

**TEXAS ASSOCIATION OF MID-SIZE SCHOOLS**  
**BYLAWS**  
**As amended May 22, 2018**

**ARTICLE ONE**

The Texas Association of Mid-Size Schools (hereafter referred to as "the Association") has been organized to operate exclusively for educational purposes within the meaning of Section 501(C) (4) of the Internal Revenue Code of 1986 (hereinafter referred to as "the code"). The specific purposes are as contained in the Articles of Association and in the Association's Statement of Purpose and Intent.

**ARTICLE TWO**

The principal office of the Association, at which the general business of the Association will be transacted and where the records of the Association will be kept, will be at such place in the State of Texas as may be fixed from time to time by the board of directors.

**ARTICLE THREE**

**Section 1.** Regular voting membership will be limited to Texas public school districts whose **regular** ADA is 1200 to 5000 or who can realize benefits from the activities of the Texas Association of Mid-Size Schools. Specific eligibility criteria may be fixed from time to time by the board of directors.

**Section 2.** Each member district will be represented by its superintendent or his designee (hereinafter referred to as "member").

**ARTICLE FOUR**

**Section 1.** An annual meeting of the members will be held in January of each year. Special meetings may be called by the president and/or board of directors.

**Section 2.** An annual meeting of the board of directors will be held in January or December. Special meetings of the board of directors may be called at any time by the president of the Association or in his or her absence by the president-elect or upon receipt of a request therefore signed by three or more members.

**Section 3.** Membership and board meetings will be chaired by the president. In the absence of the president, the president-elect or an attending officer will chair the meetings.

**Section 4.** Notice of regular, special, and annual meetings will be ~~mailed or delivered at least 10 days~~ posted to the website and emailed to members 72 hours prior to the day such meeting is to be held.

**Section 5.** At all meetings of the members or board of directors, each member or director present will be entitled to cast one vote on any motion coming before the meeting. The number present will constitute a quorum at any meeting, provided required notice has been given. A simple majority

affirmative vote of those present and voting is required to pass a motion before the membership or board.

**Section 6.** Proxy voting will be permitted, provided the proxy is authorized by letter, which is to be attached to the minutes.

**Section 7:** Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the Association.

## **ARTICLE FIVE**

**Section 1.** The number of members of the board of directors of this Association will not be less than five nor more than forty. The board of directors is made up of officers and Senate District (SD) chairs. Membership chairs will serve as ex-officio members of the committee.

**Section 2.** Directors will be representative of varying student populations and geographic areas of the state and will share the mission and goals of the Association. This Association is committed to a policy of fair representation on the board of directors.

**Section 3.** At their annual meeting, the members will, elect the following officers by majority vote of those voting; president, president-elect; vice president for legislative affairs; vice president for senatorial districts; secretary; and treasurer. These officers will serve two-year terms, may be elected to not more than two consecutive terms, and together with the president and immediate past-president will comprise the executive committee and serve as members of the board of directors. ~~The president elect and president will serve one term only.~~ The elections will be conducted in the same year as the legislative member's election for the House of Representatives. The president-elect will chair the membership committee and will automatically ascend to the office of president at the end of the term of the president-elect. Notwithstanding anything to the contrary contained in this Article Five, Section 3, the President and the immediate Past-President may, ~~and shall~~, continue to serve for an additional two-year term or until their successors shall be elected and take office, which ever shall first occur.

**Section 4.** The remaining members of the board of directors will be the senate district directors. At the annual meeting, the members will elect a district director for each of the state's 31 senatorial districts. District directors will serve two-year terms and may be elected to not more than two consecutive terms, unless no one else is willing to serve in their district. District directors will be elected on alternate years to maintain continuity on the board. The directors serving in districts with odd numbers will be elected in odd numbered years and directors serving in even numbered districts will be elected in even numbered years.

**Section 5:** When an officer or director ~~dies, resigns, or is removed,~~ no longer holds the position, the board may elect a replacement to serve for the duration of the unexpired term.

**Section 6:** Any officer or director may be removed from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of proposed removal will be given to members with the notice of the meeting. The officer or director involved will be given an opportunity to be present and to be heard at the meeting, which his or her removal is considered.

**Section 7:** The executive committee may authorize reimbursement for travel expenses as deemed necessary to promote the welfare of mid-size schools and to ensure that a member district is not required to shoulder excessive responsibilities on behalf of the Association.

## ARTICLE SIX

**Section 1.** It will be the duty of the president to preside at all meetings of the board of directors, the executive committee, and the membership; and to have general supervision of the affairs of the Association, ~~including the appointment and assignment of deputy directors.~~ He or she will execute on behalf of the Association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board of directors for the proper and necessary transaction of the business of the Association.

**Section 2.** It will be the duty of the president-elect to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the president-elect on behalf of the Association of any instrument will have the same force and effect as if it were executed by the president.

**Section 3.** The secretary will be responsible for ~~keeping the association records~~ reviewing board minutes prior to being presented to the Executive Committee for approval. He/she will ensure that the Executive Director properly posts notices of any meetings and distributes materials such as agendas and meeting minutes to the Executive Committee. ~~He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the Association, except those of the treasurer. The secretary will present at each annual meeting of the board of directors a full report of the transactions and affairs of the Association for the preceding year and will also prepare and present to the board of directors such other reports as it may desire and request at such time or times as it may designate.~~

**Section 4.** The treasurer will have general charge oversight of the finances of the Association. He/she will review monthly bank statements, balance sheets, and other financial reports; report the financial status of the organization to the board at its regular board meetings; and work with the Executive Director to draft for approval the annual operating budget. When necessary and proper, he or she will endorse, along with the president, on behalf of the Association, all checks, drafts, notes, reimbursements, and other obligations and evidences of the payment of money to the Association or coming into his or her possession,; ~~and he or she will deposit the same, together with all other funds of the Association coming into his or her possession, in such bank or banks as may be selected by the board of directors. He or she will oversee the keeping of full and accurate account of all receipts and disbursements of the Association in books belonging to the Association, which will be open at all times to the inspection of the board of directors. He or she will present to the board of directors at its annual meeting his or her report as treasurer of the Association and will from time to time make such other reports to the board as it may require.~~

**Section 5.** Any officer of the Association, in addition to the powers conferred upon him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the board.

**Section 6.** The board of directors at its discretion may authorize the president/executive director to perform certain duties and to assume certain responsibilities of the officers as above set forth, provided the president/executive director shall so act under the general direction of the respective officers.

## ARTICLE SEVEN

**Section 1.** The board of directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members

may be members of the board of directors, members of the Association, or other interested individuals. The chair of the committee will be appointed by the president, who will act with the board's approval. After consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and action, except as otherwise ordered by the board of directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of association, or state law.

**Section 2.** The Nominating Committee shall be composed of three (3) members. The committee appointed by the President shall be approved by a majority of the Executive Committee, provided, that not more than one (1) member so appointed to the Nominating Committee shall be selected from one region.

**Section 3.** The board of directors will have the following standing committees;

**Executive Committee** - This committee will be chaired by the president of the Association and will consist of all other officers of the Association and the immediate past-president. This committee will serve as the central planning group for the organization and as an advisory group to the president/executive director. It also will have full authority to act for the board in managing the affairs of the Association during the intervals between meetings of the board.

~~**Legislative Affairs** - This committee will oversee and monitor the legislative operations of the organization, develop an annual plan for consideration by the board, and develop and assist in the implementation of a legislative program for the Association.~~

~~**Membership** - This committee will oversee all activities directed toward membership in recruitment, communication, or other services.~~

## **ARTICLE EIGHT**

**Section 1.** The Association will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The Association will have the power to purchase or procure insurance for such purposes.

**Section 2.** The board of directors may authorize any officer or officers, ~~agent or agents of the Association, in addition to the officers so authorized by these bylaws,~~ to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.

**Section 3.** All checks, drafts, and other orders for payment of funds will be signed by such officer(s) or such other person(s) as the board of directors may from time to time designate.

**Section 4.** The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it will keep at the registered or principal office a record having the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

**Section 5.** The fiscal year of the Association will be January 1 through December 31.

## **ARTICLE NINE**

The members or board of directors may amend these bylaws to include or omit any provision that they could lawfully include or omit at the time the amendment is made. Upon written notice of at least 72 hours ~~10 days~~, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the members or board of directors and will be adopted at such meeting upon receiving a two-thirds majority vote of the members or directors present and voting.

## **ARTICLE TEN**

Upon the dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which exclusively for such purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

