

To: Member States of the National Association of State Boards of Education  
From: NASBE Board of Directors

**Re: Proposed Bylaw Amendments for Consideration by the Delegates at the Annual Meeting**

NASBE's current bylaws authorizes the NASBE Board of Directors to review the bylaws on an "as-needed basis" and propose amendments to the Delegate Assembly at the Annual Meeting, giving states 60 days notice of any such proposed amendments.

More than a year ago, the Board appointed a committee to review our bylaws. After a careful review, and several drafts, the Board presents herewith to the member states an extensive revision of our bylaws which, if adopted, will correct some contradictions and omissions from the current document, remove redundancies, and bring clarity to some provisions. Some of the proposed revisions simply bring our bylaws into alignment with provisions and wording recommended for bylaws by *Robert's Rules of Order*. Other proposed revisions allow for our committees to achieve a quorum via teleconference, as a cost-saving strategy.

There are two documents attached for your consideration:

1) *Proposed Amendments to the Bylaws - Submitted to the Member States by the Board of Directors, May 23, 2013.*

This document shows the proposed amendments, using *italics* to show words to be deleted from the current bylaws, and **bold type** to show words to be added. Proposed changes which are thought to require an explanation are followed by an explanation in parentheses.

2) *Proposed Bylaws, as if the Revisions were Adopted by the Delegates at the 2013 Annual Meeting.*

This document shows the bylaws as if they were adopted as-proposed, and without the deletions and additions shown, which makes it easier to see how the revised bylaws would read if adopted. The italics and bold type and explanatory notes are important to understand what changes are proposed, but they also "clutter-up" the document and make it difficult and tedious to read if one simply wants to see how the revised document would read.

Please study these changes, and instruct your delegates as to how they should vote. During consideration by the Delegate Assembly, a motion will be brought to adopt the revision of the bylaws as-proposed by the Board, in one motion. Any delegate who wishes to have the proposals considered and voted separately, one-by-one, may bring a motion to Consider the Proposal *Seriatim*, and the delegates will then vote on whether to consider the document that way, or adopt it using one motion. Amendments to the proposed amendments will be in-order during consideration, provided that the amendment does not "increase the scope or modification" of the original proposed amendment. (See *Roberts Rules of Order, Newly Revised*, 11th Edition, pages 594-596, "Amending a Proposed Amendment to the Bylaws.")

Questions should be directed to Rob Hovis, NASBE Secretary-Treasurer, who has led the revision effort at the request of the Board. He may be reached at [robhovis@embarqmail.com](mailto:robhovis@embarqmail.com), or by phone at 330-231-4826. Rob also serves as the parliamentarian for NASBE, and is a Registered Parliamentarian with the National Association of Parliamentarians.

The NASBE Board recommends adoption of this revision of our Bylaws, and considers these changes to be in the best interests of our Association.

**Proposed Amendments to the Bylaws – Submitted to the Member States by the Board of Directors,**  
**May 23, 2013**

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*Words in italics are proposed to be deleted from the current bylaws. Words in bold are proposed to be added.* The formatting of Articles and Sections has been changed to align with the format recommended by *Roberts Rules of Order, Newly Revised*. Proposed changes thought to require an explanation are followed by an explanation in parenthesis. In many cases, wording proposed to be *deleted* repeats information already stated elsewhere in the bylaws, or has been found to be confusing or to make a procedure unnecessarily complicated. In many cases, wording proposed to be **added** simply brings the bylaws into alignment with provisions or wording recommended for bylaws by *Roberts Rules of Order, Newly Revised*.

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Bylaws  
of the  
National Association of State Boards of Education

Article I.  
Name

The name of the Association shall be the National Association of State Boards of Education, Inc. **(hereinafter, “NASBE” or “the Association.”)**

Article II.  
Purposes

The National Association of State Boards of Education will:

- A. Be a forum for education policy-makers and for those who influence education policy.
- B. Through its adopted processes, synthesize the themes and ideas which describe effective, student-focused education policy into positions of advocacy or into additional organizational beliefs.
- C. Attract and retain staff members who are highly-qualified to support inquiry and analysis in the areas of concern to education policy-makers. NASBE will further provide forums for staff experts to work with members and other invited participants on important education issues.
- D. Examine the issues and themes of education policy and provide information, comment, or advice to members and to states which desire to examine such issues for their states' policy creation. NASBE will provide expertise in how such policy issues will be affected by states' diverse statutory and governance requirements.
- E. Provide a variety of programs and member services that can be used by state boards and state board members to improve their knowledge of education issues or their skills in being an effective board member and education policy-maker.

Article III.  
Membership

Section 1. Voting Members. Any state, the District of Columbia, or any territorial board (hereinafter, "state") having jurisdiction over elementary and secondary education may become an equal voting member of the Association upon payment of required dues. In states not having boards of education, the chief state school officer may become a voting member of the Association upon payment by the state or territory of the required dues.

Section 2. Non-Voting Members. Non-voting members of the Association shall receive all information services of the Association as defined by the Board of Directors; may attend and participate in all meetings and conferences of the Association; and shall be eligible, if appointed, to serve as voting members of committees and study groups of the Association, with the exception of the Governmental Affairs Committee and the Public Education Positions Committee, and shall not be voting members of the Association as described in Section 1.

A. Associate Members. Associate members are those individuals who are not state board of education members or executive directors to state boards of education and who pay the required dues. In addition, an association or institution interested in the purposes of this Association may, upon approval of the Board of Directors and payment of dues fixed by the Board, become an associate member.

B. Affiliate Members. The National Association of State Boards of Education recognizes two affiliate members: The National Council of State Board of Education Executives (NCSBEE) and The National Council of State Education Attorneys (NCOSEA.) A state board of education executive whose state board is a dues-paying member of the Association is thereby a member of NCSBEE and an affiliate member of NASBE. A state education attorney who pays dues to NCOSEA, as fixed by the NASBE Board, is thereby a member of NCOSEA and an affiliate member of NASBE.

C. Former State Board Members. Any former member of a state board of education may, upon payment of dues fixed by the Board of Directors, become a member of the Association, **and the Board of Directors may establish a Life Membership for former state board members, and fix the dues thereof.**

D. Honorary Life Members. The Executive Committee of the Board of Directors may confer honorary life membership upon individuals who, by their actions, have demonstrated a high degree of devotion to the purposes of the Association. Association presidents will become honorary life members upon completion of their presidency.

#### Article IV. Organization

Section 1. The Association is divided into the following areas:

Central - Illinois, Indiana, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Wisconsin.

Northeastern - Connecticut, Delaware, District of Columbia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, Virgin Islands.

Southern - Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, West Virginia.

Western - Alaska, American Samoa, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Northern Marianas Islands, Oregon, Utah, Washington, Wyoming.

#### Article V. Officers

Section 1. Officers and Duties. The officers of the Association shall be a President, President-elect, Secretary-Treasurer, Immediate Past President, two Area Directors elected by each Area, and two New Member Representatives. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association, **and as directed by the Board and/or the Delegate Assembly.** The President shall preside at the Annual Meeting and at other meetings, shall be chairman of the Board of Directors, shall appoint committees, and may serve as a non-voting member ex-officio of each committee except the Nominations Committee. The President-elect shall assist the President, preside in the

President's absence, and succeed to the office of President if that office becomes vacant. The Immediate Past President shall chair the Nominations Committee and assist the President when requested. The

Secretary-Treasurer shall chair the Finance and Audit Committee, and be responsible for the custody and accounting of all assets of the Association.

Section 2. Qualifications. All candidates must submit a letter of support from their state board of education, and **at the time of election to office** may not be in the final year of a term of service on their state board of education. **The Board of Directors may, by a two-thirds vote, set aside this limitation when unusual circumstances occur.** An officer shall be a member of a dues-paying state board of education, except that any person actually assuming the office of President shall be eligible to complete the term as President and Immediate Past President even though his or her state board term has expired, **or the state is no longer a member of the Association.** The Secretary-Treasurer shall likewise be eligible to complete the term even if his or her state board term has expired, **or the state is no longer a member of the Association.** Any person holding office under the above exceptions must maintain **individual** membership in the Association *in one of the Non-Voting membership categories, as a Former State Board Member, but this shall not be construed as to deny such an officer the right to vote in board meetings or board committee meetings.* Candidates for President-elect shall have **current or** prior service on the Board of Directors, or have chaired a study group, the Governmental Affairs Committee, **or the Public Education Positions Committee. No member may hold more than one NASBE office at a time.**

(Explanation: The Association needs stable leadership. The recent recession caused us to lose some states as members without much warning. State governments may also abruptly change the terms of office for state board members, reduce the number of board members, consolidate districts, etc., all of which can cause a NASBE officer to suddenly, in mid-term, be ineligible to serve. The foregoing changes in this section are recommended to cushion the impact of such events from de-stabilizing our leadership.)

Section 3. Nomination. The Nominations Committee shall nominate at least one candidate each year for President-elect, at least one candidate each year for Area Director for each Area, and at least one candidate every second year for Secretary-Treasurer. The Nominations Committee shall solicit recommendations for candidates from the membership. Such recommendations must be received at NASBE headquarters at least 48 hours prior to the meeting of the Nominations Committee. Additional nominations for President-elect and Secretary-Treasurer may be made by written petition signed by voting delegates of at least five states from two or more regions *eligible to vote*. Additional nominations for Area Director may be made by written petition signed by the voting delegates of three or more states from the Area. Such petitions must be received **45 days** prior to the Annual Meeting. If by the time of the Annual Meeting a candidate's withdrawal leaves just one candidate, or no candidate, for an office, then nominations may be made from the floor during the Annual Meeting, **or during the Area Meeting in the case of electing Area Directors.**

Section 4. Election Procedure. A state unable to send a delegate may send a written ballot, **for any or all offices**, by mail **or electronic transmission** to the Association headquarters at least **15 days** before the start of the Annual Meeting, *and after notifying the senior Area Director*. The election of Area Directors shall be at the Area Meeting during the Annual Meeting, by majority vote **of the delegates from that Area and any written ballots submitted under the provisions of this Section, above, following the introduction of the nominated candidate(s) by an incumbent Area Director.** If no candidate receives a majority vote, the election shall be decided by majority vote of the delegates present and voting by secret ballot. The election of President-elect and Secretary-Treasurer shall be **following the report of the Nominations Committee** at the Annual Meeting, by majority vote of the delegates **and any written ballots submitted under the provisions of this Section, above.** If no candidate receives a majority vote, the delegates present and voting shall use a **second** secret ballot to decide the election. In the event that this second ballot does

not result in a majority for any candidate, the Board of Directors, excluding any candidates in the pending election **who may also be members of the Board**, shall decide the election by secret ballot. A New

Member Representative shall be elected annually by majority vote of the members attending the New Member Institute.

(Explanation: The NASBE office can notify area directors if/when written ballots are received from states. Requiring the state to notify their area director in addition to sending their ballot creates the potential for confusion over whether to count their ballot if they submit it on time but neglect to notify the area director that they are sending a ballot.)

Section 5. Term of Office. The President-elect shall take office January 1st following election, and serve one year, becoming President January 1st of the following year, and Immediate Past President on the following January 1st, for one year, or until a successor is elected. The Secretary-Treasurer shall take office January 1st following election, and serve two years, or until a successor is elected. Area Directors shall take office January 1st following election and serve two years (with staggered terms,) or until a successor is elected. No person may serve as Area Director more than two consecutive two-year terms. The New Member Representative shall take office January 1st following election, and serve two years (with staggered terms,) or until a successor is elected.

Section 6. Vacancies. When a vacancy occurs in an office, the Board of Directors may appoint a member who meets the eligibility requirements to complete the term for the vacant office, *except that if the vacancy occurs in the office of Area Director before the meeting of the Nominations Committee in the first year of the term, an Area Director shall be elected, through the normal procedure for electing Area Directors, to complete the remainder of the term. A President-elect who is so-appointed shall succeed to the offices of President, and Immediate Past President, in the same manner as if he or she had been elected President-elect.* If any officer *other than the President, Immediate Past President, or Secretary-Treasurer*, shall resign from, or be removed from membership on the state board of education, *or if an officer's state shall cease to be a member of the Association*, the office shall be considered vacated, and the vacancy shall be filled as herein provided.

(Explanation: Clarifies what happens if a President-elect has to be appointed by the Board. Simplifies the filling of Area Director vacancies.)

Section 7. Indemnification. Any *director*, officer, employee, agent, or other persons serving at the request of the Association shall be indemnified **by the Association** against civil or administrative litigation expenses, judgments, and amounts paid in settlement of civil or administrative actions against any such person, provided that such person acted in good faith and reasonably believed that such actions were in the best interest of the Association, and provided further that such indemnification and the amount of any settlement paid are approved in advance by the majority *of the quorum* of the Board of Directors, or a court or agency having jurisdiction of the matter. This indemnification shall not include criminal litigation.

(Explanation: Directors *are* officers, and therefore included in the word "officer" in the first sentence. Including the word "director" is therefore redundant.)

*Section 8. Executive Director. The Board of Directors shall employ an Executive Director to serve pursuant to contract at such compensation as may be determined by the Board. The Executive Director shall perform such duties as may be determined by the Board of Directors and set forth in the Board's*

*policy and administrative manual. The Executive Director may attend all meetings of the Association, its areas, and its committees and may speak on any subject, but shall have no vote.*

(Explanation: The Executive Director is an appointed employee, not an officer of the Association, and therefore the position should not be described in the bylaws, which creates the potential for conflict with what is stated in a separate job description or other employment documents. So this section should be deleted.)

## Article VI. Board of Directors

Section 1. Board Composition. The officers of the Association shall constitute the Board of Directors, with the addition of **the presiding officers** of the National Council of State Education Attorneys and the National Council of State Board of Education Executives, who shall be voting members ex-officio of the Board.

Section 2. Duties and Powers. **The Board shall have general supervision of the business and welfare of the Association between Annual Meetings; shall appoint an executive director of the Association to serve at the Board's pleasure, and fix the compensation thereof; shall adopt an annual budget for the Association; and shall in all matters be subject to the directives of the Delegate Assembly at the Annual Meeting.** The Board shall establish the policies and goals of the Association, and may delegate to the Executive Committee, as appropriate.

Section 3. Board Meetings. Meetings of the Board of Directors may be called by the President as the business of the Association may require. The President shall convene the board at the written request of four members of the Board. Written notice of Board meetings and a copy of the agenda shall be given by the Executive Director to the members of the Board. A majority of the members of the Board, not counting vacant seats, shall constitute a quorum, *and the action of a majority of the full board shall be the official action of the Board.* A quorum may be achieved through the use of teleconference and/or other appropriate technology, **and board members attending by electronic means shall be entitled to debate, vote, and otherwise participate as if they were present.** Two absences by a member of the Board which are not excused by a majority vote of the Board will result in the position being declared vacant.

(Explanation: It is a basic axiom of parliamentary procedure that the action of a majority constitutes the official action of the body, so it is unnecessary to re-state it in the bylaws. *Roberts Rules of Order* recommends the added language regarding attending meetings electronically.)

## Article VII. Annual Meeting

Section 1. Time, Place, and Notice. The Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors, with at least 60 days written notice to all members by the *Executive Director* **President.**

Section 2. Delegate Assembly. **The Delegate Assembly shall exercise ultimate authority over the Association, and may delegate powers and duties to the Board of Directors, committees, or particular officers of the Association.** Each dues-paying state shall have one vote, which shall be cast by the voting delegate or alternate **who has been certified by the presiding officer of the state board or by the state board executive, and each of whom delegate or alternate** shall be registered with the Credentials Committee **States unable to send a voting delegate may submit a written**  
10/15/11

**ballot to vote on agenda items by mail or electronic transmission to the Association headquarters at least 15 days before the start of the Annual Meeting.** Fifteen delegates present *member states* shall constitute a quorum, *and such quorum being present, the action of a majority of the delegates voting shall be the official action of the Association.*

(Explanation: Clarifies the role and certifying of Delegates, and voting at the Annual Meeting. Clarifies that written ballots are counted for the votes for which they were submitted, but are not counted in determining whether a quorum is present -- only actual delegates present count toward a quorum.)

**Section 3. Duties of the Delegate Assembly. The Delegate Assembly shall convene at the Annual Meeting and shall elect officers of the Association; receive and act on reports and recommendations from the Board of Directors, officers, committees, the executive director and others; confer honors and recognition to deserving individuals and organizations; and otherwise act to advance the cause of the Association.**

Article VIII.  
Dues

Annual membership dues and method of payment, or any changes thereto, shall be approved by the Board of Directors.

Article IX.  
Fiscal Year

The fiscal year for the Association shall be January 1 through December 31.

Article X.  
Committees

Section 1. General Provisions for Committees. A majority of the members of any committee shall constitute a quorum for that committee. *and the action of a majority of the Committee shall be the official action of the Committee.* A quorum may be achieved through the use of teleconference and/or other appropriate technology, **and members attending by electronic means shall be entitled to debate, vote, and otherwise participate as if they were present.** Except as otherwise noted herein, the terms of members appointed to a committee expire at the end of the fiscal year. When the President determines that a vacancy exists on a committee, the President may appoint an eligible member to fill such vacancy for the remainder of the term.

Section 2. Executive Committee. The Executive Committee shall have four members, namely the President who shall be chairman, the President-elect, the Secretary-Treasurer, and the Immediate Past President. The Executive Committee shall evaluate the Executive Director, perform the routine business of the association and other affairs as delegated by the Board of Directors, and shall report fully to the Board of Directors.

Section 3. Nominations Committee. The Nominations Committee shall have seven members: the Immediate Past President, who shall be chairman and vote only in case of a tie; one representative from each Area, and two members elected at-large by the Delegate Assembly during the Annual Meeting. Each Area representative to the Nominations Committee shall be elected at the Area Meeting during the Annual Meeting, and all members must be current members of a state board of education. Priority for appointment to this committee shall be a past Area Director from each Area. *In the event that there is not available to serve a past area director, the appointee should be a member of the Association who has served either on a committee or a Study Group of the Association.* Each area will also have an alternate, *should the appointee*



become the subject of Federal legislation or of *importance to a large number of states.* The committee's responsibility shall include recommending to the Board of Directors, by at least a two-thirds majority, legislative positions **on Federal legislation, agency regulations, or other policy issues of national scope.** Only those positions that are approved by a two-thirds majority of the Committee will be recommended to the NASBE Board of directors. These positions shall not be inconsistent with the duly adopted NASBE

*resolutions, missions, and beliefs. The Committee shall also recommend positions compatible with the purposes of the Association on issues for which there are no established policies.*

(Explanation: Removes redundancies in stating the committee's purpose and procedures. Frees the Committee to recommend positions it deems appropriate, letting the Board and/or the Delegate Assembly resolve any inconsistencies with other stated positions of the Association by either rejecting the Committee's recommendation, or by amending the "other position" which is in conflict.)

Section 7. Credentials Committee. The Credentials Committee shall have **at least three but** no more than five members, appointed by the President. The Committee shall register a voting delegate and alternate from each state to vote at the Annual Business Meeting; **shall prepare for the Secretary-Treasurer a final roster of delegates and alternates, by state, prior to the call to order of the Delegate Assembly at the Annual Meeting; and shall resolve, by majority vote, any questions, challenges, or disputes concerning the validity of any delegate or alternate.**

(Explanation: The primary purpose of a Credentials Committee is to prepare the list of voting delegates so that as votes are taken during the business meeting the secretary knows who is eligible to receive a ballot and vote, and the president knows whom to recognize as the spokesperson for a member state when assigning the floor during debate.)

Section 8. Ad Hoc Committees. Ad Hoc Committees may be *designated* **established** by the Board of Directors **as-needed** to further the purposes of the Association. The Board shall determine the function, term, number of members, and budget of each committee and the President shall appoint the members **and the chair. The Board may reserve, at the time the committee is established, the right to ratify the President's appointments.**

## Article XI. Amendment of Bylaws

Section 1. Proposed Amendments from the Board. The Board of Directors will review the bylaws of the Association on an "as-needed" basis. In the event the Board should recommend a bylaws *change* **amendment** to the membership, the proposed *change* **amendment(s)** shall be distributed to the Association membership at least 60 days prior to the start of the Annual Meeting.

Section 2. Proposed Amendments from the Membership. In addition to *recommendations for* amendments submitted by the Board of Directors, *the bylaws may also be amended at the annual business meeting by a two-thirds vote of the voting delegates* **proposed amendments may be submitted by any member state board to the Secretary-Treasurer at least 65 days prior to the Annual Meeting, for distribution to the membership at least 60 days prior to the Annual Meeting.**

(Explanation: It is not recommended to permit amending of bylaws with no prior notice to the membership.)

**Section 3. Adoption Requirement. Amendments shall be adopted by at least a two-thirds vote of the Delegate Assembly and any ballots received under the provisions of Section 2 of Article VII, unless the proposed amendment has been further amended during consideration by the Delegate Assembly, in which case the written ballots submitted in advance shall not be counted, and adoption of the amended amendments shall be by a two-thirds vote only of the delegates present.**

(Explanation: *Roberts Rules of Order* allows proposed amendments to bylaws to be further amended during consideration, provided that an amendment to the proposed amendment would not "increase the 'scope' or 'modification'" of the proposed amendment beyond that stated in the 60 day prior notice. An amendment to the proposed amendment can *reduce* the scope or modification of the proposed amendment, but not *increase* it. Thus, only delegates who are actually present will be able to cast an informed vote on whether to adopt a proposed amendment which has been further amended during consideration. States submitting written ballots in advance could not have contemplated the effect of any further amending of the proposed amendment, and so submitted written ballots cannot be counted in the final vote to adopt an *amended* proposed amendment.)

Article XII.  
Parliamentary Authority

The procedures at all meetings shall be governed by **the current edition of *Robert's Rules of Order, Newly Revised***, except as modified by these bylaws and any standing rules of the Board of Directors, and/or the Delegate Assembly at the Annual Meeting.

**Proposed Bylaws as if the Revisions were Adopted by the Delegates at the 2013 Annual Meeting, to show how the revised Bylaws would appear, without the italicized and bold-type changes shown, and without explanatory notes.**

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paying member of the Association is thereby a member of NCSBEE and an affiliate member of NASBE. A state education attorney who pays dues to NCOSEA, as fixed by the NASBE Board, is thereby a member of NCOSEA and an affiliate member of NASBE.

C. Former State Board Members. Any former member of a state board of education may, upon payment of dues fixed by the Board of Directors, become a member of the Association, and the Board of Directors may establish a Life Membership for former state board members, and fix the dues thereof.

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Western - Alaska, American Samoa, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Northern Marianas Islands, Oregon, Utah, Washington, Wyoming.

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Section 2. Qualifications. All candidates must submit a letter of support from their state board of education, and at the time of election to office may not be in the final year of a term of service on their state board of education. The Board of Directors may, by a two-thirds vote, set aside this limitation when unusual circumstances occur. An officer shall be a member of a dues-paying state board of education, except that any person actually assuming the office of President shall be eligible to complete the term as President and Immediate Past President even though his or her state board term has expired, or the state is no longer a member of the Association. The Secretary-Treasurer shall likewise be eligible to complete the term even if his or her state board term has expired, or the state is no longer a member of the Association. Any person holding office under the above exceptions must maintain individual membership in the Association as a Former State Board Member, but this shall not be construed as to deny such an officer the right to vote in board meetings or board committee meetings. Candidates for President-elect shall have current or prior service on the Board of

Directors, or have chaired a study group, the Governmental Affairs Committee, or the Public Education Positions Committee. No member may hold more than one NASBE office at a time.

Section 3. Nomination. The Nominations Committee shall nominate at least one candidate each year for President-elect, at least one candidate each year for Area Director for each Area, and at least one candidate every second year for Secretary-Treasurer. The Nominations Committee shall solicit recommendations for candidates from the membership. Such recommendations must be received at NASBE headquarters at least 48 hours prior to the meeting of the Nominations Committee. Additional nominations for President-elect and Secretary-Treasurer may be made by written petition signed by voting delegates of at least five states from two or more regions. Additional nominations for Area Director may be made by written petition signed by the voting delegates of three or more states from the Area. Such petitions must be received 45 days prior to the Annual Meeting. If by the time of the Annual Meeting a candidate's withdrawal leaves just one candidate, or no candidate, for an office, then nominations may be made from the floor during the Annual Meeting, or during the Area Meeting in the case of electing Area Directors.

Section 4. Election Procedure. A state unable to send a delegate may send a written ballot, for any or all offices, by mail or electronic transmission to the Association headquarters at least 15 days before the start of the Annual Meeting. The election of Area Directors shall be at the Area Meeting during the Annual Meeting, by majority vote of the delegates from that Area and any written ballots submitted under the provisions of this Section, above, following the introduction of the nominated candidate(s) by an incumbent Area Director. If no candidate receives a majority vote, the election shall be decided by majority vote of the delegates present and voting by secret ballot. The election of President-elect and Secretary-Treasurer shall be following the report of the Nominations Committee at the Annual Meeting, by majority vote of the delegates and any written ballots submitted under the provisions of this Section, above. If no candidate receives a majority vote, the delegates present and voting shall cast a second secret ballot to decide the election. In the event that this second ballot does not result in a majority for any candidate, the Board of Directors, excluding any candidates in the pending election who may also be members of the Board, shall decide the election by secret ballot. A New Member Representative shall be elected annually by majority vote of the members attending the New Member Institute.

Section 5. Term of Office. The President-elect shall take office January 1st following election, and serve one year, becoming President January 1st of the following year, and Immediate Past President on the following January 1st, for one year, or until a successor is elected. The Secretary-Treasurer shall take office January 1st following election, and serve two years, or until a successor is elected. Area Directors shall take office January 1st following election and serve two years (with staggered terms,) or until a successor is elected. No person may serve as Area Director more than two consecutive two-year terms. The New Member Representative shall take office January 1st following election, and serve two years (with staggered terms,) or until a successor is elected.

Section 6. Vacancies. When a vacancy occurs in an office, the Board of Directors may appoint a member who meets the eligibility requirements to complete the term for the vacant office. A president-elect who is so-appointed shall succeed to the offices of President, and Immediate Past President, in the same manner as if he or she had been elected President-elect. If any officer shall resign from, or be removed from membership on the state board of education, the office shall be considered vacated, and the vacancy shall be filled as herein provided.

Section 7. Indemnification. Any officer, employee, agent, or other person serving at the request of the Association shall be indemnified by the Association against civil or administrative litigation expenses, judgments, and amounts paid in settlement of civil or administrative actions against any such person, provided that such person acted in good faith and reasonably believed that such actions were in the best interest of the Association, and provided further that such indemnification and the amount of any settlement paid are approved

in advance by the majority the Board of Directors, or a court or agency having jurisdiction of the matter. This indemnification shall not include criminal litigation.

Article VI.  
Board of Directors

Section 1. Board Composition. The officers of the Association shall constitute the Board of Directors, with the addition of the presiding officers of the National Council of State Education Attorneys and the National Council of State Board of Education Executives, who shall be voting members ex-officio of the Board.

Section 2. Duties and Powers. The Board shall have general supervision of the business and welfare of the Association between Annual Meetings; shall appoint an executive director of the Association to serve at the Board's pleasure, and fix the compensation thereof; shall adopt an annual budget for the Association, and shall in all matters be subject to the directives of the Delegate Assembly at the Annual Meeting. The board shall establish the policies and goals of the Association, and may delegate to the Executive Committee, as appropriate.

Section 3. Board Meetings. Meetings of the Board of Directors may be called by the President as the business of the Association may require. The President shall convene the board at the written request of four members of the Board. Written notice of Board meetings and a copy of the agenda shall be given by the Executive Director to the members of the Board. A majority of the members of the Board, not counting vacant seats, shall constitute a quorum. A quorum may be achieved through the use of teleconference and/or other appropriate technology, and board members attending by electronic means shall be entitled to debate, vote, and otherwise participate as if they were present. Two absences by a member of the Board which are not excused by a majority vote of the Board will result in the position being declared vacant.

Article VII.  
Annual Meeting

Section 1. Time, Place, and Notice. The Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors, with at least 60 days written notice to all members by the President.

Section 2. Delegate Assembly. The Delegate Assembly shall exercise ultimate authority over the Association, and may delegate powers and duties to the Board of Directors, committees, or particular officers of the Association. Each dues-paying state shall have one vote, which shall be cast by the voting delegate or alternate who has been certified by the presiding officer of the state board or the board executive, and each delegate or alternate shall be registered with the Credentials Committee. States unable to send a voting delegate may submit a written ballot to vote on agenda items by mail or electronic transmission to the Association headquarters at least 15 days before the start of the Annual Meeting. Fifteen delegates present shall constitute a quorum.

Section 3. Duties of the Delegate Assembly. The Delegate Assembly shall convene at the Annual Meeting and shall elect officers of the Association; receive and act on reports and recommendations from the Board of Directors, officers, committees, the executive director and others; confer honors and recognition to deserving individuals and organizations; and otherwise act to advance the cause of the Association.

Article VIII.  
Dues

Annual membership dues and method of payment, or any changes thereto, shall be approved by the Board of Directors.

Article IX.  
Fiscal Year

The fiscal year for the Association shall be January 1 through December 31.

Article X.  
Committees

Section 1. General Provisions for Committees. A majority of the members of any committee shall constitute a quorum for that committee. A quorum may be achieved through the use of teleconference and/or other appropriate technology, and members attending by electronic means shall be entitled to debate, vote, and otherwise participate as if they were present. Except as otherwise noted herein, the terms of members appointed to a committee expire at the end of the fiscal year. When the President determines that a vacancy exists on a committee, the President may appoint an eligible member to fill such vacancy for the remainder of the term.

Section 2. Executive Committee. The Executive Committee shall have four members, namely the President who shall be chairman, the President-elect, the Secretary-Treasurer, and the Immediate Past President. The Executive Committee shall evaluate the Executive Director, perform the routine business of the association and other affairs as delegated by the Board of Directors, and shall report fully to the Board of Directors.

Section 3. Nominations Committee. The Nominations Committee shall have seven members: the Immediate Past President, who shall be chairman and vote only in case of a tie; one representative from each Area, and two members elected at-large by the Delegate Assembly during the Annual Meeting. Each Area representative to the Nominations Committee shall be elected at the Area Meeting during the Annual Meeting, and all members must be current members of a state board of education. Priority for appointment to this committee shall be a past Area Director from each Area. Each area will also have an alternate, who shall be recommended by the current Area Directors and appointed by the President. The terms of the members are one year, and all members other than the Immediate Past President are eligible to serve a maximum of three consecutive years.

Section 4. Public Education Positions Committee. The Public Education Positions Committee shall have nine members, appointed to one year terms, consisting of the four junior Area Directors, the senior New Member Representative, and four additional members appointed by the President, preferably from each Area. The Chair of the committee shall be appointed by the President from the members of the Committee. No member may serve more than two consecutive terms. The Committee shall recommend Public Education Positions to the Delegate Assembly for adoption as Positions of the Association. When a member state's proposed Position or amendment to a Position is adopted by the Committee for recommendation to the Delegate Assembly, the state will be notified within five days. New proposed Positions, and amendments to Positions, which are not adopted by the Committee may be re-submitted by the state for consideration by the Delegate Assembly at the Annual Meeting if presented to Association headquarters not less than 45 days before the Annual Meeting, for distribution to the membership not less than 40 days before the Annual Meeting. The printed Public Education Positions as adopted by the Committee for recommendation to the Delegate Assembly may record the dissenting votes by state designation and shall provide a section for written minority statements.

Section 5. Finance and Audit Committee. The Finance and Audit Committee shall have at least four and not more than seven members: the Secretary-Treasurer, who shall be chairman, and additional members appointed to three year terms by the President with Board approval. Members may serve no more than two consecutive terms. The Committee shall review the financial condition of the Association, its dues structures, budget, investments, and the manner in which staff have managed the finances of the Association. The Committee shall oversee the Association's annual independent audit, and shall recommend to the Board a proposed budget of the Association for the next fiscal year, and may make other recommendations to the Delegate Assembly at the

Annual Business Meeting. The Committee shall recommend to the Board of Directors any changes or improvements in the financial management of the Association.

Section 6. Governmental Affairs Committee. The Governmental Affairs Committee shall be open to any member who wishes to serve on the Committee and has their board approval; however membership will be limited to one person per state. The chair of the Committee will be appointed by the President with Board approval, and must have served previously on the Committee. The committee shall recommend to the Board of Directors, by at least a two-thirds majority, positions on Federal legislation, agency regulations, or other policy issues of national scope.

Section 7. Credentials Committee. The Credentials Committee shall have at least three but no more than five members, appointed by the President. The Committee shall register a voting delegate and alternate from each state to vote at the Annual Business Meeting; shall prepare for the Secretary-Treasurer a final roster of delegates and alternates, by state, prior to the call to order of the Delegate Assembly at the Annual Meeting; and shall resolve, by majority vote, any questions, challenges, or disputes concerning the validity of any delegate or alternate.

Section 8. Ad Hoc Committees. Ad Hoc Committees may be established by the Board of Directors as needed to further the purposes of the Association. The Board shall determine the function, term, number of members, and budget of each committee and the President shall appoint the members and the chair. The Board may reserve, at the time the committee is established, the right to ratify the President's appointments.

#### Article XI. Amendment of Bylaws

Section 1. Proposed Amendments from the Board. The Board of Directors will review the bylaws of the Association on an "as-needed" basis. In the event the Board should recommend a bylaws amendment to the membership, the proposed amendment(s) shall be distributed to the Association membership at least 60 days prior to the start of the Annual Meeting.

Section 2. Proposed Amendments from the Membership. In addition to amendments submitted by the Board of Directors, proposed amendments may be submitted by any member state board to the Secretary-Treasurer at least 65 days prior to the Annual Meeting, for distribution to the membership at least 60 days prior to the Annual Meeting.

Section 3. Adoption Requirement. Amendments shall be adopted by at least a two-thirds vote of the Delegate Assembly and any ballots received under the provisions of Section 2 of Article VII, unless the proposed amendments have been further amended during consideration by the Delegate Assembly, in which case the written ballots submitted in advance shall not be counted, and adoption of the amended amendments shall be by a two-thirds vote only of the delegates present.

#### Article XII. Parliamentary Authority

The procedures at all meetings shall be governed by the current edition of *Robert's Rules of Order, Newly Revised*, except as modified by these bylaws and any standing rules of the Board of Directors, and/or the Delegate Assembly at the Annual Meeting.