



**AMET**

## **By-Laws**

Amended and approved by Executive Council on 11/19/2024

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# **By-Laws for the Association for Migrant Educators of Texas**

These By-Laws govern the affairs of the **Association for Migrant Educators of Texas** (the “Association”), a non-profit corporation organized under Chapter 22 of the Texas Business Organizations Code.

## **Article 1 Vision Statement and Mission Statement**

### **1.1 Vision**

- The Association’s Vision Statement is “to support migrant students and educators of migrant students of Texas as a leader and innovator in public education through a broad-based system of community support.”

### **1.2 Mission**

- The Association’s Mission Statement is “to passionately advocate for migrant students and families, provide leadership and resources to educators of migrant students and to serve as a voice for the migrant education program.”

### **1.3 Amendments to this Article**

- Article 1 of the By-Laws may only be amended by a vote of three-fourths of the Board of Directors (the “Board”) present and entitled to vote at an officially called meeting having a quorum of at least two-thirds of all of the Directors.

## **Article 2 Membership**

### **2.1 Qualifications of Members**

- To qualify for membership in the Association, an individual must support Migrant Education and pay annual membership fees.

### **2.2 Membership Dues**

- Individuals shall be eligible for active membership upon receipt of payment of annual dues of \$25.00 and otherwise meeting the requirements of these By-Laws.
- Membership dues shall be included in an individual’s registration fee for the AMET Conference held in the fall.
- Membership fee of \$25.00 is waived for Lifetime Members.

### **2.3 Membership Year**

- The payment of annual dues shall entitle each member to membership from the initial conference date of the current year to the initial conference date of the following year.

### **2.4 Voting Rights**

- Each active member of the Association shall be entitled to one vote on each matter submitted to a vote of the members.
- There are no separate classes of members with different voting rights.

## **Article 3 Meetings of the Membership**

### **3.1 Regular Meetings**

- The Association shall hold one general assembly meeting of the members each year, during the AMET conference.
- The meeting shall be a business session to allow official action to be taken on matters of the Association.

### **3.2 Special Meetings**

- The Board of Directors may call a special meeting of the members of the Association.

### **3.3 Quorum**

- A quorum is constituted by a minimum of one-tenth membership present or by proxy eligible to cast a vote.
- The majority vote of the quorum is valid.

## **Article 4 Management of the Association**

### **4.1 Board of Directors**

- The affairs of the Association shall be managed by the Board of Directors.

### **4.2 Number, Qualifications and Tenure**

- The Board of Directors shall consist of the President-Elect, President, Vice-President, Immediate Past President, Secretary, Treasurer, and Regional Directors.
- Regional Directors shall serve for a term of two years or until a successor is elected or appointed.
- Four advisory members shall be appointed by the President to represent the following areas:
  - TEA Statewide Initiatives
  - Institutions of Higher Education (CAMP/HEP)
  - Migrant Parent/Community Engagement
  - Executive Council Advisor

### **4.3 Duties of the Board of Directors**

- The Board of Directors shall approve or amend the budget of the Association, determine the dates and places of all conferences and workshops, authorize the appointment of special committees as necessary, and in general attend to the business of the Association.
- The Board of Directors shall exercise ordinary business judgment in managing the affairs of the Association.
- The Board of Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful.

### **4.4 Quorum**

A quorum of the Board of Directors shall consist of not less than half of the eligible voting members of the Board. No business shall be transacted without a quorum. Directors may attend the meeting in person, via telephone conference call or an online platform.

#### **4.5 Action of the Board of Directors**

- The Board of Directors shall endeavor to act by consensus.
- However, the vote of a majority of directors 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 By-Laws.
- A Director attending a meeting by telephone, or an online platform is considered present for purposes of quorum and voting. If a Director is unable to attend a meeting, he/she **may** vote by proxy with a signed consent form.
- A member of the Board who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.
- The Directors present at an officially called meeting at which a quorum is present may continue to transact business even if directors leave the meeting and less than a quorum remains.
- However, no action may be approved without the vote of a quorum.
- If a quorum is present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting another time without further notice.

#### **4.6 Compensation**

Members of the Board of Directors shall not receive salaries for their services.

#### **4.7 Removal of Directors from the Board**

The Board of Directors may vote to remove a member of the board, except the officers, at any time, but only for good cause.

#### **4.8 Ex-Officio Members of the Board**

The President may appoint active members to the position of Parliamentarian. This position is a non-voting, “ex-officio” position on the Board of Directors.

### **Article 5 Meetings of the Board of Directors**

#### **5.1 Regular Meetings**

- The Directors may designate any place, within the State of Texas, as the place of meeting called by the Directors.
- The Directors are expected to attend two meetings a year.

#### **5.2 Special Meetings**

- Special meetings of the Directors may be called by, or at the request of, the President or any two members of the Board of Directors.
- 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.
- The Secretary shall give notice to the members of the Board of Directors as required in the By-Laws.

#### **5.3 Notice of Meetings**

- Written, electronic mail (“e-mail”), or printed notice of any meeting of the Directors, including the annual meeting, shall be delivered to each Director not less than ten nor more than one hundred fifty days before the date of the meeting.
- Notice shall be mailed to directors by regular United States mail and/ or via e-mail transmission. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called.

- Notice shall be given by or at the direction of the President or Secretary of the Association, or the officers or persons calling the meeting.
- If all of the Directors consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.
- Additionally, the Association may elect to post notice of meetings consistent with the requirements of the Texas Open Meetings Act, although such notice shall not be required.

## Article 6 Officers

### 6.1 Officer Positions

- The officers of the Association shall be a President, President-Elect, Vice-President, Secretary, Treasurer, and Immediate Past-President.

### 6.2 Nomination, Election, and Terms of Office

- The Nomination/Elections Committee shall prepare a list of candidates for the offices of President-Elect, Vice- President, Secretary, and Treasurer.
- To be considered for an office, a candidate must have been an active member of the Association for a period of not less than two membership years.
- The candidate for office must have experience in a leadership position in the Association such as committee chair or Regional Director.
- Each candidate must secure permission from an immediate supervisor prior to his/her name being included on the list of candidates.
- Candidates receiving a majority of votes at the regular meeting of the membership shall be declared elected.
- In the event that no candidate receives a majority of the votes on the first ballot, additional ballots will be cast until a candidate receives a majority of votes.
- In such subsequent ballots, the slate of candidates will consist of those candidates, ranked by percentage of votes cast, who collectively received a simple majority of the votes cast.
- In the event only one candidate is placed in nomination for an office, that candidate may be elected by voice vote of the assembly.
  - President** - The office of President is filled by the outgoing President-Elect and serves a two-year term.
  - President-Elect** - The President-Elect shall be elected by the members in even-numbered years for a two-year term and shall serve as President following the expiration of the term.
  - Immediate Past President** - The office of Immediate Past President is filled by the outgoing President and serves a two-year term.
  - Vice-President** - The Vice-President is elected by the members for a two-year term in odd-numbered years.
  - Secretary** - The Secretary is elected by the members for a two-year term and shall be elected in even-numbered years.
  - Treasurer** - The Treasurer is elected by the members for a two-year term and shall be elected in odd-numbered years.
  - The newly elected officers shall assume their duties immediately after the meeting at which they are elected.
  - Executive Council**
    - The Executive Council shall consist of the President, President-Elect, Immediate Past President, Vice-President, Secretary, Treasurer and the four non-voting appointed advisory members.

### **6.3 Duties of Officers**

#### **a. President**

- The President shall be the chief executive officer of the Association.
- The President shall supervise and control all of the business and affairs of the Association.
- The President shall preside at all meetings of the Board of Directors and members.
- 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 Association if this power is expressly delegated to another officer or agent of the Association by the members, the By-Laws, or statute.
- The President shall perform other duties prescribed by the members and all duties incident to the office of President.

#### **b. 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 President-Elect shall have all the powers of and be subject to all the restrictions upon the President.
- The President-Elect shall have the primary responsibility of planning, coordinating and implementing conferences, workshops and programs for the Association with the approval of the Board of Directors.
- The President-Elect shall perform duties as assigned by the President or by the members, and all other duties incident to the office of President-Elect.

#### **c. Immediate Past President**

- The Immediate Past President shall assist with duties prescribed by the President, President-Elect, and other members.
- The Immediate Past President shall chair the By-Laws Committee.
- The Immediate Past President shall complete the Executive Director Contract Evaluation, in collaboration with other AMET Officers and Committee Chairs, as needed.

#### **d. Vice-President**

- The Vice-President shall be responsible for recruiting new members and promoting the retention of current members.
- The Vice-President shall chair the Nomination/Elections Committee.
- The Vice-President shall perform duties as assigned by the President or by the members, and all other duties incident to the office of Vice-President.

#### **e. Secretary**

- The Secretary shall give all notice as provided in the By-Laws or as required by law. The Secretary shall take minutes of all meetings of the Association and keep the minutes as part of the corporate records.
- The Secretary shall maintain custody of the corporate records.
- The Secretary shall perform duties as assigned by the President or by the members, and all other duties incident to the office of Secretary.

#### **f. Treasurer**

- The Treasurer shall be responsible for working with the President and other Officers and Directors to secure donations to support the Association.
- The Treasurer shall work cooperatively with the Executive Director to share the financial status of the Association at the AMET General Assembly.
- The Treasurer shall perform duties as assigned by the President or by the members, and all other duties incident to the office of Treasurer.

### **6.4 Removal**

Any Officer elected by the Membership of the Association or appointed by the President may be removed by a two-thirds vote of the members with or without good cause.



### **6.5 Vacancies**

- The Executive Council shall have the power to fill the offices of President-Elect, Vice-President, Treasurer, or Secretary should a vacancy occur during the term.
- The Executive Council shall appoint a qualified, active member of the Association to serve the remainder of the term.

### **6.6 Executive Council**

- When the Board of Directors is not in session, the affairs of the Association shall be managed by the Executive Council of the Board of Directors. The Executive Council shall have and may exercise all the powers of the Board of Directors of this Association.
- Executive Council members shall attend the two Board of Directors business meetings, Executive Council Meetings, state conference planning meetings, and other duly called meetings.

### **6.7 Approval of By-Laws**

- The AMET By-Laws, excluding Article 1, may only be amended by vote of simple majority of the Executive Council.

## **Article 7 Regional Directors**

### **7.1 Regional Directors**

Regional Directors, who ideally represent each Regional Education Service Center area, shall serve on the Board of Directors. A Regional Director shall be any individual who is actively employed in a Texas Migrant Education Program.

### **7.2 Qualification, Election and Term**

- Regional Directors shall be elected by each region respectively according to their own electoral process.
- In order to qualify for Regional Director, an individual must have been an active member of AMET for a period of not less than one membership year. Regional Directors serve for a term of two years.
- Regional Directors of even-numbered regions shall be elected in even-numbered years. Regional Directors of odd-numbered regions shall be elected in odd-numbered years.

### **7.3 Duties of Regional Directors**

- The Regional Directors will serve as members of the Board of Directors and shall make every effort to be at each meeting of the Board of Directors and plan to be present for the majority of the meeting.

The duties of Regional Directors may include, but are not limited to:

1. Ensuring that the electoral process is executed.
2. Assuring that the membership of their region receives timely notification of any meetings/conferences of the Association.
3. Assuring that members receive materials and information that further the mission of the Association.
4. Recruiting membership for the Association from their region.
5. Working on committees when asked, working on registration, serving as a facilitator during the conference.

6. Facilitating the dissemination, collection, and evaluation of scholarship information.
7. Promoting that at least one AMET Conference presentation proposal is submitted from their region.
8. Duties and responsibilities as outlined in the AMET Policies and Procedures Manual.  
*(Duties and responsibilities may not be limited to those listed, others may be assigned only if the need arises)*

#### **7.4 Vacancies**

- In the event a Regional Director cannot complete his/her two-year term of office, the vacancy shall be filled by an Alternate who was elected at the same time as the Regional Director.
- In the event that the Alternate is unable to serve, it shall be the responsibility of the regional membership to elect an interim Regional Director.
- This interim shall not constitute an elected term of office.

### **Article 8 Committees**

#### **8.1 Standing Committees of the Association shall be:**

- 1) By-Laws
- 2) Conference Planning
- 3) Nomination/Elections
- 4) Awards
- 5) Scholarship

#### **8.2 Additional Committees**

- The President shall appoint such other committees with concurrence of the Board of Directors, as he/she may deem advisable for carrying on the work of the Association.

#### **8.3 Ex-Officio Members**

- The President shall be an ex-officio member of all committees except the Nomination/Elections committee.

### **Article 9 Advisory Members**

#### **9.1 Advisory Members**

- Four advisory members (one each from TEA Statewide Initiatives, Institution of Higher Education (CAMP/HEP); Migrant Parent/Community Engagement; and one Executive Council Advisor,) shall serve on the Board of Directors and Executive Council as non-voting members.

#### **9.2 Appointments and Qualifications of Advisory Members**

- Advisory members shall be appointed by the President. In order to qualify for an advisory member, an individual must be an active member of the Association for not less than two membership years.

#### **9.3 Duties of Advisory Members**

- The four advisory members will serve as members of the Board of Directors and Executive Council.

- The duties of the advisory members may include, but are not limited to:
  1. The advisory member from the TEA Migrant Statewide Initiatives shall represent the interests and/or concerns of migratory students.
  2. The advisory member from an Institution of Higher Education (CAMP/HEP) shall represent migratory students, connecting them from high school to career and college.
  3. The advisory member from the Migrant Parent/Community Engagement shall represent the interests and/or concerns of migratory students and parents.
  4. The advisory member to the Executive Council shall provide historical context to and advise in all organizational matters, as needed.

#### **9.4 Vacancies**

- In the event an advisory member can no longer fulfill his/her duties, the vacancy shall be filled by an appointment(s) by the President with approval of the Executive Council.

### **Article 10 Executive Director**

#### **10.1 Executive Director**

- An Executive Director shall be contracted by the Association at a salary commensurate with work performed.

#### **10.2 Vacancy**

- In the event a vacancy occurs in the position of Executive Director, the Executive Council shall interview candidates for that position and make recommendations to the Board of Directors to fill the vacancy.

#### **10.3 Duties of Executive Director**

- The Executive Director will be responsible to the AMET Board of Directors and shall be contracted for fiscal operations, conference and event implementation, webmaster duties, coordination and communication with AMET stakeholders, and other duties as designated by the President and the Executive Council and detailed in the Association Policies and Procedures Manual.

### **Article 11 Records and Reports**

#### **11.1 Maintenance of Records**

- The Association's Executive Director shall maintain current and accurate records with complete entries as to each financial transaction of the Association including income and expenditures, in accordance with generally accepted accounting principles.
- An annual audit of the organization's finances shall be conducted and the results of the audit presented to the membership at the annual meeting.

#### **11.2 Annual Financial Report**

- Based on the Association's records, the Board of Directors shall annually approve a financial

report for the Association for the preceding year.

- The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include:
  1. A statement of support, revenue, and expenses;
  2. A statement of changes in fund balances;
  3. A statement of functional expenses; and
  4. A balance sheet for each fund.

## **Article 12 Miscellaneous Provisions**

### **12.1 Fiscal Year**

- The fiscal year of the Association shall start on January 1 and end on December 31 of each year.

### **12.2 Expenditures**

- The funds of the Association shall be disbursed only in accordance with the annual budget adopted by the Board of Directors that shall have power to respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the By-Laws.

### **12.3 Lifetime Memberships**

- Past Presidents shall receive a lifetime membership in AMET. The Board of Directors, by a simple majority vote, designates other individuals as lifetime members.

### **12.4 Rules of Order**

- Except where contrary mandates specified in the By-Laws, Robert's Rules of Order (Revised) shall govern all meetings of the Board of Directors and Executive Council of the Association.

### **12.5 Dispensation of Funds**

- Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose.
- Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Association is then located, exclusively for such purposes.

### **12.6 Legal Authorities Governing Construction of By-Laws**

- The By-Laws shall be construed in accordance with the laws of the State of Texas. All references in the By-Laws 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.

### **12.7 Legal Construction**

- If any By-Law provision is held to be invalid, illegal, or unenforceable in any respect, or if they should be construed as inconsistent with the requirements of a non-profit corporation,

such provision shall be null and void, and the invalidity, illegality, incompatibility, or unenforceability shall not affect any other provision and the By-Laws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the By-Laws.