



## **Proposed Amendment to the ASBA Bylaws: Learn, Review and Vote**

Dear ASBA Board Members,

**The ASBA Governance Committee, with unanimous approval from the ASBA Board of Directors, has proposed important changes to our bylaws.** These updates are designed to enhance transparency, accountability and member engagement, ensuring ASBA continues to serve its diverse membership effectively. **Now it's your turn to make a difference.**

### **What These Changes Mean**

- **Stronger Governance:** Adapt to emerging challenges with improved governance practices.
- **More Transparency:** Align with best practices, ensuring clear and accountable leadership.
- **Enhanced Engagement:** Ensure member voices continue to shape ASBA's direction.

### **It's Time to Act**

We need your vote! The future of ASBA's governance depends on the input from every member board. **Please add the bylaw vote to your board agenda.**

Here's how you can take action:

1. **Review the Resources**
  - **Marked-Up Document** (highlighting proposed changes)
  - **Letter from ASBA Board of Directors** (encouraging a YES vote)
  - **Model Agenda Item** (for your board's discussion)

- **Electronic Voting Procedure** (step-by-step guide to vote)
2. **Cast Your Vote (Add to your board agenda)**
- **Deadline:** Submit your vote by 5 p.m., Friday, Dec. 13, 2024.
  - **Vote Online:** *(Only the official designee may cast the vote on behalf of the board.)*

### **Voting Rules**

- Each ASBA member district board is entitled to one vote.
- The vote must result from official board action.
- A two-thirds affirmative vote is required for passage.

**Results will be announced on Thursday, Dec. 19, 2024, at the ASBA Annual Membership Meeting.**

**Register for the Bylaw Webinar, October 18, 12 – 1 p.m.**



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EDUCATE. ADVOCATE. ELEVATE.



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## Introduction

ASBA is a membership driven organization as described in these Bylaws. As a Private Nonprofit, ASBA is committed to compliance with the Articles of Incorporation, these Bylaws, and the Internal Policy Manual, in all aspects of our work. A review and understanding of these Bylaws facilitate smooth interaction between and among members. Your membership and participation are appreciated.

# **BYLAWS ARIZONA SCHOOL BOARDS ASSOCIATION, INC.**

## ***Article I - Name of the Association***

The Association shall be called the ARIZONA SCHOOL BOARDS ASSOCIATION, INC.

## ***Article II - Purpose of the Association***

The Purpose of the Association shall be:

*Section 1.* To promote the general advancement of public education in the State of Arizona and the United States of America and its Territories.

*Section 2.* To promote lay control of public education.

*Section 3.* To coordinate educational policies and procedures and promote uniform application of school laws of the state.

*Section 4.* To coordinate the activities and interest of school boards and accommodation schools within the State of Arizona.

*Section 5.* To present reports, recommendations and information concerning education to the Legislature, State Board of Education, and other governmental officials and agencies.

*Section 6.* To provide leadership to the local school boards.

- (a) By exchanging information and ideas pertaining to all aspects of education.
- (b) By encouraging effective communication with students, parents, community, school personnel, legislators and appropriate agencies.
- (c) By encouraging the most desirable and effective communication between school boards and school personnel, the legislature, and the general public.

*Section 7.* To cooperate with other organizations for the benefit of the children in the public schools of the state and nation.

### **Article III - Policies of the Association**

The adoption of the beliefs of the Arizona School Boards Association, changes thereto, or additions thereto, shall require a majority vote in favor of such adoption by the delegates of member boards. Changes to bylaws and core beliefs may occur by an electronic vote of the membership using a procedure adopted by the Board of Directors.

### **Article IV - Membership**

#### **Section 1. Classes of Membership**

(a) **Active Member -**

Any governing board of a school district of the State of Arizona is eligible to be an active member of the Association, and membership shall be classified under the name of the district thus represented **and may hold elected offices within the organization.**

(b) **Honorary Member-**

1. Each past president of the Association, **subject to remaining in good standing**, shall automatically become ~~and remain~~ an honorary life member. The Board of Directors of the Association may elect **or remove** ~~additional~~ honorary life members.

2. **Any honorary member may be removed by a majority vote of the Board of Directors for actions of the member contrary to ASBA's bylaws or conduct deemed detrimental to the Association, after an appropriate hearing and due process.**

3. **May not hold elected offices within the organization.**

(c) **Associate Member-**

Accommodation schools within the state of Arizona; the Arizona State School for the Deaf and the Blind; the State Juvenile Education System Board; agency school boards, or local school boards, as established by the Bureau of Indian Affairs of the United States Department of the Interior; tribal school boards, charter school governing bodies; and accredited community colleges shall be eligible for Associate Membership. Any former member of a public school governing board shall be eligible for Associate Membership upon written application to the executive director and upon the payment of dues as established by the Association. Membership privileges of the Associate Members shall be determined by the Board of Directors. **May not hold elected offices within the organization.**

(d) **Organization Affiliate -**

Any commercial or professional service firm that wishes to participate in the programs and activities of the Association shall be eligible for Organization Affiliate Membership upon written application to the executive director and approval by the Board of Directors. **May not hold elected offices within the organization.**

#### **Section 2. Voting Powers of the Membership**

(a) **Active Members -**

A governing board that is an active member of the Association shall be deemed present at a membership meeting if one or more members of such governing boards are in attendance. On each matter presented to the membership for vote, each governing board that is an active member shall be entitled to one vote,

provided such governing board has paid dues as established and assessed in section 3(a) hereafter. The right to the floor for the purpose of discussion shall, however, be open to any and all members of a governing board who is an active member.

- (b) **Honorary Members** -  
Honorary members shall also have the right to the floor for **discussion purposes if permitted by the chair** ~~the purpose of discussion~~ but shall not be entitled to vote.
- (c) **Associate Members** -  
Associate members shall have the right to the floor for discussion purposes **if permitted by the chair** but shall not be entitled to vote.
- (d) **Organization Affiliate** -  
Organization affiliate members **shall not have the right to the floor for discussion purposes and** shall not be entitled to vote.

### **Section 3. Dues of the Membership**

- (a) **Active Members** -  
The dues of each active member shall be established by the Association at an annual membership meeting or as established by law.
- (b) **Honorary Members** -  
Honorary members shall not pay any dues.
- (c) **Associate Members** -  
The dues of associate members shall be as established by the ~~Association by an electronic vote of the membership using a procedure adopted by the~~ Board of Directors.
- (d) **Organization Affiliates Members** -  
The dues of organization affiliate members shall be as established ~~by the Association by an electronic vote of the membership using a procedure adopted~~ by the Board of Directors.

### **Section 4. Resignation**

Any member of any classification may submit a resignation in writing to the executive director and such resignation shall be effective ten (10) days after receipt.

### **Section 5. Suspension and Expulsion**

**5.1** Failure to pay dues shall be grounds for suspension or expulsion from the Association. The Board of Directors may also terminate the membership of a member for actions of the member contrary to ASBA's bylaws, under procedures adopted by the Board of Directors. Suspension or expulsion shall automatically constitute a termination (in case of suspension, however, only for the period of suspension) of all member's rights and privileges in the Association.

**5.2 Any member district or organization may be removed by a two-thirds vote of the Board of Directors for actions of the member district/organization contrary to ASBA's bylaws or conduct deemed detrimental to the Association, after an appropriate hearing and due process.**

## **Article V - Officers and Board of Directors and Executive Committee**

### **Section 1. Officers and Terms of Office**

- 1.1** The officers of the Association shall be president, president-elect, treasurer, secretary, and immediate past president, each of whom shall serve a term of one (1) year or until the selection and/or qualification of his/her successor.
- 1.2** Upon election as the *president-elect*, he/she shall accede automatically to the presidency at such time as he/she is duly qualified. No two offices may be held by the

same person. **Upon declaration of candidacy for a paid partisan elected office, an officer, director, or executive committee member must resign from the Board of Directors immediately and notify the Executive Director and Board of Directors.**

## **Section 2. Board of Directors**

**2.1** 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.~~ **counties with populations over 500 thousand shall be entitled to one (1) additional representative on the Board of Directors.**

**2.2** **When a county crosses the population threshold granting an additional director position, at the county meeting, districts will select co-directors who will alternate terms of office to offset the current representation for the county.**

**2.3** 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.~~

**2.4** Thereafter, members of the Board of Directors shall be elected by member boards of their counties at their annual County Workshop meetings.

**2.5** Ex-officio members of the Arizona School Boards Association Board of Directors shall be:

- ~~(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~~
- (b) Any member of an ASBA active member Governing Board serving as President of the Hispanic Caucus, Native American Caucus and Black Caucus during his/her term of office in such caucus or any successor caucus by another name.

## **Section 3. Qualifications**

Each officer and director, with the exception of the immediate past president, shall be a member of a governing board which is a member of the Association. No more than one (1) elected officer shall be elected from any ~~one~~ member board and no two (2) board of directors' positions may be held by the same person.

## **Section 4. Authority**

The Board of Directors shall manage the affairs of the Association and shall have the power to adopt such rules as are consistent with the bylaws.

## **Section 5. Nominations and Elections**

**5.1** 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.

**5.2** 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.

**5.3** The committee shall submit a slate of ~~candidates 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.

**5.4** 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, **an election will be held**, and only designated delegates



shall be allowed to vote.

**5.5** The officers, county representatives, and ex-officio members of the Board of Directors shall take office at the close of the annual membership meeting.

**5.6** 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.

## **Section 6. Selection of Executive Director**

**6.1** The Executive Director (**ED**) shall be appointed by the Board of Directors, with a contract not to exceed four (4) years.

**6.2** He/she shall receive such salary and expenses as the Board of Directors shall determine or as may be consistent with the laws of the State of Arizona providing, therefore.

**6.3** **The contract for the Executive Director shall be reviewed and ratified by the entire Board of Directors only after a thorough vetting process determined by the ASBA Board of Directors has been completed.**

## **Section 7. Duties of Officers, Board of Directors and Executive Committee**

**7.1** The president shall:

**(a)** Have such power and duties as are usually exercised by such an officer.

**(b)** ~~He/she~~ Shall preside over meetings of the Association, the Board of Directors and of the Executive Committee.

**(c)** Unless otherwise provided for herein, he/she shall appoint all standing and special committees.

**(d)** ~~The president shall~~ Be an ex-officio member of all committees, except the nominating committee, with voting power.

**7.2** The president-elect shall:

**(a)** In the absence or disability of the president, shall have the authority and perform the duties of the president.

**(b)** **Serve as the Chair of the Legislative Committee.**

**7.3** The treasurer ~~and secretary~~ shall:

**(a)** ~~h~~Have such powers and duties as are usually exercised by such officers.

~~The treasurer shall collect dues and receipt therefor; shall receive and cause to be deposited all monies belonging to the Association, shall disburse the funds of the Association in accordance with the dictates of the Board.~~

**(b)** **Serve as the Chair of the Budget and Financial Oversight Committee.**

**(c)** ~~He/she shall~~ Report regularly to the board, **delegates, and membership** ~~prepare a budget report to be presented to delegates and membership and shall~~ perform such other duties as are delegated to him/her by the president or by the Board of Directors.

**7.4** The secretary shall:

**(a)** **Record and submit** ~~keep~~ the minutes of all ~~meetings of the Association, the Board, and the Executive Committee; shall~~ **Executive Session meetings of the Board of Directors.**

**(b)** ~~keep a membership roster up to date at all times; shall preserve the records and the files of the Association; shall give all notices required.~~ **Ensure minutes from all other Board of Director meetings are properly recorded and filed.**

**7.5.** The immediate past-president shall:

**(a)** **Serve as the chair of the Nominating Committee.**

**(b)** **Serve in other capacities as determined by the Board of Directors.**

## **Section 8. Executive Committee**

The Executive Committee shall be composed of the officers of the Association.

Duties:

- (a) The Executive Committee shall have the authority of the Board of Directors to act on any emergency when the president deems it impracticable to call a meeting of the entire board.
- (b) It may review plans and programs to be presented to the Board of Directors at their regular meetings.
- (c) It shall have authority to give direction or delegate that such direction be given on legislative action to come before the State Legislature on which there is no formal Association position.
- (d) All actions of the Executive Committee shall be subject to ratification by the Board of Directors.
- (e) **Any action taken upon declaration of emergency shall be ratified by the Board of Directors within ten (10) business days.**

### **Section 9. Vacancies and removal from office.**

**9.1.** A vacancy in any **Executive Committee** office or on the Board of Directors occurring between annual membership meetings shall be filled by a vote of the Board of Directors **upon submission of a recommendation by the board president**. Such a person shall hold office until the next annual membership meeting of the Association.

**9.2.** 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 of Directors for a valid reason, may have his/her office vacated by action of the board.

**9.3. Any officer or director may be removed by a two-thirds vote of the Board of Directors for actions of the member contrary to ASBA's bylaws or conduct deemed detrimental to the Association, after an appropriate hearing and due process.**

## **Article VI - Meetings and Voting**

### **Section 1. Membership Meetings**

**1.1** The Association shall hold an annual membership meeting and ~~in addition~~ an annual Delegate Assembly. ~~at a time and place designated by the preceding annual membership meeting, by a vote of the membership, or by subsequent determination by the Board of Directors.~~ Notice of the time and place shall be given by written notice to all members at least sixty (60) days but not more than ninety (90) days prior to the meeting. c

**1.2** Special meetings of the membership may be called at any time by the Board of Directors or by the president; ~~and~~

- (a) the president shall call a special meeting **of the membership promptly within ten (10) business days** upon receipt by him/her of a petition ~~stating the purpose of the meeting~~ signed by no less than ~~ten (10)~~ **twenty (20)** active members **and stating the purpose of the meeting.**
- (b) Notice of the time and place of a special meeting shall be given to members at least ~~fifteen (15)~~ **ten (10) business** days prior to the meeting date, and such notice shall specify the business to be transacted.
- (c) The presence of representatives of no less than ~~twenty-five (25)~~ **fifty (50)** active members **in person or electronically** shall be necessary to constitute a quorum at any meeting of the membership.

### **Section 2. Meetings of the Board of Directors and Executive Committee**

- 2.1 The Board of Directors shall meet at least once each quarter of each calendar year.
- 2.2 The president shall call a special meeting of the Board of Directors or Executive Committee upon receipt of a petition presented to ASBA staff stating the purpose of the meeting signed by no less than twenty (20) active member districts.
- 2.3 Special meetings shall be ~~upon the call of the president, be and such meetings shall~~ called upon written request of five (5) members of the Board of Directors.
- 2.4. Special meetings may be called by the president of the Association provided a ten (10) business day notice is given.
- 2.5 All members should be given notice of time and place of special meetings at least ~~five (5)~~ ten (10) days prior to the meeting date.
- 2.6 The Executive Committee shall meet from time to time as it deems necessary or upon call of the president.
- 2.7 Emergency meetings may be called to handle issues with no less than 48 hours notice.
- (a) All actions approved in an emergency meeting must be ratified by the entire Board of Directors within ten (10) business days.
- (b) Emergency meetings may be called by the president or no less than five (5) members of the Board of Directors.

### Section 3. Annual Delegate Assembly

- 3.1 The annual Delegate Assembly shall be held to establish the political agenda items which support the beliefs of the association in the legislative process and in the priorities of the Association. Action agenda items may be submitted to the annual Delegate Assembly of the Association by the action of member boards, the Board of Directors of this Association, or any committee appointed by it, and shall be transmitted to the executive director not later than sixty (60) days before the opening date of the annual Delegate Assembly. All action items so submitted shall be forwarded immediately to the legislative committee for consideration.
- 3.2 The legislative committee is charged with creating a draft political agenda and shall consider the district action agenda items submitted. The draft legislative agenda shall be sent to members at least twenty (20) days prior to the annual Delegate Assembly by the legislative committee.
- 3.3 Other action agenda items submitted to the chairman of the legislative committee during the annual Delegate Assembly and prior to the last business session shall be considered by the membership at said meeting, provided that such action agenda items are in proper written form and signed by registered delegates from at least ten (10) active members.
- 3.4 The ~~reporting member~~ Chair or designee of the legislative committee shall be authorized, on behalf of the committee, to move for floor action on action agenda items and beliefs.
- 3.5 All action agenda items reported out of the legislative committee shall be ~~duplicated~~ distributed as soon as possible and made available to the delegates.
- 3.6 Action agenda items passed at the annual Delegate Assembly will constitute the Political Agenda and shall be considered the position of the Association until the next Delegate Assembly. The presence of representatives of no less than 20% of member districts or ~~twenty-five (25)~~ fifty (50) active members shall be necessary to constitute a quorum at the Delegate Assembly, whichever is fewer.

## **Article VII - Committees & Caucuses**

### **Section 1. Standing Committees**

Standing Committees of the Association shall be ~~a~~-Nominating Committee and a Legislative Committee.

#### **1.1. Nominating Committee**

(a) The nominating committee shall be so constituted and have such powers as previously provided herein.

(b) **The immediate past-president or designee shall serve as the chair of the committee.**

#### **1.2. Legislative Committee**

(a) The legislative committee, consisting of as many members as deemed advisable by the president and the Board of Directors, shall meet upon the call of the president to consider legislative matters, and the effect thereof on governing boards.

(b) **The president-elect or designee shall serve as the chair of the committee.**

#### **1.3. Budget and Financial Oversight Committee**

(a) **The Budget and Financial Oversight Committee shall be established as a standing committee and shall have such powers as deemed necessary to ensure the financial health of the Association.**

(b) **The treasurer or designee shall serve as the Chair of the committee.**

#### **1.4. Governance Committee**

(a) **The Governance Committee shall be established as a standing committee and have responsibilities commensurate with the purpose of the committee.**

(b) **The chair of the Governance Committee shall be appointed by the president.**

### **Section 2. Caucuses**

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 **shall** ~~is expected to~~ adopt its own bylaws for operating, programming, and governing within the context of the relationship with ASBA described herein. **All caucus bylaws shall conform to applicable statutes, ASBA Bylaws and Internal Policies.**

With the adoption of this section, the Black Caucus of ASBA and the Hispanic/~~Native~~ American Indian Caucus of ASBA are hereby established.

Caucuses shall be added or eliminated to this provision through the amendment process described in article VIII of this document.

## **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.

## ***Article IX - Parliamentary Authority***

**Section 1.** The rules contained in the current edition of Robert's Rules of Order newly revised shall govern the proceedings of the ASBA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that ASBA may adopt.

Adopted by the ASBA Delegate Assembly, April 6, 1974.

Amended:

September 12, 1975  
June 12, 1976  
December 8, 1976  
November 30, 1977  
November 29, 1978  
December 12, 1979  
December 2, 1981  
June 25, 1983  
December 5, 1985  
December 12, 1986  
December 13, 1990  
December 12, 1991  
December 15, 1994  
December 14, 1995  
December 12, 1996  
December 11, 1997  
December 10, 1998  
December 13, 2001  
December 16, 2004  
December 14, 2006  
December 11, 2008  
December 16, 2010  
December 15, 2011  
December 13, 2012  
December 11, 2014  
December 16, 2021