Bylaws
of the
National Association of State Boards of Education

Article I.
Name

The name of the Association shall be the National Association of State Boards of Education, Inc. (hereinafter, “NASBE” or “the Association.”)

Article II.
Purposes

The National Association of State Boards of Education will:
A. Be a forum for education policy-makers and for those who influence education policy.
B. Through its adopted processes, synthesize the themes and ideas which describe effective, student-focused education policy into positions of advocacy or into additional organizational beliefs.
C. Attract and retain staff members who are highly-qualified to support inquiry and analysis in the areas of concern to education policy-makers. NASBE will further provide forums for staff experts to work with members and other invited participants on important education issues.
D. Examine the issues and themes of education policy and provide information, comment, or advice to members and to states which desire to examine such issues for their states' policy creation. NASBE will provide expertise in how such policy issues will be affected by states' diverse statutory and governance requirements.
E. Provide a variety of programs and member services that can be used by state boards and state board members to improve their knowledge of education issues or their skills in being an effective board member and education policy-maker.

Article III.
Membership

Section 1. Voting Members. Any state, the District of Columbia, or any territorial board (hereinafter, "state") having jurisdiction over elementary and secondary education may become an equal voting member of the Association upon payment of required dues. In states not having boards of education, the chief state school officer may become a voting member of the Association upon payment by the state or territory of the required dues.

Section 2. Non-Voting Members. Non-voting members of the Association shall receive all information services of the Association as defined by the Board of Directors; may attend and participate in all meetings and conferences of the Association; and shall be eligible, if appointed, to serve as voting members of committees and study groups of the Association, with the exception of the Governmental Affairs Committee and the Public Education Positions Committee, and shall not be voting members of the Association as described in Section 1.
A. **Associate Members.** Associate members are those individuals who are not state board of education members or executive directors to state boards of education and who pay the required dues. In addition, an association or institution interested in the purposes of this Association may, upon approval of the Board of Directors and payment of dues fixed by the Board, become an associate member.

B. **Affiliate Members.** The National Association of State Boards of Education recognizes two affiliate members: The National Council of State Board of Education Executives (NCSBEE) and The National Council of State Education Attorneys (NCOSEA.) A state board of education executive whose state board is a dues-paying member of the Association is thereby a member of NCSBEE and an affiliate member of NASBE. A state education attorney, who pays dues to NCOSEA, as fixed by the NASBE Board, is thereby a member of NCOSEA and an affiliate member of NASBE.

C. **Former State Board Members.** Any former member of a state board of education may, upon payment of dues fixed by the Board of Directors, become a member of the Association, and the Board of Directors may establish a Life Membership for former state board members, and fix the dues thereof.

D. **Honorary Life Members.** The Executive Committee of the Board of Directors may confer honorary life membership upon individuals who, by their actions, have demonstrated a high degree of devotion to the purposes of the Association. Association chairs will become honorary life members upon completion of their presidency.

**Article IV. Organization**

**Section 1. Areas.** The Association is divided into the following areas:
- Central - Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Wisconsin.
- Southern - Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, West Virginia.

**Section 2. Review of Areas.** The composition of areas shall be reviewed by the Board of Directors at least every 10 years beginning in January of 2018. Any changes to the composition of areas shall be voted on by the next delegate assembly.

**Article V. Executive Officers**

**Section 1. Executive Officers and duties.** The Executive Officers of the Association shall be a Chair, Chair-elect, Secretary-Treasurer, and Immediate-Past Chair. The Executive Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the
Association, and as directed by the Board and/or the Delegate Assembly. The Chair shall preside at the Annual Meeting and at other meetings, shall be chairman of the Board of Directors, shall appoint committees, and may serve as a non-voting member ex-officio of each committee except the Nominations Committee. The Chair-elect shall assist the Chair, preside in the Chair’s absence, and succeed to the office of Chair if that office becomes vacant. The Immediate Past Chair shall chair the Nominations Committee and assist the Chair when requested. The Secretary-Treasurer shall chair the Finance and Audit Committee, and be responsible for the custody and accounting of all assets of the Association.

Section 2. Qualifications. All candidates must submit a letter of support from their state board of education, and at the time of election to office may not be in the final year of a term of service on their state board of education. The Board of Directors may, by a two-thirds vote, set aside this limitation when unusual circumstances occur. An officer shall be a member of a dues-paying state board of education, except that any person actually assuming the office of Chair shall be eligible to complete the term as Chair and Immediate Past Chair even though his or her state board term has expired, or the state is no longer a member of the Association. The Secretary-Treasurer shall likewise be eligible to complete the term even if his or her state board term has expired, or the state is no longer a member of the Association. Any person holding office under the above exceptions must maintain individual membership in the Association as a Former State Board Member, but this shall not be construed as to deny such an officer the right to vote in board meetings or board committee meetings. Candidates for Chair-elect shall have current or prior service on the Board of Directors, or have a demonstrated commitment to the Association by significant service to the Association. No member may hold more than one NASBE office at a time.

Section 3. Nomination. The Nominations Committee shall nominate at least one candidate each year for Chair-elect, at least one candidate each year for Area Director for each Area, and at least one candidate every second year for Secretary-Treasurer. The Nominations Committee shall solicit recommendations for candidates from the membership. Such recommendations must be received at NASBE headquarters at least 48 hours prior to the meeting of the Nominations Committee. No current member of the Nominations Committee may be nominated as a candidate for an office under this Section. Additional nominations for Chair-elect and Secretary-Treasurer may be made by written petition signed by voting delegates of at least five states from two or more regions. Additional nominations for Area Director may be made by written petition signed by the voting delegates of three or more states from the Area. Such petitions must be received 45 days prior to the Annual Meeting. If by the time of the Annual Meeting a candidate's withdrawal leaves just one candidate, or no candidate, for an office, then nominations may be made from the floor during the Annual Meeting, or during the Area Meeting in the case of electing Area Directors.

Section 4. Election Procedure. A state unable to send a delegate may send a written ballot, for any or all offices, by mail or electronic transmission to the Association headquarters at least 15 days before the start of the Annual Meeting. The election of Area Directors shall be at the Area Meeting during the Annual Meeting, by majority vote of the delegates from that Area and any written ballots submitted under the provisions of this Section, above, following the introduction
of the nominated candidate(s) by an incumbent Area Director. If no candidate receives a majority vote, the election shall be decided by majority vote of the delegates present and voting by secret ballot. The election of Chair-elect and Secretary-Treasurer shall be following the report of the Nominations Committee at the Annual Meeting, by majority vote of the delegates and any written ballots submitted under the provisions of this Section, above. If no candidate receives a majority vote, the delegates present and voting shall cast a second secret ballot to decide the election. In the event that this second ballot does not result in a majority for any candidate, the Board of Directors, excluding any candidates in the pending election who may also be members of the Board, shall decide the election by secret ballot. A New Member Representative shall be elected annually by majority vote of the members attending the New Member Institute.

Section 5. Term of Office. The Chair-elect shall take office at the conclusion of the Annual Meeting and serve one year, becoming Chair at the conclusion of the Annual Meeting of the following year, and Immediate Past Chair at the conclusion of the Annual Meeting for one year, or until a successor is elected. The Secretary-Treasurer shall take office at the conclusion of the Annual Meeting and serve two years, or until a successor is elected. Area Directors shall take office at the conclusion of the Annual Meeting and serve two years (with staggered terms,) or until a successor is elected. No person may serve as Area Director more than two consecutive two-year terms. The New Member Representative shall take office at the conclusion of the Annual Meeting, and serve one year, or until a successor is elected.

Section 6. Vacancies. When a vacancy occurs in an Executive Office, the Board of Directors shall vote to appoint a member who meets the eligibility requirements to complete the term for the vacant office. A Chair-elect who is so-appointed shall succeed to the offices of Chair, and Immediate Past Chair, in the same manner as if he or she had been elected Chair-elect.

Section 7. Indemnification. Any officer, employee, agent, or other person serving at the request of the Association shall be indemnified by the Association against civil or administrative litigation expenses, judgments, and amounts paid in settlement of civil or administrative actions against any such person, provided that such person acted in good faith and reasonably believed that such actions were in the best interest of the Association, and provided further that such indemnification and the amount of any settlement paid are approved in advance by the majority of the Board of Directors, or a court or agency having jurisdiction of the matter. This indemnification shall not include criminal litigation.

Section 8. Removal. An Executive Officer may be removed from office by a two-thirds vote of a quorum of the Association’s Board of Directors for good cause, following a statement of charges and an opportunity for the Executive Officer to be heard by the Board of Directors. For purposes of this Section, good cause shall be defined as (a) a conviction of a crime involving theft, dishonesty, misconduct by a public official, or moral turpitude; (b) a sanction by a professional licensing body for professional misconduct involving theft, dishonesty, misconduct by a professional, or moral turpitude; or (c) any conduct reflecting adversely on the Officer’s fitness to serve the Association, regardless of whether the conduct resulted in a criminal conviction or
professional sanction. A vacancy created by a removal under this Section shall be filled pursuant to Section 6 of this Article.

Article VI.
Board of Directors

Section 1. Board Composition. The Executive Officers, one Area Director elected from each Area, and one New Member Representative, shall constitute the Board of Directors for the Association. No more than one representative from each state shall serve in any of these positions. The presiding officers of NCOSEA and NCSBEE shall be voting members ex-officio of the Board.

Section 2. Duties and Powers. The Board shall have general supervision of the business and welfare of the Association between Annual Meetings; shall appoint a President/CEO of the Association to serve at the Board’s pleasure, and fix the compensation thereof; shall adopt an annual budget for the Association, and shall in all matters be subject to the directives of the Delegate Assembly at the Annual Meeting. The board shall establish the policies and goals of the Association, and may delegate to the Executive Committee, as appropriate.

Section 3. Board Meetings. Meetings of the Board of Directors may be called by the Chair as the business of the Association may require. The Chair shall convene the board at the written request of four members of the Board. Written notice of Board meetings and a copy of the agenda shall be given by the Chair to the members of the Board. A majority of the members of the Board, not counting vacant seats, shall constitute a quorum. A quorum may be achieved through the use of teleconference and/or other appropriate technology, and board members attending by electronic means shall be entitled to debate, vote, and otherwise participate as if they were present. Two absences by a member of the Board which are not excused by a majority vote of the Board will result in the position being declared vacant.

Section 4. Vacancies. When a vacancy occurs on the Board of Directors, the Board of Directors shall vote to appoint a member who meets the eligibility requirements to complete the term for the vacant office. If any member of the Board of Directors shall resign from, or be removed for a reason other than expiration of his or her term from membership on the state board of education, the position on the Board of Directors shall be considered vacated, and the vacancy shall be filled as herein provided.

Section 5. Removal. A member of the Board of Directors may be removed from office by a two-thirds vote of a quorum of the Association’s Board of Directors for good cause, following a statement of charges and an opportunity for the Board member to be heard by the Board of Directors. For purposes of this Section, “good cause” shall be defined as (a) a conviction of a crime involving theft, dishonesty, misconduct by a public official, or moral turpitude; (b) a sanction by a professional licensing body for professional misconduct involving theft, dishonesty, misconduct by a professional, or moral turpitude; or (c) any conduct reflecting adversely on the Board member’s fitness to serve the Association, regardless of whether the conduct resulted in a criminal conviction or professional sanction. A vacancy created by a removal under this Section shall be filled pursuant to Section 4 of this Article.
Article VII.
Annual Meeting

Section 1. Time, Place, and Notice. The Annual Meeting of the Association shall be held at a
time and place determined by the Board of Directors, with at least 60 days written notice to all
members by the Chair.

Section 2. Delegate Assembly. The Delegate Assembly shall exercise ultimate authority over
the Association and may delegate powers and duties to the Board of Directors, committees, or
particular officers of the Association. Each dues-paying state shall have one vote, which shall be
cast by the voting delegate or alternate who has been certified by the presiding officer of the state
board or the board executive, and each delegate or alternate shall be registered with the
Credentials Committee. States unable to send a voting delegate may submit a written ballot to
vote on agenda items by mail or electronic transmission to the Association headquarters at least
15 days before the start of the Annual Meeting. Fifteen delegates present shall constitute a
quorum.

Section 3. Duties of the Delegate Assembly. The Delegate Assembly shall convene at the
Annual Meeting and shall elect officers of the Association; receive and act on reports and
recommendations from the Board of Directors, officers, committees, the and others; confer
honors and recognition to deserving individuals and organizations; and otherwise act to advance
the cause of the Association.

Article VIII.
Dues

Annual membership dues and method of payment, or any changes thereto, shall be approved by
the Board of Directors.

Article IX.
Fiscal Year

The fiscal year for the Association shall be January 1 through December 31.

Article X.
Committees

Section 1. General Provisions for Committees. A majority of the members of any committee
shall constitute a quorum for that committee. A quorum may be achieved through the use
of teleconference and/or other appropriate technology, and members attending by electronic means
shall be entitled to debate, vote, and otherwise participate as if they were present. Except as
otherwise noted herein, the terms of members appointed to a committee expire at the end of the
fiscal year. When the Chair determines that a vacancy exists on a committee, the Chair may appoint an eligible member to fill such vacancy for the remainder of the term.

Section 2. Executive Committee. The Executive Committee shall have four members, namely the Chair, the Chair-elect, the Secretary-Treasurer, and the Immediate Past Chair. The Executive Committee shall evaluate the Chair, perform the routine business of the association and other affairs as delegated by the Board of Directors, and shall report fully to the Board of Directors.

Section 3. Nominations Committee. The Nominations Committee shall have seven members: The Immediate Past Chair, who shall be chairman and vote only in case of a tie; one representative from each Area, and two members elected at-large by the Delegate Assembly during the Annual Meeting. Each Area representative to the Nominations Committee shall be elected at the Area Meeting during the Annual Meeting, and all members must be current members of a state board of education. Priority for appointment to this committee shall be a past Area Director from each Area. Each area will also have an alternate, who shall be recommended by the current Area Directors and appointed by the Chair. The terms of the members are one year, and all members other than the Immediate Past Chair are eligible to serve a maximum of three consecutive years.

Section 4. Public Education Committee. The Public Education Positions Committee shall be open to any member who wishes to serve on the Committee and has their board approval. If no board member is available, the board may appoint a member of NCSBEE or NCOSEA from that state. However, membership will be limited to one person per state. The chair of the Committee shall be appointed from the members of the Committee by the Chair with Board approval, and must have served previously on the Committee. The Committee shall recommend Public Education Positions to the Delegate Assembly for adoption as Positions of the Association. When a member state's proposed Position or amendment to a Position is adopted by the Committee for recommendation to the Delegate Assembly, the state will be notified within five days. New proposed Positions, and amendments to Positions, which are not adopted by the Committee may be re-submitted by the state for consideration by the Delegate Assembly at the Annual Meeting if presented to Association headquarters not less than 45 days before the Annual Meeting, for distribution to the membership not less than 40 days before the Annual Meeting. The printed Public Education Positions as adopted by the Committee for recommendation to the Delegate Assembly may record the dissenting votes by state designation and shall provide a section for written minority statements.

Section 5. Finance and Audit Committee. The Finance and Audit Committee shall have at least four and not more than seven members: The Secretary-Treasurer, who shall be chairman, and additional members appointed to three-year terms by the Chair with Board approval. Members may serve no more than two consecutive terms. The Committee shall review the financial condition of the Association, its dues structures, budget, investments, and the manner in which staff have managed the finances of the Association. The Committee shall oversee the Association’s annual independent audit, and shall recommend to the Board a proposed budget of the Association for the next fiscal year, and may make other recommendations to the Delegate Assembly at the Annual Business Meeting. The Committee shall recommend to the Board of Directors any changes or improvements in the financial management of the Association.
Section 6. Governmental Affairs Committee. The Governmental Affairs Committee shall be open to any member who wishes to serve on the Committee and has their board approval. If no board member is available, the board may appoint a member of NCSBEE or NCOSEA from that state. However, membership will be limited to one person per state. The chair of the Committee shall be appointed from the members of the Committee by the Chair with Board approval, and must have served previously on the Committee. The committee shall recommend to the Board of Directors, by at least a two-thirds majority, positions on Federal legislation, agency regulations, or other policy issues of national scope.

Section 7. Awards Committee. The Awards Committee shall consist of five NASBE members including the Chair-elect. The Chair-elect of NASBE shall serve on the committee as chairman, but shall not vote except in a tie. Awards recommended by the Committee shall be approved by the Board of Directors.

Section 8. Credentials Committee. The Credentials Committee shall have at least three but no more than five members, appointed by the Chair. The Committee shall register a voting delegate and alternate from each state to vote at the Annual Business Meeting; shall prepare for the Secretary-Treasurer a final roster of delegates and alternates, by state, prior to the call to order of the Delegate Assembly at the Annual Meeting; and shall resolve, by majority vote, any questions, challenges, or disputes concerning the validity of any delegate or alternate.

Section 9. Ad Hoc Committees. Ad Hoc Committees may be established by the Board of Directors as needed to further the purposes of the Association. The Board shall determine the function, term, number of members, and budget of each committee and the Chair shall appoint the members and the chair. The Board may reserve, at the time the committee is established, the right to ratify the Chair’s appointments.

Section 10. Removal. A member of a committee who is not a member of the Board of Directors may be removed from office by a two-thirds vote of a quorum of the Association’s Board of Directors for good cause, following a statement of charges and an opportunity for the committee member to be heard by the Board of Directors. For purposes of this Section, “good cause” shall be defined as (a) a conviction of a crime involving theft, dishonesty, misconduct by a public official, or moral turpitude; (b) a sanction by a professional licensing body for professional misconduct involving theft, dishonesty, misconduct by a professional, or moral turpitude; or (c) any conduct reflecting adversely on the committee member’s fitness to serve the Association, regardless of whether the conduct resulted in a criminal conviction or professional sanction. A vacancy created by a removal under this Section shall be filled pursuant to Section 1 of this Article. Removal and replacement of a member of a committee who is also a member of the Board of Directors shall be pursuant to the terms of Article V.
Article XI.
Amendment of Bylaws

Section 1. Proposed Amendments from the Board. The Board of Directors will review the bylaws of the Association on an “as-needed” basis. In the event the Board should recommend a bylaws amendment to the membership, the proposed amendment(s) shall be distributed to the Association membership at least 60 days prior to the start of the Annual Meeting.

Section 2. Proposed Amendments from the Membership. In addition to amendments submitted by the Board of Directors, proposed amendments may be submitted by any member state board to the Secretary-Treasurer at least 65 days prior to the Annual Meeting, for distribution to the membership at least 60 days prior to the Annual Meeting.

Section 3. Adoption Requirement. Amendments shall be adopted by at least a two-thirds vote of the Delegate Assembly and any ballots received under the provisions of Section 2 of Article VII, unless the proposed amendments have been further amended during consideration by the Delegate Assembly, in which case the written ballots submitted in advance shall not be counted, and adoption of the amended amendments shall be by a two-thirds vote only of the delegates present.

Article XII.
Conduct of Association Business

Section 1. Parliamentary Authority. The procedures at all meetings shall be governed by the current edition of Robert’s Rules of Order, Newly Revised, except as modified by these bylaws and any standing rules of the Board of Directors, and/or the Delegate Assembly at the Annual Meeting.

Section 2. Conflict of Interest. No Board or Committee member may participate in a matter in which the member has a conflict of interest. At a minimum, a conflict of interest arises when a member has a personal or financial interest in the matter. The Board of Directors may adopt additional conflict of interest policies and procedures.