California School Boards Association

BYLAWS



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BYLAWS OF THE
CALIFORNIA SCHOOL BOARDS ASSOCIATION

ARTICLE I
NAME AND PURPOSE

Section 1. Name

The name of this Association is CALIFORNIA SCHOOL BOARDS ASSOCIATION, INCORPORATED (CSBA).

Section 2. Purposes

The purpose of the Association is specified in the Articles of Incorporation, attached hereto as Attachment 1. The Vision and Mission statements of the Association are included in Standing Rule 20. The Association is guided in its work by strategic goals that fulfill the vision and mission as adopted by the Board of Directors.

ARTICLE II
MEMBERSHIP

Section 1. Active Membership

Active membership shall be held only by member districts as defined in the Standing Rules. A California public school governing board having jurisdiction over any or all of grades transitional kindergarten through twelve or a California county board of education shall be considered a member board upon commitment of payment in full of the district's or county office's annual membership dues. A member district shall belong to the geographic region in which its district or county office is located.

Section 2. Other Membership

Past Presidents no longer holding office in the Association shall automatically be honorary members of the Association whether or not they are members of member boards. The Board of Directors may elect additional honorary members. Honorary members of the Association shall pay no dues, not serve on committees, shall pay their own expenses, and shall have no voting privileges. Honorary members shall retain their membership unless revoked by the Board of Directors.

The Association may offer other types of non-voting memberships, which may include associate membership granted to any individual, organization or corporation interested in the purposes of the Association upon such terms and conditions as may be determined by the Board of Directors.

Section 3. Membership Dues

A dues formula for membership in the Association shall be adopted by the Board of Directors.

Section 4. Term of Membership

Membership shall be for the period commencing July 1 and expiring on June 30.

Section 5. Affiliation with Other Organizations

The Board of Directors may determine affiliation with other organizations upon such terms as may be appropriate, consistent with the provisions of these Bylaws.

ARTICLE III
DELEGATE ASSEMBLY

Section 1. Authority

The Delegate Assembly is comprised of Delegates who are elected or appointed by local board members in 21 geographic regions throughout the state and in one statewide region comprised of county board Delegates elected or appointed by, or allocated to the region as provided for in the Standing Rules. Region boundaries shall be established by the Board of Directors, and approved by the Delegate Assembly.

The general purposes of the Delegate Assembly are to provide policy direction for the Association, elect officers, and ensure the Association reflects the interests of school districts and county offices of education.

The Delegate Assembly and/or Delegates shall have the following principal duties:

- Adopt the Policy Platform every two years. The Policy Platform provides a broad framework for implementing the Association's Vision, Mission, and Strategic Goals, and as such guides the Association's policy and political leadership activities
- Adopt policies and positions as needed to supplement the Policy Platform.
- Provide testimony or input on critical issues during special hearings at Delegate Assembly meetings.
- Elect the Association's Officers, Board of Directors and the Candidate Review Committee.
- Serve on the Candidate Review Committee.
- Serve on standing committees, councils, task forces and focus groups.
- Adopt the corporate Bylaws.
- Support Association communication by forwarding Association materials, resources, and information to member boards in their regions and subregions.
- Provide advocacy on behalf of children, public education, school boards and the Association.

- Support and participate in the Association's activities and events.

Section 2. Membership

The Delegate Assembly shall consist of representatives from member boards of districts and county offices of education. Each Delegate shall be a member of a member board in the region represented by the Delegate. While each Delegate may share the perspective of their local member board and their CSBA region, each Delegate is expected to perform their duties in a manner that is in the best interest of the Association.

(a) **Delegates-at-Large**

Past presidents of the Association shall be ex-officio members of the Delegate Assembly. These delegate at-large members shall hold all privileges of membership and shall vote so long as they are members of a member board.

(b) **Board of Directors**

Members of the Board of Directors shall be ex-officio members of the Delegate Assembly with all privileges of membership.

(c) **Past Presidents as Honorary Emeritus Members of the Delegate Assembly**

Past Presidents of the Association who no longer are members of a member board, shall be honorary emeritus members of the Delegate Assembly and shall serve as provided for in Article II, Section 2.

Section 3. Nomination of Delegates

(a) Any member board may nominate as many individuals as it wishes for the position of Delegate for the region or sub-region.

(b) A nominee for a geographic region or subregion must be a member of a member board within that geographic region or subregion.

(c) A nominee for the county board's member must be a member of a county board of education that is a member board within the region.

(d) Nomination procedures for Delegates shall be maintained as part of the Standing Rules.

Section 4. Election of Delegates

(a) Each member board shall have one vote for each Delegate position to be filled within the region to which that board belongs except that a member board within a sub-region may vote only for the positions to which that sub-region is entitled.

When there is more than one position to be filled, each board may cast no more than one vote for any one candidate. Each member county board shall have one vote for the Delegate position to represent county boards within the region.

(b) In those cases where the same board serves both as a county board and a school district board, the board is entitled to one vote. Whether the vote is for the county board Delegate or a regional Delegate is at the option of the board.

(c) Balloting procedures shall be as delineated in the Standing Rules.

Section 5. Term of Office

(a) The term of office of each elected and appointed Delegate shall be two years and shall begin April 1. Half, or as close to half as is practicable, of the Delegates of each region, and of each subregion which is entitled to more than one Delegate, shall be elected each year for two-year terms.

(b) County board Delegates from even-numbered regions shall be elected or appointed in even-numbered years and county board Delegates from odd-numbered regions shall be elected or appointed in odd-numbered years.

(c) A Delegate who, within thirty (30) days prior to a Delegate Assembly meeting, ceases to be a member of a member board may continue to serve as a member of the Delegate Assembly until the conclusion of that Delegate Assembly meeting.

(d) The regional Director shall have the responsibility to implement this section as to the initial allocation of Delegate positions to subregions and areas. In doing so, the regional Director may provide that the first term of office of a Delegate position assigned to a subregion or area shall be one year, but existing terms of office of incumbent Delegates shall not be impaired.

(e) Delegate orientation provided by CSBA shall be completed within the Delegate's first year of office.

Section 6. Meetings

(a) The Delegate Assembly shall meet at least twice annually at times and places to be determined by the Board of Directors. Delegates shall be notified of the time and place of the meeting at least 45 days prior to the date of the meeting.

(b) Special meetings of the Delegate Assembly may be called by the President.

The President shall notify the members of the Delegate Assembly of the time, date and place and subject matter of the special meeting at least 30 days prior to the date of the meeting.

Section 7. Quorum and Voting

(a) A majority of the qualified Delegates shall constitute a quorum at any meeting. If no quorum is present, a meeting may be called to order, and a meeting may be continued, but no action may be taken until a quorum is present.

(b) A Credentials Committee appointed by the President shall certify eligibility of Delegates. A voting Delegate shall have the right to one vote on any issue being considered at the Delegate Assembly meeting. No member shall vote by proxy.

Section 8. Filling Vacancies

(a) A vacancy in the Delegate Assembly shall be filled by appointment by the Director in the region where the vacancy has occurred for the duration of the existing term. If the Director is unable to fill the vacancy with a member from a board not currently represented in the Delegate Assembly, a vacancy may be filled by a member from a member board already having an elected Delegate in the Delegate Assembly. The appointment shall be in writing to the President of the Association and shall be subject to ratification by the Delegates of that region or subregion. The vacancy shall be filled within 45 days of the vacancy. Any vacancy not filled by the regional Director in 45 days shall be filled by the President and shall be subject to the ratification by the Delegates of that region or subregion. The newly appointed Delegate shall take office immediately.

(b) If a vacancy occurs on or after November 1 of the second year of a Delegate's term, an appointment shall be made to fill that vacancy, and the term will expire upon the election of a Delegate through the normal process of nominations and elections, according to Article III and all sections pertaining thereto.

(c) Any Delegate elected to serve in the Delegate Assembly who fails to attend two consecutive meetings of the Delegate Assembly during their term without reasonable cause shall be considered to have resigned from the Delegate Assembly. Any vacancy shall be filled according to the provisions of these Bylaws.

(d) Any Delegate appointed to serve in the Delegate Assembly who fails to attend two consecutive meetings of the Delegate Assembly during their term without reasonable cause shall be considered to have resigned from the Delegate Assembly. Any vacancy shall then be filled by the appointing board.

Section 9. Expenses

Expenses of the Delegate Assembly members shall not be reimbursed from Association funds.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Authority and Responsibilities

Subject to the authority as provided in these Bylaws and state law, all activities and affairs of the Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors establishes the vision, mission, equity statement and goals for the Association, and ensures that Association activities and programs remain focused on those goals and the issues identified in the Policy Platform. While all Directors serve on local governing boards, in CSBA, they may serve as representatives of CSBA's regions and as at-Large representatives of ethnic minority groups or county boards of education, as provided for in Section 2 below. Each member, when serving as a Director of the Association, must act in a manner consistent with the fiduciary duties of care, loyalty and obedience and with the Association's Vision and Mission Statements and Strategic Goals.

The powers and duties of the Board of Directors include the following:

STATEWIDE LEADERSHIP

- Adopts the Vision, Mission, Equity Statement and Strategic Goals of the Association, and annually reviews progress toward achieving them.

- Adopts final positions and policies that are consistent with the Policy Platform. Interim positions on statewide initiatives may also be adopted when the Policy Platform is silent on the issue, but only after a reasonable effort has been made to obtain input from the Delegates between Delegate Assembly meetings. A reasonable effort includes, but is not limited to, surveying Delegates using U.S. Mail, using email, and/or by using other reliable methods including surveying by electronic means. Survey responses will be compiled by region and shared with the Board of Directors and Delegate Assembly.

- Adopts final positions on legislation that are consistent with the Policy Platform. Final positions on legislation may also be adopted when the Policy Platform is silent on the issue, but only after a reasonable effort has been made to obtain input from the Delegates between Delegate Assembly meetings. A reasonable effort includes, but is not limited to, surveying Delegates using U.S. Mail, using email, and/or by using other reliable methods including surveying by electronic means. Survey responses will be compiled by region and shared with the Board of Directors and Delegate Assembly.

- Provides advocacy on behalf of children, public education, local boards and the Association.

- Serves on Board of Directors and other standing committees, councils, task forces and focus groups.

- Receives reports and updates on major programs, consistent with the Vision, Mission, Equity Statement and Strategic Goals of the Association.

REGIONAL AND CONSTITUENCY LEADERSHIP

- Provides two-way communication with the Delegate Assembly members from their region or from their statewide constituency group represented by the Directors-at-Large to inform Delegates of Board activities and actions.

- Supports and participates in the Association's activities and events.

- Recruits Delegates in their region or in their statewide constituency group to run for the Candidate Review Committee.

- Support Delegates in recruiting members of member boards in their regions to run for Delegate positions, including candidates who represent the varied needs of the region (e.g., county or district geographic size, classification as rural, suburban or urban, and enrollment).

CORPORATE LEADERSHIP

- Adopts the Association's budget.

- Adopts and amends the Association's Standing Rules.

- Receives reports on corporate operations.

- Approves the hiring and terms of employment of the CEO & Executive Director, upon recommendation of the Executive Committee.

- Comments annually on the performance, and acts on the contract of the CEO & Executive Director, upon recommendation of the Executive Committee.

- Abides by the Code of Ethics, Conflict of Interest Policy, and Whistleblower Policy as adopted by the Board of Directors and included in the Association's Policy Statements.

Section 2. Membership

The Board of Directors shall consist of the regional Directors, a statewide county board Director, the President, President-elect, Vice President, and the Immediate Past President of the Association. In addition, there shall be five Directors-at-Large representative of ethnic minority groups and county boards. These Directors-at-Large shall be designated as American Indian, Asian/Pacific Islanders, African American, Hispanic, and County Boards.

(a) Each region shall be represented by one Director who must be a member of a member board within that region. In order for a member of the Los Angeles County board to serve as a regional Director, he or she may only represent the region in which he or she resides.

(b) Each Director-at Large shall be a member of a member board and for the County representative, a member of a county board of education.

Section 3. Nomination of Directors

(a) Each regional Director must be nominated by a Delegate from that region in writing to the President of the Association. Delegates shall be notified by August 1, or at least 120 days prior to the meeting at which Directors are to be elected that nominations are due. Nominations must be received at least 60 days prior to the meeting.

A nominee must be a member of a member board within that region. Each nomination may be accompanied by an optional one page, single-sided resume of the nominee. Each nominating Delegate must certify that the nominee has consented to be nominated.

(b) If there is more than one nominee from a region, Delegates of that region shall meet and vote to select one nominee to recommend to the full Delegate Assembly for election. A quorum of the region's Delegates must be present at any meeting when a vote is taken on any recommendation made for the regional director. A quorum is defined for this purpose as a majority of the delegates from the region in attendance at the caucus meeting who have registered for the Delegate Assembly meeting held prior to the Annual Education Conference. In the event of a tie, at least three votes must be taken until the tie is broken. If after at least three ballots a tie still exists, the nominees shall be submitted to the Delegate Assembly for consideration.

(c) If by the close of the nomination period there is no nomination submitted for regional Director, the President or designee shall contact Delegates in that region and request that a name(s) be submitted to the Delegates of that region for consideration. In the absence of any nomination being submitted to the Delegate Assembly for consideration as provided for in Section 4 below, that position will be considered vacant and will be filled as set forth in Article IV, Section 9, of the Bylaws.

(d) Each Director-at-Large must be nominated by any member board in writing to the President of the Association. Member boards shall be notified by August 1, or at least 120 days prior to the meeting at which the Directors-at-Large are to be elected, that nominations are due. Each nominee for Director-at-Large must be a member of a member board. Nominations must be received at least 60 days prior to the meeting.

These nominations shall be placed before the Delegate Assembly as follows:

i. Directors from even-numbered regions as well as the Directors-at-Large Asian/Pacific Islander and Hispanic shall be nominated in even-numbered years.

ii. Directors from odd-numbered regions as well as the Directors-at-Large, American Indian**,** African American and County shall be nominated in odd-numbered years.

Section 4. Election of Directors

Election of Directors shall be at the Delegate Assembly meeting held prior to the Annual Education Conference of the Association. Directors from even-numbered regions as well as the Directors-at-Large Asian/Pacific Islander and Hispanic shall be elected in even-numbered years. Directors from odd-numbered regions as well as the Directors-at-Large, American Indian, African American and County shall be elected in odd-numbered years.

Directors running unopposed shall all be placed in nomination at the same time and voted on as a group. Directors shall only be elected by written or electronic ballot if there are two or more candidates for a position. Directors shall be elected by majority vote of the Delegate Assembly members present and voting. If more than two candidates are nominated, and none receives a majority vote, a second ballot shall be required between the two candidates receiving the highest number of votes. The one receiving a majority shall be declared elected.

Section 5. Term of Office

(a) Directors shall serve for a term of two years and take office commencing immediately upon the close of the Association's Annual Education Conference following the adjournment of the Delegate Assembly meeting at which they were elected.

(b) A Director who, within thirty (30) days prior to a Delegate Assembly meeting, ceases to be a member of a member board may continue to serve as a member of the Board of Directors until the conclusion of that Delegate Assembly meeting.

(c) The Director orientation provided by CSBA shall be completed prior to or within the first 45 days of assuming office, including, but not limited to, in-person, virtual, or recorded format.

Section 6. Meetings

(a) Regular meetings of the Board of Directors shall be held at a time and place determined by the Board. All Directors shall be notified of the time and place of the meeting at least 15 days prior to the date of the meeting.

(b) Special meetings of the Board of Directors may be called by the President. In addition, the President shall call a special meeting if so petitioned by at least nine Directors. The President shall notify all members of the Board of the time, place and subject matter of this special meeting at least 15 days prior to the date of the meeting.

(c) Board meetings and any other meeting organized by CSBA may be held with the assistance of electronic communications. Any meetings held or assisted by electronic communications, when applicable, will conform to the requirements of the California Corporations Code.

(d) Participation in Executive Session of the Board of Directors via electronic communications must first be approved by the Board, and the process followed as outlined in the Standing Rules.

Section 7. Quorum and Voting

(a) A majority of the Directors shall constitute a quorum at any regular or special meeting. If less than a quorum is present, a meeting may be conducted, but no action may be taken until a quorum is present.

(b) Unless otherwise specifically provided by these Bylaws, a majority vote of those present shall govern at any regular meeting. No member shall vote by proxy.

(c) A two-thirds vote of the members of the Board of Directors present will be required to take action at any special meeting.

Section 8. Removal From Office

When in the judgment of the Delegate Assembly the best interests of the Association would be served, any Director of the Association may be removed from office by a two-thirds vote at a duly called meeting of the Delegate Assembly. The person being considered for removal from office shall be given special written notice of the meeting and its purpose.

Section 9. Filling Vacancies

(a) Vacancies on the Board of Directors, other than officers, shall be filled by appointment by the President. In the event of a vacancy in a regional director position, the Delegates in the region shall be notified of the vacancy in writing by the President and provided a form to submit with their recommendations by the due date. Delegates shall be given 30 days from the date of the vacancy notice to submit on the form provided their recommendations to the President for the vacant position. The appointment by the President shall be subject to ratification of the Board and shall be for the unexpired term of the vacancy**.**

(b) In the event of a vacancy in a Director-at-Large position, voting members of the Board of Directors shall be notified of the vacancy in writing by the President and provided a form to submit with any recommendations by the due date. Regional directors shall notify and solicit recommendations from the Delegates in their region. Delegates shall receive a form to submit with their recommendations and any recommendation received by Directors from Delegates shall be submitted to the President for consideration. All recommendations shall be provided to the President within 30 days of the date of the notice of vacancy. The appointment shall be subject to ratification of the Board at the next meeting and shall be for the unexpired term of the vacancy.

(c) Any member of the Board of Directors who fails to attend two consecutive meetings of the Board of Directors without reasonable cause may be removed from office by a majority vote of the Delegates from the member's region. Upon such failure to

attend the second consecutive meeting, the Director and the regional Delegates shall be notified by the President that the Director may be subject to removal from office under this rule.

(d) Any Director-at-Large who fails to attend two consecutive meetings of the Board of Directors without reasonable cause may be replaced by a majority vote of the Delegate Assembly upon request to so act by the Board of Directors. Any such vacancy shall be filled under the provisions of this article.

Section 10. Expenses

The expenses of the Board of Directors shall be reimbursed from Association funds within guidelines established by the Board of Directors and detailed in the Standing Rules.

ARTICLE V
OFFICERS

Section 1. Titles

The Association shall have three elected officers: President, President-elect, and Vice President.

The Immediate Past President shall also be an Association officer, and need not be a member of a member board at the time of succeeding to the office. The Association shall have two officers that are not elected but are filled by the Association's professional staff: Secretary and Chief Financial Officer. The office of Secretary shall be filled by the Association's CEO & Executive Director and the office of Chief Financial Officer shall be filled by the Association's Chief Financial Officer or other employee of the Association responsible for managing the financial affairs of the corporation.

Section 2. Qualifications for Office

Each of the elected officers shall be a member of a member board. Any elected officer who ceases to meet this requirement during the term of office may continue to hold office for the remainder of that year with approval of the Board of Directors. If no longer a member of a member board, the President-elect shall not succeed to the office of President at the end of that year.

To be eligible to run for Vice President or for President-elect, a member shall have completed two years as a member of the Delegate Assembly and four years as a member on a member board.

Prior to becoming a candidate for Vice President or President-elect, any of the following service and training opportunities are not required but preferred: service on the CSBA Board of Directors or on a CSBA committee or task force; service on a non-profit corporation board of directors; completion of CSBA's Masters in Governance Program.

Section 3. Nominations for Officers – Candidate Review Committee

(a) A Candidate Review Committee shall be established to interview and recommend candidates for the offices of Vice President and President-elect. The committee shall ensure that the nomination process is well-defined and highly publicized, so that all capable candidates possessing strong leadership skills have an opportunity to be nominated by a member or member board. The primary purpose of the Candidate Review Committee is to evaluate and recommend candidates to serve as Vice President and President-elect of CSBA.

(b) The Delegate Assembly shall elect the Candidate Review Committee by written or electronic ballot at the meeting held prior to the Annual Education Conference and Trade Show of the Association through procedures established in the Standing Rules.

(c) The committee shall be comprised of eight Delegates from the 21 regions established in Article III. These Delegates will be nominated and elected to serve as members on the committee consistent with the procedure established in the Standing Rules. The committee will also have one (1) carry-over member as provided for in paragraph (g) below.

For the purpose of nominating and electing Delegates to serve on the Candidate Review Committee, the regions shall be grouped into three geographical sections– North, Central and South. The North section shall consist of regions 1, 2, 3, 4, 5, 6 and 7.

The Central section shall consist of regions 8, 9, 10, 12 and 20. The South section shall consist of regions 11, 15, 16, 17, 18, 21, 22, 23 and 24. The number of members on the Candidate Review Committee from each section shall be based on a ratio of one (1) member for approximately every 30 to 35 Delegates in the section.

A Past President shall serve as a non-voting member of the Candidate Review Committee. The President shall appoint one of CSBA's Past Presidents to serve on the committee. The appointment shall be submitted to the Board for ratification.

(d) The term of the committee shall be one year, commencing at the conclusion of the Delegate Assembly meeting held before the Annual Conference. Five members of the committee shall constitute a quorum.

(e) Only members of the Delegate Assembly who are members of a member board may serve on the Candidate Review Committee. Prior to service on the Candidate Review Committee, members shall have completed two years as a member of the Delegate Assembly and four years as a member on a member board. Except for the Past President selected as a non-voting member, no officer or former officer of the Association may serve on the committee.

(f) No member shall serve on the committee for more than two consecutive years.

(g) Members of the Candidate Review Committee, including the Chair, shall not be candidates for CSBA Vice President or President-elect in any year they serve on the Candidate Review Committee.

(h) Prior to the expiration of their terms on the Candidate Review Committee, the Committee members shall select a sitting member to serve a second term. That member shall be designated as the carry-over member whose duties shall be provided for in the Standing Rules. The Association President shall be advised of the individual selected as the carry-over member prior to the completion of the election of the succeeding Candidate Review Committee.

(i) Candidates for President-elect and Vice President shall be recommended by the Candidate Review Committee subject to the procedures provided in the Standing Rules. The nominations shall be made public pursuant to the procedure established in the Standing Rules.

Section 4. Election of Officers

The Delegate Assembly shall elect officers by written or electronic ballot at the meeting held prior to the Annual Education Conference and Trade Show of the Association.

Election of officers shall be by majority vote of the Delegate Assembly members present and voting. If more than two candidates are nominated, and none receives a majority vote, subsequent ballots shall be required between the two candidates receiving the highest number of votes. The one receiving a majority in the subsequent voting shall be declared elected.

Section 5. Term of Office

The term of office of each elected officer shall be one year commencing immediately upon the close of the Annual Education Conference and Trade Show of the Association. Upon completion of his or her term, the President-elect shall succeed to the office of President, and the President shall succeed to the office of Immediate Past President.

Section 6. Duties of the Officers

The President shall preside at all meetings of the Delegate Assembly, Board of Directors and Executive Committee and shall perform any other duties as may be prescribed by the Delegate Assembly or Board of Directors. The duties of the President-elect, Vice President, and Immediate Past President shall be determined by the President, or as may be prescribed by the Delegate Assembly or Board of Directors. The Secretary is responsible to maintain the corporate records of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws. The Chief Financial Officer is responsible to manage the financial affairs of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 7. Removal From Office

When in the judgment of the Delegate Assembly the best interests of the Association would be served, any elected officer of the Association may be removed from office by a two-thirds vote at a duly called meeting of the Delegate Assembly. The person being considered for removal from office shall be given special written notice of the meeting and its purpose.

Section 8. Filling of Vacancies

(a) Should the office of President become vacant, the President-elect shall assume the office of President for the remainder of the unexpired term, and serve the following term as President. In such an instance, the Vice President shall not succeed to the office of President-elect for the unexpired term, but shall perform all the duties of President-elect for the remainder of the year. The Board of Directors may, at its discretion, select a Vice President pro tempore to perform the duties of the Vice President for the remainder of the term.

(b) Should the office of President-elect become vacant, the Board of Directors shall, after meeting and consulting with the Candidate Review Committee, select one of the following options:

1. Retain the current President for an additional term, providing that the President is eligible and willing to serve;

2. Elevate the President-elect selected at the next Annual Education Conference to the office of President for a two-year term; or

3. Elevate the President-elect selected at the next Annual Education Conference to the office of President, and request the Candidate Review Committee to nominate and the Delegate Assembly to elect a second President-elect, who would assume office upon conclusion of this same Annual Education Conference.

If necessary, the Vice President shall perform the duties of the President-elect until a new President-elect is elected, but shall not succeed to the office without an election. The Board of Directors may, at its discretion select a Vice President pro tempore to perform the duties of the Vice President until a new Vice President is elected. If necessary, the Board may also request the Immediate Past President or another Past President to serve an additional year in the office of Immediate Past President.

(c) Should the office of the Secretary become vacant, the office shall remain vacant until filled by the Board of Directors hiring of the CEO & Executive Director. Should the office of Chief Financial Officer become vacant, the office shall remain vacant until filled by the CEO & Executive Director's hiring of the Chief Financial Officer or any other employee of the Association responsible for managing the financial affairs of the Association.

Section 9. Expenses

The expenses of the elected officers shall be reimbursed from Association funds within guidelines established by the Board of Directors and detailed in the Standing Rules.

ARTICLE VI
EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers of the Association. The Executive Committee shall act on behalf of the Board of Directors between meetings of the Board and perform the duties assigned to it by the Board of Directors and the Delegate Assembly. Any action taken by the Executive Committee in between meetings of the Board shall be done consistent with these Bylaws and with state law which provides that all corporate powers are under the ultimate control and direction of the Board of Directors, and that certain corporate duties of the Board are non-delegable. Any action taken shall be reported out to the Board at the next Board meeting unless the action taken should be reported to the Board immediately.

The Executive Committee shall serve as a direct resource to the CEO & Executive Director to ensure that operational decisions are derived from the Policy Platform, and the Vision, Mission and Strategic Goals of the Association.

The Executive Committee shall have the following powers and duties:

- Provide overall, ongoing policy direction to the Association's CEO & Executive Director.
- Authorize programs and activities which implement the Vision, Mission and Strategic Goals of the Association.
- Monitor major programs and policy implementation to ensure compliance with the Policy Platform and the Vision, Mission and Strategic Goals of the Association.
- Adopt final positions and policies that are consistent with the Policy Platform.
- Adopt final positions on legislation that are consistent with the Policy Platform. Final positions on legislation may also be adopted when the Policy Platform is silent on the issue but only after a reasonable effort has been made to obtain input from the Directors between Board of Directors meetings. A reasonable effort includes, but is not limited to, meeting virtually, surveying Directors using electronic communications, U.S. Mail and other delivery services, and/or by using other reliable methods.
- Evaluate the performance of the CEO & Executive Director on an annual basis.
- Serve as spokesperson for the Association's agenda.
- Serve as liaison with external groups on behalf of the Association.

- Fulfill CSBA's corporate functions and fiduciary responsibilities between Board of Directors meetings.

- Adopt any revisions to the officer nomination forms, declaration of candidacy packet, and candidate recruitment criteria submitted by the Candidate Review Committee for review and approval.

ARTICLE VII
EXECUTIVE STAFF

Section 1. Employment of CEO & Executive Director

There shall be a CEO & Executive Director whose appointment shall be recommended by the Executive Committee and approved by the Board of Directors. The Board shall comment annually on the performance and act on the contract of the CEO & Executive Director upon recommendation of the Executive Committee**.**

Section 2. Duties of the CEO & Executive Director

Within the authority delegated by the Executive Committee and the Board of Directors, the CEO & Executive Director shall manage, supervise and direct the operations of the Association including employment, management, supervision, and discharging of staff. The CEO & Executive Director, as the Secretary of the Association, shall be an ex-officio member, without voting rights, of the Delegate Assembly.

Section 3. Chief Financial Officer

The Chief Financial Officer of the Association shall be an ex-officio member, without voting rights, of the Delegate Assembly.

ARTICLE VIII
COMMITTEES, COUNCILS, TASK FORCES, FOCUS GROUPS AND CONFERENCE GROUPS

The Board of Directors may create committees, councils, task forces and focus groups as it deems necessary. Except for the conference groups and the Candidate Review Committee, the President shall, following the review and consideration of any recommendations for appointments made by Directors, appoint individuals to those committees, councils, task forces and focus groups following the recommendation of the Executive Committee and approval by the Board of Directors.

Unless continued membership has been expressly approved by the Board as provided for in the Standing Rules, no person shall continue to serve on any committee, task force or any other body created by the Board, after ceasing to serve as a member of a member board or in any other elected office or professional capacity or employment as required for the appointment.

All reports prepared by any committee, task force, or any other body created by the Board, unless otherwise determined by the Board, shall only be considered policy of CSBA if accepted or approved as such by the Board of Directors.

ARTICLE IX
AFFILIATE ORGANIZATIONS

CSBA, from time to time, may organize non-profit corporations to assist in achieving the vision, mission and goals of the Association.

ARTICLE X
PARLIAMENTARY AUTHORITY

The most recent edition of *Robert's Rules of Order* shall be the official parliamentary authority for the Association, when not in conflict with these Bylaws.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended only by vote of the Delegate Assembly. Amendments to these Bylaws may be initiated by the Delegate Assembly, the Board of Directors, the Executive Committee, any CSBA committee or task force, or any member board. A two-thirds vote of those members of the Delegate Assembly who are present and voting shall be required to approve amendments to these Bylaws, provided that notice of the proposed amendment(s) has been e-mailed to each Delegate, at the email address on file for the Delegate with CSBA, at least fifteen (15) business days prior to the meeting, and upon request, a hard copy of the notice of the proposed amendment(s) and the proposed amendment(s) is to be mailed to any member(s) of the Delegate Assembly who made the request at least ten (10) business days prior to the meeting.

Amendments to these Bylaws may be considered without prior notice by a two-thirds vote of those present and voting. If the Delegate Assembly agrees to consider an amendment without prior notice, approval of the amendment shall require a two-thirds vote.

ARTICLE XII
MONITORING OF BYLAWS

CSBA recognizes the need to periodically monitor consistency with its governance documents. A review and update of the Bylaws, Standing Rules, and other governance documents shall be completed at reasonable intervals, not to exceed every five (5) years.

ARTICLE XIII
INDEMNIFICATION

Reference is made to Title 1, Division 2, Sections 5230-5239 (California Corporations Code), as it may be amended from time to time. Particular reference is made to the class of persons (hereinafter called "Indemnitees") who may be indemnified by a California nonprofit corporation

pursuant to the Code. CSBA shall indemnify the Indemnitees when CSBA is obligated to make such indemnification pursuant to the Code. CSBA shall also indemnify the Indemnitees when pursuant to the Code, CSBA is not obligated, but is otherwise permitted, to make such indemnification. When applicable, CSBA shall make or cause to be made, by any of the methods established in the Code, a determination as to whether each Indemnitee met the applicable standard of conduct set forth in the Code. No indemnification shall be made unless it is first determined that an Indemnitee has met the applicable standard of conduct as set forth in the Code.

ARTICLE XIV
RECORD RETENTION

CSBA records shall be maintained and destroyed in accordance with its Record Retention Schedule included in a Policy Statement as adopted by the Board of Directors.

ARTICLE XV
DISSOLUTION

This Association is organized under the Nonprofit Public Benefit Corporation Law for public purposes and no part of the funds of the Association shall benefit, or be distributed to, the members of the Association. Upon the dissolution of the Association, after paying or adequately providing for the debts and obligations 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.

Attachment 1 – CSBA's Articles of Incorporation

Last amended May 2024
Last amended May 2026