

**By-Laws of the Vocational Agriculture Teachers Association of Texas
Revised December 2021**

ARTICLE I. OFFICE

SECTION 1. . The corporation may also have an office at such other place or places as the Board of Directors may determine, or as the business of the corporation may require.

ARTICLE II. MEMBERSHIP

SECTION 1. Only active teachers of Agriculture, Food, and Natural Resources in the public, private, and charter school systems in the State of Texas, who are actively engaged in performing their duties in any county in the State of Texas, whose active membership, fees, and/or dues have been paid as hereinafter set forth shall be active members of the organization.

SECTION 2. Former active members, and other interested persons shall be eligible to be associate members. Associate members shall be entitled to no voting rights and shall not be entitled to hold any office in the Association. Associate members will be entitled to all other rights to which members shall be entitled upon the same terms and conditions, with the exception of professional liability. Coverage may be purchased if the associate member is still employed in an educational career at a cost determined by the Association.

Honorary life members shall be active and associate members who retire.

Honorary life members shall be entitled to no voting rights and shall not be entitled to hold any office in the Association. Honorary life members shall be entitled to all other rights to which members shall be entitled upon the same terms and conditions, with the exception of professional liability.

Student members shall be agriculture education students at teacher preparation institutions in Texas. Student members shall be entitled to no voting rights and shall not be entitled to hold any office as director or officer, but shall receive professional liability coverage.

Except where the context shall indicate otherwise, the word member as hereinafter used in these By- Laws, shall be taken to mean associate and honorary life members, as well as active members, and include student members.

SECTION 3. Upon becoming an active member every person shall pay an initial membership fee of \$300.00 or a VATAT Professional Development Conference fee of \$300.00 including a complimentary membership which shall entitle such active member to all the privileges of the Association except otherwise herein expressly limited, for the fiscal year beginning July 1 and expiring June 30 each year.

Associate members shall pay an initial fee of \$100.00 per annum. Honorary life members shall not pay any dues. The dues paid by the associate member shall entitle such member to all

privileges of the Association, except otherwise herein expressly limited, for the fiscal year beginning July 1 prior thereto and expiring June 30.

SECTION 4. A Thereafter each active member shall pay annual membership dues or said VATAT Professional Development Conference fee of \$300.00.

Section 4B Student membership will be \$35 which will include professional liability during the semester of student teaching.

Section 4C An honorary life member who returns to teaching full time will be returned to active status with all rights and privileges, including professional liability, upon payment of \$300 dues or conference fee. Tenure awards will also begin to accrue once again.

Section 4D An honorary life member who returns to teaching on a half time basis will be returned to active status with all rights and privileges upon payment of \$150 dues or conference fee. Tenure awards will also begin to accrue.

SECTION 5. Any member in default of payment of annual dues or conference fee for sixty (60) days after same are due, shall be regarded as delinquent and shall be given written notice thereof by the membership coordinator, or executive director, of the Association. If such delinquent member fails to pay such dues or conference fee within thirty (30) days thereafter, he shall cease to be a member and the secretary shall strike from the rolls the name of such delinquent member.

SECTION 6. Any member whose name shall have been stricken from the rolls of the Association for the reason set forth in Section 5 above shall only be entitled to reinstatement as a member upon such terms and conditions as the Board of Directors shall determine and then only by paying the initial fee as herein above set forth.

SECTION 7. No member shall be guilty of unethical practices detrimental to the best interests of the Association. The Board of Directors upon its own motion or at the request of any member shall have the duty of determining whether or not any member charged with unethical practices has been guilty of same. When any member is so charged, he/she shall be given written notice thereof by the secretary and shall be entitled to a hearing before the Board at such time, within ninety (90) days from date thereof, as the Board shall designate. At such hearing the Board shall receive such evidence as it shall deem relevant to the charge of unethical practice both in favor of and against such member. If such member shall be found guilty of such charge the Board shall: (a) suspend him/her from membership in the Association until he/she shall have furnished evidence satisfactory to the Board that such unethical practices have been discontinued or corrected; or (b) order that his/her name be stricken from the rolls, in which case, he/she shall not thereafter be a member of the Association; provided, that he/she may be reinstated upon such terms and conditions as the Board shall prescribe and upon payment of the initial fee.

SECTION 8. Any member failing to comply with the rules and regulations of the Association shall be duly warned by the Executive committee and if such failure shall continue such member

may be automatically dropped, upon resolution of the Executive committee, from the rolls of the Association, and shall be notified to that effect by the secretary or executive director. Thereafter such member may be reinstated upon presentation of evidence satisfactory to the Executive committee of his/her compliance with such rules and regulations and upon payment of the initial fee.

SECTION 9. If and when any member ceases to be an active teacher of Agriculture, Food, and Natural Resources, such person shall be dropped from the active membership rolls of the Association; but should he/she so desire, he/she may become an associate member by paying the prescribed dues for associate membership; provided, however, that this section shall not apply to any member who shall take a leave of absence from the active teaching of agriculture science and technology not in excess of one (1) year, provided, that prior to commencement of such leave of absence such member shall file with the Association a written statement of his/her interest to resume active teaching of agriculture science and technology and of his/her desire to be retained as a member of the Association; and provided further, that teachers of agriculture science and technology who, upon retirement are members of the Association may become honorary members subject to approval of the Board of Directors of the Association. Such honorary members shall not be required to pay dues and shall have all the privileges of active members except voting privileges and professional liability coverage and are precluded from holding an office in the association.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. Any and or all meetings of the members may be held within or outside the State of Texas.

SECTION 2. An annual meeting of all members, shall be held at the time and place of, and in conjunction with the statewide summer professional development conference of the AFNR teachers.

SECTION 3. An annual meeting of all members in each Area as hereinafter defined and provided for, shall be held on or prior to the 1st day of September. The exact date of such meeting to be fixed by the Area membership chairman. Directors shall be elected at each such annual meeting to fill all directorships of which the terms of incumbent directors expire during the particular year in which such annual meeting is to be held. The membership chairman for each such annual Area meeting shall be an incumbent director for such Area whose term does not expire in the year in which such annual meeting is being held. Such chairman shall be the Area membership chairman for the succeeding year. The term "succeeding year" shall mean from date of such annual meeting until date set for the next such annual meeting.

SECTION 4. At least ten days prior to the date fixed by the Area membership chairman for the holding of annual meetings of the members of each Area, notice of the time, place and purposes of such meeting shall be communicated to each member entitled to vote thereat.

SECTION 5. Special meetings of members of any Area may be called by the Area membership chairman and shall be called when requested in writing by a majority of all members in such Area entitled to vote. Notice of such meeting may be given in person or by telephone email, mail, or other common means.

SECTION 6. Special meetings of the full membership of the Association may be called at any time by the president, or by a majority of the Board of Directors. The method by which such meetings may be called is as follows: upon receipt of an order in writing setting forth the date and objects of such proposed special meeting, signed by the president, or by a majority of the Board of Directors, the secretary or executive director, at least five days prior to the date set forth in the order, shall prepare, sign and communicate a notice setting forth the time, place, purposes and objects of such meeting to each member. No business other than that mentioned in the notice shall be transacted at such meeting.

SECTION 7. Presence in person of members representing a majority of all members entitled to vote thereat shall constitute a quorum at any meeting of the members of the Association.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be comprised of members of the Association entitled to vote, and shall be the governing body of the Vocational Agriculture Teachers Association of Texas. Associate and honorary members shall not be directors. The property and business of the corporation shall be managed by the Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by Statute or by the Charter or by these By-Laws prohibited, or directed or required to be otherwise done. Each director subject to the provisions of these By-Laws, shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified.

SECTION 2. For purposes of electing directors the State of Texas shall be and is hereby divided geographically into Areas as follows:

AREA I

Armstrong Bailey Briscoe Carson Castro Childress Cochran Collingsworth Cottle Crosby Dallam Deaf Smith Dickens Donley Floyd Gray Hale Hall Hansford Hardeman Hartley Hemphill Hockley Hutchinson King Lamb Lipscomb Lubbock Moore Motley Ochiltree Oldham Palmer Potter Randall Roberts Sherman Swisher Wheeler

AREA II

Andrews Borden Brewster Coke Crane Crockett Culberson Concho Dawson Ector Edwards El Paso Fisher Gaines Garza Glasscock Haskell Howard Hudspeth Irion Jeff Davis Jones Kent Kimble Loving Lynn Martin Menard Midland Mitchell Nolan Pecos Presidio Reeves Regan Schleicher Scurry Sterling-Stonewall Sutton Terrell Terry Tom Green Upton Val Verde Ward

Winkler Yoakum

AREA III

Brazoria Fort Bend Galveston Harris

AREA IV

Archer Baylor Brown Callahan Clay Coleman Comanche Eastland Erath Foard Hamilton Jack Knox Montague Mills Palo Pinto Parker Runnels Shackelford Stephens Taylor Throckmorton Wichita-Wilbarger Wise Young

AREA V

Collin Cooke Dallas Denton Fannin Grayson Hunt Kaufman Rockwall Tarrant

AREA VI

Bowie Camp Cass Delta Franklin Gregg Harrison Hopkins Lamar Marion Morris Panola Rains Red River Rusk Smith Titus Upshur Van Zandt Wood

AREA VII

Bandera Bexar Blanco Burnet Comal Kendall Kerr Kinney Lampasas Llano Mason McCulloch Medina Gillespie Guadalupe Hays Real San Saba Uvalde Wilson

AREA VIII

Anderson Bosque Coryell Ellis Freestone Henderson Hill Hood Johnson Limestone-McLennan Navarro Somervell

AREA IX

Angelina Chambers Cherokee Hardin Houston Jasper Jefferson Leon Liberty Madison Nacogdoches Newton Orange Polk Sabine San Augustine San Jacinto Shelby Trinity Tyler Walker

AREA X

Aransas Atascosa Bee Brooks Cameron Dimmitt Duval Frio Goliad Hidalgo Jim Hogg Jim Wells Karnes Kenedy Kleberg La Salle Live Oak Maverick McMullen Nueces Refugio San Patricio Starr Webb Zapata Zavala

AREA XI

Austin Caldwell Calhoun Colorado DeWitt Fayette Gonzales Grimes Jackson Lavaca Matagorda Montgomery Waller Victoria Washington Wharton

AREA XII

Bastrop Bell Brazos Burleson Falls Lee Milam Robertson Travis Williamson

SECTION 3. Each of such Areas shall be entitled to elect 4 directors. Except as otherwise provided for in these By-Laws the members of each Area entitled to vote, shall determine the

method of electing directors in the respective Areas.

SECTION 4. Directors shall be elected for three (3) year terms, except in those Areas affected by Area realignment, with those directors allowed to serve out their unfinished term from their previous position. One honorary life member shall be elected to the board of directors by the retired teachers association. One director from the teacher educator Universities shall be selected from that group. These directors have voting privileges, but cannot hold office.

SECTION 5. Directors shall be elected within each Area on or prior to the 1st day of September. A majority of the active members within each Area entitled to vote shall constitute a quorum for the election of directors.

SECTION 6. The Board of Directors shall have power to make and alter any By-Law or By-Laws, including, but not any way of limitation, the fixing and altering of the number of directors, and the number of areas and the geographical composition of each Area; provided, that tile Board shall not make or alter any By-Law or By-Laws fixing the qualifications, classifications or term of office of any member or members of the then existing Board.

SECTION 7. The Board of Directors shall elect, from its own membership, a president, vice president, a secretary-treasurer. The past president and past, past president continue to serve on the officer council.

SECTION 8. The Board of Directors shall appoint an executive director and such other officers and agents as the Board may deem necessary for transaction of the business of the corporation. Any such officer or agent may be removed by the Board whenever in the judgment of the Board the best interest of the corporation will be served thereby.

SECTION 9. The Executive Committee shall be composed of one director from each Area, elected by the Area, except the president, vice president and secretary-treasurer of the Association. The president, vice president, and secretary-treasurer shall be elected by the Board of Directors, from the Board of Directors. The Executive Committee, to the extent provided by resolution of the Board shall have, and exercise the authority of the Board, in the management of the business of the Association between the meetings of the Board.

SECTION 10. Directors, as such, shall not receive any compensation for their service, by resolution of the Board a fixed sum or expenses of attendance at each regular or special meeting of the Board may be allowed; provided that this section shall not be construed as precluding any director from serving the corporation in any other capacity and receiving compensation thereof.

SECTION 11. By resolution of the Board of Directors, members of special or standing committees may be allowed like compensation for attending committee meetings.

SECTION 12. The compensation of officers and agents shall be fixed by the Board.

SECTION 13. Any director who does not participate or fulfill his/her duties as director may be removed by action of a majority of all active members entitled to vote in the Area which elected such director; provided, that a director who shall be absent from two consecutive meetings of the Board shall be presumed to have failed to fulfill his/her duties and may be removed. Whenever any vacancy shall occur in the Board of Directors caused by death, resignation, retirement, disqualification or removal from office of any director, or otherwise, then a successor director shall be elected to fill the unexpired term in respect to which vacancy occurred by tile members, entitled to vote, of the Area affected thereby at a special meeting called for such purpose, or at the next succeeding annual Area meeting.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. An annual meeting of the Board of Directors shall be held at the time and place of and in conjunction with the statewide summer professional development conference of teachers of agriculture science and technology; provided that if there shall be no statewide summer conference in any particular year, then the date and place of such annual meeting for such year shall be fixed by resolution of the Board.

SECTION 2. A mid-year Board of Directors meeting may be set according to majority vote of the Board. Other special meetings of the Board may be called by the president on two (2) days notice to each director either personally or by mail, or by email or telephone, or other means of communication; special meetings shall be called by the president or secretary in like manner and by like notice on the written request of a majority of the Board.

SECTION 3. When a majority of directors are present, in person, there shall be a quorum for any meeting of the Board of Directors and the act of a majority of the directors present, in person, at any such meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by Statute or the Charter or these By-Laws.

ARTICLE VI. OFFICERS

SECTION 1. The officers of the corporation shall hold office until their successors are chosen and qualify in their place. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

SECTION 2. The president shall be elected by, and from the membership of, the Board of Directors. He/she shall be chief executive officer of the corporation and shall preside over all meetings of the Board and all meetings of the full membership of the Association. He/she shall have general and active management of the business of the corporation and shall see that all

orders and resolutions of the Board are carried into effect. He/she shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

SECTION 3. The vice president shall be elected by and from the membership of the Board of Directors, and shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, shall perform such other duties as the Board of Directors shall prescribe.

SECTION 4. The secretary-treasurer shall attend all meetings of the Board and annual and special meetings of the full membership of the Association and record all votes and the minutes of all such meetings and shall perform like duties for the Executive committee, and all other standing committees, when required. He/she shall give all notices of all meetings of the Board and of annual and special meetings of the full membership of the Association that are required by these By-Laws to be given. He/she shall give all notices required by Statute, By-Laws or resolution which are not by those By-Laws, otherwise provided to be given.

SECTION 5. The secretary-treasurer shall have custody of all corporate funds and securities and shall oversee the keeping of all books belonging to the corporation full and accurate accounts of all receipts and disbursements. He/she shall oversee the deposits of all money, securities and other valuable effects in the name of the corporation in such depositories as may be designated by the Board. He/she shall oversee disbursements of the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and the Board, at regular meetings of the Board, and whenever requested by them, an account of all transactions and of the financial condition of the corporation. The Secretary/Treasurer, along with the Budget and Finance Committee, shall oversee all financial transactions of the Association. This includes recommending a budget to the full board, monitoring the progress of said budget and ensuring a yearly independent audit is conducted and communicated to the full board. The Executive Director is charged with the daily financial operation of the Association. He or She is directed to work with the financial coordinator employed by the Association to ensure that all assets of the Association are properly managed. All checks written are required to have two signatures affixed. The Executive Director and the Secretary Treasurer are both required to be on the signature card of all accounts opened, including checking savings, and investment accounts. The President, Vice-President, and Secretary/Treasurer as a group are the only authorized persons who may sign to sell or purchase real estate on behalf of the Association, and then only if directed by majority vote of the full Board of Directors. They may also be authorized to sign contracts to build buildings or borrow money on behalf of the Association,

SECTION 6. The Executive Director shall be appointed by the Board of Directors for such term and compensation as may be determined by the Board. He/she need not be a current member of the Association. He/she shall be the Chief Operating Officer of the Association under the direction and supervision of the President and shall conduct and be in charge of the ministerial

and administrative duties connected with maintaining the principal office of the corporation. All actions taken and performed by him/her in the performance of duties shall be for the benefit of the association and be binding upon the Association. He/she shall assist all elected officers of the Association in the performance of their respective duties. The performance or exercise by him/her of any such delegated duty or power shall be valid and binding upon the Association at the same extent as though performed or exercised by the elected officer under whose direction and supervision he/she performed such duty or exercised such power, unless limited elsewhere in this document.

SECTION 7. As required by the Board, each officer and employee of the Association is responsible for the faithful duties of his/her office and for restoration to the corporation in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and electronic property of whatever kind in his possession or under his/her control belonging to the corporation.

ARTICLE VII. COMMITTEES

SECTION 1. The following standing committees shall be appointed by the president:

- A. Membership
- B. Scholarship and Education
- C. Cooperation
- D. Investments
- E. Legislative
- F. Budget
- G. Publicity
- H. Professional Improvement
- I. Human Resources
- J. Member Services

SECTION 2. Each of such standing committees shall be composed of such number and shall perform such duties as may be determined by the Board, President, or Executive Director.

ARTICLE VIII. EXECUTION OF INSTRUMENTS

SECTION 1. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

SECTION 2. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president, vice president, and the secretary- treasurer may execute the same in the name and behalf of the corporation. The Board of Directors shall have power to designate the officers and agents who shall have

authority to execute any instrument in behalf of this corporation.

ARTICLE X. AMENDMENT OF BY-LAWS

SECTION 1. These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the full membership of the Association if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting, or by ballot furnished by mail to all members of the Association entitled to vote.

SECTION 2.

These By-Laws may also be changed by the affirmative vote of a majority of the Board of Directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting.