CONSTITUTION & BYLAWS

of the National School Boards Association

(As amended April 20, 2012, Boston, Mass.)

Article I—Name

The name of the organization shall be the National School Boards Association, (the "Association").

Article II—Purposes

The purposes of the Association shall be:

- To promote the general advancement of education.
- To encourage the most efficient and effective organization and administration of the public schools.
- To encourage the establishment and maintenance of high standards in the conduct and operation of the educational endeavor.
- To work for adequate and equitable school funding in order to assure full access to educational opportunities for all public school children.
- To study and interpret educational programs and to relate them to the needs of pupils.
- To promote public understanding of the role of school boards and school board members in the improvement of education.
- To act as a clearinghouse for the dissemination of pertinent data relating to all aspects of public education and to establish appropriate material and publications for such purpose.
- To conduct, independently or in cooperation with others, seminars, conferences, courses and research projects in the various aspects of education.
- To study and interpret legislation proposed in Congress that may affect education and to take appropriate means to disseminate such knowledge and information.
- To endeavor to implement the Policies, Beliefs, and Resolutions of the Association.
- To do such other things as the Delegate Assembly or the Board of Directors of the Association (the "Board of Directors") may deem appropriate for the accomplishment of these and other purposes which tend to improve public education.

Article III
Members and Affiliates

Section 1. Association Members

Association Members shall be state associations of school boards which have been approved for membership by the Delegate Assembly. State associations include associations of public

school boards, the public board of education of those states which have only a single board of education, and the boards of the District of Columbia and of the offshore flag areas of the United States. As hereafter used in the Constitution and Bylaws, “school board” includes not only members of state associations, but also the public board of education of those states which have only a single board of education, and the boards of the District of Columbia and of the offshore flag areas of the United States.

Section 2. Classes of Affiliates

The Affiliates category shall consist of five classes:

a) National Affiliates

b) Organization Affiliates

c) Sustaining Affiliates

d) Foundation Affiliates

e) Federal Affiliates

Section 3. National Affiliates

Any school board that is a member of a State Association Member and has paid current annual fees for specially designated legislative and information services from the National School Boards Association may apply to the Board of Directors for classification as a National Affiliate. Subscriptions to said legislative and information services shall be made available only to school districts which are members in good standing of a State Association Member. Community college boards and other public boards of education may apply for classification as a National Affiliate or may subscribe to services where membership in a State Association Member is not available to the applicant.

Section 4. Organization Affiliates

Any corporation or organization which pays annual charges and meets such other conditions as may be determined by the Board of Directors may apply for classification as an Organization Affiliate.

Section 5. Sustaining Affiliates

Any person who pays annual charges and meets such other conditions as may be determined by the Board of Directors may apply for classification as a Sustaining Affiliate.

Section 6. Foundation Affiliates

Foundation Affiliate status may be conferred upon individuals, corporations and organizations upon such conditions as may be determined by the Board of Directors.

Section 7. Federal Affiliates

Any governing board, or any advisory board to the governing authority of a school or organized group of schools that has no governing board, may apply to the Board of Directors for Federal Affiliate status if the schools over which it has jurisdiction are operated as part of the federal government. Membership in good standing is a prerequisite for Federal Affiliate

status provided that membership is open to the Board under the membership policies of the state association. Federal Affiliates cannot submit recommendations for nominations for NSBA officers and directors.

Section 8. Application for Membership and Affiliation

The following procedures for submitting applications for membership and Affiliate classification shall be followed:

(a) Applications for new or reinstated Association Membership shall be submitted to the Board of Directors in such form and accompanied by such supporting documents as the Board of Directors may determine.

(b) Applications for Affiliate classification shall be submitted to the Board of Directors in such form and accompanied by such supporting documents as the Board of Directors may determine.

Section 9. Suspension

(a) Any Association Member whose dues are 120 days past due shall be suspended and all privileges of membership suspended except as hereinafter provided. Members suspended for non-payment of dues may be reinstated by the Board of Directors at any time upon payment of the current year's dues.

(b) Any Affiliate whose fees or charges are sixty days past due shall be suspended and all privileges of affiliation suspended. Affiliates suspended for non-payment of fees or charges may be reinstated by the Board of Directors at any time upon payment of the current money due.

Section 10. Termination

(a) An Association Membership may be terminated only upon the recommendation adopted by a two-thirds vote of the Board of Directors present at a Directors' meeting at which the reasons for termination are considered and when such recommendation is ratified by a majority of the Delegate Assembly present and voting.

(b) The affiliate status of any individual or organization may be withdrawn for any reason which the Board of Directors deems adequate. Such withdrawal shall take effect upon a two-thirds vote of the Board of Directors present at a Directors' meeting at which the reasons for withdrawal are considered.

Article IV
Dues, Fees, and Charges

Section 1. Annual Dues.

(a) Association Members shall pay such annual dues as are approved by the Delegate Assembly.

(b) The adoption of Association Members dues shall be by affirmative vote of a majority of the delegates present and voting at the Delegate Assembly.

(c) Once adopted by the Delegate Assembly, the dues formula shall continue until such time as it may be changed by the Delegate Assembly.

(d) NSBA dues are due within 60 days after receipt of the annual dues statement or by August 1, whichever is later. In unusual circumstances, an Association Member may request, within 60 days after receipt of the dues statement, that the Board of Directors allow partial payment within 30 days after receipt of the annual dues statement or by August 1, whichever is later, with the balance paid at a later date within the dues year. Such modification request shall be submitted to the Board of Directors in writing. The Board of Directors shall advise the Association Member of the action taken by it within 30 days following the first Board of Directors' meeting following receipt of such request.

(e) If for any reason dues for an Association Member are not postmarked on or before August 31, penalties shall be assessed equal to the prime rate + 4% (on an annualized basis) for each month or partial month dues are late. In unusual circumstances, the Board of Directors, at the request of the Association Member, may waive this provision.

Section 2. Charges

(a) Each Association Member and Affiliate shall pay such charges for meetings, services, activities, and such other charges for material as may be determined by the Board of Directors.

(b) Charges for meetings, services, activities and materials of specific councils, and divisions of the Association may be set by such council and division subject to the approval of the Board of Directors.

Article V
Delegate Assembly

Section 1. Policymaking Body

The policymaking body of the Association shall be known as the Delegate Assembly.

Section 2. Power of the Delegate Assembly

The Delegate Assembly:

(a) Shall elect the elective officers of the Association and the directors of the Board of Directors as herein provided.

(b) Shall adopt rules of procedure for the conduct of meetings of the Delegate Assembly.

(c) May request to hear reports of committees of the Association.

(d) May adopt Beliefs and Policies and Resolutions pertinent to the purposes and objectives of the Association.

(e) May adopt amendments to this Constitution and Bylaws as herein provided.

(f) May delegate to the Board of Directors any of its powers except those of the election of elective officers and directors of the Board of Directors, the adoption of amendments to this Constitution and Bylaws, the termination of Association Memberships, and the adoption of Beliefs and Policies and Resolutions of the Association.

Section 3. Composition

(a) The Delegate Assembly shall consist of voting delegates who shall be entitled to one vote each and delegates ex officio entitled to the right of expression but no vote.

(b) Each delegate and alternate shall be a school board member or an officer of an Association Member and shall not be employed as staff by an Association Member.

(c) Each State Association Member shall designate two voting delegates for a term of one year, and additional voting delegates to serve a term of one year on the basis of the following formula:

Full-Time Pupils Enrolled in Public Elementary and Secondary Day Schools in Districts in the Association Member's State or Area	The Additional Voting Delegates:
Under 300,000	0
300,000 to 1,500,000	1
1,500,001 to 2,500,000	2
2,500,001 or more	3

(d) If at least 10 percent of the aggregate number of persons in a state or area represented by an Association Member is of one or more national racial minority, the Association Member shall designate that at least one of any additional delegates for which that Association Member may qualify shall be a school board member of a national racial minority.

(e) Each Association Member may designate for each voting delegate one alternate delegate who may serve in the absence of any voting delegate of such member, but who shall otherwise have no voice or vote.

(f) Members of the Board of Directors who are not serving as voting delegates shall be delegates ex officio.

(g) In the event a state is not represented by an Association Member, the Board of Directors of the Association may appoint one voting delegate from that state to serve for a period of one year.

Section 4. Certification of Delegates

The Executive Director of the Association (the "Executive Director") shall notify State Association Members of the number of voting delegates to which they are entitled and the date before which certification of delegates must be made. The officials of Association Members shall certify to the Executive Director and the President of the Association (the "President") the names of their voting delegates and alternates before the designated deadline for such certification.

Section 5. Meeting

(a) The Delegate Assembly shall hold at least one meeting annually in conjunction with the Annual Meeting of the Association.

(b) The Delegate Assembly may hold additional meetings on reasonable notice, upon call of the President or by majority of the Board of Directors at such places as the President or Board of Directors may designate. Any ten (10) or more Association Members, not more than three (3) from any one Region, may petition for additional meetings of the Delegate Assembly. This petition must be forwarded by registered or certified mail to the President, who shall circulate it to all Association Members. If two-thirds or more of the Association Members concur with the call for an additional meeting as set forth in the petition, the President shall schedule the meeting of the Delegate Assembly.

(c) The agenda for meetings of the Delegate Assembly shall be prepared by the Board of Directors or its designee.

(d) Copies of the agenda shall be mailed by the Executive Director to each voting delegate and alternate delegate at least ten days before the date of such meeting of the Delegate Assembly.

(e) The first order of the agenda of each meeting following a call to order will be prayer asking for divine guidance in all deliberations of the Delegate Assembly.

Section 6. Delegate Assembly Vote

(a) A voting delegate shall have the right to one vote on any issue before any meeting of the Delegate Assembly, if present in the meeting when the vote is taken, except for the election of regional directors of NSBA where Article VI § 2 applies.

(b) A quorum shall consist of one-fourth of the full voting strength of the Delegate Assembly, provided that at least one-half of the Association Members are represented by one or more delegates. No delegate shall vote by proxy.

Section 7. Officers of the Delegate Assembly

The Officers of the Delegate Assembly shall be a President and a Secretary. The President and the Executive Director shall serve as the President and the Secretary respectively of the Delegate Assembly. The President may appoint such other officers as needed.

Section 8. Policies and Resolutions Committee

(a) The Policies and Resolutions Committee shall be composed of 18 members – three from each of NSBA's five regions plus the chairs of the Council of Urban Boards of Education and the Black and Hispanic Caucuses or their designees. The President, Executive Director, and Immediate Past-Chair, State Association Member Executive Directors' Liaison Committee shall be non-voting ex-officio members of the committee.

(b) Of the first 15, the committee shall be comprised of five members from the NSBA regions – one from each region elected by the region; five members of the board of directors – one from each NSBA region appointed by the President; and five members from school board members at-large – one from each NSBA region appointed by the President. The President shall appoint the chair from among the members. The at-large

category shall be used to further ensure that the committee reflects the racial, ethnic, and cultural diversity of school boards of America.

(c) The Policies and Resolutions Committee shall hold an annual meeting prior to February 15 in Washington D.C., where the committee can be assured adequate staff support. During the annual meeting, the committee shall consider all proposed policies and resolutions submitted in accordance with the provisions of Article V Sections 9(a) and 10(a-c) of the Constitution and Bylaws; and may consider any other proposed resolutions that are received prior to its meeting or developed at the annual meeting.

(d) The President may designate subcommittees with jurisdiction over specific subject matter areas included in the policies and resolutions to meet during the course of the annual meeting and provide recommendations to the committee.

(e) The committee's written report shall be distributed to the members of the Delegate Assembly no later than 30 days in advance of the first business session of the Delegate Assembly. The report shall include all proposals submitted in accordance with the provisions of Article V Sections 9(a) and 10(a-c) of the NSBA Constitution and Bylaws and a statement of the committee's recommendation on the proposed resolution, which may be for approval, disapproval or approval as amended. In its written report, the committee shall separate policies and resolutions according to those three categories of committee recommendations.

(f) In order that all policies and resolutions conform to NSBA Policy and Resolutions format, editorial changes may be made in proposed policies and resolutions if they do not change the intent of the original motion.

(g) No later than 30 days prior to the meeting of the NSBA Delegate Assembly, the committee shall advise the originators of each policy or resolution about the committee's recommendation.

(h) The committee shall hold a hearing at the NSBA Annual Conference and Exposition prior to the first consideration of the Policies and Resolutions by the Delegate Assembly for the purpose of hearing comments of originators of policies and resolutions and of other interested persons regarding amendments, deletions, or additions to the committee's written report. Based upon that hearing, the committee may amend its report, and these amendments, in whole or in part, may be voted upon at any business session.

Section 9. Policy Development

(a) Proposed Beliefs and Policies or changes in the Beliefs and Policies of the Association shall be submitted by November 20 to a committee appointed by the President, for that purpose, except that the committee may at a meeting develop its own recommended Beliefs and Policies. Proposed Beliefs and Policies may be submitted by State Association Members, by the NSBA Board of Directors, by governing bodies of the Regions, by delegates to the Delegate Assembly, by the Executive Director, or by the committee created to consider such proposals. Proposed Beliefs and Policies may also be submitted by Steering Committees of Councils and National Affiliates with the approval of their respective State Association Member. Letters of support for proposed Beliefs and Policies or changes must be submitted to the committee by December 15.

(b) The committee created to consider Beliefs and Policies shall study all proposals received and shall prepare a report of its recommendations. Such report shall be distributed to the members of the Delegate Assembly no later than 30 days in advance of the first business session of the Delegate Assembly. The committee may amend its report, and these amendments, in whole or in part, may be voted upon at any business session.

(c) Proposed Beliefs and Policies and changes in the Beliefs and Policies which are not submitted as provided for in this section shall not be considered by the Delegate Assembly unless two-thirds of the delegates present and voting elect to suspend these rules to consider such late proposals.

(d) The adoption of any new Belief and Policy, or the adoption of any change in or addition to any existing Belief and Policy, shall require a two-thirds vote of the delegates present and voting.

Section 10. Resolutions

(a) Proposed Resolutions to the Delegate Assembly must be submitted in writing by November 20 to a committee appointed by the President, except that the committee may at a meeting develop its own recommended Resolutions. Resolutions may be submitted by State Association Members, by the NSBA Board of Directors, by governing bodies of the Regions, by delegates to the Delegate Assembly, by the Executive Director, or by the committee created to consider such proposals. Proposed Resolutions may also be submitted by Steering Committees of Councils and National Affiliates with the approval of their respective State Association Member. Letters of support for proposed Resolutions must be submitted to the committee by December 15.

(b) The committee created to consider Resolutions shall study all proposals received and shall prepare a report of its recommendations. Such report shall be distributed to the members of the Delegate Assembly no later than 30 days in advance of the first business session of the Delegate Assembly. The committee may amend its report and these amendments, in whole or in part, may be voted upon at any business session.

(c) Proposed Resolutions which are not submitted as provided for in this section shall not be considered by the Delegate Assembly unless two-thirds of the delegates present and voting elect to suspend these rules to consider such late proposals.

Section 11. Association Member Dues

(a) Proposals relating to dues must be submitted to the President by the Board of Directors, by governing bodies of the Regions, by a majority vote of the delegates to the Delegate Assembly, or over the signature of no fewer than five Association Members, no more than three of whom are from one Region. Proposals must be submitted in writing by registered mail, certified mail, or by electronic mail and postmarked or emailed, respectively, no later than December 20. Upon receipt of a dues proposal, the President shall appoint a special committee to consider dues.

(b) The dues committee shall study all proposals received and shall prepare a report of its recommendations. Such report shall be distributed to the members of the Delegate Assembly no later than 30 days in advance of the first business session designated by the Board of Directors for voting on Association Member dues by the Delegate Assembly.

(c) The adoption of Association Member dues shall be by a simple majority of delegates present and voting at the Delegate Assembly.

(d) Once adopted by the Delegate Assembly, the dues formula shall continue until such time as it may be changed by the Delegate Assembly.

Article VI
Board of Directors

Section 1. Election and Duties

The Delegate Assembly shall elect the membership of the Board of Directors, which shall have supervision, control and direction of the affairs of the Association within the limits of and consistent with the Beliefs and Policies promulgated by the Delegate Assembly and this Constitution and Bylaws. Within these limits, the Board of Directors shall actively promote the purposes of the Association; shall adopt the Association's budget; shall have discretion in the disbursement of the Association's funds; shall adopt rules and regulations governing the conduct of all committees established in this Constitution and Bylaws or created by the Board of Directors; shall adopt such rules and regulations for the conduct of its business as it shall deem advisable; and may, in the execution of its powers, appoint such agents as it may consider necessary.

Section 2. Composition

The Board of Directors shall be comprised of: the three elected officers; the immediate Past President; fifteen Directors, three from each Region elected by members of the Delegate Assembly from that Region; the chair of the NSBA Council of Urban Boards of Education, or if the chair cannot serve, the designee of that Council; the chair of the National Black Caucus of School Board Members, or if that chair cannot serve, the designee of that caucus; and, the chair of the National Hispanic Caucus of School Board Members, or if that chair cannot serve, the designee of that caucus. At least three members of the Board of Directors should be school board members from cities with a population of 100,000 or more, and the Regional Nominating Committee in making nominations shall insofar as possible effect this result. The Executive Director shall be an ex officio member of the Board of Directors without voting rights. The Board of Directors may appoint other ex officio members of the Board without voting rights.

Section 3. Membership Requirements

Each voting member of the Board of Directors at the time of election shall be a member of a school board belonging to an Association Member and shall not be employed as a staff member of any state association of school boards. No person with a direct or indirect pecuniary interest in a contract or business relationship with the association shall be eligible for nomination or election to, or service on, the board of directors.

Section 4. Duration of Office

(a) Each Director, selected on the basis of three from each Region, shall be elected for a term of three years and shall serve until a successor has been elected. The term of each Director shall begin at the close of the Annual Meeting of the Association at which elected.

(b) The term of the Director who is chair of the NSBA Council of Urban Boards of Education, the chair of the National Black Caucus of School Board Members, and the chair of the National Hispanic Caucus of School Board Members shall be identical with that person's term as chair of the NSBA Council of Urban Boards of Education, chair of the National Black Caucus of School Board Members, and chair of the National Hispanic Caucus of School Board Members.

(c) No director elected by the Delegate Assembly shall serve more than two consecutive full terms. Any person holding a seat as Director through the person's position as chair of the Council of Urban Boards of Education, chair of the National Black Caucus of School Board Members or chair of the National Hispanic Caucus of School Board Members shall in no event hold the seat for longer than two years, regardless of the length of the person's term(s) as chair of the NSBA Council of Urban Boards of Education, chair of the National Black Caucus of School Board Members, or chair of the National Hispanic Caucus of School Board Members.

Section 5. Meetings

(a) The Board of Directors shall hold at least two meetings annually at such time and place as determined by the President and Executive Director. Additional meetings of the Board of Directors may be called by the President or by the written request of a majority of the members of the Board of Directors, provided that a written notice is sent to each member of the Board of Directors ten days prior to the meeting.

(b) Where the President deems it urgent and necessary, the Board of Directors may hold a special meeting via conference call, or other electronic means, provided that all members of the Board are notified at least 72 hours prior to the meeting, stating the time of the meeting and the purpose of the special meeting.

Section 6. Quorum and Voting

(a) A quorum shall consist of one-half of the full voting membership of the Board of Directors except for conference call meetings, wherein a quorum shall consist of two-thirds of the full voting membership of the Board.

(b) Unless otherwise specifically provided by this Constitution and Bylaws, a majority vote shall govern. No member shall vote by proxy.

(c) The President may request action by the Board of Directors between meetings of the Board of Directors by mail or electronic ballot. Action taken by such ballot by a majority of all voting members of the Board of Directors shall constitute a valid action and shall be reported at the next meeting of the Board of Directors.

Section 7. Vacancies

(a) A vacancy on the Board of Directors held by the chair of the NSBA Council of Urban Boards of Education shall be filled by the Board of Directors upon the recommendation of the steering committee of the Council. Such appointment shall be effective only until the next meeting of the Council. Vacancies on the Board of Directors held by the chair of the National Black Caucus of School Board Members or chair of the National Hispanic Caucus of School Board Members, shall be filled by the Board of Directors upon recommendation of the board of directors of the National Black Caucus of School Board Members or the National Hispanic Caucus of School Board Members respectively. Such appointment shall be effective only until the next meeting of the affected caucus.

(b) Vacancies on the Board of Directors among the fifteen directorships elected by their respective Regions, shall be filled by appointment by the Regional Nominating Committee. Such appointment shall be effective only until the next meeting of the Delegate Assembly at the Annual Meeting of the Association, at which meeting the vacancy shall be filled by the members of the Delegate Assembly from that Region. The members of the Regional Nominating Committee may participate in any meeting by conference telephone call or by other electronic means, and such participation shall constitute presence in person at such meeting.

(c) Any member of the Board of Directors who ceases to be a member of a school board shall immediately cease to be eligible to serve in that capacity beyond the next meeting of the Delegate Assembly at the Annual Meeting of the Association, at which time the unexpired term, if any, shall be filled by election by the Delegate Assembly, except the unexpired term of the chair of the NSBA Council of Urban Boards of Education shall be filled by a vote of the membership of the Council present and voting at the Council meeting held at the next Annual Meeting of the Association. That person may subsequently again become a member of the Board of Directors upon meeting the normal eligibility requirements and proceeding through the normal election or appointment processes found in Article VI and Article IX of the NSBA Constitution and Bylaws.

(d) If the Immediate Past President is deceased, physically incapacitated or unwilling to serve in that capacity, the Board of Directors shall elect to the Executive Committee an additional member from membership of the Board of Directors, and the President shall serve as ex officio chair of the Nominating Committee.

Article VII
Executive Committee

Section 1. Function

There shall be an Executive Committee which shall be responsible for administering the property, funds and business affairs of the Association. The Executive Committee shall have and exercise all powers and authority granted by the Board of Directors.

Section 2. Composition

The Executive Committee shall be composed of the Association's President, President-Elect, Secretary-Treasurer, Immediate Past President, and three additional members elected by the Board of Directors from its membership. The Executive Director shall be an ex officio member without voting rights.

Section 3. Duration of Office

The term of each officer member of the Executive Committee shall be concurrent with the term of that office. The term of each additional member shall be from the date of election to the meeting of the Board of Directors immediately following the Annual Meeting of the Association.

Section 4. Responsibility

(a) The Executive Committee shall have the powers of the Board of Directors between meetings of the Board to the extent provided by resolution of the Board of Directors.

(b) The Executive Committee shall recommend the appointment and compensation of the Executive Director to the Board of Directors.

(c) The Executive Committee may establish such other executive staff and consulting positions and their salary ranges as may be required subject to the approval of the Board of Directors.

Section 5. Chair

The President shall serve as Chair of the Executive Committee.

Section 6. Meetings

The Executive Committee shall hold not fewer than two meetings annually at as regular intervals as possible and may hold additional meetings, upon reasonable notice, on the call of the President or upon written request of any three members of the Executive Committee. At any meeting of the Executive Committee, four voting members shall constitute a quorum for the transaction of business. Action taken by the Executive Committee shall require a majority vote of four or more.

Section 7. Voting

The President may initiate conference telephone calls of the Executive Committee between meetings of the Executive Committee.

(a) The members of the Executive Committee may participate in any meetings by conference telephone call or by other electronic means, and such participation shall constitute presence in person at such meeting.

(b) The President may request action by the Executive Committee by mail or electronic ballot. Action taken by such ballot by five members of the Executive Committee indicating agreement shall constitute a valid action and shall be reported at the next meeting of the Executive Committee.

Section 8. Reports

The Executive Committee shall make a report to the Board of Directors at each meeting of the Board of Directors with respect to the general state of the Association and actions taken by it in the interim period between Board meetings.

Article VIII—Officers

Section 1. Titles

The elected officers of the Association shall be a President, a President-Elect, and Secretary-Treasurer. The Immediate Past President is an officer of the Association even though not elected to that post.

Section 2. Election, Qualifications, and Term of Office

(a) The elected officers of the Association shall be elected by the Delegate Assembly at the Annual Meeting of the Association for a term of one year. The term of the office of each elected officer shall begin at the close of the Annual Meeting of the Association at which the election took place, and the officer shall serve until a successor is elected. No elected officer shall serve for more than one full term in the same office.

(b) An elected officer, at the time of election, shall be a member of a school board belonging to a State Association Member and shall not be employed as a staff member of any state association of school boards.

Section 3. Removal

Any person holding an elected office of the Association may be removed for good cause by a two-thirds vote of the Board of Directors present and voting, whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies

(a) If there is a vacancy for any reason in the office of the President, the President-Elect shall succeed to the office immediately and shall have all the powers and perform all the duties of the office. The President-Elect shall serve a full term as President upon completing the remainder of the term caused by the vacancy.

(b) If there is a vacancy for any reason in any office which cannot be filled by these provisions for succession to office, the Board of Directors shall appoint from its own membership an officer pro tempore to perform the duties of the vacated office until the office is filled by an election by the Delegate Assembly at the Annual Meeting of the Association.

Section 5. President

It shall be the duty of the President to preside at all meetings of the Association and to perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. President-Elect

It shall be the duty of the President-Elect to perform the duties of the President in the absence of the President, or in the event of the President's inability or refusal to act. The President-Elect when thus acting shall have the powers of and be subject to all restrictions placed upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 7. Secretary-Treasurer

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities and financial records of the Association; shall keep the minutes of meetings of the Association and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of this Constitution and Bylaws, or as required by law; shall be custodian of the corporate records and of the seal of the Association; and in general shall perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Article IX
Nominations and Elections

Section 1. National Nominating Committee

(a) A National Nominating Committee for the nomination of officers of the Association shall be composed of fifteen members, three from each of the five Regions.

(b) Ten members of the National Nominating Committee shall be chosen in the following manner: Each of the five Regions shall, at a regularly scheduled Regional Meeting or at a separate caucus held at the Annual Meeting of the Delegate Assembly, elect two qualified school board members and two alternates to serve on the National Nominating Committee for the following year. Five members, one from each of the five Regions, shall be named by the President from a list composed of one nominee selected by each of the state associations from its membership. The President's slate of appointees shall attempt to assure that the total membership of the committee will reflect the racial, ethnic, and cultural diversity of school boards in America. In the event of all the state associations in any one Region shall fail by the fifteenth day of October following the Annual Meeting to recommend candidates for appointment to the National Nominating Committee, the President shall appoint a member for that Region.

(c) The Immediate Past President shall be the ex officio chair of the National Nominating Committee and shall vote in case of a tie. A quorum shall consist of eight voting members of the committee, at least four of whom shall be from four different Regions. The President shall be an ex officio member of the committee without the right of vote unless the President is ex officio chair.

(d) A member of the National Nominating Committee shall not hold national elective office in the Association at the time of election or appointment to the National Nominating Committee, nor shall a member of the National Nominating Committee be eligible to be a nominee as a member of the Board of Directors or nominee for any officer position. A

member shall be ineligible upon election or appointment to the National Nominating Committee until completion of the annual meeting of the delegate assembly in the following year, unless the member submits a written resignation to the President postmarked no later than December 1. Each member or alternate of the National Nominating Committee shall be, at the time of election or appointment to the National Nominating Committee or election as an alternate, a member of a school board belonging to a State Association Member and shall not be employed as a staff member of any state association of school boards. Moreover, a member of the National Nominating Committee must be a local school board member belonging to a State Association Member at the time that person serves on the committee.

Section 2. Nominations and Elections

(a) Recommendations for nominees for NSBA officers must be submitted to the National Nominating Committee by registered mail, certified mail, or other method requiring registration and signature of receipt and postmarked, or if by electronic mail, received by NSBA no later than December 1. Recommendations may only be submitted by State Association Members or by official action of a Region.

(b) The National Nominating Committee shall meet at least 30 days prior to the Delegate Assembly meeting at the Annual Meeting of the Association and shall nominate one or more nominees for offices to be filled and report the committee's nomination to the President and the Executive Director.

Section 3. Preparation of the Slate of Nominees

(a) The Executive Director shall transmit to the State Association Members and the delegates of the Delegate Assembly the slate of nominees for offices to be filled as presented by the National Nominating Committee, together with pertinent biographical information for each nominee at least 30 days prior to the Delegate Assembly meeting at the Annual Meeting of the Association.

(b) In the event a nominee becomes unable to serve, the National Nominating Committee, at the call of its chair, shall select an alternate candidate and transmit to the Association Members and delegates of the Delegate Assembly its amended report as soon as feasible, but in no case later than a time immediately prior to the opening of the Delegate Assembly meeting at the Annual Meeting. The members of the National Nominating Committee may participate in any meeting by conference telephone call or other electronic means, and such participation shall constitute presence in person at such meeting.

(c) Any seven State Association Members, not more than three of which are located in any one Region, shall have the privilege of nominating a candidate for each of the offices to be filled by preparing and disseminating to the President a written nomination, together with pertinent biographical information and a signed letter from each nominee confirming willingness to serve. This written nomination is not binding on delegates of the State Association and is not to be considered as instruction on how to vote. Such material shall be received by the President no later than 21 calendar days after the

meeting of the annual National Nominating Committee. Nominations shall be deemed closed on that date.

Section 4. Regional Nominating Committees

(a) Each of the NSBA Regions shall have a Regional Nominating Committee consisting of one representative from each of the Association Members in the Region, selected by his/her State Association.

(b) Members of Regional Nominating Committees shall be, at the time of selection to the Regional Nominating Committee, a member of a school board belonging to a State Association Member and shall not be employed as a staff member of any State Association Member.

(c) A member of a Regional Nominating Committee shall not hold an elected office in NSBA at the time of selection and will not be eligible to be a nominee as a member of the Board of Directors or any officer position. The period of ineligibility shall begin upon the member's selection to serve on the Regional Nominating Committee and end upon the completion of the Region's business meeting.

(d) The NSBA Immediate Past President will have general oversight of the regional process. The Immediate Past President will meet with each Regional Nominating Committee to assure that each committee is adequately trained and that there is consistency of operation among the Regional Nominating Committees.

(e) NSBA will prepare and distribute to all State Association Members necessary forms for recommending nominees for Regional Directors. Completed forms must be received by NSBA at least 20 days prior to the Regional Nominating Committee Meeting.

(f) The deliberations portion of the Regional Nominating Committee meeting will be restricted to committee members and the Immediate Past President. Reports of the decisions of the committee shall be forwarded to members of the Delegate Assembly at least 30 days prior to the Delegate Assembly meeting.

(g) Any State Association member shall have the privilege of nominating a candidate for Regional Director for their Region by forwarding to the President a written nomination, pertinent biographical information and a letter signed by the nominee confirming willingness to serve. Such information must be received no later than 21 calendar days after the meeting of the annual National Nominating Committee. Nominations shall be deemed closed on that date.

Section 5. Election Procedure

(a) Following the closing of nominations, a ballot shall be prepared listing the names of all nominees in contested elections, under the office for which they have been nominated both by the Nominating Committee and by written petition of State Association Members.

(b) No individual shall be a candidate for more than one office.

(c) The Delegate Assembly shall elect the officers and directors of the Association at the Annual Meeting of the Association.

(d) If there shall be two candidates for an office, the person receiving the majority of votes shall be elected to such office. In the event there are three or more candidates for an office, and if a majority vote is not received by any candidate for such office, there shall be a run-off election between the two candidates receiving the largest number of votes. In the event of a tie vote between two candidates, the Delegate Assembly shall revote until one candidate is elected.

(e) Vote in this section shall mean votes cast.

Article X—Meetings and Voting

Section 1. Annual Meeting of the Association

(a) The Annual Meeting of the Association shall be held at such time and place as the Board of Directors may determine. Notice of said meeting shall be given to all Association Members not fewer than 30 days prior to the date thereof.

(b) Should the Board of Directors decide that unusual conditions make inadvisable the holding of an Annual Meeting of the Association, then a meeting of the Delegate Assembly shall be held in lieu thereof.

Section 2. Special Meetings

Meetings other than the Annual Meeting of the Association may be held at such time and place as may be determined by the Board of Directors. Notice of such meetings shall be given to all Association Members not fewer than 30 days prior to the date thereof.

Section 3. Voting

At any meeting of the Association, only voting delegates shall have the right to vote, which vote shall be cast in person only. Voting by proxy shall not be permitted.

Section 4. Parliamentary Guide

The latest published and released edition of Robert's Rules of Order shall be the official parliamentary guide for all business sessions when they are not in conflict with the Constitution and Bylaws or rules adopted by the Delegate Assembly and the Board of Directors.

Article XI—Committees

Section 1. Appointment

The President shall appoint such standing or special committees as may be deemed advisable. The Constitution and Bylaws Committee (Article XI, Section 2), the National Nominating Committee (Article IX), and the Policies and Resolutions Committee (Article V, Sections 8, 9, and 10) are standing committees.

Section 2. Constitution and Bylaws Committee

There shall be a Constitution and Bylaws Committee composed of five members, one representative from each Region, to be appointed by the President from the Board of Directors. The Constitution and Bylaws Committee shall perform the duties assigned in this Constitution and Bylaws for amending the Constitution and Bylaws in addition to reviewing the Constitution and Bylaws and making recommendations to the Delegate Assembly.

Section 3. Staff Liaison

The Executive Director shall assign staff personnel to provide liaison and assistance to the chair of committees in the operation of their respective committees.

Article XII—Executive Staff

Section 1. Employment

There shall be an Executive Director whose appointment shall be recommended by the Executive Committee and approved by the Board of Directors.

Section 2. Duties

(a) The Executive Director shall manage, supervise and direct the operations of the Association within the authority delegated by the Executive Committee and the Board of Directors. The Executive Director shall be an ex officio member of the Delegate Assembly, Board of Directors, and Executive Committee, without voting rights.

(b) Other executive staff and consulting personnel as may be hired shall undertake such duties, responsibilities and authority as may be delegated by the Executive Committee and the Board of Directors, and shall be responsible to the Executive Director. The Executive Director is authorized to hire, supervise and discharge such personnel.

Article XIII
Fiscal and Legal Procedures

Section 1. Fiscal and Dues Year

The fiscal and dues year of the Association shall be fixed by the Board of Directors.

Section 2. Executive Committee Authority

The Executive Committee may, with approval of the Board of Directors, receive by devise, bequest, donation, or otherwise either real or personal property, or both, and hold the same absolutely or in trust, and invest, reinvest, and manage the same, and apply said property and the income arising therefrom to the purposes of the Association. The Executive Committee, with approval of the Board of Directors, shall also have the power to allocate funds for carrying out the purposes of the Association.

Section 3. Annual Budget

The Executive Committee shall recommend a budget to the Board of Directors each fiscal year.

Section 4. Non-Compensation

No member of the Board of Directors acting in the capacity of an officer or director shall receive compensation for services rendered, except that officers may receive such stipends as the Board of Directors shall authorize. Travel expenses personally incurred by Board members in attending to the business of the Association shall be paid by the Association, in accordance with rules and procedures adopted by the Board.

Section 5. Contracts

Except as otherwise provided in this Constitution and Bylaws, the Executive Committee, with approval of the Board of Directors, may authorize any officer or officers, or agent or agents, to enter into contracts and to execute or draw any instruments on behalf of the Association.

Section 6. Loans

No loan shall be contracted on behalf of the Association, and no negotiable paper other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

Section 7. Deposits

(a) All funds of the Association shall be deposited to the credit of the Association in such depositories as the Board of Directors may select.

(b) All funds of the Association, except for investment accounts, shall be in depositories covered by the Federal Deposit Insurance Corporation.

Section 8. Checks, Drafts, Etc

All bills, drafts, acceptances, checks, endorsements, or other evidence of indebtedness shall be signed by such officer or officers, or agent or agents of the Association as the Board of Directors may by resolution provide.

Section 9. Investments

Funds of the Association may be invested and reinvested in such manner and for such purposes as may be lawful and authorized by resolution of the Board of Directors.

Section 10. Disposition of Surplus Funds

Any surplus in excess of normal operating requirements, and in excess of a reasonable reserve to be determined by the Board of Directors, shall be used to further the purposes of the Association. Recommendations for specific allocations of such funds shall be made to the Board of Directors by the Executive Committee.

Section 11. Annual Financial Report

The Secretary-Treasurer shall provide to the Board of Directors annually a financial report.

Section 12. Incurring Indebtedness

No Association Member, Affiliate, committee, committee member, Regional Governing Body, Council/Caucus Steering Committee, Officer, Director, or employee of the Association shall incur any indebtedness in the name of the Association or make any commitment involving the Association unless authorized to do so in writing by action of the Board of Directors.

Section 13. Surety Bond

NSBA shall provide bonding for the Secretary-Treasurer, Executive Director, other officials and fiscal agents of the Association as may be determined appropriate by the Board of Directors. The cost of such bonding shall be paid by the Association.

Section 14. Legal Counsel

The Board of Directors may appoint Legal Counsel to act as general legal consultant and to advise in the legal affairs of the Association.

Section 15. Audit

The Board of Directors shall appoint an independent certified public accountant to audit the financial records of the Association and submit an annual audit report.

Article XIV
Limitations of Liability

Section 1. Limitation of Liability

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, director, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other member, officer, director, agent or employee of the Association, nor shall any member, officer, director, agent or employee be liable for his/her acts or failure to act under this Constitution and Bylaws excepting the act or omissions to act arising from his/her willful misfeasance.

Section 2. Indemnification

The Association shall indemnify and hold harmless each officer, director, agent, or employee from and against all claims and liability, whether the same are settled or proceed to judgment to which such person shall have become subject by reason of having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been heretofore or hereafter taken or omitted in such capacity, and shall reimburse (to the extent not otherwise reimbursed) each such person for legal and other expenses, including the cost of settlement, reasonably incurred in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against or be reimbursed for any claims, liabilities, costs or expenses incurred in connection with

any claims or liability or threat or prospect thereof based upon or arising out of personal willful misconduct, in the performance of duty. The rights accruing to any person under the provisions of this section shall not exclude any other right to which such person may be lawfully entitled nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case, even though not specifically herein provided for.

Article XV
NSBA Organization

Section 1. Internal Operations

The Board of Directors may organize the Association in such a manner as it deems appropriate to conduct programs, activities and research of general or special interest in the various areas of education and to effect the purposes of the Association.

Section 2. Subscribers and Affiliates

The Board of Directors may establish rules and policies regarding the participation of Association Members, school boards, organizations, firms and individuals to receive services, materials and publications. The Board of Directors shall determine the fees and charges that may be required to be paid by such subscribers and affiliates to receive the services of the divisions and their sections and departments.

Article XVI—Councils

Section 1. Formation of Councils

The Board of Directors may create Councils whose purpose is to study various areas of public school activities and operations. The objective of the Councils within their specific area of concern will be to gather information, to develop recommendations and to take appropriate steps to implement recommendations.

Section 2. Participation

The Board of Directors may determine who shall be eligible to participate in the activities of any Council that may be created.

Section 3. Executive Groups

Each Council shall have a representative governing body of those individuals or groups that are participating in the Council. This governing body shall elect a steering committee to serve as the executive body of the Council. The President or the President's designated representative shall be an ex officio member of each executive body. The Executive Director shall be an ex officio member without voting rights of each executive body.

Section 4. Rules and Policies

The executive body of each Council shall, through its chair, administer the business of the Council and be responsible for its programs, progress, activities, and shall establish rules,

regulations and charges for the conduct of its meetings, provided that actions of the Council conform to the policies and rules established by the Board of Directors.

Section 5. Finances

(a) The Board of Directors may determine such fees and charges which may be required to operate and provide services for each Council and its participants through the Association's staff and facilities.

(b) Each Council may establish rules regarding the maintenance of a registration, admission or other charge therefore regarding the meetings and individual activities of the Council, provided that all such rules, charges and policies be in conformance with the policies and rules of the Board of Directors and that the amount of such charges shall be subject to approval of the Board of Directors.

(c) All funds relating to the operation and activity of each Council shall be administered through the general funds of the Association and shall be governed by the provisions for the fiscal policy of the Association as contained in this Constitution and Bylaws, and as may be determined by the Board of Directors and the Executive Committee.

Section 6. Meetings and Activities

Each Council may establish meetings and program activities in conformance with the policies and subject to the approval of the Board of Directors.

Section 7. Staff Liaison

The Executive Director shall assign staff personnel to provide liaison and assistance in the operation of the Councils.

Section 8. Dissolution

Any Council may be dissolved by action of the Board of Directors for good and sufficient reason.

Article XVII—Regions

Section 1. Purpose of Regions

Regions shall be established for the purpose of effecting greater participation in the affairs of the Association and the State Association Members, to improve communications and understanding of programs and issues in order to strengthen state associations and assist school boards in achieving their goal to improve public education and carry out the purposes of the Association.

Section 2. Designation of Regions

There shall be five Regions composed of the following states, District of Columbia and offshore flag areas of the United States:

CENTRAL REGION: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.

WESTERN REGION: Colorado, Kansas, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, and Wyoming.

PACIFIC REGION: Alaska, Arizona, California, Guam, Hawaii, Idaho, Nevada, Oregon, Utah, and Washington.

NORTHEAST REGION: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and Virgin Islands.

SOUTHERN REGION: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, and West Virginia.

Section 3. Establishment of Regional Organizations

(a) Association Members located in the geographical area designated as a Region shall form a Regional Organization to carry out the functions and responsibilities of Regional Organizations under the Constitution and Bylaws of the Association.

(b) Regional Organizations are administrative units of the Association.

Section 4. Membership in Regional Organizations

All Association Members located in the geographical area designated as a Region shall form the constituency of the Regional Organization.

Section 5. Regional Governing Body

Each Regional Organization shall have a regional governing body which shall include a chair and other appropriate officers. The President may appoint members of the Board of Directors to be ex officio members for each regional governing body.

Section 6. Rules and Policies

The regional governing body of each Region shall, through the chair, administer the business of the Region, be responsible for its programs, progress, activities and shall establish rules, regulations, and charges for the conduct of its meetings, provided that actions of the regional governing body conform to the policies and rules established by the Board of Directors.

Section 7. Responsibilities of the Regional Organization and Regional Governing Body

Responsibilities of the Regional Organization and its governing body shall be to:

(a) Hold an annual conference.

(b) Submit names of nominees for officers and directors for consideration by the Nominating Committee.

(c) Submit Beliefs and Policies, Resolutions, and Amendments to the Constitution and Bylaws for consideration by the appropriate committee.

(d) Undertake such other programs that will strengthen the communications and information exchange of state and local activities in addition to other programs appropriate to the purposes of a Region, provided that such activities are not in conflict

with the purposes of the Association and conform to the policies and rules established by the Board of Directors.

Section 8. Regional Bylaws

(a) The Board of Directors shall adopt uniform requirements concerning the conduct of affairs of the Regional Organization.

(b) Each Regional Organization shall adopt suitable bylaws subject to approval of the Board of Directors.

Section 9. Finances

Each Regional Organization may establish rules regarding the payment of a registration, admission or other charge for meetings and activities of the Regional Organization, provided that all such rules, charges and policies be in conformance with the policies and rules of the Board of Directors and the amount of such charges be subject to the approval of the Board of Directors.

Section 10. Regional Dues

Regional Organizations shall not charge dues for membership or issue memberships in a Regional Organization.

Section 11. Staff Liaison

The Executive Director shall assign staff personnel to provide staff liaison with the Region and to assist in the coordination of services between the Association and the state associations and the school boards in the Region.

Article XVIII
Distribution of Assets

The Association shall use its funds only to accomplish the purposes specified in the Constitution and Bylaws, and no part of such funds shall inure, or be distributed to, the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Article XIX—Amendments

Section 1. Originating Proposed Amendments

Proposals for amendments to the Constitution and Bylaws shall be submitted in writing to the Delegate Assembly through the Executive Director, and may be initiated by:

(a) The Executive Committee, or

(b) The Constitution and Bylaws Committee, or

(c) Over the signature of:

(i) not fewer than 5 members of the Board of Directors, or

(ii) not fewer than 3 State Association Members of the Association.

(d) A regional governing body based on a majority vote in its annual business session.

Section 2. Procedure for Consideration

Any and all proposals for amendments shall be submitted to the Constitution and Bylaws Committee for its consideration and its recommendation to the Delegate Assembly.

(a) If the Constitution and Bylaws Committee recommends modification of a proposal, the sponsoring group shall be so notified by said Committee outlining to them the proposed alterations. Should the sponsoring group find the proposals and alterations unacceptable, the original proposal, together with the Committee's recommendations, shall be submitted to the Delegate Assembly for action.

(b) Proposals for amending the Constitution and Bylaws shall be submitted to the Constitution and Bylaws Committee by registered mail, certified mail, or other method requiring registration and signature of receipt or by electronic mail and postmarked or emailed, respectively, no later than November 20 prior to the meeting of the Delegate Assembly, except that the Committee may itself at its meeting recommend amendments.

(c) Proposed amendments approved by a regional governing body at its business meeting shall be submitted to the Constitution and Bylaws Committee by registered mail, certified mail, or other method requiring registration and signature of receipt or by electronic mail and postmarked or emailed, respectively, no later than November 20 prior to the meeting of the Delegate Assembly.

Section 3. Action on Proposed Amendments

(a) The Delegate Assembly shall consider all proposals which meet the requirements for amendments to the Constitution and Bylaws.

(b) The written notice of the proposed change shall be sent to each delegate at least ten days prior to the meeting at which said amendment shall be considered.

Section 4. Voting on Proposals

The Constitution and Bylaws of the Association may be amended by a two-thirds vote of the Delegate Assembly present and voting.

Article XX—Miscellaneous

Section 1. Seal

The Board of Directors shall provide a corporate seal in conformance with Illinois law.

Section 2. Office

The executive office of the Association shall be maintained at such address as the Board of Directors may determine. The Association shall maintain a registered office in the state of Illinois, and may have other offices within or without the state of Illinois as the Board of Directors may determine.

Section 3. Interpretation of Constitution and Bylaws

The Board of Directors shall be the final authority on the interpretation of the Constitution and Bylaws.

Section 4. Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or the Constitution and Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Previous Constitution and Bylaws Superseded

All provisions of the previous Constitution and Bylaws of the National School Boards Association are hereby replaced by the provisions hereof.

Amendments to Constitution & Bylaws

Constitution & Bylaws adopted by NSBA Delegate Assembly on April 14, 1970 in San Francisco, Calif.

No amendments were offered during the NSBA Delegate Assembly Meeting on April 2, 1971 in Philadelphia, Pa.

Amended Article III, Section 3 and Article IX, Sections 2 and 3, on April 18, 1972 in San Francisco, Calif.

Added Article V, Section 3(d), and Article VI, Section 7(c); and amended Article IX, Section 1(b), on April 10, 1973 in Anaheim, Calif.

Amended Article XVII, Section 2, on April 9, 1974 in Houston, Texas.

No amendments were offered during the NSBA Delegate Assembly Meeting on April 19, 21, & 22, 1975 in Miami Beach, Fla.

No amendments were offered during the NSBA Delegate Assembly Meeting on April 10, 12, & 13, 1976 in San Francisco, Calif.

Amended Article V, Sections 8(a) and 9(a), on March 28, 1977 in Houston, Texas.

Amended Article IV, Section 1(b); Article VIII, Section 3; Article IX, Sections 1(a) and (b); and Article XV, on April 1, 1978 in Anaheim, Calif.

Amended Article IX, Section 2 (on condition of passage of specified resolution by Board of Directors), on April 4, 1978 Anaheim, Calif.

Amended Article XV, Sections 8 (a) and 9(a), and added Section 10; Amended Article VI, Sections 1, 5, and 6(a); Article IX, Sections 1 (b) and 2 (a); and Article IX, Section 2(b) on April 24, 1979 in Miami Beach, Fla.

Amended Article III, Section 2, and added Section 7; Article V, Sections 8(a) and (b), Section 10(a); Article VI, Sections 3, 4(a) and (d), and Sections 7(a) and (b); Article VII, Section 3; Article VIII, Sections 2(a) and (b), Sections 6, 7, and 8; Article IX, Sections 1 (d), and 2 (a); Article XII, Sections 2(a) and (c), and Section 4; Article XIV, Sections 1 and 2; and Article XVI, Section 3, on April 19, 1980 in San Francisco, Calif.

Amended Article V, Sections 8 and 9; Article IX, Section 2, and added new Section 3(c); and redesignated 3(c) as 3(d), 3(d) as 3(e), 3(e) as 3(f), on April 13, 1981 in Dallas, Texas.

Amended Article V, Sections 3(c) and (d), and 5(a), added new Section 5(b), and redesignated Section 5(b) as 5(c), 5(c) as 5(d), 5(d) as 5(e); Amended Article VI, Section 2; and Article IX, Section 2(a), on April 19, 1982 in Atlanta, Ga.

Amended Article VI, Section 2, and Article IX, Section 1(c) on April 25, 1983 in San Francisco, Calif.

No amendments were offered during the NSBA Delegate Assembly Meeting on March 30, 31, & April 2, 1984 in Houston, Texas.

Amended Article IV, Sections 1(b), (c), and (d); Article V, Sections 10(a) and (b); Article IX, Section 1(d). Changed term "Active Member" to Federation Member" throughout on April 1, 1985 in Anaheim, Calif.

Amended Article VI, Sections, 2, 4, and 7; Amended Article VII, Sections 1 and 6, and added Section 7 on April 5, 1986 in Las Vegas, Nev.

Amended Article VIII, Sections 1, 2, and 4 on April 4, 1987 in San Francisco, Calif.

Amended Article IV, Section 1(d), Article V, Section 10(a) and Article VIII, Section 4(b) on March 28, 1988 in New Orleans, La.

Amended Article V, Sections 8 and 9; and Article XIX, Section 2 on March 31, 1989 in Anaheim, Calif.

No amendments were offered during the NSBA Delegate Assembly Meeting on April 21, 23, & 24, 1990 in New Orleans, La.

Amended Article VI, Sections 2 and 7(b); Article IX, Sections 2(a) and (b), and Section 3(d) on April 15, 1991 in San Francisco, Calif.

Amended Article XVII, Section 2 on April 24, 1992 in Orlando, Fla.

Made technical amendments to: Article V, Section 3; Article IX, Sections 2 and 3; and Article XIX, Section 2. Amended Article V, Section 6; Article VI, Sections 2, 4, and 7; Article IX, Sections 1, 2, and 3, added new Section 4, Regional Nominating Committees, and redesignated Section 4 to Section 5 on March 29, 1993 in Anaheim, Calif.

Guam was admitted as a Federation Member and placed in the Pacific Region. Added Article IV, Section 1(e), concerning late payment of Federation dues, on April 8, 1994 in New Orleans, La.

Amended Article III, Section 9(a); Article IV, Section 1(e); Article V, Section 6(a); Article VI, Section 2; Article VII, Section 2; Amended Article VIII, Section 1 and all sections related to position of vice president; Deleted Article VIII, Sections 4(b) and 7; Renumbered Article VIII, Section 8 as Section 7 and Section 9 as Section 8; Amended Article IX, Section 1 to designate a National Nominating Committee, and amended Article XIX, Section 1(c, iii), on April 3, 1995 in San Francisco, Calif.

Amended Article V, Section 3(b); Article VI, Sections 2, 4(b), 4(c), 7(a), and 7(b); Article VII, Section 2; Article VIII, Section 1; Deleted Article VIII, Section 8; Amended Article IX, Sections 2(b), 3(a), and 4(g); Deleted Article XII, Sections 2(c), and 2(d); Amended Article XIII, Sections

7, 9, 10, 11, 12, 13, 14; Deleted Article XIII, Section 8, and renumbered Article XIII, Sections 9, 10, 11, 12, 13, 14, 15, and 16 to Sections 8, 9, 10, 11, 12, 13, 14, and 15; and deleted Article XV, Section 3 on April 15, 1996 in Orlando, Fla.

Added Article XIX, Sections 1(d) and Section 2(c) on April 28, 1997 in Anaheim, Calif.

Amended Article II, Bullet 4 and Article IX, Section 2 on April 6, 1998 in New Orleans, La.

No amendments were offered during the NSBA Delegate Assembly Meeting on April 9 & 12, 1999 in San Francisco, Calif.

Amended Article IX, Section 4(b) on March 3, 2000 in Orlando, Fla.

No amendments were offered during the NSBA Delegate Assembly Meeting on March 23 & 26, 2001 in San Diego, Calif.

Amended Article V, Section 9(b) and Article IX, Section 2(b) on April 5, 2002 in New Orleans, La.

No amendments were offered during the NSBA Delegate Assembly meeting on April 4 & 7, 2003 in San Francisco, Calif.

Amended Article V Section 8(b); Amended Article IX, Section 5(a); and Article XI Section 2 on March 26, 2004 in Orlando, Fla.

Amended Article V, Section 10(a) and Article IX, Sections 3(d) and 4(h) on April 15, 2005 in San Diego, Calif.

Amended Article V, Section 3 and Article IX, Sections 1(d) and 4(c) on April 7, 2006 in Chicago, Ill.

Amended Article V, by adding new Section 8, and renumbered Sections 8, 9, and 10 to Sections 9, 10, and 11; Amended Article VI, Sections 2, 4, and 7; Amended Article VIII, Section 2(a); Amended Article IX, Sections 3(d), 4(h), 5(d) and (e); and Amended Article XI, Section 1 on April 13, 2007 in San Francisco, Calif.

Amended Article V, Sections 8(a), 9(a), and 10(a); Amended Article VI Section 4(a); Amended Article VIII Section 3 on March 28, 2008 in Orlando, Fla.

Amended Article IV Section 1(d); Amended Article V, Sections 5(c), 9(a), and 10(a); Amended Article VI, Section 5(b); Amended Article VIII, Article 7(a); Amended Article IX, Sections 1(b), 3(b), 3(c), 4(a), and (c); Deleted Article IX, Section 4(f), then redesignated Sections 4(g) and (4h) as Section 4(f) and (4g); Amended Article X, Sections 1(a) and 2; Amended Article XIII, Sections 4, 6, and 12; Amended Article XVII, Sections 3(a), 4(a), 5, and 7(c). Changed term "Federation and Federation Member" to "Association and State Association Member" throughout on April 3, 2009 in San Diego, Calif.

Amended Article XIX, Sections 2(b) and 2(c) on April 9, 2010 in Chicago, Ill.

Amended Article IV, Sections 1(d) and (e); Amended Article V, Section 11(a); Amended Article IV, Sections 2, 7(a) and (b); Amended Article IX, Sections 1(a) and 2(a); Deleted Article IX, Section 3(c), then redesignated 3(d) as 3(c) on April 8, 2011 in San Francisco, Calif.

Amended Article VI, Section 6 (c) on April 20, 2012 in Boston, Mass.

Index to Constitution & Bylaws

(This index is provided for quick reference and is not an official part of the NSBA Constitution & Bylaws. Roman numeral (I, II, III, etc.) refers to Article, and Arabic numeral (1., 1.a, 2, etc.) refers to Section or Subsection.)

Action on Proposed Amendments, XIX:3

Amendments, XIX

Annual Budget, XIII:3

Annual Dues, IV:1

Annual Financial Report, XIII:11

Annual Meeting of the Association, X:1

Association Members, III.1

Association Member Dues, V:11

Application for Membership and Affiliation, III:8

Appointment of Committees, XI:1

Audit, XIII:15

Board of Directors, VI

Certification of Delegates, V:4

Chair, Executive Committee, VII:5

Charges, IV:2

Checks, Drafts, Etc. of Association, XIII:8

Classes of Affiliates, III:2

Committees of Association, XI

Composition, Board of Directors, VI:2

Composition, Delegate Assembly, V:3

Composition, Executive Committee, VII:2

Constitution and Bylaws Committee, XI:2

Contracts, XIII:5
Councils, XVI

Delegate Assembly, V
Delegate Assembly Vote, V:6
Deposits of Association, XIII:7
Designation of Regions, XVII:2
Disposition of Surplus Funds, XIII:10
Dissolution of Councils, XVI:8
Distribution of Assets, XVIII
Dues, Fees, and Charges, IV
Duration of Office, Board of Directors, VI:4
Duration of Office, Executive Committee, VII:3
Duties, Executive Staff, XII:2

Election and Duties, Board of Directors, VI:1
Election Procedure, IX:5
Election, Qualifications, and Term of Office, Officers, VIII:2
Employment, Executive Staff, XI:1
Establishment of Regional Organizations, XVII:3
Executive Committee Authority, XIII:2
Executive Committee, Board of Directors, VII
Executive Groups of Councils, XVI:3
Executive Staff, XII

Federal Affiliates, III:7
Finances of Councils, XVI:5
Finances, Regional, XVII:9
Fiscal and Dues Year, XIII:1
Fiscal and Legal Procedures, XIII
Formation of Councils, XVI:1
Foundation Affiliates, III:6
Function, Executive Committee, VII:1

Incurring Indebtedness, XIII:12
Indemnification of Officers, Directors, and Employees, XIV:2

Internal Operations, XV:1
Interpretation of Constitution and Bylaws, XX:3
Investments, XIII:9

Legal Counsel, XIII:14
Limitation of Liability, XIV:1
Limitations of Liability, XIV
Loans for Association, XIII:6

Meeting, Delegate Assembly, V:5
Meetings and Voting, Annual Meeting, X
Meetings and Activities of Councils, XVI:6
Meetings, Board of Directors, VI:5
Meetings, Executive Committee, VII:6
Members and Affiliates, III
Membership in Regional Organizations, XVII:4
Membership Requirements, Board of Directors, VI:3
Miscellaneous, XX

Name, I
National Affiliates, III:3
National Nominating Committee, IX:1
Nominations and Elections, IX
Nominations and Elections, National Nominating Committee, IX:2
Non-Compensation of Board of Directors, XIII:4
NSBA Organization, XV

Office of the Association, XX:2
Officers, VIII
Officers of the Delegate Assembly, V:7
Organizational Affiliates, III:4
Originating Proposed Amendments, XIX:1

Parliamentary Guide, X:4
Participation in Councils, XVI:2
Polices and Resolutions Committee, V:8
Policy Development, Delegate Assembly, V:9

Policymaking Body, Delegate Assembly, V:1
Power of the Delegate Assembly, V:2
Preparation of Slate of Nominees, National Nominating Committee, IX:3
President, VIII:5
President-Elect, VIII:6
Previous Constitution and Bylaws Superseded, XX:5
Procedure for Consideration of Amendments, XIX:2
Purposes, II
Purpose of Regions, XVII:1

Quorum and Voting, Board of Directors, VI:6

Regional Bylaws, XVII:8
Regional Dues, XVII:10
Regional Governing Body, VII:5
Regional Nominating Committees, IX:4
Regions, XVII
Removal, Officers, VIII:3
Reports, Executive Committee, VII:8
Resolutions, V:10
Responsibilities of the Regional Organization and Regional Governing Body, XVII:7
Responsibility, Executive Committee, VII:4
Rules and Policies of Councils, XVI:4
Rules and Policies of Regions, XVII:6

Seal, XX:1
Secretary-Treasurer, VIII:7
Special Meetings of the Association, X:2
Staff Liaison for Committees, XI:3
Staff Liaison for Councils, XVI:7
Staff Liaison, Regions, XVII:11
Subscribers and Affiliates, XV:2
Surety Bond, XIII:13
Sustaining Affiliates, III:5
Suspension, III:9

Termination, III:10

Vacancies, Board of Directors, VI:7

Vacancies, Officers, VIII:4

Voting, Annual Meeting, X:3

Voting, Executive Committee, VII:7

Voting on Proposals, Amendments, XIX:4

Waiver of Notice, XX:4