

BASIC FOUNDATION, ORGANIZATION AND GOVERNANCE - 1000

Restated Articles of Incorporation - 1100

TEXAS ASSOCIATION OF SCHOOL BUSINESS OFFICIALS

ARTICLE I

The name of the corporation is Texas Association of School Business Officials.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is formed and for which it shall be exclusively administered and operated are to receive, administer, and spend funds for charitable and education purposes, and specifically:

To engage exclusively as an organization to advance educational, scientific, and charitable endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws).

To advance education at the elementary, secondary, college, and post-graduate levels.

To better enable the members and the general public to conduct the management of schools at all levels in the planning, reorganizing, coordinating, and improvement thereof for the benefit of the public attendance and the community.

To provide for the public funding of such research and to make same available thereto and to conduct field research experiments in the aforesaid areas for the benefit of those attending schools and the public in general.

To engage in a program of professional education for persons carrying on activities in the field of school administration and/or operations.

To protect the public by promoting the highest standards of ethical conduct by persons carrying on activities in the field of school administration and/or operations.

To promulgate and establish the highest standards of ethics and efficiency in business methods and practices.

To continually develop the standardization and unification of school accounting practices.

To cooperate and work with other professional organizations who are equally dedicated to the public education of our youth.

ARTICLE V

A Director or officer is not liable to the corporation or its members for monetary damages for an act or omission in the Director's or officer's capacity as a member of the Board of Directors, except for: a breach of a board member's duty of loyalty to the corporation or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a board member received an improper benefit, whether or not the benefit resolved from an action taken within the scope of the board member office; an act or omission for which liability of a board member is expressly provided for by statute; or an act related to an unlawful payment of a dividend.

ARTICLE VI

No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to reimburse persons who have incurred reasonable and necessary expenses on behalf of the corporation.

ARTICLE VII

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in any way in any political campaign. The corporation shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

ARTICLE VIII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the riassets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future federal tax code. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

The street address of the current registered agent is 2538 South Congress Avenue, Austin, Texas 78704, and the name of the registered agent at such address is Tracy Ginsburg Gwendolyn Santiago.

ARTICLE X

The number of directors shall not be less than three (3), and the total number shall be stated in the bylaws. The names and address of the current directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mike Singleton, RTSBA, CPA	Rockwall ISD 1050 Williams Street Rockwall, Texas 75087
Steve West, CTSBO	Allen ISD P.O. Box 13 Allen, Texas 75013
Karen Wilson, CTSBO, CPA	Dallas ISD 3700 Ross Avenue, No. 33 Dallas, Texas 75204-5491
Arturo Cavazos, CTSBO, CPA	Randolph Field ISD P.O. Box 2217 Universal City, Texas 78148
Sharon Eaves, RTSBA, CPA	Carroll ISD 3051 Dove Road Grapevine, Texas 76051

David Rastellini, CTSBO, CPA

Waco ISD
501 Franklin Avenue
P.O. Box 27
Waco, Texas 76703

Greg Lookabaugh, CTSBO

Region IV ESC
7145 West Tidwell Road
Houston, Texas 77092-2096

Tracy Hoke, RTSBA

Round Rock ISD
1311 Round Rock Ave.
Round Rock, Texas 78681-4999

Allen Schoppe, RTSBA, CPA

Sweeney ISD
1310 N. Elm St.
Sweeney, Texas 77480

Art Martin, RTSBA

Lubbock ISD
1628 19th Street
Lubbock, Texas 79401

Pattie Jackson, RTSBA

San Angelo ISD
1621 University Ave.
San Angelo, Texas 76904-5164

Charlotte Holden, RTSBA

Houston ISD
3830 Richmond Ave.
Level 4 South
Houston, Texas 77027-5838

Shannon Holmes, RTSBA

Hardin-Jefferson ISD
P.O. Box 2003
520 W. Herring
Sour Lake, Texas 77659

ARTICLE XI

The name and address of each incorporator is: Ed L. West, 1111 Jack Pine, San Antonio, Texas 78232.

EXECUTED this _____ day of _____, 2005.

TEXAS ASSOCIATION OF SCHOOL BUSINESS OFFICIALS

By: _____

MIKE SINGLETON, President

(Amended March 2005)

Bylaws - 1101

OF THE TEXAS ASSOCIATION OF SCHOOL BUSINESS OFFICIALS

Incorporated 1986

ARTICLE 1 - NAME

The name of the Association shall be "TEXAS ASSOCIATION OF SCHOOL BUSINESS OFFICIALS."

ARTICLE 2 - MEMBERSHIP

Section 1. There shall be five membership Categories in the Association: K-12, Education Service Provider, Associate, Life, and Retired Memberships.

- K-12 Membership shall be open to any employee of K-12 schools.
- Education Service Provider Membership shall be open to employees of not-for-profit organizations, higher education faculty/staff, Regional Service Center employees and employees of state governmental entities.
- Associate Membership shall be available to independent contractors and for profit entities.
- Life Membership shall be open to members who have been approved by the Board of Directors based on criteria set out in Board policy and who do not otherwise meet the requirements of another Membership Category.
- Retired Membership is available to those TASBO members who: 1) have retired from school employment through the Teacher Retirement System; 2) have not been designated as a Life Member by the Board of Directors; and, 3) do not meet the requirements of another Membership Category.

Section 2. Each person eligible to become a member and having paid the annual dues for the current year shall be entitled to the privileges of membership according to each category.

Section 3. This Association shall be affiliated with the Association of School Business Officials International. Association with any other organization must be approved by a majority vote of the membership present at its annual meeting.

Section 4. The Board of Directors shall establish local chapters, as recognized by custom or previous action. Criteria will be developed and disseminated for establishing Affiliate Chapters.

ARTICLE 3 - OFFICERS

Section 1. OFFICERS: The officers of the Association shall consist of a President, President-Elect, Vice-President, Immediate Past President and the Executive Director. The President, President-Elect, Vice-President, and Immediate Past President shall serve for a period of one year beginning the first day after the last day of the annual meeting and ending the last day of the annual meeting.

Section 2. OFFICER PROGRESSION: The President shall automatically become the Immediate Past President at the end of the term of office. Likewise, the President-Elect shall become President and the Vice-President shall become President-Elect. The Executive Director shall be appointed by the Board of Directors.

Section 3. PRESIDENT: The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee. The President shall have general supervision of the affairs of the Association.

The President shall appoint all committees and their chairpersons not otherwise provided for and shall be ex-officio a member of all committees.

Section 4. PRESIDENT-ELECT: The President-Elect shall exercise all the functions of the President in his or her absence.

Section 5. VICE-PRESIDENT: The Vice-President shall exercise all the functions of the President in the absence of the President and the President-Elect.

Section 6. IMMEDIATE PAST-PRESIDENT: The Immediate Past-President shall serve as parliamentarian.

Section 7. EXECUTIVE DIRECTOR: The Executive Director shall serve as the administrative and chief executive officer of the Association. The Executive Director shall prepare the annual budget and submit it to the Board of Directors for approval prior to September 1 of the new fiscal year.

The Executive Director shall keep a record of all official correspondence of the Association; and shall serve all necessary notices after the same have been approved by the President and make a full report in writing of the transactions of the Association at its regular annual meeting.

The Executive Director shall perform any other duties not herein specified which may be outlined by the President.

The Executive Director shall, at the expiration of the term of office, transfer to the successor in office all monies, books, papers and other records and property belonging to the Association. At the end of the Executive Director's term of office, the Executive Director shall file with the President a report by a certified public accountant, or by an auditing committee of the Association named by the President, including a statement of the financial accounts of the Association.

The Executive Director shall attend each and every session of the Association's annual meeting unless otherwise excused by the President.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1. COMPOSITION: The Board of Directors shall consist of the President, President- Elect, Vice-President, nine Directors and the Immediate Past President with the Executive Director being a non-voting member. Directors shall be elected for three-year terms.

In the case of a vacancy occurring on the Board of Directors by death or otherwise, the remaining members of the Board shall have power to fill the vacancy. No member, except the Executive Director, shall serve as an officer unless he has served as a Director, and no officer, except the Executive Director, shall serve for more than one year in each office.

Section 2. DUTIES: The Board of Directors shall be vested with the power to act in the name of the Association of the organization, provided same are not in conflict with the Bylaws.

The Board of Directors shall select by a majority vote, the annual meeting place of the Association.

The Board of Directors shall be vested with the power to call special meetings of the Association and to designate the date, time and place of any such meetings, together with a reason for calling such special meetings to be fully stated in a notice to be mailed to each member at least twenty days prior to the date of the meeting.

The Board of Directors shall meet at the call of the President and shall have power to accept nominations and to fill vacancies in the body of Officers and Directors. Subject to procedures approved by the Executive Committee, any or all directors may participate in a meeting of the Board of Directors, or a committee of the Board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

The Board of Directors shall receive and consider all Resolutions which may be referred by the Association and may hold meetings to hear the proponents and opponents of such Resolutions. It shall also prepare all special Resolutions concerning memorials, etc., and present same on the floor of the convention at the call of the President.

The Board of Directors shall consider proposals for changes and amendments in the Bylaws and present recommendations to the Association in accordance with Article 14 of the Bylaws.

The Executive Committee may be called into session by the President and may act in the capacity of the Board of Directors when the President deems such action an emergency and when a meeting of the Board of Directors is impractical. All minutes from such sessions must be sent to the Board of Directors.

ARTICLE 5 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Vice-President, and the Immediate Past President with the Executive Director being a non-voting member. Officers shall be limited to one complete term as Officer as defined in Article 3, Section 2.

ARTICLE 6 – REMOVAL FROM OFFICE

Officers and Directors may be removed from office for cause as determined by at least nine of the thirteen elected members of the Board.

Removal from office may be enacted only after written notice, followed by due process and for violation of the Code of Ethics, Standards of Conduct or failure to discharge the duties of office.

In the event a Board member is unable to fulfill the attendance requirements as set out in Board Policy 1650 and the Board Member Professional Standards, it will be assumed the Board member has resigned his or her position on the Board.

Any Board member who fails to maintain their certification status or ceases to belong to the relevant Membership Category required for office shall be automatically removed from office without vote or resolution unless the Board of Directors by resolution waives the automatic removal due to extenuating circumstances.

ARTICLE 7 - MEETINGS

Annual and special meetings of the Association shall be held at a date, time and location to be designated by the Board of Directors. The right to have a voice in discussion at meetings of this Association shall be limited to members.

ARTICLE 8 - QUORUM

At all annual and special meetings of the Association, a majority of the members present, subject to the decision of the presiding officer, shall constitute a quorum.

ARTICLE 9 - ELECTION AND VOTING

ELECTION AND VOTING: In addition to and in accordance with these Bylaws, the Board of Directors shall establish policies governing the conduct of elections. Election of the Vice-President and Directors of the Association may be held before or during the annual meeting and may be conducted electronically. K-12, Education Service Provider, Life and Retired members in good standing are permitted to vote. In the event of a tie vote, the winner will be determined by the drawing of lots. Those elected will assume their responsibilities as Directors and Officers of the Board at the annual meeting.

Candidate Qualifications:

Candidate's written notification of intent to run for a position on the TASBO Board must reach the TASBO Headquarters Office by the date specified in the election rules as established by the Board of Directors.

1. A candidate shall have been a K-12 or Education Service Provider member of TASBO for the immediate three preceding years and must be a K-12 or Education Service Provider Member at the time of the election.
2. Candidates filing for election shall hold a TASBO certification.

ARTICLE 10 – DUES

DUES: The annual dues of K-12, Education Service Provider, Associate, and Retired members shall be set for the ensuing year by the Board of Directors.

ARTICLE 11 - MEMBERSHIP YEAR

MEMBERSHIP YEAR: The membership year shall be for 12 consecutive months.

ARTICLE 12 - FISCAL YEAR

FISCAL YEAR: The fiscal year of the Association shall extend from September 1 of one year to August 31 of the following year, unless the Board of Directors chooses to adopt a July 1 through June 30 fiscal year.

ARTICLE 13 - CERTIFICATION

CERTIFICATION: The Board of Directors shall provide a program whereby the membership may attain the status of Registered Texas School Business Administrator, Certified Texas School Business Official, and/or Certified Texas School Business Specialist. The criteria for certification shall be determined by the Professional Certification Committee and approved by the Board of Directors.

ARTICLE 14 - CHANGES IN BYLAWS

Changes or additions to these Bylaws may be made at any meeting of the Board of Directors by a two-thirds vote, provided such changes or additions are presented in writing to the Board at least 10 days prior to the meeting.

ARTICLE 15 - CODE OF ETHICS

A school business official in Texas is a professional educator dedicated to public service in the schools of this state. As a professional educator one's professional behavior must conform to a code of ethics. The code must be idealistic and practical as applied to members of our profession. School business officials acknowledge that the schools belong to the public and are created for the purpose of offering educational opportunity to all residents of this state. School business officials shall assume the responsibility of providing leadership and expertise as business officials to maintain exemplary standards of conduct both professionally and morally. It is understood that the business official's actions are observed and appraised by students, fellow professionals and members of the community.

Therefore, and to these ends members of the Texas Association of School Business Officials or TASBO Certificate Holders subscribe to the following statements of standards.

TEXAS SCHOOL BUSINESS OFFICIAL:

1. Makes the quality of education for students and the reasonable ability of taxpayers to pay the cost of education, the basic values in all decisions and actions.
2. Fulfills all professional responsibilities with honesty and integrity.
3. Obeys all local, state and federal laws which govern their activities.
4. Implements to the best of their ability the policies of the Board of Trustees and the administrative regulations of their superiors.
5. Avoids the use of their position for personal gain through influence politically, socially, or economically.
6. Maintains the highest degree of professional training possible through continuing educational programs and personal research.
7. Earns academic degrees or professional certification only from accredited and legally constituted institutions.
8. Honors all contracts until fulfillment or legally released.
9. Honors the public trust.

ARTICLE 16 - STANDARDS OF CONDUCT

The association cannot fully discharge its obligation of leadership and service to its members short of establishing appropriate standards of behavior.

In relationships within the school district it is expected that the School Business Official will:

1. Support the goals and objectives of the employing school system.
2. Interpret the policies and practices of the district to subordinates and the community fairly and objectively.
3. Implement, to the best of the official's ability, the policies and administrative regulations of the district.
4. Assist fellow administrators as appropriate in fulfilling their obligations.
5. Build the best possible image of the school district.
6. Refrain from publicly criticizing board members, administrators or other employees.
7. Help subordinates to achieve their maximum potential through fair and just treatment.

In the conduct of business and discharge of responsibilities, the School Business Official will:

1. Conduct business honestly, openly and with integrity.
2. Avoid conflict of interest situations by not conducting business with a company or firm which the official or any member of the official's family has a vested interest.
3. Avoid preferential treatment of one outside interest group, company or individual over another.
4. Uphold the dignity and decorum of the office in every way.
5. Avoid using the position for personal gain.
6. Never accept or offer illegal payment for services rendered.
7. Refrain from accepting gifts, free services or anything of value for or because of any act performed or withheld.

8. Permit the use of school property only for officially authorized activities.

In relationships with colleagues in other districts and professional associations, it is expected that the School Business Official will:

1. Support the actions of a colleague whenever possible, never publicly criticizing or censuring the official.
2. Offer assistance and/or guidance to a colleague when such help is requested or when the need is obvious.
3. Actively support appropriate professional associations aimed at improving school business management and encourage colleagues to do likewise.
4. Accept leadership roles and responsibilities when appropriate, but refrain from 'taking over' any association.
5. Refrain from using any organization or position of leadership in it for personal gain.
6. Abide by applicable TASBO policies, including the Harassment Policy 1651, and act professionally when representing TASBO or participating in any TASBO functions or activities.

ARTICLE 17 - VIOLATION OF CODE OF ETHICS OR STANDARDS OF CONDUCT

1. Any individual with direct knowledge may file a grievance with the Board of Directors of the Texas Association of School Business Officials against any other member in good standing who has knowingly violated the Code of Ethics or Standards of Conduct of this association.
2. The Board of Directors upon receipt of a grievance will decide, based upon evidence submitted, whether or not to have a hearing regarding the grievance.
3. If a hearing is held, the Board of Directors will notify the parties and members involved of the time and place of the hearing which will be private and not open to the public. Notices shall give all parties a reasonable length of time to prepare.
4. Based upon the evidence and facts presented to the Board of Directors and based upon the seriousness and degree of the violation, the Board of Directors will decide upon the proper punishment, if any, of the member or members.

ARTICLE 18 – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

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TASBO BY-LAWS

- (As Amended March, 1995)
- (As Amended February, 1998)
- (As Amended February, 1999)
- (As Amended February, 2000)
- (As Amended February, 2002)
- (As Amended February, 2003)
- (As Amended March, 2005)
- (As Amended March, 2008)
- (As Amended March 2011)
- (As Amended March 2012)
- (As Amended February 20, 2013)
- (As Amended March 1, 2016)
- (As Amended February 28, 2018)
- (As Amended March 6, 2019)
- (As Amended March 4, 2020)
- (As Amended March 4, 2021)