

1 **BYLAWS OF**
2 **IDAHO SCHOOL BOARDS ASSOCIATION, INC.**
3

4
5 **ARTICLE I**
6

7 ***NAME, PRINCIPAL OFFICE AND PURPOSE***
8

9 **SECTION 1**

10 Name

11 The name of this corporation shall be **IDAHO SCHOOL BOARDS**
12 **ASSOCIATION, INC.**
13

14 **SECTION 2**

15 Principal Office

16 The principal office of the corporation is hereby located in Boise, Idaho. The
17 Board of Directors is hereby granted the full power and authority to change said
18 principal office from one location to another in the State of Idaho. Any such
19 change shall be noted by the secretary on this set of bylaws incorporated in the
20 official minutes, but shall not be considered amendment of the bylaws.
21

22 **SECTION 3**

23 Purpose

24 To promote the general advancement of education.
25

26 Promote and maintain local control of the state's public schools.
27

28 To conduct, independently or in cooperation with others, seminars,
29 conferences, courses and research projects in the various aspects of
30 education, primarily for school board members.
31

32 Amended November 2004

33 To study, interpret, propose, and influence legislation that may affect education.
34

35 To collect pertinent data and information and disseminate through appropriate
36 publications.
37

38 To promote public understanding of the role of school boards and school board
39 members in the improvement of education. To encourage the establishment
40 and maintenance of high standards in the conduct and operation of public
41 education. To encourage the most efficient and effective organization and
42 administration of public schools.
43

44 To work for the adequate and equitable financial support of the public schools.
45

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

ARTICLE II

MEMBERSHIP, DUES, FISCAL YEAR

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

SECTION 2

Dues for corporation members shall be calculated using a combination of base dues and enrollment dues.

Dues = Base Dues + Enrollment Dues where:

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

Strata	Student Population	Base
Small	<1,000	\$ 1,300
Intermediate	1,000 – 2,999	\$ 3,000
Large	3,000 – 9,999	\$ 4,000
Extra Large	10,000 or more	\$5,000

Amended November 2009

Amended by Executive Board September 2014

Approved by Membership November 2014

Approved by Membership November 2020

VARIABLE = District or charter school current fall enrollment or 30,000, (whichever is lesser), multiplied by the Enrollment Factor. The Enrollment Factor is equal to \$1.18.

The Executive Board may amend the Base Dues amounts and/or the Enrollment Dues Factor to be used in determining dues amounts. The

1 Executive Board may also impose a cap to ensure that no member's dues
2 increase or decrease by more than a given percentage from one year to the
3 next.

4
5 Amended November 2010
6 Amended By Executive Board September 2014
7 Approved by Membership November 2014
8 Approved by Membership November 2020
9

10 **SECTION 3**

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

13 Amended By Executive Board September 2014
14 Approved by Membership November 2014
15

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, Boundary,
18 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 (except
24 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 and
28 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, Payette,
41 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

1
2 **SECTION 3**

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

7 Amended by Executive Board January 2009

8 Approved by Membership November 2009

9
10 **SECTION 4**

11 Each School Board Regional Association shall meet at least once annually.
12

1 **ARTICLE IV**

2
3 **EXECUTIVE BOARD AND OFFICERS**

4
5
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, except
10 for Region 9, is to be from a smaller district and the other representative is to
11 be chosen from a larger school district. The Executive Director and a
12 representative of the Idaho Association for School Superintendents shall be
13 designated as nonvoting ex-officio members of the Executive Board. Each of
14 the applicable Regional Associations shall establish by majority vote their own
15 criteria for determining large and small districts.

16 Amended By Executive Board September 2014

17 Approved by Membership November 2014

18
19 **SECTION 2**

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

28 Amended November 2004

29 Amended By Executive Board September 2014

30 Approved by Membership November 2014

31
32 **SECTION 3**

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

39 Amended by Executive Board September 2011

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

15 Amended November 2003

16
17 **SECTION 6**

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

25 Added November 2003

26
27 **SECTION 7**

28 Quorum

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

32
33 Alternate members, of their respective Regions, attending in place of the Chair
34 or Vice Chair will have full voting rights at any meeting of the Executive Board.

35 Added November 2003

36 Amended by Executive Board September 2011

37 Approved by Membership November 2011

38
39 **SECTION 8**

40 Manner of Acting

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

44 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 postage
15 thereon prepaid. If notice is given by email, such notice shall be deemed to be
16 delivered when the email is sent by ISBA staff. Any Executive Board member
17 may waive notice of any meeting. The attendance of an Executive Board
18 member or Executive Committee member at a meeting shall constitute a waiver
19 of notice of such meeting, except where an Executive Board member or
20 Executive Committee member attends a meeting for the express purpose of
21 objecting to the transaction of any business because the meeting is not lawfully
22 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

37
38
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 charter board](#)

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

8 Amended by Executive Board November 2009
9 Amended By Executive Board September 2014
10 Approved by Membership November 2014
11

12 **SECTION 14**

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

17 Amended by Executive Board September 2011
18 Approved by Membership November 2011
19

20 **SECTION 15**

21 President

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

34 Amended November 2003
35

36 **SECTION 16**

37 Executive Director

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

perform all duties incident to the office of executive director and such other duties as may be prescribed by the Executive Board from time to time.

Amended November 2003

Amended by Executive Board January 2009

Approved by Membership November 2009

SECTION 17

President-elect

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

Amended November 2003

SECTION 18

Removal

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

Added November 2003

Amended by Executive Board September 2011

Approved by Membership November 2011

METHOD OF NOMINATING AND ELECTING OFFICERS

SECTION 19

Only members as enumerated in Article II shall be eligible to hold office. Members are encouraged to learn about the duties and time commitments of each office prior to making a decision to run for office. Application forms can be obtained by requesting a form from the ISBA office. Completed application forms for President-Elect and Vice President must be received by the ISBA office no later than close of business on July 31 of each year.

If no candidate for Vice President from the Small and Intermediate Districts has submitted an application by July 31 in the odd years; or there is no candidate for Vice President from the Large and Extra Large Districts or charter schools that has submitted an application in the even years by July 31, the deadline for submission of applications will be extended to August 31. If no qualified candidate submits an application by July 31, completed applications will be accepted from any size district or charter.

Amended November 2003

Amended by Executive Board September 2011

Approved by Membership November 2011

SECTION 20

As in the election of Regional officers, the Vice President shall be nominated from Small/Intermediate sized districts/charters determined by enrollment in ODD years. Nominations for Vice President shall be taken from Large/Extra-Large sized districts/charters in EVEN years. This process is outlined below:

The nomination process shall employ the same enrollment categories used for the ISBA Resolution voting, (Small: 1 to 999 students; Intermediate: 1,000 to 2,999 students; Large: 3,000 to 9,999 students and; Extra-Large: 10,000 or more students).

- A. Beginning in November 2021, and every odd year thereafter, Small and Intermediate Districts/Charters may put forward one or more candidates for the office of ISBA Vice-President during the nominating process. In such years, the Nominating Committee shall only consider trustees/board members from Small and Intermediate Districts/Charters to be eligible candidates for Vice President. In the event there is at least one eligible candidate put forward by the Nominating Committee, then any other Small or Intermediate trustee/board member may be nominated from the Convention floor. Should no one from a Small or Intermediate District/Charter submit a nomination for the office of ISBA Vice-President, then any and all nominations from the floor, regardless of the District/Charter size, shall be considered for the office of Vice-President of ISBA.
- B. Beginning in November 2022, and every even year thereafter, Large and Extra-Large Districts/Charter Schools may put forward one or more candidates for the office of ISBA Vice-President during the nominating process. In such years, the Nominating Committee shall only consider board members from Large or Extra Large Districts/Charter Schools to be eligible. In the event there is at least one eligible candidate put forward by the Nominating Committee, then any other Large or Extra Large trustee/board member may be nominated from the convention floor. Should no one from a Large or Extra Large District/Charter submit a nomination for the office of ISBA Vice-President, then any and all nominations from the floor, regardless of District/Charter size, shall be considered for the office of Vice-President of ISBA.

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

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

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

Amended by Executive Board November 2009

Amended By Executive Board September 2014

Approved by Membership November 2014

Approved by Membership November 2020

SECTION 21

Procedures in Elections

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

Amended by Executive Board November 2009

Amended By Executive Board September 2014

Approved by Membership November 2014

REPLACEMENT OF INACTIVE OFFICERS

SECTION 22

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

Amended by Executive Board September 2011

CONFLICT OF INTEREST

SECTION 23

The ISBA recognizes the appearance of a conflict of interest arises whenever the personal or professional interest of a current or former Board Member is potentially at odds with the best interests of ISBA. The ISBA recognizes and supports ethics in government and adopts by reference its enactment under Idaho Code § 59-700 et seq. Although the legal standards for avoiding conflict of interest for nonprofit organizations are fairly limited, ISBA will avoid, where possible, even the appearance of impropriety.

However, situations may arise where current or former Board Members are commercially engaged by ISBA, or hired by ISBA. Because these situations may involve potential conflict of interest, the following procedures will apply:

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

38 Added by Executive Board September 2011

39 Approved by Membership November 2011

40

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, employee
15 or agent of the Corporation or any settlement thereof, whether or not he is
16 a director, officer, employee or agent at the time such expenses are
17 incurred, except in such cases wherein the director, officer, or employee is
18 adjudged guilty of willful misfeasance or malfeasance in the performance of
19 his duties; provided that in the event of settlement the indemnification herein
20 shall apply only when the Board of Directors approves such settlement and
21 reimbursement as being for the best interests of the Corporation.
22

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

31 Added November 2003
32

1 **ARTICLE VI**

2
3 **CHECKS, DEPOSITS CONTRACTS, AND LOANS**

4
5 **SECTION 1**

6 Checks

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

12 Added November 2003

13
14 **SECTION 2**

15 Deposits

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

19 Added November 2003

20
21 **SECTION 3**

22 Contracts

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

27 Added November 2003

28
29 **SECTION 4**

30 Loans

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

35 Added November 2003

36
37 **SECTION 5**

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

42 Added November 2003

43
44
45
46
47 **SECTION 6**

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

4 Added November 2003

5 Amended by Executive Board January 2009

6 Approved by Membership November 2009

7

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 as
26 members of the GAC. If equal representation is not achieved by appointing all
27 Region Chairs, the President shall then appoint Vice Chairs in place of the
28 Chairs until equal representation is achieved. Other members of the GAC shall
29 be the officers, the Executive Director, and legal counsel. In the event that the
30 appointed GAC member cannot attend a GAC Committee meeting, the other
31 representative from that particular Region shall serve as a voting alternate. The
32 President may chair the GAC meeting or appoint a Chair. The Executive
33 Director, legal counsel, and the Chair of the Committee shall be non-voting
34 members. However, the Chair may vote in the case of a tie vote.

35
36 The GAC is charged with reviewing resolutions, proposing resolutions, making
37 recommendations and changes to proposed resolutions and reporting on the
38 status of adopted resolutions to the Executive Board. The GAC shall act as a
39 sounding board for the Executive Director and Executive Committee during the
40 legislative session in order to ensure that the intent of resolutions adopted at
41 the ISBA annual convention are carried out as far as possible, and to advise
42 on legislative issues which arise but may not be covered by a resolution. During
43 the Legislative Session the GAC will meet at the call of the Chair to follow up
44 and advise on legislative activities.

45 Added November 2009

46 Amended By Executive Board September 2014

47 Approved by Membership November 2014

1
2
3
4
5

Amended by Executive Board September 2015
Approved by Membership November 2015

ARTICLE VIII

MEETINGS

SECTION 1

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

SECTION 2

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

SECTION 3

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

Amended By Executive Board September 2014

Approved by Membership November 2014

SECTION 4

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

Amended by Executive Board November 2011

Amended By Executive Board September 2014

Approved by Membership November 2014

SECTION 5

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

Amended By Executive Board September 2014

Approved by Membership November 2014

1 **SECTION 6**

2 It shall be the duty of the presiding officer to prevent any board member from
3 monopolizing the time of the convention, especially in consideration of
4 resolutions.
5

6 **SECTION 7**

7 Superintendents, charter administrators, and other similar school personnel
8 shall be welcome guests, but shall not be allowed to vote. However, their
9 opinions and advice may be solicited at the discretion of the chair. Unless the
10 chair solicits their input, or unless a board member yields their speaking time
11 to a guest, guests will not be permitted to address the annual meeting. Voting
12 held during any meeting of the Idaho School Boards Association will be
13 conducted as outlined in Article VIII, Sections 3-5.

14 Amended By Executive Board September 2022

15 Approved by Membership November 2022
16
17

ARTICLE IX

VOTING

SECTION 1

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

The districts and ~~Region 9 charters~~ shall be apportioned some of their votes, which shall be called "base votes", as follows:

District or Total Charter School Member Student Enrollment	Size Category	Base Votes to Each District and to Region 9 or <u>Charter School</u>
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

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

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

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

Neither the combined votes of all Small and Intermediate member districts ~~and charters~~ nor the combined votes of all Large and Extra Large member districts ~~and charters~~ may exceed 50% of the total number of votes apportioned to all districts ~~and charters and to the charter school delegation~~.

In order to meet these requirements, after receiving student population counts from the State Department of Education, the Executive Board may amend the enrollment vote factor to be used in apportioning votes or the number of base votes apportioned to one or more of the size categories. This may be done each year without membership approval. When the Executive Board changes the base votes apportioned to any of the size categories, the president shall appoint a committee to examine the voting structure and to propose any 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 Amended November 2011

8 Amended By Executive Board September 2014

9 Approved by Membership November 2014

10 Amended by the Executive Board September 2016

11 Approved by Membership November 2016

12
13 **SECTION 2**

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

21 Amended By Executive Board September 2014

22 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 31st 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 31st 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 consider said resolutions. After the resolutions committee has completed its

1 review, these resolutions will be prepared in final form and transmitted to each
2 board member at least thirty (30) days prior to the state meeting.

3 Amended by Executive Board September 2011

4 Approved by Membership November 2011

5

6 **SECTION 5**

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

9 Amended by Executive Board September 2011

10 Approved by Membership November 2011

11

12 **SECTION 6**

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

16

17

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

1 **ARTICLE XII**

2 **CHANGES OF BYLAWS**

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4
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 Board
10 of Directors. Any amendments to the bylaws by the Executive Board are
11 subject to approval by the members of the corporation at any annual or special
12 meeting.

13 Amended November 2003

14
15 **SECTION 2**

16 Proposals for bylaws changes may be made by the Executive Board or by any
17 member of the Idaho School Boards Association, Inc., and shall be distributed
18 to the membership at least thirty (30) days prior to a duly-convened meeting.
19
20

1 **ARTICLE XII**

2
3 **CORPORATE SEAL**

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5
6 **SECTION 1**

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

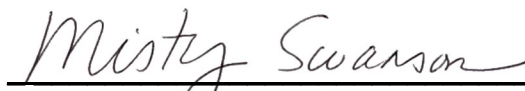
11 Added November 2003
12
13

1
2 **ARTICLE XIII**

3
4 **AWARDS**

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7 **SECTION 1**

8 Awards may be made by decision of the Executive Board for distinctive or
9 meritorious service and suitable plaques or other emblems given.
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11
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13
14 
15 _____
16 *Executive Director*