

BYLAWS

*(as of MASBA Annual Conference 2017 General Membership Assembly Meeting...passage
to be recognized as a working document.)*

ARTICLE 1: NAME AND ADDRESS

Section 1: Name:

The name of the organization is the Mexican American School Board Members Association.

Section 2: Address:

The address of the organization is: 8452 Fredericksburg Road # 111, San Antonio, Texas 78229.

ARTICLE 2: MISSION AND PURPOSE

Section 1: Mission:

The mission of the Mexican American School Board Members Association is to:

- A. Make high quality education possible to ALL students.
- B. Increase parental and community participation in public governance.
- C. Improve educational outcomes.
- D. Advocate for equitable school finance.
- E. Advocate for enhanced educational opportunities for students of Limited English Proficiency.

Section 2: Purpose and Goals:

The purpose and goal of the Mexican American School Board Members Association is:

- A. To meet the educational and cultural needs and rights of Mexican American and other disadvantaged and historically under-served students in public school through leadership, development, public policy analysis, political awareness, and community empowerment.

Section 3: Objectives:

The objectives of the Mexican American School Board Members Association are:

- A. To encourage and promote parental and community involvement in public school governance.
- B. To identify and highlight model education programs in schools with high Mexican-American student populations.
- C. To disseminate information on financial resources and access to higher education.
- D. To provide diversity training to all school board members.
- E. To provide educational seminars on Mexican American student and family issues.
- F. To provide leadership training and mentoring for current and future Mexican American school board members.

ARTICLE 3: MEMBERSHIP IN ASSOCIATION

Section 1: Memberships:

Memberships shall consist of Active, Associate, and Affiliate.

Section 2: Active Members:

Active Members shall consist of:

- A. All current Trustees of school districts organized under Chapter 11 of the Texas Education Code, and the Directors of all Education Service Centers which have paid their annual district/service center dues.
- B. Each Texas Education Code Chapter 11 school board trustee and each service center director, not eligible under Subsection (A) above, who have paid their annual district/service center individual member dues.

Section 3: Associate Members:

Associate Members shall consist of:

- A. All current Superintendents of school districts organized under Chapter 11 of the Texas Education Code, and the Executive Directors of all Education Service Centers which have paid their annual district/service center dues.

B. Each Texas Education Code Chapter 11 superintendent of a school district, and each service center Executive Director, not eligible under Subsection (A) above, who have paid their annual district/service center individual member dues.

C. Any other educational cooperative professional who has paid their annual individual dues.

D. Any other higher education professional who has paid their annual individual dues.

E. Any Member of the Texas State Board of Education or the Texas State Board for Educator Certification who has paid their annual individual member dues.

F. Any associate member shall not be entitled to vote nor hold an office in the Board of Directors, but may serve on committees.

Section 4: Affiliate Members:

Affiliate Members shall consist of:

A. Any corporation, organization, foundation who has paid its annual dues.

B. Any other school board association which has paid its annual dues.

C. Any private individual (referred to as Amigo de MASBA) who has paid his or her annual dues.

D. Any affiliate member shall not be entitled to vote nor hold an office in the Board of Directors, but may serve on committees.

Section 5: Application for Membership:

Applications for new or reinstated Active, Associate, or Affiliate Memberships shall be submitted to the Association office in such form as accompanied by such supporting document as the Board may from time to time determine.

Section 6: Membership Dues:

A. The annual dues for Active Members (both district-wide and individual) shall be recommended by the Board of Directors and approved by the Active Members at the annual meeting. The dues year of the Association shall be for the period beginning on the next September 1 after adoption and ending on August 31 of the following year.

B. The district-wide dues shall be structured according to the student enrollment of the Member districts. All Member Districts who are paid in full will automatically have their full board and superintendent enrolled in the Association.

C. The annual dues for individual Active Members shall be the same for each individual.

D. The annual Membership dues of Associate and Affiliate Members shall be recommended by the Board of Directors and approved by the Active Members at the annual meeting.

E. A dues statement shall be mailed or e-mailed to each Member on or before thirty days prior the first day of the dues year.

F. Active member annual dues shall be due and payable 30 days after the mailing or e-mailing of the dues statement.

E. Upon a written request showing need, an Active Member may request that the Board of Directors, or its designee, extend the payment deadline to allow partial payment when billed and the balance to be paid at a specified later date within the year. Such request shall be submitted to the Board of Directors, or its designee, in writing.

Section 7: Termination:

In the absence of an approved payment extension under Section 6(E), above, an Active, Associate, or Affiliate Membership shall be automatically terminated thirty (30) days after the end of the annual registration period set forth in Section 6(A), above. Other than the automatic termination for non-payment of dues through the provisions of this section, a Member may only be terminated by voted action of the Board of Directors or a voted authorization by the Active members at an official Membership Assembly.

Section 8: Reinstatement:

A. An Active, Associate, or Affiliate Membership may be reinstated upon re-applying for membership and payment of full dues.

B. Reinstatement into the Association shall not require a vote of the Active Members.

ARTICLE 4: MEMBERSHIP ASSEMBLY

Section 1: Governing Body: The general governing body of the Association shall be known as the Membership Assembly. The Governing Body shall consist of all Active Members only.

Section 2: Powers of the Membership Assembly: The Membership Assembly shall:

- A. Elect the officers and all other members of the Board of Directors of the Association as provided in these Bylaws.
- B. Approve the annual Membership dues recommended by the Board.
- C. Adopt beliefs and resolutions pertinent to the mission and purpose of the Association.
- D. Adopt the Association's Advocacy Agenda consisting of priorities derived through debate at meetings of the Membership Assembly.
- E. Amend these Bylaws.
- F. Delegate to the Board of Directors any of its powers except:
 - 1. The annual election of officers and other Board of Directors of the Association.
 - 2. Amendment of these Bylaws.
 - 3. Adoption of beliefs, priorities, and resolutions.

Section 3: MEETINGS:

- A. The Membership Assembly shall hold one meeting during the year. The meeting will be held during the annual MASBA conference. The President may call special meetings with approval from the Executive Committee. Board of Directors shall be given 30 days notice.
- B. The Board of Directors shall hold at least four meetings annually, as follows:
 - 1. One meeting shall be held during the annual MASBA conference.
 - 2. One meeting shall be held during the annual TASB Summer Leadership Institute, typically held in San Antonio, Texas.
 - 3. One meeting shall be held during the TASA/TASB annual conference.
 - 4. The President of the Association shall call a special meeting with the approval of the majority of the Executive Committee.

Section 4: Quorums and Voting.

- A. A quorum of the Membership Assembly shall consist of the Active Members who are present at a scheduled meeting of the Membership Assembly.
- B. Unless otherwise specifically provided by these Bylaws, a majority of those present and voting shall govern. No proxy vote shall be permitted.
- C. All Active Members shall be voting Members of the Association.
- D. All Associate and Affiliate Members (including Amigos de MASBA) shall be non-voting Members.

Section 5: Parliamentary Procedures: All proceedings shall be conducted in accordance with the latest edition of Robert's Rules of Order and other rules of procedure consistent with these Bylaws.

ARTICLE 5: LEADERSHIP - THE BOARD OF DIRECTORS

Section 1: Board of Directors: The Board of Directors shall constitute the leadership team of the Association

- A. **The Board of Directors -Composition:** The Board of Directors shall be composed of the Association's Board of Directors, elected in accordance with the provisions of Article 5, below; and the Association's Officers, elected in accordance with the provision of Article 7, below;
- B. **Duties:** The Board of Directors shall:
 1. Actively promote the mission and purposes of the Association.
 2. Actively recruit new members and sponsors for the Association.
 3. Adopt the Association's budget and have discretion in the disbursement of the Association's funds.
 4. Establish such policies, as it deems appropriate in fulfilling its responsibilities under these Bylaws.
 5. Appoint such agents, as it may consider necessary.
 6. Make recommendations to the Governing Body.
 7. Represent the Governing Body of the Association.

Section 2. Elections: Elections for all Board of Directors and Officers shall be held during the course of the annual membership assembly held during the annual MASBA Conference. All elected term of office shall begin at the completion of the final official session of the annual meeting during which the Board of Director and Officer was elected.

Section 3. Nominations: All nominations for the Officers or Board of Directors must be made by an Active Member submission in writing or via e-mail to the President or Executive Director, not later than 5:00 p.m. the day before the scheduled vote by the Membership Assembly. The nomination shall contain:

1. The name and signature of a MASBA Active Member, other than the candidate.
2. A one-page summary of the candidate's biographical information and objectives, if elected.
3. A signed letter or confirming e-mail from the candidate confirming an intention to be a candidate for nomination and a willingness to serve, if elected.

In the event no one is nominated, in accordance with the above requirements, nominations shall be taken on the floor at the meeting. The term for a member elected in this manner shall be for 1 year.

Section 4. Posting: Nominations shall be posted on the Association's official website and in a public location visible to the Membership as soon as practical following the 5:00 p.m. deadline.

Section 5. Declaring A Winner: If there are two nominees for an Officer or Board of Director position, the nominee receiving the largest number of votes shall be elected. If there are three or more nominees for an Officer or Board of Director and no nominee receives a majority vote of the Members present and voting, a run-off election shall be conducted between the two nominees receiving the largest number of votes. If there is a tie for a majority vote for an Officer or Board of Director position, the balloting shall be repeated for that position as many times as necessary to obtain a majority vote for a single nominee.

Section 6. Removal:

A. An Officer or Board of Director who is absent from two consecutive regularly scheduled meetings will be considered to have resigned his/her position as of the end of the second regularly scheduled meeting at which the Officer or Board of Director was absent. The vacancy shall be filled in accordance with Article 7, Section 7 of these Bylaws.

B. Any Officer or Board of Director may be removed by a two-thirds vote of the total Membership of the Board of Directors when, in the Board of Directors's judgement, the official being considered for removal has failed to faithfully preform his or her responsibilities, and the official's removal was in the best interest of the Association.

Section 7: Quorum of Board of Directors: A majority of the Board of Directors shall constitute a quorum.

ARTICLE 6: BOARD OF DIRECTOR ELECTION

Section 1. QUALIFICATION, NOMINATION, ENDORSEMENT, AND ELECTION.

- A. Eligibility:** Each Director of the Board shall be an Active member of the Association.
- B. Establishment of Board of Directors Region:** For the purpose of election to the Board of Directors, the State of Texas has been divided into the six regions, as shown in the attached as Exhibit A.
- C. Election by Places and Terms of Office:** Each region shall elect two (2) Regional Board of Directors to staggered two year terms of office. The positions shall be denominated as Place 1 and Place 2 for each region. Terms for Place 1 Regional Board of Directors shall expire in odd numbered years. Terms for Place 2 Regional Board of Directors shall expire in even numbered years. Board of Directors elected or appointed to an unexpired term shall serve only until the last day of the term for their place.
- D. Floor Nominations:** In the event that there are no nominees for a Director position for a specific region and place in an election at the Membership Assembly, the Assembly shall take nominations from the floor, and may accept nomination of an Active Member who resides outside of the electoral region. In the event that a non-resident is elected to the Board of Directors by the Membership Assembly, the elected Director may only serve in the position until the next Membership Assembly, regardless of the ending date of the term to which that individual was elected.

ARTICLE 7 - OFFICERS

Section 1: Officers: The Officers of the Association shall act as the Executive Committee. The Composition of Officers will be President, President-Elect, Immediate Past-President, Vice-President, Secretary, and Treasurer.

Section 2: Election of Officers: The Vice President, Secretary, and Treasurer of the Association shall be elected at the annual MASBA meeting of the Member Assembly.

Section 3: Succession: The Offices of the President-Elect, President and Immediate Past President shall follow the following order of succession on an annual basis with the term of office beginning at the time of election of other officers. That is:

- A.** The Vice President becomes President-Elect.
- B.** The President-Elect becomes President.

C. The President becomes Immediate Past-President.

Section 4: Continuing Eligibility for Office: Except in the case of the President, or Immediate Past President, any member of the Board who ceases to be a school board member shall cease to be a Member of the Board of Directors, as of the date of the canvass of the election at which the member's successor assumes the local district Trustee's office.

Section 5: Term of Office:

A. Officers shall be elected in accordance with the provisions of Article 5, above.

B. Any Active Member may be re-elected to no more than four additional terms in the same elected position. Officers subject to the succession provisions of Section 3 of this Article shall not be subject to an election.

C. A Member who has ceased to be an Officer is eligible to be appointed or re-elected to the Board of Directors, if otherwise eligible for the position.

D. An Officer may resign by submitting a letter of resignation to the President. The resignation shall be effective upon receipt by the President. Officer vacancies shall be filled on accordance with the provisions of Section 7 of this Article, below.

Section 6: Duties of The Officers.

A. President: The duties of the President shall be:

1. The President shall preside at all meetings of the Association and perform duties as provided in these Bylaws and as assigned by the Board.
2. The President shall be the official representative of the Association at national, state, or regional meetings. If the President is unable to attend such meetings, then the President's designee shall represent the Association.
3. The President shall serve a voting ex officio member of all committees, but shall not count toward a quorum of the committee.

B. President-Elect: The duties of the President-Elect shall be:

1. The President-Elect shall be responsible for establishing goals and priorities and shall serve as Chair and voting member of the Planning and Development Committee and shall count toward the quorum of the Planning and Development Committee.

2. The President-Elect shall be responsible for working with appropriate committees in establishing financial and budgeting priorities for the next year.

3. In the event of the President's absence or refusal or inability to act, the President-Elect shall perform the duties of the President. When thus acting as President, the President-Elect shall have the power of and be subject to all restrictions placed upon the President. The President-Elect shall perform other duties as provided in these Bylaws and as assigned by the President.

4. Unless otherwise specified by these Bylaws, the President-Elect shall serve as a nonvoting ex officio member of all committees, but shall not count toward a quorum of the committee.

C. Vice-President: The Vice-President shall perform duties as provided in these Bylaws and other duties assigned by the President.

D. Secretary: The duties of the Secretary shall be to record and maintain the minutes of all meetings of the Association.

E. Treasurer: The duties of the treasurer shall be to:

1. Serve as Chair of the Funding, Budget and Finance Committee.

2. Be responsible for the supervision of all funds and securities and financial records of the Association, and may delegate any or all of the duties of that office, except the right to vote, to a designee.

3. Make an annual report to the Membership Assembly and other reports requested by the Board.

F. Immediate Past-President: The duties of the Immediate Past President-Elect shall be to:

1. Serve as voting Officer of the Board of Directors, and Chair and be a voting member of the Nominations Committee, and as a voting member of committees as assigned, unless otherwise specified by these Bylaws. The Immediate Past-President shall count toward the quorum of the Board of Directors or standing committees appointed by the President, and may serve as a voting member of special committees, if appointed by the President.

2. Perform all other duties as assigned by the President.

Section 7. Vacancies:

A. Vacancies occurring for any Officer, except for the office of Immediate Past- President or President-Elect, shall be filled by appointment of the President, with the consent and confirmation of the Executive Committee. Such appointee shall serve the unexpired term of that office.

B. If there is a vacancy for any reason in the office of 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 remainder of the term caused by the vacancy.

ARTICLE 8: EXECUTIVE STAFF

Section 1: Employment: The Executive Committee shall employ an Executive Director.

Section 2: Duties: The Executive Director shall:

A. Manage, supervise, and direct the operation of the Association within the authority delegated by the Board. The Executive Director shall be a nonvoting ex officio member of the Membership Assembly, and all standing and special committees appointed by the President.

B. Be the custodian of the records and proceedings of the Association and Board, and shall see that all notices are duly given as provided in these Bylaws.

C. The Executive Director, as authorized by the Board of Directors, may employ, supervise, and discharge all personnel.

D. Sign all authorized contracts and other obligations and undertakings in the name of the Association unless specifically prohibited by these Bylaws, or by further Resolutions, policies, rules, or regulations as may be adopted by the Board. Staff reporting on Association assignments shall be through the Executive Director who will retain ultimate responsibility for execution of all assignments.

Section 3: Vacancy. If there is a vacancy for any reason in the position of Executive Director, the President with the Officers may designate an Acting Executive Director to serve until the Board of Directors shall employ an Executive Director. The Acting Executive Director shall have all the power and perform all the duties of the Executive Director.

ARTICLE 9: FISCAL AND LEGAL PROCEDURES

Section 1: Fiscal And Dues Year: The fiscal year of the Association shall be September 1 through August 31. The dues year of the Association shall be September 1 through August 31.

Section 2: Compensation and Reimbursement:

A. No Member of Board of Directors shall receive compensation for services rendered. Certain expenses incurred by Officers in attending to the business of the Association may be paid by the Association, in accordance to policies adopted by the Board.

B. No Member of the Board of Directors shall serve for compensation as an employee, consultant, or independent contractor of the Association.

Section 3: Contracts: Except as otherwise provided by in these Bylaws, the Board may authorize any Officer or agent to enter into contracts and to execute or draw any instruments on behalf of the Association.

Section 4. LOANS: No loans shall be contracted on behalf of the Association, and no negotiable paper other than checks shall be issued in its name, except as authorized by the Board.

Section 5. Deposits: All funds of the Association shall be deposited to the credit of the Association in such depositories as the Board may select or as may be selected by an Officer or agent designated by the Board.

Section 6. Income: All Association income shall be collected by an Officer or agent designated by the Board.

Section 7. Disbursements: All bills, drafts, acceptances, checks, endorsements, or other evidence of indebtedness shall be signed by the Officer or agent designated by Executive Committee.

Section 8. Annual Financial Report: The Treasurer shall provide annually to the Board a report of all receipts and disbursements of Association funds. An Annual Financial Report shall subsequently be conducted and published via the Association's website.

Section 9. Audit: The Board shall designate an independent external auditor, or committee, to audit the financial records of the Association and to submit an annual audit report.

Section 10. Legal Counsel: The Board may retain outside legal counsel to advise in the legal affairs of the Association.

Section 11. Books And Records: All Active Members of the Association, upon written demand, stating the purpose of the demand, has the right to examine and copy, in person, or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

ARTICLE 10: LIMITATIONS OF LIABILITY

Section 1. LIMITATIONS OF LIABILITY:

No Officer of the Association shall be personally liable to the Association for monetary damages for any act or omission in the Officer's capacity as an Officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of an Officer for (1) breach of Officer's duty or loyalty to the Association, (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which the Officer received an improper personal benefit, whether or not the benefit resulted from an action taken within the scope of the Officer's office, or (4) an act or omission for which the liability of an Officers is expressly provided in statute. An amendment or repeal of the Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of an Officer of the Association existing at the time of such amendment or repeal. In addition to the circumstances in which an Officer of the Association is not personally liable as set forth in the preceding sentences, an Officer shall not be liable to the fullest extent permitted by an amendment to the Texas statutes hereafter enacted that further limits the liability of the Officer.

Section 2: Indemnification:

The Association shall provide the broadest indemnification permitted by law to encourage service to the Board. Members of the Board, Officers, and employees of the Association shall not be personally liable for any acts performed or omitted for the Association in objective or subjective good faith. The Association shall defend and indemnify the Members of the Board, Officers, or employees against any pending or threatened action, suit, or proceeding, civil, or criminal, to which any Member of the Board, Officer, or employee is or may be made a party by reason of having been a Member of the Board, Officer, or employee of the Association, provided that the Member of the Board, Officer, or employee acted in good faith and reasonably believed that his or her conduct was in the Association's best interest. The defense of such actions shall include payment of any and all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, and other reasonable expenses actually incurred by the Member of the Board, Officer, or employee in connection with or pertaining to proceedings, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense. The Association may purchase insurance providing similar coverage for the Members of the Board, Officers, and employees. Nothing herein shall be deemed to prevent compromise of any litigation where the compromise is deemed advisable in order to prevent greater expense or cost in the defense or prosecution of such litigation.

Indemnification for any damages or expenses by a Member of the Board, Officer, or employee by way of this Article shall only apply to such amounts as are not payable and paid by the terms and conditions of any errors and omissions insurance policy purchased in favor of the Association, its Members of the Boards, Officers, and employees. The indemnification provided by this Article shall not be deemed to be exclusive of any others rights to which any persons indemnified may be entitled under any regulation, agreement, or otherwise. The indemnification provided by this article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Association or any person referred to in this Article may have or acquire under state and federal laws. Indemnification shall continue and inure to the benefit of the heirs,

executors, successors, and administrators of persons entitled to indemnification under this Article. In a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association will not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit from the Association.

ARTICLE 11. COOPERATIVE ORGANIZATIONS

The Board may organize and participate in nonprofit associations or other legal entities whose mission and bylaws the Board determines to be consistent with Association beliefs and these Bylaws. The Board may withdraw from further participation whenever it determines that further participation would not be in the Association's best interest.

ARTICLE 12. DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the Association, dissolution shall be in accordance with the provisions of the Internal Revenue Code Section 501c(3), the Articles of Incorporation, and Texas law. Notwithstanding anything contained herein to the contrary, upon dissolution of the Association, assets will first be used to pay all debts and obligations; remaining funds shall be distributed for Internal Revenue Code Section 501c(3) of the public purposes through pro rata distributions to such Association Active Members, which are school districts of the State of Texas, other states of the United States, as have contributed to the Association and which are Association Active Members for the year(s) of dissolution. The precise formula for distributions, and the timing thereof, shall be determined by the Board.

ARTICLE 13. AMENDMENTS

Upon prior written recommendation of the Board, these Bylaws may be amended at the annual Member Assembly by a vote of two-thirds of the members present and voting, provided that a copy of the proposed amendment shall be delivered by November 1 to the Bylaws and Resolutions Committee, or its designee, for its review and recommendation before consideration by the Member Assembly.

Section 14: COMMITTEES

Section 1: The President shall appoint members to special committees created by the Board to fulfill specific assignments, unless otherwise provided by Board action. These committees may include members of the Executive Staff, Board Members, and interested persons. The function of committees shall be fact-finding, deliberative, and advisory, but not administrative. Special committees shall report their findings to the Board and shall be dissolved upon completion of the assigned task or vote of the Board.

The President and the Executive Director shall be ex-officio members of all Board committees, unless otherwise provided by Board action.

Section 2: STANDING COMMITTEES. Except as otherwise provided in these Bylaws, the President shall appoint the chair, vice-chair, and members of the following Standing Committees: Programs and Member Services Committee, Membership and Recruitment Committee, Nominations Committee, Planning and Development Committee, and Funding, Budget and Finance Committee. Members shall be appointed from the Board, Executive Committee, or Membership. Standing Committees shall have no fewer than three members, but no more than eleven members. The quorum of each Standing Committee shall be one-third of the committee membership and no fewer than three. To insure continuity of committee operation, the incoming President may appoint at least one-third of the current committee members to serve on the new committee. No individual shall serve on more than two Standing Committees at one time. Standing Committees must meet at least once per year, and report annually to the Board and Membership. The Chairs, or designees, shall prepare written reports of all meetings.

A. PROGRAMS AND MEMBER SERVICES COMMITTEE: The committee, at the discretion of the President, may be divided into two committees for the purpose of concentrated effort on particular tasks as assigned by the President. The committee shall:

1. Monitor, analyze, and provide reports to the Board on current programs and services.
2. Review, analyze, and recommend to the Board new programs and services.
3. Develop and coordinate recognition and awards programs.
4. Coordinate planning for Association's annual meeting.
5. Prepare recommendations for the Board.
6. Participate in other activities with policies adopted by the Board.

B. MEMBERSHIP AND RECRUITMENT COMMITTEE: The committee shall:

1. Monitor current Association memberships.
2. Actively seek out new programs and incentives to attract new members.
3. Monitor payment of Membership dues.
4. Review, analyze, and recommend to the Board the state of Membership and Recruitment.
5. Prepare recommendations for the Board.
6. Participate in other activities with policies adopted by the Board.

C. FUNDING, BUDGET, AND FINANCE COMMITTEE: The committee shall:

1. Prepare recommendations on the annual budget for the Board.
2. Submit to the Board a report and analysis of the finances of the Association.
3. Recommend an investment policy and monitor the investment of Association funds.
4. Present an annual financial report.
5. Study the implications of expanding or renewing services, programs, service agreements, or administrative contracts for recommendation to the Board.
6. Prepare recommendations on the annual audit of the Board.
7. Participate in other activities in accordance with policies adopted by the Board.

D. NOMINATIONS COMMITTEE.

1. The committee shall be composed of five committee members and three alternates who shall fill committee vacancies in a designated order. The three alternates shall also serve in the designated order in place of an absent or ineligible member at any meeting, in accordance with policies adopted by the Board. Members shall be elected by the Board at the meeting before the annual Member Assembly and assume their duties at the completion of the annual Member Assembly. The Immediate Past-President shall count toward a quorum of the committee. In the election of the committee, the Board shall give due consideration to representation by school district size, geographic location, and wealth per student. If the Immediate Past-President is unable to serve for any reason, the remaining committee members shall select a chair.

The President shall serve as a voting ex officio member; the President-Elect shall serve as a nonvoting ex officio member. Neither the President nor the President-Elect shall count toward shall count toward a quorum of the committee.

2. The committee shall meet by October 31 before the annual Member Assembly and shall nominate one or more candidates for each office and Trustee position to be filled and report the committee's nominations to the President and the Executive Director.

3. The slate of nominations shall be prepared as follows:

a. At least 30 days before the Member Assembly, or as soon thereafter as practical, the Executive Director shall provide Active and Individual Members with the committee's slate of nominee for each office and Trustee position along with pertinent biological information for each nominee.

b. In the event a nominee becomes unable to serve, the committee, at the call of its chair, shall select an alternate nominee and notify the Active and Individual Members of its amended report as soon as feasible, but no later than the opening of the annual Member Assembly.

The committee may conduct valid business without a physical meeting by arranging a telephone conference call of committee members. A majority of the full committee must concur for action taken by a telephone conference call to be valid.

c. Active and Individual Members may participate in the nominations process as provided in these Bylaws.

d. An official ballot listing the names of all committees and Active member nominees shall be prepared before the opening session of the annual Member Assembly.

e. No person shall be a candidate for more than one office.

E. BYLAWS AND RESOLUTIONS COMMITTEE. The committee, at the discretion of the President, may be divided into two committees for the purpose of concentrated effort on particular tasks as assigned by the President. The committee shall:

1. Recommend to the Board for submission to the Member Assembly any proposed changes in the beliefs of the Association.

2. Coordinate and review all Resolutions submitted for consideration by the Board or Active and Individual Members.

3. Study and recommend to the Board proposed policies of the Board or changes to existing policies of the Board.

4. Participate in other activities in accordance with policies adopted by the Board.

F. PLANNING AND DEVELOPMENT COMMITTEE. The committee shall be chaired by the President-Elect and shall:

1. Review, analyze, and recommend to the Board new programs and services.

2. Review, analyze, and recommend building and equipment needs.

3. Review, update, and report annually Association goals and priorities.

4. Monitor the development of enhanced programs and services.

5. Review the evaluation of existing programs and services.
6. Review and coordinate the activities of the Board and its committees.
7. Monitor and evaluate the Association's relationship with other associations and entities.
8. Participate in other activities in accordance with policies adopted by the Board.