

# **Bylaws of the Association for Migrant Educators of Texas**

These Bylaws 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 student and to serve as a voice for the migrant education program.”

**1.03 Amendments to this Article** This Article I of the Bylaws 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 be a professional or non-professional employee of a public or non-public school, agency, or institution who functions as an administrator, teacher, supervisor, or coordinator of a migrant education program. Others who support migrant education programs through training or other means may be considered for membership.

**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 Bylaws. Membership dues can be deducted from an individual’s registration fee for the State Migrant Conference held in the Fall.

**2.03 Membership Year** The payment of annual dues shall entitle each member to membership from November 1 to October 31.

**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 two regular meetings of the members each year—one in the fall and one in the spring. Officers shall be elected at the fall meeting. 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-six (26). The Board of Directors shall consist of the five (5) elected Officers, the Immediate Past President, and the twenty (20) Regional Directors. 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 thirteen (13) 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 Actions 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 bylaws. A Director attending a meeting by telephone is considered present for purposes of voting. No Director shall cast

a vote by proxy. Directors who are not present at a meeting may vote by mail or e-mail on the election of officers or on any other matter that may be voted on by the Directors. 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 no 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 at any time, only for good cause.

**4.08 Ex Officio Members of the Board** The President shall appoint active members to the positions of Parliamentarian and Public Relations Coordinator. These positions are non-voting, “ex officio” positions on the Board of Directors.

## **Article V Meetings of the Directors**

**5.01 Annual Meeting** At the annual meeting, the directors shall swear in officers and transact any other business that may come before the Board. The annual meeting of the Board of Directors may be held without notice other than that required by these Bylaws.

**5.02 Regular Meetings** The directors may provide for regular meetings by resolution stating the time and place of such meetings.

**5.03 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 Bylaws.

**5.04 Place of Meetings** The directors may designate any place, within the State of Texas, as the place of meeting for any meeting called by the directors.

**5.05 Notice of Meetings** 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 Chairman 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, and Treasurer/Investment Officer. Elected officers shall serve on the Board of Directors.

### **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/Investment Officer. 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, coordinator or director. The permission of each candidate must be secured prior to his/her name being included on the list of candidates.

Candidates receiving a majority of the 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/Investment Officer** The Treasurer/Investment Officer is elected by the members for a two-year term and shall be elected in odd-numbered years.

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 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 bylaws, 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 for 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 for Donations, Grants and Membership 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 notices as provided in the bylaws 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 and of the seal of the Association, and shall affix the seal of the Association to all documents as authorized. The Secretary shall keep a register of the mailing 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/Investment Officer** The Treasurer/Investment Officer shall have charge and custody of and be responsible for all funds and assets of the Association. The Treasurer/Investment Officer shall receive and give receipts for moneys due and payable to the Association from any source. The Treasurer/Investment Officer shall deposit all money in the name of the Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the members or President. The Treasurer/Investment Officer shall write checks and disburse funds to discharge obligations of the Association. The Treasurer/Investment Officer shall maintain the financial books and records of the Association and shall be responsible for all state and federal tax filings. The Treasurer/Investment Officer shall prepare financial reports at least annually. The Treasurer/Investment Officer shall perform other duties as assigned by the President or by the members, and all other duties incident to the office of Treasurer/Investment Officer.

**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 Board of Directors shall have the power to fill the offices of President-Elect, Vice-President, Secretary, or Treasurer/Investment Officer should a vacancy occur during the term. The Board of Directors shall appoint a qualified active member of the Association to serve the remainder of the term.

## **Article VII Regional Directors**

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

**7.02 Qualification, Election and Term** Regional Directors shall be elected by each Regional Education Service Center respectively. In order to qualify for Regional Director, an individual must have been an active member of the Association for a period of not less than two membership years. 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 and shall plan to be present for the majority of the meeting.

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

1. Assuring that the membership of their region receives timely notification of any meetings/conferences of the Association.
2. Assuring that members receive materials and information that further the mission of the Association.
3. Recruiting membership for the Association from their region.
4. Working on committees when asked, working at registration, serving as a facilitator during the conference.
5. Facilitating the dissemination, collection, evaluation and forwarding of scholarship information.

**7.04 Vacancies** In the event a Regional Director cannot complete his/her two-year term of office, it shall be the responsibility of the regional membership to elect an interim Regional Director. This interim term shall not constitute an elected term of office.

## **Article VIII Committees**

**8.01 Standing Committees** Standing committees of the Association shall be:

1. Bylaws
2. Public Relations
3. Nomination/Elections
4. Program Planning
5. Awards
6. Legislative
7. Scholarship

**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 Member** The President shall be an ex-officio member of all committees except the Nomination/Elections Committee.

## **Article IX Records and Reports**

**9.01 Maintenance of Records** The Association shall maintain current and accurate financial records with complete entries as to each financial transaction of the Association, including income and expenditures, in accordance with generally accepted accounting principles.

**9.02 Annual Financial Report** Based on the Association's records, the Board of Directors shall annually prepare or 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 X Miscellaneous Provisions**

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

**10.02 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 transfer unused balances from one item in the budget to another. The Treasurer/Investment Officer shall work cooperatively with the other members of the Board in the receiving and disbursement of the funds of the Association and shall make an annual accounting to the Association.

**10.03 Rules of Order** Except where contrary to mandates specified in these bylaws, Robert's Rules of Order (revised) shall govern all meetings of the Board of Directors and the Association.

**10.04 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.

**10.05 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.

**10.06. 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.

**10.07 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.

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

**10.09 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.

**10.10 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 \_\_\_\_\_, 2007.

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Karen Whitaker, Secretary