages, bonds, contracts, or other instruments that
49 the Board of Directors has authorized to be executed.
- 50
51

1 Section 4.4 Resignation: Any Officer may resign at any time by giving written notice to the
2 President or to the Past President. The resignation of any Officer shall take effect at the time
3 specified therein, and, unless otherwise specified therein, the acceptance of such resignation
4 shall not be necessary to make it effective.

5
6 Section 4.5 Removal: The Board or The House of Delegates may remove a board member for
7 any reason in accordance with procedures set by the Board from time to time.

8
9 Section 4.6 Vacancies: If a vacancy occurs for reasons other than removal during the term of
10 office for any elected Officer, the Board shall elect a new Officer, by a majority vote of the Board,
11 to fill the remainder of the term as soon as practical. Notice of a vacancy of any elected office
12 shall be disseminated to the membership.

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15 **ARTICLE V.**
16 **HOUSE OF DELEGATES**
17

18 Section 5.1 Composition of the House of Delegates: The House shall be composed of one
19 delegate from each region as defined by the Board from time to time. Each region will determine
20 the manner by which its delegate (and one alternate delegate) will be chosen. The manner of
21 reporting delegates and votes will be in accordance with policies approved and published by the
22 House from time to time. All delegates (and alternate delegates) must be voting members of the
23 Association as defined in Article VI, Section 6.3, prior to and during their terms of office.

24
25 Section 5.2 Powers of the House: The House of Delegates shall have the right and responsibility
26 to advise (but not to direct) the Board of Directors regarding any matter of importance to the
27 Association by means resolutions. The Board of Directors shall act on all resolutions adopted by
28 the House no later than the second Board meeting following the meeting of the House at which
29 the resolution was adopted.

30
31 The Board of Directors shall take one of the following actions regarding a non-Bylaws resolution
32 adopted by the House:

- 33 (a) Adopt the resolution as adopted by the House
- 34 (b) Overrule the resolution by a majority vote.
- 35 (c) Amend the as the board deems appropriate.

36
37 The House shall have, in addition, the following powers:

- 38 (a) To prepare and control its own agenda.
- 39 (b) To act on any matter brought before it by a delegate or the Board of Directors.
- 40 (c) To originate and act on resolutions.
- 41 (d) To elect the officers of the Association.
- 42 (e) To elect the members of the Board of Directors.
- 43 (f) To amend the Bylaws (with ratification by the Board of Directors)
- 44 (g) To develop, adopt, and amend its rules of procedure (the House Standing Rules)
45 and other procedures for the conduct of House business, which do not require
46 action by the Board of Directors.

47
48 The President of the Association shall act as presiding officer of the House and shall not have any
49 voting rights in the House.
50

1 Section 5.3 Meetings: Meetings of the House shall be held within the State of Texas at such time
2 and place as determined by the Board of Directors. The house will meet at least twice a year,
3 once in the summer and once in the winter. The summer meeting shall be considered the annual
4 meeting of the House of Delegates. House meetings shall be conducted in accordance with the
5 most current edition of Roberts Rules of Order and any amendments to same the Board may
6 make from time to time, via majority vote. Notice for the meeting shall be not less than 10 days
7 prior to the meeting.

8
9 All members of the Association shall be notified of all House meetings by mail or official
10 publication.

11
12 Section 5.4 Quorum: A majority of the number of delegates credentialed during each session of
13 the House meeting shall constitute a quorum for that session.

14
15 Section 5.5 Resolutions: Resolutions pertinent to the objectives of the Association or in relation to
16 any report by an officer, committee, or task force of the Association shall be submitted in writing at
17 least 30 days in advance of the House meeting at which they are to be considered. Resolutions
18 submitted within 30 days of the House meeting shall be considered only as provided in the House
19 Standing Rules. Any member of the Association who is entitled to vote (as specified in Article VI
20 of these Bylaws) may submit a resolution. Delegates may vote or abstain form voting on any
21 matter before the House.

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26 **ARTICLE VI.**
27 **MEMBERSHIP. DUES AND GENERAL MEETINGS**

28
29 Section 6.1 Eligibility: Membership is open to those who qualify for any of the categories listed
30 below.

31
32 Section 6.2 Categories of Membership: There shall be five categories of members in the
33 Corporation: (i) Administrator Members; (ii) Associate Members; (iii) Affiliate Members; (iiii)
34 Auxiliary Members; and (iiiiii) Retired Members. The representative rights and qualifications of
35 Administrator Members, Associate Members, Affiliate Members, Auxiliary Members and Retired
36 Members are set forth below.

37
38 Section 6.3 Administrator Members: Administrator membership is open to any individual who is
39 currently employed as a special education director, supervisor, or coordinator, and who has the
40 primary responsibility for administration, direction, and supervision of special education programs
41 and services for children with disabilities. This membership category is open to directors,
42 supervisors, coordinators and other central office administrators who are employees of a public
43 school district in Texas. An Administrator member shall be entitled to vote, hold office, and
44 receive TCASE communiqúés. Administrator members are entitled to receive published
45 discounted rates on conferences, and may be selected to serve on TCASE committees.

46
47 Section 6.4 Associate Members: Associate membership is open to any certified or licensed
48 individual who is currently employed in a special education-related job and is an employee of a
49 public school district in Texas. This membership category is open to diagnosticians, licensed
50 specialists in school psychology, counselors, speech-language pathologists, principals, teachers,

1 and other related service professionals. Associate Members shall enjoy the same privileges of
2 Administrator Members except that of holding office.

3
4 Section 6.5 Affiliate Members: Affiliate membership shall be open to anyone who provides
5 products, services, training, or support for public special education programs. Membership in this
6 category includes, but is not limited to, school attorneys, vendors, and consultants. Affiliate
7 members are entitled to receive published discounted rates on conferences, and may be selected
8 to serve on TCASE committees.

9
10 Section 6.6 Auxiliary Members: Auxiliary membership is open to anyone who is employed in a
11 special education related field receiving state or federal funds. Membership in this category
12 includes Service Center personnel, Agency personnel, and University professors. Membership in
13 this category is limited to individuals for whom another category of membership does not apply.
14 Auxiliary members are entitled to receive published discounted rates on conferences, and may be
15 selected to serve on TCASE committees; however TCASE dues will not be used in any lobbying
16 efforts on behalf of this membership class.

17
18 Section 6.7 Retired Members: Retired membership shall be open to anyone who was a member
19 of TCASE in good standing and has retired from a special education related job in a Texas Public
20 School. Any individual who has retired, but continues to assume duties for any school district or
21 qualifies for membership in any other category, is no longer eligible as a retired member. Retired
22 members are entitled to receive published discounted rates on conferences, and may be selected
23 to serve on TCASE committees.

24
25 Section 6.8 Membership Dues: The Board shall establish the annual membership dues in the
26 Corporation for each class of member. The Board's determination of the annual membership dues
27 must be approved by a majority vote of the Board. The Corporation considers a member who has
28 paid his or her annual dues as being in good standing.

29
30 Section 6.9 Duration of Membership: Members shall pay their Membership dues annually. The
31 membership year shall be from July 1 to June 30 of the following year.

32
33 Section 6.10 Special Member Meetings: The Board may call special meetings of the general
34 membership. The Board shall send a letter (the "Notification Letter"), e-mail or facsimile to each
35 member in good standing at least fifteen (15) days in advance of the meeting. It is the
36 responsibility of the member to ensure that the Corporation has the correct contact information for
37 the member. The only business that may be conducted at the special meeting is the business
38 stated in the Notification Letter.

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45 **ARTICLE VII.**
46 **CONTRACTS. CHECKS. DEPOSITS. AND FUNDS**
47

48 Section 7.1 Contracts: The Board may authorize any Officer or Officers, agent or agents, of the
49 Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract
50 or execute and deliver any instrument in the name of and on behalf of the Corporation; and such
51 authority may be general or confined to specific instances.

1
2 Section 7.2 Loans: No loans shall be contracted on behalf of the Association and no evidences of
3 indebtedness shall be issued in its name unless authorized by a resolution of the Board of
4 Directors. Such authority may be general or confined to specific instances.
5

6 Section 7.3 Checks, Drafts, or Orders for Payment: All checks, drafts, or orders for payment of
7 money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be
8 signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as
9 shall from time to time be determined by resolution of the Board. In the absence of such
10 determination by the Board, such instruments shall be signed by the CEO and countersigned by
11 the Associate CEO of the Corporation.
12

13 Section 7.4 Deposits: All funds of the Corporation shall be deposited from time to time to the
14 credit of the Corporation in such banks, trust companies, or other depositories as the Board may
15 select.
16

17 Section 7.5 Gifts: The Board may accept on behalf of the Corporation any contribution, gift,
18 bequest, or devise for the general purposes, or for any special purpose, of the Corporation.
19 Similarly, the Board may reject any contribution, gift, bequest or devise that the Board determines
20 is not in the best interest of the Corporation.
21

22 Section 7.6 Fiscal Agents: The Corporation may designate such fiscal agents, investment
23 advisors and custodians as the Board may select by resolution. The Board may at any time, with
24 or without cause, discontinue the use of the services of any such fiscal agent, investment advisor,
25 or custodian.
26

27
28 **ARTICLE VIII.**
29 **COMMITTEES**
30

31 Section 8.1 Standing And Special Committees: The President, with advice of the CEO, shall
32 appoint such committees as are necessary and which are not in conflict with other provisions of
33 these Bylaws. The naming of committees and task forces, including any guidelines for committees
34 and the responsibilities of committee chairpersons will be outlined in the Policies and Procedures
35 Manual approved by the Board from time to time. Standing committees shall include the
36 Executive Committee, the Finance/Audit Committee, and the Nominations Committee.
37 Committees and task forces will operate in accordance with the Organization's Policies and
38 Procedures Manual.
39

40 Section 8.2 Term of Office: Each member of a standing committee shall continue as such until
41 the first board meeting of the fiscal year and until his or her successor is appointed, unless the
42 committee shall sooner be terminated, or unless such member be removed from such committee,
43 or unless such member shall cease to qualify as a member thereof. The term of each task force
44 shall be reviewed and determined annually by the Board of Directors.
45

46 Section 8.3 Executive Committee: The Executive Committee shall be composed of the Elected
47 Officers of the Corporation and the CEO of the Corporation as a non-voting member of the
48 Committee. The President of the Corporation shall act as chairperson of the Executive Committee
49 responsible for the effective execution of policies and guidelines adopted by the Executive
50 Committee. The Executive Committee, acting through a majority thereof, may exercise the
51 powers and authority of the Board of Directors in the management of the business affairs of the

1 Association as well as any other powers granted to it by the Board. The actions of the Executive
2 Committee shall be reported to the next Board of Directors for ratification thereof.

3
4 8.3.1 Appointment of Executive Committee. The designation of the Executive Committee
5 and the delegation thereto of authority shall not operate to relieve the Board of
6 Directors, or any member thereof, of any responsibility imposed by law.

7 8.3.2 Meetings of Executive Committee. Regular meetings of the Executive Committee
8 may be held without notice at such time and places as the Executive Committee
9 may fix from time to time by resolution.

10 8.3.3 Quorum of Executive Committee. A majority of the Members of the Executive
11 Committee shall constitute a quorum for the transaction of business at any meeting
12 thereof, and action of the Executive Committee must be authorized by the
13 affirmative vote of a majority of the members present at a meeting at which a
14 quorum is present.

15 8.3.4 Informal Action by Executive Committee. Any action required or permitted to be
16 taken by the Executive Committee at a meeting may be taken without a meeting if a
17 consent in writing, setting forth the action so taken, shall be signed by all of the
18 members of the Executive Committee entitled to vote with respect to the subject
19 matter thereof.

20 8.3.5 Proceedings of Executive Committee Meetings. The Executive Committee shall
21 keep regular minutes of its proceedings and report the same to the Board of
22 Directors for its information at the meeting thereof held next after the proceedings
23 shall have been taken.

24 8.3.6 Telephone Conference. Subject to the provisions of these Bylaws regarding notice
25 and quorum, members of the Executive Committee may participate in and hold a
26 meeting of such Committee by means of conference telephone or other electronic
27 equipment by means of which all persons participating in the meeting can hear each
28 other. Participation in a meeting pursuant to this Section shall constitute presence
29 in person at such meeting, except where a person participates in the meeting for the
30 express purpose of objecting to the transaction of any business on the grounds that
31 the meeting is not lawfully called or convened. A copy of the minutes of such
32 meeting shall be provided to the members of the Executive Committee any other
33 Executive Committee meeting.

34 Section 8.4 Finance Committee: The Finance Committee shall be composed of the
35 Secretary/Treasurer (Chair), President-Elect, and two board members selected by the president.
36 The president may, at his/her sole discretion, appoint one additional member (not currently
37 serving on the board) to the committee. The committee shall present an annual budget for Board
38 approval, recommend financial policies for Board adoption and monitor the progress of the
39 budget.

40 Section 8.5 Audit Committee: The Audit Committee shall be composed of three members,
41 appointed by the president, who are not current members of the Board. The Audit Committee
42 shall recommend an independent auditor for Board approval. The Committee shall work with the
43 independent auditor to conduct an audit and prepare an annual report with recommendations, to
44 the Board. The Audit committee's scope also includes operational and managerial functions and
45 decisions related to any expenditure under the committee's review.

46 Section 8.6 Nominating Committee: The Nominating Committee shall be composed of the
47 Immediate Past President (chair) and no less than 6 and no more than 9 members appointed by

1 the President. The Nominating Committee shall present a slate of candidates for officers and
2 board members at each Annual House of Delegates meeting. The slate shall, at a minimum,
3 contain one candidate for each open position. The Nominating Committee may, at its sole
4 discretion, present a contested slate (i.e., a slate that contains a greater number of candidates
5 than there are open positions).

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7

ARTICLE IX.

8

INDEMNIFICATION OF DIRECTORS AND OFFICERS

9

10 Section 9.1 Right to Indemnification: Subject to the limitations and conditions as provided in this
11 Article VIII, each person who was or is made a party or is threatened to be made a party to or is
12 involved in any threatened, pending or completed action, suit or proceeding, whether civil,
13 criminal, administrative, arbitrative or investigative (hereinafter a "proceeding"), or any appeal in
14 such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason
15 of the fact that he or she, or a person of whom he or she is the legal representative, is or was a
16 Director or Officer of the Corporation or while a Director or Officer of the Corporation is or was
17 serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor,
18 trustee, employee, agent or similar functionary of another foreign or domestic corporation,
19 partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise
20 shall be indemnified by the Corporation to the fullest extent permitted by the Texas Non-Profit
21 Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such
22 amendment, only to the extent that such amendment permits the Corporation to provide broader
23 indemnification rights than said law permitted the Corporation to provide prior to such
24 amendment) against judgments, penalties (including excise and similar taxes and punitive
25 damages), fines, settlements and reasonable expenses (including, without limitation, attorneys'
26 fees) actually incurred by such person in connection with such proceeding, and indemnification
27 under this Article VIII shall continue as to a person who has ceased to serve in the capacity which
28 initially entitled such person to indemnity hereunder. In no case, however, shall the Corporation
29 indemnify any person, or the legal representatives of any person, with respect to any matters as
30 to which such person shall be finally adjudged in any proceeding to be liable on the basis that
31 personal benefit resulted from an action taken in such person's official capacity, or in which such
32 person if found liable to the Corporation.

33

34 Section 9.2 Advance Payment: The right to indemnification conferred in this Article VIII shall
35 include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred
36 by a person of the type entitled to be indemnified under Section 8.01 who was, is or is threatened
37 to be made a named defendant or respondent in a proceeding in advance of the final disposition
38 of the proceeding and without any determination as to the person's ultimate entitlement to
39 indemnification; provided, however, that the payment of such expenses incurred by any such
40 person in advance of the final disposition of a proceeding shall be made only upon delivery to the
41 Corporation of a written affirmation by such Director or Officer of his or her good faith belief that
42 he or she has met the standard of conduct necessary for indemnification under this Article VIII
43 and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it
44 shall ultimately be determined that such indemnified person is not entitled to be indemnified under
45 this Article VIII or otherwise.

46

1 Section 9.3 Indemnification of Employees and Agents: The Corporation, by adoption of a
2 resolution of the Board, may indemnify and advance expenses to an employee or agent of the
3 Corporation to the same extent and subject to the same conditions under which it may indemnify
4 – and advance expenses to Directors and Officers under this Article VIII; and the Corporation may
5 indemnify and advance expenses to persons who are not or were not Directors, Officers,
6 employees or agents of the Corporation but who are or were serving at the request of the
7 Corporation as a Director, Officer, partner, proprietor, trustee, employee, agent or similar
8 functionary of another foreign or domestic corporation, partnership, joint venture sole
9 proprietorship, trust, employee benefit plan or other enterprise against any liability asserted
10 against him or her and incurred by him or her in such a capacity or arising out of his or her status
11 as such a person to the same extent that it may indemnify and advance expenses to Directors
12 under this Article VIII.

13
14 Section 9.4 Appearance as a Witness: Notwithstanding any other provision of this Article VIII, the
15 Corporation may pay or reimburse expenses incurred by a Board Member in connection with his
16 or her appearance as a witness or other participation in a proceeding at a time when he or she is
17 not a named defendant or respondent in the proceeding.

18
19 Section 9.5 Non-exclusivity of Rights: The right to indemnification and the advancement and
20 payment of expenses conferred in this Article VIII shall not be exclusive of any other right which a
21 Board Member or other person indemnified pursuant to Section 8.03 may have or hereafter
22 acquire under any law (common or statutory), provision of the Articles of Incorporation of the
23 Corporation or these Bylaws, agreement, vote of disinterested Board Members or otherwise.

24
25 Section 9.6 Insurance: The Corporation may purchase and maintain insurance, at its expense, to
26 protect itself and any person who is or was serving as a Board Member, employee or agent of the
27 Corporation or is or was serving at the request of the Corporation as a Board Member, partner,
28 proprietor, trustee, employee, agent or similar functionary of another foreign or domestic
29 corporation, partnership, joint venture, proprietorship, employee benefit plan, trust or other
30 enterprise against any expense, liability or loss, whether or not the Corporation would have the
31 power to indemnify such person against such expense, liability or loss under the Article VIII.

32
33 Section 9.7 Notification: Any indemnification of or advance of expenses to a Board Member in
34 accordance with this Article VIII shall be reported in writing to the members of the Board with or
35 before the notice or waiver of notice of the next regular meeting of the Board or with or before the
36 next submission to the members of the Board of a consent to action without a meeting pursuant to
37 Section A, Article 1396-9.10 of the Texas Non-Profit Corporation Act and, in any case, within the
38 12-month period immediately following the date of the indemnification or advance.

39
40 Section 9.8 Savings Clause: If this Article VIII or any portion hereof shall be invalidated on any
41 ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify
42 and hold harmless each Board Member or any other person indemnified pursuant to this Article
43 VIII as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts
44 paid in settlement with respect to any action, suit or proceeding, whether civil, criminal,
45 administrative or investigative, to the full extent permitted by any applicable portion of this Article
46 VIII that shall not have been invalidated and to the fullest extent permitted by applicable law.

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ARTICLE X.
MISCELLANEOUS PROVISIONS

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4 Section 10.1 Fiscal Year: The fiscal year of the Corporation shall begin on July 1.
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6 Section 10.2 Logo of the Corporation: the Board shall approve the logo of the Corporation.
7

8 Section 10.3 Notice and Waiver of Notice: Whenever any notice whatever is required to be given
9 under the provisions of these Bylaws, such notice shall be deemed to be sufficient if either (i)
10 given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the
11 person entitled thereto at his or her post office address, as it appears on the books of the
12 Corporation, and such notice shall be deemed to have been given on the day of such mailing, or
13 (ii) sent by telecopy with transmission verified to the person entitled thereto at his or her telecopier
14 number as it appears on the books of the Corporation and such notice shall be deemed to have
15 been given on the day on which it is transmitted or (iii) by e-mail transmission, and such notice
16 shall be deemed to be delivered when transmitted. A waiver of notice, signed by the person or
17 persons entitled to said notice, whether before or after the time stated therein, shall be deemed
18 equivalent thereto.
19

20 Section 10.4 Gender: References herein to the masculine gender shall also refer to the feminine
21 in all appropriate cases.
22

23 Section 10.5 Appropriations and Grants: The Corporation shall have the power to request and
24 accept any appropriation, grant, contribution, donation, or other form of aid from the federal
25 government, the State, any political subdivision, or municipality in the State, or from any other
26 source.
27

28 Section 10.6 Parliamentary Authority: The rules contained in "Robert's Rules of Order" shall
29 govern the Corporation in all cases to which they are applicable, and in which they are not
30 inconsistent with the provisions of these Bylaws.
31

32 Section 10.7 Nondiscrimination: The officers, directors, committee members, employees and
33 persons served by this Association shall be selected entirely on a nondiscriminatory basis with
34 respect to age, sex, race, religion, national origin and sexual orientation.
35

36 Section 10.8 Books and Records: The Association shall keep correct and complete books and
37 records of account and shall also keep minutes of the proceedings of the Board' of Directors and
38 committees having any of the authority of the Board of Directors.
39

40 Section 10.9 Confidential Information: Legally confidential information, including communications
41 with legal counsel, information pertaining to TCASE personnel and performance evaluation of the
42 CEO, shall be the sole purview of the Board. Members of the Board will pledge to protect the
43 confidentiality of such information.
44

ARTICLE XI.
DISSOLUTION

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48 No part of net income, revenue, and grants of the Corporation shall inure to the benefit of any
49 member, Officer or any individual except that reasonable compensation may be paid for services
50 rendered. No members, Officer or individual shall be entitled to share in the distribution of any
51 part of the assets of the Corporation on its dissolution or liquidation. In the event of such

1 dissolution or liquidation, the assets of the Corporation, after payments of debts and obligations,
2 shall be transferred to an organization with federal tax exemptions for charitable and educational
3 purposes similar to those of this Corporation; which exempt organization shall be designated by
4 the final Executive Committee of the Corporation.

5
6 **ARTICLE XII**
7 **AMENDMENTS**
8

9 A proposal to alter, amend, or repeal these Bylaws shall be approved by members of the House
10 of Delegates and The Board of Directors at respective meetings thereof. Members of the House
11 of Delegates and Board shall receive notice of any proposed amendment not less than 30 days
12 prior to the meeting at which voting on the amendment shall take place. A two-thirds majority of
13 members voting in the House and the Board must approve amendments.

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17 Revised 2012