



**MEMORANDUM**

**TO: ASBA District Member Governing Board Members and Superintendent Secretaries**

**FROM: Dr. Tim Ogle, Executive Director**

**DATE: October 5, 2016**

A handwritten signature in black ink, appearing to read "Tim Ogle", is written over the "FROM" line.

**RE: Proposed Changes to ASBA Bylaw and Voting Instructions for YOUR Board**

Article VIII Section 1(b) of the ASBA Bylaws states:

*Amendments may be submitted by action of a member board, the Board of Directors of this Association, or any committee appointed by it, and shall be transmitted to the executive director not later than September 15. Such amendments shall be forwarded to the membership at least thirty (30) days prior to the opening of electronic voting as approved by the ASBA Board of Directors.*

As Executive Director, I certify that I have received the following proposed changes to the ASBA Bylaws. In compliance with the ASBA Bylaws, notice is hereby given of these proposed changes:

- Proposal A** ASBA Governance Committee proposes that if any director or officer on the ASBA Board of Directors misses more than one meeting in a given year it will be deemed to they have vacated their office.
- Proposal B** Chino Valley USD recommends that a bylaw may be amended or repealed by 2/3 of the member boards that are VOTING instead of by 2/3 vote of the entire membership.
- Proposal C** The ASBA Hispanic Native American Indian Caucus (HNAIC) proposal will allow a seat on the ASBA Board of Directors for the President and Past President of the HNAIC and one for the President of the Black Caucus.
- Proposal D** ASBA Governance Committee proposes a change that would require a candidate wishing to run from the floor for an Executive Officer position must provide written

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**Executive Director – Dr. Timothy L. Ogle**

**President – Kathy Knecht, Peoria USD • President Elect Julie Bacon, Paradise Valley USD**

**Treasurer – Linda Lyon, Oracle ESD • Secretary – Lawrence Robinson, Roosevelt ESD**

**Immediate Past President – Jesus Rubalcava, Gila Bend USD**

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notification to the Nominating Committee and Executive Director one week prior to the annual membership meeting.

**Proposal E** Maricopa USD proposes the elimination of running from the floor for candidates who seek a position on the Executive Committee. The Nominating Committee should provide two or more nominees for each open seat on the Executive Committee to be voted on at the annual membership meeting.

**Proposal F** Oracle ESD proposes the elimination of running from the floor for candidates who seek a position on the Executive Committee.

A copy of these submittals has been attached for your information.

The proposed changes will be voted on by the membership as dictated in the ASBA Bylaws via the electronic voting process:

**Section 1.** *These Bylaws or the Core Beliefs may be amended or repealed, or new ones adopted as follows:*

(a) *By a vote of two-thirds of the member boards using an electronic vote of the membership using a procedure adopted by the Board of Directors.*

The voting link will be sent to each member district board. **Electronic voting will open on November 4, 2016, and close at 5 p.m. on Monday, Dec. 5, 2016.** Please review the enclosure detailing the procedure and timeline for electronic voting and put consideration of these changes on your board's agenda at your regularly scheduled board meeting during this timeframe. A model agenda item for this action is enclosed.

All ASBA district member boards are strongly encouraged to exercise their ASBA membership rights and participate in voting. A change to the bylaws requires an affirmative vote of two-thirds of all ASBA member district boards.

If you have any questions regarding the proposed changes or the electronic voting process, please do not hesitate to contact me either by email ([togle@azsba.org](mailto:togle@azsba.org)) or by phone at 602 254-1100 or 800 238-4701 (toll free).

Encl.

TO/kks



## **Article VIII - Amendment of Bylaws and Core Beliefs**

**Section 1.** These Bylaws or the Core Beliefs may be amended or repealed, or new ones adopted as follows:

- (a) By a vote of two-thirds of the member boards using an electronic vote of the membership using a procedure adopted by the Board of Directors.
- (b) Amendments may be submitted by action of a member board, the Board of Directors of this Association, or any committee appointed by it, and shall be transmitted to the executive director not later than September 15. Such amendments shall be forwarded to the membership at least thirty (30) days prior to the opening of electronic voting as approved by the ASBA Board of Directors.

### **Procedure for ASBA Bylaw Electronic Voting**

1. Bylaw changes will be submitted according to the existing deadline – September 15.
2. Bylaws will be presented to membership during the county meetings (late-September through late October). The bylaws will be explained with opportunities for discussion, debate and questions answered.
3. Once county meetings are concluded, a link will be sent out to member boards with voting instructions and content of proposed bylaw changes. The member boards must discuss and vote on each bylaw change, and assign one designee to cast the board's electronic vote. The board's one designee may be a member of the board, the board secretary or the superintendent. The designee will click on the provided link to submit the results of the board vote, including the date on which the board took action.
4. Voting will remain open until 5 p.m. of the Monday one week prior to the Annual Meeting. (In 2016, this date is Monday, December 5.)
5. The vote will be counted by both ASBA staff and an ASBA officer. Per existing ASBA bylaws, a two-thirds majority of ASBA member boards is needed to pass a bylaw change. The results will be announced at the Annual Meeting.



## **Model Agenda Item for ASBA Bylaw Change Proposal Consideration**

To assist boards in placing the bylaw agenda discussion/action to be taken by the governing board, we offer the following sample language to placement on a future board agenda.

### **Discussion/Action Items**

The Board will discuss, consider and give direction on voting on several bylaw change proposals from the Arizona School Boards Association. These bylaw proposals have been offered by other ASBA member school boards, ASBA committee and the ASBA Board of Directors and must be approved by two-thirds of the ASBA member boards to be effective. After discussion, the Board will vote to give direction to XXXXXXX to vote in the manner the board has approved. The following are the bylaw proposals to be considered and acted upon:

- A director or officer on the ASBA Board of Directors will be deemed to have vacated their office if missing more than one of the quarterly meetings in a given year (December through September).
  - Explanation: there is currently discretion by the Board of Directors to take this action only for unexcused absences.
- The current electronic voting procedure that ASBA employs requiring two-thirds of all member boards for passage be amended to require instead two-thirds affirmative votes of those voting using the electronic voting method.
  - Explanation: The concern is that the current method is too high of a threshold to enact bylaw changes.
- The President and Past-President of the ASBA Hispanic Native American Indian Caucus will have seats on ASBA Board of Directors.
  - Explanation: There currently is one seat on the ASBA Board for the HNAIC President only. The HNAIC seeks greater representation on the ASBA Board.
- A candidate wishing to run from the floor at the Annual Business Meeting for an ASBA Officer position must provide one week written notice of an intention to so.
  - Explanation: There is concern by the ASBA Governance Committee that those chosen by the nominating committee be given notice out of fairness so that both sides will have an opportunity to marshal support.
- Running from the floor for an officer position on the ASBA Board of Directors will not be allowed at and the ASBA nominating committee is required to provide two or more names for consideration of the delegates at the annual membership meeting.
  - Explanation: Concern that running from the floor creates unfairness for those that have gone through the process of applying for an officer position; concern that the nominating committee give the membership a full range of choices
- The ability to run from the floor for an officer position at the annual meeting is eliminated.
  - Concern that running from the floor creates unfairness for those that have gone through the process of applying for an officer position.

# **Bylaw Proposals**

**PROPOSED ASBA BYLAW CHANGE: ARTICLE V, SECTION 9**

**Rationale:** The ASBA Governance Committee has recommended the proposed bylaw change to strengthen the commitment and responsibilities of the ASBA Board of Directors.

**Changes are reflected by strikethrough and underlined text.**

<p>Current language:</p> <p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 9. Vacancies and Removal from Office</b>  A vacancy in any office or on the Board of Directors occurring between annual membership meetings shall be filled by a vote of the Board of Directors. Such person shall hold office until the next annual membership meeting of the Association. Any officer or director who <i>misses more than one meeting out of any four (4) consecutive meetings, unless he/she is excused</i> by the Board for a valid reason, may have his/her office vacated by action of the board.</p>	<p>Proposed change:</p> <p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 9. Vacancies and Removal from office</b>  A vacancy in any office or on the Board of Directors occurring between annual membership meetings shall be filled by a vote of the Board of Directors. Such person shall hold office until the next annual membership meeting of the Association. Any officer or director who misses more than one meeting out of any four (4) <u>quarterly consecutive meetings in a given year (December through September)</u>, <del>unless he/she is excused by the Board for a valid reason, may</del> <u>will be deemed to have vacated</u> his/her office. <del>vacated by action of the board.</del></p>
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**PROPOSED ASBA BYLAW CHANGE: ARTICLE VIII, SECTION 1**

**Rationale:** The Chino Valley USD Governing Board has recommended the proposed bylaw change because they feel the requirement that affirmative votes from two-thirds of all boards can become an insurmountable burden if there are boards that don't vote.

For example, if only 10% of the members don't submit a vote, for a proposed bylaw change to pass it requires over 74% of the voting members to vote in the affirmative in order to pass.

**Hypothetical Examples (with current bylaw)**

200 member boards  
 200 boards vote (100% voting)  
 134 boards vote in the affirmative for change to pass  
 67% affirmative votes from voting members

200 member boards  
 180 boards vote (90% voting)  
 134 boards vote in the affirmative for change to pass  
 74% affirmative votes from voting members

**Hypothetical Examples (with proposed bylaw change)**

200 member boards  
 200 boards vote (100% voting)  
 134 boards vote in the affirmative for change to pass  
 67% affirmative votes from voting members

200 member boards  
 180 boards vote (90% voting)  
 120 boards vote in the affirmative for change to pass  
 67% affirmative votes from voting members

**Changes are reflected by underlined text.**

<p>Current language:</p> <p><b>Article VIII - Amendment of Bylaws and Core Beliefs</b></p> <p><b>Section 1.</b> These Bylaws or the Core Beliefs may be amended or repealed, or new ones adopted as follows:</p> <p>(a) By a vote of two-thirds of the member boards using an electronic vote of the membership using a procedure adopted by the Board of Directors.</p> <p>(b) Amendments may be submitted by action of a member board, the Board of Directors of this Association, or any committee appointed by it, and shall be transmitted to the executive director not later than September 15. Such amendments shall be forwarded to the membership at least thirty (30) days prior to the opening of electronic voting as approved by the ASBA Board of Directors.</p>	<p>Proposed change:</p> <p><b>Article VIII - Amendment of Bylaws and Core Beliefs</b></p> <p><b>Section 1.</b> These Bylaws or the Core Beliefs may be amended or repealed, or new ones adopted as follows:</p> <p>(a) By a vote of two-thirds of the member boards <u>voting</u> using an electronic vote of the membership using a procedure adopted by the Board of Directors.</p> <p>(b) Amendments may be submitted by action of a member board, the Board of Directors of this Association, or any committee appointed by it, and shall be transmitted to the executive director not later than September 15. Such amendments shall be forwarded to the membership at least thirty (30) days prior to the opening of electronic voting as approved by the ASBA Board of Directors.</p>
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**PROPOSED ASBA BYLAW CHANGE: ARTICLE V, SECTION 2**

**Rationale:** Current ASBA Bylaws include a Board seat for the HNAIC President. HNAIC Bylaws dictate the president's seat alternate between a Native American and a Hispanic member annually. As a result, each year the president and the immediate past-president will represent each of the two distinct groups of board members. This proposal allows for the Caucus to have each group represented by individuals in their respective roles of president and immediate past-president to serve on the ASBA Board.

Changes are reflected by underlined text.

<p>Current language:</p> <p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 2. Board of Directors</b>          The governing body of the Association shall be a Board of Directors consisting of the officers, one representative from each of the counties of the state, except Maricopa and Pima counties which are allotted two (2) representatives. County representatives shall serve for a period of two (2) years with no member serving more than three (3) consecutive two (2) year terms. However, at the first meeting of the Board of Directors after the adoption of the bylaws, county representatives shall determine by lot the one-half of their number who will serve for one (1) year and the one-half who will serve for two (2) years. Thereafter, members of the Board of Directors shall be elected by member boards of their counties at their annual County Workshop meetings. Ex-officio members of the Arizona School Boards Association Board of Directors shall be:</p> <p>(a) Any person residing in Arizona who is either an officer or director of the National School Boards Association during his/her term of office in the national body, and</p> <p>(b) Any member of an ASBA active member Governing Board serving as President of the Arizona Hispanic Native American Indian Caucus and Black Caucus during his/her term of office in the Caucus.</p>	<p>Proposed change:</p> <p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 2. Board of Directors</b>          The governing body of the Association shall be a Board of Directors consisting of the officers, one representative from each of the counties of the state, except Maricopa and Pima counties which are allotted two (2) representatives. County representatives shall serve for a period of two (2) years with no member serving more than three (3) consecutive two (2) year terms. However, at the first meeting of the Board of Directors after the adoption of the bylaws, county representatives shall determine by lot the one-half of their number who will serve for one (1) year and the one-half who will serve for two (2) years. Thereafter, members of the Board of Directors shall be elected by member boards of their counties at their annual County Workshop meetings. Ex-officio members of the Arizona School Boards Association Board of Directors shall be:</p> <p>(a) Any person residing in Arizona who is either an officer or director of the National School Boards Association during his/her term of office in the national body, and</p> <p>(b) Any member of an ASBA active member Governing Board serving as President <u>and Past President</u> of the Arizona Hispanic Native American Indian Caucus <u>and the President of the</u> Black Caucus during his/her term of office in the Caucus.</p>
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**PROPOSED ASBA BYLAW CHANGE: ARTICLE V, SECTION 5**

**Rationale:** The ASBA Governance Committee has recommended the proposed bylaw change to facilitate fairness in the voting process.

**Changes are reflected by underlined text.**

Current language:	Proposed change:
<p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 5. Nominations and Elections</b>                      A nominating committee shall be constituted and selected as follows: the immediate past president of the Association shall serve as chairman of the committee and the remaining members shall be appointed by the president in consultation with the directors from those counties in which a county representative to the Board of Directors is elected for a two-year term. No two (2) members of the nominating committee shall be from the same county, and no more than three (3) members, in addition to the past president, shall be members of the Board of Directors. The committee shall submit a slate of officers consisting of one or more nominees for each office to the general membership at an annual membership meeting. Additional nominations may be made from the floor provided the consent of the nominee has been obtained.</p> <p>The election of officers of the Association shall take place at the annual membership meeting. The election shall be by written ballot when there is more than one nominee for any office and only designated delegates shall be allowed to vote. The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting. County representatives to the Board of Directors shall be nominated and elected by the official delegates of the governing boards of school districts at the county workshop of each county.</p>	<p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 5. Nominations and Elections</b>                      A nominating committee shall be constituted and selected as follows: the immediate past president of the Association shall serve as chairman of the committee and the remaining members shall be appointed by the president in consultation with the directors from those counties in which a county representative to the Board of Directors is elected for a two-year term. No two (2) members of the nominating committee shall be from the same county, and no more than three (3) members, in addition to the past president, shall be members of the Board of Directors. The committee shall submit a slate of officers consisting of one or more nominees for each office to the general membership at an annual membership meeting. Additional nominations may be made from the floor provided the consent of the nominee has been obtained <u>and written notification was made to the Nominating Committee Chair and Executive Director one week prior to annual membership business meeting.</u></p> <p>The election of officers of the Association shall take place at the annual membership meeting. The election shall be by written ballot when there is more than one nominee for any office and only designated delegates shall be allowed to vote. The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting. County representatives to the Board of Directors shall be nominated and elected by the official delegates of the governing boards of school districts at the county workshop of each county.</p>

**PROPOSED ASBA BYLAW CHANGE: ARTICLE V, SECTION 5**

**Rationale:** The Maricopa USD Governing Board has recommended the proposed bylaw change because they believe that in order for a true "election" the nominating committee must put forth two or more names for each executive board office to be voted on by the membership. The practice of the past, placing one name for election, was more of an appointment not an election. We also believe that individuals should not be able to run for office from the floor because it nullifies the nomination process and devalues the Nominating Committee, candidates and the election process.

**Changes are reflected by strikethrough and underlined text.**

Current language:	Proposed change:
<p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 5. Nominations and Elections</b>                      A nominating committee shall be constituted and selected as follows: the immediate past president of the Association shall serve as chairman of the committee and the remaining members shall be appointed by the president in consultation with the directors from those counties in which a county representative to the Board of Directors is elected for a two-year term. No two (2) members of the nominating committee shall be from the same county, and no more than three (3) members, in addition to the past president, shall be members of the Board of Directors. The committee shall submit a slate of officers consisting of one or more nominees for each office to the general membership at an annual membership meeting. Additional nominations may be made from the floor provided the consent of the nominee has been obtained.</p> <p>The election of officers of the Association shall take place at the annual membership meeting. The election shall be by written ballot when there is more than one nominee for any office and only designated delegates shall be allowed to vote. The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting. County representatives to the Board of Directors shall be nominated and elected by the official delegates of the governing boards of school districts at the county workshop of each county.</p>	<p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 5. Nominations and Elections</b>                      A nominating committee shall be constituted and selected as follows: the immediate past president of the Association shall serve as chairman of the committee and the remaining members shall be appointed by the president in consultation with the directors from those counties in which a county representative to the Board of Directors is elected for a two-year term. No two (2) members of the nominating committee shall be from the same county, and no more than three (3) members, in addition to the past president, shall be members of the Board of Directors. The committee shall submit a slate of officers consisting of <del>one</del> <u>two</u> or more nominees for each office to the general membership at an annual membership meeting. <del>Additional nominations may be made from the floor provided the consent of the nominee has been obtained.</del></p> <p>The election of officers of the Association shall take place at the annual membership meeting. The election shall be by written ballot <del>when there is more than one nominee for any office</del> and only designated delegates shall be allowed to vote. The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting. County representatives to the Board of Directors shall be nominated and elected by the official delegates of the governing boards of school districts at the county workshop of each county.</p>

**PROPOSED ASBA BYLAW CHANGE: ARTICLE V, SECTION 5**

**Rationale:** The Oracle ESD Governing Board has recommended the proposed bylaw change to encourage the nominating committee to nominate more than one nominee for each office and that all nominees for an executive officer position be required to follow the same nomination process and be vetted, and those who meet those requirements be offered up for consideration to the general membership to vote on at the annual membership meeting.

**Changes are reflected by strikethrough.**

<p>Current language:</p> <p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 5. Nominations and Elections</b>          A nominating committee shall be constituted and selected as follows: the immediate past president of the Association shall serve as chairman of the committee and the remaining members shall be appointed by the president in consultation with the directors from those counties in which a county representative to the Board of Directors is elected for a two-year term. No two (2) members of the nominating committee shall be from the same county, and no more than three (3) members, in addition to the past president, shall be members of the Board of Directors. The committee shall submit a slate of officers consisting of one or more nominees for each office to the general membership at an annual membership meeting. Additional nominations may be made from the floor provided the consent of the nominee has been obtained.</p> <p>The election of officers of the Association shall take place at the annual membership meeting. The election shall be by written ballot when there is more than one nominee for any office and only designated delegates shall be allowed to vote. The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting. County representatives to the Board of Directors shall be nominated and elected by the official delegates of the governing boards of school districts at the county workshop of each county.</p>	<p>Proposed change:</p> <p><b>Article V – Officers and Board of Directors and Executive Committee</b></p> <p><b>Section 5. Nominations and Elections</b>          A nominating committee shall be constituted and selected as follows: the immediate past president of the Association shall serve as chairman of the committee and the remaining members shall be appointed by the president in consultation with the directors from those counties in which a county representative to the Board of Directors is elected for a two-year term. No two (2) members of the nominating committee shall be from the same county, and no more than three (3) members, in addition to the past president, shall be members of the Board of Directors. The committee shall submit a slate of officers consisting of one or more nominees for each office to the general membership at an annual membership meeting. <del>Additional nominations may be made from the floor provided the consent of the nominee has been obtained.</del></p> <p>The election of officers of the Association shall take place at the annual membership meeting. The election shall be by written ballot when there is more than one nominee for any office and only designated delegates shall be allowed to vote. The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting. County representatives to the Board of Directors shall be nominated and elected by the official delegates of the governing boards of school districts at the county workshop of each county.</p>
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