

**Possible MASBA Bylaws Amendments  
for recommendation by the MASBA Board  
to the Annual Member Assembly**

The following recommendations for MASBA Bylaws amendments were approved by the MASBA Board of Directors on January 19, 2019 and will be forwarded to the MASBA Member Assembly, for its consideration, on March 2, 2019.

*All proposed additions are underlined. All proposed deletions are ~~struck through~~.*

1. II.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 Spanish-speaking 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.

*Rationale: MASBA is focused on closing gaps for all Texas public school students, but with a particular focus on Latinx students and English Language Learners from Spanish-speaking backgrounds.*

2. II.B.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.

*Rationale: The words proposed for deletion are very colloquial.*

3. III.A. Eligibility for Membership. All public, non-chartered school districts in Texas 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 or education service center is deemed a member when annual dues are paid for the district ~~at least one trustee of the district~~, and an education service center is deemed a member when annual dues are paid for the education service center ~~at least one director of the education service center~~. Individual trustees, superintendents, ESC directors and executive directors can join the Association as individual members.

*Rationale: This clarifies that membership in MASBA is limited to publicly-run public schools and is not open to charter schools. Also, it is the longstanding practice of MASBA that the payment*

*of dues for an individual does not make the district or ESC a member, with all trustees/directors enjoying the benefits of membership when dues are paid for only one trustee/director.*

4. III.E.2. The dues year for a member 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 one year from the date on which payment of membership dues is received.

*Rationale: Under our current bylaws, a member who pays dues in May will only enjoy membership through August 31. We now have a database in place to track membership and invoice members. If the bylaws were revised, as suggested, all members would enjoy a year of membership beginning on the date on which we receive their check.*

5. V.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~~ 20 education service center regions, effective at the conclusion of the 2021 Member Assembly.

V.E. Election by ESC Region. ~~Effective at the conclusion of the 2021 Member Assembly, 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.~~ one director, with odd-numbered regions expiring at the conclusion of the Member Assembly at which elections are held during odd-numbered years, and with even-numbered regions expiring at the conclusion of the Member Assembly at which elections are held during even-numbered years.

*Rationale: Our current governing structure currently yields eleven Directors from four ESCs, leaving 12 ESCs in Texas without any representation on our MASBA Board. Additionally, ESC regions 1, 2 & 20 are in the same MASBA region, leaving trustees and ESC directors from South Texas and San Antonio vying for the same seats on the MASBA Board. It is imagined that a greater distribution of MASBA Directors throughout the state of Texas will greatly assist recruiting efforts.*

6. V.F. Unexpired Terms. ~~The President enjoys the prerogative to nominate for Board consideration persons to fill vacancies on the MASBA Board.~~ shall nominate a trustee from a MASBA member district or a director from a MASBA education service center member to fill any vacancy on the MASBA Board. To be elected by the Board to fill a vacancy, a person must reside in the ESC region of the seat s/he will occupy. 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.

*Rationale: This clarifies the process for filling vacancies, with the President bringing forward candidates, and the Board approving them (or not). Tension has been created in the past by Presidents taking the prerogative to appoint person to fill vacancies on our Board.*

- ~~7. V.J.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.~~

*Rationale: This paragraph is not necessary if we are committed to having a greater representation of Texas trustees on our MASBA Board.*

8. V.N.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 Board shall review the service of any Director who is absent for one third of regularly-scheduled meetings of the MASBA Board over a twelve-month rolling period, as defined by the Family Medical Leave Act. The vacancy~~ Any vacancy on the Board shall be filled in accordance with Article V, Section J of these Bylaws.

*Rationale: This language is modified to prevent Directors from "gaming" the previously-expressed idea that a director could briefly attend every third meeting and remain on the MASBA Board.*

9. V.N.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 or~~ the official's removal is in the best interest of the Association.

*Rationale: This will provide greater latitude to the Board of Directors to remove a Director, if necessary.*

10. VI.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, unless unable to attend due to medical reasons. 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.

*Rationale: This provides consistency with the excusing of absences for medical reasons above.*

11. VI.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~~ Such resignations shall be effective upon receipt ~~by the President~~. Officer vacancies shall be filled on accordance with the provisions of Article 6, Section B, below.

*Rationale: The President does not receive his/her own resignation.*

12. VI.G.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 Board shall review the service of any Officer who is absent for one third of regularly-scheduled Executive Committees meetings over a twelve-month rolling period, as defined by the Family Medical Leave Act. The Any vacancy on the Executive Committee shall be filled in accordance with Article VI, Section B of these Bylaws.

*Rationale: This language is modified to prevent Officers from “gaming” the previously-expressed idea that a Director or Officer could briefly attend every third meeting and remain on the MASBA Board.*

13. VI.G.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~~ or the official’s removal is in the best interest of the Association.

*Rationale: This will provide greater latitude to the Board of Directors to remove an Officer, if necessary.*

14. VII.C.3.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.

*Rationale: These words are not necessary.*

15. VIII.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, in which case all Officers will be contacted by phone and/or text message with notification of the meeting. Executive Committee meetings may be held in person or by teleconference or other electronic media.

*Rationale: The concern was shared that the President could declare an "emergency," call two Officers and make decisions, with no need to notify the remaining Officers.*

16. IX.B.3. [The Executive Director shall...] Supervise other staff and consulting personnel as ~~may be hired~~ hired by the Executive Director within the parameters of the Board-approved budget, 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 through its approval or amendment of the Association's budget, may employ, supervise, and discharge all personnel.

*Rationale: In the same way that boards of trustees have a single employee, the superintendent, the MASBA Board has a single employee: the Executive Director, who is responsible for hiring all other employees of the organization, but in accord with the Board-approved budget for the organization.*

17. IX.B.4. [The Executive Director shall...] Sign all ~~specifically authorized~~ contracts that are authorized by the Board of Directors 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.

*Rationale: This makes clear that all contracts are to be authorized by the Board of Directors.*

Also, unless the Member Assembly acts otherwise, all Roman numerals contained in our MASBA Bylaws (e.g., I, II, III, IV, V) will be changed to Arabic numerals (e.g., 1, 2, 3, 4, 5) at the conclusion of our 2019 Member Assembly.