

BYLAWS
OF
THE TEXAS COUNCIL OF SCHOOL ATTORNEYS

ARTICLE I - NAME

The name of the organization is the Texas Council of School Attorneys (Council).

ARTICLE II – ORGANIZATION

The Council is associated with the Texas Association of School Boards (TASB) as a Council, and the location of the principal office of the organization is Austin, Texas, at the headquarters of TASB.

ARTICLE III – PURPOSE AND OBJECTIVES

The purpose of the Council is to improve the quality and effectiveness of legal representation of School Districts throughout the State of Texas by striving to meet the following objectives:

- A. Identifying current legal issues for those who advise School Districts;
- B. Disseminating legal information and analysis to members;
- C. Promote the open exchange of legal information and analysis among members in support of School Districts;
- D. Providing a state forum for consideration of the practical and professional issues faced by school attorneys incident to providing legal counsel, to School Districts;
- E. Promoting a closer and more understanding relationship among school attorneys, their client School District members and TASB; and

- F. Providing the means by which school attorneys may participate actively while retaining their professional identity in the state educational dialogue in association with TASB.

ARTICLE IV – MEMBERSHIP

A. Definition

In these bylaws, “School Districts” shall mean all boards of education of independent or common school districts, county boards of education, regional education service center (ESC) boards, boards of public community colleges, and boards of charter schools formed under the authority of Texas Education Code chapter 12, subchapters D and E, within the State of Texas.

B. Eligibility

To become and remain a member of the Council, an attorney must:

1. Pledge to conduct himself or herself in a manner that manifests a genuine interest and sympathy with the purpose and objectives of the Council as expressed in Article III herein;
2. Represent on a regular or continuing basis any School District in Texas, which is a member of TASB, and not represent any party whose interests are contrary to or inconsistent with School Districts in Texas;
3. Pay dues as approved by the membership committee, provided, the Executive Director of TASB, or his or her designee, and the attorneys for TASB shall be members without charge.
4. Truthfully complete an application for membership, stating, at a minimum, that:

- a. the applicant represents, on a regular or continuing basis, a specified School District in the State of Texas;
- b. the School District is a TASB member in good standing;
- c. the applicant pledges to conduct themselves in a manner that manifests a genuine interest and sympathy with the purpose and objectives of the Council as expressed in Article III herein;
- d. the applicant does not represent any party whose interests are contrary to or inconsistent with School Districts in Texas.

C. Other Rules of Membership

1. Membership shall be by individual attorney rather than membership by a law firm.
2. Attorneys who represent a party other than School Districts in administrative or individual actions against School Districts are not eligible for membership during the pendency of the action or for one year after the completion of such an action against a School District.

D. Emeritus Membership

Notwithstanding the eligibility requirements stated herein, upon invitation by the Membership Committee, an eligible retiree may be offered an Emeritus Membership in the Council. An eligible retiree shall be an attorney who was a member of the Council in good standing for at least ten years and who, due to retirement, no longer represents a School District. To accept an Emeritus Membership, an attorney must sign a one-time acknowledgment that he or she meets the criteria listed in Article IV.B.4., except items a. and b. regarding current

representation of a School District. An Emeritus Member will enjoy all rights and privileges of Council membership without dues. The Membership Committee may revoke an Emeritus Membership at any time.

E. Termination of Membership

If any one of the eligibility requirements is not met or maintained, or for other good and just cause, as determined by the membership committee, membership shall terminate immediately. Any member shall promptly notify the Chairman of the Council in the event of termination of the attorney-client relationship with all TASB member School Districts or when bringing an action against a School District.

F. Membership Committee

1. The Executive Committee, as herein provided, shall constitute the Membership Committee whose duty it shall be to decide any dispute or other matters relating to eligibility for membership or termination of membership.
2. The Membership Committee's function shall be to qualify candidates for membership, to have the sole discretion as to the termination of membership, and to keep the Council's Board informed as to membership in the Council. The determination of the Membership Committee shall be final as to the eligibility of any attorney for membership or termination of membership in the Council.

G. Dues

Any eligible attorney may become a member of the Council through the payment of dues each fiscal year in an amount set by the Council.

H. Fiscal Year

The fiscal year for the Council is from July 1 of each year through June 30 of the following year.

ARTICLE V - GOVERNING AUTHORITY

A. Executive Committee

1. The Executive Committee shall be composed of seven members who shall be elected by the members of the Council at the annual convention of TASB. All members of the Executive Committee shall be members in good standing of the Council at the time of their election.

2. Term of Office - Each member of the Executive Committee shall serve a term of two years.

3. Ex Officio Member of the Executive Committee - The Executive Director of TASB, or his or her designee, shall serve as an ex officio member of the Executive Committee, without the right to vote on committee issues.

B. Officers

1. The membership of the Council shall elect from the members of the Executive Committee the following officers at each annual meeting:

a. Chair - presides at all meetings of the Council and Executive Committee. No member of the Council shall serve more than two (2) terms in the office of Council Chair.

- b. First Vice-Chair - assumes the duties of the Chair in the absence of or at the request of the Chair.
 - c. Second Vice-Chair - assumes the duties of the First Vice-Chair in the absence of or at the request of the First-Vice Chair.
2. The Administrative Secretary of the Council shall be an attorney for TASB. The Administrative Secretary shall also act as the Treasurer for the Council, but he or she shall not be a voting member of the Executive Committee. Other duties of the Administrative Secretary shall be established by the Executive Committee within guidelines established by the Board of Directors of TASB.

C. Powers and Duties of the Executive Committee

1. The Executive Committee shall have full authority and responsibility to conduct the business of the Council between annual meetings of the membership of the Council. It shall specifically have authority to fix membership dues and other charges, amend these bylaws as set forth in Article VIII, fill vacancies in Officer positions and the Executive Committee, and take all other actions necessary or convenient to the management of the affairs of the Council.
2. The Chair and First Vice-Chair serve on the Board of Trustees for the Texas Association of School Boards Legal Assistance Fund (the "Fund"), as set out in the Fund's Trust Agreement. If either the Chair or First Vice-Chair is unable to assume his or her duties on the Board of the Fund for

any length of time, including a full term, such officer may appoint a delegate as allowed by the Fund. A delegate shall be a past Council Chair, starting in descending order with the most immediate past Chair.

D. Nominating Committee

1. The nominating committee shall include the current Chair and three past Council Chairs starting in descending order with the immediate past Chair. Prior to August 1 of each year, the nominating committee shall nominate a slate of candidates for the vacancies to be filled in that year. The committee shall maintain wide geographical representation and include attorneys representing School Districts of various sizes on the Executive Committee to ensure that the professional interests and concerns of all members throughout Texas are represented. The committee shall ascertain the availability and commitment of each person to serve prior to making its report at the annual meeting of the Council.
2. The nominating committee shall report its nominated slate at the annual business meeting of the Council held at the annual TASB convention and conduct the election of members to the Executive Committee. An opportunity for making nominations for election to the Executive Committee from the floor shall be afforded the membership of the Council prior to the taking of the vote electing Executive Committee members.
3. Persons elected to the Executive Committee shall take office at the annual TASB convention at which they were elected.

E. Fiscal Authority and Control

All funds of the Council shall be administered by TASB with its general funds and shall be subject to the fiscal policies of TASB. Expenditures shall be made pursuant to the actions of the Council and accounted for through regular TASB accounting procedures. All amendments to the dues structure of the Council shall be subject to approval by the TASB Board of Directors.

F. Officer Expense Reimbursement Policy

CSA Officers (exclusive of directors, unless required to perform the duties of an officer) shall be reimbursed for reasonable travel expenses, including lodging, meals, travel, and registration fees for attending conferences at the request of the Council for the purpose of representing and promoting the Council.

ARTICLE VI – MEETINGS

A. Membership - Annual and Special Meetings

1. The annual meeting of the Council shall be held in conjunction with the annual convention of the TASB.
2. Special meetings may be called by a majority of the Executive Committee upon ten days' notice, the notice to contain the proposed subject or subjects of the special meeting.
3. The number of members who attend the annual meeting of the Council held during the annual TASB convention shall constitute a quorum for the purpose of electing Officers and Members of the Executive Committee and transacting all other business requiring a vote of the membership. All

action shall be by majority vote of the members present and voting and shall not be permitted to vote by proxy. These requirements also apply to special meetings.

B. Executive Committee

1. The Executive Committee shall meet at least once each year at the annual meeting of the Council held in conjunction with the annual TASB convention. Other meetings of the Executive Committee may be called by the chairman or by any two members of the Executive Committee. Members of the Executive Committee shall receive at least five days' written notice of all meetings.
2. Four members of the Executive Committee shall constitute a quorum for all meetings of the committee. Nothing herein shall preclude members of the Executive Committee from voting by e-mail, facsimile, or other means, provided that each member of the Executive Committee is given reasonable opportunity to vote on propositions and is given at least three days' advance notice of the question to be propounded. A majority of the members of the committee voting shall be binding as to any action taken.

ARTICLE VII - ASSETS AND DISSOLUTION

The assets of the Council shall be a part of and incorporated with the assets of TASB and shall be subject to the provisions of the constitution and bylaws of TASB with regard to dissolution and distribution. In no event shall any of the assets of the Council inure to the benefit of any member of the Council.

ARTICLE VIII – AMENDMENTS

Amendments to these bylaws may be adopted by the Executive Committee of the Council, subject to approval by the membership of the Council at the next annual meeting of the Council or at a special meeting called for that purpose. All amendments to these bylaws, except any amendment which would alter the number of members of the Executive Committee, qualifications for membership, and the dues structure, shall be effective pending their approval by the membership.