

ARTICLES OF INCORPORATION
AND BY-LAWS
UTAH SCHOOL BOARDS ASSOCIATION



Utah School Boards Association
860 East 9085 South
Sandy, UT 84094

Approved _____ ~~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 ~~coerced~~unified 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 permit~~ting local, publicly elected Boards of Education to join and pay dues to the Utah School Boards Association. USBA represents all 41 Utah ~~S~~chool districts and the State Board of Education. Utah Code Title 53A, Chapter 5.

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, President Elect, ~~and the First and Second~~ Vice-Presidents, ~~as well as the~~ and Immediate 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.~~The Utah School Boards Association shall provide advocacy, leadership, training and quality services for effective school board governance.

www.usba.cc

**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 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.

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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 ~~publicly elected~~ Board of Education of any ~~S~~school ~~D~~istrict in the State of Utah may become a Member of this Corporation by payment of dues ~~provided by in accordance with~~ 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 the~~ Corporation shall be returned, ~~pro rata,~~ to the amount originally contributed, to the ~~District~~ Boards of Education which so contributed.

Section 3. Each ~~individual S~~school ~~B~~oard ~~M~~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 ~~or continue as an Officer of the Corporation~~ after he or she ceases to be a ~~M~~member of a local ~~S~~school ~~B~~oard which is a Member of this Corporation, ~~except that he or she may continue to hold his or her USBA office or position until the next annual meeting and elections of the Corporation.~~

Section 5.

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.~~

Comment [PLT1]: I have revised so that the capitalized "Member" is only used when referring to the Board of Education as the "member" of the association, in contrast to individual board members as part of their respective boards.

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Comment [PLT2]: This has been moved to Section 4 to make clear that this language is a qualification to Section 4, and is not in conflict with Section 4.

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 ~~S~~school ~~D~~istricts:

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~~ ARTICLE X

The Board of Directors of this Corporation shall (except when there is an NSBA member as stated below) consist of twenty one (21) members, ~~appointed seventeen (17), of whom shall be nominated at each annual meeting~~ as follows:

Sixteen (16) members shall be elected from the regions. At each annual meeting, either single-district regions or multi-district regions shall nominate and elect by majority vote of each region's members one Director to the Board of Directors. Single-district regions shall elect Directors in odd-numbered years and multi-district regions shall elect Directors in even-numbered years.~~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.~~

One (1) member shall be designated by~~In addition thereto,~~ the State Board of Education

~~from among its members, who will have voice and vote in the meetings of the Board (ref. Article VIII, Sec. 1) may designate a Director and the elected and appointed~~

~~The four (4) Officers of the Corporation (President, President Elect, Vice President, and Immediate Past President) 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~~In the event a Utah ~~S~~school ~~B~~board ~~M~~member is elected to a position with the National School Boards Association, that ~~S~~school ~~B~~board ~~M~~member will be an ex-officio member ~~of invited to attend~~ the Board of Directors, ~~entitled to a meetings of the Utah School Boards Association, and will have~~ voice and vote in ~~those~~the Board's meetings ~~during the term of the national position.~~ He ~~/or~~ she will ~~also be an~~be invited to the Executive Committee meetings as an ex-officio non-voting member of the Executive Committee~~without voting rights.~~

**BY-LAWS
OF THE
UTAH SCHOOL BOARDS ASSOCIATION**

ARTICLE I

MEMBERSHIP

Section 1. **MEMBERSHIP.** The Membership of this ~~Corporation~~Association shall be as provided in the Articles of Incorporation and supplemented herein.

Section 2. **VOTING RIGHTS.** Each member of a publicly elected Board of Education in the State of Utah shall be entitled to one vote at Association membership meetings, provided the member's school district has paid its current dues.~~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~~Association shall be held on a Friday and Saturday ~~of the second week~~ in January of each year. Notice of the time and place of ~~such~~the annual meeting shall be mailed by the Executive Director to each local ~~S~~school ~~B~~board ~~M~~member at least thirty

(30) days in advance of ~~such~~the meeting.

Section 2. SPECIAL MEETINGS. – Special meetings of the Members of the ~~Corporation~~Association shall be called by the President of the ~~Board~~Association 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 ~~S~~chool Board ~~M~~ember 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. – ~~For there to be a quorum for voting purposes at any meeting of the Association, a~~ majority of the ~~current~~ local ~~S~~chool Board ~~M~~embers must be present at the meeting at any regularly called meeting or annual meeting shall constitute a quorum for voting purposes.

ARTICLE III

ELECTION OF OFFICERS AND APPOINTMENT OF EXECUTIVE DIRECTOR

Section 1. The Officers of the Association shall consist of a President, President Elect, Vice President, and Immediate Past President. Officers shall serve for a period of four (4) years.

Section 2. A Vice President shall be elected at each annual meeting of the Members. In even-numbered years the Vice President shall be elected by and from the multi-district regions. In odd-numbered years the Vice President shall be elected by and from the single-district regions. The President, President Elect, and Vice President must continue to be members of a local board of education.

Section 3. When the new Vice President is elected at the annual meeting of the Members, the President of the Association automatically leaves that office and becomes the Immediate Past President, the President Elect becomes the President and the Vice President becomes the President Elect.

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

Comment [PLT3]: The existing version lists the Executive Director as an officer, but since the officers are Directors and Directors vote (but the Executive Director does not), the Executive Director doesn't appear to be properly classed as an Officer.

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 a 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 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.~~

ARTICLE IV

BOARD OF DIRECTORS

Section 1. AUTHORITY. The Board of Directors shall be the governing body of the Utah School Boards Association~~constituted as provided in the Articles of Incorporation.~~

Section 2. POWERS.

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

~~b. The Board of Directors may adopt rules of procedure for conducting Association meetings.~~

~~c. The Board of Directors may adopt policies pertinent to the purposes and objectives of the Association.~~

~~d. The Board of Directors may create standing and ad hoc committees as needed.~~

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Section 3. MEETINGS.

~~a. 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 Association. Additional meetings of the Board of Directors may be called by the President of the Board Association 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.~~

~~a.b. c. At all meetings of the Board of Directors, the President of the Board Association, or in his for her absence, the First Vice President Elect,~~

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shall act as chairman. ~~The recording secretary shall be designated by the Board.~~

Section 24. ~~COMPOSITION.~~ ~~– The Board of Directors shall be composed~~comprised of ~~three elected officers, the four Officers, one member of the State Board of Education designated by that board, any Utah school board member presently holding an elected position with the National School Boards Association, and one elected Director from each of the Association regions~~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 53. ~~ELECTIONS~~REGIONS. ~~– One Director~~school board member 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

Comment [PLT4]: These sections have been moved to the end of Section 5 as being more closely related to the listing of regions in that section.

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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

A local school district may petition the Board of Directors for designation as single district region when the student population of the district reaches 20,000 based on the official October 1 State Board of Education count of students.

When a local school district student population falls below 20,000 for three consecutive school years, based on the official October 1 count of students, the local board may lose single district region designation and the Board of Directors will reconfigure multi-district regions based on that information.

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

Section 64. ELECTIONS AND TERMSTENURE OF OFFICE. – Directors ex officio (Officers and those holding positions with the National School Boards Association) become Directors upon taking their office and continue as Directors while they remain in the office. Directors representing USBA regions are nominated from and elected by the respective regions at the annual meeting for a term of two (2) years and until the director's successor has been elected. ~~shall be elected as designated during the annual meeting.~~ However, a region-representing Director who is no longer a member of a local school board is no longer qualified to serve as a Director and shall vacate that position at the next annual meeting of the Members.

~~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 75. DUTIES OF ~~OFFICE~~DIRECTORS. – 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 the Articles of Incorporation~~ and these By-Laws. The Board of Directors shall actively promote the purposes of the Association, shall ~~adopt~~set the Association's dues and adopt its 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 86. RESIGNATIONS. – Any Director of the ~~Corporation~~Association may resign at any time by giving written notice to the Board of Directors through the President of the ~~Association~~Board of USBA. Such resignation shall take effect when accepted by the Board of Directors.

Section 97. VACANCIES. – ~~Any~~ny vacancy in a regional Director position in on the Board of Directors ~~for any reason~~ shall be filled by appointment of a school board member from the represented region by the Board of Directors. ~~for the unexpired term. Any vacancy filled by the Board of Directors shall be filled from the appropriate region. The appointee shall serve for the remaining unexpired portion of the term.~~

ARTICLE 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~~comprised of the Association's ~~Officers~~President of the Board, First Vice President, Second Vice President, immediate Past President and two additional ~~M~~members drawn from and selected by the Board of Directors, 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 additional members shall be selected in the first meeting of the Board after the annual meeting.~~ The Executive Director shall ~~serve as~~ be as an ex-officio ~~M~~member without voting rights. A member of a Utah board

of education who is serving in a position with the National School Boards Association shall also be an ex-officio member without voting rights.

Section 3. DURATION OF OFFICE. - The term of each Officer ~~Member of serving on~~ the Executive Committee shall be concurrent with the term of his ~~/ or~~ her office as an Officer of the Association. The term of each additional ~~m~~Member serving on the Executive Committee shall be from the date of selection to the last day of the next annual meeting of the Association or until his ~~or/~~ her successor is selected.

Comment [PLT5]: The term has been changed to "selected" instead of "elected" to draw a distinction between the member being elected to the Board of Directors by the region and the member director being selected by the Board to be on the Executive Committee (though that selection would also be by vote of the Board).

Section 4. RESPONSIBILITY. 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 to the Board of Directors 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~~ as called by the President of the ~~Board~~ Association.

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 ~~the Committee~~ 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.~~

Comment [PLT6]: I moved this section to earlier in the bylaws to provide additional context for other provisions relating to officers.

~~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.~~

ARTICLE VII

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DUTIES AND SUCCESSION OF OFFICERS AND EXECUTIVE DIRECTOR

~~Section 1. PRESIDENT'S DUTIES. The President of the Board Association shall preside at all meetings of this the Association Corporation and the Board of Directors and shall be a Member ex officio of all regular and special committees. The First Vice President Elect and Second Vice President, in order, shall assume and perform the duties of the President of the Board in the absence of that Officer.~~

Section 2. EXECUTIVE DIRECTOR.

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

~~Section 23. REMOVAL. An Officer or employee the Executive Director may be removed, either with or without cause, by a vote of 2/3 Majority vote of the whole total membership of the Board of Directors at a regular meeting of that Board or at a special meeting called for that purpose.~~

~~Section 34. RESIGNATION. 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, except that if an Officer is no longer a member of a local board of education, the Officer shall vacate the office at the next annual meeting of the Members.~~

Section 5. VACANCIES.

- ~~a. If there is a vacancy for any reason in the office of the President, the President Elect shall succeed to the office immediately and shall have all the powers and perform all the duties of the office. The President Elect shall serve a full term as President upon completing the term caused by the vacancy.~~
- ~~b. If there is a vacancy for any reason in any office which cannot be filled by~~

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these provisions for succession to office, the Board of Directors shall appoint from its own membership an officer pro tempore to perform the duties of the vacated office until the office is filled by an election by the Delegate Assembly at the annual meeting of the Association.

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ARTICLE VIII

PAST PRESIDENTS-AND HONORARY MEMBERS

A Member who has served his ~~for~~ her term as Immediate Past President of the Board shall automatically become an honorary ~~M~~member of the ~~Corporation~~Association with the right to take part in all proceedings, but he ~~for~~ 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.~~

An Immediate Past President who is no longer a ~~M~~member of a local school board may complete his or her term as Immediate Past President of the ~~Utah School Boards~~ Association.

In years when the Immediate 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.

ARTICLE VIII

DELEGATE ASSEMBLY

Section 1. DUTIES OF THE DELEGATE ASSEMBLY.

- a. The legislative committee is a USBA standing committee charged with recommending the legislative agenda to the Association Board of Directors for their approval. The Board of Directors will then forward the final recommendation to the Delegate Assembly
- b. Action agenda items may be submitted for the annual meeting of the Delegate Assembly of the Association by local boards of education, the Board of Directors of the Association or by any committee appointed by it. Proposed agenda items, resolutions, or amendments shall be submitted by delegates in writing to the Executive Committee at least 45 days prior to the meeting of the Delegate Assembly.
- c. Copies of the agenda shall be mailed by the Executive Director to each voting

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- delegate at least 10 days before the Delegate Assembly meets.
- d. 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.
 - e. The Delegate Assembly by 2/3 majority vote may consider emergency resolutions.
 - f. The Delegate Assembly may authorize the legislative committee to take action on legislative matters consistent with the established Delegate Assembly positions but not discussed by the Delegate Assembly.
 - g. Action agenda items passed at the annual delegate assembly will constitute the legislative position of the Association until the next meeting of the Delegate Assembly.

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Section 2. COMPOSITION. The Delegate Assembly shall consist of voting delegates and the members of the Board of Directors, who are entitled to the right of expression but no vote unless the Director has been designated a voting delegate by his or her local school board.

Voting delegates shall include a school board member from each public school district as designated by his or her local board and two (2) at large delegates elected by and from each region of the Association at the annual meeting of the Association.

Section 3. MEETINGS. The Delegate Assembly shall meet at least annually. The Delegate Assembly may hold additional meetings on reasonable notice, called by the President of the Association, at a place the President of the Association or the Board of Directors designates.

Section 4. 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. No delegate may vote by proxy.
- A quorum shall consist of at least one half of the eligible voting members 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.

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ARTICLE IX

AMENDMENTS TO BY-LAWS

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

| Amended and Restated ~~January 10, 2009~~_____.