



# PSBA Bylaws

as last amended on October 15, 2016

**AMENDED 2016 BYLAWS**

**OF THE**

**PENNSYLVANIA SCHOOL BOARDS**

**ASSOCIATION**

**AS AMENDED OCTOBER 15, 2016**  
**EFFECTIVE IMMEDIATELY**

## **Introduction to the 2016 PSBA Bylaws**

This introduction provides a brief overview of the PSBA Bylaws, explaining key concepts and providing directions to where pertinent provisions are found. The 2016 bylaws reflect the implementation of governance changes recommended as a result of a comprehensive study conducted by an ad hoc Governance Review Committee in 2010 and 2011. Bylaw changes reflecting those recommendations were approved by votes of the membership in 2011 and 2012, and by vote of the newly formed Delegate Assembly in 2013, 2014, 2015 and 2016. Links to the current bylaws of PSBA and related information are available online on the “About PSBA” page of our website at this address: <https://www.psba.org/about/governance/bylaws/>

### **What are bylaws?**

“Bylaws” generally are a set of rules that organizations of all kinds adopt to govern their operations and outline the fundamental structure that defines the organization’s leadership and the powers the leadership may exercise in operating the organization. This has a meaning for an association like PSBA that is somewhat different from what it means for a school board. Local school districts and their boards of directors are highly regulated entities that are subject not only to the Public School Code of 1949, but also are subject to numerous other state and federal statutes regulating municipalities and other political subdivisions such as school districts.

Thus, for school districts, statutory provisions dictate many of a school district’s operating rules, while others are adopted as a matter of the board’s policy-making authority. By contrast, the Non-Profit Corporation Law and other laws applicable to private, non-profit corporations such as PSBA allow far greater discretion and flexibility to adopt operating rules tailored to their purposes. To the extent that such rules address fundamental aspects of the organization’s structure and procedures that are not intended to change often or easily, they tend to be expressed in provisions of the organization’s bylaws.

PSBA first incorporated in 1961 as the “Pennsylvania State School Directors Association.” The articles of incorporation soon were amended to reflect the 1962 merger with the Pennsylvania Association of School Board Secretaries. The original and amended articles of incorporation are on file in the Court of Common Pleas of Dauphin County and the Corporations Bureau of the Commonwealth’s Department of State. From 1895 to 1961, PSBA operated as an unincorporated association.

Of course, bylaws cannot address all details of an organization’s governance and operations. They are supplemented by board policies adopted by the PSBA Governing Board addressing internal operations as well as matters affecting the membership. In a number of places the bylaws specifically authorize or direct the Governing Board to establish policies governing details about matters for which greater flexibility is desirable.

### **Finding your way around the PSBA Bylaws**

The PSBA Bylaws are organized in thirteen articles numbered with roman numerals, which in turn are divided into sections numbered with Arabic numerals, and then are subdivided further into lettered subsections. Although each article’s title indicates that it addresses a particular

subject, it is important to understand that not all related concepts are always addressed in a single article.

Concepts addressed in the bylaws tend to fall into five general categories:

- **association membership** (eligibility, types of membership, dues requirements and privileges of membership, termination of membership)
- **organizational components** (composition, duties and powers of the governing board, committees, regions, affiliated organizations)
- **leadership positions** (designation, eligibility, duties and authority of specific officers, at-large directors, regional and other directors or assistants, PSBA liaisons, executive director)
- **procedures** (nominations, elections, voting, filling vacancies, legislative platform, association meetings, delegate assembly, appointment of delegates, admission of affiliated organizations, regional meetings, parliamentary procedure, revision of bylaws, setting dues, budgets, audits, minutes)
- **special rules or restrictions** (indemnification of officers, surety bonds, designation of official publications)

Frequently, but not always, a position or the composition of a component body may be defined in one article along with powers and duties, but related definitions or procedures for carrying out functions of that position or body may be set forth elsewhere. Examples of this in the PSBA Bylaws are the Leadership Development Committee and Bylaws Committee, for which the composition and appointment of members are provided for in Article V (Committees), but whose functions are addressed respectively in Article IV (Officers) and Article XII (Revision of Bylaws). Similarly, Article III (Governing Board) refers to the chair and vice chairs of the Regional Directors Coordinating Council as members of the Governing Board, but it is Article VI (Regions, Regional Directors and Regional Cabinets) that establishes the position of Regional Director, explains how they are elected, and establishes the Regional Directors Coordinating Council.

What follows is a brief overview of the main things addressed in each article of the PSBA bylaws.

**Article I –Membership.** This article defines membership types, membership eligibility, membership rights and termination of membership. Membership types include educational entity membership, individual membership and non-voting membership. Here it is explained that membership by a school entity confers derivative individual membership upon each member of that entity’s governing body and upon the board secretary of that body if not an elected member.

Individual members have the rights to vote as a member of their entity’s board in determining how their entity’s vote is cast in elections and in appointing the entity’s delegates to the Delegate Assembly. Individual members also are eligible to hold elected association positions and committee appointments, to participate and vote as a delegate in the Delegate Assembly when so appointed or in special association meetings, and to receive the association’s official publications. Non-voting members do not have the rights to vote or hold elective office, but otherwise may participate in events and association services, and receive publications. Votes in

elections for association officers or other elected positions are cast by each member entity as determined by majority vote of each entity's board.

The three types of non-voting membership authorized in Article I include associate membership, service associate membership, and honorary membership. Article I also states that membership may be terminated for non-payment of dues.

**Article II (Dues).** This article establishes a July 15 payment deadline for annual membership dues, and sets forth the original dues calculation formulas for the various categories of entity membership that became effective in 1988 when the bylaws were adopted in their current form. Subsequently, the amount of dues has been changed from time to time by action of the Governing Board pursuant its authority under Section 3 of Article III (such action requires the approval of two-thirds vote of the members of the Board). Dues for associate members and service associate members also are set by the Governing Board. There are no dues for individual members, whether school directors or board secretaries, since they derive their status from entity membership. Honorary members also pay no dues.

**Article III (Governing Board).** This article establishes the Governing Board as the association's governing body, defines the Board's membership, enumerates the Board's general powers and duties, and addresses meetings and vacancies. The 11 voting members of the Governing Board consist of the association's officers (president, president-elect, vice president, treasurer and immediate past president), the chair and two vice chairs of the "Regional Directors Coordinating Council" established in Article VI, and three at-large representatives elected from the East, Central and West sections of the state. In addition, a representative of the "Advisory Council" established in Article VII serves on the Board in a non-voting capacity. As discussed a bit later, the Regional Directors Coordinating Council consists of the regional directors from each of the fifteen PSBA regions, and the Advisory Council includes at a minimum representatives of the five affiliated organizations known as "Departments" of PSBA---the Department of School Board Secretaries and Affiliates, Pennsylvania School Board Solicitors Association, Pennsylvania Association of Educational Office Professionals, Pupil Transportation Association of Pennsylvania, and Pennsylvania Association of Career and Technical Administrators.

**Article IV (Officers and At-Large Representatives).** The five officer positions established in Article IV are the president, president-elect, vice president, treasurer and immediate past president. Article IV sets forth the duties of the president and treasurer, and states that the president-elect stands in for the president when the president is absent. The officer positions are the only positions elected by the membership on a statewide, at-large basis. Also established in this article are the three at-large representative positions, representing the East, Central and West sections of Pennsylvania and elected by the school entities located in each of the respective sections. Article IV tasks the Governing Board with designating the entities that make up these three sections of the state, which the Board has done in groups of PSBA Regions. The definitions of these sections can be found on the PSBA website.

Article IV also sets forth the processes for nominating and electing officers and at-large representatives, and provides for the casting of votes for those positions by the boards of member entities. Entity voting is conducted in the two months leading up to the Delegate Assembly, which is held in conjunction with the annual conference. Election results are announced at the Delegate Assembly. The current year membership dues of any candidate's school entity must be

paid in full in order for the candidate to be eligible for election, and in order for an entity's board to cast votes.

Interested persons can be nominated for office by submitting an Application for Nomination on or before a deadline established in a nomination timetable established by the Governing Board, followed by an interview with the Leadership Development Committee. All persons who submit a timely Application for Nomination on the prescribed form will be slated for office and will appear on the ballot. The Leadership Development Committee has the additional option to designate one or more candidates for each office as a person the Committee considers to be highly qualified. A person must have served as a school director for at least four years in order to be eligible for election as an officer other than treasurer or as an at-large representative.

The terms of officers other than the treasurer are for one year and the treasurer's term is three years. The three at-large representatives serve staggered three year terms, with one elected each year.

**Article V (Committees).** Article V mandates nine standing committees, and outlines their composition and the appointment of committee members. The required standing committees are the Executive Committee, Credentials Committee, Platform Committee, Leadership Development Committee, Bylaws Committee, Policy Review Committee, Finance Committee, Audit Review Committee and Governance Committee. Each of these committees other than the Executive Committee includes members of the association appointed from outside the Governing Board, in addition to having officers and directors on the committee. The Governing Board approves the creation of and charters for ad hoc and other committees required or authorized pursuant to the bylaws, and the president is empowered under Article IV (Officers and At-Large Representatives) to appoint the chairs and committee members for most committees. In addition to chairing the Executive Committee, the president serves as a non-voting ex-officio member of all other committees except the Leadership Development Committee.

The Executive Committee consists of the five officers as voting members, and the PSBA executive director as a non-voting member. The Executive Committee is empowered by Article V to take emergency decisions on behalf of the board and to carry out certain other specified functions, as well as other functions not specified in the Bylaws expressly delegated to it by the Governing Board by resolution or policy.

The function of some committees should be apparent from the name, but may not be for others. The Credentials Committee is created in Article V, but its duties are set forth elsewhere in Article IV (Officers and At-Large Representatives) and Article VIII (Delegate Assembly), which task the committee with certifying the results of voting and deciding other questions relating to the voting process, and conducting an initial review when questions arise about the qualifications of delegates to the Delegate Assembly. The Policy Review Committee reviews and makes recommendations about policies adopted by the Governing Board (which are distinct from provisions of the association's Statement of Beliefs and Policies). The Governance Committee is responsible for leading an ongoing organizational self-assessment process that focuses on review of the Association's governance structure and how it functions in practice.

The Platform Committee is an example of when the provisions of Article V establishing the committee also set forth an important organizational procedure the next stage of which is addressed in a different article. Section 4 of Article V explains that platform items or modifications can be proposed by member entity school boards, the Governing Board, members

of the Platform Committee or association staff, and must be submitted to the association's headquarters at least 90 days prior to the annual meeting of the Delegate Assembly. The Platform Committee then meets to consider proposals, and decides which to recommend for adoption by the Delegate Assembly. Proposals recommended by the committee are then publicized to the membership prior to the conference.

Later in the bylaws, Article VIII explains the how the Platform Committee's recommendations are considered and acted upon by the Delegate Assembly. Articles V and Article VIII both state that no legislative platform proposal can be brought up before the Delegate Assembly that was not first submitted to and considered by the Platform Committee. This restriction precludes making substantive amendments to platform items during the Delegate Assembly, unless the substance of the proposed amendment was considered by the Platform Committee.

**Article VI (Regions, Regional Directors and Regional Cabinets).** This is the article that provides for a number of the most important aspects of how PSBA connects directly with its members, how the members participate in governing the association and how they influence its activities and priorities. Article VI establishes the 15 geographical PSBA Regions, one of which is coterminous with the School District of the City of Pittsburgh and one of which is coterminous with the School District of Philadelphia. All of the other regions encompass multiple school districts, and in many cases, multiple counties or intermediate units. Regions may be further divided into "areas" at the option of each region's Regional Cabinet.

Article VI establishes the positions of regional director and at least one assistant regional director in each region, and for the position of PSBA liaison on each school board. Each school board designates a PSBA liaison from among its members or non-member secretary. The regional directors are elected by the PSBA liaisons in the region, and assistant regional directors are appointed by the regional director. Together, the regional director, assistants and the liaisons comprise the Regional Cabinet (assistant regional directors are members of the cabinet but do not vote).

The regional director and Regional Cabinet are responsible for planning regional activities, including designating which school districts comprise each area of the region if areas are established, and planning for meetings and other activities intended to help members in that region stay informed, network with each other, and strengthen advocacy impact in that part of the state.

Article VI also establishes a Regional Directors Coordinating Council (RDCC), comprised of the 15 regional directors. The purpose of the Coordinating Council is to facilitate communication among the regions, to provide a forum in which the regional directors can meet to share perspectives, resources and concerns, to ensure that those perspectives and concerns are communicated to and represented on the Governing Board, and to mobilize the liaisons and promote member participation in Association activities. The Coordinating Council elects a chair and two vice chairs, all of three of whom serve as voting members of the Governing Board. The agenda of each regular meeting of the Governing Board is required to include a report from the Coordinating Council.

**Article VII (Departments, Conference and/or Federated Groups).** This article focuses on how PSBA harnesses the energies, contributions and insights of related education organizations in the association's endeavors. It describes the PSBA "Departments" as subgroups of members of the organization banded together due to having certain recognized common interests.

Conferences and federated groups refer to related interest groups that have peer standing with the association and independently retain ultimate control over their internal affairs. Status as a department, conference or federated group is granted upon recommendation of the Governing Board, and approval of the Delegate Assembly.

Thus far in PSBA's history, department status has been accorded to only the following five groups:

- PSBA Department of School Board Secretaries and Affiliates – secretary/business managers from the 500 school districts and other school entities (admitted 1962).
- Pennsylvania School Board Solicitors Association – attorneys involved in school law who generally serve as counsel to local school boards (admitted 1963).
- Pennsylvania Association of Educational Office Professionals – administrative personnel who generally assist superintendents, administrators or local boards (admitted 1973).
- Pupil Transportation Association of Pennsylvania – school transportation coordinators and other individuals interested in improving coordination and supervision of pupil transportation services (admitted 1978).
- Pennsylvania Association of Career and Technical Administrators – public school career and technical school administrators (admitted 1988).

Each of these groups has its own bylaws, which are approved by the PSBA Governing Board, and dues may be established for each as provided for in PSBA board policies.

Representatives of the five departments also comprise the core of the Advisory Council established in Article VII, a body which eventually is envisioned to include up to fifteen additional representatives of other education-related groups and agencies offering valuable perspectives and insights. The purpose of the Advisory Council is to facilitate communication among such groups, to provide a forum in which their representatives can meet to share perspectives, resources and concerns, and to ensure those perspectives and concerns are communicated to and represented on the Governing Board. Each such group designates its representative to the Advisory Council, and a representative appointed by the Council serves on the Governing Board in a non-voting capacity. The agenda of each regular meeting of the Governing Board is required to include a report from the Coordinating Council.

Article VII provides that individual members of PSBA departments enjoy most of the membership privileges as do other non-voting members, and as stated in Article I, in most cases hold the status of “associate members” of PSBA. Many members of the Board Secretaries department may instead have regular individual member status with voting rights as also provided in Article I. However, all members of departments are able to vote on offices and other matters internal to their groups, as provided in the bylaws of each such group.

**Article VIII (Delegate Assembly).** Article VIII establishes the Delegate Assembly as the body with the responsibility to consider and adopt proposals for the legislative platform of the association, and to conduct other business of the association requiring approval of the membership at large, such as amending the bylaws or the association's “Statement of Beliefs and Policies,” as well as other matters the Governing Board may refer to it. The Delegate Assembly meets in conjunction with the association's annual conference. When inaugurated in 2013, the Delegate Assembly replaced two separate deliberative processes of the association that took



place during the annual conference, previously known as the Legislative Policy Council and the association's Annual Business Meeting. The functions of both now are accomplished in the Delegate Assembly.

Delegates to the Assembly are appointed by each member entity to participate in the platform process and vote upon other items of association business within the Assembly's jurisdiction. Article VIII specifies the number of delegates a school entity of each class or type may appoint, and requires that their appointment be certified by their school entity to the PSBA executive director prior to the conference. Only delegates of entities whose PSBA dues have been paid in full and whose appointments have been properly certified are eligible to participate in the Assembly's deliberations and voting.

Article VIII also sets forth several procedural rules, including the rule that proposals considered but not recommended by the Platform Committee can be called up for consideration from the floor upon a two-thirds vote, provided that no proposal can be called up or be considered by the Assembly that was not first submitted to the Platform Committee. Additional procedural rules are adopted from time to time by the Delegate Assembly to govern its annual meetings. A quorum of the Delegate Assembly consists of the certified delegates present, and the president of the Association serves as chairperson of the Assembly.

**Article IX (Executive Director and Staff).** This article establishes the position of the PSBA executive director and prescribes the general duties and authority of that position, which include managing the affairs of the association, selecting and appointing other employees, maintaining the financial and other records of the association and minutes of the Governing Board, signing checks in conjunction with the treasurer, and generally functioning as the chief executive officer of the association. Article IX also requires a surety bond for the executive director and any assistant executive director authorized to sign checks.

**Article X (Special Association Meetings).** This article authorizes the Governing Board to call special meetings of the Delegate Assembly or of the membership as needed, with at least 20 days advance notice to the membership.

**Article XI (Miscellaneous).** The first section of Article X addresses the protection of officers and directors of the association from personal liability for their acts or failures to act, except in cases of self-dealing, willful misconduct or recklessness, or when the official has breached the fiduciary standards of care and justifiable reliance set forth in the Non-Profit Corporation Law. This section also provides for defense and indemnification of officers, directors, employees and agents of the association in connection with actual or anticipated litigation arising from their service to the association.

Other sections of Article X designate Robert's Rules of Order as the source of parliamentary procedure for conducting meetings authorized by the bylaws, require the association to produce and circulate official publications in which official notices may be published, and require the minutes of Governing Board meetings to be published on the association's website and in such official publications. Article X also provides for conducting meetings and other business by electronic means.

**Article XII (Revision of Bylaws).** This article sets forth the process by which the bylaws can be amended, and as is typical of such provisions, subjects that process to multiple levels of review so that it is transparent and cannot be accomplished hastily. Bylaws amendments can be

proposed only by the board of a member entity, the PSBA Governing Board, the Regional Directors Coordinating Council, or by the Bylaws Committee. Proposed amendments must be submitted to the association headquarters before May 15 of each year, and must be considered by the Bylaws Committee before such proposals can be acted upon by the Governing Board or the Delegate Assembly. The Bylaws Committee then reports the result of its deliberations to the board on or before July 1 of each year, including both the proposals it recommends as well as those the committee considered but is not recommending. The Governing Board then decides, by a two-thirds vote of the entire board, which proposals will be submitted to the Delegate Assembly for final adoption. The Governing Board may submit proposals to the Delegate Assembly that the Bylaws Committee decided not to recommend or failed to act upon, so long as they were first properly submitted to the Committee.

At least 30 days prior to the annual meeting of the Delegate Assembly, the full text of proposed amendments approved by the Governing Board must be published in the PSBA Bulletin or School Leader News, along with the full text or a summary of proposals and supporting rationale that were submitted for consideration but were not recommended by the Bylaws Committee or were not approved by the Governing Board. Two thirds of the delegates present and voting at the annual meeting of the Delegate Assembly must vote in favor of the proposed changes in order for them to be adopted. Amendments take effect immediately upon approval unless the proposal specifies otherwise.

**Article XIII (Pennsylvania School Boards Association Insurance Trust).** The sole purpose of this article is to address one particular aspect of the relationship between PSBA and the PSBA Insurance Trust, imposing a restriction upon which members of the PSBA Governing Board are allowed to vote on matters pertaining to the Trust. Due to Pennsylvania insurance laws applicable to the insurance operations of the Insurance Trust, only members of the PSBA Governing Board who are sitting school directors of a public school district that participates in one or more insurance programs operated by the Insurance Trust are considered “qualified members” permitted to cast votes on matters pertaining to the Insurance Trust, including the appointment of members of the Insurance Trust’s own Board of Trustees and the boards of the Trust’s subsidiaries. A person serving as a member of the PSBA Governing Board in what otherwise would be a voting capacity, such as an officer who is a board secretary but not a school director, is not permitted to participate in voting on matters pertaining to the Trust.

**AMENDED 2016 BYLAWS  
OF THE PENNSYLVANIA  
SCHOOL BOARDS ASSOCIATION, INC.**

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

**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 meetings;
  - 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. Associate Membership** – Associate membership shall be open to:

- 1) The members and secretaries of boards or governing bodies eligible for entity membership where the entity has not joined the Association;
- 2) Any officer, administrator or other supervisor of any entity eligible for membership;
- 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;
- 5) Membership by an entity referred to in Section 1 confers associate membership on the chief administrative officer of the entity; and
- 6) Members of a statutorily established board of control.

**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 are eligible for Honorary Membership:

- 1) All past presidents and past executive directors 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 has had honorary membership 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 regional meetings of the Association;

- 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 dues 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.

## **ARTICLE II – DUES**

**SECTION 1. 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 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.

### **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") and three at-large representatives. The East, Central and West sections of the state each shall 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 July 1 of each year, make adjustments in the budget as exigencies of the situation require and fix fees for services and programs of the Association;

**C.** To appoint and establish the conditions of employment of a corporate fiduciary as Association depository, an executive director, 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 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, vote by a written ballot limited to a single issue.

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

- 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 the member ceases to be a 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)** The Governing Board shall fill vacancies only of officer and at-large positions.

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 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 3.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**

**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 sections of Pennsylvania shall each be represented on the Governing Board by an at-large representative.

### **SECTION 3. Eligibility and Succession.**

**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 the entity 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 shall be required to go through the nominating process and stand for election in the 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 member of the board of directors of a school entity assigned pursuant to subsection D to the section of Pennsylvania represented and from which elected; and
- 2) Shall be elected by the member school entities assigned to the section represented.

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

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

**F.** No person may hold at the same time more than one of the elected positions of the Association enumerated in Sections 1 and 2 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.

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

**H.** 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 years of service as a school director in the state of Pennsylvania prior to taking office.

#### **SECTION 4. 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. Beginning with the term of office commencing in January 2015, the term of the treasurer shall be three years or until a successor is elected. 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. At-large representatives may be elected for no more than two consecutive three-year terms.

## **SECTION 5. Nomination**

**A.** A nominating committee, to be known as 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 and 2 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. 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 positions shall be approved by the Governing Board and widely distributed to members.

**E.** All persons seeking nomination for elected positions of the Association shall file with the Leadership Development Committee chairperson an Application for Nomination on a form to be provided by the Association expressing interest in the office sought. The Application for Nomination 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 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 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 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 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, 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 office or for any at-large position on the Governing Board, in any year during which the member accepted appointment as a member of the Leadership Development Committee.

## **SECTION 6. Election.**

**A.** Each member entity whose current year Association dues have been paid in full shall have 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 section of Pennsylvania to which the voting entity is assigned.

**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.

**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.

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

## **SECTION 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 and the vice-president shall be such duties as are provided for in these bylaws or otherwise 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 all orders on the depository. The treasurer shall 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 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 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 the Executive Director.

## **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.

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 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 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;
- 3)** One member of the Advisory Council, appointed by the Advisory 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 5 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 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 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 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 the deliberations of the committee shall be concluded so that the committee may make a report 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 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 Committee.**

- A.** There shall be a Governance 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 and at least one member of the Advisory Council appointed by the Advisory 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.** The Committee shall meet at least once each year at the call of the chairperson, and shall report its observations to the Governing Board along with appropriate recommendations.



## **ARTICLE VI – REGIONS, REGIONAL DIRECTORS AND REGIONAL CABINETS**

**SECTION 1. Establishment and Change of Regions.** For administrative purposes, the state shall be divided by the Governing Board into 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 Composition.** The current composition of school districts within each region shall be published on the Association web site and, following any change made in regional 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 4. Administrative Organization.**

**A. Regional Directors.** Each region shall have a 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.
- 2) Regional directors 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 (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.
- 4) Regional directors from odd-numbered regions shall be elected in even-numbered years and those from even-numbered regions in odd-numbered years.
- 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.

#### **C. 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 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 5. Regional Directors Coordinating Council**

**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 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 and state meetings, conferences and conventions sponsored by the Association;
- 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 Council.**

**A.** There shall be an Advisory 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 representatives to serve on the Advisory Council.

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

- 1)** To facilitate communication among the special interest groups represented, and between those groups, the other organizations represented on the Advisory 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 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 Council shall appoint one member to serve as a non-voting representative to the Governing Board.

**E.** The Governing Board shall be represented at the Advisory 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 Council shall report to the Governing Board about the Advisory Council's activities and actions.

**G.** The Advisory Council shall 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 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 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 on the state of the Association.
- D. To receive and announce results of elections of officers and at-large 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, 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 AND STAFF**

**SECTION 1. Powers and Duties of the Executive Director.** The executive director 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;

**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's unavailability, a designated assistant executive director shall act; and

**H.** Have the responsibilities of a chief executive officer generally to 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 and any assistant executive director authorized to sign orders on the depository shall furnish a surety bond in 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 quorum of a special meeting shall consist of the members enumerated in subsections A and B of Article 1, Section 2 that are actually present at the special meeting when a vote is taken.

**B.** Except as otherwise specified by these bylaws, 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.

**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; (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 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 submitted to it together with such amendments as shall have been suggested by members of the committee 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 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.

