



MEMORANDUM

To: ASBA District Member Governing Board Members and Superintendent Secretaries
From: Dr. Tim Ogle, Executive Director
Date: October 2, 2017
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 calendar year it will be deemed that they have vacated their office.

Background: The ASBA Board of Directors holds four meetings per year, per bylaws. Directors sign an acknowledgement of requirements of service, including meeting attendance, prior to their election.

Proposal B ASBA Governance Committee proposes that if any director or officer on the ASBA Board of Directors misses more than one meeting in a calendar year it will be deemed that they have vacated their office. ASBA sent a reworded Proposal B dated 10/5/2017, by e-mail, on 10/11/2017, which can be read on the Summary pages and in the Current and Proposed Bylaw Comparison pages. of the ASBA in the affirmative

Background: Currently, a minimum of two-thirds (66 percent) of all ASBA members boards must vote in the affirmative to amend or repeal a bylaw.

azsba.org – o: 602.254.1100 – f: 602.254.1177 – 2100 N. Central Ave., Suite 200, Phoenix, AZ 85004

Executive Director – Dr. Timothy L. Ogle
President – Julie Bacon, Paradise Valley USD • President Elect Linda Lyon, Oracle ESD
Treasurer – Lawrence Robinson, Roosevelt ESD • Secretary – Steven Chapman, Tolleson UHSD
Immediate Past President – Kathy Knecht, Peoria USD





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 *These Bylaws or the Core Beliefs may be amended or repealed, or new ones adopted as follows:*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 2, 2017, and close at 5 p.m. on Monday, Dec. 4, 2017.** 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) 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 2017, this date is Monday, December 4.)
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.



SUMMARY: Proposed Changes to ASBA Bylaws – 2017

Bylaws, which are voted on by the membership itself, define the governing rules of the association under which the ASBA Board of Directors and management must operate on behalf of members.

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 calendar year it will be deemed that they have vacated their office.

Background: The ASBA Board of Directors holds four meetings per year, per bylaws. Directors sign an acknowledgement of requirements of service, including meeting attendance, prior to their election.

Proposal B ASBA Governance Committee proposes that a quorum of 60 percent of the ASBA member boards must vote and three-fourths of all votes must be in the affirmative to add, amend or repeal a bylaw.

Background: Currently, a minimum of two-thirds (66 percent) of all ASBA members boards must vote in the affirmative to amend or repeal a bylaw.

Proposal C Maricopa USD recommends that a bylaw may be amended or repealed by an affirmative vote of two-thirds of the ASBA member boards that vote.

Background: Currently, a minimum of two-thirds (66 percent) of all ASBA members boards must vote in the affirmative to amend or repeal a bylaw.

Proposal D Tempe ESD proposes an amendment to the change the name of the ASBA Hispanic - Native American Indian Caucus (HNAIC) to the Hispanic - Native American Caucus.

Background: Native American is the term preferred by members of the HNAIC.

(Revised 10-5-17)



Proposal E Gila Bend USD proposes an amendment that will allow a seat on the ASBA Board of Directors for the President and Past President of the Hispanic-Native American Indian Caucus (HNAIC).

Background: Currently the HNAIC has a single ex officio voting seat on the ASBA Board of Directors, which is held by the caucus's sitting president. The caucus presidency (a two-year term) alternates between a Hispanic and a Native American, per HNAIC bylaws, which provides alternating representation on the ASBA Board of Directors.

Proposal F Concho ESD proposes that no action by any delegate or presiding authority shall end debate or discussion at the Delegate Assembly.

Background: Rules of Procedure for the Delegate Assembly are adopted by delegates at the assembly and currently allow delegates to "Call for the Question" to end debate or discussion. The motion requires a two-thirds vote of delegates to pass. Procedural rules for the Delegate Assembly currently are not in ASBA's bylaws.

Proposal G Concho ESD proposes an amendment to establish a Conservative Caucus to support and defend the constitution of the United States.

Background: Per the ASBA Bylaws (Article VII, Section 2. Caucuses), "ASBA caucuses shall exist to enhance the work of the association by addressing the unique needs of member districts. Caucuses are considered to be affiliated with ASBA as a program provider with responsibility for the caucuses. Each caucus is expected to adopt its own bylaws for operating, programming and governing within the context of the relationship with ASBA described herein."

Proposal H Littleton ESD proposes a recommendation that the ASBA Legislative Committee shall hold a delegate assembly workshop in advance of the delegate assembly to orient new or existing members in establishing the political agenda, moving items for floor action, and explaining the process.

Background: Operational matters related to the Delegate Assembly are currently not included in the ASBA Bylaws.

(Revised 10-5-17)



Proposed Changes to ASBA Bylaws

<p>Proposal A Article V - Officers and Board of Directors and Executive Committee Section 9 – Vacancies and Removal from Office</p>	
<p>Submitted by ASBA Governance Committee</p>	
<p>Current</p>	<p>Proposed</p>
<p>Section 9. Vacancies and removal from office. 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. The person appointed by the Board of Directors shall hold that position for the remainder of the elected director’s term. Any officer or director who misses more than one meeting out of any four (4) consecutive meetings, unless he/she is excused by the Board for a valid reason, may have his/her office vacated by action of the board.</p>	<p>Section 9. Vacancies and removal from office. 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. The person appointed by the Board of Directors shall hold that position for the remainder of the elected director’s term. Any officer or director who misses more than one meeting <u>in a calendar year</u> out of any four (4) consecutive meetings, unless he/she is excused by the Board for a valid reason, may <u>will</u> have his/her office vacated by action of the board.</p>

Proposal A Background: The ASBA Board of Directors holds four meetings per year, per bylaws. Directors sign an acknowledgement of requirements of service, including meeting attendance, prior to their election.

Proposal B Article VIII – Amendment of Bylaws and Core Beliefs	
Submitted by ASBA Governance Committee	
Current	Proposed
<p><i>Section 1.</i> 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><i>Section 1.</i> 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>When a quorum of 60 percent of the member boards vote and three-fourths of all votes are in the affirmative</u>, using an electronic vote of the membership using a procedure adopted by the Board of Directors.</p>

Proposal B Background: Currently, a minimum of two-thirds (66 percent) of all ASBA members boards must vote in the affirmative to amend or repeal a bylaw.

Proposal C Article VIII – Amendment of Bylaws and Core Beliefs	
Submitted by Maricopa USD Governing Board	
Current	Proposed
<p><i>Section 1.</i> 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><i>Section 1.</i> 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 <u>by the participating of the member boards voting</u> using an electronic vote of the membership using a procedure adopted by the Board of Directors.</p>

Proposal C Background: Currently, a minimum of two-thirds (66 percent) of all ASBA members boards must vote in the affirmative to amend or repeal a bylaw.

Proposal D This is a technical change to all instances of this language in the ASBA Bylaws.	
Submitted by Tempe ESD Governing Board	
Current	Proposed
Hispanic-Native American Indian Caucus	Hispanic-Native American Caucus

Proposal D Background: Native American is the term preferred by members of the caucus.

Proposal E Article V – Officers and Board of Directors and Executive Committee Section 2 – Board of Directors	
Submitted by Gila Bend USD Governing Board	
Current	Proposed
<p><i>Section 2. Board of Directors</i> 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><i>Section 2. Board of Directors</i> 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>(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 and <u>the President of</u> the Black Caucus during his/her term of office in the Caucus.</p>
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Proposal E Background: Currently the HNAIC has a single ex officio voting seat on the ASBA Board of Directors, which is held by the caucus's sitting president. The caucus presidency (a two-year term) alternates between a Hispanic and a Native American, per HNAIC bylaws, which provides alternating representation on the ASBA Board of Directors.

<p>Proposal F Article VI – Meetings and Voting Section 3 – Annual Delegate Assembly</p>	
<p>Submitted by Concho ESD Governing Board</p>	
<p>Current</p>	<p>Proposed</p>
	<p><u>(h) No action by any delegate or presiding authority shall stifle and/or terminate debate or discussion at the Delegate Assembly.</u></p>

Proposal F Background: Rules of Procedure for the Delegate Assembly are adopted by delegates at the assembly and currently allow delegates to “Call for the Question” to end debate or discussion. The motion requires a two-thirds vote of delegates to pass. Procedural rules for the Delegate Assembly currently are not in ASBA’s bylaws.

<p>Proposal G Article VII – Committees & Caucuses Section 2 – Caucuses</p>	
<p>Submitted by Concho ESD Governing Board</p>	
<p>Current</p>	<p>Proposed</p>
<p><i>Section 2. Caucuses</i> Caucuses shall exist to enhance the work of the association by addressing the unique needs of member districts. Caucuses of ASBA are considered to be affiliated with ASBA as a program provider with responsibility for the caucuses. Each caucus is expected to adopt its own bylaws for operating, programming and governing within the context of the relationship with ASBA described herein.</p> <p>With the adoption of this section, the Black Caucus of ASBA and the Hispanic/Native American Indian Caucus of ASBA are hereby established.</p> <p>Caucuses shall be added or eliminated to this provision through the amendment process described in article VIII of this document.</p>	<p><i>Section 2. Caucuses</i> Caucuses shall exist to enhance the work of the association by addressing the unique needs of member districts. Caucuses of ASBA are considered to be affiliated with ASBA as a program provider with responsibility for the caucuses. Each caucus is expected to adopt its own bylaws for operating, programming and governing within the context of the relationship with ASBA described herein.</p> <p>With the adoption of this section, the Black Caucus of ASBA and the Hispanic/Native American Indian Caucus of ASBA <u>and the Conservative Caucus of ASBA</u> are hereby established.</p> <p>Caucuses shall be added or eliminated to this provision through the amendment process described in article VIII of this document.</p>

Background: Per the ASBA Bylaws (Article VII, Section 2. Caucuses), “ASBA caucuses shall exist to enhance the work of the association by addressing the unique needs of member districts. Caucuses are considered to be affiliated with ASBA as a program provider with responsibility for the caucuses. Each caucus is expected to adopt its own bylaws for operating, programming and governing within the context of the relationship with ASBA described herein.”

Proposal H Article VI – Meetings and Voting Section 3 – Annual Delegate Assembly	
Submitted by Littleton ESD Governing Board	
Current	Proposed
	<u>(h) The legislative committee shall hold a basic delegate assembly workshop in advance of the delegate assembly in order to orient new or existing members in establishing the political agenda, moving items to the floor for action, and explaining the process.</u>

Background: Operational matters related to the Delegate Assembly are currently not included in the ASBA Bylaws.