

**Thank you to the 2017 Bylaws Committee:**

Eric Wolfgang, Chair

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## NOTICE OF PROPOSED AMENDMENTS TO THE 2017 PSBA BYLAWS

In accordance with Article XII of the Bylaws of the Pennsylvania School Boards Association, notice is hereby given that the proposed revisions to the PSBA bylaws explained and set forth below have been considered and recommended unanimously by the PSBA Bylaws Committee and approved by unanimous vote of the PSBA Governing Board for submission to and consideration by the PSBA Delegate Assembly on Friday, October 20, 2017 at the Hershey Lodge and Convention Center, Hershey, PA. Upon approval by two-thirds majority vote of the Delegates present and voting at the Delegate Assembly, the proposed amendments shall take effect immediately.

The PSBA Bylaws were last amended October 15, 2016, effective immediately. At the close of 2016, pursuant to direction of the PSBA Governing Board, the PSBA staff conducted a comprehensive bylaws review, including a thorough legal review, and provided recommendations to the Executive Director, Governing Board and the Association's Governance Committee. After further review and consideration, the Governing Board submitted to the Bylaws Committee proposals recommended by it and the Governance Committee for a comprehensive overhaul of the PSBA Bylaws. The Bylaws Committee recommended that all but two of the proposed changes be forwarded for approval by the Delegate Assembly, and the Governing Board concurred in that recommendation.

Below is an executive summary of proposed amendments. Because the proposed changes affect numerous provisions in nearly every article, they are grouped in three categories to make them easier to understand as a whole, and to simplify the voting process. Following the summary appears the text of the proposed amendments. Appearing last in this notice are the text and rationale of two proposed amendments that were not recommended for adoption this year, but which could be submitted in the future after further review.

At the 2017 Delegate Assembly, Eric Wolfgang, Bylaws Committee chairperson, will preside over the portion of the agenda relating to adoption of bylaws amendments. Mr. Wolfgang will take up each category of amendments in turn, and will ask for a single motion to approve each category. Discussion upon each motion will be limited to the changes grouped into that category.

### **Category One (Green Category)– Replacement of Regional Structure with Sectional Structure**

Throughout the document, there are changes that reflect PSBA transitioning from a regional structure to a sectional structure. Over the last two years or so, PSBA has shifted to a service and program delivery model built around eight geographical sections of the state, as a means to enhance efficiency, convenience to members and participation in live events. This has been working well, producing greater attendance at events while reducing costs for both PSBA and PSBA members. It is now recommended that the PSBA governance structure be modified to align with this sectional configuration. This affects numerous aspects of the Bylaws, including composition of the Governing Board and certain committees and the replacement of the concept of regional directors with sectional advisors, as well as modernizing how sectional

advisors are elected. The corresponding category of proposed bylaw amendments is identified in the text of the proposed amendments in **green colored font**. If approved, these amendments will do the following:

- Replace the current 15-region structure with an 8-section structure to align with newly developed geographical service and program delivery model for greater efficiency and member convenience
- Replace regional directors with sectional advisors
- Provide that sectional advisors are to be elected by entities within each section in the same manner and at the same time as association officers and zone representatives
- Limit sectional advisors to two two-year elected terms
- Require carry-over sectional advisors and newly elected sectional advisors to meet annually before January 1 to appoint for the upcoming year two sectional advisors to serve as members of the Governing Board, one sectional advisor to serve on the Leadership Development Committee and one sectional advisor to service on the Governance and Policy Committee
- Require each sectional advisor to appoint two members from the section to serve on the Platform Committee
- Direct that sectional advisor vacancies are to be filled by action of the Governing Board
- Eliminate burdensome and unproductive process and activity requirements associated with region meetings, regional cabinets and the regional directors coordinating council
- Retain PSBA liaison concept
- Rename the current East, Central and West sections as “zones” to reflect the new sectional structure

## **Category Two (Blue Category) – Other Substantive Governance Modifications**

This category includes substantive changes to provisions for the Association’s governance that are not dependent on approval of the transition from a regional structure to the sectional model. For example, these include renaming the current Advisory Council as the “Affiliate Council” to better reflect the Council’s function. These also would restore the representation of the Association’s affiliate groups on the Governing Board, by making the chairperson of the Affiliate Council a voting member of the Governing Board. This is not only in recognition of the valuable insights the groups offer to the Association’s governance, but also in keeping with a commitment honored for nearly fifty years that there would be such representation. This would have the additional benefit of maintaining the membership of the Governing Board at a total of 11, offsetting the reduction in number the change to a sectional structure otherwise would have on the Board’s composition. In order to encourage the Association’s leaders to serve in a variety of roles and provide opportunities for more members to serve on the Governing Board, this group of amendments would limit at large representatives to a single three-year term, consistent with the more limited number of terms allowed sectional advisors. In addition to other items listed below, another change would combine the Governance and Policy Committees, as these

committees work closely and their action items are often directly related to each other, with the further benefit of reducing the number of standing committees needing to be populated and administered. This category of proposed bylaw amendments is identified in the text of the proposed amendments in **blue colored font**. If approved, these amendments will do the following:

- Rename Advisory Council as “Affiliate Council” to better align with actual purpose
- Restore traditional representation of affiliated groups on the Governing Board by adding Chairperson of Affiliate Council as a Governing Board member, allowing Governing Board membership to be maintained at a total of 11
- Provide that the Governing Board fills all vacancies
- Remove misleading “at-large” wording from zone representative title
- Limit at-large representatives to one three-year term rather than two
- Add resignation requirement for zone representatives or sectional advisors if running for another office prior to the final year of their term, so replacements can be elected simultaneously and thus avoid lengthy vacancy appointments
- Clarify that the four years of service as a school director required for eligibility for office must have been consecutive (not fragmented over a longer period)
- Require the Leadership Development Committee to slate only candidates for office who meet both minimum eligibility requirements and qualification standards established by Governing Board policy
- Adjust committee membership provisions to align with sectional structure and other changes
- Combine Policy Review Committee with Governance Committee as “Governance and Policy Committee”, to reduce redundancy and number of standing committees

### **Category Three (Red Category) - Administrative, Editorial and Housekeeping Items**

The remaining category consists of proposed amendments that are needed for administrative, editorial or housekeeping reasons, that update and streamline terminology, enhance clarity and consistency, better express roles and procedures, and remove or modify obsolete, redundant or confusing wording. This category of proposed bylaw amendments is identified in the text of the proposed amendments in **red colored font**. If approved, these amendments will do the following:

- Change title of executive director to “chief executive officer”
- Update and make more durable language specifying how zone representative terms of office are staggered
- Eliminate no-longer-operative language establishing 1987 dues, clarifying that Governing Board sets entity dues rates by 2/3 majority vote
- Make other editorial and administrative adjustments to update and streamline terminology, enhance clarity and consistency, better express roles and procedures, and remove or modify obsolete, redundant or confusing wording

**PROPOSED 2017 AMENDMENTS TO THE  
BYLAWS  
OF THE PENNSYLVANIA  
SCHOOL BOARDS ASSOCIATION, INC.**

*(As adopted September 29, 1988; and last amended October 15, 2016)*

*[NOTE: Language being amended appears in colored font, red, blue or green. Underscored language indicates insertions; ~~struck through~~ language indicates deletions.]*

**ARTICLE I – MEMBERSHIP**

**SECTION 1. Educational Entities as Members.** Membership is open to the following entities providing public education in Pennsylvania:

- A. Public school districts;
- B. Intermediate units;
- C. Career and technical schools;
- D. Colleges or universities supported by state or local taxes; and
- E. Any other entity created by statute in Pennsylvania and providing public education services that the Governing Board by policy has designated as eligible for membership.

**SECTION 2. Individual Membership.**

- A. Membership by any entity referred to in Section 1 shall confer derivative individual membership on the members of the board of directors or other governing body of the entity.
- B. Any nonmember secretary of the board of directors or governing body of any entity referred to in Section 1 shall be an individual member.
- C. The individual members referred to in subsections A and B above, subject to conditions set forth in these bylaws, shall be entitled to full membership rights including the right to:
  - 1) Attend the Delegate Assembly and participate in other statewide meetings and ~~regional~~ sectional meetings upon payment of applicable registration fees;
  - 2) Serve on committees when appointed to do so;
  - 3) Hold office when elected; and

4) Receive the official publications of the Association.

**D. Voting Rights.** Subject to the terms, conditions and limitations contained in these bylaws, the individual members referred to in subsections A and B above shall have voting rights so long as the entity through which their membership is derived continues to be a member of the Association. An entity has no voting rights except those entitled to be exercised by individual voting members acting collectively as the entity's board of directors.

**SECTION 3. Nonvoting Membership.** There shall be the following ~~three~~ classifications of nonvoting membership:

**A. The following shall be** Associate Members~~hip~~ ~~Associate membership shall be open to:~~

- 1) The members and secretaries of boards or governing bodies eligible for entity membership who have paid the prescribed dues or service fees, where the entity has not joined the Association;
- 2) Any officer, administrator or other supervisor of any entity eligible for membership in the Association who have paid the prescribed dues or service fees;
- 3) Members of departments or other groups referred to in Article VII hereof;
- 4) Former school directors and those formerly qualifying for associate membership who desire to continue affiliation with the Association due to a continuing interest in public education and who have paid the prescribed dues or service fees;
- 5) ~~Membership by an entity referred to in Section 1 confers associate membership on the~~ Each chief administrative officer of a member ~~the~~ entity in good standing; and
- 6) Members of a statutorily established board of control of a member entity.

~~**B. Service Associate Membership shall be open to individuals and firms offering services or commodities for sale to entities described in Article I.**~~

~~**C.**~~ **The following shall be ~~are eligible for~~ Honorary Membership**~~hip~~:

- 1) All past presidents and past executive directors and chief executive officers<sup>1</sup> of the Association;
- 2) The secretary of education; and
- 3) Any other person who as the result of distinguished service to the Association or to public education in Pennsylvania is nominated for ~~has had~~ honorary membership in accordance with procedures established by the Governing Board and whose

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<sup>1</sup> The title of the highest ranking employee of the Association is being changed from "executive director" to "chief executive officer." It is the intent that any governing document of the Association or any statute referencing either the "executive director" or the "executive secretary" shall mean the chief executive officer of the Association.

~~nomination is approved~~ conferred by majority vote of the Delegate Assembly or by action of the Governing Board.

**D. Privileges and Benefits of Nonvoting Members.** All categories of nonvoting members shall have the right to:

- 1) Attend the Delegate Assembly and participate without vote in all statewide meetings and sectional regional meetings of the Association upon payment of applicable event registration fees;
- 2) Hold appointive offices;
- 3) Participate in group insurance programs and other services for individual members as may be sponsored or endorsed by the Association; and
- 4) Receive the Association's official publications and obtain upon request other publications and services of the Association.

**SECTION 4. Termination of Membership.** Membership may be terminated by the Governing Board with respect to any entity or person who has failed to pay prescribed dues or service fees imposed under these bylaws after written notice of delinquency has been given at least ten (10) days prior to the Governing Board action. Any membership so terminated will be reinstated without further action of the Governing Board upon payment of the delinquent dues or fees.

## ARTICLE II – DUES

**SECTION 1. Establishment.** The Governing Board shall by policy establish the rates and required payment schedules for the various categories of entity and individual membership dues, and prescribe the manner in which the chief executive officer may establish the rates and payment schedules for the service fees, registration fees and other charges applicable to the various programs, participations, services, products and other benefits provided by the Association. ~~When Payable.~~ All dues shall be payable annually on July 1 of each year. Payment shall be made no later than July 15.

**SECTION 2. Amount Payable.** ~~The amount of dues in the various membership categories shall be as follows:~~

~~**A. School Districts.** For the year beginning July 1, 1987, and thereafter unless changed, dues for school districts shall be the sum of the following:~~

- ~~1) Six dollars per million on the first billion dollars plus one dollar and 75 cents for each additional million of the district's market valuation established by the latest certification of the Pennsylvania State Tax Equalization Board but subject to a maximum of \$8,500; plus~~
- ~~2) An annual base rate of \$800 per district.~~

~~**B. Intermediate Units and Career and Technical Schools.** Dues for intermediate units and career and technical schools for the 1987-88 year and thereafter until changed shall be \$800.~~

~~**C. Colleges.**~~

~~**1) Community Colleges.** Dues for community colleges for the 1987-88 year and thereafter until changed shall be \$1,800.~~

~~**2) State System of Higher Education Universities.** Dues for each university which is an integral part of the State System of Higher Education for the 1997-98 school year and thereafter until changed shall be \$3,375.~~

~~**D. Other Entities.** Dues for all other entities eligible for membership under Article I shall be determined by multiplying the entity's current approved budget for all purposes except debt service and capital outlay by one-tenth of one mill (.0001).~~

~~**E. Associate and Service Associate Members.** Dues and service fees for associate and service associate members shall be fixed by a majority of the Governing Board and shall not be subject to the notice requirements of Section 3 of this Article.~~

~~**F. Honorary Members.** There shall be no dues or service fees charged to honorary members.~~

**SECTION 3. Changing Dues.** The Governing Board, by two-thirds vote of its membership, is empowered to change the amount or rates of the dues ~~for the entities referred to in subsections A, B, C and D of Section 2~~ provided that notice of the changed dues rate shall be given to the entity members not later than the first day of April preceding the effective date of such dues change. Changes in the rates or amounts of dues for the various categories of individual membership shall be made in the manner prescribed in Governing Board policy.

## **ARTICLE III – GOVERNING BOARD**

**SECTION 1. Composition.** There shall be a Governing Board comprised of the officers of the Association, ~~the chairperson and two vice chairpersons of the Regional Directors Coordinating Council (hereinafter "the Coordinating Council")~~ two sectional advisors appointed by and from among the sectional advisors as provided in Article VI, the chairperson of the Affiliate Council and three ~~at-large~~ representatives. The East, Central and West ~~zones~~ sections of the state ~~each~~ shall each elect and be represented by one of the three ~~at-large~~ representatives. ~~A representative of the Advisory Council established in Article VII shall serve on the Governing Board in a non-voting capacity.~~

**SECTION 2. Duties and Powers of the Governing Board.** The Governing Board shall have the following duties and powers:

**A.** To exercise general supervision over the affairs of the Association and shall be charged with implementing the purposes, policies and programs established in accordance with these bylaws;



**B.** To adopt a budget before ~~the beginning of each fiscal year of the Association July 1 of each year~~, make adjustments in the budget as exigencies of the situation require and prescribe the manner in which ~~fix~~ fees for services and programs of the Association shall be established;

**C.** To appoint and establish the conditions of employment of a corporate fiduciary as Association depository, an ~~executive director~~ chief executive officer, a certified public accountant, and a general counsel and shall adopt appropriate policies providing for the employment of such other personnel as shall be required;

**D.** Establish compensation for the ~~executive director~~ chief executive officer and ~~approve a compensation plan for employees consistent with funds allocated in the approved budget~~;

**E.** To enter into agreements with other agencies, plan, implement and administer projects, activities and services of an educational nature designed to improve services to its members;

**F.** To receive funds from federal and state sources, foundations and other sources and provide for the expenditure of such funds for appropriate purposes consistent with the grants;

**G.** To borrow money and execute evidences of indebtedness and security instruments;

**H.** To purchase, sell, lease or encumber real estate upon approval by two-thirds of the membership of the Governing Board;

~~**I.** To provide guidance with planning of the annual conference;~~

**J.** To create committees of the Governing Board or such ad hoc committees or task forces as the Governing Board may deem necessary for the effective operation of the Governing Board;

**K.** To adopt a charter for each standing committee that is not inconsistent with these bylaws and that shall state, at a minimum: (i) the number of committee members to serve, (ii) the individuals who are eligible to serve, (iii) the duties of the committee, (iv) the minimum number of meetings to be held each year; and (v) the power or authority of the committee.

**L.** To adopt policies consistent with these bylaws; and

**M.** To perform any other duties enumerated in the bylaws.

### **SECTION 3. Meetings and Voting.**

**A.** The Governing Board shall meet at the call of the president or on its own motion or upon the written request of six or more members of the Governing Board.

**B.** Between regularly scheduled meetings, the Governing Board may, at the call of the ~~Executive Committee president~~, vote by an electronic ~~written~~ ballot limited to a single issue.

### **SECTION 4. Vacancies.**

A. ~~Except as provided in Article IV, Section 4, a~~A-vacancy shall occur on the Governing Board when (1) a member ceases to be a member of a school board or other governing body of an entity referred to in Article I ~~(except as provided in Article IV, Section 3)~~; (2) the entity ~~represented~~ by which the member derives individual membership ceases to be an entity member of the Association; (3) a member fails to attend two successive meetings of the Governing Board without proper excuse; (4) a member dies; (5) a member's resignation is duly accepted by the Governing Board; (6) a member is removed from office; or (7) upon the expiration of the term of office of an officer or ~~at-large~~ representative when no eligible successor has been elected, or when the successor elected ceases to be eligible or declines the position.

B. Vacancies on the Governing Board shall be filled as follows:

1) Except as otherwise provided herein, The Governing Board shall fill all vacancies only of officer and at-large positions on the Governing Board and may adopt policies establishing procedures for the filling of such vacancies on the Governing Board.

2) A person appointed to fill a vacancy shall serve for the remainder of the unexpired term or if earlier, the last day of the year during which a replacement can be elected in accordance with normal nomination and election procedures and timelines. When a replacement can be so elected, the replacement shall take office on January 1 following the replacement's election and shall serve for the remainder of the unexpired term.

3) Except as provided in clause (5) below, a vacancy in the position of immediate past president shall not be filled, and therefore, the Governing Board shall be reduced by one member in the event of a vacancy in the position of immediate past president.

~~4) A vacancy caused by the departure from the Governing Board of a chairperson or vice-chairperson of the Regional Directors Coordinating Council shall be filled by the Coordinating Council.~~

5) In the event of a vacancy in the position of president, the president-elect shall serve as acting president for the remainder of the term. The president-elect shall then assume the office of president for the following year in the normal course as provided in Article IV, Section ~~34~~.B, and the term of the immediate past-president in office when the vacancy occurs shall be extended for one year.

~~6) The Governing Board may adopt policies establishing procedures for the filling of vacancies on the Governing Board.~~

**SECTION 5. Quorum.** A majority of the voting membership of the Governing Board constitutes a quorum.

## ARTICLE IV – OFFICERS, ~~AND AT-LARGE~~ REPRESENTATIVES

### AND SECTIONAL ADVISORS

**SECTION 1. Officers.** The officers of the Association shall be president, president-elect, vice-president, treasurer, and immediate past president.

**SECTION 2. ~~At-Large~~ Representatives.** The East, Central and West zones sections of Pennsylvania shall each elect, from among the individual members within the zone, a member to serve ~~be represented~~ on the Governing Board ~~by an at-large~~ as a representative.

**SECTION 3. Sectional Advisors.** Each section of Pennsylvania designated in accordance with Article VI each shall elect, from among the individual members within the section, a person to serve as sectional advisor.

### **SECTION ~~43~~. Eligibility and Succession.**

**A.** Except as otherwise provided in these bylaws, ~~A~~any individual member under Article I, Section 2, subsections A and B, is eligible to hold an office or other elected position in the Association, so long as membership status continues; provided, however, that a person who was a member when elected president or who stood to assume the presidency by virtue of having been elected president-elect in accordance with this Article, and has served as president-elect shall be entitled to serve the full term of the president regardless of the fact that such person may cease to be a member of the board of an ~~the~~ entity maintaining membership in good standing ~~from which individual membership was derived.~~

**B.** Notwithstanding anything herein to the contrary, a president-elect who has been duly elected to that position shall automatically assume the presidency in the succeeding term and shall not be required to stand for election. A president-elect who has been appointed to fill a vacancy in that office shall be required to go through the nominating process and stand for election to the office of president in the normal course succeeding term, along with any other eligible member who may seek election. Upon completion of a term as president, the president automatically assumes the office of immediate past president for the year following his or her presidency.

**C.** ~~An at-large~~ representative:

1) Shall be a voting member of the board of directors of a school entity assigned pursuant to subsection D to the zone section of Pennsylvania ~~represented and~~ from which elected; and

2) Shall be elected by the member school entities assigned to that zone ~~the section~~ represented.

**D. A sectional advisor:**

1) Shall be a voting member of the board of directors of a school entity within the section designated in accordance with Article VI from which elected; and

2) Shall be elected by the member school entities located within that section.

**ED.** The Governing Board shall determine by policy the assignment of school entities to the East, Central and West zones ~~sections~~ of Pennsylvania.

**FE.** Candidates for the position of treasurer must have fiscal acumen and experience in finance and accounting.

**GF.** No person may hold at the same time more than one of the elected positions of the Association enumerated in Sections 1 ~~and 2 and 3~~ of this Article, ~~nor may any person hold at the same time a position as regional director or assistant regional director and any of the elected positions enumerated in Sections 1 and 2 of this Article.~~

**HG.** To be eligible for election as an officer, ~~or at large~~ representative or sectional advisor, the current year membership dues of the entity from which a candidate's individual membership is derived must be paid in full.

**IH.** To be eligible for election as an officer other than Treasurer or as ~~at large~~ representative, a candidate shall have completed a minimum of four consecutive years of service as a school director in the state of Pennsylvania prior to taking office.

J. In order for a person currently holding office as a representative or as a sectional advisor to be eligible for election to another elected position earlier than the final year of their current term of office, the person must submit a written, irrevocable resignation from their current position effective at the end of the calendar year in which they seek election to another position, so that a replacement can be elected to serve the remainder of the term. The resignation must be delivered to the chief executive officer no later than a date specified in the slating timeline established by the Governing Board pursuant to Section 5, which date shall be sufficiently in advance of the deadline for submitting Applications for Election to allow members to be made aware that the position is open for election of a replacement and to prepare and submit applications.

## **SECTION 54. Terms of Officers and ~~At-Large~~ Representatives.**

**A.** Terms of all officers shall begin January 1 following election and except in the case of the treasurer ~~after the year 2014~~, shall continue for one year, or until a successor is elected or appointed. ~~Beginning with the term of office commencing in January 2015, t~~The term of the treasurer shall be three years or until a successor is elected or appointed. Persons holding office as vice-president or treasurer may be re-elected for successive terms.

**B.** ~~The term of office for the three at large representatives elected during the year 2013 shall commence January 1, 2014 and continue for one year. Beginning in the year 2015, at large representatives shall serve staggered terms of three years each beginning January 1 following election, such that one at large representative is elected each year. Accordingly, the terms of the three at large representatives elected during the year 2014 for terms commencing January 1, 2015 shall be staggered as follows: the term of the at large representative for the West section of the state shall be three years; the term of the at large representative from the Central section shall be two years; and the term of the at large representative from the East~~

~~section shall be one year. Upon expiration of the terms commencing January 1, 2015, subsequent terms for each at-large representative shall be three years commencing January 1 following election. One representative shall be elected each year to serve staggered terms of office continuing for three years or until their successors are elected or appointed, each commencing January 1 following election. Accordingly, the election of the representative for the West zone of the state shall take place every third year beginning in the year 2014; the election of the representative from the East zone shall take place every third year beginning in the year 2015; and the election of the representative from the Central zone shall take place every third year beginning in the year 2016. Representatives may be elected for no more than one three-year term.~~

## **SECTION 65. Slating of Candidates for Office Nomination**

**A.** ~~A nominating committee, to be known as t~~The Leadership Development Committee established in Article V shall meet as necessary after the primary election ~~in order~~ to prepare a slate of candidates for the elected positions of the Association enumerated in Sections 1, 2 and 32 of this Article.

**B.** ~~Any member who has submitted the required Application for Nomination to be a candidate for a position and meets minimum eligibility requirements as stated in these bylaws for the position he or she is seeking shall be slated on the ballot as a candidate for that position.~~ The Leadership Development Committee shall slate only those candidates who meet minimum eligibility requirements and who are deemed qualified by the Committee in accordance with Governing Board policy. No candidate shall be slated who does not meet minimum eligibility requirements as directed by bylaws or policy. A candidate shall not apply or be slated for more than one position.

**C.** The Leadership Development Committee may, by majority vote, determine that one or more candidates for any elected position will be designated on the ballot as a candidate the Leadership Development Committee considers to be highly qualified.

**D.** Position descriptions that detail the qualifications for officer, ~~and at-large representative~~ and sectional advisor positions shall be approved by the Governing Board and widely distributed to members.

**E.** All persons seeking ~~nomination for an~~ elected positions of the Association shall file with the Leadership Development Committee chairperson an Application for Nomination-Election on a form to be provided by the Association expressing interest in the office sought. The Application for Nomination-Election shall be marked received at PSBA headquarters or mailed first class and postmarked no later than the application deadline specified in the timeline established by the Governing Board to be considered timely filed. If said date falls on a Saturday, Sunday or holiday, then the Application for Nomination-Election shall be considered timely-filed if marked received at PSBA headquarters or mailed and postmarked on the next business day.

**F.** The Leadership Development Committee shall review all Applications for Nomination Election submitted by applicants interested in being candidates for elected positions and

make a preliminary determination of whether the applicants meet minimum eligibility requirements as stated in these bylaws for the elected positions they seek.

**G.** Each applicant who submits an Application for Nomination-Election that shows that the applicant meets the minimum requirements of eligibility for an elected position shall be invited to interview with the Leadership Development Committee. ~~At the interview, the Leadership Development Committee shall review and confirm minimum eligibility requirements for the positions as stated in these bylaws and shall consider whether any candidate should be identified on the ballot as a person the Leadership Development Committee considers to be highly qualified.~~

**H.** If no current year Application for Nomination-Election is received for a specific elected position, if the Leadership Development Committee determines that no candidate for a position meets minimum eligibility requirements as stated in these bylaws, or if a sole slated candidate for a position ceases to meet minimum eligibility requirements as stated in these bylaws, an alternate application process shall be immediately implemented as provided for in PSBA policy.

**I.** The Governing Board shall by policy or otherwise establish a timeline with deadlines for submission of applications for ~~nomination-election~~, completion of candidate interviews and preparation and publication of the slate of candidates, such that the membership can be notified of the result of the ~~nomination-and~~ slating process no later than July 31 of each year.

**J.** The Association encourages slated candidates to campaign actively within guidelines approved by the Governing Board.

**K.** Slated candidates' statements, biographies, video interviews and other appropriate materials that may be prepared as part of campaigns shall be widely disseminated to the Association's membership.

**L.** Notwithstanding anything in these bylaws to the contrary, no member of the Leadership Development Committee shall be eligible to be slated as a candidate for an officer or for any at-large representative position on the Governing Board or as candidate for sectional advisor of a section, in any year during which the member accepted appointment as a member of the Leadership Development Committee.

## **SECTION 76. Election.**

**A.** Each member entity whose current year Association dues have been paid in full shall ~~have~~ be entitled to cast one vote for each of the following positions in the Association:

- 1) President (when election of the president is required under these bylaws);
- 2) President-elect;
- 3) Vice-president;
- 4) Treasurer; and

5) ~~At-large~~ Representative for the zone section of Pennsylvania to which the voting entity is assigned.

6.) Sectional advisor for the section of Pennsylvania within which the voting entity is located.

**B.** Each vote of an entity shall be determined by majority vote of the entity's board of directors, and shall be cast by ~~transmitting the votes to PSBA headquarters by~~ electronic or other means specified by the Governing Board.

**C.** Votes shall be cast during a voting schedule established by the Governing Board, which shall commence not later than eight weeks before the annual meeting of the Delegate Assembly is scheduled to take place and shall conclude no later than one week before the Delegate Assembly. The results shall be announced at the Delegate Assembly and may also be announced earlier when certified by the Credentials Committee.

**D.** The person receiving the votes of the largest number of entities actually casting votes shall be elected, notwithstanding that the number of votes received is less than a majority of all votes cast or eligible to be cast.

~~**E.**~~ **D.** The Credentials Committee established in Article V shall:

- 1) Certify the results of voting;
- 2) Have the authority to declare void any votes not cast in accordance with these bylaws or implementing policies; and
- 3) To decide other questions relating to the voting process as provided in these bylaws or implementing policies.

~~**F.**~~ **E.** The Governing Board shall adopt such policies and procedures as are necessary to carry out the election process.

## **SECTION ~~8~~7. Duties of Officers.**

**A.** It shall be the duty of all officers of the Association to represent and advocate accurately beliefs, policies and positions of the Association adopted by the Delegate Assembly and the Governing Board.

**B. President.** The duties of the president shall include:

- 1) Presiding at all meetings of the Association, the Governing Board and the Executive Committee;
- 2) Appointing members and chairpersons of such committees as are required by these bylaws or are otherwise authorized hereunder, unless otherwise provided in these bylaws;



3) Serving as non-voting ex-officio member of all committees except the Leadership Development Committee; and

4) Performing all other duties imposed by these bylaws and required by the Nonprofit Corporation Law or customarily pertaining to the office of president under the parliamentary authority provided for in these bylaws.

C. In the event that the president is unable to perform any duty or function by reason of absence from the state, physical or mental incapacity or other reason, the president-elect or, in the absence of the president-elect, the vice-president who is not under a similar disability shall perform the function or duties of the president.

D. The duties of the president-elect, immediate past president and the vice-president shall be such duties as are provided for in these bylaws and in the position description established by the Governing Board or as are otherwise assigned or delegated by the president.

E. **Treasurer.** The duties of the treasurer shall include:

1) Serving as the chairperson of the Finance Committee and serving as a resource to the Audit Review Committee;

2) Carrying out his or her duties as a member of the Governing Board;

3) Monitoring compliance with the annual budget;

4) Reviewing major anticipated expenditures and transactions;

5) Monitoring compliance with internal financial policies and financial requirements imposed by law;

6) Reporting to the Governing Board and the Association's membership regarding financial matters;

7) Overseeing the preparation of financial reporting forms; and

8) Approving together with the ~~executive director~~ chief executive officer all orders on the depository. The treasurer shall ~~may~~ furnish a surety bond in a form and in an amount satisfactory to the Governing Board, with the premium to be paid by the Association.

## ARTICLE V – COMMITTEES

### SECTION 1. Executive Committee.

A. There shall be an Executive Committee consisting of the president, the immediate past president, the president-elect, the vice-president, the treasurer, and the ~~executive director~~ chief executive officer who shall be an ex-officio, non-voting member of the Committee.



**B.** The Executive Committee shall have the power and duty to:

- 1) Represent the Association to other organizations and the public, consistent with its fiduciary duties to the Association;
- 2) Perform such duties or transact such matters as directed or delegated to it by the Governing Board;
- 3) Consult with the ~~executive director~~ chief executive officer in considering new programs, initiatives and actions for presentation to the Governing Board;
- 4) Monitor administration of personnel policies of the Association; and
- 5) Make emergency decisions on behalf of the Governing Board that are essential to the continued operation of the Association when the committee determines that convening a meeting of the Board is not feasible, provided that all such decisions shall be promptly reported to the Governing Board.

**C.** The Executive Committee shall meet at the call of the president, ~~or at the request of any two (2) members of the Executive Committee, other than~~ at the request of the executive director ~~chief executive officer~~.

## **SECTION 2. Credentials Committee.**

The president shall appoint a Credentials Committee consisting of persons affiliated with the Association but who are ineligible to hold Association office, which shall have the power and duty to perform the functions set forth in these bylaws and related policies of the Governing Board.

## **SECTION 3. Platform Committee.**

**A.** There shall be a Platform Committee consisting of the officers of the Association, ~~the president or designee of each department, conference or federated group admitted to membership under Article VII, and two persons appointed by each regional director~~ two appointees from the Affiliate Council, and two persons appointed by each sectional advisor.

**B.** The vice-president shall be chairperson of the Platform Committee.

**C.** It shall be the duty of the Platform Committee to consider proposals for changes to the legislative platform for the Association. The committee shall consider any proposal referred to it by the Governing Board, any entity member referred to in Article I, members of the committee or Association staff. All such proposals shall be addressed to the chief executive officer ~~assistant executive director for governmental and member relations~~ at the Association's headquarters and must be received at least ninety (90) days prior to the annual meeting of the Delegate Assembly.

**D.** The Platform Committee shall meet at the call of the chairperson prior to the annual meeting of the Delegate Assembly to consider proposals submitted to it, and shall cause all

proposals recommended by it to be distributed to the voting membership prior to the meeting of the Delegate Assembly. ~~The committee shall have the power to conduct a hearing on any proposal submitted to it for consideration.~~

E. The chairperson of the Platform Committee shall present the report of the Platform Committee to the Delegate Assembly at its annual meeting.

#### **SECTION 4. Leadership Development Committee.**

A. There shall be a Leadership Development Committee, the purposes of which are to carry out the process of seeking and slating candidates and to encourage wider participation of members in elections.

B. The membership of the Leadership Development Committee shall be comprised of the following:

- 1) Chairperson - immediate past president of the Association (non-voting);
- 2) ~~Two members of the Coordinating Council (not currently serving on the Governing Board), appointed by the Coordinating Council~~ One sectional advisor, appointed by and from among the sectional advisors;
- 3) One member of the Advisory Affiliate Council, appointed by the Advisory Affiliate Council;
- 4) Two current members of the Governing Board, appointed by the Governing Board;
- 5) One member of the Association appointed by the Association president; and
- 6) Three voting members of the Association appointed by the chairperson of the Leadership Development Committee.

C. The Leadership Development Committee shall exercise the powers and carry out the duties stated herein and in Article IV, Section 65 of these bylaws.

~~D. A quorum of the Leadership Development Committee shall be two thirds of its designated membership.~~

#### **SECTION 5. Bylaws Committee.**

A. There shall be a Bylaws Committee appointed by the president consisting of one member from each section ~~region~~ and the current vice-president. A past president may be appointed as an ex-officio, non-voting member.

B. The Bylaws Committee shall meet at the call of the chairperson to consider any bylaw amendments submitted to it in accordance with Article XII, that shall be referred to it by any entity member of the Association, by the Governing Board or by the Regional Directors Coordinating Council, and to consider any bylaw amendments proposed by committee

~~members. The Bylaws Committee shall meet annually~~ and to ensure that a comprehensive review of the bylaws of the Association is conducted at least every three years.

C. ~~The Bylaws Committee shall meet prior to June 30 of each year and t~~The deliberations of the committee shall be concluded so that the committee may make a report of its recommendations to the Governing Board by July 1 of each year.

#### **SECTION 6. Policy Review Committee.**

~~A. There shall be a Policy Review Committee appointed by the president, comprised of members of the Association and chaired by a member of the Governing Board.~~

~~B. The Committee shall review existing Board policies to ensure their continued relevance and usefulness in supporting the work of the Association, as well as recommend revisions to existing policies and propose new policies as may be necessary, for approval by the Governing Board. The Committee shall establish a schedule for review of all policies at least every three years.~~

#### **SECTION 7. Finance Committee.**

A. There shall be a Finance Committee comprised of members of the Association with finance experience and fiscal acumen appointed by the president.

B. The Committee shall be responsible for receiving and reviewing the proposed budget of the Association prepared by the ~~executive director~~ chief executive officer and for recommending the budget to the Governing Board.

C. The Committee shall monitor budget implementation and make recommendations to the Governing Board for revision of the budget when necessary for the purpose of controlling expenditures.

#### **SECTION 8. Audit Review Committee.**

A. There shall be an Audit Review Committee chaired by a member of the Governing Board who is not also an officer of the Association and consisting of at least two additional members of the Association with prior experience in accounting practices and audit review appointed by the president.

B. Subject to the approval by the Governing Board, the Committee shall select the external auditor, and it shall review the annual Association audit and recommend approval of same by the Governing Board.

#### **SECTION 9. Governance & Policy Committee.**

A, There shall be a Governance and Policy Committee comprised of members of the Association appointed by the president and chaired by a member of the Governing Board. In addition to members appointed by the president, the membership of the Committee shall also include ~~two members of the Regional Directors Coordinating Council appointed by the~~

~~Coordinating Council~~ one sectional advisor appointed by and from among the sectional advisors and at least one member of the Advisory Affiliate Council appointed by the Advisory Affiliate Council.

**B.** The Committee shall be responsible for leading an ongoing organizational self-assessment process that focuses on review of the Association's governance structure and implementing provisions of bylaws, policies and charters of committees or other consultative bodies of the association and the impact of such provisions on leadership, decision-making, member engagement and fulfillment of fiduciary and other legal duties.

C. When requested by the Governing Board, the Committee shall review and make recommendations regarding such Board policies and proposed changes to policies as are referred to it by the Governing Board.

~~DE.~~ The Committee shall meet at least once each year at the call of the chairperson, president or executive director-chief executive officer, and shall report its observations to the Governing Board along with appropriate recommendations.

## **ARTICLE VI – ~~REGIONS, REGIONAL DIRECTORS AND REGIONAL CABINETS~~SECTIONS AND SECTIONAL ADVISORS**

**SECTION 1. Establishment and Change of ~~Sections~~ Regions.** For administrative purposes, the state shall be divided by the Governing Board into sections. ~~not less than ten (10) nor more than fifteen (15) regions, one of which shall be geographically coterminous with the School District of Philadelphia and one of which shall be geographically coterminous with the School District of the City of Pittsburgh. The Governing Board, with the consent of the cabinets of the regions affected, may regroup counties into new regions.~~

**SECTION 2. Notification of ~~Region~~ Section Composition.** The current composition of school districts within each region-section shall be published on the Association web site and, following any change made in regional-sectional composition, in at least two consecutive issues of an official publication of the Association.

~~**SECTION 3. Areas.** Each region may be divided into areas, which shall be comprised of groups of member school entities as established by the regional cabinet.~~

### **SECTION ~~34~~. Administrative Organization.**

**A. ~~Regional Directors~~ Sectional Advisors.** Each region-section shall have a sectional advisor elected by and from among the members within the section in accordance with Article IV, Sections 6 and 7. ~~regional director selected as follows:~~

~~1) Regional directors shall be voting members of the Association in the region for which they are elected or designated. Except for the regional directors of Regions 10 (Philadelphia) and 13 (Pittsburgh), regional directors shall be elected by the members of the regional cabinet. Upon recommendation of the Regional Directors Coordinating~~

~~Council, the Governing Board of the Association may adopt policies establishing procedures for electing regional directors and filling vacancies. For Regions 10 and 13, the regional directors shall be designated by the governing board of the member school entity.~~

~~1 2) Regional directors~~ Sectional advisors shall be elected, ~~or appointed,~~ for a term of two (2) years commencing January 1 following their election ~~(or appointment)~~ and may be re-elected ~~or re-appointed~~ for ~~two one~~ (1 2) additional, successive two-year terms.

~~3) In the event a regional cabinet fails to elect a regional director by November 15 for a term to begin the following year; the Regional Directors Coordinating Council shall appoint a regional director. The appointment shall be made prior to December 31 and be for a two-year term as if the appointee were elected in accordance with paragraph 2.~~

~~2 4) Regional directors~~ Sectional advisors from ~~odd even~~-numbered regions ~~sections~~ shall be elected in even-numbered years and those from even ~~odd~~-numbered regions ~~sections~~ in odd-numbered years.

3) Vacancies in the position of sectional advisor shall be filled by the Governing Board.

~~5) Vacancies in the position of regional director shall be filled by the regional cabinet within sixty (60) days, in accordance with procedures established by the Governing Board. The regional director elected to fill the vacancy shall serve out the remainder of the term of the former regional director and may be re-elected in accordance with paragraph 2 of this subsection. In the event a regional cabinet fails to fill a regional director vacancy within sixty (60) days, the Regional Directors Coordinating Council shall appoint a regional director to fill the vacancy.~~

~~6) Upon recommendation adopted by vote of a majority of all the members of a regional cabinet, the Regional Directors Coordinating Council may remove a regional director from office. The removal from office of a regional director shall require an affirmative vote of two-thirds of the voting members of the Regional Directors Coordinating Council.~~

~~7) The regional director shall preside at regional cabinet meetings and shall have all the prerogatives which go with such office, together with the responsibility of promoting the interests and the programs of the Association. In addition, the regional director shall: oversee planning for regional activities; provide overall leadership for regional legislative activity; represent the region at meetings of the Regional Directors Coordinating Council; and perform such other duties as the Governing Board or Regional Directors Coordinating Council may require.~~

## **B. Assistant Regional Directors.**

~~1) Regional Directors shall at their discretion select one or more members of the association from that region to serve as Assistant Regional Directors, who shall serve at the pleasure of the Regional Director. Each assistant regional director shall serve a term of two years, concurrent with that of the regional director for the region.~~

~~2) For Regions 10 (Philadelphia) and 13 (Pittsburgh), one or more assistant regional directors may be selected by the governing body of the member school entity.~~

~~3) Assistant regional directors shall be responsible for performing duties assigned by the regional director.~~

#### **BC. PSBA Liaison.**

1) Each member school entity shall be entitled to designate a PSBA liaison.

2) Liaisons shall be voting members of the Association and shall be appointed by, and serve at the pleasure of, each school board in the manner provided by local policy or practice.

3) Duties and responsibilities of PSBA liaisons shall be defined by the Governing Board ~~Regional Directors Coordinating Council~~ and by local school board policy.

#### **D. Regional Cabinet.**

~~1) Each region shall have a regional cabinet consisting of the regional director and PSBA liaisons from member school entities in the region. Assistant Regional Directors shall be ex-officio, non-voting members of the regional cabinet.~~

~~2) Each regional cabinet shall meet at least two times per year, at the call of the regional director.~~

~~3) Regional cabinets shall be responsible for electing regional directors, for planning regional activities, for advising the regional director and for such other duties as may be provided in these bylaws or determined by the Regional Directors Coordinating Council.~~

~~4) The requirements of this subsection do not apply to Regions 10 (Philadelphia) and 13 (Pittsburgh).~~

**E. Payment of Expenses.** Expenses incurred in regional activities shall be reimbursed in accordance with the policies established by the Governing Board.

### **SECTION 45. ~~Regional Directors Coordinating Council~~ Duties of Sectional Advisors.**

A. The functions of sectional advisors are to assist with communication among the sections and the Governing Board; to mobilize the liaisons; and to promote member participation in Association activities.

B. Each sectional advisor shall appoint two members from within their section to serve on the Platform Committee as provided in Article V, Section 3.

C. Prior to January 1<sup>st</sup> those sectional advisors and sectional advisors-elect who will serve as sectional advisors for the ensuing calendar year shall appoint, from among themselves, by majority vote, the following:

1) Two sectional advisors to serve as members of the Governing Board for the ensuing calendar year;

2) One sectional advisor to serve on the Leadership Development Committee for the ensuing calendar year, who shall not also be appointed to serve on the Governing Board for that year. Acceptance of appointment to the Leadership Development Committee shall render the appointee ineligible for election to an officer, representative or sectional advisor position of the Association during the year for which appointed to the Leadership Development Committee.

3) One member to serve on the Governance Review and Policy Committee for the ensuing calendar year.

~~A. There shall be a Regional Directors Coordinating Council comprised of the Association's regional directors. The Coordinating Council shall elect a chairperson and two vice-chairpersons who shall be members of the Governing Board. A Regional Director appointed by the Regional Directors Coordinating Council is not eligible to serve as chairperson or vice-chairperson until such time as the Regional Director has been duly elected by the Regional Cabinet. The Coordinating Council may establish such other positions, committees or procedures not inconsistent with these bylaws as the Council may deem prudent for accomplishing its purposes.~~

~~B. The purposes of the Coordinating Council include, but are not limited to:~~

~~1) To facilitate communication among the regional directors and between the regions and the Governing Board;~~

~~2) To provide a forum in which the regional directors can meet to share resources and discuss concerns;~~

~~3) To provide the Governing Board with the perspectives of the regional directors; and~~

~~4) To mobilize the liaisons and promote member participation in Association activities.~~

~~C. At each regularly scheduled meeting of the Governing Board, the chairperson of the Coordinating Council shall report to the Governing Board about the Coordinating Council's activities and actions.~~

~~D. The Coordinating Council annually appoints two members to serve on the Leadership Development Committee. These members cannot also be currently serving on the Governing Board and shall be ineligible for election to office or to an at-large position during any year in which they accepted appointment to the Leadership Development Committee.~~

~~E. The Coordinating Council shall meet at least twice each year, once in conjunction with the annual conference of the Association and at such other times as called by the chairperson or upon the request of any eight (8) members of the Coordinating Council.~~

## **ARTICLE VII – DEPARTMENTS, CONFERENCE AND/OR FEDERATED GROUPS**



**Definitions.** A department, as the term is used herein, shall mean a subgroup of members of this Association banded together because of certain recognized interests. For purposes of this article, a conference or federated group shall mean an ~~at~~-interest group having peer standing with the Pennsylvania School Boards Association, Inc., and retaining control of its own internal affairs.

### **SECTION 1. Establishment of Departments and Conference and/or Federated Groups.**

Upon the recommendation of the Governing Board, the delegates at any Delegate Assembly, by a majority vote of the quorum, may admit into membership as a department or as a conference and/or federated group, special interest groups who may or may not be school board members, but whose activities are closely related to the work of school boards or to the administration and operation of the public schools. Before presenting such recommendation to the Delegate Assembly, the Governing Board shall give notice of its intention to do so in an official publication of the Association preceding the Delegate Assembly. The notice shall set forth the identity of the group, its current officers, and the number and composition of its membership, its purposes and past activities, together with reasons for admitting such group into membership.

### **SECTION 2. Administration of Departments and Conference and/or Federated Groups.**

Each department, conference and/or federated group may have its own bylaws or similar documents which shall be approved by the Governing Board. The ~~executive director~~ chief executive officer of the Association or his designee shall serve as a member representing this Association on the governing board of each department, conference and/or federated group.

**SECTION 3. Rights and Privileges.** Members of departments, conferences and federated groups shall be entitled to the following rights and privileges subject to other provisions of the bylaws:

- A. To attend and participate in local, ~~regional~~-sectional and state meetings, conferences and conventions sponsored by the Association upon payment of applicable registration fees;
- B. To hold any office and any committee assignment to which he/she is appointed;
- C. To have representation on committees and councils as provided in these bylaws; and
- D. To receive the official Association publications upon payment of such dues as may be prescribed from time to time.

**SECTION 4. Dues.** The Governing Board may provide for dues or other payments from departments, conferences and federated groups for their membership as a condition to establishment or continuance of department, conference or federated group status, except that members of the Department of School Board Secretaries employed by school boards which are dues paying members of the Association shall be exonerated from the payment of personal dues.

### **SECTION 5. Advisory Affiliate Council.**

- A. There shall be an Advisory Affiliate Council comprised of up to 20 members, including a representative from each of the special interest groups admitted into membership as provided in Section 1 of this Article, appointed by each such group. The Governing Board shall



determine which other organizations will be invited to appoint a representatives to serve on the Advisory Affiliate Council.

**B.** The purposes of the Advisory Affiliate Council are:

- 1) To facilitate communication among the special interest groups represented, and between those groups, the other organizations represented on the Advisory Affiliate Council and the Governing Board;
- 2) To provide a forum in which the representatives of these groups and organizations can meet to share resources and discuss concerns; and
- 3) To provide the perspectives and insights of these groups and organizations to the Governing Board.

**C.** The Advisory Affiliate Council shall meet at least once each year, ~~and may elect a chairperson and establish such other positions, committees or procedures not inconsistent with these bylaws as the Advisory Council may deem prudent for accomplishing its purposes.~~

**D.** The Advisory Affiliate Council shall ~~annually elect~~ appoint one member as chairperson, who shall be a member of ~~to serve as a non-voting representative to~~ the Governing Board.

**E.** The Governing Board shall be represented at the Advisory Affiliate Council's meetings by the president or an officer designated by the president.

**F.** At each regularly scheduled meeting of the Governing Board, the representative of the Advisory Affiliate Council shall report to the Governing Board about the Advisory Affiliate Council's activities and actions.

**G.** The Advisory Affiliate Council shall annually appoint one member to serve on the Association's Leadership Development Committee.

## **ARTICLE VIII – DELEGATE ASSEMBLY**

**SECTION 1. Composition of Delegate Assembly.** There shall be a Delegate Assembly consisting of delegates representing the member entities described in Article I, Section 1, appointed by each entity's board of directors from among its members. Each entity may appoint and be represented by the maximum number of delegates set forth below. No delegate may be appointed by or represent more than one member entity.

**A.** School Districts of First Class – four (4) delegates each.

**B.** School Districts of Second Class – three (3) delegates each.

**C.** School Districts of Third Class – two (2) delegates each.

D. School Districts of Fourth Class – one (1) delegate each.

E. Intermediate units, career and technical schools and any other member entity under Article I, Section 1 – one (1) delegate each.

## **SECTION 2. Appointment and Certification of Delegates.**

A. All delegates appointed under Section 1 must be individual members of the Association under Article I, Section 2, must represent school entities whose current year PSBA dues have been paid in full, and shall be appointed prior to the Delegate Assembly.

B. The names, mailing addresses, zip code numbers and telephone numbers of all appointed delegates shall be certified by the appointing body to the ~~executive director~~ chief executive officer of the Association.

C. In the event the qualifications of a delegate are questioned, the matter shall be initially referred to the Credentials Committee for review and recommendation. After such review and recommendation, the question shall be decided by the chairperson of the Delegate Assembly.

**SECTION 3. Chairperson and Quorum.** The president of the Association shall serve as chairperson of the Delegate Assembly. A quorum of the Delegate Assembly shall consist of the certified delegates present.

**SECTION 4. Duties and Functions.** The duties and functions of the Delegate Assembly are:

A. To consider and act upon all proposals reported to it by the Platform Committee for changes to ~~and to adopt~~ the legislative platform for the Association.

B. To consider and act upon all proposed changes in bylaws as provided Article XII and in the Association's Statement of Beliefs and Policies.

C. To receive reports from the president, treasurer and ~~executive director~~ chief executive officer on the state of the Association.

D. To receive and announce results of elections of officers, sectional advisors, and representatives of the Association for the following year.

E. To conduct such other business of the Association as may be provided for in these bylaws, policies of the Governing Board or a duly adopted standing order of business, or as may otherwise be referred to it by the Governing Board.

## **SECTION 5. Meeting Procedures.**

A. The Delegate Assembly shall meet each year in conjunction with the Association's annual conference and may, at its discretion, adopt a standing order of business and other rules for the conduct of its business.

**B.** The Delegate Assembly may adopt amendments to the form of the proposals recommended by the Platform Committee or called up in accordance with subsection C, if, in the opinion of the chairperson on the advice of the parliamentarian, such amendments shall not result in the consideration or adoption of a proposal the substance of which had not been considered by the Platform Committee.

**C.** The Delegate Assembly may, by a two-thirds vote of the delegates actually present and voting thereon, call up for consideration: (i) any proposal that was submitted to and considered by the Platform Committee in the current year, but which the Platform Committee did not recommend for adoption by the Delegate Assembly; or (ii) any provision that was in the prior platform, but which was recommended for removal by the Platform Committee. No proposal may be considered by the Delegate Assembly which has not previously been submitted to the Platform Committee for consideration in the current year.

**D.** Except as otherwise specified by these bylaws or when a greater majority is required under the applicable parliamentary authority, a majority of those present and voting upon any motion or item of business shall be required for passage.

**E.** Each delegate shall be entitled to cast only one vote upon any question. Proxy voting is not permitted.

**SECTION 6. Notice of the Delegate Assembly Meeting.** At least sixty (60) days prior notice of the annual meeting of the Delegate Assembly shall be given by either of the following methods:

**A.** A letter addressed to the board secretary of each member entity referred to Article I, Section 1; or

**B.** A notice published in any print or electronic publication of the Association having general circulation among the members.

## **ARTICLE IX – ~~EXECUTIVE DIRECTOR~~ CHIEF EXECUTIVE OFFICER AND STAFF**

**SECTION 1. Powers and Duties of the ~~executive director~~ chief executive officer.** The ~~executive director~~ chief executive officer shall:

**A.** Manage the affairs of the Association under the general direction and supervision of the Governing Board;

**B.** Appoint all ~~salaried~~ employees; ~~provided that the Governing Board by policy may require that the appointment of management level employees designated in the policy be subject to the approval of the Governing Board; within the limitations of the budget approved by the Governing Board.~~

**C.** ~~Select and employ all clerical and other hourly employees within the limitations of the budget approved by the Governing Board;~~

**D.** In conjunction with the Finance Committee, prepare an annual budget for approval by the Governing Board;

**E.** Be responsible for maintaining records of all receipts and expenditures of the Association which shall be audited after the close of each fiscal year by a certified public accountant;

**F.** Cause minutes to be kept of all meetings of the Association, Governing Board and Executive Committee;

**G.** Sign all orders on the depository approved by the treasurer. In the event of the ~~executive director~~ chief executive officer's unavailability, a ~~designated assistant executive director~~ designee shall act; and

**H.** ~~Have the responsibilities of a chief executive officer generally to i~~ Implement the business and programs of the Association in accordance with these bylaws and the policies adopted by the Governing Board.

**SECTION 2. Surety Bond.** The ~~executive director~~ chief executive officer and any ~~assistant executive director~~ designee authorized to sign orders on the depository shall furnish a surety bond in a form and amount satisfactory to the Governing Board and the premium shall be paid by the Association.

## **ARTICLE X – SPECIAL ASSOCIATION MEETINGS**

**SECTION 1. Special Meetings.** Special meetings of the Delegate Assembly or of members of the Association may be called by the Governing Board. At least twenty (20) days' notice of such special meetings shall be given in the manner provided in Article VIII, Section 6.

### **SECTION 2. Meeting Procedures.**

**A.** The provisions of Article VIII regarding quorum and qualifications of delegates shall apply to special meetings of the Delegate Assembly. ~~Otherwise, a~~ A quorum of any other special meeting shall consist of a majority of the members enumerated in subsections A and B of Article 1, Section 2 ~~who~~ are actually present at the special meeting when a vote is taken.

**B.** Except as otherwise specified by these bylaws or when a greater majority is required under the applicable parliamentary authority, a majority of those present and voting upon any motion or item of business shall be required for passage.

**C.** Each person entitled to vote shall not cast more than one vote upon any question. Proxy voting is not permitted.

## **ARTICLE XI – MISCELLANEOUS**

### **SECTION 1. Indemnification.**

**A.** The members of the Governing Board constitute the governing body of the Association and shall not be personally liable for money damages for any action taken or any failure to take any action unless:

- 1)** The director has breached or failed to perform the duties of his office under Pennsylvania's Non-Profit Corporation Law, 15 Pa.C.S.A. § 5712 (relating to standard of care and justifiable reliance); and
- 2)** The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**B.** Any director, officer, employee or agent of the Association who was or is a party or is threatened to be made a party to any pending, threatened or completed action, suit or proceeding, whether civil, criminal or investigative (whether brought by or in the name of the Association or by a third party) by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, unless it is determined by a court that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or recklessness.

**SECTION 2. Parliamentary Authority.** The most recently revised issue of "Robert's Rules of Order" shall constitute the parliamentary authority for conducting all meetings required or authorized under these bylaws, except when inconsistent with these bylaws or provisions established by the Governing Board, or with rules duly adopted or established in accordance with law or these bylaws.

**SECTION 3. Electronic Meetings.** Except when a provision of these bylaws specifies otherwise, the Governing Board may permit, by policy or otherwise, any meetings required or authorized under these bylaws to be conducted by conference call, video conference or other electronic means.

**SECTION 4, Matters Required to Be in Writing.** Whenever any provision of these bylaws requires something to be done in writing, said writing can be set forth in a paper document or in electronic mail, and in such other electronic form as may be authorized by the Governing Board.

**SECTION 5, Governing Board Minutes.** The approved minutes of the Association and of the Governing Board shall be published in the official publications of the Association and posted on the Association's website in accordance with rules established by the Governing Board.

**SECTION 6. Official Publications.** The Association shall produce and distribute official publications, both paper and electronic, in which official notices shall be published and circulated to all entity and individual members of the Association.

## ARTICLE XII – REVISION OF BYLAWS

**SECTION 1.** Amendments to the bylaws of the Association may be proposed in writing by (1) a member entity whose governing board approved the proposal by an affirmative vote of the majority of all members of the entity's governing board; (2) the Governing Board of the Association; or (3) ~~the Regional Directors Coordinating Council or~~ (4) the Bylaws Committee of the Association. All proposed bylaws changes shall be considered in accordance with the procedure outlined in this article.

**SECTION 2.** Every proposed amendment must be submitted to the Bylaws Committee and cannot be considered by the Governing Board or presented for consideration by the Delegate Assembly unless and until it is submitted to the Bylaws Committee.

**SECTION 3.** All proposed bylaw amendments shall be submitted in writing, mailed first class and postmarked or marked received at PSBA headquarters prior to May 15 of each year to the chairperson of the Bylaws Committee or to the ~~executive director~~ chief executive officer of the Association for transmittal to such chairperson.

**SECTION 4.** The Bylaws Committee, prior to June 30 of each year, shall consider all proposed amendments properly submitted to it together with such amendments that would create conflict within the bylaws due to properly submitted items and shall make a report to the Governing Board by July 1. The report shall outline all suggested bylaw amendments together with a recommendation, if any, of the Bylaws Committee.

**SECTION 5.** Only those proposed amendments approved by two-thirds of all of the members of the Governing Board shall be submitted for consideration by the Delegate Assembly. The Governing Board may approve a proposed bylaw amendment for consideration by the Delegate Assembly even though it was considered but ~~has not been~~ recommended by the Bylaws Committee. The Governing Board shall also have the power to consider for approval and submission to the Delegate Assembly any bylaw amendment submitted to the Bylaws Committee on which the committee failed or refused to act.

### SECTION 6.

**A.** Any proposed bylaw amendment which has been submitted to the Bylaws Committee and approved by two-thirds of the members of the Governing Board in the manner hereinabove provided, shall be published at least thirty (30) days before the annual meeting of the Delegate Assembly in an official publication of the ~~Association designated by the Governing Board to carry official notices and announcements of the~~ Association.

**B.** Any proposed amendment and its supporting rationale submitted to the Bylaws Committee (in accordance with the foregoing) which is not acted upon favorably by the committee or Governing Board shall be published along with the approved amendments, if any; provided, however, that where a proposed amendment and its supporting rationale exceeds an aggregate of 500 words, there shall be submitted with it a summary thereof not exceeding 500 words for publication hereunder if the proposal is rejected.

**SECTION 7.** Those bylaw amendments which have been processed in the manner provided in this article shall be considered at the annual meeting of the Delegate Assembly and shall require for their adoption a two-thirds vote of the delegates present and voting thereon. Unless otherwise provided in the amendment under consideration, any amendment approved hereunder shall be effective upon final approval at the annual meeting of the Delegate Assembly.

## **ARTICLE XIII – PENNSYLVANIA SCHOOL BOARDS ASSOCIATION INSURANCE TRUST**

Notwithstanding any provision herein to the contrary, no member of the Executive Committee or of any other committee, council or other body referenced in these bylaws who is not a director sitting on a Board of School Directors of a public school district and serving on the Governing Board as a result of being such a director may vote on any issue pertaining to the Pennsylvania School Boards Association Insurance Trust (“Insurance Trust”), including the selection of Trustees to serve on the Board of Trustees.

### **PROPOSED AMENDMENTS TABLED BY THE BYLAWS COMMITTEE (NOT RECOMMENDED FOR ADOPTION IN 2017)**

#### **1. TWO-YEAR PLATFORM CONCEPT (AMENDS ARTICLES V AND VIII)**

##### **Rationale:**

Amendments in Article V, Section 3, with corresponding amendments in Article VIII, Section 4, would change the frequency of Platform Committee meetings and adoption of the PSBA legislative platform to once every two years so that the platform is implemented concurrently with each two-year session of the PA General Assembly. The rationale is that PSBA needs to present a consistent platform that will not be altered during the two-year legislative session in order to prevent confusion by House and Senate members. In addition, the adoption every other year will shorten the delegate assembly time and allow for more conference session time to be added in intervening years. This was proposed in 2016 but not adopted by the Delegate Assembly. The Bylaws Committee supports the concept, but elected to table it for two reasons. First, the timing this year is not properly aligned with the current legislative session. Second, putting this off until 2018 will allow time for further member education and feedback regarding the need for this change, and ensure all can be made aware of the proposed change before the platform proposal process begins.

##### **Text:**

#### **ARTICLE V (COMMITTEES)**

##### **SECTION 3. Platform Committee.**



A. There shall be a Platform Committee consisting of the officers of the Association, the president or designee of each department, conference or federated group admitted to membership under Article VII, and two persons appointed by each regional director.

B. The vice-president shall be chairperson of the Platform Committee.

C. It shall be the duty of the Platform Committee in even-numbered years to consider proposals for changes to the legislative platform for the Association. The Platform shall be implemented on a biennial basis concurrently with each two-year regular session of the Pennsylvania General Assembly, and shall generally guide the legislative activities of the Association. The committee shall consider any proposal referred to it by the Governing Board, any entity member referred to in Article I, members of the committee or Association staff. All such proposals shall be addressed to the assistant executive director for governmental and member relations at the Association's headquarters and must be received at least ninety (90) days prior to the annual meeting of the Delegate Assembly.

D. The Platform Committee shall meet at the call of the chairperson in even-numbered years to prepare the PSBA Platform for adoption prior to the commencement of each regular session of the General Assembly. The committee shall meet prior to the annual meeting of the Delegate Assembly and shall cause all proposals recommended by it to be distributed to the voting membership prior to the meeting of the Delegate Assembly. The committee shall have the power to conduct a hearing on any proposal submitted to it for consideration.

E. The chairperson of the Platform Committee shall present the report of the Platform Committee to the Delegate Assembly at its annual meeting immediately preceding the next regular session of the General Assembly.

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## ARTICLE VIII – DELEGATE ASSEMBLY

**SECTION 4. Duties and Functions.** The duties and functions of the Delegate Assembly are:

A. To consider and act upon all proposals reported to it by the Platform Committee for changes to the legislative platform for the Association in even-numbered years prior to the commencement of the next regular two-year session of the Pennsylvania General Assembly. The Platform shall generally guide the legislative activities of the Association for the two-year period corresponding with the General Assembly's regular sessions.

## 2. EQUALIZING NUMBERS OF DELEGATES AT THREE (AMENDS ARTICLE VIII)

### Rationale:

This change would give all member school districts the same number of delegates (three), rather than differing numbers based on class of district, which is based on population. The differing numbers of delegates was a carry-over from the former Legislative Policy Council. The rationale for this change is that the Delegate Assembly acts on more fundamental association issues than



the Legislative Policy Council did, making it desirable to equalize voting rights among member districts on such fundamental issues. It would also simplify management of the delegate appointment and credentialing process. The Bylaws Committee supports the concept, but elected to table it in the belief that more time is needed for study and solicitation of member feedback about the overall concept and optimal number of delegates.

**Text:**

## **ARTICLE VIII – DELEGATE ASSEMBLY**

**SECTION 1. Composition of Delegate Assembly.** There shall be a Delegate Assembly consisting of delegates representing the member entities described in Article I, Section 1, appointed by each entity's board of directors from among its members. Each entity may appoint and be represented by the maximum number of delegates set forth below. No delegate may be appointed by or represent more than one member entity.

~~**A. School Districts of First Class—four (4) delegates each.**~~

~~**AB. School Districts of Second Class – three (3) delegates each.**~~

~~**C. School Districts of Third Class—two (2) delegates each.**~~

~~**D. School Districts of Fourth Class—one (1) delegate each.**~~

**BE.** Intermediate units, career and technical schools and any other member entity under Article I, Section 1 – one (1) delegate each.