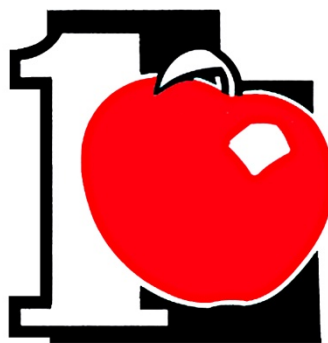


**ARTICLES OF INCORPORATION
AND BYLAWS OF THE
UTAH SCHOOL BOARDS ASSOCIATION**



Support Utah Public Schools
... where learning comes first!

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

Approved _____

ABOUT USBA

Recognizing the need for a unified voice on behalf of children, parents, and taxpayers, local school board members founded the Utah School Boards Association (USBA) in 1932.

USBA became a statewide, organized association in 1959 when the state legislature passed an act permitting local, publicly elected boards of education to join and pay dues. USBA represents all 41 Utah school 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: president, president-elect, vice president, and immediate past president. The Utah School Boards Association provides 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 the following:

First, to develop, strengthen, and coordinate the work of local public school boards of the State of Utah in their efforts to promote the educational interests of Utah students.

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

Third, to disseminate information pertaining to school districts in the State of Utah.

Fourth, to provide a voluntary, cooperative forum and vehicle for the exchange of ideas and the advancement of common concerns among all school districts, always recognizing that each district is an independent unit of government free to pursue its own interests 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 in Salt Lake County, Utah, or, from time to time, such other address as the directors of the corporation may designate.

ARTICLE VII

The corporation shall have no capital stock.

ARTICLE VIII

Section 1. Any publicly elected board of education of any school district in the State of Utah may become a member of this corporation by payment of dues in accordance with the bylaws of the corporation.

Section 2. Any funds remaining from dues at any time of dissolution of the corporation shall be returned, pro rata to the amount originally contributed, to the boards of education that so contributed.

Section 3. Each individual 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 or continue as an officer of the corporation after he or she ceases to be a member of a local school board, 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. An immediate past president of the association may complete his or her term even when he or she is no longer a member of a local school board.

Section 5. Ex-officio membership on the Board of Directors may be offered, if deemed in the best interest of the corporation, by vote of the Board of Directors.

ARTICLE IX

The State of Utah shall be divided into sixteen (16) regions for the purposes 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 | North Summit, South 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, North Sanpete, Piute, Sevier, South 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) members, except for National School Boards Association (NSBA) officers as described below, appointed as follows:

Sixteen (16) members shall be elected from the regions. Single-district regions shall elect directors in odd-numbered years and multi-district regions shall elect directors, by majority vote of the region member districts, in even-numbered years at the annual meetings.

One (1) member shall be designated by the State Board of Education from among its members, who will have voice and vote in the meetings of the Board of Directors.

The four (4) officers of the corporation (president, president-elect, vice president, and immediate past president) shall be directors during their terms of office.

In the event a Utah school board member is elected to a leadership position with the NSBA, that school board member will be an ex-officio member of the Board of Directors, entitled to a voice and vote in the board's meetings during the term of such national position. He or she will also be an ex-officio non-voting member of the Executive Committee.

BYLAWS OF THE UTAH SCHOOL BOARDS ASSOCIATION

ARTICLE I MEMBERSHIP

Section 1: Membership. The membership of this association shall be as described 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.

ARTICLE II MEETINGS OF MEMBERS

Section 1: Annual Meeting. The annual meeting of the members of this association shall be held on a Friday and Saturday in January of each year. The executive director shall mail notice of the time and place of the annual meeting to each local school board member at least thirty (30) days in advance of the meeting.

Section 2: Special Meetings. The president of the association shall call special meetings of the members of the association upon the written request of not less than five (5) 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.

Section 3: Quorum. A majority of the current local school board members must be present at any meeting of the association to constitute a quorum for voting purposes.

ARTICLE III ELECTION OF OFFICERS AND APPOINTMENT OF EXECUTIVE DIRECTOR

Section 1: Officers. 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: Vice President. 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: Succession. 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: Executive Director. The Board of Directors shall appoint an executive director for a two (2) year term, commencing in July 1 of even-numbered years.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Authority. The Board of Directors shall be the governing body of the Utah School Boards Association.

Section 2: Powers.

- a. The Board of Directors shall manage the property, affairs, and business of the association.
- 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.

Section 3: Meetings.

- a. The Board of Directors shall hold at least four (4) meetings annually at such time and place as the president of the association determines. Additional meetings of the Board of Directors may be called by the president of the association or by written request of a majority of the members of the Board of Directors. A quorum shall consist of a majority of the Board of Directors as constituted at the time a meeting is held.
- b. At all meetings of the Board of Directors, the president of the association, or in his or her absence the president-elect, shall act as chairman.

Section 4: Composition. The Board of Directors shall be comprised of the four officers, the director designated by the State Board of Education, any Utah school board member presently holding an elected position with the National School Boards Association (NSBA), and one elected director from each of the sixteen (16) association regions.

Section 5: Regions. One 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	North Summit, South 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, North Sanpete, Piute, Sevier, South 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 a single-district region when the student population of that 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, that district may lose single-district region designation and the Board of Directors may reconfigure the multi-district regions.

The Board of Directors shall report changes in region designations at the first annual general membership meeting following those changes. Any changes shall be subject to bylaws amendment as outlined in Article IX.

Section 6: Elections and Terms. Directors ex officio (officers and those holding positions with NSBA) become directors upon taking their office and continue as directors while they remain in the office. Directors representing USBAs are nominated from and elected by the respective regions at the annual meeting for a term of two (2) years and until a successor has been elected. 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.

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 7: Duties of Directors. The Board of Directors shall supervise, control, and direct the affairs of the Utah School Boards Association within the limits of and consistent with the Articles of Incorporation and these bylaws. The Board of Directors shall actively promote the purposes of the association, shall set the association's dues and adopt its budget, and shall have discretion in disbursing the association's funds. The Board of Directors may adopt rules and regulations for the conduct of its business and may appoint agents as necessary to the execution of its powers.

Section 8: Resignations. Any director of the association may resign at any time by giving written notice to the Board of Directors through the president of the association. Such resignation shall take effect when accepted by the Board of Directors.

Section 9: Vacancies. The Board of Directors shall appoint a school board member from the represented region to fill a vacancy in a regional director position. Such an appointee shall serve for the remaining portion of that director's unexpired term.

ARTICLE V EXECUTIVE COMMITTEE

Section 1: Function. The Executive Committee 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 comprised of the association's officers and two additional 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 shall be selected in the first meeting of the board after the annual meeting. The association's executive director shall serve as an ex-officio member without voting rights. A member of a Utah board of education who is serving in a position with the National School Boards Association (NSBA) shall also be an ex-officio member without voting rights.

Section 3: Duration of Term. The term of each officer serving on the Executive Committee shall be concurrent with the term of his or her service as an officer of the association. The term of each additional 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.

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.

Section 5: Meetings. The Executive Committee shall hold at least four (4) meetings annually and may hold additional meetings, upon reasonable notice, as called by the president of the association.

Section 6: Reports. At each meeting of the Board of Directors, the Executive Committee shall report actions taken by the committee in the interim period between board meetings and outline the state of the association.

ARTICLE VI DUTIES AND SUCCESSION OF OFFICERS AND EXECUTIVE DIRECTOR

Section 1: President's Duties. The president of the association shall preside at all meetings of the association and the Board of Directors and shall be a member ex officio of all regular and special committees. The president-elect and vice president, in order, shall assume and perform the duties of the president 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 or she shall attend to communications of the association, provide for keeping minutes of meetings, forward complaints to the president of the association, give notice of meetings called by the president or directors and keep a record of all monies received and disbursed by the association. He or she shall also notify all school districts of their membership dues.

Section 3: Removal. An officer or the executive director may be removed, either with or without cause, by a two-thirds (2/3) majority vote of the total membership of the Board of Directors at a meeting of that board.

Section 4: Resignation. Any officer may resign at any time by giving written notice to the Board of Directors through the president or executive director.

Section 5: Continuance in Office. All officers shall continue to hold the office to which they were elected, or the term thereof, until successors are selected and qualified, except that if an officer is no longer a member of a local board of education, that officer shall vacate the office at the next annual meeting of the members.

Section 6: 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 resulting from the vacancy.
- b. If there is a vacancy for any reason in any office, which cannot be filled by 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 at the annual meeting of the association.

ARTICLE VII PAST PRESIDENTS

A member who has served his or her term as immediate past president of the board shall automatically become an honorary member of the association with the right to take part in all proceedings, although he or she shall have no right to vote.

An immediate past president who is no longer a member of a local school board may complete his or her term as immediate past president of the association.

In years when the immediate past president cannot serve his or her term, the Board of Directors shall appoint a representative from either the multi-district regions or the single-district regions, depending on which group the immediate past president represented.

ARTICLE VIII DELEGATE ASSEMBLY

Section 1: Composition. The Delegate Assembly shall consist of voting delegates designated by each local school board. Members of the Board of Directors are entitled to the right of expression but have no vote unless they have been designated voting delegates by their local school boards.

Voting delegates shall include one (1) 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 2: Duties of the Delegate Assembly.

- a. The Legislative Committee is a USBA standing committee charged annually with recommending a legislative agenda to the association's Board of Directors for their approval. The Board of Directors shall then forward its final recommendations 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 the Board of Directors. Proposed agenda items, resolutions or amendments shall be

submitted in writing to the Executive Committee at least 45 days prior to the meeting of the Delegate Assembly.

- c. The executive director shall mail copies of the agenda to each voting delegate at least ten (10) days before the Delegate Assembly meets.
- d. In order for legislative proposals to become official positions they must be adopted by a two-thirds (2/3) vote of those present.
- e. By two-thirds (2/3) majority vote, the Delegate Assembly may consider emergency resolutions.
- f. The Delegate Assembly may authorize the Legislative Committee to act on legislative matters that arise during the session consistent with established Delegate Assembly positions even if the Delegate Assembly has not discussed the specific issue at hand.
- 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.

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 or 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.
- b. A quorum shall consist of at least one-half (1/2) of the eligible voting members of the Delegate Assembly. 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.

ARTICLE IX AMENDMENTS TO BYLAWS

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

Amended and Restated: _____.