

TEXAS ASSOCIATION OF PARENTS AND EDUCATORS OF THE DEAF  
CONSTITUTION AND BY-LAWS

ARTICLE I

Association

Section A.     Name

The name of this Association shall be the Texas Association of Parents and Educators of the Deaf.

Section B.     Purposes

Subject to the provisions of Article 1396-2.01 of the Texas Non-Profit Corporation Act, as amended from time to time (the "Act"), the Corporation is organized exclusively for charitable, religious, educational, scientific, literary, or testing for public safety purposes, or the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law, which purposes shall include, without limitation, providing educational and charitable services to persons who are deaf or hard of hearing and to professionals who provide services to such persons. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, Directors, officers or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, officers and Directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by the Corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a The Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The purpose of the Texas Association of Parents and Educators of the Deaf shall be promoting excellence and equality for all students who are deaf/hard of hearing in Texas by:

- 1) Providing a vehicle for parents and educators to have a collective impact for education of the deaf
- 2) Providing a forum for parents to network, share ideas, and resources

- 3) Promoting continued interest in the education of the deaf and hard of hearing
- 4) Providing a statewide communication network among the membership
- 5) Informing and educating the general public about the services and special educational needs of deaf students
- 6) encouraging and stimulating dialogue between all disciplines, agencies and institutions that have as a common concern the welfare and education of deaf students
- 7) seeking to advance the state of the art in education of the deaf by providing a forum in which ideas, new techniques, educational approached and issues can be discussed for a broad informational base of the Association's members

## ARTICLE II

### Membership

#### Section A. Membership

Membership shall include individual, family, local parent organization, or educational institution.

A local parent organization shall be comprised of parents and be a recognized affiliate of an established approved educational program for the deaf. An educational institution shall be comprised of professionals, paraprofessionals, and/or students involved with deaf education.

#### Section B. Classes of Membership

The Association shall have members. There shall be three classes of members of the Association: Active Members, Family Members, and Organization Members. Any person who is a resident of the State of Texas and who is eighteen (18) years of age or older is eligible to become an Active Member of the Association upon payment of membership dues.

#### Section C.

##### Active Membership

- 1) Eligibility: Active Membership is open to parents and educators of deaf and hard of hearing children and any persons interested in education of the deaf and hard of hearing. No one may be denied membership in this Association on the basis of race, color, creed, sex, age, or disability.
- 2) Privileges: Individual Active Members who have met the qualifications for active membership and have paid the prescribed dues shall be eligible to attend meetings of the Association, hold office, and to vote.

- 3) Family and Organizational Members shall have one vote per paid membership and be eligible to attend meetings of the Association.

Section D. Membership Year

The membership year of Texas Association of Parents and Educators of the Deaf shall be defined as the two year time period between the Biennial Statewide Conferences on Education of the Deaf and Hard of Hearing.

Section E. Membership Dues

The biennial dues are affixed by the Association for meeting financial considerations and obligations of the Association. All members of the Association shall pay dues. The amount of the dues for each membership category shall be set by resolution at the biennial statewide convention of the Association, at which time special membership rates may be offered.

## ARTICLE III

### Meetings

#### Meetings of Members

Meetings of members for any purpose may be held at such time and place within or without the State of Texas as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section A. Statewide Convention

A biennial statewide convention of the Association shall be held in even numbered years at such time and place as the Statewide Conference on Education of the Deaf and Hard of Hearing shall be held. At each biennial statewide convention, the members shall transact such business as may be properly brought before the meeting.

Section B. Executive Board Meetings

The Executive Board made up of current elected officers shall meet a minimum of two times a year. The Executive Board shall carry out the business of the organization.

Section C. Other Meetings

Other meetings called as deemed necessary by the President with a majority consensus by the Executive Board.

Section D. Special Meetings

Special meetings of the members for any purpose or purposes may be called by the President, by the Executive Board, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at the proposed special meeting. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to the purposes described in the notice of the meeting.

Section E. Notice of Meetings.

Notice of meetings of members of the Association shall be given in accordance with Article 1396-2.11 of the Act.

Section F. Quorum of Members

Except as may otherwise be provided by the Articles of Incorporation or by Article 1396-2.12 of the Act, members holding one-tenth (1/10) of the votes entitled to be cast, represented in person, shall constitute a quorum at all meetings of the members for the transaction of business. If a quorum is not represented at any meeting of the members, the members entitled to vote thereat, represented in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is represented. At such adjourned meeting, provided a quorum is represented thereat, any business may be transacted that might have been transacted if the meeting had been held in accordance with the original notice thereof. In the event a quorum of Members are not present at the biennial conference, the members and Executive Board present may proceed and hold the business meeting, voting and conducting the business of the organization.

Section G. Majority Vote of Members

The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a lesser number is allowed by the Articles of Incorporation or these Bylaws.

Section H. Voting

Subject to applicable provisions, if any, of the Articles of Incorporation or these Bylaws, each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Where business of the Association is conducted by mail, such business may be conducted by, email, website, mail, by facsimile transmission, or any combination of the four.

Section I. Informal Action by Members

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed, including electronic signature through email, by (i) all the members entitled to vote with respect to the subject matter thereof, or (ii) if the Articles of Incorporation so provide, by a sufficient number of members as would be necessary to take that action at a meeting at which all of the members were present and voted. Any such written consent shall be executed, dated, and filed with the Association in the manner required by Article 1396-9.10 of the Act.

## ARTICLE IV

### Officers of the Association

#### Section A. Officers

**Officers of the Association.** The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer and three Directors (Parent, Educator, and Liaison). The officers of the Association shall form the TAPED Executive Board. Nominations for elected officers shall be made by the Nominations Committee or any member at the biennial statewide convention of the members.

All elections of officers shall be held at the biennial statewide convention of the members. The vote of a majority of all members of the Association present at the biennial statewide convention of the members shall be required for the election of an officer. All officers shall hold their offices for such terms of two years and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by resolutions not inconsistent with these Bylaws.

**6.2 Qualifications.** Each officer shall be an Active Member of the Association and shall be an Officer of the Association. The TAPED Executive Board shall have the power to enter into contracts to carry out the duties of the Association, including management of the Statewide Conference on Education of the Deaf and Hard of Hearing, and to provide reasonable compensation of officers for such terms as the Executive Board deems advisable, subject to Paragraph 6.3 below.

**6.3 Term of Office and Removal.** The term of office for all officers shall be for two (2) years, commencing with the date immediately following the biennial Statewide Conference on Education of the Deaf and Hard of Hearing, during which the General Business meeting of the Association is conducted, in the year during which such officers are elected and expiring immediately following the biennial statewide convention in the year during which their term is to expire; provided that the officers of the Association shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Each Officer is eligible to serve up to three consecutive terms in the same office. Any Officer serving three terms may seek election again after waiting one term. Any officer elected or appointed may be removed by Officers of the Association or its members, whenever in their judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Association by death, resignation, removal or otherwise shall be filled by the Executive Board.

**6.4 President.** The President shall be the Chief Executive Officer of the Association,

shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Executive Board and the members are carried into effect. The President shall preside at all meetings of the members and the Executive Board. The President shall be an ex-officio member of all committees. The President shall appoint Committee Chairs for SWCED, TAPED Website, Scholarships, Special Awards, Fundraising, Legislative, and may establish other committees deemed necessary for the work of the Association. The President is responsible to monitor committee work and will obtain timely reports from each Chairperson. In the event a Chairperson is unable to complete his/her term, the President shall locate a replacement.

**6.5 Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. He or she shall perform such other duties and have such other authority and powers as the Executive Board may from time to time prescribe or as the President may from time to time delegate. The Vice President shall also oversee membership, benefits, and serve as the chairperson of the By-Laws Committee. The Vice President will oversee the membership internet database and ensure new members are accurately entered in conjunction with the webmaster. The Vice President will actively seek out benefits for the membership from a variety of sources, which may include, but is not limited to, discount tickets to amusement parks and other services and publish these benefits to the members through the TAPED website. The Vice President will prepare for the Biennial Conference General Business meeting by handling motions for revisions to the By-Laws. All revisions passed at the General Business meeting shall be edited into the By-Laws and placed on the TAPED website.

**6.6 Secretary.** The Secretary shall attend all meetings of the Executive Board and all meetings of members and record all of the proceedings of the meetings of the Executive Board and of the members in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members, special meetings of the Executive Board, and (if notice is required) regular meetings of the Executive Board, and shall perform such other duties as may be prescribed by the Executive Board or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Association (if any) and, when authorized by the Executive Board, shall affix the same (or state that the Association has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his or her signature or by the signature of an Assistant Secretary or of the Treasurer. The Secretary shall be custodian of all official papers, electronic transmissions, and records of the Association. The Secretary shall keep a membership roster of members as furnished by the Vice President. He or she shall prepare a summary of the proceedings of the statewide convention for publication and distribution in a reasonable time following the convention. He or she shall keep an inventory of all properties owned by the Association. He or she shall perform such other duties as from time to time may be assigned by the President or the Executive Board. The Secretary shall also post minutes of the meeting and Biennial Conference General Business Meeting on the TAPED Website. The Secretary will maintain the Policy & Procedures for the Association and its committees developed and amended by the TAPED Executive Board or appointees.

**6.7. Treasurer.** The Treasurer is the only Officer of the Association that shall be appointed and may serve consecutive terms without limit. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Board. The Treasurer shall keep a financial statement up-to-date to be published in each issue of the Corporation's publication and submit a report on the state of the Corporation's finances at the statewide conference general business meeting and when called upon to do so by the Executive Board of Directors. He or she shall turn over to the Auditing Committee all such books, receipts and records following the end of each fiscal period for auditing purposes. He or she shall make no expenditures of over \$500.00 unless authorized by the Executive Board. He or she shall co-sign checks signed by the President.

- Corporation Funds shall be used for the payment of bills, disbursement of scholarship monies, reimbursement for Executive Board travel on official business, parent events, and/or other business expenses.

#### **Statewide Conference on Education of the Deaf and Hard of Hearing Treasurer Duties**

The Treasurer shall have custody of the SWCED funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the SWCED and shall deposit all monies and other valuable effects in the name and to the credit of the SWCED in depositories such as banks, credit unions, savings and loans.

The Treasurer shall keep a financial statement up-to-date and report to the SWCED Executive Committee and Planning Committee at each planning meeting or when called upon to do so by Executive Committee or TAPED President. He or she shall turn over to the Auditing Committee all such books, receipts and records following the end of each fiscal period for auditing purposes.

The Treasurer shall keep Statewide Conference on Education of the Deaf and Hard of Hearing (SWEC) funds and securities separate from the Corporation funds and securities.

- SWEC funds and securities shall remain at the level needed to ensure payment of all contracts, bills and liabilities should the conference fail to generate needed revenue.

**Bond.** *Immediately following his or her appointment, the Treasurer shall give the Corporation a bond of such type, character and amount as the Executive Board of Directors may require. He or she shall not qualify to act as Treasurer of the Corporation or sign checks until such bond has been duly executed, approved and filed. The bond premiums shall be paid by the Corporation.*

## **6.8. BOARD OF DIRECTORS**

**Number, Qualifications and Duties.** Directors of the Corporation shall be active member in good standing and considered Officers of the Association. Directors are elected for two-year terms. The number of Directors shall be three.

**1.) Director of Educators** shall be a profession educator (active or retired). His/her duty is to focus on the needs of AI educators and professionals in the state of Texas and carry out goals of the organization to improve educational outcomes for deaf and hard of hearing children. The Director will obtain and submit events to the website calendar. These events shall include, but are not limited to, workshops, training, conferences and special events in Texas. He/she shall also work to increase membership of educators in the organization. The term educator applies to all paraprofessionals, interpreters, teachers, administrators, support staff, assessment staff, audiologists, speech therapists and others employed by public schools.

The Director of Educators will be responsible for the oversight of the Education section of the TAPED Website ([www.taped.org](http://www.taped.org)). The Director will monitor the blog sections with full editing power to ensure compliance with the website rules for posting. The Director may train and appoint a small committee to assist in monitoring for compliance the posts made to the blog site.

**2.) Director of Parents** shall be a parent of a deaf or hard of hearing child. His/her duty is to focus on the needs of parents, increasing the membership of parents, establish a strong network for advocating, educating and strengthening educational outcomes for deaf and hard of hearing children in Texas. The Director will obtain and submit events to the website calendar. These events shall include, but are not limited to, workshops, training, conferences and special events of interest to parents in Texas.

The Director of Parents will be responsible for the oversight of the Parent section of the TAPED Website ([www.taped.org](http://www.taped.org)). The Director will monitor the blog sections with full editing power to ensure compliance with the website rules for posting. The Director may train and appoint a small committee to assist in monitoring for compliance the posts made to the blog site.

**3.) At Large Director** may be an educator or parent and shall be to be a liaison between the Educators and Parents section of the Corporation to ensure the specific goals of each compliment the overall operations of the organization. He/she shall also work to establish relationships with other agencies and organizations serving educators and parents of deaf and hard of hearing children. The Director at Large shall provide continuity and progress with the organization's goals and services. The At Large Director is responsible for the public relations of the Association. The Director will promote the Association to the public, ensure effective communications with the membership, oversee the Calendar of Events on the TAPED Website ([www.taped.org](http://www.taped.org)) and post bulletins and/or news articles on the website. The At Large Director may also serve as the SWCED Publicity

Chairman and/or coordinate with the Chairman.

### **6.9. Nomination and Election of Officers**

1. The nominating committee shall be appointed by the Executive Board from the membership and shall be chaired by the Immediate Past President or, if unavailable, the Executive Board may appoint a member to this duty.
  - a) Officers shall be selected from the active membership and be placed on nomination by the nomination committee.
  - b) Members in good standing may submit their names to the nominating committee to be added to the ballot.
  - c) Members at the general election and convention may announce their candidacy as a 'write in' candidate for office.
2. All members in good standing may vote.
3. The nominating committee shall conduct the nomination and election of officers.
4. The nominating committee shall use the following guidelines in the nomination and election procedure:
  - a) The nomination ballot shall be decided by the committee in July of the election year. Persons whose names have been placed in nomination shall be contacted for consent.
  - b) The proposed ballot will be voted on by the membership of the Association at the TAPED Business Meeting and General Election to be held biennially during the convention.
  - c) The election and installation of officers shall occur during the convention of the election year.
5. The Nominating Committee shall submit a detailed plan regarding nomination and election procedures to the Executive Board prior to the convention of the election year. The plan shall include procedures for:
  - a) Determining authenticity of the voter
  - b) Establishment of non-preferential criteria for the election ballot
  - c) Counting and verifying election results
  - d) Reconciling tie votes
6. The Nominating Committee shall post the elected offices of the Association and its respective duties on the TAPED website.
  - a) The Nominating Committee shall post the nominees and their platform and biographical information on the TAPED website during the spring and summer before the election during convention years.
  - b) Nominees are responsible for the electronic submission of the photo, campaign platform, biographical information and any other data they would like posted on the website to the appropriate person in charge of the nominating committee.

### **6.10. Terms of Office**

All Officers shall be installed during the SWCED TAPED General Business of the election year. The officers shall serve a term of two years.

#### **6.11. Vacancies of Elected Officers**

In the event that an office of the Association is vacated, the Executive Board shall appoint an active member to complete the designated term of office.

#### **6.12. Compensation of Officers**

None of the elected officers of the Association shall receive any compensation for their services to the Association. The Treasurer will be compensated at a rate of \$50.00 per year for his/her services. The Treasurer can obtain a general approval for routine expenses.

### ARTICLE V

#### Business Affairs

##### Section A. Dues

Biennial Association dues for members shall be established by action of the Executive Board.

##### Section B. Financial Policy

The Executive Board shall decide financial Policy and final decisions on all expenditures in advance.

##### Section C. Budget

The Executive Board shall prepare and present a general budget to the membership for adoption biennially.

##### Section D. Financial Report

The Treasurer shall prepare the budget for audit within ninety days of the fiscal year. The fiscal year shall be from August 1 to July 31<sup>st</sup> to correspond with the SWCED TAPED General Business Meeting.

##### Section E. Expenditures

Expenditures shall be paid by check. Checks will be co-signed by the President and Treasurer.

Section F. Control and Management

All property of the Association shall be subject to control and management by the Executive Board. Any accumulation or disposal for real property, except upon dissolution of the Association, must be approved in advance by the TAPED Executive Board.

Section G. Disposal and Dissolution

Upon dissolution of the Association by a majority vote of its members, none of its property shall be distributed to any of the members. All such property shall be transferred to such other organization(s) as the TAPED Executive Board shall determine to have purposes and activities consistent with those of the Association. Such other organization(s) must be non-profit in intent and exempt under Section 501 (C) (3) of the Internal Revenue Law.

Section H. Fiscal Year

The fiscal year shall be from August 1 to July 31<sup>st</sup> to correspond with the SWCED TAPED General Business Meeting.

## ARTICLE VI

### Policy and Procedures

Policy and Procedures will be developed, maintained and updated for the consistent and effective guidelines and operations of the Association and its committees by the TAPED Executive Board or its appointees.

## ARTICLE VII

### Amendments

Section A.

A proposed amendment change to the Constitution and By-Laws shall be posted on the TAPED Website and emailed to members at least two weeks prior to date of adoption. The by-laws may be amended by a two-thirds vote of the membership. Non-response of a member shall be considered a positive vote.

Section B.

Amendments may be proposed by the TAPED Executive Board or from the active membership. Amendments may be proposed by a Special Called Meeting of the membership by the President of the Association and conducted electronically. Proposed amendments by active members shall be presented at the Conference General Business Meeting and must be submitted in writing, accompanied by rationale to the Vice President.

## ARTICLE VIII

### Rules of Order

Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the by-laws.