ARTICLE IV

EXECUTIVE BOARD AND OFFICERS

SECTION 1

The Executive Board shall consist of the president, immediate past president, president-elect and vice president of the corporation, plus two representatives from each Regional Association. One representative from each region, except for Region 9, is to be from a smaller district and the other representative is to be chosen from a larger school district. Additionally, the Idaho designee on the COSSBA Board of Directors shall serve on the Executive Board as a voting member until their term of service with COSSBA has concluded. The Executive Director and a representative of the Idaho Association for School Superintendents shall be designated as nonvoting ex-officio members of the Executive Board. Each of the applicable Regional Associations shall establish by majority vote their own criteria for determining large and small districts.

Amended By Executive Board September 2014
Approved by Membership November 2014
Amended By Executive Board August 2026

SECTION 2

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

Amended November 2004
Amended By Executive Board September 2014
Approved by Membership November 2014

SECTION 3

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

Amended by Executive Board September 2011
Approved by Membership November 2011

SECTION 4

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

Amended by Executive Board September 2011
Approved by Membership November 2011

SECTION 5

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

Amended November 2003

SECTION 6

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

Added November 2003
Amended By Executive Board August 2026

SECTION 7

Quorum

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

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

Added November 2003
Amended by Executive Board September 2011
Approved by Membership November 2011

SECTION 8

Manner of Acting

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

Added November 2003

SECTION 9

Action without a Meeting

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

Added November 2003

SECTION 10

Notice

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

Added November 2003
Amended by Executive Board January 2009
Approved by Membership November 2009

SECTION 11

Special Meetings

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

Added November 2003
Amended by Executive Board September 2011
Approved by Membership November 2011

OFFICERS

SECTION 12

The officers of the Idaho School Boards Association, Inc. shall consist of a president, president-elect, vice president, immediate past president, the Idaho designee on the COSSBA Board of Directors, and executive director.

Amended By Executive Board August 2026

SECTION 13

Each year, at the annual meeting, the Idaho School Boards Association, Inc., by majority vote of those trustees and Region 9 delegates present, shall elect a president-elect and a vice president. They shall serve until the next annual meeting or until their successors are elected and qualified. Thereafter, the president-elect will succeed to the office of the president. The duties of these officers shall be such as usually devolve upon such officers. In case the offices of president, president-elect and the vice president shall all become vacant at one time, the Executive Board shall elect a president to complete the unexpired term.

Amended by Executive Board November 2009
Amended By Executive Board September 2014
Approved by Membership November 2014

SECTION 14

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

Amended by Executive Board September 2011
Approved by Membership November 2011

SECTION 15

President

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

Amended November 2003

SECTION 16

Executive Director

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

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