

# **Bylaws of Instructional Materials Coordinators' Association of Texas**

These Bylaws govern the affairs of Instructional Materials Coordinator's Association of Texas, a nonprofit corporation (the "Corporation").

## **Article I Organization**

- 1.01 Principal Office.** The principal office of the Corporation in the State of Texas shall be initially located at the Registered Office. The corporation may have other offices. The Board of Directors may change the location of any office of the Corporation.
- 1.02** The purpose of this organization is to improve instructional materials policies, standards and equipment for use by Texas schoolchildren. The Corporation shall encourage the exchange of ideas and cooperation among schools, the Texas Education Agency, depositories and publishers. The Corporation shall work to promote the efficient use of money, time and resources to improve instructional material accountability and distribution for schools throughout Texas. [as amended December 12, 2007]

## **Article 2 Members**

- 2.01 Classes of members.** An active member is one whose dues are paid current and one who is not in default or in violation of the Corporation's articles of incorporation, bylaws or rules or of law. The Corporation shall have two classes of members.
- (a) **Regular Membership (Voting).** Regular membership in the organization shall be open to any staff of a Texas IMA-funded entity, including, but not limited to Texas Public School or Open Enrollment Charter School districts, provided that said staff are involved in the provision of instructional materials to Texas schoolchildren. Each active member may cast one vote upon any matter submitted to a vote of the members.
  - (b) **Associate Membership (Non-voting).** Associate membership shall also be open to individuals connected to instructional materials in a support advisory capacity. Associate members may not vote.
- 2.02 Membership Fees and Dues.** The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues.

Dues shall be payable upon becoming a new member, without proration and in advance on the first day of each fiscal year.

- 2.03 Resolution of Disputes.** In any dispute between members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration. This paragraph shall not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension or expulsion of a member from the Corporation. The Board of Directors shall have the discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph.
- 2.04 Sanction, Suspension, or Termination of Membership.** The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes the default of an obligation to the Corporation to pay fees or dues, or a material and serious violation of the Corporation's articles of incorporation, bylaws or rules or of law. The Board of Directors may delegate powers to a Membership Committee to conduct a hearing, make recommendations or take action on behalf of the Board of Directors.
- 2.05 Resignation.** Any member may resign from the Corporation by submitting a written resignation to the secretary. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to resignation.
- 2.06 Reinstatement.** A former member may submit a written request for reinstatement of membership. The Board of Directors, or upon referral, the Membership Committee, may reinstate membership on any reasonable terms that the Board of Directors or Membership Committee deems appropriate.
- 2.07 Transfer of Membership.** Membership in the Corporation is not transferable or assignable.
- 2.08 Waiver of Interest in Corporation Property.** A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

### **Article 3**

#### **Meetings of Members**

- 3.01 Annual Meeting.** The Corporation shall meet annually, the time and place shall be determined by the Board of Directors. The order of business shall include the following: call to order, reading of minutes and report of the secretary, report of the treasurer, election of directors, if necessary, unfinished business, new business and adjournment.
- 3.02 Special Meeting.** Special meetings of the members may be called by the president, by a majority vote of the Board of Directors, or upon written request signed by not less than twenty percent (20%) of active, by voting members
- 3.03 Notice of Meetings.** Written or printed notice, by physical or electronic means, of any meeting of members, including the annual meeting, shall be delivered to each member before the date of the meeting. The notice shall state the place, day and time of the meeting and the general purpose or purposes for which the meeting is called.
- 3.04 Quorum.** Ten (10) percent of active, regular members shall constitute a quorum at that meeting. The members present at duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum.
- 3.05 Actions of Membership.** The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the bylaws. Voting shall be by ballot or voice, except that any election of directors shall be by ballot if requested by any voting member at the meeting before the voting begins.
- 3.06 Proxies.** A member entitled to vote may not vote by proxy.
- 3.07 Voting by Mail.** The Board of Directors may authorize members to vote by written documentation or by electronic means on the election of directors and officers or on any other matter that may be voted on by the members.

## Article 4 Executive Board

- 4.01 Management.** The affairs of the Corporation shall be managed by the Executive Board.
- 4.02 Constituency.** The Executive Board shall be comprised of the president, the president-elect, the secretary, the treasurer, the immediate past president and such other officers as the Board of Directors may designate.
- 4.03 Quorum.** A majority of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting. Those present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough persons leave the meeting so that less than a quorum remains.
- 4.04 Actions of Executive Board.** The Executive Board shall try to act by consensus. However, the vote of a majority of Executive Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Board unless the act of a greater number is required by law or the bylaws.
- 4.05 Proxies.** Executive Board members shall not vote by proxy.

## Article 5 Board of Directors

- 5.01 Number, Qualifications and Tenure of Directors.** The number of Directors shall be determined by the Board of Directors. Directors must be employed in a capacity that is involved with provision of instructional materials at a Texas public or Charter school system or Juvenile Justice Alternative Education Program and shall be active, regular members of the Corporation. No more than one employee of any single Texas public school system, Charter school or Juvenile Justice Alternative Education Program may serve as a member of the Board of Directors. Each director shall serve for a term of three (3) years. No person may be elected to more than two (2) consecutive terms.
- 5.02 Nomination of Directors.** At any meeting at which the election of a director occurs, any active, voting member in good standing may nominate a person. In addition to nominations made at meetings, a nominating committee may consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nominating committee, and any report of

the Committee, with the notice of the meeting at which the election occurs. The nominee's consent must be secured before the nomination is made.

- 5.03 Election of Directors.** Directors shall be elected at the annual meeting of the members. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director, or may be elected as an officer.
- 5.04 Election of Officers.** The Board of Directors shall elect its officers at its first meeting following the annual membership meeting.
- 5.05 Alternates.** The Board of Directors may appoint one or more alternates to the Board of Directors for a term not to exceed one year.
- 5.06 Vacancies.** The Board of Directors shall fill any vacancy occurring therein and shall fill any director position resulting from an increase in the number of directors and/or officers. Such filling may be accomplished by the affirmative vote of a majority of the remaining Board. A person elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. However, in the event of a vacancy in the office of president, such vacancy shall be filled by the president-elect, and the Board of Directors shall then fill the office of president-elect in the manner above provided, each serving for the remainder of the unexpired term. The creation of any vacancy, whether by removal or resignation, shall be recorded in the minutes of the Board meeting immediately following the creation of the vacancy.
- 5.07 Annual Meeting.** The Annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the meeting of members.
- 5.08 Regular Meetings.** The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings is required to the general membership.
- 5.09 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the president or any majority of the Board of Directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting.
- 5.10 Notice.** Written or printed notice, either through physical or electronic means, of any special meeting of the Board of Directors shall be delivered by the secretary to each member of the Board of Directors not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, day and time of the meeting,

who called the meeting, and the purpose or purposes for which the meeting is called.

- 5.10 Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. Those present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough persons leave the meeting so that less than a quorum remains.
- 5.11 Actions of Board of Directors.** The Board of Directors shall try to act by consensus. However, the vote of a majority of Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the bylaws.
- 5.12 Proxies.** Board members may, with the approval of the Board of Directors, vote by proxy.
- 5.13 Compensation.** No Board member shall be compensated. The Board may approve reimbursement of out-of-pocket expenses with funds of the Corporation.
- 5.14 Removal of Board Members.** The Board of Directors, by an affirmative majority vote, may remove any member thereof by reason of two (2) absences from Board of Directors meetings in a calendar year. Such removal shall effect immediate termination of the remainder of such individual's office (but not regular membership). Any vacancy created by such termination shall be filled as provided in 5.04.

## **Article 6 Officers**

- 6.01 Officer Positions.** The officers of the Corporation shall be a president, a president-elect, a secretary, a treasurer, and the immediate past president. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.
- 6.02 President.** The President shall be the chief executive officer of the Corporation. The president shall preside at all meetings of the members, of the Executive Board and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or

agent of the Corporation by the Board of Directors, the bylaws or statute. The president shall appoint all committees, subject to the review and approval of the Board of Directors. After such approval, the president shall be an *ex officio* member of all committees. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of the president.

**6.03 President – Elect.** When the president is absent, is unable to act or refuses to act, the president-elect shall perform the duties of the president. When the president-elect acts in place of the president, the same shall have all the powers of and be subject to all the restrictions upon the president. The president-elect shall serve as the chairman of the conference committee for the Association's annual conference. The president-elect shall perform other duties as assigned by the president or Board of Directors.

**6.04 Treasurer.** The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source. Reimbursements shall not be disbursed without sufficient receipt documentation.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies or other depositories as provided in the bylaws or as directed by the Board of Directors.
- (d) Write checks and disburse funds to discharge obligations of the Corporation, as and when authorized to do so by the president.
- (e) Accurately maintain the financial books and records of the Corporation.
- (f) Prepare financial reports for presentation at each meeting of the membership.
- (g) Serve as chairman of the Membership Committee.
- (h) Perform other duties as assigned by the president or by the Board of Directors.
- (i) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with surety as determined by the Board of Directors.
- (j) Perform all of the duties incident to the office of treasurer.

**6.05 Secretary.** The secretary shall.

- (a) Give all notices as provided by the bylaws or as required by law.

- (b) Take minutes of the meetings of the members, of the Executive Board and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records, correspondence and the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as and when required or authorized.
- (e) Keep a register of the mailing address of each member, director, officer and employee of the Corporation
- (f) Perform duties as assigned by the president or by the Board of Directors.
- (g) Perform all duties incident to the office of secretary.

**6.06 Immediate Past President.** The immediate past president shall serve as the Chair of the Nominating Committee. The immediate past president shall perform other duties as assigned by the president or Board of Directors.

**6.07 Qualification.** An officer must have completed one year as a director of the Association and be serving on the Board of Directors at the time of his or her election.

**6.08 Nomination.** At any Board of Directors meeting at which the election of an officer occurs, any active, voting member in good standing may nominate a person. In addition to nominations made at meetings, a nominating committee may consider possible nominees and make nominations for each election of officers. The secretary shall include the names nominated by the nominating committee, and any report of the committee, with the notice of the meeting at which election occurs. The nominee's consent must be secured before the nomination is made.

**6.09 Tenure of Officers.** Each officer shall serve a term of one year, except the treasurer and secretary, whose terms shall be two years. No officer shall serve more than one consecutive term in office, except the treasurer and secretary, who may not serve more than two consecutive terms.

## Article 7 Committees

**7.01 Establishment of Committees.** The Board of Directors may adopt a resolution establishing one or more committees delegating specific authority to a committee, and approve the president's appointment of members of a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors or any individual director of any responsibility imposed by the bylaws or

otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the articles of incorporation
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter or repeal the bylaws.
- (h) Elect, appoint or remove a member of a committee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

## **Article 8**

### **Transactions of the Corporation**

- 8.01 Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.
- 8.02 Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies or other depositories that the Board of Directors selects or that is approved by the Board of Directors upon the action of the treasurer.
- 8.03 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

**8.04 Potential Conflicts of Interest.** The Corporation shall not make any loan to a member, director or officer of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, director, officer or committee member of the Corporation unless the transaction is described fully in legally binding instrument and is in the best interest of the Corporation; provided, however the advance of out-of-pocket expenses to be reimbursed by the Corporation shall not fall within this prohibition. The Corporation shall not borrow money from or otherwise transact business with a member, director, officer or committee member of the Corporation without full disclosure of all relevant facts and without approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

**8.05 Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no member, director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **Article 9 Book and Records**

- 9.01 Required Books and Records.** The Corporation shall keep correct and complete books and records of accounts. The Corporation's books and records may include:
- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
  - (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
  - (c) Minutes of the proceedings of the members, Board of Directors and committees having any of the authority of the Board of Directors.
  - (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
  - (e) A financial statement showing the current assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
  - (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
  - (g) All rulings, letters and other documents relating to the Corporation's federal state and local tax status.
  - (h) The Corporation's federal state and local information or income tax returns for each of the Corporation's three most recent tax years.
  - (i) Other correspondence of the Corporation.
- 9.02 Inspection and Copying.** Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than five (5) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members.
- 9.03 Audits.** Any member shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless members vote to authorize

payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year. After the end of every odd-numbered year or upon a change in the office of Treasurer, the Audit Committee shall oversee a full audit of the Association's financial records. After the end of every even-numbered year and upon the direction of the President, the Audit Committee shall complete an informal year-end audit of the Association's financial records and present its findings at the Board meeting following the completion of its duties.

## **Article 10 Indemnification**

### **10.01 When Indemnification is Required, Permitted and Prohibited.**

- (a) The Corporation shall indemnify a director or officer of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of criminal proceedings, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation shall pay or reimburse expenses incurred by a director or officer of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation's when the person is not a named defendant or respondent on the proceeding.

- (d) In addition to the situations otherwise described in the paragraph, the Corporation may indemnify a director or officer to the extent permitted by law.
- (e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorization by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is named defendant or respondent in a proceeding brought by the Corporation or one or more of its members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (f) If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with the proceedings. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceedings.

## **10.02 Procedures Relating to Indemnification Payments.**

- (a) Before the Corporation may pay and indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorized indemnification and determine that expenses to be reimbursed are reasonable, except as provided below. The Corporation may make these determinations and decisions by any one of the following procedures:
  - (I) Majority vote of a quorum consisting of Board of Directors members who, at the time of the vote are not named as defendants or respondents in the proceeding.
  - (II) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Board of Directors members, consisting solely of two or more members who at the time of the vote are not named defendants or respondents in the proceeding.

- (III) Determination by special legal counsel selected by the Board of Directors by vote as provided in (II) above, or if such quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board of Directors members.
  - (IV) Majority vote members, excluding members who are named defendants or respondents in the proceeding.
- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws or a resolution of members or the Board of Directors that requires the indemnification constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
  - (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
  - (d) Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or

before the notice or waiver of notice of the next membership meeting. In any case, the report shall be sent within the 12 month period immediately following the date of the indemnification or advance.

## **Article 11**

### **Notices**

- 11.00.**        **Notice by Mail, Fax or E-mail.** Any notice required or permitted by the bylaws to be given to a member, director, or the Corporation may be given by mail or fax or e-mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by e-mail, a notice shall be deemed to be delivered when confirmation is received or if the e-mail is not returned as undeliverable. If given by fax, a notice shall be deemed to be delivered when the telephone accepts the fax at the person's fax number as it appears on the records of the Corporation. A person may change his or her address, phone or fax number by giving written notice to the secretary of the Corporation.
- 11.01**        **Signed Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be efficient whether signed before or after the time stated in the notice being waived.
- 11.02**        **Waiver Notice by Attendance.** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

## Article 12 Special Procedures Concerning Meetings

- 12.00**      **Meeting by Electronic Means.** The Board of Directors may hold a meeting by electronic conference-call procedures in which all persons participation in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by telephone as well as other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting. The Board may make such policies as are appropriate to affect this section.
- 12.01**      **Decision Without Meeting.** Any decision required or permitted to be made at a meeting of the Board of Directors may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The Board may make such policies as are appropriate to effect this section. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.
- 12.02**      **Parliamentary Authority.** The rules contained in Robert's Rules of Order Revised shall govern all meetings of the Corporation, except where the same is inconsistent with the articles of incorporation, bylaws or special rules of order established by the Board of Directors. The President may at the beginning of each Annual Membership Meeting, Board Meeting or Special Meeting where new or old business is to be considered, select from the Board of Directors one person to serve as the official Parliamentarian for that meeting.

## Article 13 Amendment to Bylaws

The bylaws may be altered, amended or repealed and new bylaws be adopted by a majority of the Board of Directors at any regular meeting. The notice of any meeting at which the bylaws are altered, amended or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provision as well as the text of any existing provision proposed to alter, amend or repeal. Alternatively, the notice may include a fair summary of those provisions.

**Article 14**  
**Miscellaneous Provisions**

**14.00**      **Legal Authorities Governing Construction of Bylaws.** The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**14.01.1**      **Legal Construction.** If any bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid or unenforceable provision had not been included in the bylaws.

### Certification of Secretary

I certify that I am duly elected and acting secretary of the Textbook Coordinator's Association of Texas and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were fully adopted at a meeting of the Board of Directors held on the \_ day of \_\_\_\_\_, 1993

Date: \_\_\_\_\_, 1993

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Michael J Springer Secretary of the Corporation

Corrected and Revised 09-12-97

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Lupe Franco  
Secretary of the Corporation

Corrected and Revised 12-11-02

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Laurie Mankin  
Secretary of the Corporation.

Corrected and Revised 2-10-14

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Dana Wiest  
Secretary of the Corporation.

Corrected and Revised 4-29-19

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Kathryn Rey  
Secretary of the Corporation