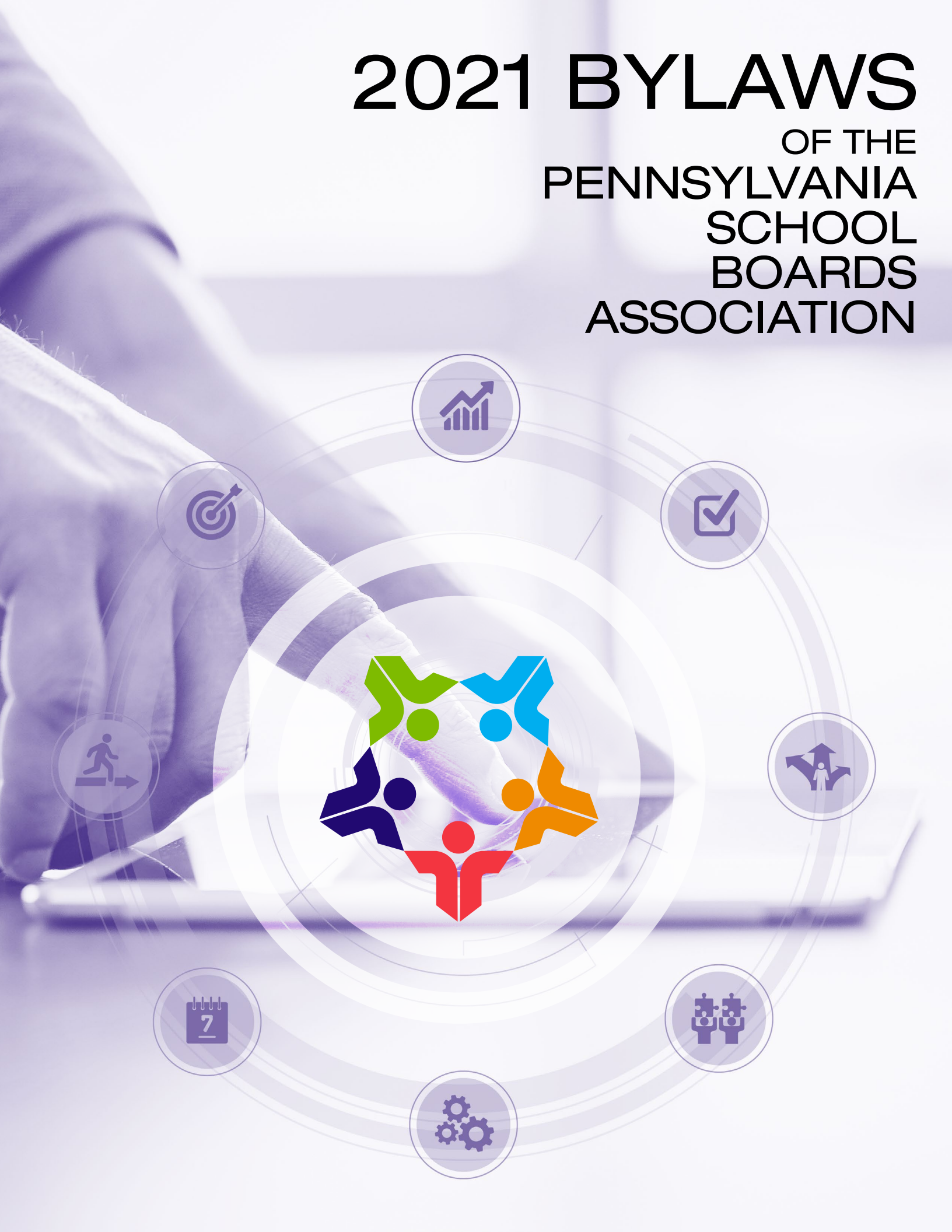


2021 BYLAWS

OF THE
PENNSYLVANIA
SCHOOL
BOARDS
ASSOCIATION



2021 BYLAWS OF THE PENNSYLVANIA SCHOOL BOARDS ASSOCIATION, INC.

(Adopted September 29, 1988; last amended November 7, 2020)

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 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 classifications of nonvoting membership:

A. The following shall be Associate Members:

- 1)** The individual 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 meet all conditions of participation established pursuant to policies of the Governing Board;
- 5)** Each chief administrative officer of a member entity in good standing; and
- 6)** Members of a statutorily established board of control of a member entity.

B. The following shall be Honorary Members:

- 1)** All past presidents, past executive directors and chief executive officers¹ of the Association meeting all conditions of participation established pursuant to policies of the Governing Board; and
- 2)** Any other person who as the result of distinguished service to the Association or to public education in Pennsylvania is nominated for honorary membership in accordance with procedures established by the Governing Board and whose nomination is approved by majority vote of the Delegate Assembly or by action of the Governing Board.

C. 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 meetings of the Association upon payment of applicable event registration fees;
- 2)** Hold appointive offices;
- 3)** Upon payment of applicable fees, participate where otherwise eligible 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.

¹ 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.

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 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 subject to any reinstatement procedures established for access to a particular service.

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. Unless otherwise provided in Governing Board policy, payment of annual entity dues shall be made no later than July 15.

SECTION 2. Honorary Members. There shall be no dues or service fees charged to honorary members.

SECTION 2. Changing Dues. The Governing Board, by two-thirds vote of its membership, is empowered to change the amount or rates of the dues 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, two sectional advisors appointed by and from among the sectional advisors as provided in Article VI and three zone representatives. The East, Central and West zones of the state shall each elect and be represented by one of the three zone 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, a 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 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, vote by 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 4); (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 zone 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 zone representative positions 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 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)** 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 4.B, and the term of the immediate past-president in office when the vacancy occurs shall be extended for one year.
- 5)** 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, ZONE REPRESENTATIVES AND SECTIONAL ADVISORS

SECTION 1. Officers. The officers of the Association shall be president, president-elect, vice-president, treasurer, immediate past president and corporate secretary. The chief executive officer shall serve as corporate secretary in a non-voting capacity.

SECTION 2. Zone Representatives. The East, Central and West zones of Pennsylvania shall each be represented on the Governing Board by one zone 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 4. Eligibility and Succession.

A. Except as otherwise provided in these bylaws, 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 and subsequently as immediate past president regardless of the fact that such person may cease to be a member of the board of an entity maintaining membership in good standing.

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, 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. A zone representative:

- 1)** Shall be a voting member of the board of directors of a school entity assigned pursuant to subsection D to the zone of Pennsylvania from which elected; and
- 2)** Shall be elected by the member school entities assigned to that zone.

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.

E. The Governing Board shall determine by policy the assignment of school entities to the East, Central and West zones of Pennsylvania and to the sections provided for in Article VI.

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

G. No person may hold at the same time more than one of the elected positions of the Association enumerated in Sections 1, 2 and 3 of this Article.

H. To be eligible for election as an officer, zone 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.

I. To be eligible for election as an officer other than Treasurer or as zone 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. A person who has previously served as president shall not be eligible again for election as an officer.

K. In order for a person currently holding office as a zone 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 5. Terms of Officers and Zone Representatives.

A. Terms of all officers shall begin January 1 following election and except in the case of the treasurer, shall continue for one year, or until a successor is elected. 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 or reappointed for successive terms.

B. One zone 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 zone representative for the West zone of the state shall take place every third year beginning in the year 2014; the election of the zone representative from the East zone shall take place every third year beginning in the year 2015; and the election of the zone representative from the Central zone shall take place every third year beginning in the year 2016. Zone representatives may be elected for no more than two consecutive three-year terms.

SECTION 6. Nomination of Candidates for Office

A. Candidates for the elected positions of the Association enumerated in Sections 1, 2 and 3 of this Article shall be nominated and slated in accordance with this section.

B. The Governing Board shall approve position descriptions that detail the duties and responsibilities of officer, zone representative and sectional advisor positions, and shall by policy establish mandatory and other qualification criteria for use in selecting a slate of candidates for such position. The Governing Board shall by policy or otherwise establish a timeline with deadlines for submission of applications for nomination, completion of applicant interviews and preparation and publication of a 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.

C. Any individual member seeking nomination for an elected position of the Association shall file with the Nominating Committee a completed application for nomination on a form to be provided by the Association expressing interest in the office sought. In order to be considered, an application for nomination must be sent to PSBA headquarters by electronic mail or first-class mail no later than the application deadline specified in the timeline established by the Governing Board. Applications for nomination submitted via email, first-class U.S. mail or commercial overnight delivery service will be considered submitted as of the time the email is sent, the date of a U.S. mail post-mark or the date received for overnight shipment by the commercial delivery service as indicated by the service's tracking number. Applications submitted by any other means will be considered submitted on the date marked received at PSBA. If the submission deadline falls on Saturday, Sunday or holiday, receipt on the next business day will be considered timely.

D. The Nominating Committee established in Article V shall meet as necessary following the Pennsylvania primary election to review applications for nomination, to interview all applicants meeting minimum eligibility requirements, and to prepare a slate of well-qualified applicants to be considered as candidates for election.

E. In the event that: (1) no timely application for nomination is received for an elected position; (2) the Nominating Committee determines that no applicant for a position meets minimum eligibility requirements as stated in these bylaws; or (3) the only applicant for a position ceases to meet minimum eligibility requirements as stated in these bylaws, an alternate recruiting and application process shall be immediately implemented as provided for in PSBA policy.

F. The Nominating Committee shall invite all members who have submitted timely applications for nomination and who are preliminarily determined by the Committee to meet minimum eligibility requirements to be interviewed in person by the Committee on a date designated for such interviews in the timeline established by the Governing Board. In addition to in-person interviews, the Nominating Committee may conduct interviews of applicants who are unable to be present for in-person interviews by remote, electronic means. The Committee may adopt procedures for conducting interviews, considering other materials submitted by applicants and otherwise assessing the respective qualifications of applicants for nomination using the criteria established by the Governing Board.

G. The Nominating Committee shall, in consideration of the interviews, other materials submitted by applicants for nomination and the qualification criteria established by the Governing Board, prepare a slate of well-qualified candidates to appear on an election ballot presented to the boards of member entities for voting in accordance with Section 7. The Committee is encouraged to slate more than one candidate for a position whenever the Committee determines that multiple applicants are comparably well-qualified. The Committee shall not slate any candidate who the Committee has determined does not possess the minimum required qualifications established by the Governing Board.

H. A member shall not apply or be slated for more than one elected position in the same election cycle. Provided however, that in the event that no eligible member applies for an elected position, or no applicant for such position is determined to possess the minimum required qualifications established by the Governing Board, the Committee may slate as a candidate for that position a qualified applicant who applied for another elected position in the current year, provided that the applicant consents to being slated for a different position.

I. The Association encourages slated candidates to campaign actively within guidelines approved by the Governing Board. The Association shall disseminate to the membership information about slated candidates including candidate's statements, biographies, video interviews and other campaign materials permitted by the approved guidelines.

J. A member who submitted a timely application for nomination to a statewide officer position in the current election cycle but who was not slated by the Nominating Committee for the position applied for, may nonetheless petition to appear on the ballot for election to such position by submitting the following no later than a date designated in the timeline established by the Governing Board:

1) A nominating resolution of the school district board of directors on which the member serves;

2) Resolutions of support adopted by the school boards of least two (2) member school districts in each PSBA section other than the board on which the member serves; and

3) A candidate's statement, biography and if desired other campaign materials permitted by approved guidelines for other candidates.

K. Whenever more than one person is listed on the ballot as a candidate for any position, names of candidates slated by the Nominating Committee shall appear highest. Otherwise, candidates' names shall appear in order of their relative total length of service as a school director, with the longest-serving appearing highest.

SECTION 7. Election.

A. Each member entity whose current year Association dues have been paid in full shall 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) Zone representative for the zone 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 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 any other appropriate occasion following the certification of results 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.** 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.** The Governing Board shall adopt such policies and procedures as are necessary to carry out the election process.

SECTION 8. 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, are otherwise authorized hereunder or are established by the Governing Board, unless otherwise provided in these bylaws;
 - 3)** Serving as non-voting ex-officio member of all committees except the Nominating 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 and such other duties and responsibilities as may be provided for in the position description approved by the Governing Board.

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 those provided for in these bylaws, set forth in the position descriptions established by the Governing Board and as 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 chief executive officer 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.
- 9) Such other duties and responsibilities as may be provided for in the position description approved by the Governing Board.

F. Corporate Secretary. The duties of the chief executive officer serving as corporate secretary shall be as set forth in Article IX and as required by the Nonprofit Corporation Law or customarily pertaining to the office of corporate secretary.

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 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 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, the request of any two (2) members of the Executive Committee, or at the request of the 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 polices of the Governing Board.

SECTION 3. Platform Committee.

A. There shall be a Platform Committee consisting of the officers of the Association other than the corporate secretary 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 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.

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. Nominating Committee

A. There shall be a Nominating Committee, the purpose of which shall be to consider applicants for nomination to officer and other elected positions of the Association and to prepare a slate of well-qualified applicants to stand for election.

B. The membership of the Nominating Committee shall consist of the immediate past president as chairperson and the following members:

1) The president-elect;

2) One sectional advisor appointed by and from among the sectional advisors;

3) One individual member of the Association from each PSBA zone, appointed by the president from among at least three persons nominated by each zone representative;

4) Two current members of the Governing Board other than officers appointed by the Governing Board;

5) Two past presidents of the Association appointed jointly by the president and the immediate past president;

6) Two school directors who are individual voting members of the Association not otherwise holding an elected position of the Association, appointed by the president;

C. The Nominating Committee shall carry out the duties and responsibilities set forth in Article IV, Section 6 (Nomination of Candidates for Office)

D. No person who has accepted appointment as a member of the Nominating Committee for an election cycle shall be eligible in that same cycle for nomination or election to an elected position of the association.

SECTION 5. Bylaws Committee.

A. There shall be a Bylaws Committee appointed by the president consisting of one member from each section 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, and to ensure that a comprehensive review of the bylaws of the Association is conducted at least every three years.

C. 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. 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 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 7. Audit Review and Risk Management 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.
- C.** The Committee shall periodically review and make recommendations regarding the Association's overall approach to risk assessment and risk management, as well as the guidelines, policies, practices, and structures used to implement the Association's risk management programs and strategies.

SECTION 8. 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 one sectional advisor appointed by and from among the sectional advisors and at least one member of the Affiliate Council appointed by the 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.

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

ARTICLE VI – SECTIONS AND SECTIONAL ADVISORS

SECTION 1. Establishment and Change of Sections. For administrative purposes, the state shall be divided by the Governing Board into sections.

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

SECTION 3. Administrative Organization.

A. Sectional Advisors. Each 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.

- 1)** Sectional advisors shall be elected for a term of two (2) years commencing January 1 following their election and may be re-elected one (1) additional, successive two-year term.
- 2)** Sectional advisors from even-numbered sections shall be elected in even-numbered years and those from odd-numbered sections in odd-numbered years.
- 3)** Vacancies in the position of sectional advisor shall be filled by the Governing Board.

B. 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 and by local school board policy.

SECTION 4. 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; to promote member participation in Association activities; and such other duties and functions and with such resources as the Governing Board may by policy establish.
- 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 1st 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 Nominating 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 Nominating 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 Nominating Committee.

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

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 directors, 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 chief executive officer of the Association or his or her 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, 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. Affiliate Council.

- A.** There shall be an 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 representative to serve on the Affiliate Council.
- B.** The purposes of the Affiliate Council are:
 - 1)** To facilitate communication among the special interest groups represented, and between those groups, the other organizations represented on the 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 Affiliate Council shall meet at least once each year.
- D.** The Affiliate 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 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 Affiliate Council shall report to the Governing Board about the Affiliate Council's activities and actions.

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 school directors who are 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, electronic mail addresses and telephone numbers of all appointed delegates shall be certified by the appointing body to the 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 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 chief executive officer on the state of the Association.

D. To receive and announce results of elections of officers, sectional advisors, and zone 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 or at such other time and place as may be designated in the notice provided pursuant to Section 6, 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 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. 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 – CHIEF EXECUTIVE OFFICER AND STAFF

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

- A.** Manage the affairs of the Association under the general direction and supervision of the Governing Board;
- B.** Appoint all employees within the limitations of the budget approved by the Governing Board.
- C.** In conjunction with the Finance Committee, prepare an annual budget for approval by the Governing Board;
- D.** Serve as the corporate secretary of the association and as such:
 - 1)** 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;
 - 2)** Cause minutes to be kept of all meetings of the Association, Governing Board and Executive Committee;
 - 3)** Perform such further functions as may be required by the Nonprofit Corporation Law or that customarily pertain to the office of corporate secretary.
- E.** Sign all orders on the depository approved by the president or treasurer. In the event of the chief executive officer's unavailability, a designee shall act; and
- F.** 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 chief executive officer and any 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. 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 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 chief executive officer of the Association for transmittal to the chairperson of the Bylaws Committee.

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 as shall have been proposed by the committee upon suggestion of its members and such conforming amendments as the committee determines are needed for consistency and alignment 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 submitted to but not 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.

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.



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