**ARTICLES OF INCORPORATION**

**OF THE**

**UTAH SCHOOL BOARDS ASSOCIATION**

**ARTICLE I**

The NAME of this Corporation shall be the

UTAH SCHOOL BOARDS ASSOCIATION

**ARTICLE II**

The period of duration of this Corporation shall be perpetual.

**ARTICLE III**

The PURPOSES, for which this Corporation is formed, are:

FIRST: To develop, strengthen, and coordinate the work of the School Boards of the public schools of the State of Utah in their efforts to promote the educational interests of the State of Utah.

Second: To deal with issues in whatever manner may be deemed best by the Board of Directors under conditions as they develop or exist within the provisions of these Articles.

Third: To disseminate information pertaining to School Districts of the State of Utah.

Fourth: To provide a voluntary cooperative forum and vehicle for the exchange of ideas and the advancement of the common concerns of all school districts. Always recognizing that each district is an independent unit of government free to pursue its own interests and independently as it determines.

**ARTICLE IV**

This Corporation shall not afford pecuniary gain, incidental or otherwise to its Members.

**ARTICLE V**

This Corporation shall be empowered to hold property and to do anything permitted under the laws of the State of Utah for such a corporation.

**ARTICLE VI**

The registered office of the Corporation shall be Salt Lake City, Utah or such other address as may be designated by the Directors of the Corporation, from time to time

**ARTICLE VII**

The Corporation shall have no capital stock.

**ARTICLE VIII**

Section 1. Any Board of Education of any School District in the State of Utah may become a Member of this Corporation by payment of dues provided by the By Laws of the Corporation from time to time.

Section 2. Any funds remaining from said dues at any time of dissolution of said Corporation shall be returned pro rata, to the amount originally contributed, to the District Boards of Education which so contributed.

Section 3. Each School Board Member when present and voting shall be entitled to one vote on all questions coming before the annual meeting and no proxy votes shall be permitted.

Section 4. No person shall retain his or her voting directorship of the Corporation after he or she ceases to be a Member of a local School Board which is a Member of this Corporation.

Ex officio Membership of the Board of Directors may be provided for on a vote of the Board of Directors where it is deemed in the best interest of the Corporation. Officers and Directors of the Corporation who have ceased to be regular Members of a District School Board shall continue to hold their respective offices until the next annual election of the Corporation.

**ARTICLE IX**

The State of Utah shall be divided into sixteen (16) regions for the purpose of the Utah School Boards Association, comprised of the following School Districts:

Region I Cache, Logan, Rich

Region II Morgan, Ogden, Box Elder

Region III Davis

Region IV No. Summit, So. Summit,

 Park City, Wasatch

Region V Salt Lake City

Region VI Granite

Region VII Provo, Murray, Tooele

Region VIII Carbon, Daggett, Duchesne, Emery, Grand, San Juan, Uintah

Region IX Jordan

Region X Juab, No. Sanpete, Piute, Sevier,

 So. Sanpete, Tintic, Wayne

Region XI Beaver, Garfield, Iron, Kane, Millard

Region XII Alpine

Region XIII Weber

Region XIV Nebo

Region XV Washington

Region XVI Canyons

**Article X**

The Board of Directors of this Corporation shall consist of twenty one (21), seventeen (17), of whom shall be nominated at each annual meeting as follows:

One Director from each of the regions of the state; and after said nomination, said Directors shall be elected by a majority of Members voting at the annual meeting of the School Board Members. In addition thereto, the State Board of Education (ref. Article VIII, Sec. 1) may designate a Director and the elected and appointed Officers of the Corporation shall be Directors during their term of office, and the retiring President of the Board of the Corporation shall be Director for the year following his/her retirement from the Presidency.

Whenever a Utah School Board Member is elected to a position with the National School Boards Association, that School Board Member will be an ex-officio member invited to attend the Board of Directors meetings of the Utah School Boards Association, and will have voice and vote in those meetings. He/she will be invited to the Executive Committee meetings as an ex-officio member without voting rights.

**BY LAWS**

**OF THE**

**UTAH SCHOOL BOARDS ASSOCIATION**

**I**

**MEMBERSHIP**

Section 1. The Membership of this Corporation shall be as provided in the Article of Incorporation and supplemented herein.

Section 2. All members of a School Board of a public school in the State of Utah, which has paid its current dues, shall be entitled to vote at Corporation membership meetings.

**Article II**

**MEETINGS OF MEMBERS**

Section 1. ANNUAL MEETING – The annual meeting of the Members of this Corporation shall be held on Friday and Saturday of the second week in January of each year. Notice of the time and place of such annual meeting shall be mailed by the Executive Director to each local School Board Member at least thirty (30) days in advance of such meeting.

Section 2. SPECIAL MEETINGS – Special meetings of the Members of the Corporation shall be called by the President of the Board upon the written request of not less than five (5) Members of the Board of Directors. Notice of all special meetings shall be mailed to each local School Board Member at least (10) days in advance of such meetings.

Such notice shall state the object of the meeting and the subject to be considered there at.

Section 3. QUORUM – A majority of the local School Board Members present at any regularly called meeting or annual meeting shall constitute a quorum for voting purposes.

**III**

**DELEGATE ASSEMBLY**

Section 1. POLICY MAKING BODY – The Policy making body of the Utah School Boards Association shall be known as the Delegate Assembly.

Section 2. POWERS OF THE DELEGATE ASSEMBLY – The Delegate Assembly:

a.Shall adopt rules of procedure for the conduct of meetings of the Delegate Assembly.

b. May adopt policies and resolutions pertinent to the purposes and objectives of the Utah School Boards Association.

c. May delegate to the Board of Directors any of its powers except those of the adoption of policies and resolutions of the Association.

Section 3. COMPOSITION

 The Delegate Assembly shall consist of voting delegates who shall be entitled to one vote each and Members of the Board of Directors entitled to the right of expression, but no vote unless such Director has been designated a voting delegate by his/her local School Board.

Voting delegate shall be a School Board Member designated by his/her local Board as their delegate and two (2) delegates at large from each region of the Utah School Boards Association to be elected by and from the region at the annual Convention.

Section 4. MEETINGS

a. The Delegate Assembly shall hold at least one meeting annually. The Delegate Assembly may hold additional meetings on reasonable notice, upon call of the President of the Board or by a majority of the Board of Directors, such places as the President of the Board or the Board of Directors may designate.

b. The agenda for meetings of the Delegate Assembly

 shall be prepared by the Board of Directors.

Copies of the agenda shall be mailed by the Executive Director to each voting delegate at least ten (10) days before the date of such meeting of the Delegate Assembly.

The first order of the agenda of each meeting following a call of order will be prayer asking for divine guidance in all deliberation of the Delegate Assembly.

Section 5. 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.

 b. A quorum shall consist of a least one half of the full voting strength of the Delegate Assembly. (Existence of a quorum shall be established at the call to order of the Delegate Assembly, and once established shall be assumed for the remainder of that meeting). No delegate shall vote by proxy.

Section 6. POLICY DEVELOPMENT

Proposed policies, resolutions, or amendments shall be submitted by delegates at least thirty (30) days prior to the Delegate Assembly.

 a. In order for legislative proposals to become the official position of the Association they must be adopted by a two-thirds (2/3) vote of those present.

 b. The Delegate Assembly, at its pleasure, may consider emergency resolutions.

**IV**

**BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be constituted as provided in the Articles of Incorporation.

a. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

b. The Board of Directors shall hold at least four (4) meetings annually at such time and place as determined by the President of the Board. Additional meetings of the Board of Directors may be called by the President of the Board or by the written request of a majority of the members of the Board of Directors. A quorum shall consist of a majority of the Board as constituted at that time.

c. At all meetings of the Board of Directors, the President of the Board, or in his/her absence, the First Vice President shall act as chairman. The recording secretary shall be designated by the Board.

Section 2. COMPOSITION – The Board of Directors shall be composed of three elected officers, the President, First Vice President, Second Vice President, the immediate Past President and other Members elected on the basis of one from each region. (THE NUMBER OF REGIONS REPRESENTED ON THE BOARD OF DIRECTORS MAY VARY FROM TIME TO TIME DUE TO FLUCTUATIONS IN LOCAL DISTRICT ENROLLMENTS). The State Board of Education may designate one of its numbers to serve.

a. A local school district may petition the Board of Directors for designation as single district region when the student population of the district reaches 24,000 based on the official October 1 State Board count of students.

b. When a local school district student population falls below 24,000 for three consecutive school years, based on the official October 1 state count of students, the local board will lose single district region designation and the Board of Directors will configure multi-district regions based on that information.

c. Changes in region designations will be reported by the Board of Directors at the first annual meeting following changes. These changes will be subject to By Laws Amendment as outlined in Article IX.

Section 3. ELECTIONS – One Director from each of the following Regions shall be elected to the Board of Directors.

Region I Cache, Logan, Rich

Region II Morgan, Ogden, Box Elder

Region III Davis

Region IV No. Summit, So. Summit,

 Park City, Wasatch

Region V Salt Lake City

Region VI Granite

Region VII Provo, Murray, Tooele

Region VIII Carbon, Daggett, Duchesne,

 Emery, Grand, San Juan, Uintah

Region IX Jordan

Region X Juab, No. Sanpete, Piute,

 Sevier, So. Sanpete, Tintic, Wayne

Region XI Beaver, Garfield, Iron, Kane, Millard

Region XII Alpine

Region XIII Weber

Region XIV Nebo

Region XV Washington

Region XVI Canyons

Section 4. TENURE OF OFFICE – Directors shall be elected as designated during the annual meeting.

a. Each Director shall be elected at the annual Convention for a term of two (2) years and shall serve until his/her successor has been elected.

b. Directors from single district regions shall be elected in odd-numbered years. Directors from multi-district regions shall be elected in even-numbered years.

Section 5. DUTIES OF OFFICE – The Board of Directors shall have supervision, control and direction of the affairs of the Utah School Boards Association within the limits of and consistent with the policies promulgated by the Delegate Assembly and these By Laws. The Board of Directors shall actively promote the purposes of the Association, shall adopt the Association’s dues and budget, and shall have discretion in the disbursement of the Association’s funds. The Board of Directors may 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 6. RESIGNATIONS – Any Director of the Corporation may resign at any time giving written notice to the Board of Directors through the President of the Board of USBA. Such resignation shall take effect when accepted by the Board of Directors.

Section 7. VACANCIES – Any vacancy in the Board of Directors for any reason shall be filled by the Board of Directors for the unexpired term. Any vacancy filled by the Board of Directors shall be filled from the appropriate region.

**V**

**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 of the Board, First Vice President, Second Vice President, immediate Past President and two additional Members, one of whom shall be from a single district region and the other from a multi-district region. The additional Members are selected by the Board of Directors from its membership. The Executive Director shall be as an ex-officio Member.

Section 3. DURATION OF OFFICE – The term of each Officer Member of the Executive Committee shall be concurrent with the term of his/her office as an Officer of the Association. The term of each additional Member shall be from the date of election to the last day of the next annual meeting of the Association or until his/her successor is elected.

Section 4. RESPONSIBILTY

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

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

Section 5. MEETINGS – The Executive Committee shall hold at least four (4) meetings annually and may hold additional meetings, upon reasonable notice, on call of the President of the Board.

Section 6. 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.

**VI**

**ELECTION AND APPOINTMENT OF OFFICERS**

Section 1. The Officers of this Corporation shall consist of a President, First Vice President, Second Vice President, immediate Past President, and an Executive Director – Secretary / Treasurer.

Section 2. At the annual meeting of the Membership there shall be a Second Vice President elected, whose term of office will alternate between single district regions and multi-district regions. Multi-district regions will elect on even-numbered years and single district regions will elect on odd-numbered years. Officers shall be elected for a period of four (4) years. The President, First Vice President, Second Vice President must be members serving on a local board of education.

Section 3. At the annual meeting of the Membership of the Corporation the President of the Board automatically releases his/her office and the First Vice President of the Board advances to President of the Board and the Second Vice President advances to First Vice President.

Section 4. The Board of Directors shall appoint an Executive Director (Secretary/Treasurer) for a two (2) year term, commencing in July 1 of each even-numbered year.

**VII**

**DUTIES AND SUCCESSION OF OFFICERS**

Section 1. The President of the Board shall preside at all meetings of this Corporation and the Board of Directors and shall be a Member ex officio of all regular and special committees.

The First Vice President and Second Vice President, in order, shall assume and perform the duties of the President of the Board in absence of that Officer.

The Executive Director shall be responsible to and work under the direction of the Board of Directors. He/she shall attend to communications of the Corporation, provide for the keeping of the minutes of meetings, forward complaints to the President of the Board, give notice of meetings called by the Officers and keep a record of all monies received and disbursed by the Corporation. He/she shall also notify all school districts of dues.

Section 2. An Officer or employee may be removed, either with or without cause, by a vote of Majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose.

Section 3. Any Officer may resign at any time by giving written notice to the Board of Directors through the President of the Board or through the Executive Director of the Corporation.

Section 4. All Officers, including Directors, shall continue to hold the office to which elected or the term thereof until the successor is selected and qualified.

**VIII**

**PAST PRESIDENTS AND**

**HONORARY MEMBERS**

A Member who has served his/her term as Past President of the Board shall automatically become an honorary Member of the Corporation with the right to take part in all proceedings, but he/she shall have no right to vote. The Board of Directors may present to the annual meeting the names of other worthy persons who have contributed some outstanding service to education and such persons may be elected honorary Members of the Corporation. Honorary Members shall have no voting privileges.

A Past President who is no longer a Member of a local board may complete his or her term as Past President of the Utah School Boards Association. In years when the Past President cannot serve his or her term, the Executive Committee shall be increased by one member. The committee member will represent either multi-district regions or single district regions, depending on which group the Past President would have been representing.

**IX**

**AMENDMENTS TO BY LAWS**

These By Laws may be amended by a vote of two-thirds (2/3) of the Members present at any regularly called and duty constituted meeting of the Members of the Corporation, provided due notice of the proposed amendment has been sent to all Members in accordance with all these By Laws.

**Amended and Restated January 10, 2009**

About USBA. . .

The Utah School Boards Association was founded in 1932 by local school board members throughout the State of Utah who recognized, even then, the need for a concerted voice on behalf of children, parents, local taxpayers and board members.

USBA became a state-wide organized association when the 1959 State Legislature passed an act which permitted local Boards of Education to join and pay dues to the Utah School Boards Association. USBA represents all 41 Utah School districts and the State Board of Education.

The Association is governed by a Board of Directors consisting of one member from each of the sixteen regions within the state, a representative from the State Board of Education, and the four elected officers of the Association: the President and the First and Second Vice-Presidents, as well as the Past President. Whenever a Utah school board member holds an elected position with the National School Boards Association, that person also serves on the Board of Directors.

www.usba.cc

 ARTICLES OF INCORPORATION

 BY LAWS

 UTAH SCHOOL BOARDS ASSOCIATION



 Utah School Boards Association

 860 East 9085 South

 Sandy, UT 84094

 Approved January 10, 2009