

## 2024 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 Boards, Sustaining, Honorary and Special Members.

#### Section 2. Admissions & Qualifications

**a. Active Members.** Any legally constituted school board of any public school system in Alabama shall be eligible for active membership in this Association. 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 Boards.** Any legally constituted public charter school authorized by a local public school system or the Alabama Charter School Commission shall be eligible for membership in this Association. Associate Boards 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 by the executive director with affirmation 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 recommended for approval by the executive director and approved 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 publicly-supported educational institutions and entities not otherwise eligible for membership shall be eligible for special membership upon application to and recommendation of the executive director and approval by 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. Special members shall not be eligible to hold office in the Association.

## **ARTICLE IV - Finances**

### **Section 1. Dues**

**a. Dues for Active Members.** Annual 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 for the local board's next fiscal year, 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 \$22,000 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 recommended by the executive director and approved by the Board of Directors.

**b. Dues for Associate Boards.** Annual dues for associate boards in the AASB shall be set by the Board of Directors.

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

**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**

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 and president-elect. 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) In consultation with executive director, name delegates to represent the Association at meetings of other educational associations, agencies and committees;
- (5) Be the official spokesperson for the Association along with the executive director;
- (6) Serve as a member of the Executive Committee;
- (7) Perform such other duties as may be prescribed by these Bylaws, the Delegate Assembly or the Board of Directors.

**b. President-Elect.** The president-elect shall:

- (1) Perform the duties of 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.

## **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.** The officers shall hold office for one term of one year or until their successors shall have been duly elected. At the end of the term, the president-elect shall automatically succeed to the office of president. An officer may be elected to the same office for no more than one term.

**c.** Whenever an elective office becomes vacant before the completion of a term, the order of succession shall be as follows: In the event the president position becomes vacant, the president-elect shall become president, and the Board of Directors shall select a president-elect from among the district directors. In the event the president-elect position becomes vacant, the Board of Directors shall select a president-elect from among the district directors. Any person appointed under this subsection shall serve for the remainder of the current term.

**d.** 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.

**e.** No person shall be eligible for election to an elective office in the Association unless that individual has served on the Board of Directors. Such service need not be consecutive to the individual's candidacy for or term of elective office.

**f.** Whenever the president 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. Should the president-elect of the Association cease to be a member of a school board, the position shall be automatically vacated and the vacancy shall be filled in accordance with Article V, Section 3(c) of these Bylaws.

#### **Section 4. Report of Nominating Committee**

**a.** The Nominating Committee hereinafter established shall prepare a report naming one candidate for the office of president-elect. The committee shall furnish a copy of its report to the executive director along with the written consent of the candidate for nomination no later than November 1. The report of the Nominating Committee shall be submitted to the member boards of education in advance of the Annual Convention no later than November 15.

**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. The proposed candidate must have been considered by the Nominating Committee immediately preceding the Annual Convention.

**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.

**d.** In the event a candidate nominated by the Nominating Committee is unable or unwilling to accept the nomination before a vote of the Delegate Assembly, the Nominating Committee shall name a substitute candidate who satisfies the qualifications provided for prospective officers. The Nominating Committee must have the written consent of the substitute candidate in order to submit the nomination to the Delegate Assembly.

## **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. The Board of Directors shall invite a member of the state Board of Education to serve on the Board of Directors as a non-voting, ex-officio 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. Electronic Meetings.** At the discretion of the president, any meeting of the Board of Directors may be conducted electronically by conference call, video conferencing or any other method that allows members to communicate remotely.

### **Section 3. Quorum**

A quorum shall consist of eight (8) voting-eligible 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 Executive Committee 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 may conduct meetings dealing with business matters.

### **Section 3. Elections**

Members of Districts 1, 3, 5, 7 and 9 shall hold elections of their District Directors in even-numbered years. Members of Districts 2, 4, 6 and 8 shall hold elections of their District Directors in odd-numbered years. Individual members of school boards that are Active Members shall be eligible to nominate any individual member of a school board that is an Active Member, including himself or herself, within the same district for District Director, but each school board shall have one vote only. 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 will select its nominee by majority vote and return its ballot to the Association 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 after 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 cast, 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 after the special election, 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 term 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, consecutive 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 replacement to serve the remainder of the vacant term. The term of the Director appointed to fill the remainder of the vacant term will begin upon appointment.

### **Section 5. Resignation and Removal**

- a. A Director may resign by submitting a letter of resignation to the President or Executive Director.
- b. Any Director may be removed for good cause by a two-thirds vote of the full Board, when in the Board's judgment, the best interests of the Association would be served by removal. Prior to any such vote, the moving Director shall state his or her reasons in writing to the Board and the Director shall have five business days to submit a written response to the Board.

## **ARTICLE VIII - Committees**

### **Section 1. Executive**

a. The Executive Committee shall be composed of the Association president, president-elect 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. If the immediate past president is not a school board member, the president shall select a member from the Board of Directors. 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, including development of an annual budget providing for the operation of the Association in conjunction with the Executive Director and presenting same to the Board of Directors for approval prior to the beginning of the next fiscal year. 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. Any Committee chair shall have the authority to make motions during Delegate Assembly, irrespective of whether they have been named a delegate by their respective boards.

a. **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 president-elect to be filled by election by the Delegate Assembly. Should the position of immediate past president be vacant at the time the Nominating Committee meets, the president will appoint a Chairman. The Nominating Committee report shall be submitted directly to the Delegate Assembly for action.

**b. 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 sent to the Executive Director by U.S. Mail or electronic mail no later than September 1. The report of the Resolutions Committee shall be made available to member boards no later than November 15. Prior to 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.

**c. Bylaws Committee.** The Bylaws Committee shall review the Bylaws annually for needed changes and review all proposed amendments properly submitted by Active Members as provided by Article XIII, Section 2 of these Bylaws. The Committee shall offer its report to the Board of Directors for its information and to the Delegate Assembly for action. The Committee may make nonsubstantive, editorial changes which will be presented to the Board of Directors as such and will be deemed approved upon adoption of the Committee's report.

### **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.

The Delegate Assembly shall be held immediately before the Annual Convention of the Association. There shall be no registration fee required to attend Delegate Assembly. Notwithstanding any other provision of these Bylaws, if, in the judgment of the Executive Director, it is impossible or impractical to hold Delegate Assembly at a physical location, Delegate Assembly may be conducted electronically at a time and in a manner determined by the Executive Director, in consultation with the Executive Committee.

### **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. Subject to Article IX, Section 1, voting shall be in person by respective delegates or alternates.

**Section 5. Notice**

Notice of the Delegate Assembly shall be given to each member board no later than November 1. 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.

## **Section 9. Deadlines**

If a deadline provided in these Bylaws falls on a weekend or recognized holiday, the deadline shall be the next business day. In the event the Delegate Assembly is rescheduled from the standard December timeframe, deadlines shall be adjusted accordingly, and the membership shall be notified of those changes as soon as practical.

## **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.

## **ARTICLE XI - National Affiliation**

### **Section 1. Membership**

The Association may be a member of any national affiliate deemed appropriate by the Board of Directors.

## **ARTICLE XII - Affiliated Organizations**

The Association recognizes the benefit of fostering organizations that have similar interests to the mission and goals of the Association.

### **Section 1. Governance and Operations**

Affiliate organizations shall approve its bylaws and shall elect officers in accordance with those bylaws. The Executive Director of the Association shall serve as treasurer or secretary-treasurer of the affiliate organization. Funds of the affiliate shall be held in trust by the Association and dispersed under the direction of the affiliate governing body, but in accordance with Association policy. Annual audits shall be required. The Association shall provide periodic financial reports to the governing body of the affiliate and shall be reimbursed for expenditures made on behalf of the affiliate, which may include an administrative fee.

### **Section 2. Affiliates**

#### **a. Alabama Council of School Board Attorneys**

Any attorney representing on a special or continuing basis, any public school system in Alabama, which is a member of the Association, shall be eligible for this affiliated organization upon the payment of the dues as provided.

#### **b. Alabama Association of Administrative Assistants**

Any individual employed as a secretary or like position for a public school system in Alabama, which is a member of the Association, shall be eligible for this affiliated organization upon the payment of the dues as provided.

## **ARTICLE XIII - 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 no later than September 1, and shall be submitted to all active members of the Association no later than November 15. No proposed amendment shall be considered by the Assembly unless it is received in accordance with the procedures in these Bylaws.

**ARTICLE XIV – 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.