



Missouri School Boards' Association

# MSBA *Bylaws*



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# **MSBA BYLAWS**

## Article I - Name and Purpose

### Section 1 - Name

The name of the Association shall be the MISSOURI SCHOOL BOARDS' ASSOCIATION.

### Section 2 - Purpose

Helping School Boards

## Succeed Article II - Membership

### Section 1 - Classes of Membership

Membership in the Association shall be of five classes: Active, Affiliate, Associate, Individual and Honorary.

### Section 2 - Active Membership

The Board of Education of any legally organized public school district in Missouri shall be eligible to be an Active Member Board. A Board of Education may become an Active Member Board upon payment of dues.

### Section 3 - Affiliate Membership

Any institution of higher education that prepares professional educators for Missouri's public schools or any other entity that has an interest in the success of public education as determined by the Board of Directors, may be eligible to be an Affiliate Member of the Association upon written application to the executive director, qualification and payment of dues. Such entities shall not include non-public elementary and secondary schools. The Affiliate Member shall be entitled to such privileges, except holding elective office or voting, as the Board of Directors may determine. Any public school district eligible for Active Membership shall not be eligible for Affiliate Membership.

#### Section 4 - Associate Membership

Any person, firm or corporation which provides services or products to school districts may be eligible to be an Associate Member upon written application to the executive director and the payment of dues. The Associate Member shall be entitled to such privileges, except holding elective office or voting, as the Board of Directors may determine.

#### Section 5 - Individual Membership

Individuals interested in Missouri public school education who do not qualify under section two, three or four of this article may become individual members upon application, approval by the Board of Directors, and payment of dues.

The Individual Member shall be entitled to such privileges, except holding elective office or voting, as the Board of Directors may determine.

#### Section 6 - Honorary Membership

Any individual who renders distinguished service to public education in Missouri or to the Association may be designated by the Board of Directors as an Honorary Member without payment of dues. The Honorary Member shall be entitled to such privileges, except holding elective office or voting, as the Board of Directors may determine.

### Article III - Delegate Assembly and Annual Conference

#### Section 1 - Annual Conference

An annual conference of the Association shall be held at a time and place determined by the Board of Directors.

#### Section 2 - Delegate Assembly

The Delegate Assembly shall meet semi-annually. One Delegate Assembly will be held in conjunction with the Annual Leadership Summit and the other in conjunction with the fall Annual Conference. A Board of Education which becomes an Active Member Board by June 1 or October 1 shall be entitled to one delegate. Active Member Boards with student enrollments in excess of 7500 students shall be entitled to one additional delegate for each additional 7500 students enrolled or major fraction thereof. The enrollment as listed in the Missouri School Directory for the previous year shall be used as a basis for determining student enrollment. In addition, each active member board who has total current disbursements in excess of \$100 million and who does not otherwise qualify for an additional delegate, shall be entitled to one additional delegate. Each Active Member Board shall select its delegates and alternates from its own membership.

### Section 3 - Delegate Assembly, Special Meetings

Special meetings of the Delegate Assembly may be called by order of the Board of Directors of the Association; or the president shall call a meeting when petitioned by 25 Active Member Boards representing at least five regions.

Delegates to a special session shall be given at least five days' notice. Only topics set forth in the call of the special meeting may be considered.

### Section 4 - Responsibilities

At the fall Annual Conference, the Delegate Assembly shall adopt a comprehensive position document to guide MSBA's legislative/advocacy efforts. At the Annual Leadership Summit, the Delegate Assembly shall select Association leaders for the upcoming year, consider any amendments to the Bylaws, advise the Board of Directors on the control and management of the Association and receive reports on the state of the Association. The comprehensive position document will be distributed by the Board of Directors to the Delegate Assembly 30 days prior to the Annual Conference.

### Section 5 - Rules

The Board of Directors shall promulgate rules for conducting business of the annual meetings. Such rules shall be subject to approval by the Delegate Assembly. Where these rules are inadequate, the current edition of *Robert's Rules of Order Newly Revised* shall prevail.

### Section 6 - Quorum

A quorum of the Delegate Assembly for the purpose of transacting business shall consist of a majority of the number of delegates certified in attendance at the Delegate Assembly meeting.

### Section 7 - Voting

Each certified delegate shall be entitled to one vote in the Delegate Assembly. Each Active Member Board shall select its delegates and alternates from its membership. Voting shall be done in person by the delegates or alternates.

### Section 8 - Proceedings

A summary of the proceedings of meetings of the Delegate Assembly shall be mailed to each registered delegate and to each Active Member Board as soon as practicable.

## Article IV - Board of Directors

### Section 1 - Qualifications

With the exception of the position of Immediate Past President and any ex-officio member serving as chair of the MSBA Council of Past Presidents, to be eligible to serve on the Board of Directors a person must be a member of an Active Member Board and shall have served at least two years on their local Board of Education. This two-year service requirement shall not apply to anyone who is not elected by the MSBA Delegate Assembly.

### Section 2 - Responsibilities

The Board of Directors shall have supervision, control and direction of the affairs of the Association. It shall establish policies or determine changes therein within the limits of the Bylaws, statements of beliefs and resolutions of the Association and shall actively pursue the purposes of the Association. The Board of Directors shall have discretion in the disbursement of Association funds and shall adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board, in the execution of the powers granted, may appoint such agents as it considers necessary.

### Section 3 – Composition

The Board of Directors shall consist of the President, President-Elect, Vice-President and Immediate Past President of the Association; the Board of Directors Representative from each region; a representative from K-8 school districts; a representative from the Kansas City 33 School District; a representative from the Springfield Public Schools District; and a representative from the St. Louis City School District; any Missouri board member who is a member of the Board of Directors of the National School Boards Association or National School Boards Action Center or any current or former Missouri board member who serves as Chair of the MSBA Council of Past Presidents shall be an ex-officio member of the Board.

### Section 4 – Nomination/Election

Nominations/Elections to the Board of Directors shall be conducted by the region, with the exception of the K-8 District Director who shall be nominated and elected by the delegates of the K-8 school districts and Directors representing the Kansas City 33, the Springfield Public Schools and the St. Louis City school districts who shall be nominated and elected by their respective local boards of education. Candidates for the Board of

Directors positions must be nominated and approved by action of their respective local board of education.

## Section 5 – Term of Office

A board member may serve a maximum of four elected terms. All terms of office commence at the conclusion of the Annual Leadership Summit.

Board of Directors Representative Positions - Board of Directors Representatives shall serve two-year terms or until their successors are elected or appointed.

Board of Directors Representatives from odd-numbered regions shall be elected in odd-numbered years and Board of Directors Representatives from even-numbered regions shall be elected in even-numbered years.

Board of Directors K-8 District Representative - A Board member that is serving as the representative from the K-8 districts, shall serve a term of two years with a maximum of four terms or until their successor is elected or appointed.

Board of Directors District Representatives – Board members that are serving as representatives from the Kansas City 33, the Springfield Public Schools and the St. Louis City school districts shall serve a term of two years with a maximum of four terms or until their successors are appointed.

## Section 6 - Meetings

The Board of Directors shall meet at least three times each year. Special meetings of the Board may be called by the President or by the Executive Director when petitioned by at least one-third of the members of the Board of Directors.

## Section 7 - Quorum

A quorum of the Board of Directors shall consist of a majority of the Board.

## Section 8 - Resignation

Resignation, Unsolicited - Any director may resign at any time by giving written notice to the President or the Executive Director. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board.

Resignation, Solicited - If, in the opinion of the Board of Directors, a member is not performing elected duties responsibly, the Board of Directors shall notify the individual if an officer, or in the case of other

members of the Board, the appropriate Regional Executive Committee or Board of Education. The Board of Directors, the Regional Executive Committee or the Board of Education shall then determine whether or not to seek the Board member's resignation.



Resignation, Automatic - A member of the Board of Directors who vacates a local board position, with the exception of the President and the Immediate Past President, shall immediately relinquish their position on the Board of Directors.

## Section 9 – Vacancies

Vacancies occurring on the Board of Directors shall be filled for the balance of the term by: The Regional Executive Committee; by the appropriate Board of Education for representatives from the Kansas City 33, the Springfield Public Schools and the St. Louis City school districts; and by the Board of Directors for the K-8 District Representative and for officers.

## Article V - Officers

### Section 1 - Elected Officers

The elected officers of the Association shall be a President, President- Elect, and Vice-President.

### Section 2 - Eligibility

Any Officer shall have served at least one year on the Missouri School Boards' Association Board of Directors or one year on the Missouri School Boards' Association Regional Executive Committee as Chairperson. Any member of an Active Member Board in the Association at the time of the election of officers who has served three full years on their local board of education shall be eligible for the office of President-Elect and Vice-President. A member of the Board of Directors elected to an office shall immediately resign the former board position.

### Section 3 - Duties of Officers

#### A. President

The President shall preside at meetings of the Association, Board of Directors and Executive Committee, shall be an ex-officio voting member of all board committees, and shall perform such other duties as necessary to the office of President or as may be prescribed by the Board. The President may chair other committees as set forth in Board policy. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of the

Association's affairs.

B. President-Elect

The President-Elect shall render the President assistance as needed in carrying out the work of the Association and any other duties as prescribed by the Board of Directors. The President-Elect serves as a member of the Executive Committee and may chair other committees as set forth in Board policy.

C. Vice-President

The Vice-President shall render the President assistance as needed in carrying out the work of the Association and any other duties as prescribed by the Board of Directors. The Vice-President serves as a member of the Executive Committee and may chair other committees as set forth in Board policy.

D. Immediate Past President

The Immediate Past President serves as a member of the Executive Committee, may chair other committees as set forth in Board policy and assists other officers as requested.

#### Section 4 - Succession

If the President or President-Elect is unable to complete his/her term of office, the officer(s) following in the chain of leadership shall advance and fulfill the balance of the unexpired term(s) until the next annual election.

If the Vice-President is unable to complete his/her term of office, the Board of Directors has the option of appointing an individual to fulfill the position until the next annual election. Eligibility for the position is restricted to members of the Board of Directors.

If the Immediate Past President is unable to complete his/her term of office all duties of the office shall be shared among the remaining officers by assignment of the President.

Should the position of President, President-Elect and Vice-President all be vacant simultaneously, the Board of Directors shall appoint members of the Board to fulfill the unexpired terms.

Individuals that fulfill an unexpired term by succession or appointment will be eligible for election to the same office at the next annual

election.

## Section 5 - Nomination/Election

A Nominating Committee shall be elected annually by the Board of Directors. The committee shall consist of members of the association who will be broadly representative of the seventeen regions within the association. The Immediate Past President shall be the chair of the committee. In addition to the Immediate Past President, eight of the members of the committee shall be elected by the Board of Directors from among the members of the Board of Directors. The eight remaining members shall be appointed by the Board of Directors from the membership at large. The membership of the committee shall be representative of local districts with large, medium and small operating budgets.

Letters of nomination for the offices of President-Elect or Vice-President shall be submitted to the Nominating Committee at least 120 days prior to the Annual Leadership Summit Delegate Assembly. The Nominating Committee will review qualifications of candidates, solicit candidates if necessary, and nominate at least one candidate for each office to be elected. These nominations shall be reported to the membership within seven days following the April municipal elections.

Nominations for the office of President-Elect and Vice-President shall be made to the Nominating Committee. Additional nominations for President-Elect and/or Vice-President, each with prior written consent of the nominee, may be made from the floor of the Delegate Assembly.

Persons who wish to run from the floor may do so upon presentation to the MSBA Headquarters office letters of support submitted by five member school boards located in no fewer than three MSBA regions. These nominating letters of support must be submitted to the MSBA Headquarters office at least 30 days before the Delegate Assembly meeting at the Annual Leadership Summit.

There shall not be an election for president. The President-Elect shall automatically become President at the end of that officer's term as President-Elect. The Delegate Assembly shall elect the officers of the Association at the Annual Leadership Summit.

## Section 6 – Term of Office

The officers of the Association shall serve one-year terms and shall not be elected to consecutive terms in the same position. The years an individual serves as an officer of the Association shall be excluded from

limitation of four elected terms of service on the Board of Directors.

## Section 7 - Executive Director

The administration and management of the Association shall be in a salaried staff head, employed or appointed by and directly responsible to the Executive Committee and the Board of Directors. The person shall have the title of Executive Director and shall act as secretary and treasurer of the Association. The Executive Director shall employ, direct and terminate the employment of members of the staff as necessary. The Director shall manage and direct all functions and activities of the Association and perform such other duties as may be specified by the Board.

## Article VI - Executive Committee

There shall be an Executive Committee consisting of the President, Immediate Past President, President-Elect, Vice-President, and any three persons serving on and elected by the Board of Directors with no more than one Executive Committee member from any one region. The elected members shall serve a term of one year or until their successors are elected or appointed. The membership of the committee shall be representative of local districts with large, medium and small operating budgets. The Executive Director shall be an ex-officio member of the Executive Committee without vote. Meetings of the Executive Committee may be held as needed and shall be called by the Executive Director upon request of the President or upon petition by three members of the Committee. The Executive Committee shall be a policy-making body with authority to conduct business in the interim between meetings of the Board of Directors. Its actions shall be subject to ratification by the Board at their next regularly scheduled meeting.

## Article VII - Committees

The President, with the consent of the Executive Committee, shall establish and make necessary appointments to Standing, and/or Ad Hoc Committees as may be required.

## Article VIII - Regions

### Section 1 - Establishment

The Board of Directors may provide for the organization and government of regional divisions of the Association. It may modify the boundaries of any region so created or terminate its existence, giving due consideration to such factors as geography, number of boards of

education, and pupil population, in order to provide for equitable representation and effective operation. The boundaries of regions shall be periodically reviewed by the Board.



## Section 2 - Purpose

The purpose of establishing regional divisions is to enhance the effectiveness of MSBA's governance structure by providing balanced representation on the Board of Directors and committees.

## Section 3 – Membership

Membership in the region shall be comprised of all Boards of Education which are Active Member Boards of the Missouri School Boards' Association.

Member districts are eligible to participate in their respective regional governance and programmatic activities.

## Section 4 – Regional Executive Committee

Each region shall be represented by a Regional Executive Committee. The committee shall include the following: Regional Chair, Board of Directors Representative, and additional representatives as set forth in the Association's policy on Regional Executive Committees.

The K-8 District Representative and representatives of Kansas City 33 School District, Springfield Public Schools District, and St. Louis City School District shall be members of their respective Regional Executive Committee. No member board shall have more than one representative on the Regional Executive Committee except for member(s) that qualify for a District Representative.

Vacancies occurring in the Board of Directors Representative and/or Regional Chair position of the Regional Executive Committee shall be appointed by the remaining members of the committee and serve until the next election. In the event that the majority of the Regional Executive Committee is no longer composed of duly elected board members serving on an active member board, the MSBA Executive Committee shall appoint new committee members who will serve until the next election.

## Section 5 – Term of Office

Regional Chairs will be elected by the delegates of their respective regions. Regional Chairs will serve two year terms with a limit of four elected terms and the term will be staggered with the two year term of the Regional Board of Directors Representative. All other members of the Regional Executive Committee will be appointed by the Regional Chair, serve a one year term and be limited to four consecutive one year terms in

the same position.

## Section 6 – Regional Delegate Team

Each region shall be represented by a Regional Delegate Team composed of the members of the respective Regional Executive Committee and the District Delegates of that region.

## Article IX - Finance

### Section 1 - Dues

Dues shall be due and payable July 1. An eligible member who has not paid dues by August 1 shall cease to be a member of the Association until such dues are paid.

### Section 2 - Budget

Any annual budget for the operation of the Association shall be adopted by the Board of Directors where a vote shall be taken for approval. The budget will then be presented to the Delegate Assembly.

### Section 3 - Fees

Fees may be charged for special services rendered by the Association.

## Article X - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order which the Association may adopt.

## Article XI - Amendments

These Bylaws may be amended by a two-thirds vote of the Delegate Assembly at the Annual Leadership Summit meeting or at a Delegate Assembly meeting specifically called for that purpose, provided that the amendment has been approved by the Board of Directors either before or after the action of the Delegate Assembly. Notice of proposed amendments shall be sent to the membership thirty days prior to the meeting. Amendments may be proposed by the Board of Directors or by an Active Member Board. Amendments receiving a two-thirds vote shall become effective 30 days following the Delegate Assembly at which the amendment(s) were approved, unless provision for an

alternate date of effectiveness is adopted as a proviso at the time the amendment is adopted.

\*Adopted: June 3, 2011  
Revised: June 15, 2012  
Revised: June 7, 2013  
Revised: June 4, 2016  
Revised: June 8, 2019

