

DRAFT – Proposed New By-laws Fall 2020
ARTICLES OF INCORPORATION AND BY-LAWS OF THE
CAPITOL AREA MAINTENANCE AND OPERATIONS AFFILIATE
Established January 22, 2009
As Amended **xxxx, 2020**

ARTICLE 1 – NAME

The name of the Affiliate shall be Capitol Area Maintenance and Operations.

ARTICLE 2 – DURATION

The period of duration is perpetual.

ARTICLE 3 - AIMS AND OBJECTIVES

The purpose for which this corporation is formed and for which it shall be exclusively administered and operated are to further the mission of the Texas Association of School Business Officials and, as such, the Capitol Area Maintenance and Operations (CAMO), shall be organized

1. To engage exclusively as an organization to advance educational, scientific, and charitable endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws).
2. To advance education at the elementary, secondary, college, and post-graduate levels.
3. To better enable the members to conduct and improve upon the management of schools at all levels.
4. To engage in a program of professional education for persons carrying on activities in the field of school administration.
5. To protect the public by promoting the highest standards of ethical conduct by persons carrying on activities in the field of school administration.
6. To promulgate and establish the highest standards of ethics and efficiency in business methods and practices.
7. To cooperate and work with other professional organizations who are equally dedicated to the education of our youth.

AFFILIATION

This Regional Affiliate shall be an affiliate of the Texas Association of School Business Officials (TASBO) and shall comply with all regional affiliate policies and directives promulgated by TASBO.

The Affiliate shall represent the various business areas of the school districts it represents.

CHARITABLE ACTIVITY RESTRICTIONS

No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects of this Corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such code or corresponding provisions of any subsequent federal tax laws.

DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws and to which contributions are then deductible under Section 170(c)(2) of such Code or corresponding provisions of any subsequent federal tax laws. Organizations having purposes similar to those of the corporation shall be preferred.

ARTICLE 4 – MEMBERSHIP

Membership in the Affiliate shall consist of the following categories:

- K-12 Membership shall be open to any employee of K-12 schools.
- Education Service Provider Membership shall be open to employees of not-for-profit organizations, higher education faculty/staff, Regional Service Center employees and employees of state governmental entities.
- Associate Membership shall be available to independent contractors and for profit entities. Associate members may not serve as officers of the Affiliate or participate in the election of officers.
- Honorary Life membership will be available to those CAMO members who have retired from school operations/business management. Life members may not serve as officers of the Affiliate.
- The right to vote shall be limited to K-12, Education Service Provider and Honorary Life members whose dues are paid for the current year.

ARTICLE 5 - OFFICERS

The officers of the Affiliate shall consist of a President, Vice President, Treasurer, and Secretary who shall each serve for a period of one year coinciding with the fiscal year of the Affiliate.

- The President shall automatically become the Immediate Past President at the end of term of office. The Vice-President shall become President and the Secretary shall become the Treasurer.
- The Secretary shall be elected by a majority vote of the members of the Affiliate participating at the **September** meeting or as soon thereafter as practicable.
- The Officers of the Affiliate must be a member in good standing of the Texas Association of School Business Officials (TASBO) and the Capitol Area Maintenance and Operations.

If an officer cannot fulfill the term of his/her office, the membership may elect, at a regularly scheduled meeting, someone to assume his/her duties for the remainder of the term.

ARTICLE 6 – MEETINGS

The Affiliate will meet no less than annually. Meetings of the Affiliate may be conducted either face to face or electronically.

ARTICLE 7 - CHANGES IN BY-LAWS

Changes or additions to the by-laws may be made by a majority vote of the affiliate members in attendance at a meeting

ARTICLE 8 - CODE OF ETHICS

The Capitol Area Maintenance and Operations member is dedicated to public service in the schools of this state. A member's professional behavior must conform to a code of ethics. The code must be idealistic and practical as applied to members of our profession. School business officials acknowledge that the schools belong to the public and are created for the purpose of offering equal educational opportunity to all citizens of this state. School business officials shall assume the responsibility of providing leadership and expertise as business officials to maintain exemplary standards of conduct both professionally and morally. It is understood that the business official's actions are observed and appraised by students, fellow professionals and members of the community.

Therefore, and to these ends members of Capitol Area Maintenance and Operations subscribe to the following statements of standards.

THE CAPITOL AREA MAINTENANCE AND OPERATIONS MEMBER:

1. Makes the quality of education for students and the reasonable ability of taxpayers to pay the cost of education, the basic values in all decisions and actions.
2. Fulfills all professional responsibilities with honesty and integrity.
3. Obeys all local, state and federal laws which govern his activities.
4. Implements to the best of their ability the policies of the Board of Trustees and the administrative regulations of their superiors.

5. Avoids the use of their position for personal gain through influence politically, socially, or economically.
6. Maintains the highest degree of professional training possible through continuing educational programs and personal research.
7. Accepts academic degrees or professional certification only from accredited and legally constituted institutions.
8. Honors all contracts until fulfillment or legally released.
9. Honors the public trust.

ARTICLE 9 - STANDARDS OF CONDUCT

The association cannot fully discharge its obligation of leadership and service to its members short of establishing appropriate standards of behavior.

Members of the Texas Association of School Business Officials and the Capitol Area Maintenance and Operations subscribe to the following statements of standards.

The Texas School Business and Operations Official:

1. Makes the quality of education for students and the reasonable ability of taxpayers to pay the cost of education, the basic values in all decisions and actions.
2. Fulfills all professional responsibilities with honesty and integrity.
3. Obeys all local, state and federal laws which govern their activities.
4. Implements to the best of their ability the policies of the Board of Trustees and the administrative regulations of their superiors.
5. Avoids the use of their position for personal gain through influence politically, socially, or economically.
6. Maintains the highest degree of professional training possible through continuing educational programs and personal research.
7. Earns academic degrees or professional certification only from accredited and legally constituted institutions.
8. Honors all contracts until fulfillment or legally released.
9. Honors the public trust.

In relationships within the school district it is expected that the Capitol Area Maintenance and Operations member will:

1. Support the goals and objectives of the employing school system.
2. Interpret the policies and practices of the district to subordinates and the community fairly and objectively.
3. Implement, to the best of the official's ability, the policies and administrative regulations of the district.
4. Assist fellow administrators as appropriate in fulfilling their obligations.
5. Build the best possible image of the school district.
6. Refrain from publicly criticizing board members, administrators or other employees.
7. Help subordinates to achieve their maximum potential through fair and just treatment.

In the conduct of business and discharge of responsibilities, the Capitol Area Maintenance and Operations member will:

1. Conduct business honestly, openly and with integrity.
2. Avoid conflict of interest situations by not conducting business with a company or

- firm which the official or any member of the official's family has a vested interest.
3. Avoid preferential treatment of one outside interest group, company or individual over another.
 4. Uphold the dignity and decorum of the office in every way.
 5. Avoid using the position for personal gain.
 6. Never accept or offer illegal payment for services rendered.
 7. Refrain from accepting gifts, free services or anything of value for or because of any act performed or withheld.
 8. Permit the use of school property only for officially authorized activities.
 9. Refrain from providing or allowing vendors to provide alcoholic beverages at CAMO events.

In relationships with colleagues in other districts and professional associations, it is expected that the Capitol Area Maintenance and Operations member will:

1. Support the actions of a colleague whenever possible, never publicly criticizing or censuring the official.
2. Offer assistance and/or guidance to a colleague when such help is requested or when the need is obvious.
3. Actively support appropriate professional associations aimed at improving school business management and encourage colleagues to do likewise.
4. Accept leadership roles and responsibilities when appropriate, but refrain from taking over any association.
5. Refrain from using any organization or position of leadership in it for personal gain.
6. Refrain from unwelcome verbal or physical conduct that harasses, disrupts or creates an intimidating, offensive or hostile environment.
7. Abide by applicable TASBO and Capitol Area Maintenance and Operations policies and act professionally when representing TASBO and, or participating in any TASBO and CAMO functions or activities.

ARTICLE 10 - VIOLATION OF CODE OF ETHICS OR STANDARDS OF CONDUCT

1. Any member in good standing may file a grievance with the Affiliate Officers against any other member in good standing who has knowingly violated the Code of Ethics or Standards of Conduct of this association.
2. The Affiliate Officers upon receipt of a grievance will decide, based upon evidence submitted, whether or not to have a hearing regarding the grievance.
3. If a hearing is held, the Affiliate Officers will notify the parties and members involved of the time and place of the hearing which will be private and not open to the public. Notices shall give all parties a reasonable length of time to prepare.
4. Based upon the evidence and facts presented to the Affiliate Officers and based upon the seriousness and degree of the violation, the Affiliate Officers will decide upon the proper course of action.

ARTICLE 11 – REGISTERED AGENT AND BOARD OF DIRECTORS

The registered agent shall be the Executive Director of the Texas Association of School Business Officials (TASBO) and the street address of the registered agent is 5920 West William Cannon Drive, Building 1, Suite 200, Austin, TX 78749.

IN WITNESS WHEREOF, I have hereunto set my hand on this the XX day of XXX, 2020.

_____, President

_____, Vice-President

_____, Treasurer

_____, Secretary

**BY-LAWS OF THE
CAPITOL AREA MAINTENANCE AND OPERATIONS AFFILIATE
As Amended xxxx, 2020**

Section 1. PRESIDENT: The President shall preside at all meetings of the Affiliate. The President shall have general supervision of the affairs of the Affiliate. The President shall ensure that Affiliate members are notified of meeting dates and locations. The President shall appoint all committees not otherwise provided for, and shall be ex-officio a member of all committees. The President of the Affiliate must be a member in good standing of the Texas Association of School Business Officials (TASBO).

Section 2. VICE-PRESIDENT: The Vice-President shall exercise all the functions of the President in the absence of the President and is responsible for the development and presentation of programs presented at the affiliate meetings. The Vice-President of the Affiliate must be a member in good standing of the Texas Association of School Business Officials (TASBO).

Section 3. SECRETARY: The Secretary shall keep a record of all official correspondence of the Affiliate, serve all necessary notices after the same have been approved by the President, and make a full report of the transactions of the Affiliate at each meeting. The Secretary of the Affiliate must be a member in good standing of the Texas Association of School Business Officials (TASBO).

Section 4. TREASURER: shall keep all records of financial transactions of the Affiliate, make all bank deposits in a timely manner, and report the financial status of the Affiliate to the membership on a regular basis. The treasurer is responsible for ensuring that the depository bank information is on file at TASBO headquarters and that the Annual Report of revenue is filed by the due date requested. The Treasurer of the Affiliate must be a member in good standing of the Texas Association of School Business Officials (TASBO).

Section 5. DUES: Dues are to be established on an annual basis.

Section 6. ELECTION AND VOTING: Election of officers shall be held each year at the September meeting of the Affiliate or as soon thereafter as practicable. The winners will be determined by a majority vote of active affiliate members in attendance at that meeting. Such election may be conducted electronically. In the event of a tie vote, the winner will be determined by the drawing of lots. The candidates must be members of TASBO.

Section 7. MEMBERSHIP YEAR: The membership year shall be from September 1 of one year to August 31 of the following year.

Section 8. FISCAL YEAR: The fiscal year of the Association shall extend from September 1 of one year to August 31 of the following year.

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