

# Bylaws

for

# Learning Forward Texas

*Approved September 22, 2021*



THE PROFESSIONAL LEARNING ASSOCIATION

**TEXAS**

**Learning Forward Texas**

516 E Byron Nelson Blvd. #1279  
Roanoke TX 76272

## Article I – Name and Location

SECTION 1.1 **Name:** This organization shall be incorporated under the state laws of Texas as TSDC Inc., DOING BUSINESS AS (dba) Learning Forward Texas, also and for purposes of these bylaws, known as Learning Forward Texas and/or LFTX.

SECTION 1.2 **Location:** The office location of Learning Forward Texas shall be in Texas.

## Article II- Purpose and Character

*SECTION 2:1* **Purpose:** The purpose of Learning Forward Texas shall be set forth in the Articles of Incorporation. The mission of Learning Forward Texas is to connect, inspire, and empower educators through quality professional learning to positively impact classroom practice.

SECTION 2:2 **Character:** Learning Forward Texas shall be a non-profit association of voluntary members and shall have no capital stock. No part of the net earnings shall ever benefit any member, private shareholder or individual.

SECTION 2:3. **Limitations of Methods:** Learning Forward Texas shall be non-political, non-partisan and non-sectarian in its activities.

## Article III – Board of Directors

SECTION 3:1 **Authority:** The business affairs of Learning Forward Texas, the establishment of its policies, the direction of its work and the control of its funds and property shall be vested in the Board of Directors, subject to the Texas Nonprofit Corporation Act, the Articles of Incorporation as amended on April 12, 2005, LFTX Bylaws and Learning Forward Texas Board of Directors Handbook. The Board of Directors, by general resolution, shall delegate to committees of their own number, or to officers of the Corporation, such powers as they deem necessary.

SECTION 3:2 **Qualifications:** Directorships shall not be denied to any person on the basis of race, creed, sex, religion or national origin. Staff members of the Corporation are ineligible to serve on the Board of Directors. Board members must be members of Learning Forward Texas and shall become a member of Learning Forward if not already affiliated.

If any Board Member wishes to allow multiple board members to be from the same Texas school district, the motion must receive a majority vote in order to be successful.

SECTION 3:3 **Duties of Individual Board members** shall perform duties as directed by the Board of Directors and in accordance with the LFTX handbook.

SECTION 3:4 **Number of Board members:** The Board of Directors shall be composed of not less than 9 and not more than 12 members unless increased or decreased by action of the Board of Directors. Appointments of ex-officio or special advisory members do not affect the total number of Board members.

SECTION 3:5 **Term of Office:** The term of office for Board members shall be three (3) years, extending from the Summer Board of Directors meeting after they are elected to the Summer Board of Directors meeting three years later. Each Board member is limited to two consecutive three-year terms.

No one shall serve more than two terms on the board and said terms of office shall not be successive in nature. An individual who has completed one term on the board may be elected to serve a third term on the board as long as two or more years have lapsed since the expiration of his or her second term of office.

SECTION 3:6 **Board of Directors Vacancy:** The office of a Board member shall become vacant if the member dies or resigns. The Board of Directors shall have the power to fill all vacancies on the Board of Directors, and Board members so appointed shall serve out the unexpired term of the person they succeed with the opportunity to be re-elected at the next regular election through the election process to serve his/her own three-year term.

SECTION 3:7 **Removal or Forfeiture of Office:** Any Officer or Board member may be removed from office by the affirmative vote of two-thirds of the Board of Directors at any regular meeting or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any Board member proposed to be removed shall be entitled to at least five (5) days of notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before, and be heard by, the Board of Directors at such meeting. If any member of the Board of Directors is absent three (3) times in succession from any regular meeting of the Board of Directors, the Board member will be subject to removal at any subsequent meeting upon a majority vote of the Board of Directors at such meeting.

## Article IV – Board of Directors Elections

SECTION 4:1 **Nominations:** Nominations for new Board members are solicited from the entire Learning Forward Texas membership. Nominations may also include two (2) ex-officio positions appointed by the Executive Committee and approved by the Board of Directors.

SECTION 4:2 **Election Process - Board of Directors:** Whether the slate contains more nominees than vacancies or the slate contains the exact number of nominees as vacancies, each candidate shall be voted on individually requiring a majority of votes cast for each candidate to be elected. If any Board Member

wishes to allow multiple board members to be from the same Texas school district, the motion must receive a majority vote in order to be successful.

**Election Process - Ex-officio Advisory Member:**

By a majority of votes cast, the Board of Directors shall approve the Executive Committee's appointment of ex-officio or one-year term Advisory member/members. The one-year term appointment shall be reviewed and approved annually.

SECTION 4:3 **Election Date:** The annual Board of Directors election shall be held at the first meeting of a new calendar year. Newly elected Board members shall assume their official duties at the Summer Board of Directors meeting.

## ARTICLE V- Officers/Executive Team

SECTION 5:1 **Officers:** The Officers of LFTX shall be President, President-Elect , Past-President and Financial Officer. The Officers shall serve as the Executive Committee. The President, President-Elect and Past-President shall serve for one year unless a longer term is approved by the Board of Directors. They may not serve for more than two years in succession for any one position. The Executive Director shall serve as ex-officio, non-voting members of the Executive Committee.

Upon election to the board, members shall serve one term of three years unless elected to the office of president, in which case, said member's term shall be automatically extended by three years from his or her date of election in order that said member may serve three successive one-year terms as president-elect, president, and past-president, respectively.

When necessary, the Financial Officer shall have the opportunity to assume such duties beyond one term. The motion must receive a majority vote in order to be successful. Said member may serve three successive one-year terms from his or her date of election.

SECTION 5:2 **Executive Director:** The Executive Director shall be the chief executive officer of the Corporation and shall have the responsibility for the execution and accomplishment of all orders and resolutions of the Board of Directors. The Executive Director shall be primarily responsible for the accomplishment of the purposes and discharges of the duties and responsibilities imposed upon the Board of Directors as outlined in the the Learning Forward Texas Board of Directors Handbook.

SECTION 5:3 **President:** The President shall preside at all meetings of the Board of Directors, shall serve on the Executive Committee and shall serve as ex-officio of all standing and special committees. The President shall perform the duties as outlined in the Learning Forward Texas Board of Directors Handbook, and perform other duties as prescribed by the Board of Directors.

SECTION 5:4 **Past-President:** Shall serve on the Executive Committee, shall perform duties as prescribed in the Learning Forward Texas Board of Directors Handbook.

SECTION 5:5 **President-Elect**: The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall serve on the Executive Committee. The President- Elect shall serve as the Parliamentarian of the Board of Directors and shall perform duties as outlined in the Learning Forward Texas Board of Directors Handbook and perform other duties as prescribed by the Board of Directors.

SECTION 5.6 **Financial Officer**: The Financial Officer shall serve on the Executive Committee, collaborate with the Executive Director in the development of budgets and shall perform duties as outlined in the Learning Forward Texas Board of Directors Handbook.

When necessary, the Financial Officer shall have the opportunity to assume such duties beyond one term. The motion must receive a majority vote in order to be successful. Said member may serve three successive one-year terms from his or her date of election.

## ARTICLE VI – Officer Election

SECTION 6:1 **Nominations**: Prior to, or at the first meeting of a new calendar year, the Past-President shall submit to the Board of Directors the proposed officer nomination for President-Elect.

SECTION 6:2 **Election Process**: The Board of Directors shall vote on President-Elect with a majority vote for approval while the offices of President and Past-President will assume their offices by succession.

SECTION 6:3 **Election Date**: The annual officer election shall be held at the first meeting of a new calendar year. Newly elected officers shall assume their official duties at the Summer Board of Directors meeting.

SECTION 6:4 **Vacancies**: In the event any office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Board of Directors present at the regular, or called meeting, may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next scheduled election. A Member-at-Large shall be elected and limited to a one-year term. The Member-at-Large may be elected to serve as President-Elect or President but is not obligated to a position in the leadership track.

## ARTICLE VII – Standing Committees

SECTION 7:1 **General**: The only continuing standing committee of the Board of Directors shall be the Executive Committee. All other standing committees shall be appointed by the Executive Director and/or President of the Board of Directors and shall serve during the ensuing calendar year and until their duties are completed or until successors are appointed. Such appointment shall be approved by the Board of Directors.

SECTION 7:2. **Executive Committee**: The Executive Committee shall consist of the Officers of the Corporation along with the ex-officio Executive Director and any Member-at-Large.

The President shall serve as Chairperson. The Executive Committee shall have the power and authority to carry out the ordinary business and operations of the Board of Directors during the time that the Board of Directors is not in session.

SECTION 7:3 **Other Committees:**

The Executive Director and/or President shall appoint committees as needed. All committees shall function under the general supervision of the Executive Director.

ARTICLE VIII – General Provisions

SECTION 8:1 **Board of Directors Action:**

Any action required by the statutes, Articles of Incorporation, these bylaws or any action of the Board of Directors may be conducted without a regular meeting if a majority of the Board of Directors gives consent either in writing or by email.

SECTION 8:2 **Meetings:**

The Board of Directors shall meet at least twice each year at such place, date and hour as may be fixed by the Board of Directors or by the Executive Committee.

SECTION 8:3 **Quorum:** A simple majority of the voting members of the Board of Directors constitutes a quorum.

SECTION 8:4 **Indemnification of Officers and Directors:**

The Corporation shall indemnify any Director, Officer or employee or any former Director, Officer or employee of the Corporation against expenses actually and necessarily incurred by him/her and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he/she is made a party by reason of being or having been such a Director, Officer or employee (whether or not a Director, Officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse any Director, Officer or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Directors not involved in the matter in controversy, whether or not a quorum, that it was in the interest of the Corporation that such settlement is made and that such Director, Officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall be deemed exclusive to any other rights which such Director, Officer or employee may be entitled by law or under any bylaw, agreement or otherwise.

SECTION 8:5 **Prohibition Against Sharing in Corporate Earnings:** No member of the Board of Directors, Officer, or employee of, or member of a committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit, except for the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in affecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution of the affairs of the

Corporation and after all debts have been satisfied, the remaining assets of Learning Forward Texas shall be distributed, transferred, conveyed, delivered and paid over to any other non-profit, tax-exempt, charitable organization as may be determined by the Board of Directors.

SECTION 8:6 **Personal Conflict of Interest:** Any member of the Board of Directors who may be involved in a Learning Forward Texas business transaction in which there is a possible conflict of interest shall promptly notify the President or the Executive Director. The Director shall not vote on any transaction, participate in deliberations concerning it or use personal influence in any way in the matter. The Director's presence may not be counted in determining the quorum for any vote with respect to a Learning Forward Texas business transaction in which he or she has a possible conflict of interest. Furthermore, the Director or the President, or the Executive Director in the Director's absence, shall disclose a possible conflict of interest to the other members of the Board of Directors before any vote on a Learning Forward Texas business transaction and such disclosure shall be recorded in the Board of Directors minutes of the meeting at which it is made. Any business transaction conducted by Learning Forward Texas which involves a potential conflict of interest with a member of the Board of Directors shall have terms which are at least as fair and reasonable to Learning Forward Texas as those which would otherwise be available to Learning Forward Texas if it were dealing with an unrelated party.

SECTION 8:8 **Governance:** Robert's Rules of Order shall serve as the normal operational process for governing in all cases in which it is applicable and in which it is consistent with the Bylaws of the corporation unless a Board Member proposes developing and using a Board Code of Conduct. If any Board Member wishes to use Board Code of Conduct , the motion must receive a majority vote in order to be successful. If the motion carries, the Board Code of Conduct shall be used in lieu of Robert's Rules of Order.

## ARTICLE IX – Operations

SECTION 9:1 **Fiscal Year:** The fiscal year for Learning Forward Texas shall be from January 1 through December 31 for tax and accounting purposes.

SECTION 9:2 **Budget Adoption:** An operating budget shall be adopted by the Board of Directors at the January meeting.

SECTION 9:3 **Budget Modifications:** At the discretion of the Executive Director, budget modifications up to \$5000 may be made on any line item without approval of the Executive Committee or the Board of Directors. Line item modifications in excess of \$5000, but not more than \$10,000, shall require approval of the Executive Committee. Line item modifications exceeding \$10,000 must be approved by the Board of Directors.

## ARTICLE X - Amendments

SECTION 10:1 **Amendments:** These bylaws may be amended, modified, supplemented or replaced in whole, or in part, by a two-thirds vote at any legally constituted meeting of the Board of Directors, providing that written notice of any such amendment, modification, supplement or replacement shall be sent to each member of the Board of Directors not less than seven (7) days prior to the meeting at which the same are to be considered or not less than seven days following a Board of Directors meeting where any such amendment, modification, supplement or replacement was proposed and discussed. In this instance, a two-thirds vote may be conducted by electronic or mail ballot.

APPROVED and ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

\_\_\_\_\_  
Executive Director

Attest:

\_\_\_\_\_  
President

\_\_\_\_\_  
President-Elect