

Amended and Restated

BYLAWS

OF

THE SPRING INDEPENDENT SCHOOL DISTRICT CAREER  
AND TECHNOLOGY EDUCATION ADVISORY BOARD, INC.

ARTICLE I

Name, Purpose, Office

1.1 Name

The Spring Independent School District Career and Technology Education Advisory Board, Inc. ("Corporation") is a nonprofit Corporation organized under the Texas Business Organizations Code. The name of the Corporation, its corporate purpose, and the terms of its existence are set forth in the Certificate of Formation filed with the Secretary of State of Texas.

1.2 Purpose

The Advisory Board supports the efforts of the Spring Independent School District ("SISD") to effectively meet current and future educational needs driven by job skill requirements through development of a partnership and communication between education, business, industry and the community to best perform the educational program planning, advisory, and support functions and the encouragement of continuing education for which Career and Technology Education ("CTE") is designed.

1.3 Registered Office

The Corporation shall maintain a registered office at 16717 Ella Boulevard, Houston, TX 77090. The Corporation may, by resolution of the Directors, change the location of its registered office to any other place within the approved geographic boundaries of SISD. The Corporation shall maintain appropriate filings with the Secretary of State and Comptroller of Public Accounts.

## ARTICLE II

### Board of Directors

#### 2.1 Powers

The Board of Directors of the Corporation is vested with the management of the business and affairs of the Corporation, subject to the Texas Business Organizations Code, any other applicable law, the Certificate of Formation (Articles of Incorporation), and these Bylaws.

#### 2.2 Qualifications

Directorships on the Board of Directors shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

The Board of Directors shall include representatives of business, industry, and the community in the north Houston area who are presently engaged or connected with the workplace in a manner directly related to CTE programs offered by the District. They are to be interested and enthusiastic about CTE and be willing to invest the time necessary to adequately serve on the Board of Directors.

In addition, the composition of the Board of Directors is to include:

- A CTE counselor from each comprehensive high school in SISD
- CTE Academy Specialist from Wunsche Career Academy
- A Program Specialist from each of the 3 CTE program clustered areas
- A representative from the SISD Community Services office
- A CTE student recently graduated from the program
- A representative of the Lone Star College System
- A parent of a current CTE student
- At least three At-Large Members

The Director and the Coordinator of Spring ISD's CTE program shall serve as liaisons to the Board of Directors.

#### 2.3 Number of Directors

The Board of Directors will consist of 29 Directors. Four Director Positions are reserved for officers of the Board of Directors. There shall be 11 Directors corresponding to the 11 areas of focus in the SISD CTE program. Each of the Directors in these positions shall serve, respectively, as the chair of the corresponding Standing Committee. In the chair's absence, the

Committee co- or vice-chair, if available for a Board of Directors meeting, shall be vested with all of the voting rights of the Committee chair. In the event an officer is also serving as a Committee chair that shall only be considered as one Director Position. There shall be at least fourteen (14) additional non-officer, non-committee-chairperson Directors as outlined in Section 2.2 above.

Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director.

#### 2.4 Term of Directors

Directors are elected for one year with each annual term beginning on June 1 and expiring on the following May 31 of each year. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

#### 2.5 Election of Directors

Elections for Directors shall be held during the month of May each year, with the particular date within May to be determined by the Board of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. Board of Directors members whose terms have expired may continue serving until they are either re-elected or until their successors are chosen. Nominating for board positions will be made by nominating committee in accordance with section 4.2.

#### 2.6 Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

#### 2.7 Removal

A Director may be removed from the Board of Directors for good cause. Good cause shall mean that the Director has engaged in conduct that is contrary to the purpose for which the Corporation was organized. Such removal shall be made by a majority vote of the Directors present at a Board of Directors meeting where a quorum has been established.

## 2.8 Vacancies

A position shall be vacant if the Director resigns, dies, is removed for good cause, or becomes incapable of fulfilling his or her duties before the end of his or her term. The Nominating Committee shall make recommendations to fill vacancies in accordance with Section 4.2. Vacancies shall be filled as soon as practical. The Director filling the vacancy shall serve for the remainder of the term that was vacated.

## 2.9 Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

# ARTICLE III

## Officers

### 3.1 Number and Titles of Officers

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

Upon approval of these amended and restated Bylaws the incumbent Chairperson becomes the President, the incumbent Vice-Chairperson becomes the Vice-President, the incumbent Secretary remains Secretary, and the incumbent Treasurer remains Treasurer.

### 3.2 Election and Removal of Officers

All officers shall serve one-year terms. The election shall be conducted at the May meeting of the Board of Directors. The Nominating Committee shall provide a slate of recommended Officers at the Board of Directors meeting preceding the May meeting. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit.

### 3.3 Vacancies

If a vacancy occurs during the term of office for any elected officer, the Nominating Committee shall provide recommendation(s) to fill the position and the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical.

### 3.4 President

- \* The President will supervise and guide the affairs of the Corporation and shall exercise such supervisory powers as may be given by the Board of Directors.
- \* The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all Board of Directors meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.
- \* The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these Bylaws.
- \* The President shall, with the advice of the Board of Directors and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board of Directors.

### 3.5 Vice President

- \* The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.
- \* The Vice President shall serve as the parliamentarian and interpret any ambiguities of the Bylaws.

### 3.6 Secretary

- \* The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws.
- \* The Secretary shall attest to and keep the Bylaws and other legal records of the Corporation, or copies thereof, at the registered office of the Corporation.
- \* The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors and shall keep copies of all minutes at the registered office of the Corporation.
- \* The Secretary shall keep a record of the names and addresses of the Directors at the registered office of the Corporation.
- \* The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.

- \* The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the registered office of the Corporation during regular business hours.
- \* The Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law.
- \* The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
- \* In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

### 3.7 Treasurer

- \* The Treasurer shall have or shall cause others to have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- \* The Treasurer shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- \* The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- \* The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors.
- \* The Treasurer shall render or cause to be rendered financial statements for the Corporation including a balance sheet and income statement at every regular meeting of the Board of Directors and at other times as requested by the Board of Directors. Such renderings shall provide an accounting of all transactions during the reporting period and of the financial conditions of the Corporation.
- \* The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the registered office of the Corporation and make them available at the request of any Director during regular business hours for inspection and copying.

## ARTICLE IV

### Committees

#### 4.1 Executive Committee

The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation In between Regular Meetings of the Board of Directors. The Board of Directors must ratify the actions of the Executive Committee at its next Regular or Special Meeting. Any such action not so ratified will not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

#### 4.2 Nominating Committee

The Nominating Committee shall be charged with providing nominations to the Board of Directors for elective offices and for vacancies in the Board of Directors. Such nominations shall not preclude the right of additional nominations being made at any meeting of the Board of Directors where an election of an officer or a Director is being considered. The Nominating Committee shall be composed of the Secretary, the Director of CTE, and at least two (2) Directors who shall be appointed by the President.

#### 4.3 Focus Area Committees

The Corporation shall have Study Area Committees which shall assist the Board of Directors in carrying out the goals of the Corporation. These Committees correspond to the focus areas in the SISD CTE program:

- (a) Agriculture, Foods & Natural Resources (Agricultural Science & Agribusiness, Oil & Gas Production, Environmental & Aquatic Science, Veterinary Studies);
- (b) Architecture & Construction/Manufacturing (Architecture, Construction Management, Manufacturing Technology, Welding);
- (c) Art/Av Technology & Communication/Information Technology (Animation, Computer Technology, Fashion Design, Graphic Design & Illustration, Media Technology, Web Design & Development);
- (d) Business, Management & Administration/Finance/Marketing, Sales & Service (Business Management, Hospital Administration, Banking, Finance & Accounting, Marketing);
- (e) Education & Training/Human Services (Education, Psychology & Counseling);

- (f) Health Science (Dentistry, Emergency Medical Technician, Nursing, Occupational/Physical Therapy, Personal Trainer, Pharmacy & Pharmacy Technician, Pre-Medical Studies, Sports Medicine);
- (g) Hospitality & Tourism (Culinary, Culinary & Pastry Arts, Hotel Management/Travel & Tourism);
- (h) Law, Public Safety, Corrections & Security (Criminal Justice, Firefighter Science, Law Enforcement/Homeland Security, Pre-Law);
- (i) Science, Technology, Engineering & Mathematics (Electronics, Engineering (PLTW), Systems Engineering);
- (j) Teen Parenting; and
- (k) Transportation, Distribution & Logistics (Auto Technology, Logistics, Planning & Management Systems).

Committee chairs working with the office of the Director of CTE shall be responsible for recruiting the members of each Standing Committee. Directors may serve on more than one Standing Committee.

Committees shall meet upon call of the Executive Committee or the Chairs of the respective Committees. The Chair of each Committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

#### 4.4 Changes to Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these Bylaws. The Board of Directors may also from time to time revise or eliminate committees.

### ARTICLE V

#### Board of Directors Meetings

##### 5.1 Place of Board of Directors Meetings

Regular and Special Meetings of the Board of Directors will be held at the registered office specified in Section 1.3 unless the President designates another meeting place within the geographic boundaries of Spring ISD.



## 5.2 Regular and Special Meetings

At least six regular meetings of the Board of Directors shall be held during each school year. Written or verbal notice of each regular meeting shall be sent to members at least one week in advance of the meeting. Special Meetings may be called by the President or on the written request of any three Directors. The time of advance notice shall be appropriate in terms of the reason for the meeting. An orientation meeting will be held each year for the new members of the Board of Directors.

## 5.3 Notice of Board of Directors Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each Director by regular mail, telephone (including voice mail), facsimile, or e-mail no less than 14 days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each Director using the same methods, but with no less than 7 days prior to the meeting.

## 5.4 Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

## 5.5 Quorum

A majority of the then serving Directors including any Study Area co- or vice-chair delegated to act for a Director chairing a Study Area Committee in accordance with Section 2.3 shall constitute a quorum for the purposes of convening a meeting or conducting business. Directors present by telephone or other electronic means of which all persons participating in the meeting can communicate concurrently with each other may count toward the quorum. At Board of Directors meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board of Directors.

## 5.6 Action by Consent

Any action required by law or the Bylaws to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action to be taken is approved in writing by the number of Directors necessary to pass such action at a meeting of the Board of Directors as if all Directors were in attendance.

## 5.7 Proxy Voting Prohibited

Proxy voting is not permitted.

## ARTICLE VI

### Operations

#### 6.1 Fiscal Year

The fiscal year of the Corporation shall be from June 1 until May 31 of the following year.

#### 6.2 Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board of Directors.

#### 6.3 Records

The Corporation will keep at its registered office correct and complete records of account, minutes of the Board of Directors and Committee meetings, and the original or a copy of its Bylaws and other legal records certified by the Secretary of the Corporation.

#### 6.4 Amendments

These By-laws can only be amended or rescinded by a vote of two-thirds of the incumbent Directors (not counting vacancies) at a regular or special meeting of the Board of Directors. A special meeting to amend or rescind the by-laws of the Board of Directors may be called by any three Directors of the Board of Directors or by the President of the Board of Directors. If a special meeting is called, then the callers of the special meeting shall be responsible for providing written notice to all Directors at least seven days prior to the special meeting.

#### 6.5 Dissolution

In the event of dissolution of the Corporation, all property and assets remaining after discharge of all liabilities and obligations shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code. Such organization shall be selected by a

majority vote of the Board of Directors, notice having been given to the Board of Directors at least thirty (30) days prior to meeting. In no event shall any of such property be distributed to any member of the association or to benefit any member or private individual.

## ARTICLE VII

### Indemnification

Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer or any former Director or officer against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director or officer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director or officer. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director or officer. However, such director or officer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, or other agent against any liability incurred by him which arises out of such person's status as a Director, officer, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

**Board of Directors Resolution  
Adopting the Amended and Restated By-Laws of the  
SPRING INDEPENDENT SCHOOL DISTRICT CAREER  
AND TECHNOLOGY EDUCATION ADVISORY BOARD, INC.**

We, the members of the Board of Directors, do hereby approve and adopt the attached amended and restated by-laws for the Spring ISD CTE Advisory Board effective as of the date signed hereunder.

**Members:**

Number of Members: 26

In Attendance: 15

Number for Quorum: 14

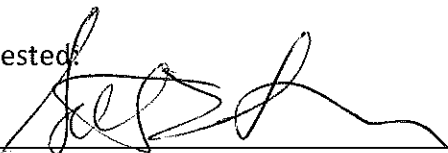
**Members:**


In Favor 15

Opposed 0

Abstain 0

Effective this 23rd day of May, 2019

Attested:   
\_\_\_\_\_  
President, Spring ISD CTE Advisory Board

  
\_\_\_\_\_  
Secretary, Spring ISD CTE Advisory Board