

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
18 said principal office from one location to another in the State of Idaho. Any
19 such change shall be noted by the secretary on this set of bylaws
20 incorporated in the official minutes, but shall not be considered amendment of
21 the bylaws.
22

23 **SECTION 3**

24 Purpose

25 To promote the general advancement of education.
26

27 Promote and maintain local control of the state's public schools.
28

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

32 Amended November 2004
33

34 To study, interpret, propose, and influence legislation that may affect
35 education.
36

37 To collect pertinent data and information and disseminate through appropriate
38 publications.
39

40 To promote public understanding of the role of school boards and school
41 board members in the improvement of education. To encourage the
42 establishment and maintenance of high standards in the conduct and
43 operation of public education. To encourage the most efficient and effective
44 organization and administration of public schools.
45

- 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.
- 13

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

Amended November 2010

Amended By Executive Board September 2014

Approved by Membership November 2014

Approved by Membership November 2020

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

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,
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
42
43
44
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47

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

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 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

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,
16 shall 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
24 present, preside at all meetings of the members and Executive Board. The
25 President may sign, with any other proper officer of the Corporation thereunto
26 authorized by the Executive Board, any deeds, mortgages, bonds, contracts,
27 or other instruments which the Executive Board has authorized to be
28 executed, except in cases where the signing and execution thereof shall be
29 expressly delegated by the Executive Board or by these bylaws to some other
30 officer or agent of the Corporation, or shall be required by law to be otherwise
31 signed or executed; and in general shall perform all duties incident to the
32 office of president and such other duties as may be prescribed by the
33 Executive Board from time to 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,
40 supervise and control all of the day-to-day business and affairs of the
41 Corporation. The Executive Director shall act as Secretary and Treasurer of
42 the Corporation. The Executive Director may sign, with any other proper
43 officer of the Corporation thereunto authorized by the Executive Board, any
44 deeds, mortgages, bonds, contracts, or other instruments which the Executive
45 Board 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 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

Approved by Membership November 2020

1 **SECTION 20**

2 As in the election of Regional officers, the Vice President shall be nominated from
3 Small/Intermediate sized districts/charters determined by enrollment in ODD years.
4 Nominations for Vice President shall be taken from Large/Extra-Large sized
5 districts/charters in EVEN years. This process is outlined below:
6

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

11
12 A. Beginning in November 2021, and every odd year thereafter, Small and
13 Intermediate Districts/Charters may put forward one or more candidates
14 for the office of ISBA Vice-President during the nominating process. In
15 such years, the Nominating Committee shall only consider trustees/board
16 members from Small and Intermediate Districts/Charters to be eligible
17 candidates for Vice President. In the event there is at least one eligible
18 candidate put forward by the Nominating Committee, then any other Small
19 or Intermediate trustee/board member may be nominated from the
20 Convention floor. Should no one from a Small or Intermediate
21 District/Charter submit a nomination for the office of ISBA Vice-President,
22 then any and all nominations from the floor, regardless of the
23 District/Charter size, shall be considered for the office of Vice-President of
24 ISBA.
25

26 B. Beginning in November 2022, and every even year thereafter, Large and
27 Extra-Large Districts/Charter Schools may put forward one or more
28 candidates for the office of ISBA Vice-President during the nominating
29 process. In such years, the Nominating Committee shall only consider
30 board members from Large or Extra Large Districts/Charter Schools to be
31 eligible. In the event there is at least one eligible candidate put forward by
32 the Nominating Committee, then any other Large or Extra Large
33 trustee/board member may be nominated from the convention floor.
34 Should no one from a Large or Extra Large District/Charter submit a
35 nomination for the office of ISBA Vice-President, then any and all
36 nominations from the floor, regardless of District/Charter size, shall be
37 considered for the office of Vice-President of ISBA.
38

39 A nominating committee comprised of the nine (9) regional chairs shall meet
40 at least forty (40) days prior to the annual meeting for the purpose of selecting
41 qualified candidates for the offices of president-elect and vice president. At
42 least one person, but not more than three, shall be nominated for each office.
43

44 In the event that a regional chair is unable to serve on the nominating
45 committee, the vice chair from the region shall serve in his or her stead. If
46 neither officer is able to serve, the president of ISBA shall appoint someone
47 from that region to act on their behalf.
48

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

5 Amended by Executive Board November 2009

6 Amended By Executive Board September 2014

7 Approved by Membership November 2014

8 Approved by Membership November 2020

9 10 **SECTION 21**

11 Procedures in Elections

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

18 Amended by Executive Board November 2009

19 Amended By Executive Board September 2014

20 Approved by Membership November 2014

21 22 23 ***REPLACEMENT OF INACTIVE OFFICERS***

24 25 26 **SECTION 22**

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

30 Amended by Executive Board September 2011

31 32 33 ***CONFLICT OF INTEREST***

34 **SECTION 23**

35
36 The ISBA recognizes the appearance of a conflict of interest arises whenever
37 the personal or professional interest of a current or former Board Member is
38 potentially at odds with the best interests of ISBA. The ISBA recognizes and
39 supports ethics in government and adopts by reference its enactment under
40 Idaho Code § 59-700 et seq. Although the legal standards for avoiding
41 conflict of interest for nonprofit organizations are fairly limited, ISBA will avoid,
42 where possible, even the appearance of impropriety.

43
44 However, situations may arise where current or former Board Members are
45 commercially engaged by ISBA, or hired by ISBA. Because these situations
46 may involve potential conflict of interest, the following procedures will apply:
47

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

39 Added by Executive Board September 2011
40 Approved by Membership November 2011

1 **ARTICLE V**

2 **INDEMNITY**

3
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

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
19 select.

20 Added November 2003

21
22 **SECTION 3**

23 Contracts

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

28 Added November 2003

29
30 **SECTION 4**

31 Loans

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

36 Added November 2003

37
38 **SECTION 5**

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

43 Added November 2003

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Added November 2003

Amended by Executive Board January 2009

Approved by Membership November 2009

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

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 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 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 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
2 **SECTION 6**

3 It shall be the duty of the presiding officer to prevent any board member from
4 monopolizing the time of the convention, especially in consideration of
5 resolutions.
6

7 **SECTION 7**

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

15 Amended By Executive Board September 2022

16 Approved by Membership November 2022
17
18

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.

The districts and Region 9 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
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 nor the combined votes of all Large and Extra Large member districts may exceed 50% of the total number of votes apportioned to all districts 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 whose enrollment numbers differ from those listed in the delegate
15 handbook distributed at the convention, shall submit written verification of this
16 difference to the convention chair or to an Idaho School Boards Association
17 staff member prior to the start of the annual business session. If the summed
18 enrollment of the member charter schools differs from that listed in the
19 delegate handbook, a representative of Region 9 shall likewise submit written
20 verification to the chair or to a staff member.

21 Amended By Executive Board September 2014

22 Approved by Membership November 2014

1 **ARTICLE X**

2
3 **RESOLUTIONS**

4
5
6 **SECTION 1**

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

10
11 **SECTION 2**

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

15
16 (A) Those eligible to submit resolutions shall be member School Districts,
17 member charter schools, the Executive Board of the ISBA, and the governing
18 bodies of the Regions, or by a committee created to consider such proposals.

19
20 (B) Resolutions presented from the floor must include a written justification for
21 why the resolution was not submitted by July 31st and have the written
22 endorsement of five other districts or Region 9 delegates, three of which must
23 be from a region other than the presenting trustee or Region 9 delegate's
24 region. The chair should be provided a copy of the resolution prior to the start
25 of the meeting. (400 copies of the resolutions shall be available and
26 distributed to every table should the resolution be passed for consideration by
27 the delegates).

28
29 (C) Proposed resolutions which are submitted as provided for in subsection (B)
30 shall not be considered by the convention unless 2/3 of the delegates present
31 and voting elect to suspend these rules to consider such later proposals.

32 Amended November 2011

33 Amended By Executive Board September 2014

34 Approved by Membership November 2014

35
36 **SECTION 3**

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

41 Added by Executive Board November 2009

42 Amended By Executive Board September 2014

43 Approved by Membership November 2014

44
45 **SECTION 4**

46 The State Executive Board will meet as a resolutions committee at least forty
47 (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 Amended by Executive Board September 2011

5 Approved by Membership November 2011

6
7 **SECTION 5**

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

10 Amended by Executive Board September 2011

11 Approved by Membership November 2011

12
13 **SECTION 6**

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

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
3 **CHANGES OF BYLAWS**

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
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.
20
21

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.

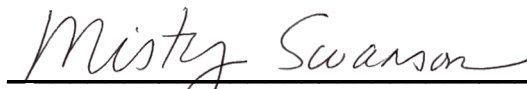
Added November 2003

1
2 **ARTICLE XIII**

3
4 **AWARDS**

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6
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.
10
11
12
13

14 
15 _____
16 *Executive Director*