

Consider approval of Nomination for a Trustee for Region 20, Position A, or Position D seat on the TASB Board of Directors.

June 17, 2024

1. Background:

The TASB Board of Directors is charged with carrying out directives established by the Delegates at the Delegate Assembly. The individual Director is expected to attend four Board meetings a year, with one of the meetings being at the same time as the annual TASA/TASB Convention. In addition, the Director will be asked to serve on a standing committee that will meet, as needed, in conjunction with Board meetings. The Director should be a capable, experienced school board member who can assist in providing the Association with outstanding leadership. A trustee seeking nomination for a Director position must have served at least 18 months, in the aggregate, on the trustee's school board as of December 31 of the TASB election year. No Active Member shall have more than one candidate running for a Director position before the Delegate Assembly, even if more than one Director position is subject to an expiring term or vacancy within the Active Member's Region. No person shall be a candidate for more than one Director position in an election before the Delegate Assembly. A Uvalde trustee may be nominated one position or the other, not both.

2. Process:

TASB will e-mail the nominated individual and the superintendent a confirmation that the forms have been received. If an acknowledgment is not received, contact Lysa Hoelscher at 800.580.8272, extension 2976, or lysa.hoelscher@tasb.org.

The Next Steps

By July 3, a list of all candidates running for the position will be posted on the TASB website.

The candidate endorsement process runs Wednesday, July 3–Thursday, August 29, 2024. During this time, Active Members may endorse one nominated individual from their TASB regions. If a majority of the Active Members of a region endorse a candidate, that individual will be elected to the TASB Board. If at least 25 percent, but not a majority, of the Active Members of a region endorse a candidate, that individual will be included on the official ballot at the TASB Delegate Assembly.

The Nominations Committee will meet Friday, September 6–Saturday, September 7, at TASB Headquarters in Austin to interview candidates and develop a slate of nominees for the Delegate Assembly. The nominated individual will be notified of the time for the interview. Expenses incurred, including lodging and transportation, for the interview are the responsibility of the individual or his or her school district.

The board will need to complete:

- A. Active member's nomination and candidate's willingness to serve
- B. Candidate biological sketch
- C. Candidate Questionnaire

3. Fiscal Impact:

None

4. Recommendation:

Board approval of a Nominee for a trustee for Region 20, Position A or Position D seat on the TASB Board Directors, based on the board's decision.

5. Action Required: Board action

6. Contact Person: Ashley Chohlis



ACTIVE MEMBER DIRECTOR NOMINATION FORM

This is to serve as the nomination of a member of our local board to fill a position on the TASB Board of Directors.

CANDIDATE INFORMATION

NAME: _____

SCHOOL DISTRICT: _____

Our school district's board of trustees understands:

1. *The candidate must have served at least 18 months, in the aggregate, on the local board by December 31 of the TASB election year.*
2. *Expenses incurred for the candidate to attend the Nominations Committee interview will be the responsibility of the candidate's local school district.*
3. *The local board's nomination shall also serve as its candidate endorsement for that TASB Director position.*
4. *A TASB Director's attendance at TASB Board meetings is important.*
5. *Lodging and transportation expenses incurred by TASB Directors attending regular spring, summer and December Board meetings are reimbursed by the Association and transportation expenses and three nights' lodging incurred attending the Convention Board meeting are reimbursed by the Association.*

This nomination was approved by our board of trustees at a duly called meeting on _____.
(Date)

Signature of board president or officer *(If candidate is the board president or officer, must be signed by another officer)*

PRINTED NAME (of officer): _____

TITLE (of officer): _____

WILLINGNESS TO SERVE (to be completed by the candidate)

I, _____, confirm my willingness to serve, if elected, as a member of the TASB Board of Directors for Region ____, Position ____.

Signature of candidate

This form is to be used to nominate a member of your Local Board as a candidate to fill a position on the TASB Board of Directors.

Form A, B, & C, must be received by TASB on or before July 1, 2024.

RETURN TO: E-mail: boardcommunications@tasb.org

Interviews will be held at TASB Headquarters in Austin on September 6–7, 2024.



TASB BOARD CANDIDATE BIOGRAPHICAL SKETCH

DATE: _____

NAME: _____

MAILING ADDRESS: _____

CITY: _____ ZIP: _____

BUSINESS PHONE: _____ RESIDENCE PHONE: _____

CELL PHONE: _____ FAX NUMBER (if applicable): _____

We communicate with our Board members primarily via e-mail. Please list your preferred email address.

E-MAIL: _____

SCHOOL DISTRICT: _____

LOCAL TERM EXPIRES: _____ YEARS ON BOARD: _____
(Month/year)

Upon expiration of current term on your local board, will you seek reelection?

YES ___ NO ___

BOARD POSITIONS HELD (including dates): _____

OCCUPATION: _____

CURRENT EMPLOYER: _____ DATES: _____

EDUCATION-HIGH SCHOOL: _____ COLLEGE: _____

OTHER EDUCATION: _____ DEGREES: _____

HOBBIES/SPECIAL INTERESTS: _____

BUSINESS/PROFESSIONAL/CIVIC GROUP MEMBERS (offices held including dates): _____

ADDITIONAL

COMMENTS:

Please attach a short bio and include a current picture in jpeg format.

8. Describe a critical or serious challenge that your board has faced and tell us about your contributions to the resolution.

9. Excluding public school finance, what do you think are top issues facing public education today? Elaborate on why you think they are critical issues.

10. Describe your involvement at TASB grassroots meetings and/or regional school board association meetings.

11. Additional information: What else would you like for the Committee to know about you?

(Signature of candidate)

(Date)

This form is to be used by a candidate interested in filling a position on the TASB Board of Directors.

Form A, B, & C must be received by TASB on or before July 1, 2024.

RETURN TO: E-mail: boardcommunications@tasb.org

Interviews will be held at TASB Headquarters in Austin on September 6-7, 2024.

INSTRUCTIONS FOR TASB BOARD NOMINATIONS

About the TASB Board of Directors

The TASB Board of Directors is charged with carrying out directives established by the Delegates at the Delegate Assembly. The individual Director is expected to attend four Board meetings a year, with one of the meetings being at the same time as the annual TASA/TASB Convention. In addition, the Director will be asked to serve on a standing committee that will meet, as needed, in conjunction with Board meetings. The Director should be a capable, experienced school board member who can assist in providing the Association with outstanding leadership.

How to Nominate a Candidate to the TASB Board

To nominate an individual from your local school board, please complete the following attached forms:

- A. Active member's nomination and candidate's willingness to serve
- B. Candidate biographical sketch
- C. Candidate questionnaire

The completed materials must be received by TASB no later than Monday, July 1, 2024. Nominations that do not meet the deadline cannot be accepted.

TASB will e-mail the nominated individual and the superintendent a confirmation that the forms have been received. If an acknowledgment is not received, contact Lysa Hoelscher at **800.580.8272, extension 2976, or lysa.hoelscher@tasb.org**.

The Next Steps

By July 3, a list of all candidates running for the position will be posted on the TASB website.

The candidate endorsement process runs Wednesday, July 3–Thursday, August 29, 2024. During this time, Active Members may endorse one nominated individual from their TASB regions. If a majority of the Active Members of a region endorse a candidate, that individual will be elected to the TASB Board. If at least 25 percent, but not a majority, of the Active Members of a region endorse a candidate, that individual will be included on the official ballot at the TASB Delegate Assembly.

The Nominations Committee will meet Friday, September 6–Saturday, September 7, at TASB Headquarters in Austin to interview candidates and develop a slate of nominees for the Delegate Assembly. The nominated individual will be notified of the time for the interview. Expenses incurred, including lodging and transportation, for the interview are the responsibility of the individual or his or her school district.

If you have questions or need further information, please contact Lysa Hoelscher at **800.580.8272, extension 2976, or lysa.hoelscher@tasb.org**.

We appreciate your participation in this nomination process.

**Texas Association of School Boards
Board of Directors Nominations—Frequently Asked Questions**

1. *Who elects the TASB Board of Directors?*

The general governing body of TASB is the Delegate Assembly, which meets each fall on the Saturday of the TASA/TASB Convention. One of the responsibilities of the Assembly is to elect the TASB Board of Directors (TASB Board).

2. *Who makes up the Delegate Assembly?*

Each Active Member is eligible to designate a Delegate and Alternate from the local board to represent the board's interests at the Delegate Assembly. Either the Delegate or the Alternate, whichever is present on the floor, is the Active Member's voting representative. Members of the TASB Board and the four Legislative Advisory Council members on the TASB Legislative Committee also are voting representatives on the Assembly floor by virtue of their positions.

3. *Who is an Active Member of TASB?*

Active Members are local public school boards and education service center boards that have paid current annual dues.

4. *What is the composition of the TASB Board?*

The 44-member TASB Board is composed of the President, the President-Elect, the Immediate Past President, and members from the 20 TASB Regions, which follow the boundaries of the education service centers. These Directors are elected to staggered three-year terms, with the exception of the President-Elect, President, and Immediate Past President who serve one-year terms in each position. An education service center representative also is a member of the TASB Board, serving as a voting *ex officio* member.

5. *What are the responsibilities of the TASB Board?*

The TASB Board actively promotes the purposes of the Association, oversees its fiscal affairs, and establishes Board policies.

6. *How are TASB Board positions determined, and why do some TASB Regions have more than one representative?*

Representation on the TASB Board is determined by state average daily attendance (ADA). Calculations to determine Board positions are completed each April with ADA data furnished by the Texas Education Agency. The TASB Board has two types of positions: large district and regional.

- a. **Large District Members**—An Active Member with at least 1.25 percent of the total state ADA is entitled to a large district position on the TASB Board. Currently, 10 districts qualify as large district members: Austin ISD, Conroe ISD, Cypress-Fairbanks ISD, Dallas ISD, Fort Bend ISD, Fort Worth ISD, Frisco ISD, Houston ISD, Katy ISD, and Northside ISD-Bexar County.
- b. **Regional Members**—Each of the 20 TASB Regions have a regional member on the TASB Board. However, a TASB Region will gain another position for each 4.25 percent, or fraction thereof, of the total state ADA after subtracting the ADA of each large district member.

7. *Does a TASB Director have to be a member of a local school board?*

Yes, Directors of the TASB Board must be a member of a local school board that is an Active Member of TASB. Except in the case of the President and the Immediate Past President, a Director of the TASB Board who ceases to be a local school board member automatically vacates his or her position on the TASB Board. The TASB President must be a member of a local board at the time of succession to the office.

8. *How do districts know when to nominate an individual for a position on the TASB Board?*

On or before April 30, the board president, superintendent, and superintendent secretary of each Active Member will be notified that a vacancy or expiring term exists for a position in the Active Member's TASB Region. This information also will be posted on the TASB website.

9. *How does an Active Member nominate an individual?*

Active Members have until July 1 to place the name of a local board member in nomination for a position. A nomination is accepted when the following completed nominations forms, provided by the Association, are received by TASB:

- (1) Form A, Active Member's Nomination and Willingness to Serve form
The candidate must have served at least 18 months, in the aggregate, on the local board by December 31 of the TASB election year.
- (2) Form B, Candidate's Biographical Sketch
- (3) Form C, Candidate's Questionnaire

The nomination requires local board action, and Form A must be signed by the board president or other board officer and include the date of board action and the candidate.

Once these materials are received, the board president, candidate, and superintendent will receive an e-mail acknowledging the candidacy.

10. Can an Active Member nominate more than one individual for a position?

No.

11. Can an individual be a candidate for more than one position?

No.

12. What is the endorsement period, and how does an Active Member endorse a nominated individual?

The endorsement period is open July 3–August 29 and is an opportunity for regions to support, or even elect, a candidate nominated to the TASB Board.

During the endorsement period, an Active Member may endorse the candidacy of a nominated individual from another board within their TASB Region. Active Members must use Form D, Endorsement Form, provided by the Association.

It is important to note that TASB Bylaws require local board action for endorsements. Also, the **Nominations Committee cannot accept endorsements acted on before July 3** or those not on the form provided by the Association (Form D, Endorsement Form). Completed endorsement forms must be received by TASB on or before August 29.

If a majority of Active Members in an Association Region endorse the same candidate, that candidate is elected to the TASB Board and will take office at the completion of the final official session of the TASA/TASB Convention. If more than 25 percent of Active Members in a Region endorses the same candidate, that candidate will be placed on the slate of nominees presented to the Delegate Assembly.

13. How can candidates contact Active Members in their TASB Regions for endorsements?

Upon request, TASB will provide a mailing list to candidates.

14. How are vacancies on the TASB Board filled throughout the year?

The TASB Board can fill vacancies that occur during the year. The board president and superintendent of each Active Member within the affected Region will be notified about the vacancy and the process for nominations. The Nominations Committee will interview all candidates and make a recommendation to the TASB Board. The TASB Board will elect an individual to fill the vacancy until the next Delegate Assembly.

15. *What is the TASB Nominations Committee, and what is the committee's role in the Delegate Assembly election process?*

The TASB Nominations Committee is composed of Directors on the TASB Board. Eleven committee members and nine alternates are elected by the Board annually. In the election of the committee, the Board considers school district size, geographic location, wealth per student, and other factors, such as gender and ethnicity.

The Nominations Committee meets prior to the Delegate Assembly to interview nominated individuals in Director races that have not been elected by endorsement by the Regions. The Committee prepares a slate of Director nominees by selecting a candidate for each open position.

If a Director candidate has received endorsements from a majority of the Active Members in the TASB Region, that individual is automatically elected to the position and will take office after the final Convention session in the year elected.

If no Director candidate has received a majority of the endorsements, the slate of nominees will include the committee's nominees and also will list any nominated individuals who have received endorsements from at least 25 percent, but less than a majority, of the Active Members within their TASB Region.

16. *Who pays the nominated individual's expenses incurred in attending the interview with the Nominations Committee?*

The candidate's local board typically pays. This is not a TASB expense.

17. *Can someone still run for TASB Director if he or she is not chosen by the Nominations Committee and has not received endorsements from at least 25 percent of the Active Members?*

Yes. Even if a candidate was not selected as a nominee by the Nominations Committee or did not receive at least 25 percent of the endorsements from his or her region, he or she may still run for a Director position on the TASB Board through the delegate nomination process.

A delegate nomination may be made by the candidate's Delegate, provided the following conditions are met: (a) the candidate's completed nomination materials had been submitted to TASB Headquarters by July 1, (b) the candidate interviewed with the Nominations Committee, and (c) the candidate's intent and consent to run for the position by this alternate means is received in TASB Headquarters at least five days before the annual Delegate Assembly.

18. *When are Active Members notified of the official slate of Director and Officer nominees?*

The nominations slate of nominees is sent to all Active Members as soon as feasible after the August 29 deadline for Director candidate endorsements and prior to Delegate Assembly.

Officer nominees are selected by the TASB Board at the Summer Board Meeting.

19. *What happens if a nominee is unable to serve?*

The Nominations Committee, at the call of its chair, will select an alternate Director nominee; and the TASB Board, at the call of its President, will select an alternate Officer nominee. Active Members and their Delegates will be notified of the amended report of the Nominations Committee as soon as feasible, but no later than the opening of the Delegate Assembly.

20. *Can candidates in contested races campaign for Delegate votes?*

Yes, within certain limits, candidates in contested races can campaign for Delegate votes.

- a. *Distribution of Materials***—A candidate can distribute a biographical document on a single sheet of paper no larger than 8-1/2 inches by 14 inches by placing the document on the tables in the caucus meeting rooms organized by the Board and/or the tables in the Delegate Assembly Hall before the start of the Assembly. No buttons or other forms of campaign paraphernalia will be distributed or worn by individuals in these caucus meetings or in the Assembly Hall.
- b. *Solicitation of Votes***—Candidates are prohibited from soliciting votes in the vicinity of the Delegate Assembly Hall and at the TASB Board meeting. Other than that, candidates are not prohibited from campaigning elsewhere.
- c. *Campaigning at the Delegate Assembly itself***—Aside from distributing a one-page biographical flier, candidates are prohibited from soliciting votes from Delegates outside of the Assembly Hall, at the entrance to the hall, or on the floor of the Assembly.

21. *Will nominees be allowed to speak at the Delegate Assembly?*

Yes, speeches are allowed in contested races and each nominee is given three minutes, in accordance with the standing rules adopted by the Assembly. Contested nominees speak in alphabetical order for each position; however, the recommended nominee speaks last.

22. *At the Delegate Assembly, do Delegates cast their vote for all positions or just those within their TASB Region?*

All Delegates of the Assembly may cast a vote in each contested position.

23. *How are votes cast, tallied, and reported?*

Voting is done by electronic keypads. The Teller Committee supervises the voting and certifies the accuracy of the counts. The Teller Committee Chair reports the results to the Assembly.

24. *How is the Teller Committee selected?*

The TASB President appoints Delegates to serve on the Delegate Assembly Teller Committee. A Delegate from an Active Member that has a nominee on the slate is ineligible to serve on the Teller Committee.

25. *How are the winners determined?*

The nominee receiving the majority of the votes of the Delegates present and voting shall be elected. If no nominee receives a majority, a run-off election shall be conducted between the two nominees receiving the greater number of votes, and the election shall be repeated for that position as many times as necessary to obtain a majority.

26. *When do the terms of newly elected Directors and Officers begin?*

The newly elected Directors and Officers (including those Directors elected by endorsement within their regions) begin serving their terms at the end of the final official session of the Convention.

27. *When does the TASB Board meet?*

The TASB Board meets four times a year (December, spring, summer, and Convention).

28. *Who pays the Director's expenses to attend meetings?*

In accordance with TASB Board Policy, TASB will reimburse Directors for the following expenses:

1. Expenses incurred while attending the regular December, Spring, and Summer TASB Board Meetings.
2. Transportation expenses and three nights' lodging expenses incurred by Directors attending the regular Convention Board Meeting held in conjunction with the TASA/TASB Convention.
3. Expenses incurred while attending any other meetings of the TASB Board or standing committees.

29. *Whom do I contact for more information?*

Contact Lysa Hoelscher at 800.580.8272, extension 2976 or lysa.hoelscher@tasb.org.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. ASSOCIATION REGIONS.

The Association Regions shall correspond to the ESC region boundaries.

SECTION 2. QUALIFICATIONS, NOMINATION, ENDORSEMENT, AND ELECTION OF DIRECTORS.

A. Each voting Director shall be a trustee currently serving on an Active Member school board, except as provided below:

(1) The President and the Immediate Past President, holding office in accordance with Article VII, Section 2A.

(2) The ESC *ex officio* Director, selected in accordance with Article VI, Section 4F.

B. A trustee seeking nomination for a Director position must have served at least 18 months, in the aggregate, on the trustee's school board as of December 31 of the TASB election year. No Active Member shall have more than one candidate running for a Director position before the Delegate Assembly, even if more than one Director position is subject to an expiring term or vacancy within the Active Member's Region. No person shall be a candidate for more than one Director position in an election before the Delegate Assembly.

C. For purposes of this section, an Active Member whose school district's average daily attendance (ADA) meets the requirements of Article VI, Section 4C(1), shall be treated as an Association Region and referred to in these Bylaws as a Large District. Except as provided in Article VI, Section 9, if a Large District Active Member has no trustee who satisfies the minimum school board service requirement or no trustee interested in serving on the Board, the Large District Director position will remain vacant until an eligible candidate is presented to TASB for nomination.

D. Nominations and endorsements shall be accepted in accordance with the following requirements, in chronological order within the time frames and deadlines set out in Board policy:

(1) Active Members in any Association Region in which there are expiring terms or vacancies in Director positions shall be notified by the date established through Board policy that the Active Member may nominate one of its trustees as a candidate for a Director position in which the term is expiring or a vacancy exists within the Active Member's Region.

(2) The Nominations Committee's chair, or designee, shall have received the following in writing in the Austin office of the Association by the deadline established through Board policy:

(a) The Active Member's nomination, in such form as required by the Association, which shall include a verification by the Active Member's board president or other board officer as to the date of board action.

(b) Candidate information required by the Association, which shall include (i) the candidate's written confirmation of his or her intent to be nominated as a candidate and willingness to serve if elected, (ii) biographical information, and (iii) responses to the questionnaire(s) developed by the Association.

(3) A listing of all candidates running for Director positions shall be sent to the superintendent and board president of each Active Member in each Association Region in which there are any expiring terms or vacancies in Director positions by the date established through Board policy. The candidate listing also shall be posted on the Association's website. Candidates, Directors, Delegates, and Active Members shall be subject to any campaign protocols or regulations established through Board policy.

(4) Active Member endorsements of candidates shall be received in the Austin office of the Association by the deadline established through Board policy in order for such endorsements to be considered. An Active Member may endorse only one candidate for each open Director position within its Association Region. Only candidates who have complied with the requirements of Article VI, Section 2D(2), may be endorsed. Endorsements adopted by an Active Member before the Association sends the list of candidates pursuant to Article VI, Section 2D(3), or endorsements that are not on the endorsement form provided by the Association in a given year shall not be accepted. An Active Member's nomination of one of its trustees [Article VI, Section 2D(2)] shall be considered the Active Member's endorsement for that Director position.

(5) If a majority of the Active Members in an Association Region endorses the same candidate, that candidate shall be elected to the Director position and shall take office at the completion of the final official session of the annual convention during the year in which the Director was elected.

(6) If no candidate receives endorsements from a majority of the Active Members in the candidate's Association Region [Article VI, Section 2D(4)], the official annual Delegate Assembly list of nominees shall include the following:

(a) Candidates nominated by the Nominations Committee [Article VIII, Section 2H].

(b) Candidates receiving endorsements from at least 25 percent but less than a majority of the Active Members in an Association Region.

(7) Thereafter nominations may be made by the candidate's Delegate, provided the following conditions are met:

(a) The candidate's nomination was submitted in compliance with Article VI, Section 2D(2).

(b) The candidate interviewed with the Nominations Committee, unless the Committee waived the need for an interview based on criteria set out in Board policy.

(c) The candidate's intent and consent to run for the position by this alternate means is received in the Austin office of the Association five days prior to the annual Delegate Assembly.

E. Except for a Director position filled in accordance with Article VI, Section 2D(5), the official annual Delegate Assembly list of nominees shall be prepared by the Nominations Committee as provided in these Bylaws [Article VIII, Section 2I]. The election shall comply with these Bylaws and any rules and procedures adopted for the Delegate Assembly at the start of the meeting. Such rules and procedures may allow uncontested nominees to be deemed elected without a vote.

F. If there is more than one nominee for a Director position, the nominee receiving the majority of the votes of the Delegates shall be elected. If no nominee receives a majority vote of the Delegates, a runoff election shall be conducted between the two nominees receiving the greater numbers of votes, and the election shall be repeated for that position as many times as necessary to obtain a majority.

SECTION 3. DUTIES. The Board shall supervise, control, and direct affairs of the Association in accordance with the Articles of Incorporation, Bylaws, beliefs, and Advocacy Agenda approved by the Delegate Assembly. The Board shall:

A. Actively promote the mission, beliefs, and purposes of the Association.

B. Adopt the Association's budget and have discretion in the disbursement of the Association's funds.

C. Receive any devise, bequest, donation, or gift — either for real or personal property — and hold the same in absolute title or in trust; and invest, reinvest, and manage such property consistently with the mission and purposes of the Association.

D. Establish such Board policies as it deems appropriate in fulfilling its responsibilities under these Bylaws.

E. Appoint such agents as it may consider necessary.

SECTION 4. COMPOSITION.

A. The Association's governing body shall be composed of Directors from Large Districts or Association Regions. No Active Member shall have more than one individual serving on the Board.

B. All Directors shall represent their respective Association Regions, except the President, President-Elect, and Immediate Past President.

C. By virtue of student enrollment, individual Active Members or Association Regions may be eligible for a Director position as follows:

(1) (a) Not more than 14 Active Members shall be entitled to Large District Director positions. To qualify for a Large District Director position, the Active Member shall have had at least 1.25 percent of the total state ADA for two consecutive school years. If more than 14 Active Members qualify for Large District Director positions under this provision, the 14 Active Members with the largest ADA shall qualify.

(b) If the Active Member's ADA falls below 1.25 percent of the total state ADA for two consecutive school years or if an Active Member has qualified for a Large District Director position and that Active Member is no longer one of the 14 school districts with the ADA required under Article VI, Section 4C(1)(a), the Active Member's entitlement to a Large District Director position shall end with the expiration of the current representative's term.

(2) (a) An Association Region shall be entitled to Regional Director positions for each 4.25 percent or fraction thereof of the total state ADA contained within the Association Region for two consecutive school years and after the ADA of each Active Member qualifying for a position by virtue of Article VI, Section 4 C(1), has been subtracted. Notwithstanding the foregoing, an Association Region shall be entitled to no more than three Regional Director positions.

(b) If an Association Region becomes entitled to multiple positions by this provision and then fails to sustain sufficient ADA for the entitlement over two consecutive school years, a Regional Director position shall be eliminated as follows:

- i. If a vacancy exists in the Regional Director position, that position shall be eliminated.
- ii. If there is more than one vacancy in the Regional Director positions, the vacant position with the first expiring term shall be eliminated.
- iii. If there is no vacancy in the Regional Director positions, the existing position with the first expiring term within the Region shall be eliminated at the end of that term.
- iv. If there is no vacancy and more than one Regional Director position having the first expiring term in the same year, the position being held by the individual with the least tenure as a Regional Director shall be eliminated at the end of that term.
- v. If there is no vacancy and more than one Regional Director position having the first expiring term in the same year and being held by individuals with the same tenure, there shall be a drawing of lots to determine which Regional Director position shall be eliminated at the end of the term.

D. All calculations under this section shall be based on ADA data furnished by the Texas Education Agency available as of April 1 preceding the annual Delegate Assembly.

E. The Executive Director shall be a nonvoting *ex officio* Director and shall not be counted in the quorum of the Board.

F. The ESC boards shall be represented by one voting *ex officio* Director selected by a process and for a term prescribed by guidelines established by the ESC boards, but shall not be counted in the quorum of the Board.

SECTION 5. DURATION OF OFFICE.

A. Unless stated in these Bylaws otherwise, a Board year or annual period relating to a Director or the business of the Board commences at the official close of the annual convention and ends after the same event in the next year.

B. The term of office of each Director shall be three years and shall begin at the completion of the final official session of the annual convention during which the Director was elected by the annual Delegate Assembly.

C. Terms of Directors shall be staggered to allow, to the extent possible, for the election of one-third of the Directors each year. New Director positions shall be assigned to terms to retain this balance; however, if this is not possible, the assignment of terms shall be decided by drawing of lots.

D. Upon election to a three-year term, a Director may be reelected to no more than three additional terms. For purposes of determining a Director term limit, service time attaches to the individual and not the Association Region with which the Director is associated.

E. Upon election or succession to the office of President-Elect, the Director position previously held shall be declared vacant and a successor elected, except as provided in Article VI, Section 4A. Once elected President-Elect, the term limit that applies to a Director position shall no longer apply and shall not prevent the individual from completing the term of one year as President-Elect, one year as President, and one year as Immediate Past President.

SECTION 6. RESIGNATION AND REMOVAL.

A. A Director may resign by submitting a letter of resignation to the President. The resignation shall become effective upon receipt by the President.

B. A Director who is absent from three consecutive regularly scheduled Board meetings or from three consecutive regularly scheduled Standing Committee meetings may be removed from the Director position by a majority vote of all Directors. A Large District Director removed pursuant to this section shall be ineligible to serve for the remainder of the term to which the Director was elected.

C. Any Director may be removed by a two-thirds vote of the Board when, in the Board's judgment, the best interests of the Association would be served by removal.

SECTION 7. MEETINGS.

A. The Board shall hold at least four regular meetings that shall be spread throughout the year, with one taking place during the summer and the last meeting taking place during the week of the annual Delegate Assembly. The Executive Committee of the Board shall determine the dates and locations of the meetings for the upcoming Board year and report the meeting schedule to the Board before the Board year commences. The Board also shall be given 30 days' notice before each regular meeting by electronic means or by any other means accessible to the Directors.

B. Additional meetings of the Board may be called by the President or by the written request of a majority of the Board, provided that a written notice is sent to each Director at least 10 days before the meeting.

C. A meeting of the Board or a committee may be conducted in person or by alternate means, such as teleconference, videoconference, virtual, or any other means by which each participant can communicate with all other participants.

SECTION 8. QUORUM AND VOTING.

A. A quorum shall consist of a majority of the Board.

B. Unless required otherwise by law, the Articles of Incorporation, or these Bylaws, a vote required or permitted to be taken shall be based on the “present and voting” parliamentary standard. No proxy voting shall be permitted.

C. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall have been signed or executed by the number of Directors or committee members as would be necessary to take that action at a meeting at which Directors or members of the committee were present and voted. The Board, by policy or resolution, may increase the number of votes required for an action taken by written consent. A written consent shall be signed or executed and dated by each Director or committee member, and consent may be provided in multiple counterparts. Directors or committee members may provide written consent by facsimile, email (from the email address of record), or any other form of written action from the Director or committee member.

SECTION 9. VACANCIES.

A. The Board may fill vacancies that occur in Director positions by electing an individual, by majority vote, to fill the vacancy until the next annual Delegate Assembly, in accordance with Board policy. At that time, a candidate shall be elected by the annual Delegate Assembly to fill the unexpired term in accordance with Article VI, Section 2.

B. Notwithstanding the foregoing and the eligibility requirements of Article VI, Section 2, if the powers and duties of a Large District’s conventional school board have been suspended temporarily by the State of Texas, the Board may fill the Large District Director position with an individual from the Large District’s temporary governing body on an interim basis, but such individual shall not be presented to the Delegate Assembly for election as otherwise provided in this section. Further, the term for such Large District Director position shall remain intact, even if the Board refills the position with the same person for a new term. In contrast, if a Regional (non-Large District) Director’s conventional school board has been suspended in a similar manner by the State of Texas, the Regional Director’s position on the Board is deemed vacated and the Board may fill the position from the Association Region as set out in this section.