

# Constitution and Bylaws

Amended September 23, 2024

## ARTICLE I. NAME

This organization shall be known as the Indiana School Boards Association.

## ARTICLE II. PURPOSE

The purpose of the Indiana School Boards Association is to instruct individual public school board members in order to develop their ability to serve in that capacity and to instruct the public on education-related subjects in order to improve public school education in the State of Indiana.

To accomplish this purpose, the Association will:

- a. Conduct webinars, seminars, workshops, and conferences for school board members on educational policies, practices, and programs.
- b. Study educational problems as they affect all citizens of Indiana.
- c. Inform school board members and the general public of the results of studies made by the Association.
- d. Provide the members of the Indiana General Assembly and other governmental bodies with pertinent information relative to legislation affecting education.
- e. Participate in informational meetings and programs with public officials, school administrators, teachers, students of education and government, interested individuals and organizations in order to advance the cause of public school education in Indiana.
- f. Engage in other selected activities related to its purpose.

## ARTICLE III. MEMBERSHIP

Membership shall be of four classes: Active, Associate, Honorary, and Service.

a. Active Membership. Any public school corporation in Indiana shall be eligible to hold active membership in the Association upon the payment of dues as prescribed by the Annual Conference. Upon such qualification, each member of the governing body shall become an active member, entitled to all privileges of membership of the Association, including the right to vote, develop policy, serve on committees, and hold elective office.

b. Associate Membership. The Superintendent, Assistant Superintendent, Business Director, and/or administrators of any public school corporation that holds membership in the Association and the Executive Officer of other education-related organizations may become Associate Members of the Association subject to the approval of the Board of Directors. All Associate Members shall be entitled to privileges of membership as determined by the Board of Directors except the right to vote, develop policy, serve on committees, and hold elective office in the Association. Former Members of Boards of

School Trustees shall be eligible to hold Associate Membership, and shall be assessed an annual fee established by the Board of Directors to cover mailing costs and other expenses.

c. Honorary Membership. Any person who, in the opinion of the Association, has made an outstanding contribution in furthering the cause of education may, upon approval of the Board of Directors, become an Honorary Member with all rights and privileges of Associate Membership.

d. Service Membership. Architects and manufacturers and other organizations that provide school equipment, supplies, and services to public school corporations may become Service Members. They shall be entitled to Service Membership under such conditions as the Board of Directors may provide, including assessment of dues. All Service Members shall be entitled to all rights and privileges of Associate Membership.

#### **ARTICLE IV. FISCAL YEAR**

The fiscal year shall be the calendar year.

#### **ARTICLE V. MEETINGS**

An Annual Conference for discussion of timely educational topics and promotion of policies of common interest and value shall be held each fall at a time fixed by the Board of Directors. The Board of Directors shall conduct at least four (4) regular meetings during the calendar year to conduct the business of the Association at times determined by the Board. Regional meetings and other necessary meetings shall be held at the discretion of the Executive Committee.

Members of the Board of Directors must attend three (3) of the four (4) regularly scheduled board meetings, including attending at least two (2) of the meetings in person, unless extraordinary circumstances necessitate otherwise. Regional directors are also expected to attend the two (2) regional meetings held within their region each year. Lack of commitment to the Association, as demonstrated by failure to attend meetings as described herein, and/or conduct contrary to the purposes of the Association may be cause for removal at the discretion of the Executive Committee.

#### **ARTICLE VI. OFFICERS AND REGIONAL DIRECTORS**

The Officers of the Association shall be a president, a first vice-president, and a second vice-president. There shall be a regional director for each region. Any school board member who holds active membership in the Association is eligible to serve as an officer or regional director, with the exception that there may only be one (1) member of a local school board serving as an officer or regional director at any one time. The president, the first vice-president, the second vice-president, and the regional directors shall be elected at the Annual Conference. The president so elected shall automatically serve as the immediate past-president during the year following his/her full term of service as association president or until a successor shall become eligible for the office of immediate past-president. A nominating committee shall nominate one candidate for each office to be filled. This committee shall honor the automatic promotion of the officers as previously elected, subject to committee discussion and approval. Following the presentation of the report of the nominating committee, the president shall call for

nominations from the floor. In the event of a contest for any office or regional directorship, the election shall be by secret ballot. In the event that a regional director should be nominated for the office of president, first vice-president, or second vice-president of the Association and subsequently be an unsuccessful candidate for that office, the unsuccessful candidate would retain the office of regional director until his/her term expires or until a successor is selected.

The term of office for all officers of the Association shall be for one (1) year. Each officer is eligible for nomination and re-election to the same office for an additional term of one year, but may not serve more than two (2) consecutive terms. The term of office of the regional director shall be three (3) years, and the terms shall be alternated in such manner that no more than four (4) vacancies shall normally occur during any one year. The regional director shall serve no more than three (3) full consecutive terms, not including any appointed term or any service as an officer.

The term of office of each officer and regional director shall begin at the close of the Annual Conference at which elected.

The duties and responsibilities of the president, the first vice-president and the second vice-president shall be those pertaining to these offices.

In the event that an officer or regional director of the Association ceases to be a member of a local school board during his/her term of office or in the event that an officer or regional director wishes to resign from his/her office, the office shall be declared vacant, and the vacancy shall be filled by the Board of Directors until the next Annual Conference except in cases herein otherwise provided. The first vice-president shall automatically serve as president if the office of president becomes vacant. The second vice-president shall automatically serve as first vice-president if the office of first vice-president becomes vacant. If both the office of the president and office of the first vice-president become vacant, the second vice-president shall serve as president. In the event that the office of second vice-president is vacated, the Board of Directors shall fill that office with a member from the Board of Directors. In the event that the offices of the president, first vice-president and second vice-president are all vacated, the Board of Directors shall fill these offices with members from the Board of Directors. If any officer serves in an officer role due to a declared vacancy, he/she shall not be prohibited from being elected to the same office pursuant to the normal election procedures stated in this article.

## **ARTICLE VII. BOARD OF DIRECTORS**

The president, the first vice-president, the second vice-president, the immediate past-president and the director of each of the regions shall constitute the Board of Directors. An Indiana school board member who serves on the Board of Directors of a national organization of state school board associations shall be an ex-officio, non-voting member of the Board of Directors.

The Board of Directors shall have the authority to designate committees, as necessary, to assist with the business of the Association.

The Board of Directors, or any duly constituted committee which it may designate, shall have the power to represent the Association in the interim between Annual Conferences on any subject within the scope

of the purposes of the organization as stated in this Constitution. Neither the Board of Directors, nor any duly constituted committee which it may designate, shall adopt any position which is inconsistent with the purposes of the organization or contrary to the official position of the Association, as stated in actions taken by the Annual Conference.

Bylaws review: A Bylaws committee shall be appointed at the first meeting of the Board of Directors following the Annual Conference, or more often as deemed necessary, for the purpose of review and revision as deemed to be required and/or appropriate by the Board of Directors.

#### **ARTICLE VIII. EXECUTIVE COMMITTEE**

An Executive Committee, comprised of the president, the first vice-president, the second vice-president, the immediate past-president, and two regional directors shall be charged with the administration of the affairs of the Association during the time elapsing between meetings of the Board of Directors. At its first meeting following the Annual Conference, the Board of Directors shall elect two regional directors, each of whom shall serve a term of one (1) year on the Executive Committee. The Executive Committee shall meet at least two (2) times each year at the president's direction.

#### **ARTICLE IX. EMPLOYEES**

The Board of Directors shall have the authority to employ an executive director and any other personnel necessary, to determine their salaries, to prescribe their duties, and to fix their terms of employment.

The Board of Directors shall designate the treasurer of the Association at its first meeting each year.

#### **ARTICLE X. DELEGATE ASSEMBLY**

The Delegate Assembly shall be the legislative body of the Association and shall consist of one delegate from each of the school boards holding active membership in the Association. Each such school board shall designate, prior to the Annual Conference or any called meeting, its official delegate and alternate or alternates and shall certify such delegate and alternate or alternates to the executive director at least ten days prior to such Annual Conference or called meeting. Such delegate, or alternate, shall be entitled to vote upon all matters submitted to the Conference or called meeting as the sole representative of the Board of School Trustees, and only the accredited delegate or alternate shall be entitled to vote at any Conference or called meeting of the Association. This article shall in no way prevent any Active Member from attending the Delegate Assembly.

Remote Participation: If authorized by the Board of Directors, a delegate may participate in the Delegate Assembly by or through the use of any means of communication by which all delegates participating in the meeting can communicate with each other. Participating by these means constitutes presence in person at the meeting.

#### **ARTICLE XI. FEES AND BUDGET**

To meet the expenses necessary to carry on the program of this Association, an annual membership fee or schedule of fees shall be approved at the annual Delegate Assembly. The budget for the ensuing calendar year shall be approved at the annual Delegate Assembly, but the power to approve amendments to the budget shall rest with the Board of Directors.

#### **ARTICLE XII. AMENDMENTS**

The Constitution and Bylaws may be amended at the annual Delegate Assembly or any called meeting by a majority vote of delegates present, provided that written notice of said proposed amendments has been sent to each of the Active members of the Association at least ten days prior to the meeting.

#### **ARTICLE XIII. PARLIAMENTARY PROCEDURE**

This Constitution and Bylaws may be temporarily suspended only by a two-thirds (2/3) vote of the Board of Directors for a specific and qualified purpose.

#### **ARTICLE XIV. LEGAL DEFENSE**

The Board of Directors shall defend any director, officer, or any employee in any suit arising out of the performance of his/her duties for, or employment with, the Association, provided the Board of Directors determines that such action was taken in good faith; and, subject to the limits of the Indiana Tort Claims Act, shall save any such member or employee harmless from any liability, cost or damage in connection therewith, including but not limited to the payment of any legal fees, provided the claim does not arise from bad faith or malfeasance in office or employment.