

Bylaws of the Arkansas School Boards Association



*As approved by the ASBA Delegate Assembly,
December 10, 2014*

Bylaws of the Arkansas School Boards Association

ARTICLE I — NAME

This name of this Association shall be the Arkansas School Boards Association.

ARTICLE II — OBJECT

The primary purpose of the Arkansas School Boards Association (hereinafter referred to as ASBA) is to serve as an advocate for public education. To that end, ASBA will:

- A. Promote high quality educational opportunities for all children in Arkansas in order to meet high standards of academic achievement;
- B. Provide training for school boards in school governance and finance, boardmanship skills, and educational issues;
- C. Research and distribute pertinent information to all members of ASBA regarding public school issues and concerns;
- D. Counsel and lobby the Department of Education, legislators and others in regard to effective educational policies and school legislation (and encourage local board members to do the same);
- E. Determine official positions of ASBA and adopt resolutions through its Delegate Assembly;
- F. Encourage concerted cooperation of local school boards in providing solutions to statewide public school problems;
- G. Provide legal, policy, and financial services and programs which are cost effective for boards and districts;
- H. Choose to affiliate with and pay dues to other professional organizations whose purposes are compatible with those of the ASBA;
- I. Neither endorse nor oppose candidates for political office, either partisan or non-partisan; nor support an official position on political issues unless it affects the operation or support of the public schools of Arkansas.

ARTICLE III — MEMBERS

Section 1. Duties and Rights of Membership

Members act as a corporate body to promote the purposes of the organization through participation in conferences, educational opportunities, and advocacy efforts of ASBA. A member may participate in all programs sponsored or endorsed by ASBA and expect support in carrying out the duties of school board service.

Section 2. Categories of Membership

Membership in ASBA includes the following categories upon application and payment of appropriate dues.

- A. Regular Members. Membership in ASBA may include the school board of any public school district, charter school, or education service cooperative in the state. Membership shall be in the name of the school district and not in the name of individual board members
- B. Associate Members. Any former member of the board of a basic unit of ASBA may become an Associate Member upon written application to the Executive Director and payment of dues. Associate members shall be entitled to all the privileges of membership except the right to vote and to hold elective office.
- C. Honorary Life Members. Each past president of the ASBA automatically shall become and remain an Honorary Life Member. The Board of Directors may elect additional Honorary Life Members. An Honorary Life Member shall be considered an Associate Member, but does not pay dues.
- D. Corporate Members. Corporate Membership shall be entitled to persons or businesses that derive income in whole or in part through business transactions with public schools, private schools, colleges, universities, or the Arkansas Department of Education. Corporate Members shall be entitled to all the rights and privileges of regular membership except the right to vote or hold office.

Section 3. Dues

Membership dues shall be paid annually to ASBA and are not refundable. Membership shall be on an annual basis, July 1 through June 30. Annual dues for the Regular, Associate, and Corporate Members shall be set by the Board of Directors.

Section 4. Regions of ASBA

ASBA is divided into fourteen (14) regions:

- Region 1—Benton, Carroll, Madison & Washington Counties
- Region 2—Baxter, Boone, Fulton, Izard, Marion, Newton & Searcy Counties
- Region 3—Clay, Craighead, Greene, Lawrence, Randolph & Sharp Counties.
- Region 4—Crawford, Franklin, Johnson, Logan, Polk, Scott & Sebastian Counties
- Region 5—Conway, Perry, Pope & Yell Counties
- Region 6—Cleburne, Independence, Stone, Van Buren & White Counties
- Region 7—Crittenden, Cross, Jackson, Mississippi, Poinsett & Woodruff Counties
- Region 8—Faulkner, Lonoke, Prairie, Pulaski & Saline Counties
- Region 9—Arkansas, Lee, Monroe, Phillips & St. Francis Counties
- Region 10—Clark, Garland, Hot Spring, Montgomery & Pike Counties
- Region 11—Cleveland, Dallas, Grant, Jefferson & Lincoln Counties
- Region 12—Hempstead, Howard, Lafayette, Little River, Miller, Nevada & Sevier Counties
- Region 13—Calhoun, Columbia, Ouachita & Union Counties
- Region 14—Ashley, Bradley, Chicot, Desha & Drew Counties

ARTICLE IV — OFFICERS AND ELECTIONS

Section 1. Elected Officers of the Board of Directors

The elected officers of ASBA shall be known as the Board of Directors and shall consist of the following: President, President-elect, Vice President, Secretary-Treasurer, the Immediate Past President and fourteen (14) Directors, one from each region.

Section 2. Duties

This Board shall perform the duties as prescribed in the Bylaws and by the parliamentary authority adopted by ASBA.

Section 3. Governance.

The Board of Directors of ASBA shall govern the affairs of ASBA by authorization of the annual Delegate Assembly.

Section 4. Nomination and Election of Officers; Term of Office

- A. Persons desiring to serve as President-elect, Vice President, or Secretary-Treasurer shall submit a “Declaration of Intent” form to the President of ASBA, with a copy to the Executive Director, at least thirty (30) days before the date of the Annual Meeting of the Delegate Assembly. Such forms will be forwarded to the Nominating and Credentials Committee.
- B. The Nominating Committee shall present a slate of candidates at the regular annual meeting of the ASBA Delegate Assembly.
 - 1. When making up the slate of nominees, the Nominating Committee shall ascertain that each nominee has sufficient time remaining in his/her term on his/her local board to complete the term of office for which he/she is to be nominated.
 - 2. After the Nominating Committee has reported, the presiding officer shall ask for nominations from the floor.
 - 3. The same condition with regard to the term on the local board applies to nominees named from the floor, except the source of information shall be a signed declaration of intent from the floor by the proposed nominee.
 - 4. Regardless of the number of board members present, only one vote may be cast by the official delegate. Only delegates present at the time of voting shall be permitted to vote.
 - 5. The elections will be by written ballot, except that, when there is only one nominee for each office, the election may be by voice vote.
 - 6. Candidates receiving a majority of votes shall be declared elected.
- C. President, President-elect, Vice President, and Secretary-Treasurer will serve only one term in each respective position, unless filling an unexpired term. Notwithstanding the previous sentence, in the event of a vacancy in the office of President-elect, the current President is eligible to be elected by the Delegate Assembly to the office of

President for one additional term. The President-elect shall be elected at the annual meeting of the Delegate Assembly and shall automatically accede to the presidency at the next annual meeting. The Vice President and the Secretary-Treasurer also shall be elected at the annual meeting of the Delegate Assembly. Terms of office are one year, or until their successors are elected.

- D. Upon expiration of an officer's term of office on his/her local board, he/she shall cease to be eligible for office in ASBA, with the exception of the Immediate Past President.

Section 5. Nomination and Election of Regional Directors; Term of Office

- A. Local school board members desiring to serve as a Regional Director of ASBA shall submit a Nomination Form (available on the ASBA website) from their local school boards.
- B. The Nomination Form shall be provided to the President of ASBA with a copy to the Executive Director. This letter must be received fourteen (14) days before the Regional Meeting in which the election will be held.
- C. For an initial term as a Regional Director, the Nomination Form shall include verification on behalf of a candidate that he/she has sufficient time left in his/her local board term to fulfill a full, three-year term as an ASBA Director, or the length of time sufficient to fill the remainder of an unexpired term.
- D. Nominations will be presented at the Regional Meeting. The presiding officer shall ask for nominations from the floor and ascertain the eligibility of the nominee regarding remaining term of office. Those in attendance constitute a quorum. Regardless of the number of member-board members present at the Regional Meeting, only one vote may be cast by each member-board.
- E. Regional Directors from the fourteen (14) regions shall be elected to serve staggered, three-year terms. No Regional Director shall serve more than two (2) consecutive terms unless appointed and/or elected to fill an unexpired term.

Section 6. Attendance Requirement

An Officer or Director absent for three regular meetings in a period of one annual term may have his/her position declared vacant by a vote of the Board of Directors.

Section 7. Director Vacancy

Any vacancy of a Regional Director shall be filled by the Executive Committee. The appointee shall serve until the next Fall Regional Meeting, at which time an election will be held for the remainder of the term.

Section 8. Officer Succession

In the event of a vacancy in the office of President-elect, the Vice President shall serve until the next Annual Meeting of the Delegate Assembly, at which time a President and President-elect both shall be elected. If a vacancy in the office of Vice President or Secretary-Treasurer occurs, the Board shall appoint from its own membership an officer pro tempore to serve until the next election of the Delegate Assembly. If a vacancy in the office of the Immediate Past President occurs, the outgoing Immediate Past President will fill that position. If that person is unable to serve, a previous Past President may be appointed until the next election of the Delegate Assembly.

Section 9. Compensation

Elected officers, committee members, and Regional Directors serve without compensation, except that actual expenses incurred in the performance of duties shall be paid by ASBA.

ARTICLE V — DUTIES OF OFFICERS

Section 1. General Duties of the Board

The ASBA Board shall meet at least four times a year. A majority of the Board shall constitute a quorum for the transaction of business. In the event a quorum is not present, subsequent approval in writing by additional Board members may be used to constitute quorum action. In the course of its duties, the Board of Directors shall:

- A. Employ an Executive Director on a three (3)-year contract to supervise the day to day operations of ASBA. The Board annually will evaluate the performance of the Executive Director at its second quarterly meeting and may at that time vote to consider terms and renew the contract.
- B. Approve the necessary and sufficient staff positions to operate ASBA.

- C. Approve the employee policies published in the ASBA Employee Handbook. These policies may be amended by a majority vote of the Board of Directors. The Executive Director reports to the Board regarding staff evaluations at the second quarterly meeting of the Board.
- D. Provide leadership in promoting and expanding ASBA throughout the state.
- E. Have the power to act for ASBA between annual meetings in all matters not reserved to membership action by the Bylaws.
- F. Shall plan and be responsible for all general meetings of ASBA.
- G. Have the authority to call special meetings of ASBA.
- H. Select delegates to represent ASBA at regional and national meetings.
- I. Review and approve an annual audit of the financial records of ASBA.
- J. Approve the annual budget of ASBA.
- K. Set the amount of annual dues for each category of membership.

Section 2. President

It shall be the duty of the President to:

- A. Serve as chairman of the Board of Directors and preside at all meetings of the Board, the Executive Committee, and the Delegate Assembly.
- B. Appoint the members of all committees with approval of the Board.
- C. Encourage membership and participation in ASBA from all of the state's school boards and school board members.
- D. Attend and serve as a delegate to the National School Boards Association (NSBA) Delegate Assembly, the NSBA Southern Region Conference, the annual NSBA Leadership Conference and Federal Relations Network meetings, or appoint an alternate.
- E. Contribute articles to the ASBA newsletter and act as a spokesperson for ASBA as needed.

Section 3. President-elect

It shall be the duty of the President-elect to:

- A. Preside at all meetings at which the president is not present.
- B. Accede to the presidency in the event a vacancy in the office of President should occur.
- C. Serve as Chairman of the Resolutions Committee
- D. Serve as a member of the Executive Committee.
- E. Attend and serve as a delegate to the NSBA Delegate Assembly, the NSBA Southern Region Conference, the annual NSBA Leadership Conference and Federal Relations Network meetings.

Section 4. Vice President

It shall be the duty of the Vice President to:

- A. Preside at all meetings at which both the President and President-elect are not present.
- B. Accede to the presidency in the event that vacancies of both the President and President-elect should occur, until the next meeting of the Delegate Assembly, at which time new officers will be elected.
- C. Serve as a member of the Executive Committee.

Section 5. Secretary-Treasurer

It shall be the duty of the Secretary-Treasurer to:

- A. Chair the Finance Committee.
- B. Sign documents requiring official signatures.
- C. Serve as a member of the Executive Committee.

Section 6. Immediate Past President

It shall be the duty of the Immediate Past President to:

- A. Chair the Nominating Committee.

- B. Serve as a member of the Executive Committee.

Section 7. Regional Directors

It shall be the duty of a Regional Director to:

- A. Serve as a representative of the local boards within their regions to the ASBA Board of Directors.
- B. Preside at the Fall Regional Meetings at a place a time to be determined by ASBA staff.
- C. Represent ASBA at functions and events as needed.
- D. Serve on committees of the Board.

ARTICLE VI — MEETINGS

Section 1. Annual Meeting of the ASBA Delegate Assembly

The members of ASBA shall meet annually for the purposes of conducting the business of ASBA in a Delegate Assembly. Delegates shall consist of the Officers and Directors of ASBA and one properly certified Delegate from each member school board. The purpose is to adopt policies, beliefs, and resolutions expressing the views of ASBA in its advocacy efforts, and to hear reports from the ASBA Board of Directors and the Executive Director. The Delegate Assembly reserves the right to elect officers, adopt official resolutions, and amend the Bylaws.

- A. The place and time of the meeting is to be decided by the Board of Directors.
- B. The agenda shall be determined by the Board of Directors.
- C. The President shall preside at the annual meeting of the Delegate Assembly.
- D. The meeting is open to all members of ASBA; however, only the properly certified Delegates may address the full body and vote on issues that come before it.
- E. The Delegate Assembly may take action on original matters providing they are within the purposes of ASBA as set forth in these Bylaws.

Section 2. Special Meetings of the Delegate Assembly

Special meetings of the ASBA Delegate Assembly may be called by the President at his/her discretion, or must be called by him/her upon request of a majority of the Board of Directors.

Section 3. Quorum for the Delegate Assembly

Fifty (50) voting delegates shall constitute a quorum for any meeting of the Delegate Assembly.

VII — EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-elect, Vice President, Secretary-Treasurer, and Immediate Past President, with the Executive Director as an ex officio member without voting privileges.

Section 1. Duties of the Executive Committee

- A. The Executive Committee is generally empowered by the Board to make decisions that must be addressed between meetings.
- B. The Executive Committee shall fill any vacancies in Regional Director positions until elections are held at the next Fall Regional Meeting.
- C. The Executive Committee shall constitute the Board of Directors of the ASBA Educational Foundation. Three members shall constitute a quorum

VIII — COMMITTEES

Section 1. Designated Committees

Committees and chairpersons shall be appointed annually by the President with the approval of the Executive Committee. The following committees shall be established:

- A. Nominating and Credentials Committee
- B. Finance Committee

- C. Resolutions Committee
- D. Legislative Committee
- E. ASBA Scholarship Selection Committee
- F. Selection Committee for the Dr. Daniel L. Pilkinton Award for Outstanding Service to Public Education
- G. Other committees as the Executive Committee shall from time to time deem necessary

Section 2. Committee Duties

- A. Nominating and Credentials Committee of at least fifteen (15) members shall consist of one board member from each region, with the President serving as an ex officio member. The Immediate Past President shall serve as chairperson of the committee. The Committee shall receive and consider all declaration of intent forms and present a slate of candidates at the regular Annual Meeting of the Delegate Assembly. A member of the Nominating Committee may not hold elective office in ASBA and is not eligible to be a nominee. This committee verifies the credentials of each nominee for the offices of ASBA and ensures that each nominee has been properly nominated by a local board.
- B. Finance Committee consisting of at least three (3) members shall review and recommend to the Board an annual budget. The Secretary-Treasurer presides at the Finance Committee meetings. ASBA’s operating budget shall be provided to the membership each Fall prior to the meeting of the Delegate Assembly. The Finance Committee shall receive regular financial reports from the Executive Director and shall review the annual audit. The Finance Committee recommends the annual dues for all membership categories.
- C. Resolutions Committee consisting of at least seven (7) members compose resolutions expressing the views of ASBA for presentation to the Delegate Assembly. The President-Elect shall act as chairperson of the Resolutions Committee.
- D. Legislative Committee consisting of at least seven (7) members shall be appointed annually by the President to monitor committee discussions and decisions of the Arkansas General Assembly and to help communicate the progress of legislation and concerns to the members of ASBA. A chairperson shall be selected from the committee members.
- E. The President annually shall appoint the Scholarship Selection Committee of at least five (5) members who shall select recipients of scholarships available to children of Arkansas school board members. The Committee shall meet in the Spring and select its own chairperson. Criteria for the scholarships and an application form shall be available on the ASBA website or by request from the ASBA office. Recipients will be notified in early May.
- F. A Selection Committee for the Dr. Daniel L. Pilkinton Award for Outstanding Service to Public Education (“the Dr. Dan Award”) shall consist of at least three (3) members, with one of those serving as the Chairperson. The Committee shall meet in early November. The committee may choose not to present this award in any given year. The recipient will be honored during the annual ASBA Conference.

ARTICLE IX — PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern 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 ASBA may adopt.

ARTICLE X — DISSOLUTION/DISPOSITION OF ASSETS

Whenever, for any reason, the ASBA shall be dissolved or for any reason is unable to any longer accomplish and carry out the specific purposes for which ASBA was formed, the Executive Committee shall terminate the affairs of ASBA and pay its debts. Thereafter, any of the remaining assets shall be assigned and conveyed, without consideration, to the State of Arkansas for the Permanent School Revolving Loan Fund for use and benefit of the schoolchildren of the State of Arkansas, such to be a furtherance of the educational purpose of ASBA.

ARTICLE XI — AMENDMENTS TO THE BYLAWS

Section 1. Proposal by a Member Board

Any ASBA member board may propose an amendment to the Bylaws. Any proposed amendment shall be submitted in writing to the Executive Director of ASBA at least sixty (60) days before the annual meeting, provided that the proposed

amendment is accompanied by a written endorsement of five (5) other member school boards, two of which must be from a different county.

Section 2. Notification of Proposal(s)

The ASBA office shall provide written notice of all proposed amendments to the Bylaws to all member boards at least fourteen (14) days before the annual meeting of the Delegate Assembly.

Section 3. Proposal by the Board of Directors

The ASBA Board of Directors may submit proposed amendments to the Bylaws directly to the Delegate Assembly, provided that two-thirds (2/3) of the Delegates elect to consider such late items.

Section 4. Majority Vote Required

The Bylaws may be amended by a majority vote of the delegates at the annual meeting of the Delegate Assembly.