

## **TxDLA, Inc. (Texas Distance Learning Association) Bylaws**

The bylaws include thirteen articles. You will find the text of the articles below.

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### **ARTICLE I**

#### **Name and Affiliation**

##### **Section 1. Name**

The name of the organization is TxDLA, Inc. (Texas Distance Learning Association), hereinafter TxDLA.

##### **Section 2. Affiliation**

TxDLA is an affiliated chapter of the United States Distance Learning Association, registered and certified as a not-for-profit 501(c)(3) corporation organized under the laws of the state of Texas and operating under the laws of the United States of America.

##### **Section 3. Certification**

TxDLA became incorporated on March 23, 2004, as a Texas nonprofit corporation authorized to conduct its affairs in Texas.

##### **Section 4. History**

TxDLA held its initial meeting on January 30, 1996, in Austin, Texas, as a state chapter of the United States Distance Learning Association. TxDLA's inaugural charter was officially ratified April 22, 1998. In the spring of 1999, TxDLA held its first autonomous conference in Waco, Texas, beginning a strong tradition of excellence in providing members with opportunities to access distance learning resources. TxDLA's membership adopted revised Bylaws in October of 2004; the Bylaws replaced the original charter.

## **ARTICLE II**

### **Object**

#### **Section 1. Mission**

TxDLA is a nonprofit association formed to promote the development and application of all forms of distance learning and to implement effective distance learning strategies for Texans and other distance learning practitioners of the global community.

#### **Section 2. Code of Ethics**

The association is committed to maintaining high standards of ethics at all times.

#### **Section 3. Goals**

##### **A. Openness**

TxDLA will provide an open forum and adequate representation to all distance learning professionals and organizations.

##### **B. Resources**

TxDLA will be a resource to assist members at all stages of distance learning development, at any level of activity, and through a variety of methodologies.

##### **C. Connectedness**

TxDLA will identify targets of opportunity that can benefit members and establish effective means of communication that facilitate members' focus on areas of interest.

##### **D. Collaboration**

TxDLA will establish a collaborative atmosphere in which members can come together to help each other and ultimately improve the distance learning community.

##### **E. Service**

TxDLA will serve both the membership and the distance learning community through a variety of programs.

##### **F. Leadership**

TxDLA will provide and cultivate leadership in the distance learning community that effectively communicates issues, concerns, and developments for the improvement of distance learning in Texas as well as the international arena.

##### **G. Recognition**

TxDLA will provide recognition of outstanding achievements in statewide distance learning.

##### **H. Fun**

TxDLA will provide a relaxed atmosphere in which all members can be comfortable and enjoy TxDLA activities.

## **ARTICLE III**

### **Members**

### Section 1. Classifications

TxDLA shall have two membership classifications: Student and Individual.

A. Student: Anyone who is a full-time student at a degree-granting institution.

B. Individual

### Section 2. Qualifications

Membership in TxDLA is obtained through payment of annual dues for the designated membership year. Members whose dues have been paid for a specified membership year are "members in good standing" for that period. Consideration for, or participation as, an officer, Board Member, committee member, or voting member in TxDLA shall be contingent upon status as a member in good standing.

### Section 3. Membership Year and Dues

The membership year shall begin April 1st or the beginning of the annual conference, whichever is earlier, and extend until March 31st of the following year. Should the annual conference begin after April 1st, membership for the previous year will be extended until the beginning of the conference, at which time the membership must be renewed to remain a member in good standing. Membership dues shall be included in the full annual conference registration fees. Annual dues shall be in the amount as prescribed by the Board of Directors and published at least five (5) months in advance of a new membership year. Dues for memberships purchased within the last six (6) months of any membership year will be prorated at fifty percent (50%) of the cost of the applicable membership classification.

### Section 4. Member Benefits

Membership in TxDLA will include numerous opportunities to network with distance learning professionals and will provide access to a wealth of knowledge in a variety of distance learning-related publications and communications. Furthermore, TxDLA members may take advantage of regional groups established throughout the state to serve as localized communities for member-centered benefits. Regional groups are outlined in Article X of the Bylaws. TxDLA's Executive Partnership Council (EPC), described in Article IX of the Bylaws, provides members with a valuable resource for addressing distance learning needs, overcoming barriers, fostering collaboration and encouraging leadership development.

## **ARTICLE IV**

### Membership Meetings

#### Section 1. Annual Meeting

A general membership meeting will be held annually on a date and at a place designated by the Board of Directors. Notification of the date and place of such meeting shall be announced to members at least thirty (30) days prior to the meeting.

#### Section 2. Special Meetings

Special meetings of the general membership may be held as called by the President, by a majority vote of the Board of Directors, or upon a petition filed with the Secretary by at least ten percent (10%) of the membership. The date and place of any such special membership meeting shall be announced to members at least two (2) weeks prior to the special meeting.

#### Section 3. Quorum

A quorum shall consist of ten percent (10%) of the membership.

## **ARTICLE V**

### **Officers**

#### **Section 1. Officers and Duties**

The officers of TxDLA shall be President, President-Elect, Secretary, Treasurer, and Immediate Past-President.

##### **A. Duties of the President**

The President shall function as the executive officer of TxDLA, head the Executive Committee, preside at meetings, carry out instructions of the Board of Directors, represent the association at any state or national meetings designated by the Board, and perform other duties as delegated by the Board.

##### **B. Duties of the President-Elect**

The President-Elect shall serve as executive officer in the President's absence, serve on the Executive Committee and other committees as appointed by the President, and perform other such duties as delegated by the President or the Board of Directors.

##### **C. Duties of the Secretary**

The Secretary shall keep records of all membership, Executive Committee, and Board of Directors meetings, serve on the Executive Committee and other committees as appointed by the President, and perform other such duties as delegated by the President or the Board of Directors.

##### **D. Duties of the Treasurer**

The Treasurer shall oversee all financial matters of the association, chair the Finance Committee, serve on the Executive Committee and other committees as appointed by the President, and perform other such duties as delegated by the President or the Board of Directors.

##### **E. Duties of the Immediate Past-President**

The Immediate Past-President shall serve on the Executive Committee and other committees as appointed by the President, chair the Hall of Fame Committee, and perform other such duties as delegated by the President or the Board of Directors.

#### **Section 2. Nomination of Officers**

Each nominee for an officer position must meet at least one of the following requirements: 1) be a resident of Texas; 2) be employed by a Texas-based agency or organization; or 3) have a significant business presence in the state of Texas. In addition, the nominee must indicate to the Nominations and Elections Committee a willingness to serve if elected. After the Nominations and Elections Committee reviews the qualifications of each nominee, the slate of qualified nominees shall be submitted in writing to the Board of Directors at least four (4) months prior to the annual general membership meeting.

#### **Section 3. Election**

Not later than January 15th of each membership year, the Nominations and Elections Committee shall prepare a ballot listing each candidate and make the ballot available to each member either electronically or by mail. Write-in votes will be accepted for individuals qualified to serve. The candidate with the most votes will be elected. Votes must be submitted and received on or before the date of election as established by the Board of Directors. The results of the election shall be reviewed by the members of the Nominations and Elections Committee and certified to the President who shall announce the results to the membership.

#### **Section 4. Term of Office**

The membership shall elect a President-Elect, who will serve for three years: the first year as President-Elect, the second as President, and the third as Immediate Past-President. The Secretary and Treasurer shall be elected for two (2) year terms in alternate years, so as to result in staggered terms of office, and may serve up to two (2)

consecutive full terms. The term of office for all officers shall begin on July 1st of any given year and shall end on June 30th of the year in which the term expires.

#### Section 5. Vacancies

Should a vacancy occur in the office of President, the President-Elect shall assume the duties of the President and serve the remainder of that term in addition to his/her own elected term. Should the President-Elect office become vacant, the Board of Directors shall call for a special election following the nomination and election process as outlined in this article. The election shall be completed within forty-five (45) days of the President-Elect's resignation. Should the office of Secretary or Treasurer become vacant, the Board of Directors shall appoint a member to complete such term of office. Should the office of Immediate Past-President become vacant, that office shall remain vacant for the duration of that term.

##### A. Nonperformance

An officer who does not perform his/her duties will be asked by the President to affirm his/her interest in continuing to serve. If nonperformance of duties by the officer continues, the President, with support of the majority vote of the Executive Committee, may ask that officer to resign from his/her office for nonperformance of duties. In the event the nonperforming officer is the President, the Board Chair will ask the President to affirm his/her interest in continuing to serve. If nonperformance of duties by the President continues, the Board Chair, with the support of the majority vote of the Board of Directors, may ask the President to resign for nonperformance of duties.

##### B. Resignation

An officer who desires to resign his/her position should submit a letter of resignation to the President. In the event the President desires to resign his/her position, he/she should submit a letter of resignation to the Board Chair.

##### C. Re-Affirmation

Prior to preparation of the ballot going to the general membership each year, the Nominations and Elections Chair shall confirm with each officer holding an un-expired term his/her desire to continue serving in that position.

## **ARTICLE VI**

### **Board of Directors**

#### Section 1. Function and Authority

The affairs of TxDLA shall be managed by a Board of Directors, hereinafter, Board, which shall also be the governing body of TxDLA, serving as an advocate for the broader field of distance learning. The Board shall have the power to formulate policies of the organization consistent with its purposes and subject to any specific directions of the membership as duly adopted. The Board shall have authority to conduct all business pertaining to TxDLA, either in person or electronically, assuming responsibility for the management of the finances of the organization and acting as custodian of the property of TxDLA.

#### Section 2. Number, Tenure, and Qualifications

The members of the Board of Directors, hereinafter, Members, shall consist of the TxDLA officers as defined in Article V, at least ten (10) Members nominated and elected by the Board, and three (3) Members-at-Large nominated and elected by the general membership in accordance with the procedures established in these Bylaws. Each Member, other than officers whose terms of service are outlined in Article V, shall serve for a term of three (3) years and may serve up to two (2) consecutive full terms, with the exception of the Parliamentarian, who may serve an unlimited number of terms. The term of office for Board Members elected to a full three-year term shall begin on July 1st of any given year and shall end on June 30th of the third year. The term for Members-at-Large will be staggered such that the term for no more than one expires in the same year.

### Section 3. Board-Elected Members

Members nominated and elected by the Board shall consist of at least one member from each of the following representative constituencies: K-12 Education, Higher Education, Vocational/Technical, Government/Military, Corporate/Private Sector, and Healthcare/Telemedicine. Members from each representative group shall serve as advocates for their constituencies. Advocacy may include, but is not limited to, identifying needs, promoting achievements, fostering leadership, and maintaining communication channels. Additional Members nominated and elected by the Board shall consist of a Chief Information Officer, an Executive Partnership Council Chair, and a Regional Group Development Chair, each of who shall chair a standing committee or council and whose duties are to execute the charge of those respective groups. There shall also be a Member nominated and elected to serve as Parliamentarian to ensure that meetings of the Board of Directors and Executive Committee are conducted according to Robert's Rules of Order and are in compliance with the Bylaws. The Parliamentarian may also be called upon to assist in other meetings as deemed necessary. The Parliamentarian is a non-voting Member of the Board.

### Section 4. Nomination and Election of Board-Elected Members

The nomination and election process for Board-elected positions shall take place after the announcement of the Members-at-Large election results. Each nominee shall have indicated to the Nominations and Elections Committee a willingness to serve if elected. The slate of nominees shall be submitted by the Nominations and Elections Committee in writing to the Board Chair. The Chair of the Nominations and Elections Committee will make the ballot available to the current Board Members and allow no more than two weeks for all votes to be submitted. Write-in votes will be accepted for individuals qualified to serve. The candidate with the most votes shall be elected. The official results shall be reviewed by the members of the Nominations and Elections Committee and certified to the Board Chair who shall announce the results to the membership.

### Section 5. Nomination and Election of Members-at-Large

The nomination and election process for Board Members-at-Large shall be conducted concurrently with officer elections, by a vote of the general membership. Each nominee shall have indicated to the Nominations and Elections Committee a willingness to serve if elected. The slate of nominees shall be submitted by the Nominations and Elections Committee in writing to the Board of Directors at least four (4) months prior to the annual general membership meeting. Not later than January 15th of each membership year, the Nominations and Elections Committee shall prepare a ballot listing each candidate and make the ballot available to each member of TxDLA either electronically or by mail. Write-in votes will be accepted for individuals qualified to serve. Votes must be submitted and received on or before the date of election as established by the Board of Directors. The results of the election shall be reviewed by the members of the Nominations and Elections Committee and certified to the Board Chair who shall announce the results to the membership. The candidate with the most votes shall be elected. In the event there are multiple Member-at-Large seats to be filled in a single election, all candidates for those seats will be pooled into a single ballot category. The term length for each position will correspond to the number of votes received. The candidate receiving the most votes will be elected to the longest available term. Beginning with the next longest term, each remaining position will be filled with the next highest vote recipient until all positions are filled.

### Section 6. Nomination and Election of Chairman of the Board

The Members of the Board shall nominate and elect a Chair to serve for the entire term of the elected Board Chair's membership on the Board, subject to the Chair's consent each year to continue in that role and a subsequent affirmative vote of the Board. Officers are not eligible to serve as Chair. The Chair will preside at all Board meetings and will initiate all votes on Board business. If the Chair is unable or declines to preside at a meeting, the Chair may designate another Board Member to preside. Should the Chair fail or decline to designate another Member to preside at a meeting, the President shall preside. If the Chair is unable to perform his/her duties, the President shall serve this function until the Chair is able to serve or a new Chair is elected. Should the Chair position become vacant, a new Chair shall be nominated and elected by the Board within thirty days (30) of the vacancy.

## Section 7. Vacancies

Any vacancy occurring in a Board-elected position shall be filled with a TxDLA member as nominated and elected by a vote of a majority of the remaining Board Members. Any vacancy occurring in a Member-at-Large position shall be filled by the candidate(s) on the ballot from the most recent election beginning with the next highest vote recipient. If there are still open positions after this process has been followed, the Board will nominate and elect individuals to fill such vacancies. Any Board-elected member or Member-at-Large elected to fill a vacancy shall serve for the remainder of his/her predecessor's term. This service does not count towards the term limitations for that individual.

### A. Nonparticipation

A Member who does not participate in two consecutive board meetings as recorded by the Secretary in the meeting minutes will be asked by the Board Chair to affirm his/her interest in continuing to serve on the Board. With support of the Executive Committee, the Board Chair may ask a Member to resign from the Board upon his/her third absence from an official meeting during a term of office.

### B. Resignation

A Member who desires to resign from the Board should submit a letter of resignation to the Chairman of the Board.

### C. Reaffirmation

Prior to preparation of the ballot going to the general membership each year, the Nominations and Elections Chair shall confirm with each Member holding unexpired board positions his/her desire to continue serving in his/her current position.

## Section 8. Meetings

At least four (4) regular meetings of the Board shall be held each year at such times and places and by such means as the Board may determine. Written notification of the time and place or the electronic means of access and proposed agenda shall be sent to each Member of the Board and shall be announced to the general membership at least 72 hours prior to each meeting. All members of TxDLA may participate in meetings and association business by electronic means whenever feasible and available and will be notified of opportunities for same. Synchronous or asynchronous electronic discussion and electronic voting by the Board or the general membership have the full effect as if it were conducted within a meeting held at a set time and place. When business is conducted electronically between meetings, items to be voted on by the Board or the general membership shall have a minimum one week discussion period and a minimum one week period for voting unless the Executive Committee deems that emergency action is necessary in which case these time periods can be adjusted to fit the circumstances.

## Section 9. Quorum

A majority of the voting Members shall constitute a quorum. If less than a quorum of the Board is present at any scheduled meeting, a majority of the Members present may adjourn the meeting without further notice.

## Section 10. Catastrophe

Notwithstanding any other provisions of the laws of the state of Texas or these Bylaws, if any emergency occurs resulting from a national or local disaster that causes a majority of the Board to be incapable of performing their duties because of death, physical disability, or difficulties of communication or transportation, the remaining Board Member(s) shall constitute a quorum for the sole purpose of temporarily filling any vacancies. The Member(s) so elected shall serve until such replaced Member(s) can perform their Board duties or until the Board acts to elect permanent replacements. Questions as to the existence of such an emergency, disaster, or incapacity shall be conclusively determined by the remaining Members.

## Section 11. Personal Liability of Board Members

#### A. Elimination of Liability

To the fullest extent that the laws of the state of Texas, as now in effect or as hereafter amended, permit elimination or limitation of the liability of individual Members of the Board, no Member shall be personally liable for monetary damages or other penalties as such for any action taken or failure to take any action as a Member.

#### B. Nature and Extent of Rights

The provisions of this Section shall be considered to be a contract with each Member while they are serving, and Members of the Board will be deemed to be serving in reliance on these provisions. Any amendment or repeal of this Section or adoption of any Bylaw, or provision of the Articles of Incorporation which increases the liability of the Members of the Board shall encompass future actions of the Board only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

#### C. Liability Insurance

Current Board Members are eligible to be covered under the organization's Directors and Officers Liability Insurance. As part of the eligibility process, each Board Member must provide information as required for coverage.

### Section 12. Code of Ethics

#### A. Employment

Board Members may not be employed by TxDLA on a contractual or full-time basis during their term of service.

#### B. Compensation and Expenses

Members may not receive compensation for performing the duties and responsibilities of their office. However, it is permissible to reimburse Members for justifiable expenses related to meetings and those incurred while carrying out the duties of office.

#### C. Conflict of Interest

Members should recuse themselves from the voting process in circumstances where there is a potential conflict of interest.

#### D. Fiscal Prudence

Members shall ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like organizations. Likewise, Members shall ensure that the expense of any product or service paid for by the organization is fair and reasonable considering current market circumstances.

## **ARTICLE VII**

### Executive Committee

#### Section 1. Composition and Authority

The officers of TxDLA, Chairman of the Board of Directors, and the Parliamentarian comprise an Executive Committee presided over by the President or the President's designee. If the President fails to preside or name a designee, the President-Elect shall serve until such time as the President is again able to serve or to appoint a designee. It is the responsibility of this committee to aid the President, who functions as the Executive Officer of TxDLA, in carrying out the instructions of the Board of Directors and providing oversight of the day-to-day business

of the organization. All members of the Executive Committee, with the exception of the Parliamentarian, are voting members.

Regarding TxDLA's Bylaws, the Executive Committee is authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming editorial changes as may be necessary to reflect the intent of TxDLA so long as the original meaning of the Bylaws is not altered.

#### Section 2. Meetings

Meetings may be called by or at the request of the President or the Board Chair, as necessary, but it is recommended that meetings be held at least once a month. Notice of the time and place of any meeting or the electronic means of access shall be given to each member of the Executive Committee at least three (3) days prior to the date of such meeting. When feasible, regular meetings should be scheduled several months in advance to maximize member availability.

#### Section 3. Quorum

A quorum of the Executive Committee shall consist of four (4) voting members with either the President or the Board Chair required to be in attendance.

### **ARTICLE VIII**

#### Committees

##### Section 1. Standing Committees

TxDLA shall use a number of standing committees, each charged with a specific purpose, to carry out the mission and goals of the association. The standing committees include: Awards Committee, Conference Committee, Conference Site Selection Committee, Finance Committee, Hall of Fame Committee, Information Committee, Membership Committee, Nominations and Elections Committee, Public Policy Committee, and Regional Group Development Committee. These standing committees, except where noted, report to the President. The President may be a guest at any standing committee meetings.

##### Section 2. Composition of Standing Committees

Except where otherwise noted, the Chair of each standing Committee shall be designated by the President, approved by the Board of Directors, and shall be appointed for a one-year term to coincide with the President's term of office. The President shall present these appointments to the Board for approval (30) days prior to assuming office. Each committee shall consist of at least three (3) members selected by its Chair; the list of committee members will be provided to the Board. Where noted, committee membership requires Board approval.

##### Section 3. Role and Purpose of Standing Committees

###### A. Awards Committee

TxDLA provides recognition of outstanding achievements in statewide distance learning through an annual awards program. The Awards Committee is charged with reviewing the award categories and criteria to ensure they are appropriate, and with overseeing the nomination and selection process of award recipients as approved by the Board of Directors. Members of the committee are appointed by the Chair and approved by the Board of Directors.

###### B. Conference Committee

It is anticipated that an annual conference will be held each year to provide members an opportunity to network, share experiences and knowledge, and view new vendor products and services. This annual conference also serves as the primary membership drive for the year and generates revenue for the

association's operating budget. Conference planning is the responsibility of the Conference Committee, chaired by the President-Elect or other designee appointed by the Board of Directors. The Conference Committee Chair is responsible directly to the Board.

#### C. Conference Site Selection Committee

The Conference Site Selection Committee will research all aspects of location and venue for future TxDLA conferences as directed by the Board. The committee will compile and evaluate the information and make recommendations to the Board, who has final approval for conference site locations and the awarding of contracts.

#### D. Finance Committee

Sound fiscal management and financial stability is crucial to the continued success of the association. The Finance Committee, chaired by the Treasurer, shall advise the Board on fiscal matters and shall be responsible for all financial matters including developing the annual operating budget, expenditure guidelines, internal controls, and audits. The President, President-Elect, and Immediate Past-President shall serve as members of the committee with at least two additional members appointed by the Chair. While the committee is responsible for the association's fiscal matters, it is the responsibility of any member in good standing with knowledge or perception of any financial irregularity to report such to the Finance Chair, President, or Chair of the Board of Directors.

#### E. Hall of Fame Committee

The Texas Distance Learning Hall of Fame Award recognizes long-term distance-learning practitioners or advocates whose careers are characterized by exceptional commitment, outstanding achievements, and enduring impact. Further, the award supports the TxDLA goal of increasing recognition of achievement in distance learning. The award is intended to be an honor of high distinction; accordingly, inductees into the Hall of Fame will be selected with great care. The Hall of Fame Committee is chaired by the Immediate Past-President, who is responsible directly to the Board. The committee must be comprised of at least five members appointed by the Chair and approved by the Board of Directors. If the Immediate Past-President cannot serve as Chair, the Board of Directors will appoint a Chair.

#### F. Information Committee

The dissemination and collection of information is critical to the success of the association and is the responsibility of the Information Committee. This committee shall be responsible for all areas of marketing, website development and maintenance, and association newsletters. The Chief Information Officer will chair this committee.

#### G. Membership Committee

The Membership Committee shall oversee the maintenance of accurate records of the membership and shall, in all appropriate ways, urge those eligible to become members of the association. All Board Members representing specific constituencies, as well as the Regional Group Development Chair, will serve as ex officio voting members on the Membership Committee.

#### H. Nominations and Elections Committee

The Nominations and Elections Committee will conduct all necessary Officer and Board Member nominations and elections in a fair and impartial manner. The duties include preparing the call for nominations and ballots for the officer and Board of Director positions as set forth in these Bylaws, reviewing and certifying the official results for any elections, and reporting this information to the appropriate person. To avoid any conflict of interest, the Chair and committee members should not be on any ballot as a candidate for an officer or Board Member position while serving on the committee.

#### I. Public Policy Committee

The Public Policy Committee will advocate TxDLA positions to policy makers including government officials, legislative committees, and agencies that influence actions. The committee will mobilize support statewide, actively participate in the ongoing discussions and debates on distance education within the state and nationally, and endeavor to be considered an active player by state and national officials.

#### J. Regional Group Development Committee

Regional Groups support distance education and implement the goals of the association on a regional basis. This committee is responsible for establishing and supporting regional groups as described in Article X. The Chair of this committee is appointed by the Board of Directors for a three-year term. All regional group coordinators as well as the Chair of the Executive Partnership Council serve as ex officio voting members of the committee.

#### Section 4. Standing Committee Reports

The Chair of each standing committee shall regularly apprise the President, or Board where noted, of the committee's activities and shall provide a written report concerning such at each meeting of the Board of Directors.

#### Section 5. Other Standing Committees

The President or Board of Directors may propose other standing committees as deemed necessary for the purpose of carrying out the business of the association. Additional standing committees must be approved by the Board who will state the purpose and responsibilities of the committee. The Chair of any such standing committee shall be recommended by the President and approved by the Board.

#### Section 6. Special or Ad Hoc Committees

The President or Board of Directors may propose special or ad hoc committees as deemed necessary for a specified period of time. Such committees must be approved by the Board who will state the purpose and responsibilities of the committee and designate the estimated period of time to complete the required task. Should the Board create a special or ad hoc committee, the President shall appoint a Chair, who will appoint committee members to carry out the purpose for which it was created.

#### Section 7. Code of Ethics

Committee Chairs and Members are held to the same Code of Ethics as Board Members, stated in section 12 of article VI.

### **ARTICLE IX**

#### Executive Partnership Council

##### Section 1. Purpose

The Executive Partnership Council (EPC or Council), responsible directly to the Board of Directors, furthers TxDLA's success in providing peer networking, information, and coordinated communication channels across the broad spectrum of its membership. In large part, achieving this goal depends on successful public/private partnerships. Public sector members benefit through an enhanced ability to make well-informed decisions when planning, purchasing, and implementing distance learning products and services. Private sector members benefit through an improved ability to identify the needs and characteristics of end-users of those same products and services. Both sectors benefit from TxDLA's basic philosophy of trust, commitment, and mutual collaboration. To help achieve this, the Council has four goals:

A. The EPC will foster dialogue and enable the dissemination and collection of information to benefit the public and private sectors as well as individual members.

B. The EPC will encourage collaborative public/private relationships and partnerships, fostered in honesty and integrity, and initiate Council activities to advance the cause of distance learning, TxDLA, and its members.

C. The EPC will participate at all levels of TxDLA including the Regional Group level where close collaborative relationships are encouraged.

D. The EPC will generate revenue for TxDLA by encouraging corporate sponsorships and financial assistance, participating in the annual conference exhibit hall, and supporting Regional Group meetings.

## Section 2. Council Leadership and Composition

### A. EPC Chair

The EPC Chair, nominated and elected by the Board of Directors, shall oversee the Council and work to ensure attainment of its purpose and goals. In order for public/private partnerships to be nurtured at all levels of TxDLA, the EPC Chair shall serve as a member of the Board of Directors and as an ex officio voting member of the Regional Group Development Committee.

### B. Council Members

The Council is comprised of members in good standing representing public and private sector organizations that have made a commitment to substantially support or sponsor TxDLA operations and activities. EPC members shall be appointed by the EPC Chair to a three-year term to be reviewed and reaffirmed annually by the Chair. There are no limitations on the number of terms a member may serve on the Council.

### C. Qualifications

Council members shall be representatives of organizations that have made a commitment of at least five-thousand dollars (for-profit organizations and companies) or at least three-thousand dollars (non-profit organizations and companies) over a maximum of a three-year period in cash, in-kind products or services, or a combination thereof, to support or sponsor TxDLA operations and activities.

## Section 3. Duties of the Council

### A. Activities and Conduct

The EPC will implement procedures and initiate activities to ensure that the goals identified for the Council are realized. It is expected that EPC members will contribute to TxDLA's overall success and mission and that Council activities will be conducted in a manner that ensures the general TxDLA membership will reap the benefits of mutual cooperation and access to timely and accurate information about products, services, and markets.

### B. Meetings

Meetings of the EPC should be held at least two (2) times per year. In addition, meetings with TxDLA's general membership are encouraged such as roundtable forums scheduled during the annual conference or in conjunction with Regional Group meetings.

### C. Reports

The EPC shall provide regular and on-going reports to the Board of Directors.

#### D. Website Resource

Recognizing the importance of the dissemination and collection of information, the EPC shall maintain a presence on the TxDLA website to provide members with access to the latest information.

### **ARTICLE X**

#### Regional Groups

##### Section 1. Purpose

Regional Groups support distance education and implement TxDLA's goals, specified in Article II of the Bylaws, on a geographic regional basis. In addition, Regional Groups:

- A. provide input to the Board of Directors about how TxDLA can best encourage and utilize regional cooperation in developing strategic plans, implementing strategies to meet regional needs, and fulfilling TxDLA's mission and goals;
- B. provide a local forum for distance education practitioners to meet, network, discuss relevant issues, and learn from experts;
- C. initiate activities and promote partnerships that fulfill TxDLA's mission and goals; and
- D. enhance the professional practice of distance education and the image of TxDLA.

##### Section 2. Structure

TxDLA supports Regional Groups and will help to form and sustain groups as requested by the organization's membership through the Regional Group Development Committee, as defined in Article VIII. Regional Groups do not charge membership dues, and although regional group members are encouraged to join TxDLA, membership in TxDLA is not required for participation in a Regional Group.

##### Section 3. Regional Group Leadership

###### A. Regional Group Development Chair

The Regional Group Development Chair serves to encourage the development and growth of Regional Groups and the attainment of each group's goals. The Chair serves as the liaison among the Board of Directors, Regional Groups, and the Regional Group Development Committee.

###### B. Regional Group Coordinators

Each Regional Group will appoint, by majority vote, one or more coordinators to plan and organize the group's development and activities. Coordinators, who must be members in good standing of TxDLA, are generally appointed for a two-year term with review and reaffirmation done each year by a majority vote of their respective Regional Group members. A Regional Group Coordinator may serve an unlimited number of terms. The Regional Group Coordinators serve as ex officio voting members of the Regional Group Development Committee.

###### C. Regional Group Steering Committees

Regional Groups are encouraged to appoint steering committees to assist the Coordinator(s) in helping the Group attain its mission and goals. Steering committee members may be nominated and appointed by the regional group membership or they may be appointed by the Regional Group Coordinator(s).

##### Section 4. Duties of the Regional Groups

## A. Activities and Conduct

### 1. TxDLA's Success

Regional Groups, and their members, are expected to contribute to TxDLA's overall success, mission, and goals.

### 2. Group Management

Regional Groups are encouraged to operate in a relaxed, welcoming atmosphere. The Chair of the Regional Group Development Committee will work with the Regional Group Coordinators to find ways to finance group activities. Regional Groups are encouraged to pursue in-kind support from Regional Group members and assistance from the Executive Partnership Council and the public sector.

### 3. Needs Identification

Regional Groups shall develop mechanisms such as surveys or focus groups to identify the needs and characteristics of their particular region and shall share this information with the Regional Group Development Chair.

### 4. Partnerships

Each Regional Group is encouraged to promote partnerships that fulfill the goals of Regional Groups and TxDLA.

## B. Meetings

It is recommended that Regional Groups hold at least four (4) meetings per year. Regional Groups are encouraged to use meeting formats that best serve the needs of the group. The Regional Group Development Chair will work with the Regional Group Coordinators to formulate appropriate meeting agendas and opportunities to contribute to the success of the Regional Groups and TxDLA.

## C. Reports

The exchange of information between the Regional Groups and TxDLA's Board of Directors and membership is critical to the attainment of the goals of TxDLA and the Regional Groups. Therefore, the Regional Group Development Chair shall present a written report quarterly to the Board of Directors. The report shall include a summary of activities from each regional group.

## **ARTICLE XI**

### Parliamentary Authority

The rules, guidelines, and procedures contained in the latest version of "Robert's Rules of Order" shall govern the business of TxDLA in all cases to which they are applicable and in which they are consistent with the Bylaws of TxDLA. In the event of a conflict between the Rules of Order and the Bylaws, such conflict will be resolved in favor of the Bylaws.

## **ARTICLE XII**

### Amendment and Revision of Bylaws

#### Section 1. Initiation

Proposed amendments or revision to the Bylaws may be initiated by the Board of Directors, standing, special, or ad hoc committees appointed for the purpose of recommending or proposing amendments to the Bylaws, or by petition of ten percent (10%) of the membership.

Section 2. Amendment or Revision

An amendment or revision to these Bylaws shall be ratified by two-thirds (2/3) of the total votes cast by the membership and be effective immediately thereafter.

**ARTICLE XIII**

Dissolution

In the event of the dissolution of TxDLA, the laws governing incorporated societies in the state of Texas will be followed. Upon legal counsel at that time, the Board of Directors will adopt a plan for dissolution of TxDLA and distribution of all funds and property and rights thereto of the association.