The 2020-21 ATPE State Bylaws Committee met March 23, 2021, online via Zoom. Committee members present were Chairman Dale Lovett, Olney; Augustine Anduiza, Brownsville; Cesarea Germain, George West; Meredith Malloy, Ferris; Ryan Nassif, Clear Creek; and Michael Robinson, Willis. Maya Issac, Newton, and Eduardo Sierra, San Elizario, were unable to attend. Others in attendance were ATPE State Vice President Karen Hames, ATPE State Secretary Stacey Ward, ATPE State Treasurer Jayne Serna, and ATPE staff members Shannon Holmes, Donna Derryberry, Amy Dodd, Joy England, Kate Johanns, and Jennifer Mitchell.

Lovett called the meeting to order at 6:06 p.m., and Holmes reviewed the committee charge.

The committee reviewed the proposed bylaws amendments and discussed the presentation of the amendments to the House of Delegates. Upon the advice of ATPE’s parliamentarian, Amendment No. 1 will be considered on its own, and Amendments Nos. 2–8 will be considered as a block.

Meredith Malloy moved that the Bylaws Committee recommend that Bylaws Amendment No. 1 be adopted by the ATPE House of Delegates.

MOTION CARRIED

Ryan Nassif moved that the Bylaws Committee recommend that Bylaws Amendments Numbers 2–8 be adopted by the ATPE House of Delegates.

MOTION CARRIED

Michael Robinson moved to authorize the chair to approve the final Bylaws Committee report for publication.

MOTION CARRIED

The meeting adjourned at 6:27 p.m.

Respectfully submitted,

Dale Lovett, Chair

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Read more about proposed ATPE bylaws amendments at atpe.org/bylaws.
Amendment No. 1  
(Removing Outdated References to State Law Governing ATPE)

**MOTION:** Amend Articles I and II of the Bylaws by striking outdated references to the Texas Non-Profit Corporation Act as shown below:

**Article I: Name and Purpose**
**Section 1: Name**
This organization shall be known as the Association of Texas Professional Educators (hereinafter referred to as the “Association” or “ATPE”). It is incorporated as a nonprofit corporation pursuant to the Texas Non-Profit Corporation Act, Art. 1396-1.01 et seq., V.T.C.S., and results from a consolidation of the Association of Texas Educators, Inc., and the Texas Professional Educators, Inc., Texas state law.

**Article II: Offices**
**... Section 2: Registered Office and Registered Agent**
The Association shall have and maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the principal office may be changed from time to time by the Board of Directors. Until otherwise changed, the registered office shall be as specified in Section 1 hereof.

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Proposed Bylaws Amendments

Proposed by: Ad Hoc Committee on Governance

Rationale: On the advice of ATPE’s legal counsel, this amendment eliminates an outdated reference to a state law that no longer exists. The Texas Non-Profit Corporation Act in effect at the time of ATPE’s formation and referenced in these bylaws was repealed by the Legislature as of January 1, 2010. It was replaced with statutes currently contained within the Texas Business Organizations Code. ATPE’s parliamentarian has advised that our bylaws need not include mention of a specific statute. Not specifying the name of the statute means that an amendment will not be necessary in the future should the Legislature change or recodify the law. The amendment makes clear that ATPE will operate in compliance with applicable law.

Fiscal Impact Statement: No fiscal impact to the association is anticipated.

Bylaws Committee Recommendation: Adopt.

Board of Directors Recommendation: Adopt.
Proposed Bylaws Amendments

Amendments No. 2 through No. 8 will be presented as a block.

ATPE’s parliamentarian has advised that these seven amendments must be considered together and subject to a single vote. The interrelated amendments all deal with ATPE’s governing authority, including the power to adopt, amend, or repeal bylaws.

Rationale for Amendment Nos. 2–8: At the time of ATPE’s formation in 1980, associations were regulated by the Texas Non-Profit Corporation Act. The ATPE State Bylaws as originally created under that law assigned some of the association’s governing powers to the House of Delegates (HOD) and other governing powers to the Board of Directors (BOD). In 2003, that law was repealed and replaced by portions of the Texas Business Organizations Code (TBOC), which took effect in 2006, became mandatory for associations such as ATPE in 2010, and remains in effect today. TBOC requires that corporations such as ATPE align their bylaws with the statute’s provisions and with the entity’s certificate of formation (formerly known as “articles of incorporation”). The current ATPE State Bylaws contain provisions that, under TBOC, create an ambiguity between the ATPE Certificate of Formation and the bylaws. ATPE’s legal counsel advises that our bylaws should be updated to resolve the conflict so as to conform to current law and clearly identify which specific entity has the power to govern our association.

Current Texas law (TBOC) permits either an association’s Board of Directors or its “members” to have governing authority, including the power to adopt, amend, or repeal bylaws. Based on definitions in the law and the manner in which ATPE was structured at the time of its creation, ATPE’s legal counsel advises that our HOD does not meet the current requirements for an entity that is legally permitted to govern the association. As counsel and staff explained to the Ad Hoc Committee on Governance, attempting to cure this legal defect by identifying ATPE’s “members” as the governing authority would require that all governing actions be subject to a vote by the entirety of ATPE’s membership. Another option to bring ATPE into compliance is to assign the association’s governing power to the BOD.

ATPE’s legal counsel and staff strongly advise that it would be impractical and cost-prohibitive to require all of the association’s governing decisions to be voted on by the nearly 100,000 members of ATPE. The Ad Hoc Committee agreed and recommends that the BOD be empowered to act as ATPE’s governing entity. Placing this authority with the BOD will allow the bylaws and other legally binding governing documents to be changed in the most timely and efficient manner when needed, especially when unforeseen circumstances might occur in the future.

Amendments No. 2 through No. 8 conform to current state law by transferring the association’s governing authority from the HOD to the BOD and making conforming changes as necessary in the bylaws. The amendments collectively serve to accomplish the following:

• Transferring authority from HOD to BOD: Amendment No. 2 identifies the BOD as the governing authority and updates its duties to include approving and amending the bylaws and other governing documents. Those governing duties are removed from the list of duties assigned to the HOD in Amendment No. 3, which also clarifies that the HOD will continue to have power to elect state officers and approve the legislative program.

• Deleting references to the HOD’s bylaws authority that will become obsolete with the transfer of power: Because bylaws amendments will no longer be voted on by the HOD, language pertaining to procedures by which the HOD would consider those amendments is removed throughout the bylaws. Amendment No. 4 strikes the requirement for including in the notice of the annual HOD meeting any proposed bylaws amendments that would have been voted on by the HOD. Amendment No. 5 eliminates the Bylaws Committee as one of the standing committees that reports to the HOD now that it will no longer be the entity that considers bylaws amendments. Amendment No. 6 deletes references to the HOD’s bylaws authority and notice to members: Amendment No. 7 outlines the new requirements for the submission of bylaws amendments, their consideration by the BOD, and notice to members: Amendment No. 7 outlines the new requirements for changing ATPE’s bylaws, explaining how and by whom bylaws amendments may be submitted for the BOD’s consideration. Any member who is eligible to serve as a member of the HOD, as well as any member of the BOD, will be able to propose a bylaws amendment. Amendment No. 8 adds new language to ensure all ATPE members receive timely notice of proposed amendments that the BOD will be considering, as well as amendments that the BOD has adopted.

Bylaws Committee Recommendation: Adopt.
Board of Directors Recommendation: Adopt.
Proposed Bylaws Amendments

Amendment No. 2
(Updating Duties of the Board of Directors)

MOTION: Amend Article V of the Bylaws in Sections 1 and 3 to read as follows:

Article V: Board of Directors
Section 1: General Power
Subject to these bylaws and the overall policy directives of the House of Delegates, the affairs of the Association shall be managed by its Board of Directors, and the Board of Directors shall be the governing body of the Association.

Section 3: Duties
The Board of Directors shall have the power to:

   (l) Set Association policy not inconsistent with the policies established by the House of Delegates these bylaws.
   ... (r) Approve and make amendments to these bylaws.
   (s) Approve and make amendments to the Articles of Organization, Certificate of Formation, or other governing documents required or permitted by Texas state law.

Proposed by: Ad Hoc Committee on Governance

Rationale: This amendment conforms to state law and identifies the Board of Directors as having the association's governing authority. This amendment transfers governing duties previously assigned to the HOD, including the power to change the bylaws and approve other legally binding documents, to be executed by the BOD instead. (Another amendment (No. 3) strikes this corresponding language from the section of the bylaws covering duties of the HOD.) On the advice of counsel and ATPE’s parliamentarians, this amendment also calls for the BOD to set association policy consistent with the bylaws rather than any other policies established by the HOD.

Fiscal Impact Statement: No fiscal impact to the association is anticipated.
Amendment No. 3  
(Updating Duties of the House of Delegates)

MOTION: Amend Article IX, Section 1 of the Bylaws to read as follows:

**Article IX: House of Delegates**

**Section 1: Duties and Responsibilities**

The House of Delegates shall be the supreme policymaking, governing body of the Association, giving overall direction and mandating policy for the operations of the Association, subject to the powers vested in it by the Board of Directors, assist in policy-making, recommending overall direction and focus of the Association to the Board of Directors and exercising such powers as may be delegated to the House of Delegates by the Board of Directors.

In the event of conflict between action or policy of the House of Delegates and the Board of Directors, that of the House of Delegates shall prevail.

The House of Delegates shall:

(a) Approve all changes in the Articles of Incorporation and bylaws of the Association, adopt the legislative program for the Association, and

(b) Elect all state officers of ATPE, and (c) Establish appropriate policies for the operations of the Association.

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### Current:

**Article IX: House of Delegates**  
**Section 1: Duties and Responsibilities**

The House of Delegates shall be the supreme policymaking, governing body of the Association, giving overall direction and mandating policy for the operations of the Association.

In the event of conflict between action or policy of the House of Delegates and the Board of Directors, that of the House of Delegates shall prevail.

The House of Delegates shall:

(a) Approve all changes in the Articles of Incorporation and bylaws of the Association,  
(b) Elect all officers of ATPE, and  
(c) Establish appropriate policies for the operations of the Association.

### If Adopted, Will Read:

**Article IX: House of Delegates**  
**Section 1: Duties and Responsibilities**

The House of Delegates shall, subject to the powers vested in it by the Board of Directors, assist in policy-making, recommending overall direction and focus of the Association to the Board of Directors and exercising such powers as may be delegated to the House of Delegates by the Board of Directors.

In the event of conflict between action or policy of the House of Delegates and the Board of Directors, that of the Board of Directors shall prevail.

The House of Delegates shall:

(a) Adopt the legislative program for the Association, and  
(b) Elect all state officers of ATPE.

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**Proposed by:** Ad Hoc Committee on Governance

**Rationale:** This amendment clarifies that the HOD will continue to have the power to elect ATPE state officers and adopt the association’s legislative program, while transferring routine governance provisions to the Board of Directors in connection with other amendments in this block.

**Fiscal Impact Statement:** No fiscal impact to the association is anticipated.
Proposed Bylaws Amendments

Amendment No. 4
(Removing Reference to Proposed Bylaws in the Notice of the House of Delegates Meeting)

MOTION: Amend Article IX, Section 4 of the Bylaws by striking the last sentence as shown below.

Article IX: House of Delegates
... Section 4: Notice
Each member who has provided the Association with a valid electronic mail and/or postal mail address shall be notified of the time and place of the annual or special meeting of the House of Delegates not less than forty-five (45) days prior to the first day of such meeting. The Board, or such of its members as might be empowered by the Board, shall prepare and publish an agenda for the meeting. In the event the agenda includes a proposed bylaws change, the foregoing forty-five (45) day notice of meeting shall include notice to all members of the wording of the proposed bylaws change which will not be thereafter altered in subject substance.

Proposed by: Ad Hoc Committee on Governance

Rationale: With the adoption of other amendments in this block, there will no longer be a need for proposed bylaws changes to be included in the agenda for the annual HOD meeting. The amendment removes this language from the section of the bylaws pertaining to notice of the annual meeting. Updated notice provisions that conform to state law are included in Amendment No. 8.

Fiscal Impact Statement: No fiscal impact to the association is anticipated.
Proposed Bylaws Amendments

Amendment No. 5
(Eliminating the Standing Committee on Bylaws)

MOTION: Amend Article X of the Bylaws by striking subsection (d) and re-lettering the remaining subsections of Sections 1 and 2 as follows:

Article X: Committees

Section 1: Standing Committees
The Standing Committees of ATPE shall be the following:

(a) Nomination/Election
(b) Resolutions
(c) Legislative
(d) **Bylaws**
(e) Membership
(f) Public Information
(g) Leader Development

Section 2: Duties of Standing Committees

... (d) **Bylaws**. To present all proposed changes in the bylaws of the Association to the House of Delegates for its consideration; to place the proposals in the proper wording for inclusion into the bylaws; to correct all grammatical errors; to combine proposals of like substance; to recognize authors of proposed amendments during the committee presentation to the House of Delegates; to work with the State Treasurer to develop a fiscal impact statement for each proposed amendment; and to offer the recommendations of the committee regarding the usefulness and propriety of each proposed amendment. The author of a proposed amendment shall have five (5) minutes to speak before the House of Delegates in defense of the change.

(e) Membership. ...
(f) Public Information. ...
(g) Leader Development. ...
Proposed Bylaws Amendments

Proposed by: Ad Hoc Committee on Governance

Rationale: With the transfer of bylaws authority from the House of Delegates to the Board of Directors under this block of amendments, there will no longer be a need for a standing committee on Bylaws that reports to the HOD. This amendment removes Bylaws from the list of standing committees and strikes corresponding language outlining the duties assigned to the standing committee on Bylaws.

Fiscal Impact Statement: The elimination of the Standing Bylaws Committee is anticipated to have a positive fiscal impact on the association. The costs associated with the committee’s meeting, travel, and summit activities will no longer be incurred and are estimated to be $15,315 annually.

### Article X: Committees
#### Section 1: Standing Committees
The Standing Committees of ATPE shall be the following:

- (a) Nomination/Election
- (b) Resolutions
- (c) Legislative
- (d) Bylaws
- (e) Membership
- (f) Public Information
- (g) Leader Development

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- (e) Membership...
- (f) Public Information...
- (g) Leader Development...

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Section 2: Duties of Standing Committees

... (c) Legislative...
(d) Membership...
(e) Public Information...
(f) Leader Development...
Amendment No. 6  
(Authorizing the Board of Directors to Consider Bylaws Amendments)

MOTION: Amend Article XVII, Section 1 of the Bylaws by replacing the requirement for a three-fifths vote of the House of Delegates to change the bylaws with a requirement for a four-fifths vote of the Board of Directors, modifying required notice provisions, and making other conforming changes as shown below.

Article XVII: Amendments to Bylaws  
Section 1: Authority to Amend

The Board of Directors shall have the sole authority to adopt any proposed amendments to these bylaws. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a three-fifths (3/5) or four-fifths (4/5) vote of the delegates or members of the Board of Directors present and voting at any meeting of the House of Delegates or Board of Directors at which time a quorum is present, provided proper notice of the intention to alter, amend, or repeal these bylaws, or to adopt new bylaws at such meeting, has been given in compliance with other provisions of these bylaws that each member of the Board of Directors has received the required notices set forth in these bylaws and in the policies and procedures of the Board of Directors regarding bylaws amendments.

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**Section 1: Authority to Amend**

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**Section 1: Authority to Amend**

The Board of Directors shall have the sole authority to adopt any proposed amendments to these bylaws. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a four-fifths (4/5) vote of the members of the Board of Directors present and voting at any meeting of the Board of Directors at which a quorum is present, provided that each member of the Board of Directors has received the required notices set forth in these bylaws and in the policies and procedures of the Board of Directors regarding bylaws amendments. |

Proposed by: Ad Hoc Committee on Governance

Rationale: In connection with the transfer of bylaws authority from the House of Delegates to the Board of Directors under this block of amendments, certain references to the voting threshold, procedures, and notice requirements for the HOD consideration of bylaws amendments will become obsolete. This amendment strikes those provisions, replacing them with new language recommended by the Ad Hoc Committee to establish the voting threshold, procedures, and notice requirements for the BOD to adopt, amend, or repeal the bylaws. The Ad Hoc Committee recommended raising the threshold for passage of a bylaws amendment given the smaller size of the BOD relative to the HOD.

Fiscal Impact Statement: No fiscal impact to the association is anticipated.
Amendment No. 7
(Requirements for Submission of Bylaws Amendments)

**MOTION:** Amend Article XVII, Section 2, by striking the first paragraph and replacing it with new language, including new subsections (a) and (b), as follows:

**Article XVII: Amendments to Bylaws**

...Section 2: Submission Requirements

All proposed amendments to these bylaws shall be received in the state office in writing, signed by the ATPE member making the proposal, by the fifteenth (15th) day of March preceding the announced date of the next House of Delegates meeting submitted either by a member of the Board of Directors as outlined in subsection (a) or by a member of the Association who meets the criteria outlined in subsection (b) of this section. Any amendments to these bylaws properly presented to the Board of Directors shall be considered in accordance with the internal policies and procedures of the Board of Directors and these bylaws.

(a) **Amendments Proposed by Members of the Board of Directors**

A member of the Board of Directors may propose a bylaws amendment for consideration by the Board of Directors by submitting it in writing to the Executive Director at least 45 calendar days prior to the meeting at which the proposed amendment will be presented.

(b) **Amendments Proposed by Members of the Association**

Any member who is eligible to serve as a delegate of the Association may propose an amendment to these bylaws in accordance with this section by submitting it in writing to the Executive Director by December 15. Proposed amendments submitted by any person other than a member of the Board of Directors shall be considered by the Board of Directors only at the first meeting of the Board of Directors each calendar year and shall not be considered at any other time.

Any proposed bylaws amendment submitted by a member pursuant to this subsection and received by the Executive Director between January 1 and December 15 shall be treated as if it were submitted on December 15 and considered at the first meeting of the Board of Directors of the following calendar year. For purposes of this subsection, any proposed bylaws amendment that is received by the Executive Director after December 15 will be deemed to have been submitted on January 1 of the following calendar year.

The Board of Directors shall, at the first meeting of the Board of Directors each calendar year, consider in good faith all proposed bylaws amendments that were timely submitted by the members in accordance with this subsection. Subject to the rules and procedures established by the Board of Directors, the author of any proposed amendment may attend the meeting at which the amendment is being considered to present the proposed amendment. The Board of Directors may impose any limits on such presentation that it, in its sole discretion, deems appropriate.
Proposed Bylaws Amendments

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(b) **Amendments Proposed by Members of the Association**<br>Any member who is eligible to serve as a delegate of the Association may propose an amendment to these bylaws in accordance with this section by submitting it in writing to the Executive Director by December 15. Proposed amendments submitted by any person other than a member of the Board of Directors shall be considered by the Board of Directors only at the first meeting of the Board of Directors each calendar year and shall not be considered at any other time. Any proposed bylaws amendment submitted by a member pursuant to this subsection and received by the Executive Director between January 1 and December 15 deadline shall be treated as if it were submitted on December 15 and considered at the first meeting of the Board of Directors of the following calendar year. For purposes of this subsection, any proposed bylaws amendment that is received by the Executive Director after December 15 deadline will be deemed to have been submitted on January 1 of the following calendar year.  

The Board of Directors shall, at the first meeting of the Board of Directors each calendar year, consider in good faith all proposed bylaws amendments that were timely submitted by the members in accordance with this subsection. Subject to the rules and procedures established by the Board of Directors, the author of any proposed amendment may attend the meeting at which the amendment is being considered to present the proposed amendment. The Board of Directors may impose any limits on such presentation that it, in its sole discretion, deems appropriate. |

**Proposed by:** Ad Hoc Committee on Governance  

**Rationale:** In connection with the transfer of bylaws authority from the HOD to the BOD under this block of amendments, requirements for submitting bylaws amendments to be considered by the HOD will become obsolete. This amendment replaces those provisions with new requirements for submitting bylaws amendments to be considered by the BOD. The Ad Hoc Committee recommends allowing bylaws amendments to be proposed by a member of the BOD or by any ATPE member who is eligible to serve as a member of the HOD. This amendment outlines in subsections (a) and (b) the respective submission procedures for amendments proposed by either type of author.  

**Fiscal Impact Statement:** No fiscal impact to the association is anticipated.
Amendment No. 8
(Notice to Members of Proposed and Adopted Bylaws Amendments)

MOTION: Amend Article XVII of the Bylaws by inserting new language in Section 3 and an additional section number, to read as follows:

Article XVII: Amendments to Bylaws
... Section 3: Notice to Members

(a) Notice of Proposed Bylaws Amendments
The Association shall provide notice of any proposed bylaws amendment by providing a copy of the amendment to the Board of Directors and placing it on the Association’s website. This notice shall occur no later than the following business day on which the state office is open after the proposed amendment has been received by the Executive Director in accordance with Section 2.

(b) Notice of Adopted Bylaws Amendments
Following the adoption of any bylaws amendments, notice shall be placed on the Association’s website the next business day on which the state office is open and published in the first membership newsletter distributed after the Board of Directors meeting at which the amendment was adopted. A summary of bylaws amendments adopted by the Board of Directors shall be provided annually to the members in conjunction with the Association’s annual meeting.

Section 4: Effective Dates of Adopted Bylaws
Unless otherwise noted, bylaws that are adopted by the House of Delegates are effective immediately.

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... Section 3: Notice to Members
(a) Notice of Proposed Bylaws Amendments
The Association shall provide notice of any proposed bylaws amendment by providing a copy of the amendment to the Board of Directors and placing it on the Association’s website. This notice shall occur no later than the following business day on which the state office is open after the proposed amendment has been received by the Executive Director in accordance with Section 2.
(b) Notice of Adopted Bylaws Amendments
Following the adoption of any bylaws amendments, notice shall be placed on the Association’s website the next business day on which the state office is open and published in the first membership newsletter distributed after the Board of Directors meeting at which the amendment was adopted. A summary of bylaws amendments adopted by the Board of Directors shall be provided annually to the members in conjunction with the Association’s annual meeting. |

Section 4: Effective Dates of Adopted Bylaws
Unless otherwise noted, bylaws that are adopted by the Board of Directors are effective immediately.
Proposed Bylaws Amendments

Proposed by: Ad Hoc Committee on Governance

Rationale: In connection with the transfer of bylaws authority from the HOD to the BOD under this block of amendments, new notice requirements are necessary and recommended by the Ad Hoc Committee on Governance. First, the amendment provides for members to receive timely notice of newly proposed bylaws amendments and bylaws amendments that have been adopted. Additionally, this amendment makes a conforming change regarding effective dates for bylaws by replacing a reference to the HOD with a reference to the BOD and designates the provision on effective dates as a new Section 4.

Fiscal Impact Statement: No fiscal impact to the association is anticipated.