

# Gulf Coast Area Association of School Boards

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## Bylaws

### Article I: Name

The name of this organization is the Gulf Coast Area Association of School Boards.

### Article II: Purpose and Mission Statement

The purpose of the Gulf Coast Area Association of School Boards is to enhance the quality of education for public school children in the Texas Gulf Coast area by providing education and information to local school boards and creating an opportunity for local school boards to impact the legislative process affecting public education.

### Article III: Membership

- 3.1 Regular – All local school boards, the Region 4 Education Service Center Board, and the county boards within the Gulf Coast area are eligible to become regular members.
- 3.2 Associate – By invitation of the Board of Directors, individuals, organizations, universities, community colleges, and business that are involved with public schools and are interested in education are eligible to become associate members. Associate members shall have all the privileges of regular membership except the right to vote and hold office, a directorship, or committee membership.
- 3.3 Honorary – The Board of Directors may select an individual who is worthy of recognition to receive an honorary life membership. The criteria for selection shall include length of service as a public-school trustee, distinguished service as a public-school trustee, distinguished service to the education community, and contributions to the association. Honorary members shall have all the privileges of regular membership except the right to vote and hold office, a directorship, or committee membership. **Honorary members are not subject to dues or fees.**
- 3.4 Dues – Members shall be in good standing upon the payment of annual dues in accordance with a schedule to be determined by the Board of Directors. Dues are payable on or before September 15 of each year.

### Article IV: Officers

- 4.1 **Officers are President, First Vice President, Second Vice President, Secretary-Treasurer, and Immediate Past President. All officers are eligible to serve as signatories on the bank account. At the beginning of each fiscal year, the Board of Directors shall approve those officers who shall be bank signatories.**
- 4.2 It is the duty of the President (a) to preside at all meetings of the membership and Board of Directors; (b) to appoint all standing and special committees; (c) to serve as an ex officio member of all committees without voting privileges; (d) to be the official representative of the

Association at local and state meetings; (e) to appoint a parliamentarian at his/her discretion; and (f) to perform such other duties as may be prescribed by the Board of Directors.

- 4.3 It is the duty of the First Vice President to perform the duties of the President in the absence of or upon the incapacity of the President, and to perform such other duties as may be prescribed by the Board of Directors.
- 4.4 It is the duty of the Second Vice President to perform the duties of the President in the absence of or upon the incapacity of the President and First Vice President, and to perform such other duties as may be prescribed by the Board of Directors.
- 4.5 It is the duty of the Secretary-Treasurer (a) to keep or cause to be kept minutes of all meetings of the membership and Board of Directors; (b) to manage and account or cause for the management and accounting for the funds of the Association; (c) to prepare or cause to be prepared an annual financial report to the annual membership meeting each year; and (d) to send or cause to be sent any notices required by these Bylaws.
- 4.6 The term of office for each Officer is one year, beginning June 1. However, a person appointed to fill an Officer vacancy shall be eligible to serve in that same capacity for the full following year if nominated and elected to that office.
- 4.7 Any person legally serving as a member of a regular school board is eligible to be elected as an Officer of the Association. The immediate past president is an exception to this rule. The year immediately after service as President of the Association, a person may continue as Immediate Past President regardless of whether they continue to serve on their local school board. Approval of a non-trustee immediate past president follows the process in Article VI.
- 4.8 All Officers and the Executive Secretary are eligible to be signatories on the Association's bank accounts as authorized by the Board of Directors. Checks may be signed by authorized signatories such as the President, Secretary-Treasurer, or Executive Secretary. Before signing of checks by an authorized signatory, immediate communication with the Secretary-Treasurer, President, and Executive Secretary must be made to notify them and authorize temporary consent. Record of communication shall be by email with phone consent acceptable in the interim. Expenses approved by the Board, including those approved in the budget, shall be considered authorized. Expenses which exceed the approved budget by \$100 or more require Board approval and a budget amendment.

#### **Article V: Board of Directors**

- 5.1 The Board of Directors shall conduct the business of the Association, except the election of Officers and Directors and the amendment of these Bylaws.
- 5.2 The Board of Directors is comprised of the four elected Officers, the immediate Past President, and the ten Directors.
- 5.3 Any person legally serving as a member of a regular member board is eligible to be elected as a director.
- 5.4 The term of office for each Director is one year, beginning June 1. However, a person appointed to fill a Director vacancy shall be eligible to serve in that same capacity for the full following year if nominated and elected to that position.

- 5.5 Regular meetings of the Board of Directors shall be held prior to each regular meeting of the Association, if necessary, upon ten days written notice to Board members of the date, time, and place of the meeting.
- 5.6 Special meetings of the Board of Directors may be called by the President or any three members of the Board upon ten days written notice to Board members, which notice shall state the date, time, place, and purpose of the meeting.
- 5.7 A majority of the Board of Directors shall constitute a quorum.
- 5.8 When a director is not re-elected to their local school board, their term on the Board of Directors ends at the next general meeting or Board meeting, whichever comes first. Vacancies shall be filled by the Board of Directors for the unexpired term of the office or directorship vacated. See 4.7 for exceptions.
- 5.9 The Board of Directors shall adopt a budget at its first regular meeting each year.
- 5.10 Directors and the Executive Secretary may be reimbursed for expenses incurred in the performance of any Association business upon approval by the Board of Directors.
- 5.11 An individual director may be removed from the Board by a 2/3 vote of the Board for any reason.

#### **Article VI: Election of Officers and Directors**

- 6.1 Officers and Directors shall be elected at the annual membership meeting each year by a majority of the votes cast.
- 6.2 Only Trustees from member boards who are present at the annual membership meeting are eligible to vote.
- 6.3 The nominations from the Nominations Committee shall be presented to the membership in the notice of the annual meeting.
- 6.4 In addition to the nominees proposed by the Nominations Committee, nominations also may be made from the floor at the annual membership meeting.

#### **Article VII: Membership Meetings**

- 7.1 The number, date, time, and place of regular meetings of the membership shall be determined annually by the Board of Directors.
- 7.2 Fifteen days written notice of the date, time, place, and program of the meeting shall be given members.
- 7.3 The annual meeting of the membership shall be at the final regular meeting each year.

## **Article VIII: Executive Secretary**

- 8.1 The Association may employ an Executive Secretary to manage the activities of the Association.
- 8.2 The Executive Secretary shall attend all meetings of the membership, Board of Directors, and committees.
- 8.3 Employment of an Executive Secretary shall be by the Board of Directors. Compensation to the Executive Secretary shall be determined by the Board of Directors and shall be commensurate with the duties of the position.
- 8.4 The Executive Secretary shall be an authorized signatory on Association bank accounts along with at least two officers of the Association.
- 8.5 Other duties of the position of Executive Secretary shall be determined by the Board of Directors.

## **Article IX: Fiscal Year and Policy**

- 9.1 The fiscal year of the Association shall be from June 1 through May 31.
- 9.2 All expenditures from Association funds shall further the purpose and goals of the Association.

## **Article X: Committees**

- 10.1 There are three standing committees to be appointed by the President by June of each year from the membership of the Board of Directors: Hospitality; Legislative; and Membership.
- 10.2 The President shall appoint an Audit Committee and a Nominations Committee by March of each year from the membership of the Board of Directors.
- 10.3 It is the duty of the Hospitality Committee to manage registrations at membership meetings and to perform such other duties as appropriate or as directed by the President or Board of Directors.
- 10.4 It is the duty of the Legislative Committee to study proposed legislation affecting public education and make recommendations to the Board of Directors with regard to any action the Association should take.
- 10.5 It is the duty of the Membership Committee to encourage membership in the Association.
- 10.6 The term of standing committees is one year, concurrent with the fiscal year.
- 10.7 It is the duty of the Audit Committee to audit the Association's financial records at the close of the fiscal year and report its findings in writing to the Board of Directors within 45 days after the end of the fiscal year for which the records were audited.
- 10.8 It is the duty of the Nominations Committee to select individuals legally serving on regular member boards as nominees for the four officers and the ten directorships. The Nominations Committee shall include geographical diversity and inclusion of a variety of eligible individuals

among its criteria for making nominations but shall not consider the timing of local Trustee elections as part of its criteria.

10.9 Special committees shall be appointed by the President to perform duties as directed by the President or Board of Directors.

10.10 Special committees, including the Audit Committee and the Nominations Committee, shall stay in place until their assigned duties are completed.

#### **Article XI: Parliamentary Authority**

The conduct of all meetings of the membership, Board of Directors, and committees shall be governed by the newest revised edition of Robert's Rules of Order insofar as not inconsistent with these Bylaws.

#### **Article XII: Amending Bylaws**

These Bylaws may be amended at any regular meeting of the membership provided the proposed amendments are set out in the notice of the meeting. A two-thirds vote of members present eligible to vote is required to adopt amendments.

REVISED:     March 20, 2002  
                  February 6, 2008  
                  April 22, 2009  
                  February 3, 2022