

TEXAS SCHOOL ALLIANCE

BY-LAWS

ADOPTED:

ARTICLE I. NAME

The name of the Association will be the Texas School Alliance.

ARTICLE II. LOCATION

The location of the principle office of the Texas School Alliance shall be in the City of Austin, Travis County, Texas.

ARTICLE III. PURPOSE

The Alliance is established to promote excellence in education for the primary benefit of the students of public school districts. Its purposes are:

- A. To identify current concerns of public school districts; to disseminate information and analysis of public school districts; and to promote the exchange of information and analysis among public school districts;
- B. To promote a forum for the consideration of issues facing public school districts; and
- C. To monitor, evaluate and consider the effect of state and federal laws and regulations, and to provide information to promote excellence for all students in public education;
- D. To advocate for:
 - The unique needs of Texas' larger school districts and
 - The needs of students who are English Language Learners, bilingual, at risk, and/or of lower socio-economic status.

ARTICLE IV. BOARD OF DIRECTORS

- A. The Board of Directors shall be selected from the following members:
 - 1. Five (5) members from public school districts with enrollments of 35,000 students or more; and
 - 2. Two (2) members from public school districts with enrollment of 20,000 to 34,999; and
 - 3. Two (2) members from public school districts with enrollment 10,000 to 19,999 students.

- B. The officers of the organization and the immediate past president shall also serve as members of the Board of Directors.
- C. The term of office for a member of the Board of Directors shall be three (3) years, with three (3) terms rotating off the Board of Directors each year.
- D. Membership on the Board of Directors is by member district and not by individual.
- E. Membership on the Board of Directors shall be recommended by the Board of Directors. A district may become a member of the Board of Directors upon recommendation by two-thirds of the Board of Directors and approval by majority of the membership present at a regular meeting of the Alliance or by mail, email or fax poll.
- F. Any vacancy on the Board of Directors shall be filled by the same procedures as set out in Sections A thru E above; however, these procedures shall not preclude nominations for filling vacancies from being accepted from the floor during a regular meeting of the Alliance.
- G. The president may appoint such communities as are necessary to accomplish the purposes of the Alliance.
- H. The Board of Directors shall serve without compensation as a service to the Alliance.
- I. The Board of Directors shall meet at least once per fiscal year, beginning September 1 and ending August 31, upon the call of the President, and at other times as necessary.
- J. A majority of the Board of Directors shall constitute a quorum to conduct business on all issues unless otherwise noted in the By-laws.
- K. The Board of Directors shall, at the beginning of the fiscal year, set a schedule for the regular meetings of the Alliance.
- L. The Board of Directors shall have all fiscal accounts of the Alliance audited by a third party each year. This audit shall be presented with all management letters to the Alliance at a meeting scheduled at least two (2) months after the close of the fiscal year.
- M. The district member of the Board of Directors shall designate a representative to the Board of Directors. Said designated member shall be a superintendent or the superintendent's designee.
- N. The Board of Directors shall have the authority to hire consultants or employees as necessary to carry out the purpose of the Alliance.

ARTICLE V. OFFICERS

- A. Officers of the Alliance shall be selected from among the membership by recommendation of two-thirds of the Board of Directors, and approved by a majority vote of the membership present at a regular meeting of the Alliance or by mail, email or fax poll, to fill the positions of President, President-Elect, Vice President, Secretary and Treasurer. The President and the President Elect shall be a superintendent and shall serve a one year term in that capacity.
 - 1. The President shall preside at all Board of Director meetings and at all meetings of the Alliance.

2. The President Elect shall preside at all meetings at which the President is absent and carry out other duties as assigned by the President. The President Elect shall succeed the President. If the President Elect no longer holds the position of superintendent in the district from which he or she was elected President Elect, the Board of Directors will determine the successor to the position.
 3. The Vice President shall preside in the absence of the President and President Elect. The Vice President shall act as the Alliance's historian and maintain the Alliance's membership roster.
 4. The Secretary shall keep and maintain complete and accurate minutes of the meetings of the Board of Directors and the Alliance.
 5. The Treasurer shall keep and maintain all fiscal records and accounts of the Alliance.
- B. The officers shall serve without compensation.
 - C. Any vacancy in the officer positions shall be filled in the same manner as originally selected.
 - D. The officers shall be the nominating committee for vacancies which occur on the Board of Directors and shall present nominations for such vacancies to the Board of Directors at the next regular meeting of the Alliance; however, these nominations from the committee shall not preclude nominations for filling vacancies from being accepted from the floor during a regular meeting of the Alliance.

ARTICLE VI. STAFF

- A. Executive Director. The Board of Directors may employ an Executive Director, who shall serve at the will of the Board. The Board shall determine the Executive Director's salary, hours, and other terms of employment, and the Executive Director shall not have any legally recognized or enforceable right or expectation of employment beyond the terms set by the Board. The Executive Director is responsible for administering the programs and operations of the Alliance and shall direct the day-to-day business of the Alliance. The Executive Director is accountable to the Board of Directors and shall work closely with the Board to fulfil its objectives. The Executive Director, as authorized by the Board, shall sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the Alliance. The Executive Director shall be an ex officio member of the Board. The Executive Director shall not be entitled to vote, but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Director are discussed.
- B. Other Staff. The Executive Director shall be responsible for the supervision of other staff hired by the Board of Directors, unless directed otherwise in writing by the Board.
- C. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors.

ARTICLE VII. NEW MEMBERSHIP

- A. Membership is limited to school districts which have an enrollment in excess of 10,000 students and which have the following characteristics:
 - 1. Concentrations of disadvantaged, low income and special needs students; or
 - 2. Concentrations of minority students; or
 - 3. Other eligibility requirements as may be determined by the Board of Directors.
- B. Membership may be extended to a district not presently a member of the Alliance upon recommendation of two-thirds of the Board of Directors and approved by a majority of the membership at a meeting of the Alliance or by mail, email or fax poll.
- C. Membership requirements, including enrollment, may be waived upon recommendation of two-thirds of the Board of Directors and approved by a majority of the membership present at a meeting of the Alliance.
- D. Membership is by school district rather than by individual. The district shall be represented by its superintendent or the superintendent's designee. Other district staff and Board members may attend Alliance meetings.
- E. Membership shall terminate immediately when a member ceases to meet the eligibility requirements, or for good and just causes, including the failure to manifest an interest in the purpose of the Alliance. Such terminations for good and just cause shall be by recommendation of two-thirds of the Board of Directors and approved by a majority of the membership at a regular meeting of the Alliance or by mail, email or fax poll.

ARTICLE VIII. VOTING RIGHTS

Each district shall have one vote. The vote of the membership shall be cast by the superintendent or the superintendent's designee. Votes may be taken by mail, email or fax poll.

ARTICLE IX. DUES

Dues shall be assessed in an amount to be determined by the Board of Directors and approved by the membership at the first regular meeting after September 1 of each year. Dues shall be payable upon receipt of assessment.

ARTICLE X. MEETINGS

There shall be at least one meeting of the Alliance membership each year to conduct business, The Alliance may hold other meetings as needed upon the call of the President or majority of the Board of

Directors. A majority of the member districts shall constitute a quorum in order to properly conduct business of the Alliance.

ARTICLE XI. AMENDMENTS

An amendment to these by-laws shall be upon the recommendation of two-thirds of the Board of Directors and approved by a majority of the membership present at a regular meeting of the Alliance or by mail, email or fax poll.

ARTICLE XII. DISSOLUTION

At the time that the Texas School Alliance wishes to cease its operations and dissolve, the Alliance Secretary shall file Articles of Dissolution with the Texas Secretary of State's office in accordance with Article 1396-6.05 of the Texas Non-Profit Corporation Act.