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# BYLAWS OF IDAHO SCHOOL BOARDS ASSOCIATION, INC.

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## ARTICLE I

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### NAME, PRINCIPAL OFFICE AND PURPOSE

SECTION 1

Name

The name of this corporation shall be **IDAHO SCHOOL BOARDS ASSOCIATION, INC.**

SECTION 2

Principle Office

The principle office of the corporation is hereby located in Boise, Idaho. The Board of Directors is hereby granted the full power and authority to change said principle office from one location to another in the State of Idaho. Any such change shall be noted by the secretary on this set of bylaws incorporated in the official minutes, but shall not be considered amendment of the bylaws.

SECTION 3

Purpose

To promote the general advancement of education.

Promote and maintain local control of the state's public schools.

To conduct, independently or in cooperation with others, seminars, conferences, courses and research projects in the various aspects of education, primarily for school board members.

Amended November 2004

To study, interpret, propose, and influence legislation that may affect education.

To collect pertinent data and information and disseminate through appropriate publications.

To promote public understanding of the role of school boards and school board members in the improvement of education. To encourage the establishment and maintenance of high standards in the conduct and operation of public education. To encourage the most efficient and effective organization and administration of public schools.

- 1 To work for the adequate and equitable financial support of the public  
2 schools.
- 3
- 4 To study, evaluate, and interpret educational programs as they relate to the  
5 needs of pupils.
- 6
- 7 To endeavor to implement the policies, beliefs, and resolutions of the  
8 Association.
- 9
- 10 To do such other things as the Delegate Assembly or the Board of Directors  
11 may deem appropriate for the accomplishment of these and other purposes  
12 which tend to improve public education.
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**ARTICLE II**

**MEMBERSHIP, DUES, FISCAL YEAR**

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**SECTION 1**

Membership in the Idaho School Boards Association, Inc. shall consist of school board members whose districts or charter schools have paid their required dues; provided, however, that in the case of the corporation executive officers membership shall not lapse for nonpayment of dues or failure to be re-elected to a local school board, until the end of the next annual meeting.

Each past president of the Idaho School Boards Association, Inc., or its predecessor, shall be an ex-officio nonvoting member of the Association, unless such past president is a school board member of a district or charter school currently paying its required dues, in which case he/she shall be a voting member of the Association.

Amended November 2011

Amended by Executive Board September 2014

Approved by Membership November 2014

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**SECTION 2**

Dues for corporation members shall be calculated using a combination of base and variable factors.

Dues = Base + Variable where:

BASE = amount determined by a district or charter school's most current fall enrollment (see table)

Strata	Student Population	Base
I	>5000	\$ 4,900
II	2,500 – 4,999	\$ 3,800
III	1,000 – 2,499	\$2,700
IV	500 – 999	\$1,600
V	1 – 499	\$1,050

Amended November 2009

Amended by Executive Board September 2014

Approved by Membership November 2014

VARIABLE = Total district or charter school M&O revenue from the most recent State Department financial summaries as a percentage of total State M&O revenue multiplied by (Dues Target – Base Revenue).

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**Calculated Dues =**

Base + [(District M&O/Total State M&O) x (Dues Target – Base Revenue)]

The Dues Target shall be computed by the Executive Director and annually approved by the Executive Committee.

Amended November 2010  
Amended By Executive Board September 2014  
Approved by Membership November 2014

**SECTION 3**

The fiscal year of the corporation shall be from July 1 of one year to June 30 of the succeeding year.

Amended By Executive Board September 2014  
Approved by Membership November 2014

1 **ARTICLE III**

2  
3 **SCHOOL BOARD REGIONAL ASSOCIATION**

4  
5  
6 **SECTION 1**

7 There shall be nine (9) school board regions of the Idaho School Boards  
8 Association, Inc., known as School Board Regional Associations, which shall  
9 adopt their own constitutions or bylaws so long as they are not in conflict with  
10 these bylaws.

11 Amended By Executive Board September 2014

12 Approved by Membership November 2014

13  
14 **SECTION 2**

15 School Board Association Regions shall consist of the following entities:

16  
17 **REGION 1** - The school districts contained within Benewah, Bonner,  
18 Boundary, Kootenai, and Shoshone counties

19  
20 **REGION 2** - The school districts contained within Clearwater, Latah, Lewis,  
21 Idaho, and Nez Perce counties

22  
23 **REGION 3** - The school districts contained within Ada, Canyon, Elmore  
24 (except Glens Ferry), and Owyhee counties

25  
26 **REGION 4** - The school districts contained within Blaine, Camas, Cassia,  
27 Gooding, Jerome, Lincoln, Minidoka, and Twin Falls counties  
28 and Glens Ferry from Elmore County

29  
30 **REGION 5** - The school districts contained within Bannock, Bear Lake,  
31 Bingham (except Shelley, Blackfoot, and Firth), Caribou,  
32 Franklin, Oneida, and Power counties

33  
34 **REGION 6** - The school districts contained within Bonneville, Clark, Fremont,  
35 Jefferson, Madison, and Teton counties; and Shelley, Blackfoot,  
36 and Firth from Bingham County

37  
38 **REGION 7** - The school districts contained within Butte, Custer, and Lemhi  
39 counties

40 **REGION 8** - The school districts contained within Adams, Boise, Gem,  
41 Payette, Valley, and Washington counties

42  
43 **Region 9** - All charter schools within the State of Idaho

44  
45 Amended January 2009

46 Amended by Executive Board November 2014

47 Approved by Membership November 2014

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**SECTION 3**

Each School Board Regional Association shall have a chair and vice chair as its minimum number of officers. These officers, with such additional members as the School Board Regional Association may determine, shall constitute the Regional Executive Committee.

Amended by Executive Board January 2009  
Approved by Membership November 2009

**SECTION 4**

Each School Board Regional Association shall meet at least once annually.

1 **ARTICLE IV**

2  
3 **EXECUTIVE BOARD AND OFFICERS**

4  
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6 **SECTION 1**

7 The Executive Board shall consist of the president, immediate past president,  
8 president-elect and vice president of the corporation, plus two representatives  
9 from each Regional Association. One representative from each region,  
10 except for Region 9, is to be from a smaller district and the other  
11 representative is to be chosen from a larger school district. The Executive  
12 Director and a representative of the Idaho Association for School  
13 Superintendents shall be designated as nonvoting ex-officio members of the  
14 Executive Board. Each of the applicable Regional Associations shall  
15 establish by majority vote their own criteria for determining large and small  
16 districts.

17 Amended By Executive Board September 2014  
18 Approved by Membership November 2014

19  
20 **SECTION 2**

21 Officers of School Board Regional Associations shall be elected every other  
22 year by their respective School Board Regional Associations at a regional  
23 meeting at the Idaho School Boards Association, Inc. annual convention, and  
24 shall take office with the installation of executive officers at the convention.  
25 They shall serve for two years or until their successors are elected or  
26 appointed and qualified. Regions 2, 4, 6, and 8 will have officer elections in  
27 even-numbered years. Regions 1, 3, 5, 7, and 9 will have officer elections in  
28 odd-numbered years.

29 Amended November 2004  
30 Amended By Executive Board September 2014  
31 Approved by Membership November 2014

32  
33 **SECTION 3**

34 In case of vacancy in the office of an executive board member from a School  
35 Board Regional Association, such School Board Regional Association shall  
36 appoint another member to complete the unexpired term, or for those School  
37 Board Regional Associations that have alternate members, to allow those  
38 alternate members to automatically assume the position when it becomes  
39 vacant and to complete the unexpired term.

40 Amended by Executive Board September 2011  
41 Approved by Membership November 2011

1 **SECTION 4**

2 The President of the Idaho School Boards Association shall be the President  
3 of the Executive Board. The Executive Board shall meet at least twice  
4 annually prior to the meeting of the Idaho School Boards Association, Inc.

5 Amended by Executive Board September 2011

6 Approved by Membership November 2011

7  
8 **SECTION 5**

9 The Executive Board shall serve as the Board of Directors of the Idaho  
10 School Boards Association, Inc. and shall manage the general affairs of the  
11 corporation between annual meetings of the Idaho School Boards  
12 Association, Inc. Said Board shall make recommendations to the Idaho  
13 School Boards Association, Inc. on policies and programs and shall carry out  
14 the intent of its decisions as adopted at the annual convention as far as  
15 possible.

16 Amended November 2003

17  
18 **SECTION 6**

19 The President, the President-Elect, the Vice President, the immediate Past  
20 President, and the Executive Director, shall comprise an Executive  
21 Committee. The Executive Committee is hereby given the duty and  
22 responsibility of the Executive Board to conduct day-to-day, special or  
23 emergency business of the Idaho School Boards Association, Inc. The  
24 actions of the Executive Committee are subject to review and ratification by  
25 the Executive Board at any duly convened meeting of the Executive Board.

26 Added November 2003

27  
28 **SECTION 7**

29 Quorum

30 A majority of the number of Executive Board members or Executive  
31 Committee members shall constitute a quorum for the transaction of business  
32 at any meeting of the Executive Board or Executive Committee.

33  
34 Alternate members, of their respective Regions, attending in place of the  
35 Chair or Vice Chair will have full voting rights at any meeting of the Executive  
36 Board.

37 Added November 2003

38 Amended by Executive Board September 2011

39 Approved by Membership November 2011

40  
41 **SECTION 8**

42 Manner of Acting

43 The act of the majority of the Executive Board members or Executive  
44 Committee members present at a meeting at which a quorum is present shall  
45 be the act of the Executive Board or Executive Committee respectively.

46 Added November 2003



1 **SECTION 9**

2 Action without a Meeting

3 Any action that may be taken by the Executive Board at a meeting may be  
4 taken without a meeting if consent in writing, setting forth the action so to be  
5 taken, shall be signed before such action by all of the Executive Board  
6 members.

7 Added November 2003

8  
9 **SECTION 10**

10 Notice

11 Notice of any special meetings shall be given at least five (5) days previous  
12 thereto by written notice delivered personally or mailed to each director at his  
13 business address, or by email. If mailed, such notice shall be deemed to be  
14 delivered when deposited in the United States Mail so addressed, with  
15 postage thereon prepaid. If notice is given by email, such notice shall be  
16 deemed to be delivered when the email is sent by ISBA staff. Any Executive  
17 Board member may waive notice of any meeting. The attendance of an  
18 Executive Board member or Executive Committee member at a meeting shall  
19 constitute a waiver of notice of such meeting, except where an Executive  
20 Board member or Executive Committee member attends a meeting for the  
21 express purpose of objecting to the transaction of any business because the  
22 meeting is not lawfully called or convened.

23 Added November 2003

24 Amended by Executive Board January 2009

25 Approved by Membership November 2009

26  
27 **SECTION 11**

28 Special Meetings

29 Special meetings of the Executive Board or Executive Committee may be  
30 called by or at the request of the President or any two Executive Board  
31 members from different regions. The President shall establish the time and  
32 place for the special meeting. Such special meeting may be held by  
33 teleconference.

34 Added November 2003

35 Amended by Executive Board September 2011

36 Approved by Membership November 2011

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39 **OFFICERS**

40  
41 **SECTION 12**

42 The officers of the Idaho School Boards Association, Inc. shall consist of a  
43 president, president-elect, vice president, immediate past president, and  
44 executive director.

45  
46 **SECTION 13**

47 Each year, at the annual meeting, the Idaho School Boards Association, Inc.,  
48 by majority vote of those trustees and Region 9 delegates present, shall elect

1 a president-elect and a vice president. They shall serve until the next annual  
2 meeting or until their successors are elected and qualified. Thereafter, the  
3 president-elect will succeed to the office of the president. The duties of these  
4 officers shall be such as usually devolve upon such officers. In case the  
5 offices of president, president-elect and the vice president shall all become  
6 vacant at one time, the Executive Board shall elect a president to complete  
7 the unexpired term.

8 Amended by Executive Board November 2009  
9 Amended By Executive Board September 2014  
10 Approved by Membership November 2014

#### 11 **SECTION 14**

12 In the event the Immediate Past President of the Idaho School Boards  
13 Association, Inc. leaves his/her local board or is unable to fulfill his/her  
14 responsibility, the President, with the approval of the full Executive Board,  
15 shall appoint another Past President to fill the remainder of the term.

16 Amended by Executive Board September 2011  
17 Approved by Membership November 2011

#### 18 **SECTION 15**

##### 19 President

20 The President shall be the principal executive officer of the corporation and,  
21 subject to the control of the Executive Board, the President shall, when  
22 present, preside at all meetings of the members and Executive Board. The  
23 President may sign, with any other proper officer of the Corporation thereunto  
24 authorized by the Executive Board, any deeds, mortgages, bonds, contracts,  
25 or other instruments which the Executive Board has authorized to be  
26 executed, except in cases where the signing and execution thereof shall be  
27 expressly delegated by the Executive Board or by these bylaws to some other  
28 officer or agent of the Corporation, or shall be required by law to be otherwise  
29 signed or executed; and in general shall perform all duties incident to the  
30 office of president and such other duties as may be prescribed by the  
31 Executive Board from time to time.

32 Amended November 2003

#### 33 **SECTION 16**

##### 34 Executive Director

35 The Executive Director shall be an executive officer of the Corporation and,  
36 subject to the control of the Executive Board; he/she shall, in general,  
37 supervise and control all of the day-to-day business and affairs of the  
38 Corporation. The Executive Director shall act as Secretary and Treasurer of  
39 the Corporation. The Executive Director may sign, with any other proper  
40 officer of the Corporation thereunto authorized by the Executive Board, any  
41 deeds, mortgages, bonds, contracts, or other instruments which the Executive  
42 Board has authorized to be executed, except in cases where the signing and  
43 execution thereof shall be expressly delegated by the Executive Board or by  
44 these bylaws to some other officer or agent of the Corporation, or shall be  
45 required by law to be otherwise signed or executed; and in general shall  
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1 perform all duties incident to the office of executive director and such other  
2 duties as may be prescribed by the Executive Board from time to time.

3 Amended November 2003

4 Amended by Executive Board January 2009

5 Approved by Membership November 2009

6  
7 **SECTION 17**

8 President-elect

9 In the absence of the President or in the event of his/her death, inability or  
10 refusal to act, the President-Elect shall perform the duties of the President,  
11 and when so acting, shall have all the powers of and be subject to all the  
12 restrictions upon the President. The President-Elect shall perform such other  
13 duties as from time to time may be assigned to him by the President or by the  
14 Executive Board.

15 Amended November 2003

16  
17 **SECTION 18**

18 Removal

19 Any officer or agent may be removed by majority vote of the Executive Board  
20 whenever, in its judgment, the best interests of the Corporation will be served  
21 thereby.

22 Added November 2003

23 Amended by Executive Board September 2011

24 Approved by Membership November 2011

25  
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28 ***METHOD OF NOMINATING***  
29 ***AND ELECTING OFFICERS***

30  
31  
32 **SECTION 19**

33 Only members as enumerated in Article II shall be eligible to hold office.  
34 Members are encouraged to learn about the duties and time commitments of  
35 each office prior to making a decision to run for office. Nomination forms can  
36 be obtained by requesting a nomination form from the ISBA office. A member  
37 is encouraged to submit a nomination form for office fourteen (14) days prior  
38 to the annual meeting of the nominating committee.

39 Amended November 2003

40 Amended by Executive Board September 2011

41 Approved by Membership November 2011

42  
43  
44 **SECTION 20**

45 A nominating committee comprised of the nine (9) regional chairs shall meet  
46 at least forty (40) days prior to the annual meeting for the purpose of selecting  
47 qualified candidates for the offices of president-elect and vice president. At  
48 least one person, but not more than three, shall be nominated for each office.

1  
2 In the event that a regional chair is unable to serve on the nominating  
3 committee, the vice chair from the region shall serve in his or her stead. If  
4 neither officer is able to serve, the president of ISBA shall appoint someone  
5 from that region to act on their behalf.  
6

7 The immediate Past President of the Idaho School Boards Association, Inc.  
8 shall serve as chair of the nominating committee. When the immediate Past  
9 President is unable to serve as chair, the President shall appoint an acting  
10 chair from within the membership of the nominating committee.

11 Amended by Executive Board November 2009  
12 Amended By Executive Board September 2014  
13 Approved by Membership November 2014  
14

## 15 **SECTION 21**

### 16 Procedures in Elections

17 After the nominating committee report has been presented, the chair shall call  
18 for nominations from the floor for each office. Nominations shall be closed  
19 and election shall be for all offices at one time by written ballot. A person may  
20 be a candidate for only one office annually. Every trustee present at the  
21 annual convention as well as each delegate appointed by Region 9 shall be  
22 entitled to one vote for each office for which there is an election.

23 Amended by Executive Board November 2009  
24 Amended By Executive Board September 2014  
25 Approved by Membership November 2014  
26

## 27 ***REPLACEMENT OF INACTIVE OFFICERS***

## 28 **SECTION 22**

29 Regional officers who have been replaced on their local board may serve on  
30 the Executive Board until a replacement has been selected according to the  
31 bylaws of the Region.  
32

33 Amended by Executive Board September 2011  
34

## 35 **SECTION 23**

### 36 ***CONFLICT OF INTEREST***

37 The ISBA recognizes the appearance of a conflict of interest arises whenever  
38 the personal or professional interest of a current or former Board Member is  
39 potentially at odds with the best interests of ISBA. The ISBA recognizes and  
40 supports ethics in government and adopts by reference its enactment under  
41 Idaho Code § 59-700 et seq. Although the legal standards for avoiding  
42 conflict of interest for nonprofit organizations are fairly limited, ISBA will avoid,  
43 where possible, even the appearance of impropriety.  
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1 However, situations may arise where current or former Board Members are  
2 commercially engaged by ISBA, or hired by ISBA. Because these situations  
3 may involve potential conflict of interest, the following procedures will apply:  
4

- 5 1. Because the policy manual gives the Executive Director full hiring and firing  
6 authority, prior to the commercial engagement or hiring of any current or  
7 former Board Member, the Executive Director will notify the Executive  
8 Committee.  
9
- 10 2. The Executive Committee will meet and discuss to determine if they believe it  
11 is in the best interest of the Association.  
12
  - 13 a. If the Executive Committee makes a determination that they do not  
14 believe it is in the best interest of ISBA, there will be no further action  
15 taken and the engagement or hiring will not occur.  
16
  - 17 b. If the Executive Committee makes a determination that they do believe  
18 it is in the best interest of ISBA, they will make that recommendation to  
19 the full Executive Board and the President of the Association will place  
20 the item on the agenda for a regular or special meeting.  
21
- 22 3. If an issue is to be decided by the Executive Board that involves potential  
23 conflict of interest, it is the responsibility of the Board to:  
24
  - 25 a. Only decide to hire or contract with the current or former Board  
26 Member if they are the best qualified individual available and willing to  
27 provide the goods or services needed at the best price; and  
28
  - 29 b. Record in the minutes of the Board Meeting the potential conflict of  
30 interest.  
31
- 32 4. If an issue is to be decided by the Executive Board that involves potential  
33 conflict of interest with a current Board member, it is the responsibility of the  
34 current Board member to:  
35
  - 36 a. Disclose the potential conflict of interest.  
37
  - 38 b. Not participate in discussion of any motion relative to the potential  
39 conflict of interest.  
40
  - 41 c. Not vote on the issue.  
42

43 Added by Executive Board September 2011  
44 Approved by Membership November 2011

1 **ARTICLE V**

2  
3 **INDEMNITY**

4  
5  
6 **SECTION 1**

7 The Corporation shall indemnify its directors, officers and employees as  
8 follows:

9  
10 (a) Every director, officer, or employee of the Corporation shall be indemnified  
11 by the Corporation against all expenses and liabilities, including counsel  
12 fees reasonably incurred by or imposed upon him in connection with any  
13 proceeding to which he may be made a party, or in which he may become  
14 involved, by reason of his being or having been a director, officer,  
15 employee or agent of the Corporation or any settlement thereof, whether  
16 or not he is a director, officer, employee or agent at the time such  
17 expenses are incurred, except in such cases wherein the director, officer,  
18 or employee is adjudged guilty of willful misfeasance or malfeasance in  
19 the performance of his duties; provided that in the event of settlement the  
20 indemnification herein shall apply only when the Board of Directors  
21 approves such settlement and reimbursement as being for the best  
22 interests of the Corporation.

23  
24 (b) The Corporation shall provide to any person who is or was a director,  
25 officer, employee, or agent of the Corporation or is or was serving at the  
26 request of the Corporation as a director, officer, employee or agent  
27 against expenses of suit, litigation or other proceedings which is  
28 specifically permissible under applicable law. (c) The Board of Directors  
29 may, in its discretion, direct the purchase of liability insurance by way of  
30 implementing the provisions of this Article

31 Added November 2003

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**ARTICLE VI**

**CHECKS, DEPOSITS CONTRACTS, AND LOANS**

**SECTION 1**

Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.

Added November 2003

**SECTION 2**

Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board or Executive Committee may select.

Added November 2003

**SECTION 3**

Contracts

The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Added November 2003

**SECTION 4**

Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

Added November 2003

**SECTION 5**

The Executive Director shall be responsible for the prompt payment from association funds, all Association expenditures. A record of such expenditures shall be kept and these records shall be submitted annually to a competent auditor.

Added November 2003

1 **SECTION 6**

2 At the spring meeting, an annual budget shall be prepared and submitted;  
3 and at the fall meeting, an annual audit shall be prepared and submitted to  
4 the Executive Board for approval.

5 Added November 2003

6 Amended by Executive Board January 2009

7 Approved by Membership November 2009

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1  
2 **ARTICLE VII**

3  
4 **COMMITTEES**

5  
6  
7 **SECTION 1**

8 Special committees as needed may be appointed by the president, subject to  
9 approval by the Executive Board, not to exceed one year.

10  
11 **SECTION 2**

12 The chair of each School Board Regional Association shall be chair of the  
13 resolutions committee in his region.

14 Added November 2003

15 Amended By Executive Board September 2014

16 Approved by Membership November 2014

17  
18 **SECTION 3**

19 Standing committees may be appointed by the President, subject to approval  
20 by the Executive Board.

21  
22 **SECTION 4**

23 The Governmental Affairs Committee (GAC) shall have an equal  
24 representation of small and large districts. In order to achieve equal  
25 representation, the President shall first attempt to appoint all Region Chairs  
26 as members of the GAC. If equal representation is not achieved by  
27 appointing all Region Chairs, the President shall then appoint Vice Chairs in  
28 place of the Chairs until equal representation is achieved. Other members of  
29 the GAC shall be the officers, the Executive Director, and legal counsel. In the  
30 event that the appointed GAC member cannot attend a GAC Committee  
31 meeting, the other representative from that particular Region shall serve as a  
32 voting alternate. The President may chair the GAC meeting or appoint a  
33 Chair. The Executive Director, legal counsel, and the Chair of the Committee  
34 shall be non-voting members. However, the Chair may vote in the case of a  
35 tie vote.

36  
37 The GAC is charged with reviewing resolutions, proposing resolutions,  
38 making recommendations and changes to proposed resolutions and reporting  
39 on the status of adopted resolutions to the Executive Board. The GAC shall  
40 act as a sounding board for the Executive Director and Executive Committee  
41 during the legislative session in order to ensure that the intent of resolutions  
42 adopted at the ISBA annual convention are carried out as far as possible, and  
43 to advise on legislative issues which arise but may not be covered by a  
44 resolution. During the Legislative Session the GAC will meet at the call of the  
45 Chair to follow up and advise on legislative activities.

46 Added November 2009

47 Amended By Executive Board September 2014

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Approved by Membership November 2014  
Amended by Executive Board September 2015  
Approved by Membership November 2015

1 **ARTICLE VIII**

2  
3 **MEETINGS**

4  
5  
6 **SECTION 1**

7 There shall be an annual meeting of the Idaho School Boards Association,  
8 Inc., with the exact time and place of the meeting to be determined by the  
9 Executive Board.

10  
11 **SECTION 2**

12 A meeting of Idaho School Boards Association, Inc. may be called by the  
13 President with the approval of a majority of the Executive Board.

14  
15 **SECTION 3**

16 Either one-half (1/2) of the designated voting strength of the combined  
17 districts and charter schools or one-half (1/2) of the sum of the number of  
18 member districts represented by a voting delegate plus the Region 9  
19 delegates present shall constitute a quorum at any membership assembly.

20 Amended By Executive Board September 2014

21 Approved by Membership November 2014

22  
23 **SECTION 4**

24 All board members of local districts complying with active membership  
25 requirements in the Idaho School Boards Association, Inc. shall be voting  
26 members of the Association. The board members of charter schools  
27 complying with active membership requirements in the Idaho School Boards  
28 Association, Inc. shall collectively appoint five (5) delegates who shall vote on  
29 behalf of the Region 9 members. Such appointment shall be made in  
30 accordance with the bylaws of Region 9. Absentee voting shall not be  
31 permitted. Delegates voting on behalf of the charter schools must be board  
32 members for charter school members of the Idaho School Boards  
33 Association. Any other delegate must be a trustee of the district for which he  
34 or she votes.

35 Amended by Executive Board November 2011

36 Amended By Executive Board September 2014

37 Approved by Membership November 2014

38  
39  
40 **SECTION 5**

41 To facilitate counting votes at any membership assembly, each local district  
42 shall select one member delegate and one alternate member delegate to  
43 report how the members of his or her district wish to cast their votes on any  
44 issue in question. Each of the five (5) delegates appointed by Region 9 shall  
45 cast votes on behalf of Region 9 in accordance with the regional bylaws.

46 Amended By Executive Board September 2014

47 Approved by Membership November 2014

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**SECTION 6**

It shall be the duty of the presiding officer to prevent any board member from monopolizing the time of the convention, especially in consideration of resolutions.

**SECTION 7**

Charter school board members who are not delegates, superintendents, and other similar school personnel shall be welcome guests, but shall not be allowed to vote. However, their opinions and advice may be solicited at the discretion of the chair. Unless the chair solicits their input, or unless a delegate yields their speaking time to a guest, guests will not be permitted to address the annual meeting.

Amended By Executive Board September 2014  
Approved by Membership November 2014

1 **ARTICLE IX**

2  
3 **VOTING**

4  
5  
6 **SECTION 1**

7 Voting at the Association's annual meeting by local district board membership  
8 and charter school delegates shall be based on student enrollment in each  
9 local district and the total charter school membership.

10  
11 The districts and Region 9 shall be apportioned some of their votes, which  
12 shall be called "base votes", as follows:  
13

<b>District or Total Charter School Member Student Enrollment</b>	<b>Size Category</b>	<b>Base Votes to Each District and to Region 9</b>
1 to 999	Small	30
1,000 to 2,999	Intermediate	70
3,000 to 9,999	Large	75
10,000 or more	Extra Large	100

14  
15 Voting by Region 9 shall be based on the summed enrollment of all member  
16 charter schools in accordance with the categories above and the system for  
17 apportioning enrollment votes described below.

18  
19 This applies to all official business except the voting of officers and the  
20 consideration of any procedural motions amending a resolution.

21  
22 The remainder of each member's votes, which shall be referred to as  
23 "enrollment votes", shall be apportioned on the basis of enrollment. The  
24 number of votes shall be calculated by multiplying the district or total charter  
25 school member enrollment by an enrollment vote factor of .014.

26  
27 Neither the combined votes of all Small and Intermediate member districts nor  
28 the combined votes of all Large and Extra Large member districts may  
29 exceed 50% of the total number of votes apportioned to all districts and to the  
30 charter school delegation.

31  
32 In order to meet these requirements, after receiving student population counts  
33 from the State Department of Education, the Executive Board may amend the  
34 enrollment vote factor to be used in apportioning votes or the number of base  
35 votes apportioned to one or more of the size categories. This may be done  
36 each year without membership approval. When the Executive Board changes  
37 the base votes apportioned to any of the size categories, the president shall  
38 appoint a committee to examine the voting structure and to propose any  
39 changes to Article IX of the Bylaws the committee deems appropriate.

1 The Executive Board may not amend both the number of base votes and the  
2 enrollment vote factor during the period between one annual convention and  
3 the following annual convention. The Executive Board may not change the  
4 first column, District or Total Charter School Member Student Enrollment, or  
5 the maximum vote percentages for any pair of categories or make any other  
6 change to this section without membership approval.

7  
8  
9 Amended November 2011

10 Amended By Executive Board September 2014

11 Approved by Membership November 2014

12 Amended by the Executive Board September 2016

13 Approved by Membership November 2016

14  
15 **SECTION 2**

16 Any district whose enrollment numbers differ from those listed in the delegate  
17 handbook distributed at the convention, shall submit written verification of this  
18 difference to the convention chair or to an Idaho School Boards Association  
19 staff member prior to the start of the annual business session. If the summed  
20 enrollment of the member charter schools differs from that listed in the  
21 delegate handbook, a representative of Region 9 shall likewise submit written  
22 verification to the chair or to a staff member.

23 Amended By Executive Board September 2014

24 Approved by Membership November 2014

**ARTICLE X**  
**RESOLUTIONS**

**SECTION 1**

Resolutions representing the aims and purpose of the Idaho School Boards Association, Inc., legislative and otherwise, shall be considered one of the most important functions of the annual convention.

**SECTION 2**

Proposed Resolutions to the convention must be submitted in writing to the Idaho School Boards Association office prior to the annual meeting but no later than July 31<sup>st</sup> of each year.

(A) Those eligible to submit resolutions shall be member School Districts, member charter schools, the Executive Board of the ISBA, and the governing bodies of the Regions, or by a committee created to consider such proposals.

(B) Resolutions presented from the floor must include a written justification for why the resolution was not submitted by July 31<sup>st</sup> and have the written endorsement of five other districts or Region 9 delegates, three of which must be from a region other than the presenting trustee or Region 9 delegate's region. The chair should be provided a copy of the resolution prior to the start of the meeting. (400 copies of the resolutions shall be available and distributed to every table should the resolution be passed for consideration by the delegates).

(C) Proposed resolutions which are submitted as provided for in subsection (B) shall not be considered by the convention unless 2/3 of the delegates present and voting elect to suspend these rules to consider such later proposals.

Amended November 2011

Amended By Executive Board September 2014

Approved by Membership November 2014

**SECTION 3**

Subject to the discretion of the chair, all motions or substitute motions, other than procedural motions, which are made from the floor will be made in writing and delivered to the chair prior to the time for consideration of such a motion.

Added by Executive Board November 2009

Amended By Executive Board September 2014

Approved by Membership November 2014

**SECTION 4**

The State Executive Board will meet as a resolutions committee at least forty (40) days prior to the state meeting to screen, combine, rewrite, draft, and

1 consider said resolutions. After the resolutions committee has completed its  
2 review, these resolutions will be prepared in final form and transmitted to  
3 each board member at least thirty (30) days prior to the state meeting.  
4

5 Amended by Executive Board September 2011  
6 Approved by Membership November 2011  
7

8 **SECTION 5**

9 A majority vote shall be required for adoption of a resolution. Results shall be  
10 announced as soon as practicable.

11 Amended by Executive Board September 2011  
12 Approved by Membership November 2011  
13

14 **SECTION 6**

15 Resolutions adopted at the state convention automatically remain valid policy  
16 of the Idaho School Boards Association, Inc. for a period of two years unless  
17 otherwise acted upon.  
18  
19



**ARTICLE XI**  
**RULE OF ORDER**

**SECTION 1**

Where no provision is made in the constitution or bylaws to cover a case in question, the current edition of Robert's Rules of Order, Newly Revised shall govern.

Amended November 2003

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1 **ARTICLE XII**

2  
3 **CHANGES OF BYLAWS**

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5  
6 **SECTION 1**

7 Amendments

8 These bylaws may be altered, amended or repealed and new bylaws may be  
9 adopted by the Executive Board at any regular or special meeting of the  
10 Board of Directors. Any amendments to the bylaws by the Executive Board  
11 are subject to approval by the members of the corporation at any annual or  
12 special meeting.

13 Amended November 2003

14  
15 **SECTION 2**

16 Proposals for bylaws changes may be made by the Executive Board or by  
17 any member of the Idaho School Boards Association, Inc., and shall be  
18 distributed to the membership at least thirty (30) days prior to a duly-  
19 convened meeting.

**ARTICLE XII**

**CORPORATE SEAL**

**SECTION 1**

The Board of Directors hereby adopts a corporate seal, circular in form and inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal". No seal shall be necessary to make any contract or undertaking valid.

Added November 2003

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**ARTICLE XIII**

**AWARDS**

**SECTION 1**

Awards may be made by decision of the Executive Board for distinctive or meritorious service and suitable plaques or other emblems given.



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*Executive Director*