OFFICIAL BYLAWS OF THE WISCONSIN ASSOCIATION OF SCHOOL BOARDS, INC.

(As amended by the WASB Delegate Assembly, January 21, 2009)

ARTICLE I
Name
The official corporate name of this "Association" shall be Wisconsin Association of School Boards, Inc.

ARTICLE II
Purposes
The purposes of this corporation shall be: To aid and assist public school boards and public school agencies of the State of Wisconsin in performing their lawful functions by meetings, communication, dissemination of information and providing other services to such public school boards and public school agencies and to otherwise support, promote and advance the interests of public education in the State of Wisconsin.

ARTICLE III
Membership
Section 1. There shall be one class of voting members known as active members. Active membership shall be open to all public school boards and boards of control of cooperative educational service agencies in the State of Wisconsin upon complying with the Bylaws' requirements for active membership and shall include each member of the Board of Directors of this Association.

Section 2. Each active member shall be entitled to one vote at each meeting of members. A delegate of a member public school board shall not serve as a delegate of a board of control and vice versa. The vote of each member public school board and board of control shall be cast by a delegate selected from the membership of the board as is more fully provided in Article VIII, Section 5 of these Bylaws.

Section 3. Regular Dues (active members).
The annual membership dues for active members shall be as follows.

(a) Public School Boards:
The annual regular dues for member public school boards shall be based upon the number of professional staff employed by the member public school board in accordance with the regular dues schedule for the 1986-87 fiscal year plus or minus such revision, if any, as may be made by the Board of Directors for the fiscal year 1987-88 and thereafter pursuant to subs. (d) of Section 4 of this Article III. The regular dues schedule applicable to the fiscal year shall be distributed annually to members. Professional staff shall include classroom teachers, supervisors, principals, assistant superintendents, administrators and other professional or certified employees, the number to be determined annually from statistics published by the State Superintendent of Public Instruction for the school year ending immediately prior to the fiscal year for which dues are payable.

(b) Board of Control of Cooperative Educational Service Agencies: An amount equal to the dues established for the first category in the regular dues schedule for the fiscal year.

(c) Members of the Board of Directors of this Association: None.

Section 4. Payment of Dues.
(a) Only those public school boards and boards of control who pay membership dues for the current fiscal year in accordance with Bylaws are entitled to active membership or any of the rights of active members.

(b) Except as hereinafter provided, annual membership dues shall be paid in advance during July of each fiscal year.

(c) Initial application for active membership shall be accompanied by membership dues for the balance of the fiscal year in which the application is made, computed as follows: The annual dues chargeable for the current year shall be divided by 12 and the quotient multiplied by the number of months to July 1st next following the date of the application.

(d) The regular dues schedule may be revised annually by the Board of Directors, but in no case may the regular dues in any category be increased or decreased by a percentage greater than the percentage change in the statewide average expenditure per public school student in the prior year. In addition to any revision made under the authority set out in the previous sentence, in the 2007-2008 fiscal year the Board of Directors may increase each category of the regular dues schedule by $50, and for the 2008-09 fiscal year and thereafter each category so increased is subject to revision under the previous sentence.

Section 5. The following classes of non-voting members are hereby established. Members of each such class of nonvoting membership may exercise all rights and privileges of active members, except that the right to vote or hold office in the Association by virtue of such membership is and shall be denied.

(a) Life Members: This membership shall be and hereby is granted to each past president of the Association for so long as he or she continuously remains a member of a public school board holding active membership in the Association. A life member shall pay no dues.

(b) Past Service Members: Former school board members who have served at least six years on a public school board in the State of Wisconsin may become a past service member upon application and payment of such annual dues as may be fixed by the Board of Directors.

(c) Honorary Members: All past presidents of the Association who do not qualify for life membership, and such other person or persons who have performed distinguished service to public education as may be designated from time to time by the Board of Directors, shall be honorary members. Honorary members shall pay no dues.

ARTICLE IV
Board of Directors
Section 1. Number of Directors: The Board of Directors of the Association is hereby 15 in number.

Section 2. Regional Boundaries: For purposes of election of the Board of Directors, the State of Wisconsin is divided into 15 Association regions, the boundaries of which shall coincide with school district boundaries. The regional boundaries shall initially be established by the Board of Directors and approved by a majority vote of the delegates voting at a meeting of the Delegate Assembly. Thereafter, district boundaries may be revised upon request of an active school board member for transfer to another region and approval by a two-thirds vote of the total membership of the Board of Directors.

Section 3. Qualifications, Term and Election
(a) Qualifications: Each member of the Board of Directors shall be a member of a public school board which is an active member of the Association. Not more than one Director shall be elected or appointed from any of the 15 Association regions.

(b) Term: Except as otherwise expressly provided at Section 4 of this Article IV:
(1) The term of office for a Director shall be three years and until a successor is elected or appointed and qualifies.

(2) Directors shall take office immediately following the close of the annual Delegate Assembly meeting which next follows the Director’s election. The Directors from the 15 regions shall take office in accordance with the following schedule:

2010, 2013, 2016, 2019, 2022, etc. Regions 1-4-9-10-13
2011, 2014, 2017, 2020, 2023, etc. Regions 2-5-7-11-15
2012, 2015, 2018, 2021, 2024, etc. Regions 3-6-8-12-14

(c) Nomination and election: Persons qualified to be elected as directors of the Association shall be nominated and elected as follows:

The Director from each region shall be elected at the fall regional conference of members of the Association by the member public school boards and cooperative educational service agency boards of control present and voting pursuant to the following procedure:

(1) The fall regional conference for each region shall be called by the Board of Directors.

(2) The Executive Director of the Association shall give written notice of the upcoming election to each member public school board in each region from which a director is to be nominated. The notice shall be mailed at least 85 days prior to the date set for the fall regional conference and shall set forth the right of each member public school board to submit to the Association office in written form the name of one nominee who resides within the region and is otherwise qualified for membership on the Board of Directors, together with a brief biography and summary of qualifications and the nominee’s signed declaration that he or she will serve if elected. The notice shall state that all nominations must be postmarked 40 days prior to the date of the fall regional conference. Not less than 30 days prior to the fall regional conference, the Executive Director shall mail to each member public school board and board of control in the region the names of all qualified nominees which have been timely received together with the biography and summary of qualifications submitted for each such nominee. In the event no nominations are postmarked 40 days prior to the date of the fall regional conference, the regional meeting by write-in. In such case the delegates shall be presented a blank ballot allowing the write in of names of qualified candidates. Qualified write-in candidates shall include only those individuals who prior to voting have filed a signed declaration that he or she will serve. The rules contained in Section 3(c)(3) shall apply to such elections to the extent applicable.

(3) Each public school board and board of control (determined by the cooperative educational service agency address) in the region, which holds active membership in the Association, shall be entitled to one vote in electing a single nominee from the region for the Board of Directors and the vote of each member public school board and board of control must be cast by a single member of such school board and board of control who is present at the conference. The voting shall be by ballot unless there is only one nominee, in which case a voice vote shall be used. If a nominee does not receive a majority of the votes cast on any ballot, then the voting by ballot shall continue until one nominee receives a majority, provided, however, that:

a. If two nominees each receive a total number of votes cast on any ballot that are greater than the total number of votes cast for any other nominee, then those two shall be the only nominees who remain eligible for election on any succeeding ballot;

b. If two or more nominees tie with each receiving the highest total number of votes cast on any ballot, then only those nominees who are tied with the highest total number of votes remain eligible for election on any succeeding ballot;

c. If one nominee receives the highest total number of votes cast and two or more nominees tie with the second highest total number of votes cast on any ballot, then only those nominees who received the highest or second highest total number of votes remain eligible for election on any succeeding ballot.

Section 4. Vacancies

(a) Vacancies occurring during a Director’s term shall be filled by appointment of the Board for the interim period to the next scheduled fall regional conference at which an election can be held and is noticed and held pursuant to the nomination and election procedures provided by these Bylaws.

(b) A Director elected for a full term or for the balance of an unexpired term who succeeds an interim Director appointed by the Board to fill a vacancy shall take office immediately following the close of the fall regional conference at which elected. The term of his or her office, if elected for a full term, shall continue for three years following the close of the annual Delegate Assembly meeting next following his or her election.

(c) A vacancy shall exist when:

(1) The public school board of which the Director is a member ceases, for any reason, to remain an active member of the Association.

(2) The Director, for any reason, ceases to be a legally qualified member of the public school board in the region from which he was elected.

(3) The Director dies.

(4) The Director resigns.

Section 5. Limit on successive terms as Director: No Director shall serve more than three consecutive three-year terms. Any term of service, as a Director, for a period of less than three years shall not be counted as a consecutive three-year term for purposes of this limitation.

Section 6. General duties of Board of Directors: Subject to the Articles of Incorporation, these Bylaws and acts of the Delegate Assembly, the Board of Directors shall have general charge and management of the affairs, funds and property of the Association. The Board shall have full power, and it shall be the Board’s duty, to carry out the purposes of the Association according to the Articles of Incorporation and these Bylaws. In conducting the business and affairs of the Association, the Board of Directors, without limitation because of enumeration, may hire employees and retain legal and other professional services and fix the salary and compensation to be paid to the Executive Director, other officers, professional consultants, and all other employees.

Section 7. Quorum: Eight members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE V
Officers

Section 1. The officers of the Association shall include a President, First Vice President, Second Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer are combined, shall be held by the same person and designated by the title Executive Director. The Board of Directors may appoint other officers, including assistant officers, at any time and assign duties to them as the Board may deem necessary.

The President, First Vice President, and Second Vice President shall be a member of the Board of Directors.

The President, First Vice President and Second Vice President shall be appointed by the Board of Directors at the first meeting of the Board following the close of the Delegate Assembly and each such officer shall be appointed to serve for a term of one year and until his or her successor is appointed and qualified; except when a vacancy occurs, in which case the Board of Directors may appoint an officer for the balance of the unexpired term. Officers shall take office upon
appointment but not prior to the close of the annual convention held in the year of appointment. The Executive Director (Secretary and Treasurer) may be appointed at any time for a term not exceeding three years.

Section 2. The President shall preside at all meetings of the Delegate Assembly, Board of Directors, and Executive Committee and shall preside at the meeting of the Policy and Resolutions Committee during the absence or disability of the First Vice President and shall perform such other duties as pertain to the office of President.

Section 3. The First Vice President shall preside at all meetings of the Policy and Resolutions Committee and shall render the President such assistance as he or she shall require. During the President's absence or disability, the First Vice President shall discharge the duties of the President. He or she shall perform such other duties as the Board of Directors may assign.

Section 4. The Second Vice President shall render the President and the First Vice President, acting in the absence or during the disability of the President, any assistance that may be required. During the absence or disability of the President and First Vice President, he or she shall discharge the duties of President and Vice President. He or she shall perform such other duties as the Board of Directors may assign.

Section 5. The Secretary shall be responsible for keeping the minutes of all meetings of the Delegate Assembly and of the Board of Directors. He or she shall also be responsible for keeping all records, giving all required notices, handling the correspondence of the Association and the performance of such other duties as the Board of Directors may assign.

He or she shall present a detailed budget to the Board of Directors and, upon approval, to the entire membership prior to the beginning of the fiscal year of the Association. He or she also shall submit a detailed financial report at the close of each fiscal year to the Association's membership.

Section 6. The Treasurer shall be responsible for the collection and disbursement of the Association funds and for keeping accurate accounts of receipts and expenditures. He or she shall present an annual report and such other reports as requested by the Board of Directors and shall perform such other duties as the Board of Directors shall assign.

Section 7. The Board of Directors may appoint an Acting Executive Director to serve as Executive Director during the temporary absence or disability of the Executive Director.

ARTICLE VI
Meetings of Directors

The Board of Directors shall hold regular meetings at least four times each year. The annual schedule of regular board meetings shall be set each year by the Board of Directors.

Special meetings of the Board of Directors may be called by the President, or Secretary, or on written request of four directors.

At least five days notice of any regular or special meeting of the Board shall be given to each Director. Notice shall be in writing, and may be communicated by telegraph, teletype, facsimile or other form of wire or wireless communication, or by regular mail or private carrier. The notice of the meeting shall set forth the date, time and place of the meeting, and, in case of a special meeting, the notice shall also set forth the purpose for which the meeting is called and the business to be transacted at such meeting.

All meetings of the Board of Directors shall be held in the State of Wisconsin.

Any action required to be taken by the Articles or Bylaws of this Association at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all the Directors.

ARTICLE VII
Committees

Section 1. Executive Committee: An Executive Committee shall be elected annually by the Board of Directors at the first meeting of the Board after the Delegate Assembly and shall consist of at least three members of the Board of Directors, including the President, the First Vice President, the Second Vice President and the immediate Past President (if serving on the Board of Directors).

The Executive Committee shall have and may exercise when the Board of Directors is not in session all of the powers of the Board of Directors in the management of the affairs of the Corporation except action in respect to election of officers or filling of vacancies in the Board of Directors or Executive Committee.

Meetings of the Executive Committee may be called by the President or Secretary of the Association or on written request of any two members of the Executive Committee. At least three days notice of an Executive Committee meeting shall be given to each member of the Executive Committee. The notice may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by regular mail or private carrier.

Section 2. Policy and Resolutions Committee: A Policy and Resolutions Committee shall be appointed annually by the President following recommendations by the members of the Board of Directors. This Committee shall be composed of the Executive Committee and members of school boards holding active membership in the Association. The Committee shall include in its total membership a representative from each of the Association regions and from each of the several types of public school districts operating in the State of Wisconsin.

The Policy and Resolutions Committee shall make recommendations to the Executive Committee and Board of Directors as to the adoption of policies and resolutions to be carried out or promoted and positions to be taken by the Association on educational subjects and issues which are of general concern to public school boards of the State of Wisconsin and may submit resolutions to be considered at the Delegate Assembly in the manner set forth in Article IX of these Bylaws.

In addition to other meetings, the Committee shall schedule and give notice of a discussion session for purposes of discussing proposed resolutions and receiving emergency resolution suggestions from active members or the Board of Directors on the day preceding the annual Delegate Assembly. An emergency resolution is one that deals with a concern that arises between November 1st and the time of the Delegate Assembly and could not have been presented earlier due to the emergency nature of the subject. The Committee shall consider such resolutions for presentation and recommendation at the Delegate Assembly the next day. Such emergency resolutions shall be considered by the Delegate Assembly pursuant to the procedures under Article IX, Section 2, which requires a two-thirds vote for consideration.

Section 3. Other Committees: There shall be such other committees as the Board of Directors shall from time to time establish, which shall be appointed by the President from among the members of public school boards holding active membership in the Association.

The President shall appoint at least one Director to serve on each of the committees authorized by this section of the Bylaws and each such committee shall have such duties as may be assigned to it by the Board of Directors.

ARTICLE VIII
Meetings of Members

Section 1. Annual Meeting: The annual meeting of members shall be the Delegate Assembly held in the State of Wisconsin during the month of January, February or March of each calendar year. The Board of Directors shall determine the day in January, February or March, the time of day and the place where the next Delegate Assembly will be held.

Section 2. Special Meetings: Special meetings of members may be called for a stated purpose or purposes by the Board of Directors, Executive Committee or by members holding one-third of the votes entitled to be cast by a meeting of members. The time and place of special meetings shall be determined by the Board of Directors.
Section 3. Notice of Meetings: Written notice stating the date, day and hour and place of all meetings of members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by or at the direction of the President or Secretary not less than 30 days before the date of the meeting to each member entitled to vote at the meeting. Notice of the meeting shall be delivered by mail and shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears from the records of the Association.

Section 4. Quorum: Delegates of members representing more than one-half of the active membership of the Association shall constitute a quorum for conducting the business of the meeting.

Section 5. Voting and Certification of Delegates: The voting members of the Association (including members of the Board of Directors) shall each be entitled to one vote. The vote of each member public school board and board of control shall be cast by a delegate or alternate delegate selected from among the board members who are qualified to serve under Article III, Section 2, of the Bylaws. All delegates and alternates shall be certified in writing by the president, secretary or administrator of the member board. The certification must be delivered in person or by mail to the Association’s principal office at least five days before the meeting of members as a condition to the member’s right to vote at the meeting provided, however, that a member’s delegate and alternate or alternates once certified shall be deemed to have continuous certification on the records of the Association and shall be entitled to cast the member’s vote until a new certification is received if such delegate or alternate upon presenting himself or herself at the meeting of members establishes to the satisfaction of the credentials committee for such meeting that he or she is currently a member of the board of the active member which he or she purports to represent as a delegate, and is otherwise qualified.

Section 6. Restriction on circulation of written or other materials at meetings of members: No delegate or other person shall hand out or disseminate any written or other material at any Association convention or meeting of Association members or delegates without prior approval of the Board of Directors or Executive Committee, or approval by a vote of the delegates at a Delegate Assembly meeting.

ARTICLE IX
Submission of Resolutions to Delegate Assembly

Section 1. The Board of Directors and the Policy and Resolutions Committee may each approve resolutions for submission to and consideration by the Delegate Assembly. A copy of all such approved resolutions shall be submitted to active members with the notice of the Delegate Assembly.

Any active member desiring the consideration of a resolution or resolutions by the Delegate Assembly may submit such resolution to the Policy and Resolutions Committee for the Committee’s evaluation and recommendation provided that such resolution is received at the principal office of the Association on or before September 15 of the year immediately preceding the year of the next Delegate Assembly. The Policy and Resolutions Committee shall, after evaluating all such proposed resolutions timely submitted by active members, determine which of the resolutions shall be approved and submitted for the consideration of the Delegate Assembly and distributed with the notice of the Delegate Assembly.

All submitted resolutions which were turned down by the Policy and Resolutions Committee shall be copied and sent to all member districts with their notice of the Delegate Assembly. The sponsor of the proposed resolution may then bring their resolution up for action from the Delegate Assembly floor with a two-thirds favorable vote. After September 15, a member district may bring a proposed resolution up for action on the Delegate Assembly floor with a two-thirds favorable vote as long as they provide each member district a copy of their proposed resolution with rationale three weeks before the Delegate Assembly.

Section 2. The Association Board of Directors or an active Association member may submit to the Policy and Resolutions Committee, at its pre-Delegate Assembly discussion session under Article VII, emergency resolutions for committee consideration. The Committee shall consider each resolution, and shall also attach its recommendation to those resolutions it reports to the Delegate Assembly. The Delegate Assembly shall consider emergency resolutions if two-thirds of the members present and voting vote to consider such resolution.

ARTICLE X
Annual Convention

This Association shall hold an annual convention concurrent with or immediately following the Delegate Assembly. The actual time, place and length of the convention shall be determined by the Board of Directors.

ARTICLE XI
Fiscal Year

The fiscal year of the Association shall run from July 1 through June 30.

ARTICLE XII
Robert’s Rules of Order Adopted

All meetings of members and of the Board of Directors and of each of the committees of the Association shall be governed by the current edition of Robert’s Rules of Order Newly Revised to the extent not inconsistent with the Articles of Incorporation and these Bylaws.

ARTICLE XIII
Amendment of Bylaws

These Bylaws may be amended at any annual or special meeting of the Delegate Assembly by a vote of two-thirds of the members present and voting. All proposed amendments must be submitted in writing to the Association office at least 40 days prior to the meeting at which they will be voted and the Executive Director must include such proposed amendments in the notice to the membership for such meeting.

Amendments to these Bylaws shall take effect on adoption by members at a membership meeting unless another date is specifically set forth in the resolution of amendment.

ARTICLE XIV
Gender

Whenever, in these Bylaws or in any other record of this Association, words importing one gender may appear (other than with obvious reference to named individuals) they extend and apply to any gender.