

2023-2024 VSBA Bylaws

ARTICLE I. NAME

The name of this corporation shall be the Vermont School Boards Association, Inc.

ARTICLE II. VISION, MISSION, GOALS

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Vision:

The VSBA is the trusted leadership organization advancing the essential work of Vermont school boards so that each and every student is supported in their educational journey.

Mission:

Develop and provide systems and resources that support school boards and their members, informed through inclusive community engagement.

Goals:

The VSBA Board of Directors will annually review and revise established goals, as deemed necessary. Established goals will be made available to the membership.

ARTICLE III. MEMBERSHIP

Any supervisory union or supervisory district board or private school in the State of Vermont may become a member by notifying the executive director of its intentions and by paying the annual dues as provided in Article IV. Any school board within a supervisory union or supervisory district that is a regular member shall be eligible for all the regular benefits of membership, except as provided in Article VI – DELEGATES AND VOTES.

ARTICLE IV. DUES

Membership dues shall be assessed annually according to the following process:

Supervisory unions and supervisory districts shall be the entities upon which the VSBA calculates and assesses dues, unless the member is a private school.

On an annual basis, the VSBA Board of Directors will determine the amount of revenue to be raised by dues. The VSBA believes that it is important to manage the organization's finances in a manner that minimizes the financial burden on its membership. To that end, the VSBA intends to hold dues increases, over time, to a rate not exceeding the rate of increase in education spending in Vermont. Individual years can vary significantly in terms of statewide education spending growth and of the needs of the membership for services from the VSBA. Therefore, to measure success against this goal, the VSBA will annually compare the cumulative growth in dues with the cumulative growth in education spending over the prior three fiscal years, and report such comparison to the membership with each year's proposed budget.

Dues assessed to members shall be calculated as follows:

- 50% of the total amount to be raised by dues will be assessed equally across all member supervisory unions and/or supervisory districts.
- 50% will be assessed based on the Average Daily Membership (ADM) within the member supervisory union/district.

As a part of the annual Budget process, by March 31, the Executive Director shall estimate the projected revenue needed from member dues for the VSBA in the subsequent year. The Executive Director will recommend an amount to be raised by membership dues for the next fiscal year to the Finance Committee. The Finance Committee is charged with developing a full Budget proposal for consideration of the VSBA Board prior to the end of the current fiscal year.

The Executive Director shall thereafter prepare a report regarding such estimate, including an explanation of budgetary needs of the VSBA, and shall distribute the report to the membership of the VSBA at the annual meeting.

Any other changes to dues assessments and calculations shall be approved in advance by the membership at the annual meeting of the VSBA.

Dues are payable by September 1.

ARTICLE V. ASSOCIATION MEETINGS

The annual meeting of the association shall be each year at a time, date, and place to be set at least 8 months in advance by the board of directors. Other meetings of the association may be called by the president with concurrence of the board of directors. Each member board shall be notified of the date, time and place together with the agenda of the business meeting at least 30 days prior to the meeting date. If the meeting has been duly warned, the board representatives present, as designated under article VI, shall constitute a quorum.

ARTICLE VI. DELEGATES AND VOTES

Each regular member in good standing shall be entitled to one vote at the annual or special association meetings. Each regular member shall designate a delegate from its members to cast one vote on behalf of the member. Each regular member may be represented by as many school board members as it chooses, and those school board members shall determine the method for casting its one vote. When an individual casts a vote at a meeting, the member shall be presumed to have authority to vote for their regular member entity. All school board members shall have the right of discussion.

The VSBA Board of Directors is authorized to adopt policies and procedures permitting attendance, participation and voting at association meetings through remote electronic communication. In no case shall an individual be permitted to participate or vote unless the individual is able to hear and/or see the proceedings as they happen substantially and concurrently with such proceedings.

ARTICLE VII. BOARD OF DIRECTORS

The board of directors shall consist of the president, ~~vice president, treasurer,~~ immediate past president, and two regional representatives from each of 11 regions. Each regional representative is elected at the regional meeting for a two- year term on a staggered schedule.

The board of directors shall administer the affairs of the association in accordance with bylaws approved by the association at the annual meeting or by vote of the board of directors in accordance with the stated objectives and purposes of the organization. The board of directors shall select the place of meetings and be responsible for the programs of all meetings of the association, and shall direct the payment of claims and accounts against the association, including necessary expenses for members of the board of directors attending board meetings. A quorum shall consist of eight members which shall include at least two officers and at least one representative from six regions. The board shall meet upon the call of the president or upon written request of three members of the board, addressed to the executive director. Such written request shall state the purpose of the meeting and upon receipt the executive director shall issue the call for the meeting. Members of the board of directors shall be notified of all regular meetings at least five days prior to any meeting. Members of the board of directors shall be notified of all special meetings at least 24 hours prior to any meeting.

Members of the VSBA Board of Directors fulfill two distinct roles.

- First, the board is responsible for oversight of the organization. It must assure that the organization has a clear vision and goals, is fulfilling its mission, is fiscally sound, and has a strong connection with the membership.
- Second, the regional representatives will develop a liaison relationship with boards in their area, promoting local board involvement in association activities and services, and hearing their concerns and input on matters of broad public policy.

The board shall meet at least six times annually, including in a planning retreat, or as needed, to fulfill its duties.

The board shall have the power to hire and fire the executive director, shall adopt the annual budget, shall develop the vision and mission of the organization for adoption by membership, as well as official policies. The board shall provide broad guidance for the executive director around public policy, in the absence of clear membership resolutions.

Vacancies

A VSBA officer's position (president, vice-president, treasurer, members at large) on the board of directors shall be treated as vacant if the holder of that position:

1. submits a written resignation, or
2. fails to attend three consecutive board meetings without notification to the president and without concurrence of the board of directors that the absence(s) are reasonable

Such a vacancy may be filled by the board of directors from among the current members of the board.

A regional representative's seat on the VSBA Board shall be treated as vacant if the holder of that position

1. submits a written resignation, or
2. fails to attend three consecutive board meetings without notification to the president and without concurrence of the board of directors that the absence(s) are reasonable

In the event a regional representative position is vacant, such a vacancy may be filled by the board of directors after consultation with the regional representatives.

If a region is not represented at three consecutive VSBA Board meetings by either regional representative without notification to the president and without concurrence of the board of directors that the absence(s) are reasonable, the board may declare both seats vacant and appoint regional voting representatives after consultation with member boards in that region.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

There shall be a president, vice president, treasurer, two at-large members elected from the Board of Directors, and an immediate past president. Their duties shall be the usual duties of such officers. With the exception of the immediate past president, only those persons who are members of a school board shall be eligible to serve in the above offices. The president is elected from among active board members at the August meeting of each year, to serve a term from November 1 of one year until October 31 of the following year. If the election of a president creates a vacancy in a regional seat, that seat is filled at the next regional meeting in their region. Should the current president of the association cease to be a local school board member that individual shall step down from the VSBA board leaving a vacancy that will be filled by the board of directors from amongst its membership. The president shall serve as an ex-officio member of all committees. Officers will support their regional representatives in their outreach duties.

The following officers shall lead the organization and comprise the Executive Committee:

- The **president** shall lead the board, oversee meetings and the establishment of committees, serve as a spokesperson for the board, and head the Executive Committee.
- The **vice-president** will shall serve in the role of president upon the absence of the president and will perform such duties as are assigned.
- The **treasurer** shall provide board oversight of the finances to assure strong internal controls and to chair the finance committee.
- The **immediate past president** will shall serve on the Executive Committee.
- **Two at-large members** elected from the Board of Directors will shall serve on the Executive Committee.

Elections and terms of service are as follows:

- The president is elected by the board of directors from among its members at its August meeting, the term to take effect on November 1.
- The vice-president, treasurer, and two at-large members will be elected from among the members of the board of directors at the November meeting.
- The immediate past president will serve for one year after the expiration of their presidency.

ARTICLE IX. STAFF

The board of directors may engage such professional staff as they find necessary to conduct the business of the association and shall set compensation for said staff.

ARTICLE X. COMMITTEES OF THE BOARD OF DIRECTORS

The board may create such committees as it finds necessary to conduct the business of the association. Standing committees of the board may include, but are not limited to, the following:

- A. *Resolutions Committee*. Consisting of the vice-president, who shall serve as chair, and one representative from each region. This committee will solicit and recommend positions to the board of directors for action by membership at the association's annual meeting
- B. *Finance Committee*. Consisting of the treasurer, who shall serve as chair, and at least two (2) members of the board of directors appointed by the president with the advice of the board of directors. The committee shall present a proposed budget to the board of directors and recommend adjustments to the board's financial monitoring policies as needed.
- C. *Executive Committee* is comprised of the six officers (the president, who shall serve as chair, vice-president, treasurer, two at-large board members and the immediate past president.) The Executive Committee meets most months during the year to assure the timely conduct of the business of the association, including an annual performance review of the executive director and an annual review of the bylaws of the association. This committee will recommend bylaws changes to the board of directors for action by the membership at the association's annual meeting.

The Executive Committee is empowered to take action on behalf of the full board in all areas except those identified specifically in Article VII.

ARTICLE XI. REGIONAL ORGANIZATION

For organization and administrative purposes, the state shall be divided into eleven regions: Addison, Bennington, Kingdom South, Western Chittenden, Eastern Chittenden, Franklin/Grand Isle, Central Vermont, Kingdom North, Rutland, Windham, and Windsor. Regions are not defined solely by county, as no supervisory union shall be split between regions. A full listing of supervisory unions and VSBA regions can be found on the VSBA website.

Regional representatives shall be elected to two-year staggered terms from each of the eleven regions at the regional meeting preceding the annual meeting, with terms of office to begin at the conclusion of the annual meeting. In the event that a position of the regional representative becomes vacant, the vacancy may be filled by the board of directors after consultation with the regional representatives until the next regional meeting.

Only those persons who are members of a school board within a regular member entity in good standing shall be eligible to vote at a regional meeting and serve as a regional representative. The regional representative shall be responsible for promoting the interests of the association within their region as members of the board of directors. They shall have the responsibility for holding at least one regional meeting each year. The regional representatives will select which of them will serve on the Resolutions Committee.

ARTICLE XII. FISCAL YEAR

The fiscal year shall be from July 1 through June 30.

ARTICLE XIII. FINANCIAL REPORTS AND INSURANCE

The financial report of the Association and the auditor's report shall be presented at the annual meeting of the association. The Association shall maintain insurance coverage that is adequate in light of the activities undertaken by the Association.

ARTICLE XIV. ASSETS

All of the assets of this Association shall, during its existence, be deemed to be held in trust by the board of directors of the association for the purposes set forth in the objectives and purposes. In the event of a winding-up or dissolution of the association, after paying or adequately providing for the debts and

obligations of the association, the board of directors shall dispose of any remaining assets by distributing them on a prorated basis, the same as used for dues assessment, to the member school districts to be used for education purposes.

ARTICLE XV. RULES OF ORDER

All meetings of the Association or of any committee shall be governed by the policies and bylaws of the Association and then by Robert's Rules of Order.

ARTICLE XVI. RESOLUTIONS

Resolutions are positions taken by the association on issues of importance to Vermont school boards. They may include recommendations for action by the VSBA, local school boards, the Legislature, the Executive Branch of Vermont government, or other decision-making bodies. The process for submitting and approving resolutions is as follows:

- A. The president shall supply ample notice to the membership requesting that proposed resolutions be submitted to the chair of the resolutions committee no later than three (3) months before the annual meeting.
- B. The resolutions committee shall meet prior to the annual meeting to consider all proposed resolutions it has received. The committee shall make a recommendation to "Pass" or "Do Not Pass" each resolution submitted by a member school board. In the alternative, the committee may submit a proposed resolution to the annual meeting with the statement that it "Takes No Position" on the proposal. All resolutions from member boards submitted to the resolutions committee as prescribed in paragraph A above, regardless of the position of the committee or the board, shall be placed by the board before the membership at the annual meeting. The committee may develop its own resolutions, which shall be included in its report to the board of directors, and, if approved by the board, shall be presented to the annual meeting as recommendations of the board. The committee shall prepare a report of resolutions and its recommendations which shall be presented to the board of directors. Each member board shall be notified of the recommendations made by the board of directors at least 30 days prior to the annual meeting.
- C. Other resolutions may be presented at the annual meeting, provided they are in writing with sufficient copies for voting delegates and 60% of the voting delegates present at the beginning of the meeting are in attendance for consideration of such resolutions. A majority of the voting delegates present must approve a motion to allow the resolution to be introduced for discussion.
- D. Amendments to resolutions must also be in writing and if the amendment is detailed in nature, sufficient copies for voting delegates shall be furnished.
- E. When passed by sixty percent (60%) of the voting delegates, a resolution shall become a position or statement of the association. Each position shall be voted as a resolution or continuing resolution. Continuing resolutions shall be statements of association policy which are of an ongoing or permanent nature and shall be in effect until amended at a subsequent annual meeting of the association. Resolutions shall be statements of specific positions on behalf of the association and shall be in effect until the next annual meeting when they may be deleted, continued or amended by vote of the membership.
- F. When a position has not been taken at the annual meeting, the board of directors may take a position on the question as a result of a vote of 60% of the members of the board present and voting at a regular or special meeting of the board. Notice of the discussion of any such position by the board shall be placed on the agenda prior to the meeting.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

These bylaws may be amended only at an annual meeting of the association or a special meeting duly called by the president and bylaws committee, and then by two-thirds of those members present and voting, providing all member boards shall have been notified of the changes at least 30 days prior to such a meeting.

ARTICLE XVIII. MEMBERSHIP LISTS

Lists of school board members maintained by the association will not be released to individuals or organizations whose stated intentions are to promote commercial or partisan political interests.