

2012 Bylaws

ARTICLE I - Name

The name of this Association shall be: The Alabama Association of School Boards, Inc.

ARTICLE II - Purposes

The purposes of this Association shall be:

1. To promote responsible local lay control of the public schools.
2. To provide opportunities for the advancement of boardmanship skills.
3. To promote the general advancement of education.
4. To encourage the most efficient and effective organization and administration of the public schools.
5. To encourage establishment and maintenance of high standards in the conduct and operation of public schools.
6. To work for adequate financial support of public schools.
7. To study and interpret educational programs and to relate them to the needs of pupils.
8. To promote public understanding of the role of school boards and school board members in the improvement of education.
9. To act as a clearinghouse for the dissemination of pertinent data relating to all aspects of public education.
10. To conduct, independently or in cooperation with other organizations, corporations, institutes, foundations or persons, seminars, conferences, courses and research projects on education.
11. To study and interpret proposed legislation that may affect education, to disseminate such knowledge and information to school board members and others and to protect and improve public education.
12. To implement the policies, beliefs and resolutions of the Association.
13. To do such other things as the members, meeting in the Annual Convention or the Board of Directors, may deem appropriate for the accomplishment of these and other purposes to improve public education.

ARTICLE III - Members

Section 1. Classes of Membership

The membership of the Association shall consist of five classes: Active, Associate, Sustaining, Honorary and Special Members.

Section 2. Admissions & Qualifications

a. Active Members. Any legally constituted school board of any public school system in Alabama and the state Board of Education shall be eligible for active membership in this Association, and any or all of the board members may attend the convention and conferences of the Association by paying the published registration fee. There shall be no registration fee for attending the Delegate Assembly. Any such school board may become a member upon payment of dues or service fees, as herein provided, and approval by the Board of Directors. Superintendents of such member school boards shall be non-voting affiliates of the Association without rights to hold elective or appointive offices.

b. Associate Members. Any individual interested in furthering the purposes of the Association, but not a member of a board of education, shall be eligible for associate membership. Associate members shall not be eligible to vote nor hold office. Their membership becomes effective upon approval by the executive director with affirmation by the Board of Directors and the payment of such dues.

c. Sustaining Members. Any individual, firm, corporation or organization which offers services or commodities for sale to school boards or to institutions of learning may apply for membership as a sustaining member of this Association. The membership becomes effective upon approval of said application by the Board of Directors and the payment of such dues. Sustaining members shall not be eligible to vote nor hold office.

d. Honorary Members. Any resident of Alabama who, in the opinion of the Association, has rendered distinguished service to the cause of public education in Alabama or to the Alabama Association of School Boards shall be eligible for honorary membership. Honorary members shall be elected by the Board of Directors of the Association. Honorary members shall not be eligible to vote nor hold office in the Association.

e. Special Members. Governing boards of public-supported educational institutions not otherwise eligible for membership shall be eligible for special membership upon application to and approval of the Board of Directors. Governing boards shall be defined as elected or appointed bodies authorized to execute policies governing the institution. Advisory boards or committees shall be excluded from this definition. Special members shall be entitled to one vote in the Delegate Assembly.

ARTICLE IV - Finances

Section 1. Dues

a. Dues for Active Members. Dues for active membership in the AASB shall be .0005 times a local school board's total state allocation, less that portion of said allocation for transportation, as reported by the State Department of Education. The amount of membership dues payable shall be limited by the following factors:

- (1) No active member school board shall pay membership dues in excess of \$15,000 in one year; and
- (2) No active member school board's membership dues shall increase by more than \$500 above the amount payable during the preceding membership year.
- (3) The Board of Directors shall have the right to set dues for active members in a given membership year in an amount that differs from the amount resulting from the calculation in this section assuming the amount set by the Board of Directors complies with (1) and (2) above.
- (4) Any changes in annual dues in accordance with (3) above shall not result in an increase in annual dues to any member board and shall be implemented solely as a result of unusual, emergency or other exigent circumstances, as determined by the Board of Directors.

b. Dues for Associate Members, Sustaining Members, Honorary Members and Special Members. Dues for associate members, sustaining members and special members shall be set by the Association Board of Directors. Honorary members shall not be required to pay dues.

c. Dues for State Board. Dues for the state Board of Education shall be set by the Association Board of Directors.

d. Payment Schedule of Dues. The membership dues shall be due and payable in advance of July 1 of each year. Designation of an active member shall be contingent upon payment of said dues by November 1 of each year.

Section 2. Expenses

a. Expenses of officers, directors and committee members shall be in compliance with Article X.

Section 3. Fiscal Year

The fiscal year of the Association shall extend from July 1 through June 30.

ARTICLE V - Officers Duties/Nominations/Elections

Section 1. Officers

The elective officers of the Association shall be a President, President-Elect and Vice President. Effective 2013, the office of President-Elect shall be abolished and the elective officers of the Association shall be President and Vice President. The Immediate Past President is an officer of the association although not elected to the post.

Section 2. Duties of Officers

a. President. The President shall:

- (1) Preside at all meetings of the Delegate Assembly, the Board of Directors and the Executive Committee;
- (2) Appoint all standing and special committees subject to the approval of the Board of Directors;
- (3) Serve as an ex-officio member of Association committees except the Nominating Committee;
- (4) Authorize on behalf of the Association the signing of all contracts not specifically requiring the President's signature;
- (5) In consultation with Executive Director, name delegates to represent the Association at meetings of other educational associations, agencies and committees;
- (6) Be the official spokesperson for the Association along with the Executive Director;
- (7) Serve as a member of the Executive Committee;

(8) Perform such other duties as may be prescribed by these Bylaws, the Delegate Assembly or the Board of Directors.

b. President-Elect. Until such time as the office is abolished in 2013, the President-Elect shall:

- (1) Perform all duties assigned to the President in the absence of the President;
- (2) Serve as a member of the Executive Committee;
- (3) Perform other duties as may be prescribed by these Bylaws, the Delegate Assembly or the Board of Directors.

c. Vice President. The Vice President shall:

- (1) Perform the duties of the President in the absence of the President and President-Elect until such time as the office of President-Elect is abolished in 2013;
- (2) Serve as a member of the Executive Committee;
- (3) Perform other duties as may be prescribed by these Bylaws, the Delegate Assembly or the Board of Directors.

Section 3. Election of Officers

a. All elective officers of the Association shall be elected at the annual business session of the Delegate Assembly. The officers shall assume official duties at the conclusion of the final session of the Annual Convention following their election.

b. Effective immediately, the officers shall hold office for two years or until their successors shall have been duly elected. Until such time as the office of President-Elect is abolished in 2013, upon completion of the term as President-Elect, the President-Elect shall succeed to the office of President. An officer may be elected to the same office for no more than one term.

c. Effective in 2013, the officers shall hold office for two years or until their successors shall have been duly elected. At the end of the term, the Vice President shall not automatically succeed to the office of President, but shall be eligible for election thereto. An officer may be elected to the same office for no more than one term.

d. Whenever an elective office becomes vacant before the completion of a term, the order of succession shall be as follows: Until such time as the office of President-Elect is abolished in 2013, the President-Elect shall become President; the Vice President shall become President-Elect; and the Board of Directors may select a Vice President from among the district directors. Effective 2013, the order of succession shall be as follows: the Vice President shall become President and the Board may select a Vice President from among the district directors.

e. No person shall be eligible for election to an elective office in the Association unless that individual is a member of a school board which is a member of the Association in good standing.

f. Whenever an officer of the Association ceases to be a member of a school board, the individual may continue to serve until the conclusion of the final session of the next Annual Convention.

Section 4. Report of Nominating Committee

a. The Nominating Committee hereinafter established shall prepare a report naming one candidate for the offices of President-Elect and Vice President until such time as the office of President-Elect is abolished in 2013. Effective 2013, the Nominating Committee hereinafter established shall prepare a report naming one candidate for the office of Vice President. The committee shall furnish a copy of its report to the Executive Director not less than 60 days prior to the Annual Convention along with the written consent of the candidates for nomination. The report of the Nominating Committee shall be submitted to the member boards of education at least 15 days in advance of the annual convention.

b. Nominations from the floor may be made at any appropriate time after the list submitted by the Nominating Committee has been placed in nomination and prior to taking a vote. The nominator shall have the written consent of the candidates for nomination for presentation to the presiding officer at the time the nomination is made.

c. If there is only one candidate for office, the vote may be by voice. If there is more than one candidate for office, the vote shall be by ballot.

ARTICLE VI - Board of Directors

Section 1. Composition

The Board of Directors shall consist of the officers of the Association, one Director from each geographical district of the Association, and the Immediate Past President so long as the Immediate Past President is a school board member. The Executive Director shall be a non-voting ex-officio member of the Board of Directors. In addition, any Alabama school board member who holds elective office in the National School Boards Association also shall serve as an ex-officio member of the Board of Directors. The Board of Directors shall invite a member of the state Board of Education to serve on the Board of Directors as an ex-officio, non-voting member for a term of one year.

Section 2. Meetings

a. Regular. Regular meetings of the Board of Directors shall be held four times annually or more often as the Board may decide.

b. Special. Special meetings of the Board of Directors shall be called by the Executive Director upon request of the President or upon petition by five members of the Board.

c. Emergency. In case of an emergency situation, the Executive Director may, upon instruction by the President, initiate an emergency meeting of the Board of Directors for the purpose of transacting urgent business.

d. Conference Calls. At the discretion of the President, any meeting of the Board of Directors may be conducted by a conference call.

Section 3. Quorum

A quorum shall consist of eight (8) members of the Board of Directors.

Section 4. Notice

A minimum notice of ten (10) days, which may be waived by the President in case of emergency, shall be given prior to each meeting of the Board of Directors.

Section 5. Duties

a. The Board of Directors, between annual conventions, shall be charged with implementing the purposes of the Association, including the legislative program, and exercising general supervision over its affairs. It shall be charged with the duty of effecting policies and programs adopted at a meeting of the Delegate Assembly.

b. The Board of Directors shall be responsible for preparing and submitting to the Delegate Assembly for its information the Association's annual budget and the expenditures therefrom. Additional duties of the Board of Directors shall include approval of all presidential committee appointments, acceptance of reports from committees excluding the report of the Nominating Committee, approval of the Association budget, approval of staff recommendations for projects and programs, determination of positions on legislative issues not otherwise determined by actions of the Delegate Assembly and adoption of rules and regulations for the conduct of its business as it shall deem advisable. Policies proposed by the Executive Director shall be acted upon by the Board of Directors. The Board of Directors shall perform such other duties as are usual and customary for governing boards similarly constituted. The Board of Directors shall adopt rules and regulations for the conduct of all committees established by its Bylaws or created by the Board of Directors.

c. The Board of Directors shall employ an Executive Director who shall serve as secretary and treasurer of the Board of Directors.

ARTICLE VII - Districts

Section 1. Defined

The Board of Directors may provide for the organization and governance of regional divisions of the Association. The Board may authorize the use of Association funds to assist in financing district activities. It may modify the boundaries of any district so created or terminate its existence.

Section 2. District Officers/Directors

Each district may elect such officers as it deems proper for the operation of the district and shall conduct meetings dealing with business matters, including the election of a representative of that district on the Board of Directors. Members of school boards that are Active Members shall be eligible to cast votes, but each school board shall have one vote only.

Section 3. Elections

Members of Districts 1, 3, 5, 7 and 9 shall hold elections of their officer in even- numbered years. Members of Districts 2, 4, 6 and 8 shall hold elections of their officers in odd-numbered years. Any active member can nominate another active member or himself/herself for District Director. Nominations shall be made in writing to the Executive Director by September 1 of the year in which the election is held. The Executive Director shall inform the district membership of the nominees and shall prepare a ballot with all the eligible nominees and send it to each member board in the district prior to October 1. If only one nomination is received, the nominee will become the District Director, and the Executive Director will notify the district. If more than one nomination is received, each board by majority vote will select its nominee and return its ballot to AASB postmarked or received by October 31 with a statement signed by the president that the action was approved in a board meeting. The Executive Director will notify the district membership of the election results as soon as the results are calculated. If no District Director nominations are received, the Board of Directors will select a District Director from the district membership, and the Executive Director will notify the district.

If no candidate receives a majority of the votes, a special election will be held at convention and the Executive Director will direct each member board in the district to designate a member to represent it at the special election to elect a District Director. In the case of a tie, the Executive Director will flip a coin to determine the District Director.

Section 4. Term

The Directors from their respective geographical divisions shall be elected as provided in this Article except for the Director representing the state Board of Education, who shall be selected by the state Board of Education from among its members. The Directors shall assume official duties at the conclusion of the final session of the Annual Convention following their election. Directors shall hold office for a period of two years or until their successors shall have been duly elected. An individual may not be elected as a Director for more than two complete terms.

No person shall be eligible for election unless that individual is a member of a school board which is a member of the Association in good standing. Whenever a Director of the Association ceases to be a member of the school board, the Board of Directors shall appoint a temporary replacement to serve the remainder of the vacant term. Said appointment shall be based on application by interested parties in the affected district. The term of the director appointed to fill the remainder of the vacant term will begin upon appointment.

ARTICLE VIII - Committees

Section 1. Executive

a. The Executive Committee shall be composed of the Association President, President-Elect, and Vice President, until such time as the office of President-Elect is abolished in 2013. Effective 2013, the Executive Committee shall be composed of the Association President, Vice President and Immediate Past President so long as the Immediate Past President is a school board member, and two additional members elected by the Board of Directors from its membership. The Executive Director shall be a non-voting ex-officio member.

b. The Executive Committee shall have and exercise all powers and authority granted by the Board of Directors. The Executive Committee may handle the urgent *and other* business of the Association when it is not possible or practical to convene a meeting of the Board. This business is subject to affirmation, when possible, by the Board of Directors at its next meeting.

Section 2. Standing

The following standing committees shall be appointed by the President of the Association with the approval of the Board of Directors. Standing committees shall be guided by the policy of the Board of Directors.

a. Budget and Finance Committee. It shall be this Committee's duty, in cooperation with the Executive Director, to develop an annual budget providing for the operation of the Association and to present the same to the Board of Directors for approval prior to the beginning of the new fiscal year.

b. Nominating Committee. The Nominating Committee, chaired by the Immediate Past President, so long as the Immediate Past President is a school board member, shall meet at a time and place designated by the Chairman in compliance with Article V, Section 4 of these Bylaws, and shall name one candidate for each office to be filled by election by the Delegate Assembly. Should the position of Immediate Past President be vacant, the President will appoint a Chairman. The Nominating Committee report shall be submitted directly to the Delegate Assembly for action.

c. Legislative Committee. The Legislative Committee shall be comprised of the Executive Committee and other members appointed as defined herein. The Committee shall develop proposals for AASB's state and federal legislative agenda and programs to promote local advocacy.

d. Resolutions Committee. The Resolutions Committee shall meet prior to the Delegate Assembly to review and act on all existing resolutions and other resolutions properly referred to it.

All recommendations for resolutions shall be addressed to the Executive Director and mailed to the office of the State Association in sufficient time to reach that office 90 days prior to the opening date of the Delegate Assembly. The report of the Resolutions Committee shall be made available to member boards 15 days in advance of the Delegate Assembly. The Committee shall conduct a hearing at the site of the Delegate Assembly on proposed resolutions and disposition of other resolutions presented to it.

The Delegate Assembly, by a two-thirds vote of those voting may call up for consideration on the floor any resolution not recommended by the Committee. The Resolutions Committee also may prepare original resolutions.

e. Bylaws Committee. The Bylaws Committee shall review the Bylaws annually for needed changes and review all proposed amendments properly submitted by Active Members. The Committee may make nonsubstantive, editorial changes which will be presented to the Delegate Assembly as such and will be deemed approved upon adoption of the Committee's report. The Committee shall offer its report to the Board of Directors for its information and to the Delegate Assembly for action.

Section 3. Special

The President may appoint such special committees as may be determined necessary to carry out the work and purposes of the Association.

Section 4. Quorum

A quorum of any committee shall constitute the number of committee members who are present and/or otherwise participating by any method, including electronically.

ARTICLE IX - Conventions and Meetings

Section 1. Time and Place

The Annual Convention of the Association shall be held at a time and place to be determined each year by the Board of Directors.

Section 2. Proceedings

The published proceedings of the Delegate Assembly, or a summary thereof, shall be provided to each member of the respective school boards holding active membership in the Association as soon as practical following the close of the Delegate Assembly.

Section 3. Parliamentary Authority

Questions of parliamentary procedure shall be decided according to the most recent edition of *Robert's Rules of Order, Newly Revised*, unless special rules are adopted by the Delegate Assembly.

Section 4. Delegate Representation

Each Active Member school board shall be entitled to voting delegates at all meetings of the Delegate Assembly based upon the following formula:

Total Pupil Enrollment as Reported in Most Current State Department of Education Statistical Report	Number of Delegates
1 - 4,999	1
5,000 - 9,999	2
10,000 - 14,999	3
15,000 - 19,999	4
20,000 or more	5
State Board of Education, Special Members	1

Each member board shall select its official voting delegate(s) and alternate(s) from its lay membership and shall notify the Association office of said delegates and alternates prior to the Delegate Assembly. Voting shall be in person by respective delegates or alternates.

Section 5. Notice

Notice of the Delegate Assembly shall be given to each member school board at least 30 days before the meeting. Said notice may be given in the form of a letter addressed to the secretary of each member board or it may be published in the official publication of the Association.

Section 6. Special Meetings

Special meetings of the Delegate Assembly may be called by the Board of Directors. Notice of the special meetings shall be given to the secretaries of all member boards of this Association at least 20 days before the meeting.

Section 7. Quorum

A quorum of the Delegate Assembly shall consist of the delegates actually present in the meeting place at the time the business session is called and vote taken. Once established at Delegate Assembly, a quorum shall be maintained for the duration of the business session.

Section 8. Adoption

A majority vote of the delegates present and voting at the business session shall be required for the election of officers, adoption of resolutions and for the passage of such proposals as may properly come before the delegates.

ARTICLE X - Expenses of Officers, Directors and Committee Members

Section 1. Reimbursable Expenses

The actual expenses for travel, food and lodging incurred by the officers, directors and members of Association committees attending any and all regular and called meetings of the Board of Directors and committees of this Association shall be reimbursed by this Association, in accordance with applicable Association policy.

Section 2. Expense Allowance

The President shall receive a monthly expense allowance of no more than \$300.

ARTICLE XI - National School Boards Association

Section 1. NSBA Membership

The Association shall be a federation member of the National School Boards Association in good standing.

ARTICLE XII - Amendments

Section 1. Adoption

The Bylaws may be amended by a two-thirds vote of those voting at the business session of the Delegate Assembly of the Association or any meeting thereof provided previous notice has been given. Amendments to the Bylaws shall become effective upon their adoption by the Delegate Assembly unless otherwise specified.

Section 2. Proposed Amendments

Proposed amendments to the Bylaws shall be submitted through the Executive Director to the Bylaws Committee at least 90 days prior to the date of the Delegate Assembly, and shall be submitted to all active members of the Association at least 15 days prior to the opening day of the Delegate Assembly. No proposed amendment shall be considered by the Assembly unless it is received in accord with the procedures in these Bylaws.

ARTICLE XIII - Parliamentary Procedure

The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Association in all cases in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Approved by the Delegate Assembly, 2009

Approved by the Delegate Assembly, 2010

Approved by the Delegate Assembly, 2011