

**Bylaws of the Santa Clara County School Boards Association
A California Nonprofit Public Benefit Corporation
(Revised November, 2016)**

Article I – Name

The corporation shall be known as the Santa Clara County School Boards Association (“Association”).

Article II – Principal Office

The principal office for the transaction of the activities and affairs of the Association is located at the Santa Clara County Office of Education, in Santa Clara County, California.

Article III – Purpose

The purpose of the Association shall be:

To promote and advance education in Santa Clara County K-12 public schools;

To promote communications among Santa Clara County K-12 public school boards of trustees; also, to provide the trustees opportunities for networking, information access, and education;

To inform and advise the California School Boards Association.

Article IV – Directors/Members

Section 1 – Eligibility

All public K-12 school districts (or districts representing portions thereof) in Santa Clara County, the County Office of Education, and MetroEd are eligible for membership in the Association. Districts shall automatically become members of the Association each Membership Year when the dues are paid. Members of the governing board of each district shall exercise the privileges of membership for their respective district.

Section 2 – Voting Rights

Each Member District shall be entitled to one vote for official business of the Association. Only District Representatives may vote, however, if a district representative is not present, another member of the said board may vote.

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Section 3 – Membership Year

The Membership Year shall be from July 1 through June 30.

Section 4 – Dues

Dues shall be levied by April 30 and due no later than July 15. Annual dues shall be set by the Executive Board and shall be based on average daily attendance (ADA) as reported by districts on their P-2 Report in March. Districts may pay dues with school warrants.

Section 5 – Meetings

The Association members (ie. all board members of member districts) plus invited guests shall meet on a semi-annual basis at places to be set by the Executive Board:

- a) At a Spring Dinner Meeting held in April;
- b) At a Fall Dinner meeting held in October.

Special meetings of the Association may be called by the President.

Section 6 – Quorum

One-third of the current Executive Board or the unanimous vote of those present at a regularly scheduled meeting shall constitute a quorum for the transaction of business.

Section 7 – Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place by vote of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written or electronic notice of the meeting.

Article V – Directors/The Executive Board

The Association's board of directors shall be known as the Executive Board. Subject to the laws of the State of California, the Executive Board shall have the power to act in all

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matters pertaining to the purpose and welfare of the Association and to approve the disbursement of funds. The Executive Board may take public positions on educational and political issues, but is prohibited from lobbying or endorsing political candidates. If a public position is requested of the Executive Board, such matter shall be agendaized and noticed by US mail or email to all Executive Board members at least 72 hours prior to the meeting. Members of the Board will be expected to attend all Executive Board meetings and to serve on committees. At its pleasure, with or without cause, the Executive Board elects officers, removes officers, and fills officer vacancies to serve out the term by majority vote at a meeting noticed by US mail or email to all Executive Board members at least 72 hours prior to the meeting.

Section 1 – Executive Board Membership

The Executive Board shall be composed of the President, Vice President, Treasurer, and Immediate Past President of the Association, and others as follows:

District Representatives

Each Member District shall select one person from its board membership to serve as its District Representative on the Executive Board. If any Member District board fails to provide a District Representative, a District Representative from that board may be appointed by the President, subject to confirmation by the Executive Board.

Designated Directors

Designated Directors may be appointed by the President to fill specific committee responsibilities, subject to confirmation by the Executive Board, preferably from among District Representatives, but otherwise from among Members Districts' other board members.

Designated Directors may be appointed to fill the following needs:

- a) Legislative Brunch Chairperson(s);
- b) Candidate Workshop Chairperson(s);
- c) Hoffmann Awards Chairperson(s);
- d) CSBA Conference Hospitality Chairperson(s), if needed; and
- e) Other program and committee chairpersons as the Executive Board may require.

CSBA Director and Delegate Assembly Members

The Region 20 CSBA Director and all duly-elected or appointed Santa Clara County CSBA Delegate Assembly members shall serve on the Executive Board.

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Officers, Designated Directors, CSBA Directors, and CSBA Delegate Assembly Members may serve as District Representatives if selected by their Member Districts.

Section 2 – Term of Office

District Representatives shall be elected or appointed by their district boards at their annual reorganization meeting. District Representatives appointed by the President shall serve for a term of not more than one Membership Year and may be reappointed.

Designated Directors shall serve for a term of not more than one Membership Year and may be reappointed.

Any Executive Board member who ceases to be a member of the district board he/she represents shall no longer serve on the Executive Board.

Section 3 – Meetings

The Executive Board shall meet on a monthly basis during the Membership Year, except in July, August, December, at posted times and places;

- a) At the Association meetings in April and October, as set forth in Article IV,
- b) At an Annual Organizational Meeting for current, outgoing, and incoming Executive Board Directors each year in May, and
- c) When possible the meetings should be held on the fourth Wednesday of September, November, January, February and March,
- d) At an optional June meeting.

Section 4 – Quorum

One-third of the current District Representatives or the unanimous vote of those District Representatives present at a regularly scheduled Executive Board meeting shall constitute a quorum for the transaction of business.

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Section 5 – Attendance

Executive Board District Representatives shall notify the Executive Director or the President if they are unable to attend a meeting of the Board and if they plan to send a substitute representative from their district Board.

Absence from a meeting due to illness or conflict with a district board meeting will be considered an excused absence.

Article VI – Officers

Section 1 – Election of Officers

The officers of the Association shall consist of a president, a vice president, a treasurer and a secretary.

At the Association's March meeting, the President, Vice President and Treasurer shall be elected preferably from among District Representatives, but otherwise from among Member Districts' other board members. Elected officers and the immediate past President automatically become members of the Executive Board for the following Membership Year unless they are no longer serving on their respective board. They need not be re-elected by their district boards as the District Representative.

The Association's Secretary shall be the Executive Director of the Board, whose duties, qualifications and manner of appointment are described in Article VII below.

Section 2 – Nominating Committee

The president shall appoint a three-person Nominating Committee at the January meeting of the Executive Board to nominate officers for the next Membership Year. The committee will report to the Executive Board at the February meeting.

Section 3 – Officers' Term

Officers shall serve from July 1 to June 30.

Executive Board officers shall serve for a term of not more than one Membership Year and may be re-elected.

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Section 4 – President’s Duties

Subject to the control of the Executive Board, the President shall supervise, direct and control the Association’s activities, affairs and officers. In addition to specific duties stated elsewhere in these bylaws, the President shall: preside at all meetings, appoint all committees, recommend school board members as representatives of the Association to sit on board or commissions, and arrange for an annual audit of the financial records of the Association.

Section 5 – Vice President’s Duties

The Vice President shall assume the powers and duties of the President in his/her absence, shall act as program chairperson of the Association, including chairing the Association’s Spring and Fall dinners, and shall serve as an ex-officio member of all committees. The Vice President shall succeed to the Presidency when a vacancy occurs in that office.

Section 6 – Treasurer’s Duties

The Treasurer shall assure proper banking procedures, shall disburse funds upon proper approval of the Board, and shall give a financial report at each regular meeting of the Executive Board. The Treasurer shall prepare an annual budget for Board approval following the Annual Organizational Meeting. The Treasurer shall make timely tax filings. The Treasurer shall preside at regular meetings in the absence of the President and Vice President. The Treasurer’s accounts shall be audited on an annual basis by a person or firm appointed by the President. The fiscal year shall be from July 1 through June 30.

Article VII – Executive Director

Section 1 – Executive Director’s Duties

The Executive Director shall serve as the Secretary of the Association and in that capacity shall keep, at the Association’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, and of committees of the Board. The minutes of the meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings. The Executive Director shall keep a copy of the articles of incorporation and bylaws, as amended to date.

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The Executive Director shall keep a record of the Association's members, showing each member district's name and address, its board members' names and addresses, and its District Representative.

The Executive Director shall give or cause to be given notice of all District Members, of the Executive Board, and of committees of the Board required by these bylaws to be given. The Executive Director shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board may prescribe.

Section 2 – Executive Director's Qualifications

The person performing said duties may be a board member of a member district, but is not required to be.

Section 3 – Manner of Appointment

The President shall appoint the Executive Director, subject to the approval of the Executive Board.

Section 4 – Compensation

The Executive Director shall be an employee of the Association. At the close of each fiscal year, a formal employee evaluation shall be conducted by the organization's officers. The officers shall formally evaluate employee compensation and duties every other year. All compensation shall be reasonable.

Section 5 – Restriction regarding Interested Directors

Notwithstanding any other provision of these bylaws, no person serving on the board may be an interested person. For purposes of the Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full-or-part time officer or other employee, independent contractor, or otherwise.
- (b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

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Article VIII – Records and Reports

The Association shall keep at its principal office: adequate and correct books and records of account; written minutes of the proceedings of its members, boards and committees of the board; a record of each member's name, address and affiliation; and a copy of the current articles of incorporation and bylaws, amended to date. Within 10 days of receipt of written demand, any member may inspect, copy and make extracts of the accounting books, minutes, articles of incorporation and bylaws, as amended to date, in person or by the member's agent, at all reasonable times during office hours.

The Board shall cause to be sent to the District Members of the Association by October 31st of each year an annual report containing the following fiscal year information: the assets and liabilities, including trust funds, if any; the principal changes in assets and liabilities, including trust funds; the revenue or receipts of the Association, both restricted and unrestricted; and the expenses or disbursements of the Association, both restricted and unrestricted.

The Articles, Bylaws and All Minutes shall be publicly available on the Association's website.

Article IX – Amendments and Revisions

These bylaws may be amended or revised at any regular meeting of the Association, or by mail, through a majority vote of the District Members. Suggested changes to the bylaws shall be mailed or emailed to District Members from the Executive Board at least 30 days prior to a vote of the members.

Additional changes proposed by District Members should be submitted in writing to the Executive Board prior to final approval by the Association.

Certificate of the Secretary

I certify that I am the duly elected and acting Secretary of the Santa Clara County School Boards Association, a California nonprofit public benefit corporation, and that the above bylaws consisting of 8 pages, are the bylaws of this corporation as adopted and amended by the members at the Association Meeting on November 16, 2016, and that they have not been amended or modified since that date.

Executed on November 16, 2016 at San Jose, California.

Bonnie Mace, Executive Director and Secretary