

Bylaws of the Santa Clara County School Boards Association

A California Nonprofit Public Benefit Corporation

(Revised November, 2016)

(Revised September, 2022)

**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 board trustees; also, to provide trustees opportunities for networking, information access, and education;

To advocate for Santa Clara County K-12 public schools with other governmental bodies at the local, county, state and federal levels;

To inform and advise the California School Boards Association.

**Article IV – Members**

**Section 1 – Eligibility**

All governing boards of public K-12 school districts that have school site(s) in Santa Clara County, the County Office of Education, and MetroEd are eligible for membership in the Association. District governing boards shall automatically become members of the

Association each Membership Year when 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 Board shall be entitled to one vote for official business of the Association. Only District Board representatives may vote, however, if a District Board representative is not present, another member of said Board may vote. Co-representatives are allowed, but the Member Board still only has one vote on Association issues. It is recommended that Boards with trustees serving as SCCSBA officers appoint the officer to be their primary voting member.

## 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 each year. Annual dues shall be set by the Executive Committee 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

There will be five regular meetings of the Association each year, either virtually or in person (September, November, January, February, March), plus a “Passing of the Gavel” leadership transition dinner in May. Association members and invited guests shall also meet on a semi-annual basis (Spring/Fall) on dates and at locations set by the Executive Committee. Special meetings of the Association may be called by the President.

## Section 6 – Quorum

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

## Article V – Organizational Leadership

The Association's Board of Directors shall be known as the BOD. Subject to the laws of the State of California, the BOD shall have the power to act in all matters pertaining to the purpose and welfare of the Association and to approve the disbursement of funds. The BOD 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 BOD, such matter shall be agendized and noticed by email to the entire BOD at least 72 hours prior to the meeting. Members of the BOD will be expected to attend all Board meetings and to serve on committees. At its pleasure, with or without cause, the BOD elects officers, removes officers, and fills officer vacancies to serve out the term by majority vote at a meeting noticed by email to all BOD members at least 72 hours prior to the meeting.

### Section 1 – Executive Committee

The Executive Committee shall be composed of the President, Vice President, Treasurer, and Immediate Past President of the Association. Association Executive Committee members may serve as their district's representative on the BOD.

### Section 2 - Board of Directors (BOD)

Each Member Board shall select one person from its board membership to serve as its District Representative on the Board of Directors (BOD). District Representatives shall be elected or appointed by their district Boards at their annual reorganization meeting. If any Member District Board fails to provide a District Representative, a District Representative from that Board may be appointed by the President of the Association, subject to confirmation by the Executive Committee.

### Section 3 - Committee Chairs

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

Committee Chairs may be appointed to fill the following needs:

- a) Legislative Brunch Chairperson(s);
- b) Candidate Workshop Chairperson(s);
- c) Hoffmann Awards Chairperson(s);
- d) Legislative Action Committee; and
- e) Other program and committee chairpersons as the Executive Committee deems necessary.

#### Section 4 - Advisory Board

The Region 20 CSBA Director, committee chairs, and all duly-elected or appointed Santa Clara County CSBA Delegate Assembly members shall serve as advisors to the BOD, unless specifically designated as their board's representative to the Association.

#### Section 5 – Term of Office

The term of office is defined as one Membership Year. The President and Vice President shall serve for one term only, unless extenuating circumstances occur.

Executive Committee members and Committee Chairs who are not re-elected in their election cycle may complete their year in office with SCCSBA upon approval of the full BOD. General Board of Director members who cease to be a member of their district Board shall no longer serve on the Board of Directors.

#### Section 6 – Attendance

District Representatives and Executive Committee members shall notify the Executive Director or the President if they are unable to attend a meeting of the BOD 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, Vice President, Treasurer, and Secretary.

At the Association's March meeting, the President, Vice President and Treasurer shall be elected preferably from among District Representatives, but otherwise from Member Districts' other Board members. Elected officers and the immediate past President automatically become members of the Executive Committee for the following Membership Year. If any member of the Executive Committee is not re-elected in their election cycle, they may complete their year in office with SCCSBA upon approval of the full BOD. The Association's Secretary shall be the Executive Director of the BOD, whose duties, qualifications and manner of appointment are described in Article VII below.

#### Section 2 – Nominating Committee

The President shall appoint a three-to-five person Nominating Committee at the January meeting of the BOD to nominate officers for the next Membership Year. The committee will report to the BOD at the February meeting. Appointments for the Nominating Committee should be sought by members of the Association from the pool of leadership positions within the organization (Past Presidents, Officers, Chairs, Delegates, etc.).

#### Section 3 – Officers' Terms

Officers shall serve from July 1 to June 30.

Officers shall serve for a term of not more than one Membership Year and may be re-elected. President and Vice President shall serve for one term only, unless extenuating circumstances occur.

#### Section 4 – President's Duties

Subject to the control of the BOD, 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, and recommend school board members as representatives of the Association to sit on boards or commissions.

## **Section 5 – Vice President's Duties**

The Vice President shall: assume the powers and duties of the President in his/her absence; act as program chairperson of the Association, including chairing the Association's Spring and Fall dinners; and may 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; disburse funds upon proper approval of the BOD; and give a financial report at each regular meeting of the BOD. The Treasurer shall prepare an annual budget for BOD 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, in consultation with the President, shall arrange for the accounts to be reviewed on an annual basis by an independent person or firm. The review results shall be presented at a regularly scheduled Association meeting. 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 BOD may direct, a book of minutes of all meetings, proceedings and actions of the BOD, and of committees of the BOD. The Executive Director shall keep a copy of the Articles of Incorporation, Bylaws, and other historical records as amended to date.

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 serves as financial secretary to the Association Treasurer,

handling all direct bank interactions, mail, etc.

Finally, the Executive Director shall serve as the operations manager for the organization, subject to direction from the Executive Committee.

#### Section 2 – Manner of Appointment

The Executive Committee shall nominate an Executive Director, for approval by the BOD.

#### Section 3 – 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 Executive Committee. The officers shall formally evaluate employee compensation and duties every other year.

#### Section 4 – Conflict of Interest

The Association shall abide by all California state laws pertaining to Conflict of Interest.

### 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 BOD; 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 BOD shall approve the annual budget at the first meeting of each fiscal year (September).

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 through a majority vote of the BOD. Suggested changes to the Bylaws shall be emailed to the BOD at least 15 days prior to a vote of the members.

Additional changes proposed by the BOD should be submitted in writing to the Executive Committee prior to final approval by the BOD.

### 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, are the Bylaws of this corporation as adopted and amended by the members at the Association Meeting on September 28, 2022, and that they have not been amended or modified since that date.

Executed on September 28, 2022 in San Jose, California.

Bonnie Mace, Executive Director and Secretary