

Texas Educational Support Staff Association, Inc.

Bylaws

ARTICLE I – OFFICES

Section 1. Registered Office and Agent. The registered office of the Corporation shall be maintained at 3306 Lake Travis Avenue, Killeen, in the state of Texas 76543. The registered office or the registered agent, or both may be changed by resolution of the Executive Board upon filing the statement required by law.

Section 2. Principal Office. The principal office of the Corporation shall be at 3306 Lake Travis Avenue, Killeen, TX 76543, provided that the Executive Board shall have the power to change the location of the principal office at its discretion.

Section 3. Other Offices. The Corporation may also maintain other offices within or without the State of Texas as the Executive Board may from time to time appoint or as the business of the Corporation may require.

ARTICLE II - MEMBERS

Section 1. Place of Meeting. All meetings of members, both regular and special, shall be held either at the registered office of the Corporation in Texas or at such other place within the state, as shall be designated in the notice of the meeting.

Section 2. Meetings. The Texas Educational Support Staff Association meeting of members shall be held annually during the Summer Work Conference for the purpose of conducting business which may come before the membership.

The annual meeting of members may be held for any purpose as specified in a notice of such meeting. The meeting may be called by resolution of the Executive Board or by a writing filed with the secretary signed either by a majority of the board or members entitled to vote at any such meeting.

Special meeting of the members may be called by the president, or at the written request of one-fourth (1/4) of the active members.

Section 3. Notice of Members' Meeting. A written or printed notice stating the place and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary, officer, or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the membership rolls of the Corporation, with postage thereon prepaid.

Section 4. Voting of Members. Membership in the Texas Educational Support Staff Association, Inc. shall be of five classes: active, retired, associate, honorary, and institutional.

All educational support personnel working in public, private, or charter schools; Educational Service Centers; or higher education (colleges or universities) in the State of Texas shall be eligible for active membership.

Members who retire while in service shall be eligible to become retired members upon payment of one-half of the annual dues. An associate membership may be purchased by anyone not eligible for active or retired membership.

The title of honorary member may be conferred upon any man or woman the organization wishes to honor. A past president who leaves the field of education, retires, or otherwise becomes ineligible for active membership shall become an honorary member. A retired past president may choose to pay retired dues with voting privileges. Institutional membership is open to school districts, colleges and universities, and educational service centers.

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Membership in the organization shall be terminated by nonpayment of dues or resignation.

Active and retired members shall have equal voting privileges.

During each election for the Executive Board, members entitled to vote shall have the right to vote for as many persons as there are board members to be elected and for those elections for which they have a right to vote.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of proceedings of its members and Executive Board and shall keep at its registered office or principal office, in this state, a record of names and addresses of its members entitled to vote.

Any member, or his/her agent or attorney may inspect all books and records of the Corporation, for any proper purpose between 9 a.m. and 1 p.m. on Monday, of each week or by prior arrangement.

Section 6. Closing Membership Rolls and Fixing Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Executive Board may provide that the membership rolls shall be closed for a stated period not exceeding fifty (50) days. If the membership rolls shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such rolls shall be closed for at least ten (10) days preceding such meeting. In lieu of the closing of the membership rolls, the bylaws or in the absence of an applicable bylaw, the Executive Board may fix in advance, a date as the record date for any determination of members, not later than fifty (50) days and, in case of a meeting of members, not earlier than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership rolls are not closed and no record date is fixed for the determination of members entitled to notice of or vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of membership rolls and the stated period of closing has expired.

Section 7. Quorum of Members. Fifty (50) members of the Corporation shall be necessary for a quorum at any general meeting a majority of all members of any committee shall constitute a quorum thereof. The vote of the holders of a majority of the votes entitled to be cast at the meeting at which a quorum is present shall be the act of the members' meeting, unless the vote of a greater number is required by law, the articles of incorporation, or the bylaws.

Section 8. Voting Lists. The officer or agent having charge of membership rolls of the Corporation shall make upon the request of the Board of Directors, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any member from 9 a.m. to 1 p.m. on Monday of each week or by prior arrangement. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership rolls shall be prima-facie evidence as to who are the members entitled to examine such list or membership rolls or to vote at any meeting of members.

ARTICLE III - EXECUTIVE BOARD

Section 1. Executive Board. The Board of Directors shall be referred to and shall use the designation "Executive Board." An Executive Board shall manage the business and affairs of the Corporation. Board members must be residents of the State of Texas; all board members shall be members of the Corporation.

Section 2. Number and Election of Executive Board. The number of board members shall be eleven (11) provided that the number may be increased or decreased, by an amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent board members. At the initial members' meeting after incorporation, fifteen (15) members were elected to the board.

The immediate past president shall serve as a non-voting member of the Executive Board if not serving in any other capacity of the board.

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Section 3. Vacancies and Resignation. All vacancies occurring among the officers shall be filled by the Executive Board with the exception of the president-elect, and the first vice president when this office has acceded to the presidency. In the event of a vacancy in the office of president-elect, a special election shall be held.

Section 4. Quorum of the Executive Board. A majority of the Executive Board shall constitute a quorum for the transaction of business. The act of the majority of the board members present at a meeting at which a quorum is present shall be the act of the Executive Board. All board members must vote in person.

Section 5. Annual Meeting of the Executive Board. Within thirty (30) days of each annual meeting of the members, the Executive Board shall hold an annual meeting to transact business as shall come before the meeting.

Section 6. Regular Meeting of Executive Board. A regular meeting of the Executive Board may be held at such time as shall be determined resolution of the Executive Board.

Section 7. Special Meetings of Executive Board. The secretary shall call a special meeting of the Executive Board whenever requested to do so by the president or by five (5) board members. Such special meeting shall be held at the time specified in the notice of the meeting.

Section 8. Place of Executive Board Meetings. All meetings of the Executive Board (annual, regular, or special) shall be held either at the principal office of the corporation or at such other place, within the State of Texas, as shall be specified in the notice of the meeting.

Section 9. Notice of Executive Board Meetings. All meetings of the Executive Board (annual, regular, or special) shall be held upon five (5) days written notice stating the date, place, and hour of meeting delivered to each board member either personally or by mail or at the direction of the president or the secretary or the officer or person calling the meeting.

In any case where all of the board members execute a waiver of notice of the time and place of meeting, no notice thereof shall be required, and any such meeting (whether annual, regular, or special) shall be held at the time and the place specified in the waiver of notice. Attendance of a board member at any meeting shall constitute a waiver of notice of such meeting except where the board member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted, nor the purpose of any annual, regular, or special meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting.

Section 10. Compensation. Board members shall serve without compensation in their capacity as such.

ARTICLE IV – OFFICERS

Section 1. Officer Election. The Nominations Committee shall present a slate of two (2) names for each place to be filled. After the slate is completed, the chairman of the Nominations Committee shall prepare a ballot. Elections shall be electronic, and a majority of votes cast shall be required for election.

Ballots shall be posted electronically on February 15 with a March 1 deadline. Names of the elected shall be provided to the executive board, at spring board meeting making them a permanent part of the minutes. Candidates shall be advised of the results of the election by the president and president-elect. The president certifies the election, with officers to be installed at the annual Summer Work Conference.

The president-elect, vice president, secretary/treasurer, and three (3) members-at-large shall be elected for one (1) year and shall assume office August 1 following the election.

None of the following officers (president, president-elect, vice president, and secretary/treasurer) shall serve more than two (2) consecutive terms in the same office. Members-at-large can serve more than two (2) consecutive terms, however, not as the same committee chairman.

No more than two members of the Executive Board shall be from the same educational institution, except the president and president-elect cannot be from the same educational institution.

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All officers shall be active members in good standing. The president-elect shall have the following qualifications: (a) three (3) years membership in the Association; (b) two (2) years of service as an elected member of the Executive Board of the Association. (Only one year as an elected member-at-large will qualify as one of the two (2) years of service); (c) hold the CEOP certification and (d) membership in the National Association of Educational Office Professionals.

The vice president shall have the following qualifications: (a) two (2) years membership in the Association; (b) one (1) year of service on the Executive Board of the Association); (c) hold the CEOP certification and (d) membership in the National Association of Educational Office Professionals.

The secretary/treasurer shall have the following qualifications: (a) one (1) year of membership in the Association); (c) hold the CEOP certification and (d) membership in the National Association of Educational Office Professionals.

All other elected officers shall have the following qualifications: (a) one (1) year of membership in the Association; (b) hold CEOP certification or be currently pursuing (within the last 12 months) the CEOP certification and (c) membership in the National Association of Educational Office Professionals.

The chairman and committee members of STEM or Summer Work Conference may be allowed to count that service as one year of election to the Executive Board as a member-at-large. This is a one-year credit regardless of the times served on these committees.

Section 2. Duties of Officers.

- (a) The president shall preside at all meetings of the Corporation, and of the Executive Board and shall be an ex-officio member of all committees except the Nominations Committee.

The president or designee shall sign all contracts, obligations, and checks of the Corporation and shall approve all communications sent out in the name of the Corporation.

The president shall serve as the professional liaison officer, and shall act as the contact person with other professional organizations of educational institutions to keep them informed of the activities of the Texas Educational Support Staff Association, Inc., and to work with them on projects of mutual concern.

The president is empowered to add special committees as needed, subject to the approval of the Executive Board.

- (b) The president-elect shall serve as administrative assistant to the president and perform such duties as the president may assign.

The president-elect shall preside at meetings in the absence of the president. In the event of a vacancy in the office of the president, the president-elect shall at once succeed to the office of the president to fill out the unexpired term. This would not exclude the president-elect from serving their rightful term as president.

- (c) The vice president shall act as editor of *The TESA Connection*, official publication of the Texas Educational Support Staff Association, Inc., planning the general content of the newsletter and making arrangements for commercial publication. The publication will be mailed to all names on the mailing list.

The president may select an editorial committee of a maximum of three (3) people to assist in the areas as needed.

A vacancy in this position shall be filled by appointment of the Executive Board, except when the vice-president accedes to the presidency. The position shall remain vacant in this case, and the president shall appoint an editor of *The TESA Connection*.

- (d) The secretary/treasurer shall have available accurate records of all proceedings of the general business meetings and the Executive Board meetings, and shall furnish a copy of the minutes to all members of the Executive Board.

The secretary/treasurer shall serve as the chairman of the by-laws committee. The members of the committee will be the president, president-elect, parliamentarian and immediate past president.

The secretary/treasurer shall handle other secretarial duties requested by the president and the Executive Board.

The secretary/treasurer shall have available from the central office a copy of all receipts and deposits of the corporation. The president before payment shall approve all vouchers. All drafts exceeding \$1500.00 shall be co-signed by the secretary/treasurer or the president.

The secretary/treasurer shall make TESA pins and Texas patches available to the membership and keep the necessary records of sales.

The secretary/treasurer shall furnish a budget analysis to the president, a quarterly report to members of the Executive Board, and a complete report to the membership at each official business meeting of the Corporation.

A vacancy in this position shall be filled by appointment of the Executive Board.

- (e) The members-at-large shall be appointed to serve as chairman of two of the standing committees: Membership and Affiliate Services; Nominations and Awards/Scholarship/Journalist; and Area Workshops and Legislative Consultant.

In case of the absence of any officer of the Corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers or duties or any of them, of such officer to any other officer, or to any board member provided a majority of the board members then in office concur therein.

ARTICLE V – INDEMNIFICATION

The Corporation shall have the power to indemnify any board member or officer or former Board member or officer of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred in connection with any claim asserted against any board member or officer, by action in court or otherwise, by reason of being or having been such board member or officer, except in relation to matters as to which any board member or officer shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE VI - DUES

The annual dues for active and associate members shall be forty-five dollars (\$45.00); institutional members shall be one hundred fifty dollar (\$150). Dues for retired members shall be one-half (1/2) of regular dues.

The fiscal and membership year of the Corporation shall be defined as from August 1 through July 31.

ARTICLE VII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern in all matters not covered by the Constitution and Bylaws of the Texas Educational Support Staff Association, Inc.

The president shall appoint a parliamentarian. The parliamentarian shall advise the president, the Executive Board, and the membership upon parliamentary points, and shall attend all meetings of the Executive Board, general sessions and By-Laws Committee.

ARTICLE VIII - COMMITTEES

Section 1 - Standing Committees. Standing committees of the Corporation shall be: Nominations, Area Workshop, Affiliate Services, Awards/Scholarship/Journalist, By-Laws, Fall Work Conference, Marketing Committee, Staff Training for Effective Management (STEM), Legislative Consultant, Advisory, Web Advisor and Summer Work Conference.

All committee chairmen will be members-at-large and elected by the membership with the exception of STEM, Fall Work Conference, Marketing Committee, Summer Work Conference, Advisory Committee, and Web Advisor. The president shall appoint the chairman of the Marketing Committee, STEM, and Summer Work Conference. The president will appoint the members to all standing committees with the exception of the Web Advisor which has no committee. The president shall appoint two Past Presidents to the Advisory Committee. All appointed persons could serve no more than two (2) consecutive terms on the same

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committee. The president shall approve the chairman of Fall Work Conference. Additional committees may be created and appointed by the president, subject to approval by the Executive Board.

Section 2 – Duties of Committee. The Membership Committee has the responsibility of promoting membership in the Texas Educational Support Staff Association, Inc. The committee shall be composed of (4) members, approved by the president, in addition to the chairman. Each member of this committee shall be from a different educational institution. Each of the committee members shall be active or retired from different educational institutions. In all cases preference to active members will be considered.

The Nominations Committee shall consist of three (3) members in addition to the chairman. Each of the committee members shall be active or retired from different educational institution. In all cases preference to active members will be considered. Two of the members shall be past presidents. One of the members shall be the president-elect. It shall be the duty of this committee to prepare a slate of two (2) names for each office and each of the three (3) members-at-large positions to be selected for a specific year. It shall be a duty of the chairman to prepare a ballot and upon approval by the president-elect will be posted to the active membership by February 15.

The Affiliate Services Committee shall consist of at least two (2) members in addition to the chairman. Each of the committee members shall be active or retired from different educational institutions. In all cases preference to active members will be considered. This committee is responsible for supplying information to any group of educational office personnel interested in the organization of a local unit, offering the assistance of TESA by arranging for a visit by the chairman, one of the committee, or a TESA Board member to encourage, help formulate new units, promoting TESA membership by meeting with, speaking to (or arranging for speaker), counseling with active affiliates throughout the state, and processing requests for staff development programs from educational institutions in Texas and assigning consultants to conduct the in-services.

The Area Workshop Committee shall consist of two (2) members in addition to the chairman. Each of the committee members shall be active or retired from different educational institution. In all cases preference to active members will be considered. This committee is responsible for contacting educational institutions across the state and scheduling workshops.

The Awards/Scholarship/Journalist Committee shall consist of two members in addition to the chairman. Each of the committee members shall be active or retired from different educational institutions. In all cases preference to active members will be considered. It shall be the duty of this committee to advertise the availability of the Corporation scholarships, including the Lorene Roby Rogers and Dr. Michael Zolkowski Technology Scholarship and other scholarships approved by the Executive Board. It is also the duty of this committee to develop a scrapbook to be presented to the current president at the SWC Board Meeting. It shall be the duty of this committee to advertise the availability of all the Corporation's awards, including Administrator of the Year, Nelda Van Dyke Award, Newsletter, Yearbook, and any other awards determined appropriate by the Executive Board.

The president shall approve the Fall Work Conference Chairman. It shall be the Fall Work Conference chairman's responsibility to appoint sub-committees to handle the various aspects of the conference planning.

The Marketing Committee shall consist of two (2) members in addition to the Chairman. The two members are the STEM Chairman and the Affiliate Services Chairman. The Legislative Consultant serves as an ex-officio member. This committee shall serve in an advisory capacity to the board, represents TESA at all professional conferences, and perform other duties as assigned by the president.

The Summer Work Conference Committee shall consist of three (3) members in addition to the chairman. The chairman and committee members shall be active or retired from different educational institutions. In all cases preference to active members will be considered. The chairman and committee members are appointed by the president. Each committee member will be assigned one area of responsibility to plan for SWC. The areas of responsibility are social, exhibits and registration. The chairman of this committee coordinates the work of the committee members and is responsible for the budget and planning of conference events.

The STEM Committee shall consist of two (2) members in addition to the chairman. The chairman and committee shall be active or retired from different educational institutions. In all cases preference to active members will be considered. Each committee member is assigned a specific area of the state to promote STEM classes and schedule consultants. The chairman of this committee is responsible for the overall STEM program, including updating workbooks, developing new sessions, training of consultants, resolving of disputed credits, and compiling the STEM calendar.

The Advisory Committee shall consist of four (4) members. All members shall be active or retired TESA Past Presidents. All appointed members shall serve two (2) consecutive years with two (2) members being replaced each year. This committee shall serve in an

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advisory capacity, reviewing all business and personnel related matters to maintain continuity. No monetary compensation being given for work on this committee.

Section 3. Vacancies and Resignation. The President with approval of the Executive Board shall fill all vacancies occurring among the standing committee appointments.

ARTICLE IX – DIVIDEND

No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, board members or officers. The corporation may pay compensation in a reasonable amount to its members, board members or officers for services rendered, may confer benefits upon its liquidation may make distributions to its members, but only as permitted by the Texas Non-Profit Corporation Act.

ARTICLE X – MISCELLANEOUS

Section 1. Informal Action. Any action required to be taken or which may be taken at a meeting of the members of the board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the members or directors, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members, as the case may be, at a meeting of said body.

Section 2. Seal. The corporate seal shall be circular in form and shall contain the name of the Corporation, the year of its incorporation, and the words "CORPORATE SEAL TEXAS." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The corporate seal may be altered by order of the Executive Board at any time.

Section 3. Checks. All checks or demands for money and Notes of Corporation shall be signed by such officer or officers or such other person or persons as the Executive Board may from time to time designate.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first (1st) day of August in each and every year.

Section 5. Executive Board's Annual Statement. The Executive Board shall present at each annual meeting of members a full and clear statement of the business and condition of the Corporation.

Section 6. Amendments. After the proposed amendments have been submitted to and approved by the Executive Board and proper notice given, they may be amended, altered, or rescinded by a vote of two-thirds (2/3) of the votes cast by the membership at any regular meeting or any special meeting called for that purpose.

Incorporated: 03/07/1980

Amended: 06/24/1981	03/30/1996	06/27/2014
06/20/1984	06/24/1997	06/19/2015
06/26/1985	06/29/1999	01/07/2017
06/22/1987	06/27/2000	07/31/2017
11/11/1989	06/29/2001	01/10/2018
06/05/1990	06/29/2002	
06/23/1990	11/10/2003	
11/10/1990	08/01/2005	
06/22/1991	06/23/2006	
11/07/1992	06/25/2011	
06/26/1993	06/21/2012	
11/04/1995	06/21/2013	

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Texas Educational Support Staff Association, Inc.

Standing Rules

RESOLVED:

That requests for purchase of mailing labels of members and potential members have prior approval of the Executive Board. Such mailing labels may be sold only to other professional or not-for-profit organizations.

That this Association shall affiliate yearly with the National Association of Educational Office Professionals, and in accordance with the bylaws, all elected members of the Executive Board shall be members of the National Association of Educational Office Professionals.

That this Association shall affiliate annually with the Texas Association of School Administrators, in accordance with the minimum requirements of the Texas Association of School Administrators to stay within the guidelines of TASA policy and be financially responsible to TESA.

That a local association of the state may affiliate with this Association upon the payment of Thirty Dollars (\$30.00), plus 25 cents per capita of the previous year's end-of-year membership. Prospective affiliates presenting application for affiliation after March 16, 1978, must submit a copy of their constitution and bylaws.

That the president, secretary/treasurer, and central office staff shall be bonded.

That the president and president-elect shall be sent by the Association to the NAEOP Annual Conference. If either is unable to attend the conference, then a member of the Executive Board shall be selected to attend, in the following order: (1) vice president, (2) secretary/treasurer.

That the invitation from local affiliates to host a Fall Work Conference shall be presented to the Executive Board prior to the general business meeting and invitations shall be voted upon by the Executive Board at the summer meeting, with the Fall Work Conference site designated a maximum of three years in advance.

That the TESA immediate past president be the nominee for NAEOP Educational Office Professional of the Year.

That the TESA Administrator of the Year from the previous year be the nominee for NAEOP Administrator of the Year.

That TESA consider inviting the NAEOP President to attend the TESA Summer Work Conference. A TESA honorary membership will be given to the NAEOP President upon their installation.

That the Executive Board approves any changes in the guidelines included in the officer handbook.

Adopted: 03/1950

Amended: 04/16/1955	05/01/1965	03/22/1977	03/28/1998	06/20/2017
04/14/1956	04/29/1967	03/16/1978	11/13/1998	07/31/2017
04/26/1957	04/26/1969	06/24/1978	04/12/2003	
04/12/1958	05/02/1970	03/26/1981	08/08/2010	
04/25/1959	11/06/1971	04/06/1991	06/25/2011	
05/05/1962	07/01/1975	06/24/1991	06/27/2014	
04/26/1963	03/17/1977	11/12/1993	03/24/2017	