

Bylaws of the Texas Caucus of Black School Board Members (TCBSBM)

Updated Version – Incorporating Revisions for Inclusivity, Fiscal Year Adjustment, and Conflict of Interest Policy

ARTICLE I – NAME

The name of this organization shall be the Texas Caucus of Black School Board Members (Hereinafter referred to as the “Caucus”).

ARTICLE II – VISION, MISSION, AND PURPOSE

Section 1. Mission

The Texas Caucus of Black School Board Members mission is to bring awareness, educate, and empower all Texas school board members to identify, advocate, and address systemic negative issues frequently encountered by students within the educational system.

Section 2. Vision

To ensure an inclusive environment within each school district that all students are treated fair and impartially by affording an equitable educational system and equality to student access and resources regardless of their race or gender that will foster equivalent academic success afforded to every student.

Section 3. Purpose

The purpose of the Caucus shall be to:

- Provide a forum for the unique issues faced by school board members and students throughout the state;
- Serve as an official advisory body on matters relating to issues of concern on local school boards, positions on the Texas Association of School Boards, and the National School Boards Association;

- Promote better relationships and understanding between school board members, their local communities, local school boards, the Texas Association of School Boards, and the National School Boards Association;
- Provide a means whereby school board members can actively participate in the state and national dialogue on educational problems, issues, and concerns, as well as opportunities, within the Texas Association of School Boards, National School Boards Association and other national organizations committed to the full growth and development of all children.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

A trustee of a Board of Trustees of a Municipal or an Independent School District in Texas may become a voting member of the Caucus upon payment of the membership dues. Any individual may become an Associate member and any organization may become an Affiliate member upon payment of the membership dues.

Section 2. Types of Membership

Membership groups shall include Individual, District, Associate, and Affiliate.

- a) Individual Members: Individual membership shall be current school board trustees. Individual members are entitled to vote on all matters before the Caucus and may hold any office or committee position.
- b) District Members: District membership shall include school districts, and all of its board members and superintendent, or designee. The board members are entitled to the same privileges as individual members. The Superintendent, or designee, shall have the same privileges as an Associate member.
- c) Associate Members: Associate membership shall consist of educators, and others who support the purposes of the Caucus. Associate members shall not be entitled to vote nor hold an office in the Caucus but may serve on committees.
- d) Affiliate Members: Affiliate membership shall consist of any corporation, organization, association, firm, business, and/or other entity that serves as a donor or is interested in promoting the purposes of the Caucus. Affiliate members shall not be entitled to vote nor hold an office in the Caucus but may serve on committees.

Section 3. Meetings

The Caucus shall hold its Annual Meeting in conjunction with the TASA/TASB Convention, Membership Meetings in conjunction with the TASA/TASB Summer Leadership Institute, and may hold other general meetings, as called by the President, or the Executive Board. Regional VPs shall call for and hold regional meetings.

Meetings may be held virtually with the approval of the Executive Board.

- a) Purposes of the meetings:
 - 1) The purpose of the Annual Meeting is to transact Caucus business, including election of officers, revisions to the bylaws, adoption of the budgets, etc.
 - 2) The purpose of the Membership Meeting is to recruit new members and report on the business of the Caucus.
 - 3) The purpose of the General Meetings is to discuss topics related to promoting the purposes of the Caucus.
 - 4) The purpose of the regional meetings shall be to provide continuing education opportunities and to promote the purposes of the Caucus.
- b) A quorum shall be 25% of the membership attending in person or, if authorized, virtually for the Annual Meeting.
- c) Regional Vice Presidents shall hold at least one meeting for members in their respective geographical region.
- d) All other general members' meetings shall be called at the discretion of the President, with at least a 30-day written notice being given to all members.
- e) The President may call meetings with the Executive Board to execute their duties. The President shall provide all Executive Board members with at least a one-week written notice.

ARTICLE IV – DUES AND FISCAL PROCEDURES

Section 1. Membership Dues

- a) Annual dues for members shall be recommended by the Executive Board to the membership for adoption at least 60 days before the Annual Meeting and shall be applicable for the then current fiscal year.
- b) Dues paid prior to adoption of the new dues, shall remain at the previous amount.

- c) Membership dues shall be accepted by the Treasurer, along with membership application. The Treasurer shall forward all Membership applications to the Secretary.
- d) Member dues are accepted throughout the fiscal year. Dues shall not be prorated.

Section 2. Fiscal Year

The fiscal year of TCBSBM shall be September 1 – August 31.

Section 3. Budget

- a) An operational budget shall be developed by the Treasurer each year and submitted for preliminary approval of the Executive Board and adopted by the membership during the Annual Meeting.
- b) After approval of the budget, the Treasurer shall make disbursements in accordance with the approved Operating Budget. Amendments may be made to the Operating Budget if approved by the Executive Board. Members shall be notified of any budget amendments within 14 days of the amendment.
- c) The operational budget shall be available to any Caucus member, upon request.
- d) Officers shall be reimbursed for travel and meeting expenses necessary to execute their duties. The reimbursement amount shall be paid at the prevailing IRS per diem rate for travel outside of Texas and based on actual costs of receipts submitted. Expenses must be approved in advance by the Executive Board.

Section 4. Financial Accounting

- a) The Treasurer and the Assistant Secretary-Treasurer shall maintain records of all financial transactions and shall make written reports to the Executive Board at each Board meeting.
- b) An annual financial report shall be published and distributed at the Annual Meeting for the information of the Caucus membership.
- c) The Board shall designate an independent external auditor, or committee, to audit the financial records of the Caucus and to submit an annual audit report to the Executive Board, by August 1 each year.

ARTICLE V – ELECTED OFFICERS AND EXECUTIVE DIRECTOR

Section 1. Titles

The elected officers of the Caucus shall be a President, Executive Vice President, Secretary, Treasurer, Assistant Secretary-Treasurer, Immediate Past President, and the Regional Vice-Presidents, constituting the Executive Board. The Executive Board may recommend an individual to serve as Executive Director.

Section 2. Election, Qualifications, and Term of Office

Candidates must be trustees of a Texas Independent School District, members of the Caucus for at least one year, and have served on a committee within the last year (for certain officer roles). Additionally, each officer must complete and submit a Conflict of Interest Disclosure Form annually. Failure to submit the form may result in disqualification from serving or continuing in office.

- a) The officers of President, Executive Vice President, Secretary, and Assistant Secretary- Treasurer shall be elected for a one-year term by the Individual members present during the Annual Meeting of the Caucus.
- b) The Treasurer shall serve for a two-year term.
- c) The term of office of each elected officer shall begin at the close of the Annual Meeting at which the election took place, and the officer shall serve the term to which he/she was elected or until a successor is elected. An elected officer may serve no more than two consecutive terms in the same office.

Section 3. Removal

- a) The Executive Board shall receive and immediately investigate complaints of malfeasance or misfeasance by an officer and shall have the power to suspend that officer from his/her official duties pending an investigation and vote by the membership next scheduled membership meeting.
- b) Any person holding an elected office may be removed for good cause by a two-thirds vote of those voting at a properly called meeting of the Individual membership when, in its judgment, the best interest of the Caucus would be served thereby.

Section 4. Vacancies

- a) If there is a vacancy for any reason in the office of the President, the Executive Vice President shall succeed to the office immediately and shall have all the powers and perform all the duties of the office. The Executive Vice President's opportunity for serving two full terms shall not be encumbered by a succession to the office of President when a vacancy occurs.
- b) If there is a vacancy for any reason in an office that cannot be filled by these provisions for succession to office, the Executive Board shall appoint, an officer pro tempore from the Caucus Individual membership, to perform the duties of the vacated office until the office is filled pursuant to an election by the Individual members at the Annual Meeting of the Caucus.

Section 5. President

- a) The President shall serve as the chief executive officer of the Caucus. It shall be the duty of the President to preside at all meetings of the Caucus and to perform all duties incident to the Office of the President and such other duties as may be prescribed from time to time by the Executive Board and the Caucus
- b) The President shall be the official representative of the Caucus at national, state, or regional meetings. If the President is unable to attend such meetings, then the President's designee shall represent the Caucus.
- c) Nothing contained in these bylaws shall be construed to restrict the duly elected President of the Caucus from acting in the best interest of this organization should circumstances arise demanding that the President act immediately to protect the interest of the organization. All such actions by the President shall be reported within ten (10) days to the Executive Board and to the members at the next Caucus meeting.
- d) The President shall serve as an ex officio member of all committees.
- e) The President shall be a signer on the financial accounts.
- f) The President shall be eligible for appropriate bonding, to cover potential financial losses.

Section 6. Executive Vice President

- a) The Executive Vice President shall perform the duties of the President in the absence of the President, or in the event of the President's inability to act. The Executive Vice

President, when thus acting, shall have the powers of and be subject to all responsibilities placed upon the President.

- b) The Executive Vice President shall perform such other duties as may be assigned by the President from time to time, or as directed by the Executive Board.

Section 7. Secretary

- a) The Secretary shall cause notices of all meetings of the Caucus to be sent out and the minutes of meetings to be kept.
- b) The Secretary shall serve as custodian of Caucus records and keeper of the seal of the Caucus; and in general, shall perform all duties incident to the office, and such other duties as from time to time may be assigned by the President or the Executive Board.

Section 8. Treasurer

- a) The Treasurer shall be responsible for all funds, securities and financial records of the Caucus and in general, shall perform all duties incident to the office, and such other duties as from time to time may be assigned by the President or the Executive Board.
- b) The Treasurer shall be a signer on all financial accounts,
- c) The Treasurer shall be eligible for appropriate bonding, to cover potential financial losses.

Section 9. Assistant Secretary-Treasurer

- a) The Assistant Secretary-Treasurer shall act in the absence of the Secretary or Treasurer and shall perform such duties as may be assigned by the Secretary or Treasurer, or the President or the Executive Board.
- b) The Assistant Secretary-Treasurer shall be eligible for appropriate bonding, to cover potential financial losses, only if required to assume the duties of the Treasurer.

Section 10. Immediate Past President

The Immediate Past President shall perform such other duties as may be assigned by the President from time to time, or as directed by the Executive Board.

Section 11. Regional Vice Presidents

The Regional Vice Presidents shall be elected by the membership from their respective regions at the Annual Meeting. The Regional Vice Presidents shall serve as chief elected officers of their respective regions and shall be responsible for calling regional meetings. The Regional Vice Presidents shall assist in recruiting members in their area, maintain communications between their region and the Executive Board and perform other duties as requested by the Executive Board.

Section 12. Executive Director

- a) The Executive Director shall be responsible for the operations of TCBSBM in accordance with the Executive Director job description.
- b) The Executive Board shall evaluate the Executive Director performance on at least an annual basis.
- c) The Executive Director shall have the privileges of the membership level, if applicable.
- d) The Executive Director may be removed for cause or at the discretion of the Executive Board.

The Regions shall be known as:

South (ESC Regions 1, 2; Edinburg and Corpus Christi);

South East (ESC Regions 3, 4; Victoria, Houston);

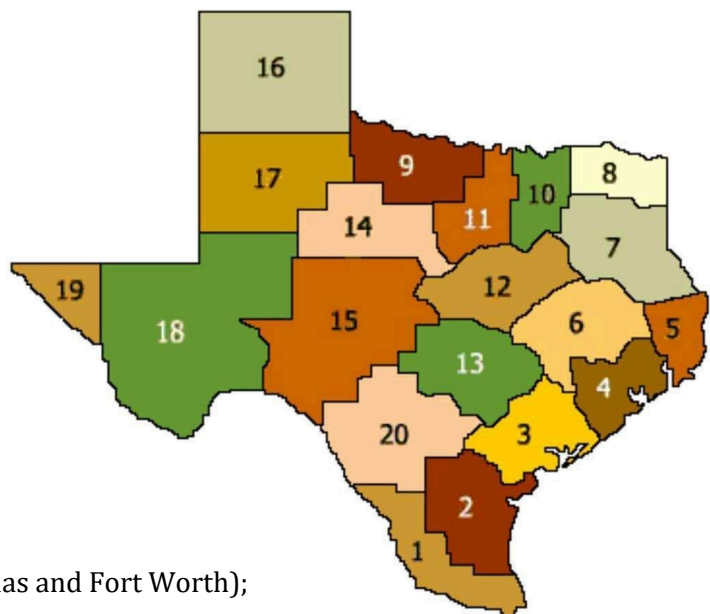
East (ESC Regions 5, 6; Beaumont and Huntsville);

North East (ESC Regions 7, 8; Kilgore and Mt. Pleasant);

North (ESC Regions 9, 14; Wichita Falls and Abilene);

North Central (ESC Regions 10, 11; Dallas and Fort Worth);

Central (ESC Regions 12, 13; Waco and Austin);



South Central (ESC Regions 15, 20; San Angelo and San Antonio);

West (ESC Regions 18, 19; Midland and El Paso); and

North West (ESC Regions 16, 17; Amarillo and Lubbock).

ARTICLE VI – EXECUTIVE BOARD

The Executive Board shall consist of the elected officers and shall be responsible for conducting the business of the Caucus, implementing programs, and ensuring accountability to the membership.

Section 1. Members

- a) The Executive Board shall consist of the elected officers of the Caucus; President, Executive Vice President, Secretary, Treasurer, Assistant Secretary- Treasurer, Immediate Past President and Regional Vice Presidents.
- b) A quorum shall consist of one-half of the voting members of the Executive Board.

Section 2. Duties

The Executive Board shall be responsible for the business of the Caucus, as well as implementation of the Caucus programs and activities, consistent with the Caucus purpose.

- a) It shall formulate, develop, and interpret the policies for the Caucus, under the directives approved by the Individual membership at the Annual Meeting.
- b) It may study and present specific proposals and recommendations to the Individual membership for consideration and adoption.
- c) It shall also be responsible for carrying out other policies as officially adopted in general meetings.

ARTICLE VII – CONFLICT OF INTEREST POLICY

Section 1. Purpose

The Texas Caucus of Black School Board Members is committed to maintaining the highest standards of integrity and transparency. This Conflict of Interest Policy regulates and

addresses any potential conflicts of interest involving officers, executive board members, employees, and volunteers.

Section 2. Scope

This policy applies to all TCBSBM officers, executive board members, and employees, and as well as their immediate family members or individuals with close personal, financial, or professional ties to them.

Section 3. Disclosure

All officers, board members, and employees, must disclose any personal, financial, or professional relationships that could lead to a conflict of interest. Disclosures must be made annually and as new conflicts arise.

Section 4. Review and Evaluation

The Executive Board or designated committee will review all disclosures and determine actions necessary to mitigate or eliminate conflicts.

Section 5. Recusal and Documentation

Individuals with conflicts must recuse themselves from related decision-making. All disclosures and actions will be documented and maintained for transparency.

Section 6. Vendor and Payment Conflicts

Potential vendor conflicts must be disclosed in writing. The Executive Board must review and approve any such transactions, with documentation kept on file before payments are made.

ARTICLE VIII – GOVERNING AUTHORITY

All meetings of the Caucus shall be conducted according to Robert's Rules of Order, latest edition. The President may designate a person to serve as Parliamentarian and another as Sergeant-of-Arms when deemed appropriate.

ARTICLE IX – STANDING COMMITTEES

Section 1. Authorization

- a) The President of the Caucus shall appoint standing committees and the Chairs of same. Appointees shall serve until the next Annual Meeting of the Caucus when they are either reappointed or replaced.
- b) The President shall, with the advice and approval of the Executive Board, appoint ad-hoc committee(s) for a specific duration to carry out defined responsibilities.

Section 2. Legislative Committee

This committee, appointed by the President, shall identify, solicit, receive and consolidate for review any resolutions, proposals and suggestions that relate to public education issues and make recommendations to the Executive Board on education policies that further the Caucus purposes.

Section 3. Nominating Committee

Prior to August 1st, the President shall assemble a nominating committee which shall consist of at least three Individual Members. The Nomination Guidelines shall determine the scope and process of the Nominating Committee. At a minimum, the Nominating Committee shall:

- a) Prepare a slate of candidates by August 15. The slate of candidates shall include nominations from the membership.
- b) Verify candidates have met all qualifications to become an officer.
- c) Inform all members of a slate of candidates at least 15 days prior to the Annual Meeting. An office shall be closed for election if only one of the candidates meets the qualification requirements.
- d) If more than one candidate is listed on the slate, the President shall administer the election process at the Annual Meeting.
- e) If no candidates were pre-qualified prior to the deadline, then candidates may run from the floor at the annual meeting. The President shall administer the election process with these candidates.

Section 4. Budget Committee

This committee shall be chaired by an Individual Member appointed by the President and assist the Treasurer with the planning and monitoring of the budget, including revenues and expenditures.

Section 5. Scholarship Committee

This committee shall be chaired by an Individual Member appointed by the resident. The Scholarship Committee shall consist of the Scholarship Chair and Regional Vice Presidents. The Regional Vice President may delegate their membership on the Scholarship Committee to an individual member in their region.

The Committee shall determine the process for receiving and reviewing scholarships. The process shall be approved by the Executive Board.

ARTICLE X – ASSETS ON DISSOLUTION

Should the organization be dissolved, all assets shall be distributed exclusively to charitable or educational organizations that qualify under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI – AMENDMENTS

Upon prior written recommendations of the Executive Board, these bylaws may be repealed, amended or changed by two-thirds of those Individual members present and voting at the Annual Meeting of the Caucus. Omissions from these bylaws shall be governed by the then current edition of Robert's Rules of Order.

These bylaws were approved at a meeting of the Texas Caucus of Black School Board Members by a two-thirds majority vote on September 12 2025

By: James Andrew Keeton
President:

Attest: Cheryl R Reese
Secretary: