

# **TASSCUBO Constitution**

## **Article I. Name**

The name of this organization shall be the Texas Association of State Senior College and University Business Officers (TASSCUBO).

## **Article II. Purpose**

Said association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of this Association shall be to contribute to the advancement of higher education in its fullest and broadest implications and specifically to the professional advancement of the financial and business affairs functions which exist in the state supported senior colleges and universities in Texas.

### **Section 1**

For the fulfillment of these purposes, the Association shall provide for the dissemination of information and the exchange of ideas on problems and matters of common interest by means of annual and special meetings.

### **Section 2**

The Association shall cooperate with other professional organizations within Texas and outside the state whose objectives and purposes are deemed consistent with those of the Association.

### **Section 3**

The Association shall, from time to time, invite representatives of various State and Federal agencies to participate in discussions and to assist in the solution of common problems.

## **Article III. Membership and Voting**

### **Section 1**

It is understood that active membership is institutional. Institutional membership shall be open to the state supported senior colleges and universities of Texas. Institutions which become members of the Association shall be known as institutional members. The Chief Financial Officer of each institution, or his/her designee, shall be known as primary members and shall represent and vote for the institution. Institutions of complex organizations may hold an institutional membership for the system and each separately organized institutional entity.

Publicly funded Health Sciences Centers and agencies attached to publicly funded universities may also hold an institutional membership when such agencies receive separate State of Texas

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appropriations under Article III of the General Appropriations Act (excluding Special Item only funded activities). The Executive Committee shall make the final determination in any questionable case.

## **Section 2 — *Honorary Membership***

Individuals no longer eligible for active membership in the Association may be recommended by the Executive Committee for continued affiliation as honorary members. The Executive Committee shall submit for election by the Association those nominees deemed to have given outstanding service to the Association.

## **Section 3 — *Voting***

Voting is limited to institutional membership. Institutional membership entitles the institution to one vote. Institutions having more than one institutional member representative shall designate one of its members as the voting representative.

## **Article IV. Officers**

### **Section 1**

Each officer of the Association, collectively known as the Executive Committee, shall be a primary member unless approved by the Executive Committee. The Executive Committee shall consist of the following:

- a. a President, who shall assume office after serving as President-Elect,
- b. a President-Elect,
- c. a Secretary,
- d. a Treasurer,
- e. an Arrangements Chair,
- f. a Constitution and Bylaws Chair,
- g. a Sponsorship Chair and,
- h. an Immediate Past President.

Election of officers shall be by simple majority of those primary members present and voting at an annual meeting or, with the approval of the Executive Committee, at a special called meeting of primary members.

The Secretary, Treasurer, Sponsorship Chair, and Arrangements Chair shall be elected every two years at an Annual Meeting in even-numbered years. The President, President-Elect, and the Constitution and Bylaws Chair shall be elected at an annual meeting occurring in odd-numbered years. All other officers shall be elected at an annual meeting occurring in even-numbered years. All TASSCUBO Officers shall have terms of office that coincide with the TASSCUBO fiscal year, presently September 1 through August 31.

Should an officer become ineligible for membership for any reason including, but not limited to, a change in employment status such as retirement, the Executive Committee may reconstitute itself with existing and new members to fill any pending vacancies on an interim basis. These interim appointments shall be formally elected as provided above.

Notwithstanding the preceding, with the approval of the Executive Committee, an officer who becomes ineligible for membership may be permitted to remain in his/her current position through the next regularly scheduled meeting to assist with the transition of duties.

If an Immediate Past President becomes ineligible for membership, the Executive Committee shall appoint one of the former presidents of the Association who holds active membership to the Executive Committee.

## **Section 2 — *Duties of Officers***

### **President**

It shall be the duty of the President to assume full responsibility for all of the general activities of the Association. The President is responsible for planning the programs for the primary members' annual retreat. The President shall refer to the Finance Committee the annual report of the Treasurer for audit. The Finance Committee shall be appointed annually by the President with the Immediate Past President as chair. In case the office of the President becomes vacant, the office shall be filled by the President-Elect until the next meeting and under this circumstance, the President-Elect shall serve in the following year for a full term as President.

### **President-Elect**

It shall be the duty of the President-Elect to be chief assistant to the President. The President-Elect shall plan and be in charge of the program for the annual meeting(s).

### **Secretary**

It shall be the duty of the Secretary to publish annually an accurate list of the institutional members' primary members and representatives, and honorary members of the Association. The Secretary shall have the responsibility for keeping and promptly distributing the minutes of all annual and special meetings of the Association and the minutes of meetings of the Executive Committee. The secretary will maintain the TASSCUBO Continuing Professional Education (CPE) registration with the Texas State Board of Public Accountancy. The secretary will keep all records necessary to award and document all CPE offered to members. The secretary will also maintain the TASSCUBO web site. The Secretary shall perform other duties as may be assigned by the Executive Committee.

### **Treasurer**

It shall be the duty of the Treasurer to prepare and keep an accurate list of the member institutions of the Association and collect the institutional membership fee as well as the institutional annual meeting(s) registration fee(s) when such fees are charged. The Treasurer shall bear sole responsibility to the Executive Committee for membership records and membership reports. The Treasurer will prepare informal financial statements for meetings of the Executive Committee and primary members for each regularly scheduled meeting. At the close of the fiscal year, the Treasurer shall make a complete financial report, reviewed by an external reviewer, to be presented to the Executive Committee. The Treasurer should be bonded at the discretion of and in an amount decided by the Executive Committee. Any bonding expense shall

be paid by the Association. The Treasurer shall perform such other duties as may be assigned by the Executive Committee.

#### **Arrangements Chair**

It shall be the duty of the Arrangements Chair to plan and coordinate the primary member, winter and summer meetings of the Association. The Arrangements Chair will be responsible for contacting hotels, providing meeting rooms, menus, and equipment arrangements for presentations. The Arrangements Chair will also ensure hotel reservation for guests and speakers at Association meetings.

#### **Constitution and Bylaw Chair**

It shall be the duty of the Constitution and Bylaw Chair to review and make recommended updates to both the Associations Constitution and Bylaws to the Executive Committee. The Chair will present the documents at least bi-annually and as needed. The Constitution and Bylaw Chair may also serve as the Assistant Program Committee Chair, as the Assistant Arrangements Chair, and/or perform other duties as assigned by the President.

#### **Sponsorship Chair**

It shall be the duty of the Sponsorship Chair to build and maintain business relationships with vendors that are interested in sponsoring and supporting TASSBUBO's professional development, advisory, and advocacy activities. The Sponsorship Chair may also serve as the Assistant Program Committee Chair, as the Assistant Arrangements Chair, and/or perform other duties as assigned by the President.

#### **Immediate Past-President**

It shall be the duty of the Immediate Past President to have completed an Annual Audit of the year-end financial report to be presented to the Executive Committee.

## **Article V: Meetings and Quorum**

### **Section 1 — *Meetings***

There shall be annual meeting(s) of the Association. The date and place of the meeting(s) shall be decided by the Executive Committee. The Executive Committee shall also have the authority to call additional meetings whenever necessary and to postpone or omit the annual meeting(s) in case of emergency.

### **Section 2 — *Quorum***

A majority of the votes cast by the institutional primary members present and voting shall constitute a quorum except as designated in Article IV and VI of this Constitution and Article III of the Bylaws.

## **Article VI: Amendments**

This Constitution may be amended at any meeting by a two-thirds majority of the votes cast by institutional primary members present and voting, provided that notice of the proposed amendment has been sent to the members at least thirty days in advance of the meeting at which such amendment is to be acted upon. An amendment not thus proposed in advance may be adopted by a four-fifths majority of the votes cast by the primary members present and voting.

## **Article VII**

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

One employee in the offices of the President-Elect, Treasurer, Secretary, and Arrangements Chair, but not the officers themselves, shall each receive \$250 in January and July of each year in return for rendering services to the association in support of their respective TASSCUBO officer.


Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article VIII**


Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 27th day of June 2022.

Respectfully,

  
Eric Algoe (Jun 29, 2022 16:32 CDT)

*Eric Algoe, President*

  
Kimberly Laird (Jun 30, 2022 18:01 CDT)

*Kim Laird, Secretary*

 Digitally signed by Juan J Castillo  
Date: 2022.06.27 17:08:56 -05'00'

*Juan J. Castillo, Constitution and Bylaws Chair*

Jun 29, 2022

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Jun 30, 2022

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6/27/2022

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