



AMET By-Laws

(Approved on 02/18/2015)

By-Laws of the Association for Migrant Educators of Texas

These By-Laws govern the affairs of the **Association for Migrant Educators of Texas** (the “Association”), a non-profit corporation organized under Chapter 22 of the Texas Business Organizations Code.

Article I Vision Statement and Mission Statement

1.01 Vision The Association’s Vision Statement is “To support migrant students and educators of migrant students of Texas as a leader and innovator in public education through a broad-based system of community support.”

1.02 Mission The Association’s Mission Statement is “To passionately advocate for migrant students and families, provide leadership and resources to educators of migrant students and to serve as a voice for the migrant education program.”

1.03 Amendments to this Article This article I of the By-Laws may only be amended by a vote of three fourths of the board of directors (the “Board”) present and entitled to vote at a duly called meeting having a quorum of at least two-thirds of all of the directors.

Article II Membership

2.01 Qualifications of Members To qualify for membership in the Association, an individual must: support Migrant education and pay annual membership fees.

2.02 Membership Dues Individuals shall be eligible for active membership upon receipt of payment of annual dues of \$25.00 and otherwise meeting the requirements of these By-Laws. Membership dues shall be deducted from an individual’s registration fee for the AMET Conference held in the Fall.

2.03 Membership Year The payment of annual dues shall entitle each member to membership from the initial conference date of the current year to the initial conference date of the following year.

2.04 Voting Rights Each active member of the Association shall be entitled to one (1) vote on each matter submitted to a vote of the members. There are no separate classes of members with different voting rights.

Article III Meetings of the Members

3.01 Regular Meetings The Association shall hold one general assembly meeting of the members each year, during the AMET conference. All meetings shall be work sessions with a business session to allow official regular action to be taken on matters of the Association.

3.02 Special Meetings The Board of Directors may call a special meeting of the members of the Association.

3.03 Quorum Members of the Association holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is the act of the members meeting.

Article IV Management of the Association

4.01 Board of Directors The affairs of the Association shall be managed by the Board of Directors.

4.02 Number, Qualifications and Tenure The number of directors shall be twenty-nine (29). The Board of Directors shall consist of the five (5) elected Officers, the Immediate Past President, the twenty (20) Regional Directors, and three (3) advisory members appointed by the President: One (1) to represent TEA Special Migrant Projects, one (1) to represent Institutions of Higher Education, and (1) to represent the Community Involvement Sector. Directors shall serve for a term of two (2) years or until a successor is elected or appointed.

4.03 Duties of the Board of Directors The Board of Directors shall approve or amend the budget of the Association, determine the dates and places of all conferences and workshops, authorize the appointment of special committees as necessary, and in general attend to the business of the Association. The Board of Directors shall exercise ordinary business judgment in managing the affairs of the Association. The Board of Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful.

4.04 Quorum A quorum of the Board of Directors shall consist of not less than fifteen (15) members of the Board. No business shall be transacted without a quorum. Directors may attend the meeting in person or by telephone conference call.

4.05 Action of the Board of Directors The Board of Directors shall endeavor to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or By-Laws. A Director attending a meeting by telephone is considered present for purposes of voting. If a Director is unable to attend a meeting, he/she may vote by proxy with a signed consent form.

A member of the Board who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. Any business or transaction regarding the appropriation of \$2,500.00 or more shall require a two-thirds vote of the directors present.

The Directors present at a duly called meeting at which a quorum is present may continue to transact business even if directors leave the meeting and less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

4.06 Compensation Members of the Board of Directors shall not receive salaries for their services.

4.07 Removal of Directors from the Board The Board of Directors may vote to remove a member of the board, except the officers, at any time, only for good cause.

4.08 Ex Officio Members of the Board The President may appoint active members to the positions of Parliamentarian. This position is a non-voting, “ex officio” position on the Board of Directors.

Article V Meetings of the Directors

5.01 Regular Meetings The directors may designate any place, within the State of Texas, as the place of meeting for any meeting called by the directors. Directors are expected to attend two meetings a year.

5.02 Special Meetings Special meetings of the directors may be called by or at the request of the President or any two (2) Directors. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the By-Laws.

5.03 Notice of Meeting Written, electronic mail (“e-mail”), or printed notice of any meeting of Directors, including the annual meeting, shall be delivered to each Director not less than ten (10) nor more than one hundred fifty (150) days before the date of the meeting. Notice shall be mailed to directors by regular United States mail and/ or via e-mail transmission. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association, or the officers or persons calling the meeting. If all of the directors meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice. Additionally, the Association may elect to post notice of meetings consistent with the requirements of the Texas Open Meetings Act, although such notice shall not be required.

Article VI Officers

6.01 Officer Positions The officers of the Association shall be a President, President-Elect, Vice-President, Secretary, Treasurer and immediate Past-President. Elected officers shall serve as the Executive Council.

6.02 Nomination Election and Terms of Office

The Nominations/Elections Committee shall prepare a list of candidates for the offices of President-Elect, Vice-President, Secretary and Treasurer. To be considered for an office, a candidate must have been an active member of the association for a period of not less than two membership years. The candidate for office must have experience in a leadership position in the Association such as committee chair or regional director. Each candidate must secure permission from immediate supervisor prior to his/her name being included on the list of candidates. The immediate supervisor must submit a letter of support.

Candidates receiving a majority of votes at the regular meeting of the membership shall be declared elected. In the event that no candidate receives a majority of the votes on the first ballot, additional ballots will be cast until a candidate receives a majority of votes. In such subsequent ballots, the slate of candidates will consist of those candidates, ranked by percentage of votes cast, who collectively received a simple majority of the votes cast. In the event only one candidate is placed in nomination for an office, that candidate may be elected by voice vote of the assembly.

- a. **President** The office of President is filled by the outgoing President-Elect and serves a two-year term.
- b. **President-Elect** The President-Elect shall be elected by the members in even-numbered years for a two-year term and shall serve as President following the expiration of the term.
- c. **Vice-President** The Vice-President is elected by the members for a two-year term in odd-numbered years.
- d. **Secretary** The Secretary is elected by the members for a two year term and shall be elected in even-numbered years.
- e. **Treasurer** The Treasurer is elected by the members for a two year term and shall be elected in odd-numbered years.
- f. **Executive Council** The Executive Council shall consist of the elected officers and immediate Past President of the organization, and the Advisory Members from Special Projects, Institution of Higher Education and Community Involvement Sector. The Executive Council shall have the power to fill the offices of President-Elect, Vice-President, Secretary or Treasurer in the event a vacancy occurs during the term.
- g. The newly elected officers shall assume their duties immediately after the meeting at which they are elected.

6.03 Duties of Officers

- a. **President** The President shall be the chief executive officer of the Association. The President shall supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and members. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the Association if this power is expressly delegated to another officer or agent of the Association by the members, the By-Laws, or

statute. The President shall perform other duties prescribed by the members and all duties incident to the office of President.

- b. President-Elect** When the President is absent, is unable to act or refuses to act, the President-Elect shall perform the duties of the President. When the President-Elect acts in place of the President, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall have the primary responsibility of planning, coordinating and implementing conferences, workshops and programs for the Association with the approval of the Board of Directors. The President-Elect shall perform other duties as assigned or delegated by the President.
- c. Vice-President** The Vice-President shall be responsible for working with the President and other officers and directors to secure donations and grants to support the Association. Additionally, the Vice-President shall be responsible for recruiting new members, promoting the retention of current members and disseminating a list of the membership to the officers.
- d. Secretary** The Secretary shall give all notice as provided in the By-Laws or as required by law. The Secretary shall take minutes of all meetings of the Association and keep the minutes as part of the corporate records. The Secretary shall maintain custody of the corporate records. The Secretary shall keep a register of the mailing address or email address of each active member, officer and employee of the Association. The Secretary shall perform duties as assigned by the President or by the members, and all other duties incident to the office of Secretary.
- e. Treasurer** The Treasurer shall work cooperatively with the Executive Director in the receiving and dispersing of all monies, keeping an accurate accounting of Association's funds, and filing all necessary documents with the Internal Revenue Service.

6.04 Removal Any officer elected or appointed by the Membership may be removed by a 2/3 vote of the members with or without good cause.

6.05 Vacancies The Executive Council shall have the power to fill the offices of President-Elect, Vice-President, Secretary, or Treasurer should a vacancy occur during the term. The Executive Council shall appoint a qualified active member of the Association to serve the remainder of the term.

6.06 Approval of By-Laws The AMET By-Laws may only be amended by vote of simple majority of the Executive Council.

Article VII Regional Directors

7.01 Regional Directors Twenty (20) Regional Directors-one from each Regional Education Service Center area-shall serve on the Board of Directors.

7.02 Qualification, Election and Term Regional Directors shall be elected by each region respectively according to their own electoral process. In order to qualify for Regional Director, an individual must have been an active member of AMET for a period of not less than one membership year. Regional Directors serve for a term of two (2) years. Regional Directors of even-numbered regions shall be elected in even-numbered years. Regional Directors of odd-numbered regions shall be elected in odd-numbered years.

7.03 Duties of Regional Directors The twenty Regional Directors will serve as members of the Board of Directors and shall make every effort to be at each meeting of the Board of Directors and plan to be present for the majority of the meeting.

The duties of Regional Directors may include, but are not limited to:

1. Ensuring that electoral process is executed.
2. Assuring that the membership of their region receives timely notification of any meetings/conferences of the Association.
3. Assuring that members receive materials and information that further the mission of the Association.
4. Recruiting membership for the Association from their region.
5. Working on committees when asked, working on registration, serving as a facilitator during the conference.
6. Facilitating the dissemination, collection, and evaluation of scholarship information.
7. Ensuring that at least one AMET Conference presentation proposal is submitted from their region.

7.04 Vacancies In the event a Regional Director cannot complete his/her two-year term of office, the vacancy shall be filled by an Alternate who was elected at the same time as the Regional Director. In the event that the Alternate is unable to serve, it shall be the responsibility of the regional membership to elect an interim Regional Director. This interim shall not constitute an elected term of office.

Article VIII Committees

8.01 Standing Committees Standing committees of the association shall be:

- 1) By-Laws
- 2) Nomination/elections
- 3) Awards
- 4) Scholarship
- 5) Conference Planning Manual
- 6) Fund Raising
- 7) Program Planning Committee

8.02 Additional Committees The President shall appoint such other committees with concurrence of the Board of Directors, as he/she may deem advisable for carrying on the work of the Association.

8.03 Ex-Officio Members The President shall be an ex-officio member of all committees except the Nomination/Elections committee.

Article IX

9.01 Advisory Members

Three (3) advisory members - one (1) from TEA Special Migrant Projects; one (1) from an Institution of Higher Education; and one (1) from the Community Involvement Sector - shall serve on the Board of Directors and Executive Council.

9.02 Appointments and Qualifications of Advisory Members

Advisory members shall be appointed by the President. In order to qualify for an advisory member, an individual must be an active member of the Association for not less than two (2) membership years.

9.03 Duties of Advisory Members

The three (3) advisory members will serve as members of the Board of Directors and Executive Council. The duties of the advisory members may include, but are not limited to:

1. The advisory member from the TEA Special Migrant Project shall represent the interests and/or concerns of intra/interstate coordination of migrant students.
2. The advisory member from an institution of higher education shall represent the interests and/or concerns of college and university migrant students.
3. The advisory member from the community involvement sector shall represent the interests and/or concerns of migrant students and parents.

9.04 Vacancies

In the event an advisory member can no longer fulfill his/her duties, the vacancy shall be filled by an appointment by the President.

Article X Executive Director

10.01 Executive Director An Executive Director shall be employed by the Association at a salary commensurate with work performed.

10.02 Vacancy In the event a vacancy occurs in the position of Executive Director, the Executive Council shall interview candidates for that position and make recommendations to the Board of Directors to fill the vacancy.

10.03 Duties of Executive Director The Executive Director shall be responsible for fiscal operations; conference and workshop planning including registration, facilities, exhibitors, and printing; AMET mailings; legislative information; and other duties as designated by the President and the Executive Council.

Article XI Records and Reports

11.01 Maintenance of Records The Association Executive Director shall maintain current and accurate records with complete entries as to each financial transaction of the Association including income and expenditures, in accordance with generally accepted accounting principles. An annual audit of the organization's finances shall be conducted and the results of the audit presented to the membership at the annual meeting.

11.02 Annual Financial Report Based on the Association's records, the Board of Directors shall annually approve a financial report for the Association for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include:

1. A statement of support, revenue, and expenses;
2. A statement of changes in fund balances;
3. A statement of functional expenses; and
4. A balance sheet for each fund.

Article XII Miscellaneous Provisions

12.01 Fiscal Year The fiscal year of the Association shall start on January 1 and end on December 31 of each year.

12.02 Expenditures The funds of the Association shall be disbursed only in accordance with the annual budget adopted by the Board of Directors that shall have power to respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the By-Laws.

12.03 Dispensation of Funds Upon dissolution of the organization, assets shall be distributed to the state government for public purpose, or to an organization exempt from taxes under Internal Revenue Code section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

12.04 Lifetime Memberships Past Presidents shall receive a lifetime membership in AMET. The Board of Directors, by a simple majority vote, designates other individuals as lifetime members.

12.05 Rules of Order Except where contrary mandates specified in the By-Laws, Robert's Rules of Order (Revised) shall govern all meetings of the Board of Directors and Executive Council of the Association.

12.06 Dispensation of Funds Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Association is then located, exclusively for such purposes.

12.07 Amendments These Bylaws may be amended at any regular meeting for the transaction of official business by vote of two-thirds of the voting active members replying, provided in either case written notice has

been given thirty (30) days prior to the time of voting. The Board shall have the responsibility and authority to make any necessary adjustments in the Bylaws for compliance with the chartering laws of the State of Texas and the regulations of the Internal Revenue Service.

12.08 Legal Authorities Governing Construction of Bylaws The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

12.09 Legal Construction If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, or if they should be construed as inconsistent with the requirements of a non-profit corporation, such provision shall be null and void, and the invalidity, illegality, incompatibility, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

10.10 Seal The Board of Directors may provide for a corporate seal.

12.11 Power of Attorney A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Association to be kept with the Association records.

12.12 Parties Bound The bylaws shall be binding upon and inure to the benefit of the members, officers, directors, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Association for Migrant Educators of Texas, and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were amended by vote and duly adopted at a meeting of the Membership held on the ____ day of _____, 2015.

Rachel Morales, Secretary