

South Plains Closing the Gaps P-20 Council

BYLAWS

ARTICLE I

Name, Office and Status as Non-Profit Organization

- Section 1.1** **Name.** The name of this organization is the South Plains Closing the Gaps P-20 Council, hereinafter referred to as the Council.
- Section 1.2** **Principal Office.** The principal office of the Council shall be at Texas Tech University-College of Education, Box 41071, Lubbock, TX 79409-1071. The Council may have other offices at such places as the Board of Directors may determine that the business of the Council may require.
- Section 1.3** **Registered Agent.**
Ms. Robbye Appling
Texas Tech University-College of Education
Box 41071
Lubbock, TX 79409-1071

ARTICLE II

Purpose and Guiding Principles

- Section 2.1** **Purpose of the Council.** Dedicated to a vision that education calls individuals to their highest purpose and potential in life, the P-20 Council is committed to building bridges among business, civic, community and educational groups to create a college-going culture and a better educated community. The Council is committed to leading efforts that will prepare all students in the South Plains region, beginning with preschool, for living, learning and working in a changing world.
- Section 2.2** **Guiding Principals and Goals.** Through ongoing collaboration of the Council Partners, the following principles and goals will guide the operations and activities of the Council.
- Section 2.2.1** The Council will collaborate to engage an increasing number of high school graduates and adult learners in the region's post-secondary educational programs by helping parents at the pre-school level understand their role in their children's education, by creating greater awareness of the value and benefits of post-secondary education, and by promoting systems that

assist students in clarifying their career and educational goals.

Section 2.2.2 The Council will collaborate to develop strategies that help students be successful in achieving their personal career goals by conducting research to identify major social hurdles and eradicating success-limiting obstacles.

Section 2.2.3 Understanding that a well-educated workforce is key to a robust economy, Council Partners will collaborate to build bridges that link secondary and post-secondary education with business and the community in support of educational innovation and excellence.

Section 2.2.4 The Council will collaborate to create a climate for the free exchange of resources, information, best practices, and research through networking, communication and engagement as a region-wide effort to articulate the value and benefits of post-secondary education.

Section 2.2.5 The Council will collaborate and support endeavors to improve the quality of the continuum of educational opportunities, pre-school through professional graduate education by creating new and sustainable connections between the various levels of educational attainment.

ARTICLE III The Council

Section 3.1 **Membership and Constituencies.** Council members shall include representatives from a broad constituency that includes, but is not limited to, early childhood education, K-12 education, community colleges, four-year universities, graduate and professional schools, non-profit organizations, faith-based organizations, governmental agencies, businesses, community service agencies, economic and workforce development boards, and community leaders.

Section 3.2 **Geographic Area.** The Council represents constituencies within the area represented and served by the Texas Education Agency's Region 17 Service Center.

- Section 3.3 Appointment of Membership.** Members shall be recommended for appointment to the Council by the organizations and agencies that serve as the charter partners in the Council. Constituencies may request representation on the Council subject to the approval of qualified Council members. There are no terms of service for Council members; rather they serve at the pleasure of the organizations and entities they represent. As Council vacancies occur, the Council will strive to maintain diversity through its appointments and elections.
- Section 3.4 Role and Function.** In addition to setting the goals and direction of the partnership, Council members shall elect members to a Board of Directors. The governing and policy-making responsibilities of the Council shall be vested in the Board of Directors, which shall direct the affairs of the Council and be responsible for the control and disposition of its assets. The Board of Directors shall elect its officers and members to an Executive Committee. (See Article IV, Section 4.1 and Article VI, Section 6.1.)
- Section 3.5 Meetings of Members.** The Council shall meet at least two times a year at a time and place determined by the Council Chair. The Council may hold special meetings. Special meetings are called by the Chair or at the direction of a majority of the Executive Committee. The dates and locations of special meetings must be announced to the Council membership at least seven working days in advance.
- Section 3.6 Voting Rights.** Each qualified member of the Council shall be entitled to one vote on each matter submitted to a vote of the members. Manner of voting on Council business shall be determined by the Executive Committee. Voting by proxy is permitted. Voting by e-mail is also permitted.
- Section 3.7 Membership Year.** The membership year of the Council shall begin the first day of the month of September and end the last day of the month of August of each year.

ARTICLE IV Council Officers

- Section 4.1 Designation.** The Officers of the Council, elected by the Board of Directors, shall be the Chair, Chair-Elect, Secretary and Treasurer, all of whom shall be members of the Board of Directors and the Executive Committee.
- Section 4.2 Chair.** The Chair shall schedule and preside over the meetings of the Council, the Board of Directors and the Executive Committee and

ensure that the Executive Committee carries out its duties. The Chair shall also provide general leadership for the Council, ensuring that the Council has and fulfills a work agenda consistent with its goals. The Chair, with the approval of the Executive Committee, may select members to attend training and/or meetings required by the Texas Higher Education Coordinating Board in accordance with the guidelines of the Coordinating Board. The Chair shall see that all orders and resolutions of the Council and the Board of Directors are carried into effect. The Chair shall also execute all legal documents and instruments in the name of the Council when authorized to do so by the Board of Directors and shall perform such other duties as may be prescribed by the Board.

Section 4.3 **Chair-Elect.** The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-Elect shall chair the Nominating Committee.

Section 4.4 **Secretary.** The Secretary or his or her designee shall give notice of any meeting of the Council, the Board of Directors or the Executive Committee, shall keep an accurate list of the members of the Council, and shall keep or cause to be kept minutes of regular and special meetings of the Council, the Board of Directors and the Executive Committee and present the minutes to those bodies for approval. The Secretary shall maintain all minutes as official documents of the Council.

Section 4.5 **Treasurer.** The Treasurer shall be responsible for ensuring that procedures are in place to account for all Council assets. The Treasurer shall propose an annual budget to the Executive Committee for review and endorsement and present an endorsed budget to the Board of Directors for adoption. The Treasurer or his or her designee shall be responsible for safeguarding of all funds received by the Council and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. In addition, the Treasurer shall perform such other duties customarily incident to the office and as required of him or her by the Board or Chair.

Section 4.6 **Terms of Office.** The term of office for Officers shall be two years. Any person holding office may be elected for a subsequent term or terms, or may be elected to serve a term or terms in some other office of the Council.

Section 4.7 **Vacancies.** Any vacancy occurring among the Officers by reason of death, resignation, removal, disqualification or otherwise shall be filled by election of a majority of the members of the Board of Directors

present at any meeting. A special meeting may be called for such purpose. An Officer elected to fill a vacancy shall be elected to fill the unexpired term of the predecessor.

ARTICLE V Board of Directors

Section 5.1 **General Powers.** The affairs of the Council shall be directed and managed by a Board of Directors as detailed in Article III, Section 3.4.

Section 5.2 **Number, Qualifications and Tenure of Directors.** The Board of Directors shall consist of fifteen (15) members, five (5) of whom shall be elected annually by majority vote of the qualified members of the Council to serve for three (3) years, or until their successors are elected and have qualified. Terms of service for members of the founding Council shall be decided by lot, with five of the memberships set for a one-year term, five set for a two-year term, and five set for a three-year term. Directors may be elected to subsequent terms.

Section 5.3 **Selection of Directors.** At the third regularly scheduled meeting of the Board of Directors, the Chair shall appoint a Nominating Committee consisting of the Chair-Elect and six (6) Directors. The Nominating Committee shall solicit recommendations for new Directors from the Council membership, and thirty (30) days prior to the fourth regularly scheduled Board Meeting shall present to the Chair a slate of five (5) candidates to replace the directors whose regular terms are expiring. Upon receipt of the recommendations of the Nominating Committee, the Chair shall notify the Council membership of the names of persons nominated as candidates for Directors.

At the fourth regularly scheduled meeting of the Board of Directors, the slate of candidates for Directors shall be presented to the Council for approval.

Section 5.4 **Seating of New Directors.** All newly-elected and appointed Board members shall be seated at the first regularly scheduled Board meeting and shall be eligible to vote on the business matters of the Council.

Section 5.5 **Resignations.** Any Director may resign at any time by giving written notice of such resignation to the Chair or the Secretary. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- Section 5.6** **Removal from Office.** Any Council Officer or Board Member may be removed, either with or without cause, at any time by an affirmative majority vote of the Board of Directors at a meeting called for that purpose.
- Section 5.7** **Vacancies.** Any vacancy occurring among the Directors by reason of death, resignation, removal, disqualification or otherwise, shall be filled by election of a majority of Council Members at any meeting. A special meeting may be called for such purpose. A Director elected to fill a vacancy shall be elected to fill the unexpired term of the predecessor.
- Section 5.8** **Regular Meetings.** The Board of Directors shall meet at least four times a year in regular session at a time and location to be determined by the Chair. The Chair shall develop a schedule of meetings and distribute said schedule to the members of the Board immediately subsequent to the beginning of the membership year of the Council.
- Section 5.9** **Special Meetings.** The Chair may call a special meeting of the Board provided notice of such meeting has been disseminated to Board members at least five working days in advance. Special meetings of the Board may be called at the request of any three (3) directors who submit said request in writing to the Chair.
- Section 5.10** **Quorum.** The presence of one-half plus one of the number of Directors, then constituting the Board, shall be a quorum for the transaction of business at all meetings convened according to these Bylaws.
- Section 5.11** **Voting.** Every Director is entitled to one (1) vote. The affirmative vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law or these Bylaws.
- Section 5.12** **Attendance.** Failure of a Director to attend a majority of the meetings of the Board may be considered as grounds for removal.
- Section 5.13** **Committees.** In Accordance with Article VI of these Bylaws, the Board may, by resolution adopted by a majority of the Board, designate or appoint one or more committees which shall have such duties, authority, rights and powers as the Board may determine. A minimum of one (1) Board member shall serve on each standing or special committee.

ARTICLE VI Committees

Section 6.1 Executive Committee. The Executive Committee shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Immediate Past Chair and such other members as deemed necessary by the Board of Directors. The Executive Committee shall have and may exercise all the authority and powers of the Board in the business and affairs of the Council when said Board is not in session, subject only to such restrictions and limitations as the Board of Directors may from time to time specify. The foregoing shall not be construed as authorizing actions by the Executive Committee with respect to any action which by law or these Bylaws is required to be taken by vote of a specified number of Directors fixed by these Bylaws. The term of appointment to the Executive Committee shall be two (2) years. Successive terms of appointment are permissible.

The Executive Committee shall not have the authority to alter, amend, or repeal any part of these Bylaws, or to appoint or remove Directors. Written reports of the actions of the Executive Committee shall be submitted to the Board of Directors for approval at its next meeting following actions of the Executive Committee.

If designated, a representative of the Fiscal Intermediary shall sit as a non-voting member of the Executive Committee.

Section 6.1.1 Meetings. Regular meetings of the Executive Committee, of which notice shall be necessary, shall be held at such times and places as may be scheduled by the Chair or by resolution of the Board of Directors. Special meetings of the Executive Committee may be called by the Chair or any two (2) Directors at any time on twenty-four (24) hour notice to each member. The act of a majority of those present at any meeting, at which a quorum is present, shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such. In the absence of the Chair or Chair-Elect, the Committee shall elect its own Chair to preside at the meeting.

Section 6.1.2. Attendance. Members of the Executive Committee are expected to maintain regular attendance at called Committee meetings. Failure of a Committee Member

to attend a majority of the meetings of the Board may be considered as grounds for removal.

Section 6.1.3. Vacancy. Any vacancy on the Executive Committee shall be filled by a majority vote of the Directors.

Section 6.1.4. Records. The Executive Committee shall keep a record of its acts and proceedings and shall report the same to the Board of Directors. The Minutes of the Executive Committee shall be kept by the Secretary as official documents of the Council.

Section 6.1.5. Quorum. The presence of one-half plus one of all members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee.

Section 6.1.6. Voting. Each member of the Executive Committee shall be entitled to one (1) vote on any question properly before any meeting of the Committee. All questions shall be decided by the vote of a majority of the members entitled to vote thereon who shall be present at the meeting.

Section 6.2 Nominating Committee. There shall be a Nominating Committee, consisting of the Chair-Elect and six (6) directors appointed by the Chair. The Nominating Committee shall be responsible for recommending to the Council Membership individuals to serve as Directors, and for recommending a slate of officers to the Board of Directors. All recommendations for Director and Officer candidates shall be made to the Nominating Committee.

Section 6.3 Standing Committees. The Board of Directors may designate one or more Standing Committees as are necessary to fulfill the program and activities of the Council and which are not in conflict with other provisions of these Bylaws. The duties of any such Standing Committees shall be prescribed by the Board. Each Standing Committee shall consist of five (5) or more persons, who may be, but are not required to be Council Members. Appointments of persons to such Standing Committees shall be for the terms prescribed by the Board of Directors.

Section 6.4 Special Committees. The Board of Directors may designate one or more Special Committees as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such Special Committees shall be prescribed by the Board of Directors.

Each such Special Committee shall consist of three (3) or more persons, who may, but need not be, limited to members of the Council. A Special Committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as conferred by action of the Board of Directors. Upon completion of the task for which designated, such Special Committee shall stand dissolved.

Section 6.5. Appointments and Authority. The Council Chair shall appoint all Standing and Special Committee Chairs. Committee appointments shall be at the will and pleasure of the Committee Chair and shall serve concurrently with the term of the appointing Chair unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. Once committee actions have been approved by the Board of Directors, it shall be incumbent upon the Committee Chair or his or her designee, to give testimony to or make presentations before civic or governmental agencies. Committees shall be discharged by the Council Chair when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue committees.

ARTICLE VII Council Finances

Section 7.1 General Provision. If necessary, the Executive Committee shall appoint a Fiscal Intermediary to manage and account for its finances.

Section 7.2 Fiscal Year. The fiscal year for the Council shall begin the first day of the month of September and end the last day of the month of August each year.

Section 7.3 Financial Transactions. All financial transactions, including gifts, grants, transfers, membership fees, and the acquisition of real or personal property, may be executed by the Chair or Chair-Elect and the Secretary or Treasurer, or by any other person authorized by specific resolution of the Board of Directors or Executive Committee, or as otherwise may be provided in these Bylaws.

Section 7.4 Check, Drafts, Orders for Payment. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Council, shall be signed by the

Treasurer and one other officer or in such manner as may be determined from time to time by the Board of Directors.

Section 7.5 **Financial Records.** The Council shall maintain on an accrual basis true and accurate financial records showing all receipts, expenditures, assets and liabilities in accordance with generally accepted accounting principals.

Section 7.6 **Annual Audit.** The Board of Directors may commission an annual audit of the records of the Council as deemed necessary and to comply with the Texas Nonprofit Corporation Act, if required. The Board of Directors will also cause all necessary annual reports to be made to the State of Texas pursuant to the Texas Nonprofit Corporation Act and other laws of the state of Texas should non-profit status be acquired.

ARTICLE VIII Amendment of Bylaws

Section 8.1 **Authority to Propose Amendments.** Amendments to the Bylaws of the Council may be proposed by qualified members of the Council.

Section 8.2 **Method.** A proposal to amend the Bylaws must be made in writing to the Chair at least sixty (60) days prior to the regularly scheduled meeting of the Council at which the amendment is to receive initial consideration by the Council. The Board of Directors shall review the proposed amendment prior to the meeting of the Council at which the proposed amendment is to be considered. The Board will either give or withhold its endorsement of the amendment and will communicate its position to the Council members with reasons for its decision.

Section 8.3 **Adoption.** The adoption of a proposed amendment to the Bylaws shall require a two-thirds favorable vote of the qualified Council members constituting a quorum at the meeting called for the purpose of considering the proposed amendment. Notice of such amendment shall be furnished to all Council Members at least thirty (30) days prior to such meeting at which time the amendment proposal is to be considered.

Article IX Definitions

Section 9.1 **Geographic Service Area.** The area served by the Texas Education Agency Region 17 Education Service Center includes public school districts in the following counties: Bailey, Borden, Cochran, Cottle,

Crosby, Dawson, Dickens, Floyd, Gaines, Garza, Hale, Hockley, Kent, King, Lamb, Lubbock, Lynn, Motley, Terry, and Yoakum.

Section 9.2 Qualified Council Member. A qualified Council Member shall be an individual who meets the membership requirements of the Council, who is registered as a constituency representative and who regularly attends meetings of the Council.

END OF BYLAWS

Certification of Adoption of Bylaws

This will certify that at the Regular Meeting of the members of the South Plains Closing the Gaps P-20 Council, held the **12th** day of **June**, 2008, the foregoing Bylaws of the South Plains Closing the Gaps P-20 Council were adopted and approved by majority vote of the members, have a quorum present, to certify which witness the signatures of the undersigned officers this **12th** day of **June, 2008**.

Dr. Sheryl Santos

Co-Chairman of Council

Mr. David Vasquez

Co-Chairman of Council