

# MEXICAN AMERICAN SCHOOL BOARDS ASSOCIATION

## BYLAWS

### ARTICLE I. NAME AND ADDRESS.

- A. **Name.** The name of the organization is the Mexican American School Boards Association.
- B. **Address.** The address of the organization is: P.O. Box 474, Austin, Texas 78767.

### ARTICLE II. MISSION AND VISION.

- A. **Mission.** The Mexican American School Boards Association advocates for all students served by our Texas public schools, particularly for those previously designated as “Mexican American” (viz., the Hispanic students and English Language Learners—to use the category labels employed in federal accountability—who comprise a large percentage of the students enrolled in our Texas public schools), for their families, and for all who serve them and who seek to ensure that all who serve them reflect their demographics.
- B. **Vision.** The Mexican American School Boards Association (MASBA) seeks to educate, inspire and act on behalf of the Hispanic students and English Language Learners in our Texas public schools.
  - 1. **Educate.** MASBA seeks to educate all on the needs of our “Mexican American” community—particularly the needs of our Hispanic students and English Language Learners and their families—so as to more quickly close opportunity and achievement gaps for them, and to prepare them for college, career and life success.
  - 2. **Inspire.** MASBA seeks to inspire others to advocate for such issues as equity, diversity and inclusion, since, on so many levels, these so poignantly impact our students and those who serve them—from the board room, to the classroom, to the home environments in which our students are raised.
  - 3. **Act.** We seek not to “talk the talk,” but to “walk the walk” and to actively advocate for our students, their families, and all who support them in achieving their aspirations.

### **ARTICLE III. MEMBERSHIP.**

- A. Eligibility for Membership.** All school districts organized under Chapter 11 of the Texas Education Code, and all Education Service Centers in the state of Texas, are eligible for membership in the Mexican American School Boards Association. A district is deemed a member when annual dues are paid for at least one trustee of the district, and an education service center is deemed a member when annual dues are paid for at least one director of the education service center.
  
- B. Eligibility for Office.** Trustees of member districts and directors of member education service centers are eligible to hold office in the association. Neither superintendents of school districts nor executive directors of education services centers are eligible to hold office in the Association.
  
- C. Members Subject to Bylaws & Policies.** All members shall be subject to the policies of the Association and these Bylaws.
  
- D. Application for Membership.** Applications for membership shall be submitted to the Association office in such form and accompanied by such supporting documents, as the Board may determine.
  
- E. Dues.**
  - 1. The annual dues for members shall be recommended by the Board of Directors and approved by the Member Assembly.
  - 2. The dues year of the Association shall be for the period beginning on the next September 1, after adoption by the Membership Assembly, and ending on August 31 of the year following adoption.
  - 3. A district or education service center is considered a member during the dues year in which it pays dues to the Association.
  - 4. Association dues shall be structured according to the student enrollment of the Member districts.

## **ARTICLE IV. MEMBER ASSEMBLY.**

- A. Governing Body.** The general governing body of the Association shall be known as the Member Assembly. The Member Assembly is comprised of all individual members, all trustees of member districts, and all directors of member education service centers.
- B. Powers of the Member Assembly.** The Member Assembly shall:
1. Elect the officers and directors of the Association, as provided in these Bylaws;
  2. Approve the annual Membership dues recommended by the Board;
  3. Adopt beliefs and resolutions pertinent to the mission and purpose of the Association;
  4. Adopt the Association's Advocacy Agenda consisting of priorities recommended by the Board of Directors and/or derived through debate at meetings of the Membership Assembly;
  5. Amend these Bylaws;
  6. Take such other actions as deemed appropriate by the Member Assembly, to act on behalf of, or to further the purposes of, the Association.
- C. Delegation by the Member Assembly.** The Member Assembly may delegate to the Board of Directors or to the Executive Committee any of its powers except:
1. The annual election of officers and directors of the Association;
  2. The amendment of these Bylaws; and
  3. Final approval of annual membership dues.
- D. Annual Meeting of the Member Assembly.** The Membership Assembly shall hold one meeting during the first quarter of every year, in conjunction with the annual MASBA conference. The President may call a special meeting of the Member Assembly, with approval from the Board of Directors and with a 30-day notice to all members.

**E. Quorums and Voting.**

1. A quorum of the Member Assembly shall consist of the Members who are present at a scheduled meeting of the Member Assembly.
2. Unless otherwise specifically provided by these Bylaws, a majority of those present and voting shall govern. No proxy vote shall be permitted.
3. Only Active Members shall be voting Members of the Association.

**F. Parliamentary Procedure.** All proceedings shall be conducted in accordance with the latest edition of Robert's Rules of Order and other rules of procedure consistent with these Bylaws.

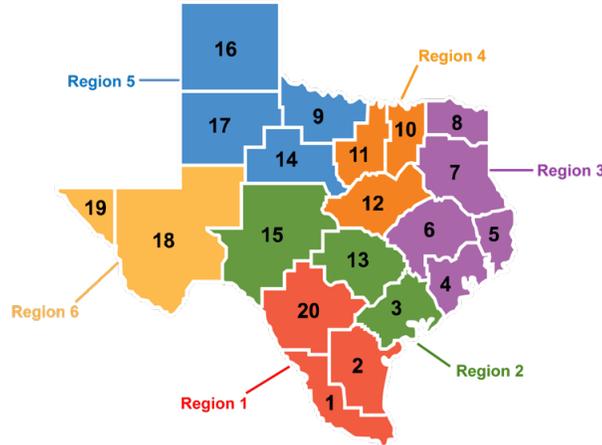
**ARTICLE V. THE BOARD OF DIRECTORS.**

**A. Delegation to the Board of Directors.** Apart from those duties that cannot be delegated by the Member Assembly in Article IV. Section C above, the Member Assembly authorizes the Board of Directors to act on its behalf between meetings of the Member Assembly.

**B. Composition of the Board of Directors.** The Board of Directors shall be composed of the Association's Directors, elected in accordance with the provisions of Article 5, below; and the Association's Officers, elected in accordance with the provision of Article 7, below.

**C. Eligibility.** Each Officer or Director shall be a trustee of a member district or a director of a member education service center. Except in the case of the President or Immediate Past President, any Officer or Director of the Board who ceases to be a school board member or an education service center director shall cease to be a Member of the Board of Directors. Only a single school trustee or service center director from the same school district or service center shall be eligible to serve on the Board of Directors at the same time.

**D. Establishment of Director Regions.** For the purpose of election to the Board of Directors, the State of Texas has been divided into six regions, as shown in the following map.



MASBA Regions Texas ESC Regions Comparison

- E. **Election by Region.** Each region shall be represented by two (2) Directors who serve staggered two-year terms of office. All Region Director positions shall be denominated as Place A or Place B. Terms for Place A Directors shall expire at the conclusion of the Member Assembly at which elections are held during even-numbered years. Terms for Place B Directors shall expire at the conclusion of the Member Assembly at which elections are held during odd-numbered years.
  
- F. **Unexpired Terms.** Any Officer or Director elected or appointed to an unexpired term shall serve only until the end of the next Member Assembly following the date of his/her appointment.
  
- G. **Timing of Officer and Director Elections.** Elections for all Officer and Director positions that expire during a given year shall be hosted during the Member Assembly that is held in conjunction with the annual MASBA conference. All elected terms of office shall begin at the completion of the Member Assembly that is held in conjunction with the annual MASBA conference.
  
- H. **Requirements for Nomination.** To be nominated for an Officer or Director position, a candidate must submit the following before December 31 of the year immediately preceding the year of election:
  1. A completed application;
  2. The candidate’s biographical information;
  3. A signed statement confirming the candidate’s willingness to serve, if elected.

**I. Nomination.** The Nominations Committee shall certify that all applicants for Officer and Director positions have met the above requirements. The Nominations Committee possesses the prerogative to nominate a candidate for each Officer and Director position. All nominees shall be posted on the Association's website.

**J. Officer and Director Elections.** Officer and Director Elections are conducted as follows:

1. If there is more than one nominee for any Officer or Director position, voting shall be by written ballot or electronic means. All ballot language shall be approved by the Nominations Committee.
2. In the event that no candidate from the MASBA region applies for an available Director position, the Nominations Committee may choose to allow candidates from other regions to be nominated for that Director position. Notwithstanding any other provisions in these Bylaws, the term for a Director elected in this manner shall be for one year.
3. If there are two candidates for an Officer or Director position, the candidate receiving the largest number of votes shall be elected. If there are three or more nominees for an Officer or Director position, and no candidate receives a majority vote of the Members present and voting, a run-off election shall be conducted between the two candidates receiving the largest number of votes.
4. If there is a tie for a majority vote for an Officer or Director position, the balloting shall be repeated for that position as many times as necessary to obtain a majority vote for a single nominee.

**K. Quorum of Board of Directors.** A majority of the Board of Directors shall constitute a quorum.

**L. Meetings of the Board of Directors.** The Board of Directors shall hold at least four meetings annually, as follows:

1. One meeting shall be held in conjunction with the annual MASBA conference;
2. One meeting shall be held during the annual TASB Summer Leadership Institute, typically held in San Antonio, Texas;
3. One meeting shall be held during the TASA/TASB annual conference; and,

4. The President of the Association may call a special Board of Directors meeting on a date reasonably acceptable to a majority of the Board of Directors. The President may also convene the Board of Directors through teleconference or other means.

**M. Duties of the Board of Directors.** The Board of Directors shall supervise, control, and direct affairs of the Association, within the limits of and consistent with the Articles of Incorporation, Bylaws, and Resolutions approved by the Member Assembly. The Board will:

1. Adopt the Association's budget;
2. Establish such policies, as it deems appropriate in fulfilling its responsibilities under these Bylaws;
3. Appoint such agents as it may consider necessary;
4. Make recommendations to the Membership Assembly;
5. Take any other necessary actions, not reserved to the Member Assembly;

**N. Removal of Directors.**

1. A Director who is absent from three consecutive regularly-scheduled meetings will be considered to have resigned his/her position as of the end of the third regularly scheduled meeting at which the Officer or Board of Director was absent. The vacancy shall be filled in accordance with Article V, Section J of these Bylaws.
2. Any Director may be removed by a two-thirds vote of the total Membership of the Board of Directors when, in the Board of Directors' judgment, the official being considered for removal has failed to faithfully perform his or her responsibilities, and the official's removal is in the best interest of the Association.

## **ARTICLE VI. BOARD OFFICERS.**

**A. Officer Positions.** The Officers of the Association shall be President, President-Elect, Immediate Past-President, Vice-President, Secretary, and Treasurer. Together, these six officers comprise the Board's Executive Committee.

**B. Election of Officers.** The President Elect, Vice President, Secretary, and Treasurer of the Association shall be elected at the annual meeting of the Member Assembly, which is held in conjunction with the MASBA conference. In order to be eligible to be nominated for

one of the foregoing officer positions, the nominee must be a current member of the Board of Directors of the Association, must have served for at least one full year on the Board of Directors in the year immediately preceding the election, and must be present at the Membership Assembly at which the election for these positions is being held. Elections of Officers not subject to the succession provisions set forth in Article VI, Section C, below shall be elected utilizing the same procedures as those set forth for the election of Directors as set forth in Article V, Section J, above.

**C. Succession of Some Officers.** The offices of President and Immediate Past President shall not be subject to an election for their positions. Instead, they shall abide by the following order of succession on an annual basis, with the term of office beginning at the conclusion of the meeting at which officer elections are held:

1. The President-Elect becomes President.
2. The President becomes Immediate Past-President.

**D. Continuing Eligibility for Office.** Except in the case of the President, or Immediate Past President, any member of the Board who ceases to be a school board member shall cease to be a Member of the Board of Directors, as of the date of the canvass of the election at which the member's successor assumes the local district Trustee's office.

**E. Resignation of an Officer.** The President may resign by submitting a letter of resignation to the Board. Any other Officer may resign by submitting a letter of resignation to the President. The resignation shall be effective upon receipt by the President. Officer vacancies shall be filled on accordance with the provisions of Article 6, Section B, below.

**F. Duties of Specific Officers.**

1. **President.** The duties of the President shall be to.
  - a. Preside at all meetings of the Association and perform duties as provided in these Bylaws and as assigned by the Board;
  - b. Be the official representative of the Association at national, state, and regional meetings. If the President is unable to attend such meetings, then the President's designee shall represent the Association;
  - c. Serve as a voting ex officio member of all committees, but shall not count toward a quorum of any committee.

2. **President Elect.** The duties of the President Elect shall be to:
  - a. Work with the Executive Director to establish financial and budgeting priorities for the next year.
  - b. In the event of the President's absence or refusal or inability to act, the President Elect shall perform the duties of the President. When thus acting as President, the President Elect shall have the power of and be subject to all restrictions placed upon the President.
  - c. Perform other duties as provided in these Bylaws and as assigned by the President.
  - d. Unless otherwise specified by these Bylaws, the President Elect shall serve as a non-voting ex officio member of all committees, but shall not count toward a quorum of the committee.
3. **Vice President.** The duties of the Vice President shall be to perform duties as provided in these Bylaws and other duties assigned by the President, when the President and President Elect are unable or unavailable to perform such duties.
4. **Secretary.** The duties of the Secretary shall be to record and maintain the minutes of all meetings of the Association.
5. **Treasurer.** The duties of the treasurer shall be to:
  - a. Be responsible for the supervision of all funds and securities and financial records of the Association, and may delegate to a designee any or all of the duties of that office, except the right to vote;
  - b. Make an annual financial report to the Member Assembly and other reports as may be requested by the Board or Executive Committee.
6. **Immediate Past-President.** The duties of the Immediate Past President shall be to:
  - a. Chair the Board's Nominations Committee; and
  - b. Perform all other duties as assigned by the President.

### **G. Removal of Officers.**

1. An Officer who is absent from three consecutive regularly-scheduled meetings will be considered to have resigned his/her position as of the end of the third regularly-scheduled meeting at which the Officer was absent. The vacancy shall be filled in accordance with Article VI, Section B of these Bylaws.
2. Any Officer may be removed by a two-thirds vote of the Board of Directors when, in the Board of Directors' judgment, the Officer being considered for removal has failed to faithfully perform his or her responsibilities, and the official's removal is in the best interest of the Association.

### **H. Officer Vacancies.**

1. Vacancies occurring for the positions of Vice-President, Secretary, Treasurer, and President-Elect shall be filled by nomination from the Executive Committee, with the consent and confirmation of the Board of Directors. Such appointee shall serve the unexpired term of that office.
2. If there is a vacancy for any reason in the office of Immediate Past President, the vacancy shall not be filled.
3. If there is a vacancy for any reason in the office of President, the vacancy shall not be filled, and the President Elect shall perform all duties of the office, for the balance of the President's original term. Service as acting President for the balance of the preceding President's term shall not prevent the President Elect from assuming the duties of the President after the next Member Assembly.
4. If there is a vacancy for any reason in any office which cannot be filled by these provisions for succession to office, the Board of Directors shall appoint from its own membership an officer pro tempore to perform the duties of the vacated office until the office is filled by an election by the Member Assembly at its next annual meeting.

## **ARTICLE VII. BOARD COMMITTEES.**

- A. Board Committee Composition.** The President shall appoint members to special committees authorized by the Executive Committee, to fulfill specific assignments. These committees may include Board Members, members of the Executive Staff, and interested persons. Special committees shall report their findings to the Executive Committee and

the Board of Directors. Committees shall be dissolved upon completion of the assigned task or vote of the Executive Committee. The President, President-Elect, and the Executive Director shall be ex officio members of all committees, unless otherwise provided by Board action.

**B. Appointment of Committee Members.** Except in the case of the Chair of the Nominations Committee, for which the Immediate Past President serves as Chair, the President shall appoint the chair, vice chair and members of all committees.

**C. Nominations Committee.**

1. The Nominations Committee shall oversee the preparations for and certify the results of all elections of Directors and Officers. It shall have the prerogative to recommend to the Member Assembly a candidate for each Officer and Director position.
2. The Nominations Committee shall be composed of five committee members and three alternates who shall fill committee vacancies in a designated order. The three alternates shall also serve in the designated order in place of an absent or ineligible member at any meeting, in accordance with policies adopted by the Board. The Immediate Past President shall chair the committee and count toward a quorum of the committee. If the Immediate Past President is unable to serve for any reason, the remaining committee members shall select a chair.
3. The slate of nominations shall be prepared as follows:
  - a. At least 30 days before the Member Assembly, or as soon thereafter as practical, the Executive Director shall provide Active and Individual Members with the committee's slate of nominee for each office and Trustee position along with pertinent biological information for each nominee.
  - b. In the event a nominee becomes unable to serve, the committee, at the call of its chair, shall select an alternate nominee and notify the Active and Individual Members of its amended report as soon as feasible, but no later than the opening of the annual Member Assembly.
  - c. The committee may conduct valid business without a physical meeting, by arranging a telephone conference call of committee members. A majority of the full committee must concur for action taken by a telephone conference call to be valid.

- d. Individual Members, trustees of member districts, and directors of member education service centers may participate in the nominations process, as provided in these Bylaws.
- e. An official ballot listing the names of all committees and Active member nominees shall be prepared before the Call to Order of the annual Member Assembly.
- f. No person shall be a candidate for more than one office.

### **ARTICLE VIII. EXECUTIVE COMMITTEE.**

- A. Membership on Executive Committee.** The Board's Executive Committee is comprised of the Association's President, President Elect, Immediate Past President, Vice President, Secretary, and Treasurer.
- B. Meetings of the Executive Committee.** The Executive Committee shall meet from time to time, subject to the call of the Association's President. Meetings shall require seventy-two hours prior notice to the Executive Committee, unless the President makes a written certification of the existence of an emergency. Executive Committee meetings may be held in person or by teleconference or other electronic media.
- C. Quorum of the Executive Committee.** A quorum of the Executive Committee shall consist of three (3) Officers. It shall not be required that the Officers necessary to establish a quorum be in the same physical location.

### **ARTICLE IX. EXECUTIVE STAFF.**

- A. Employment.** The Board of Directors, with the advice and recommendation of the Executive Committee, shall employ an Executive Director.
- B. Duties of the Executive Director.** The Executive Director shall:
  - 1. Manage, supervise, and direct the operation of the Association within the authority delegated by the Board of Directors or the Executive Committee.
  - 2. Be the custodian of the records and maintain minutes of all proceedings of the Association, its Board and Executive Committee, and shall see that all notices are duly given, as provided in these Bylaws.

3. Supervise other staff and consulting personnel as may be hired, who shall undertake such duties, responsibilities, and authority as may be delegated by the Executive Director and who shall be responsible to the Executive Director. The Executive Director, as authorized by the Board of Directors, may employ, supervise, and discharge all personnel.
4. Sign all specifically-authorized contracts and other obligations and undertakings in the name of the Association, unless specifically prohibited by these Bylaws or by further resolutions, policies, rules, or regulations, as may be adopted by the Board.
5. Collect and account for all income collected by the Association.
6. Ensure that all funds of the Association shall be deposited to the credit of the Association in such depositories as the Board may select.
7. Issue all required bills, drafts, acceptances, checks, endorsements, or other payments, where such payments have been approved as a part of the Association's budget.

**C. Vacancy.** If there is a vacancy for any reason in the position of Executive Director, the Executive Committee may designate an Acting Executive Director to serve until the Board of Directors shall employ an Executive Director. The Acting Executive Director shall have all the power and perform all the duties of the Executive Director.

## **ARTICLE X. FISCAL AND LEGAL PROCEDURES.**

**A. Fiscal Year.** The fiscal year of the Association shall be September 1 through August 31.

**B. Compensation and Reimbursement.**

1. No Officer or Director shall receive compensation for services rendered. Certain expenses incurred by Officers and Directors in attending to the business of the Association may be paid by the Association, in accordance with policies adopted by the Board.
2. No Member of the Board of Directors shall serve for compensation as an employee, consultant, or independent contractor of the Association.

- C. Contracts.** Except as otherwise provided by in these Bylaws, the Executive Committee may authorize any Officer or agent to enter into contracts and to execute or draw any instruments on behalf of the Association, so long as the expenditure of any funds made necessary by such contract has been approved in the Association's budget, including any amendment thereto.
- D. Loans.** No loan shall be contracted on behalf of the Association, and no negotiable paper other than checks shall be issued in its name, except as authorized by the Board of Directors.
- E. Deposits.** All funds of the Association shall be deposited to the credit of the Association in such depositories as the Board may select or as may be selected by an Officer or agent designated by the Board.
- F. Books and Records.** All members of the Association, upon written demand, stating the purpose of the demand, has the right to examine and copy, in person, or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

## **ARTICLE XI. LIMITATIONS OF LIABILITY.**

- A. Limitations of Liability.** No Officer of the Association shall be personally liable to the Association for monetary damages for any act or omission in their capacity as an Officer or Director; provided, however, that the foregoing provision shall not eliminate or limit the liability of an Officer or Director for (1) breach of their duty or loyalty to the Association, (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which the Officer or Director received an improper personal benefit, whether or not the benefit resulted from an action taken within the scope of their office, or (4) an act or omission for which the liability of an Officer or Director is expressly provided in statute. An amendment or repeal of the Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of an Officer or Director of the Association existing at the time of such amendment or repeal. In addition to the circumstances in which an Officer or Director of the Association is not personally liable as set forth in the preceding sentences, an Officer or Director shall not be liable to the fullest extent permitted by an amendment to the Texas statutes hereafter enacted that further limits the liability of the Officer or Director.

**B. Indemnification.** The Association shall provide the broadest indemnification permitted by law to encourage service to the Board. Members of the Board, Officers, and employees of the Association shall not be personally liable for any acts performed or omitted for the Association in objective or subjective good faith. The Association shall defend and indemnify the Members of the Board, Officers, or employees against any pending or threatened action, suit, or proceeding, civil, or criminal, to which any Director, Officer, or employee is or may be made a party by reason of having been a Director, Officer, or employee of the Association, provided that the Director, Officer, or employee acted in good faith and reasonably believed that his or her conduct was in the Association's best interest. The defense of such actions shall include payment of any and all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, and other reasonable expenses actually incurred by the Director, Officer, or employee in connection with or pertaining to proceedings, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense. The Association may purchase insurance providing similar coverage for the Directors, Officers, and employees. Nothing herein shall be deemed to prevent compromise of any litigation where the compromise is deemed advisable in order to prevent greater expense or cost in the defense or prosecution of such litigation. Indemnification for any damages or expenses by a Director, Officer, or employee by way of this Article shall only apply to such amounts as are not payable and paid by the terms and conditions of any errors and omissions insurance policy purchased in favor of the Association, its Directors, Officers, and employees. The indemnification provided by this Article shall not be deemed to be exclusive of any others rights to which any persons indemnified may be entitled under any regulation, agreement, or otherwise. The indemnification provided by this article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Association or any person referred to in this Article may have or acquire under state and federal laws. Indemnification shall continue and inure to the benefit of the heirs, executors, successors, and administrators of persons entitled to indemnification under this Article. In a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association will not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit from the Association.

## **ARTICLE XII. COOPERATIVE ORGANIZATIONS.**

The Board may organize and participate in nonprofit associations or other legal entities whose mission and bylaws the Board determines to be consistent with Association beliefs and these Bylaws. The Board of Directors may withdraw from further participation whenever it determines that further participation would not be in the Association's best interest.

## **ARTICLE XIII. DISSOLUTION OF THE ASSOCIATION.**

In the event of dissolution of the Association, dissolution shall be in accordance with the provisions of the Internal Revenue Code Section 501c(3), the Articles of Incorporation, and Texas law. Notwithstanding anything contained herein to the contrary, upon dissolution of the Association, assets will first be used to pay all debts and obligations; remaining funds shall be distributed for Internal Revenue Code Section 501c(3) of the public purposes. The precise formulas for distributions, and the timing thereof, shall be determined by the Board of Directors.

## **ARTICLE XIV. AMENDMENTS.**

These Bylaws may be amended at the annual Member Assembly by a vote of the majority of the members present and voting, provided that a copy of the proposed amendment shall be posted on the Association's website for review at least thirty (30) days before consideration by the Member Assembly.