

**Bylaws of
Texas Association fro Community Service
And Continuing Education**

Article I- Name

Section 1. The name of this Corporation shall be Texas Association for community Service and Continuing Education, hereinafter designated as TACSCE.

Article II - -Purposes

Section 1. The TACSCE is organized for the purpose of providing professional leadership in the development and promotion of community service and continuing education in Texas colleges and universities.

Section 2. The TACSCE is an affiliation of personnel representing post-secondary institutions involved in collegiate community service and continuing education work within Texas.

Section 3. The Corporation shall:

- (a) Establishment and maintain an organization through which educational institutions and individuals engaged in community service and continuing education work may cooperate for their mutual benefit and for the development and promotion of the best ideals, methods, and standards for the interpretation and dissemination of knowledge.
- (b) Support activities, which are designated to make community service and continuing education programs more responsive to the needs of the citizens of Texas.
- (c) Identify, through research, the scope of the community service and continuing education needs on a statewide basis.
- (d) Encourage the development, improvements, and expansion of community service and continuing programs throughout the state.
- (e) Provide a means of coordinating programs and exchanging information and ideas concerning community service and continuing education.
- (f) Represent community service and continuing education interests before appropriate organizations, institutions, boards, and decision makers at state and national level.

Section 4. The TACSCE in all of its activities shall be a non-partisan and non-sectarian body.

Article III - Membership

Section 1. The membership of TACSCE shall be divided into voting and non-voting classes, as follows:

- (a) Voting Membership - Residents of the State of who are persons of good reputation, hold a position of employment with major responsibility in the fields(s) of community service and/or continuing education, and whose employer has a significant interest in promoting community service and continuing education activities within the Texas colleges and universities, shall be eligible for voting membership in TACSCE. Election to voting membership shall be in accordance with the provisions of Section 5 of this Article. Voting membership shall also include the category of "Honorary Life Membership: as follows:
- (1) Upon recommendation of the Board of Directors, pursuant to guidelines which shall be established by the Board, Honorary Life Membership shall be given to select individuals in recognition of distinguished contribution to the fields of community service and continuing education within the state of Texas.
 - (2) Non-voting Membership - Non-voting or Associate Membership shall be available to other individuals who are interested in community service and continuing education and who are deemed eligible under the provision of section 5, this Article. Associate members shall not be eligible to vote or hold office or a directorship (reference Section 4, Article IV).

Section 2. Membership, of wither type, in TACSCE resides with the individual and is not transferable to another individual, except that a member in good standing upon resignation, or the employer of a deceased member, may request transfer of the vacated membership to another qualified individual with the same employer by submitting a transfer request to the Board of Directors. The Board shall not approve more than one such transfer in any fiscal year for any one employer (except as provided herein). A Voting member removing permanent residence from the state of Texas, or who ceases to be employed in a position with a member institution may receive status as an Associate member (under guidelines to be determined by the Board of Directors).

Section 3. Institutional membership - An institution with a significant interest in promoting community service and continuing education activities as a Texas college or university will be eligible for Voting Membership. Individual memberships designated under the institutional membership are not transferable except under the conditions described in Article III, Section 2, above.

Section 4. The annual dues for Voting, Associate, and Institutional membership shall be determined annually by the Board of Directors. Organizations, agencies and corporations (not holding an institutional membership), may have more than one (1) representative as a member of TACSCE but each member shall be required to pay annual dues.

Section 5. Applications for membership shall be made on the approved "Application for Membership" form. The Second Vice president shall serve as Chairman of the Membership Committee. Accredited colleges or universities and representatives from accredited colleges and universities are acceptable as member; in cases where the second

vice president or executive director has a question of eligibility for membership, it should go to the Board for majority action on membership status.

Section 6. Annual membership fees are payable from September 1 until the Annual meeting of TACSCE. Members renewing membership in TACSCE after Annual Meeting will be required to pay the total annual dues. Any member not renewing membership by December 31 will be suspended. Any person joining TACSCE after July 1 will have his/her membership dues applied to the following fiscal year.

The official membership directory shall be printed by March 1 of the current fiscal year.

Article IV - Government

Section 1. The government of TACSCE shall be vested in a Board of Directors, which shall consist of thirteen (13) Representatives, twelve (12) of whom shall be elected from the TACSCE, voting membership, with the immediate Past President of the Association serving as the thirteenth (13th) member. When the incoming President is a director whose term expires at the end of the time of elections, the Board shall consist of fourteen (14) members. The full term of an elected member of the Board of Directors shall be three (3) years. Upon the completion of a three (3) year term, a member of the Board of Directors may be re-elected for another three (3) year term. No person shall serve more than two (2) consecutive terms. The immediate past President shall serve as a member of the Board of Directors for a period of one (1) year immediately following completion of his term as President. To be eligible to serve as a member of the TACSCE for at least two (2) years immediately preceding the time he would take office as a Director.

Section 2. Four (4) members of the Board of Directors shall be elected at each regular annual meeting of the voting membership of TACSCE.

Section 3. The officers of TACSCE shall consist of President, First Vice President, and Secretary. All officers shall be elected from the Board of Directors. In order to be eligible for the office of President, the President must have

served two (2) years on the Board of Directors immediately preceding the time of taking office. If no one on the board meets these requirements or if none of the eligible candidates are willing to accept this position, the Executive Committee, acting with the approval of the Executive Board and the Nominating Committee, may waive the eligibility requirements necessary to nominate a qualified candidate. In order to be eligible for any other office, a Director must have served at least one (1) year on the Board immediately preceding the time of taking offices held. Each officer shall serve for one (1) year or until such other time as may be provided by the Bylaws.

Section 4. A member who holds office as a Director and/or Officer of the Corporation who ceases to be a permanent resident of the state of Texas, or ceases to be employed in a position with a major responsibility in the field(s) of community service

and/or continuing education shall become ineligible to continue as a Director and/or Officer. The position thus vacated shall be filled in accordance with the provision of Section 8 of this Article IV.

Section 5. The Board of Directors may delegate certain or all interim governmental authority, except election of officers, to an Executive Committee which shall consist of the current officers of TACSCE, and the immediate Past President.

Section 6. The President shall appoint, and the Executive Committee approve, at least sixty (60) and not more than ninety (90) days prior to each annual meeting of TACSCE, a committee to nominate candidates for Directors and Officers. Such committee shall consist of three (3) voting members of TACSCE and shall reasonably represent the geographic distribution of the membership of TACSCE. The committee will obtain from the candidates proposed their written consent to serve. The Chairman of the Nominating Committee shall preside during the elections.

- (a) The committee shall select a slate of candidates from the voting members of the TACSCE, to be placed in nomination as Directors, to take office immediately after the annual meeting. The committee's slate shall be presented at the Annual Meeting. An opportunity for nominations from the floor shall be given. Should there be nominations from the floor, voting shall be by secret ballot; otherwise voting shall be voice vote. In the event of a secret ballot, the Nominating Committee Chairman shall immediately appoint three (3) tellers to count the ballots and certify the results.
- (b) The committee shall select a slate of candidates to be placed in nomination as officers to serve the year beginning immediately after the Annual Meeting. An opportunity for nominations from the floor shall be given. The election shall be conducted as described for election of the Board of Directors in paragraph (a) above. In nominating candidates for officers, the committee shall not be subject to any compelling order of succession.
- (c) The committee to nominate Directors and Officers shall remain effective (refer to Section 6, Article IV) until superseded by the newly appointed committee.

Section 7. The Board of Directors shall meet a minimum of four (4) times a year according to the following schedule:
Immediately preceding and following the Annual Meeting and at least two (2) other times during the remainder of the year, as determined by the Board. The President, in consultation with the Executive Committee, shall establish the exact dates of the meeting. Additional meetings may be called as necessary. Absence from the (2) consecutive Board and/or Executive Committee meetings without an excuse deemed valid and so recorded by the Board and/or Executive Committee shall be construed as a resignation and the directorship or office so vacated shall be filled as provided in these Bylaws under Section 8 of this Article IV.

Section 8. Vacancy of any directorship or office for which the unexpired term is six (6) months or more, shall be filled by majority action of the Board of Directors, except that unexpired terms of Directors only, for a term of six (6) months or more, may be filled by majority action of the Executive Committee. Action to fill such unexpired terms shall be taken after sollicitating the recommendation(s) of the committee to nominate Directors and Officers, whose deliberation may be accomplished by mail or otherwise, provided, however, that any unexpired term in directorship held by the immediate Past President shall not be files in the event of a vacancy.

Section 9. Majority action by the Board of Directors or by the Executive Committee shall be deemed proper and of full force and in effect if taken by mail or by telephone by the President, provided that written memoranda of all such actions be filed officially with the Secretary within two (2) weeks thereafter.

Section 10. A Business Office of the Corporation shall be created subject to annual determination and action by the Board of Directors.

Article V – Duties of the Officers and Directors

Section 1. President-shall preside at meetings of TACSCE, of the Board of Directors, and the Executive Committee, perform specific duties which the Board of Directors or the Executive Committee may place upon him, and discharge such other duties as ordinarily pertain to the office of President. The President, in conjunction with the Secretary, shall prepare a written report of the Annual Meeting and become a part of the recorded history of TACSCE. The President shall serve as Chairman of the Conference Committee.

Section 2. First Vice President – is President-Elect and shall act for the President in his absence and perform such other duties as may be assigned by the Board, by the Executive Committee or by the President. The First Vice President shall serve as Chairman of the Conference Committee.

Section 3. Second Vice President-shall serve as Chairman of the Membership Committee and perform such other duties as may be assigned by the Board, by the Executive Committee, or by the President.

Section 4. Secretary-shall keep record of all meetings of TACSCE, of the Board of Directors, and of the Executive Committee. The Secretary shall report annually to TACSCE on all matters handled by the office, including meeting of the Board of Directors and the Executive Committee.

Section 5. An Executive Director of the Corporation shall be appointed annually by the Board of Directors and such Executive Director shall be an ex-officio member of the Board of Directors and the Executive Committee without vote.

The Executive Director shall be responsible for establishing and managing the Business Office of the Corporation, the creation of which is herein provided for under Section 10 of Article IV. The Executive Director shall be given bond in the amount determined annually by the Board of Directors the premium to be paid by TACSCE.

Section 6. The Executive Director shall have responsibility for all funds of TACSCE; and disburse funds under the budget established by the Board of Directors and in emergency situations, under instructions from the Executive Committee.

The Executive Director shall administer the proper collection of dues and any monies due the Corporation. Operating funds of the Corporation shall be deposited in any bank convenient to the use of the Executive Director and approved by the Board of Directors; operating fund may also be temporarily invested. All withdrawals shall require the signature of the Executive Director or President.

The financial records of TACSCE shall be examined annually in October by a committee of not less than two (2) Directors appointed by the President. The committee shall file a report with the Board of Directors for approval by the Board at its next meeting; the President shall include in his written annual report to the TACSCE Annual Meeting a statement that such "audit" was made, accepted, and approved at the end of the preceding fiscal year.

The Executive Director shall prepare financial or other reports required by the Internal Revenue Service of tax-exempt organization under Section 501 (c.) (3.) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Such reports shall be submitted to the board of directors of the Executive Committee for the signature of the appropriate person. He shall make an annual report to the Board of Directors which shall be made available for inspection to any member of TACSCE. He shall have responsibility for all funds and records to his successor within ten (10) days after assumption of office by his successor.

Article VI - Meetings

Section 1. The Annual Meeting of TACSCE shall be held during the last quarter of each year on a date and at a place as determined by the Executive Committee. In selecting the place for the Annual Meeting, the major criterion shall be attaining the maximum number of participants from the state and from the membership of TACSCE, and not necessarily a rotating geographic concept of community selection.

The Board of Directors may also call special meetings of the members. Members of the Corporation shall be given at least thirty (30) days written notice specifying the time, place, and purpose of any regular or special meeting of the membership.

At any regular meeting of the membership of the Corporation, each voting member of the Corporation shall have (1) vote on any question which arises at such meeting.

At special meetings, a voting member of the corporation may designate a proxy selected from the Board of Directors to cast his vote on any question which arises at such meeting, provided that the proxy votes and members present shall consist of a two-thirds majority of the total voting membership, All proposed action to be taken at special meetings will carry the recommendations of the Board of Directors.

Article VII - Funds

Section 1. The Corporation shall not have the power to sue, purchase, hold, lease, sell, or mortgage real estate; to incur debts or to borrow money, without the permission of a majority of the voting member of the Corporation.

Section 2. The Bylaws may be amended at any Annual Meeting or at any special meeting called for the purpose by a majority vote of the voting member in good standing, present and voting, provided thirty (30) days written notice of the meeting has been given the active membership. The Bylaws may also be amended by mailed ballot, provided ballots are mailed with first class postage to each voting member at this last know address and provided that minimum of thirty (30) days be allowed for returning the ballot, and further provided that the amendment carry by a two-thirds majority of the total voting membership. All amendments proposed will carry the recommendations of the Board of Directors.

No amendments to these Bylaws shall be contrary to the provisions for tax-exempt status under section 501(c) (3.) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Article VIII – Amendments

Section 1. These Bylaws may be amended at any Annual Meeting or at any special meeting called for the purpose by a majority vote of the voting members in good standing, present and voting, provided thirty (30) days written notice of the meeting has been given the active membership. The Bylaws may also be amended by mailed ballot, provided member at his last known address and provided that minimum of thirty (30) days be allowed for returning the ballot, and further provided that the amendment carry by a two-thirds majority of the total voting membership. All amendments proposed will carry the recommendations of the Board of Directors.

No amendments to these Bylaws shall be contrary to the provisions for tax-exempt status under section 501 (C)(3.) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Article IX-Committees

Section 1. Unless otherwise provided herein, the President shall appoint all committees after consultation with the Executive Committee. In conjunction with the

Executive Committee, the President shall, each year, define, formulate, and reduce to writing the general or specific duties, powers, responsibilities, and mission of all committees.

Section 2. The Board of Directors shall establish and maintain a Research Committee. This committee will exist for the sole function of serving the research interest of TACSCE. Membership will be opened to all interested TACSCE members. The Research Committee will select it's own chair with the condition that the chair must also be a member of the Board of Directors. If no member of the Research Committee is a member of the Board of Directors, the President shall appoint a member of the Board of Directors as Chair of the Research Committee. The Chair will present annually a program budget to the Board of Directors for approval.

Article X-Fiscal Year

Section 1. The fiscal year shall be from September 1 to August 31.

Article XI-Effective Date

Section 1. These Bylaws supersede by previous Bylaws and amendments thereto.

Section 2. These Bylaws shall become effective upon approval of a majority of the TACSCE members.

Article XII-Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order-as amended-shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and special rules of this Corporation.