

BYLAWS OF THE NSBA COUNCIL OF SCHOOL ATTORNEYS
As amended April 10, 2010

ARTICLE I – ESTABLISHMENT

Pursuant to Article XVI of the Constitution & Bylaws of the National School Boards Association (hereinafter referred to as the "NSBA"), a Council of School Attorneys (hereinafter referred to as the "Council") is hereby created. The Council shall be organized and operated in accordance with these bylaws and the Constitution & Bylaws of the NSBA.

ARTICLE II – PURPOSES

The mission of the NSBA Council of School Attorneys is to support school attorneys in their representation of public school boards by providing leadership in legal advocacy for public schools.

The purposes of the Council are:

- (a) To provide a national forum for the discussion of legal issues and problems encountered by school attorneys in providing legal counsel, advice, and representation to school boards and school board associations;
- (b) To promote and develop a closer relationship and better understanding between school attorneys and their clients, school boards and school board associations;
- (c) To provide a means by which school attorneys can advocate on behalf of public schools; and
- (d) To be the leader and nationally recognized educator and authority on school law.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility: Subject to the limitations of Article III, Section 2, membership in the Council shall be open to attorneys at law who are licensed to practice before the highest court of any state of the United States of America or before a court of record of the United States of America; and who are or have been within the immediate past two (2) years, attorney for one of the following:

- (a) any local public school district which is a member of a state school boards association affiliated with the NSBA; or
- (b) a state school boards association affiliated with the NSBA; or
- (c) any public junior or community college which is a member of a state school boards association affiliated with the NSBA; or
- (d) any local public school district, state school boards association, or public junior or community college in a state in which there is no state or territorial school board or school boards association holding membership in NSBA.

Section 2 – International Eligibility. Membership in the Council shall also be open to lawyers who are licensed to practice before the highest court of any province or state of their respective country or before a court of record of that country, and who are or have been within the immediate past two (2) years, lawyer for one of the following:

- (a) any public school district or division which is a member of an NSBA International Partner; or
- (b) an NSBA International Partner; or
- (c) any public school district or division in a country in which there is no NSBA International Partner, but there is a correlation between U.S. public schools and the educational system of that country.

NSBA International Partners may request affiliation of the official lawyers' council in their jurisdiction. All other international memberships are individual.

Section – 3 Affiliated Membership: State councils of school attorneys sponsored or recognized by a state school boards association affiliated with the NSBA may secure affiliated membership with the Council through the payment of dues for each member of the-state council, the amount of which shall be determined by the Council Board of Directors as provided in Article IV, Section 6. In a state in which there is no state or territorial school board or school boards association holding membership in NSBA, the Board of Directors of the Council of School Attorneys may, at its option, choose to recognize a state council (or councils) of school attorneys as an affiliated member.

The entire membership of a state council must join the Council in order for the state council to secure affiliated membership. In accordance with past practice, in states where there are affiliated councils, individual memberships will not be accepted unless this provision is waived by the affiliated council. Membership criteria for the state council shall conform to the eligibility requirements of Section 1 of this Article.

The Board of Directors of the Council has sole authority to grant and maintain affiliate status of councils.

Section – 4 Dues: Subject to the limitations of Article III, Section 1-32, any eligible person may become a member of the Council through payment of dues each year, the amount of which shall be determined by the Council Board of Directors as provided in Article IV, Section 6. Membership dues for individual members are payable on an annual basis. Affiliated councils may pay dues for their members at the beginning of each fiscal year or at the beginning of each calendar year, based on the accounting year of the council.

Section – 5 Fiscal Year: The fiscal year of the Council shall be from July 1 of each year through June 30 of the following year.

Section – 6 Voting Rights: Each member shall be entitled to one (1) vote in each matter requiring action by the membership of the Council pursuant to these bylaws.

ARTICLE IV – GOVERNING AUTHORITY

Section 1 – Officers: The officers of the Council shall be as follows:

- (a) Chairperson - presides at all meetings of the Council and Council Board of Directors and shall be *ex officio* member of the Board of Directors of the NSBA. No member of the Council shall serve more than two (2) terms in the office of Council Chairperson.
- (b) Chairperson-Elect - assumes the duties of the Chairperson in the absence of or at the request of the Chairperson, and automatically becomes chairperson at the next annual meeting.
- (c) Vice-Chairperson - performs such duties as assigned by the Chairperson.
- (d) Secretary - maintains the proceedings of the Council and fulfills the other usual functions of such office.

Election of Officers – At each annual meeting of the Council, the membership shall elect the Chairperson-Elect, the Vice-Chairperson, and the Secretary.

Meetings of Officers – Officers may meet, at the call of the Chairperson, during the interim between meetings of the Council Board of Directors and shall have such powers of the board between meetings of the board as provided by resolution of the Council Board of Directors.

Section 2 – Board of Directors: The Board of Directors of the Council shall consist of nineteen (19) voting members, including each Officer of the Council and fifteen (15) Directors-at-Large; and non-voting directors, including the three most recent past chairpersons of the Council, the President of NSBA, and the Executive Director of the NSBA or his or her designee.

Section 3 – Terms of Office: The term of office for each Officer shall be one (1) year. The term of office of each Director-at-Large shall be two (2) years. No Director-at-Large may serve more than two (2) successive full terms.

The terms of Director-at-Large shall be staggered so that in each even-numbered year, eight (8) Directors-at-Large shall be elected; and in each odd-numbered year, seven (7) Directors-at-Large shall be elected.

Section 4 – Filling Vacancies: Vacancies in the Officer positions shall be filled by the Council Board of Directors for the remainder of the unexpired term. Vacancies in the Director-at-Large positions shall be filled by appointment of the Chairperson for the remainder of the unexpired term.

Section 5 – Nominating Committee: The nominating committee shall consist of the chairperson and the three most recent past chairpersons of the Council. The nominating committee shall prepare a slate of nominees for Chairperson-Elect, Vice-Chairperson, and Secretary and the Director-at-Large positions which will become vacant at the annual meeting. The committee shall maintain a wide geographical and diverse representation on the Council Board of Directors to ensure that the professional interests and concerns of all members throughout the United States are represented. The committee shall ascertain the availability and commitment of each person to serve prior to making its report at the annual meeting of the Council. No nominations will be accepted from the floor. Nominations from the membership must be submitted in writing over the signature of ten (10) members and be delivered to the Chairperson at the NSBA headquarters no less than 30 days prior to the annual meeting of the Council.

Section 6 – Powers and Duties of the Board of Directors: The Council Board of Directors shall have full authority and responsibility to conduct the business of the Council between annual meetings of the membership of the Council. It shall specifically have authority to fix membership fees and other charges, amend these bylaws as set forth in Article VII, fill vacancies in Officer positions, and take all other actions necessary or convenient to the management of the affairs of the Council. The Council Board of Directors shall review and recommend a Council budget for each fiscal year during the annual Council meeting.

Section 7 – Fiscal Authority and Control: All funds of the Council shall be administered by the NSBA with its general funds and shall be subject to the fiscal policies of the NSBA. Expenditures shall be made pursuant to the actions of the Council and accounted for through regular NSBA accounting procedures. Membership dues of the Council shall be subject to approval by the Board of Directors of the NSBA.

ARTICLE V – COMMITTEES

The Chairperson of the Council may establish, abolish, appoint the membership of, and appoint the chairperson of any standing or *ad hoc* committee or subcommittee of the Council Board of Directors. The Council shall annually publish a list of committees and committee chairpersons.

ARTICLE VI – MEETINGS

Section 1 – Annual Meeting: The annual meeting of the membership of the Council shall be held during the annual convention of the NSBA.

Section 2 – Council Board of Directors Meeting: The Council Board of Directors shall meet at least once a year during the annual convention of the NSBA. Additional meetings of the Council Board of Directors may be called by the Chairperson of the Council or any five (5) voting members of the Council Board of Directors. At least seven (7) days written notice of all meetings shall be given to each member of the Council Board of Directors.

Section 3 – Quorum: The following quorum requirements shall apply:

- (a) Annual Meeting - Those members in good standing who attend the annual meeting of the Council shall constitute a quorum for the purposes of electing Officers and Directors-at-Large of the Council Board of Directors and for transacting other business of the Council requiring a vote of the membership. Members shall not be permitted to vote by proxy.
- (b) Council Board of Directors - Ten (10) voting members of the Council Board of Directors shall constitute a quorum, provided that the Council Board of Directors may act by mail ballot or poll conducted by telephone. All members of the Council Board of Directors shall be given notice and a reasonable opportunity to respond to polls and mail ballots. No action shall be taken pursuant to a poll or mail ballot unless at least ten (10) voting members of the Council Board of Directors respond. Members shall not be permitted to vote by proxy.

ARTICLE VII – ASSETS AND DISSOLUTION

The assets of the Council shall be part of and incorporated with the assets of the NSBA and shall be subject to the provisions of the Constitution and Bylaws of the NSBA with regard to dissolution and distribution. In no event shall any of the assets of the Council ensure to the benefit of any member of the Council.

ARTICLE VIII – AMENDMENTS

Amendments to these bylaws may be adopted by the Board of Directors of the Council, subject to the approval by the membership of the Council at the subsequent annual meeting of the Council. All amendments to these bylaws, except any amendment which would alter the number of members of the Council Board of Directors and the dues structure, shall be effective pending their approval by the membership. Amendments to the dues structure shall be effective upon approval by the Board of Directors of NSBA.

Amended: March 30, 1985
 April 1, 1989
 April 13, 1991
 April 25, 1992
 April 20, 1993
 April 4, 1998
 Reviewed and Approved by the NSBA Board November 10, 1999
 March 24, 2001
 Reviewed and Approved by the NSBA Board, June 15, 2001
 April 10, 2010
 Reviewed and Approved by the NSBA Board, June 12, 2010

