

FOUNDATION FOR
PROFESSIONAL EXCELLENCE
IN THE
COMMUNITY COLLEGE

**FOUNDATION FOR PROFESSIONAL EXCELLENCE
IN THE COMMUNITY COLLEGE**

BYLAWS

ARTICLE ONE

NAME, PURPOSE, AND SEAL

(a) Name. The name of this corporation shall be FOUNDATION FOR PROFESSIONAL EXCELLENCE IN THE COMMUNITY COLLEGE.

(b) Vision. To have the model association to promote professional excellence in the community college.

(c) Purpose. The purposes of this corporation shall be to undertake to aid, promote, develop, and advance education and research relating to the study, teaching, and practice of education in the two-year college; to make donations, gifts, contributions, and loans out of the annual net income or assets of the corporation to or for the use of all organizations, foundations, institutions, projects, or individuals in the State of Texas for educational purposes relating to education in the two-year college; for the improvement of education or for the advancement of educational standards; to establish loan funds and otherwise provide financial assistance to needy and deserving students; to initiate and undertake to promote, encourage, assist, finance, administer, and execute such programs and projects as may be desirable for the effective realization of the objectives and purposes herein set forth and the accomplishment thereof; to accept money and funds of every kind by gift, grant, bequest, or otherwise, and to sell, trade, or exchange property coming into its possession for the best advantage in order to effect the purposes of the corporation, and for the purchase and payment of property acquired for any of the objectives or purposes of this corporation or in relationship to the handling of any parts of its activities.

This corporation shall be non-profit sharing and shall be operated in such a manner that no part of the income of this corporation shall inure directly or indirectly to the benefit of any member, governing board member, or officer or any person having a personal or private interest in the management or control thereof, apart from approved payment for hired services rendered to the Foundation; or of any person who makes or who has made, directly or indirectly, a substantial contribution to this corporation. This corporation shall not engage, directly or indirectly, in carrying on propaganda or otherwise attempt to influence legislation.

(d) The seal of the corporation shall include a snowflake design, composed of inward-pointing arrows, and shall contain the name of the corporation.

(e) The use of the funds received and accumulated by the corporation shall be limited to the State of Texas.

ARTICLE TWO

DEFINITIONS

“*Association*” refers to the Texas Community College Teachers Association.

“*Foundation*” refers to the Foundation for Professional Excellence in the Community College.

“*Executive Committee*” refers to the elected officers of the Texas Community College Teachers Association.

“*Governing Board*” refers to the members described in Article V.

“*Quorum*” refers to a majority of the voting members, which is the minimum number which must be present in order to transact business at a meeting.

ARTICLE THREE

MEMBERS

(a) **Voting Members.** The voting members of this corporation shall be those Governing Board officio members as described in Article 5(a) of these governing Bylaws.

(b) **Non-Voting Members.** Non-voting members shall be those who are approved as non-voting members from time to time by the governing board of this corporation, with special emphasis to be given for non-voting memberships to those persons who evidence a great interest in the affairs of the corporation.

ARTICLE FOUR

TERMINATION OF MEMBERSHIP

Membership in this corporation shall terminate by reason of death, resignation, or ceasing to be a member of the Texas Community College Teachers Association.

ARTICLE FIVE

GOVERNING BOARD

(a) **Composition.** The Governing Board of the corporation shall consist of the current President-Elect of the Association, the current Vice President of the Association, the Chair or Vice Chair of the Association’s Professional Development Committee, and three individuals appointed by the President of the Association, maintaining staggered three-year terms. Individuals appointed by the President shall not be employed by the same community college. Other individuals, not employed by a Texas community college, may be appointed to the Governing Board, upon a majority vote of the Governing Board. Not more than three such Governing Board members may serve concurrently. The current President of the Association shall serve as an ex-officio member of the Governing Board. All members of the Governing Board shall take office April 1. No member of the Governing Board shall be eligible to serve on the Governing Board in any capacity for longer than six consecutive years; a member who has served one-half year or longer shall be considered to have served one full year.

(b) **Terms of Office.** Terms of office shall commence April 1 of each calendar year and end March 31 of the next calendar year.

(c) *Vacancy.* Any vacancy in the position of Governing Board member other than the one created by expiration of a term shall be filled by appointment of the President of the Association, with approval of the Association's Executive Committee within thirty (30) days following the creation of the vacancy. A Governing Board member so appointed shall serve for the remainder of the term to which he or she shall have succeeded.

(d) *Resignation and Removal.* The resignation of a governing board member shall be tendered to the Governing Board. Any elected members of the Governing Board may be removed for cause by no less than a three-fifths vote of the full membership of the Governing Board.

(e) *Quorum.* At any meeting of the Governing Board, each Governing Board member shall have one vote. A quorum shall consist of a majority of the Governing Board members.

(f) *Election of Chair and Secretary.* The governing board members of this corporation shall serve at-large. The Governing Board shall elect a chair or co-chairs and secretary and shall hold a regular election for that purpose at the first meeting of the Governing Board each year, and shall hold a special election for the purpose of choosing a successor in the event that a vacancy shall occur in the office of chair or secretary.

(g) *Duties of Chair or Co-Chair.* The Chair or Co-Chair of the Governing Board shall be the chief executive officer and shall preside at all meetings of the corporation. The Chair or Co-Chair shall appoint, subject to the action of the Governing Board, all committees and perform all executive duties ordinarily pertaining to the office of Chair or Co-Chair or delegated to the Chair or Co-Chair by the Governing Board. In the event the Chair or Co-Chair is temporarily unable or unwilling to act, the Governing Board shall select from among its members one to serve as Acting Chair or Co-Chair.

(h) *Powers and Authorities.* In addition to the powers and authority expressly conferred by these Bylaws, the Governing Board shall exercise all such powers of the corporation and do all such acts and things as deemed proper which are not prohibited by law or by the Articles of Incorporation or the Bylaws of this corporation.

ARTICLE SIX

CHECKS, BOOKS OF ACCOUNT, AND ANNUAL FINANCIAL REPORT

(a) *Checks.* All checks drawn against Foundation funds shall be co-signed by the Chair and the Executive Director of the Association.

(b) *Books of Account.* The Foundation shall keep and maintain correct and complete books and records of account and shall also keep and maintain minutes of meetings of the Governing Board. Such books and records shall be maintained in the State Office of the Association and may be inspected by any Governing Board member for any proper purpose with reasonable notice and during regular business hours.

(c) *Annual Financial Report.* An annual written financial report shall be presented to the Governing Board and the Executive Committee of the Association.

ARTICLE SEVEN

COMMITTEES

The Chair, with the approval of the Governing Board, shall appoint such committees as are necessary, to whom shall

be delegated such authority as the Governing Board shall direct.

ARTICLE EIGHT

MEETINGS, DATE, QUORUM

(a) An annual meeting shall be held in the last quarter of the fiscal year, and a quorum shall consist of a majority of the voting members.

The Chair or any three members of the Governing Board shall have authority to call special meetings of the Governing Board provided reasonable notice is given to each member. Such notice shall include the time, place, and purpose or purposes of the meeting. A majority of those in attendance shall have full authority to act, providing a quorum is present.

ARTICLE NINE

DUES AND ASSESSMENTS

No dues or assessments of any kind shall ever be presented or paid by any member.

ARTICLE TEN

FISCAL YEAR

The fiscal year of the corporation shall end on March 31 of each year.

ARTICLE ELEVEN

AMENDMENTS

A proposal to amend the bylaws of this corporation shall be initiated by the Governing Board. The Secretary shall provide notice to the Governing Board and the Executive Committee of all proposals to amend the bylaws. All proposals that have been duly noticed shall be presented for a vote of the Governing Board and the Executive Committee and if approved by two-thirds vote of each body, shall be adopted.

ARTICLE TWELVE

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order New Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any standing rules of order the corporation may adopt.

In the event of a lack of clarity, the Governing Board shall interpret these bylaws.