

**NEVADA ASSOCIATION
OF
SCHOOL BOARDS
BYLAWS**

ORIGINALLY ADOPTED 1966

**Including Amendments Approved through
July 30, 2011**

**BYLAWS OF THE
NEVADA ASSOCIATION OF SCHOOL BOARDS**

ARTICLE I

NAME AND PURPOSE

The name of this organization shall be the Nevada Association of School Boards (NASB), a nonprofit corporation, in accordance with the provisions of the laws of the State of Nevada as provided in sections 81.350 to 81.400 inclusive.

The purpose of this organization shall be:

1. To provide constant improvement of public school education in the State of Nevada;
2. To provide for closer cooperation among the school boards of the State;
3. To provide information and assistance to individual school boards and members;
4. To cooperate to the fullest extent with public officials, school administrators, teachers, interested individuals and organizations to advance the cause of public school education; and
5. To promote constructive school legislation, and provide the legislature with basic information pertaining to public education in the State and the various districts when requested or when deemed appropriate by the NASB.
6. That this is a non-profit, non-stock corporation, organized solely for educational and other general purposes under section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.¹

ARTICLE II

MEMBERSHIP

1. **ACTIVE**—The board of trustees of any school district in the State of Nevada may become active members by paying their annual dues.
2. **HONORARY**—Each past president of the NASB shall be accorded honorary membership in the Association without the payment of dues. The Board of Directors may, by resolution, elect as an honorary member, without the payment of dues, the State Board of Education or any person who has made an outstanding contribution in furthering the cause of education in Nevada.
3. All county superintendents and school administrators shall be invited to attend the annual meeting of the NASB, with the right of discussion.

¹ Amended by the Board of Directors by a unanimous vote to comply with new Internal Revenue Service requirements, May 5, 2007, then approved unanimously by the General Membership in a meeting held October 12, 2007.

ARTICLE III
VOTES AND DELEGATES

1. Voting on any issues shall be:
 - A. At any regular or special meeting of the NASB or of the Board of Directors or the Executive Committee as the case may be; or
 - B. By mail ballot submitted to the Directors, if such procedure is first approved by the Executive Committee.
2. Each board of trustees may be represented in meetings of the NASB by as many delegates as it chooses to send.
3. Each board of trustees shall be entitled to one vote. No board shall be allowed to represent another by proxy.
4. All classes of membership shall have the right of discussion.
5. Each member board of trustees shall be entitled to select one member to act as a voting director.
6. All active members have the right to make a motion or to second a motion.
7. Honorary members shall not have the right to vote.
8. Any member of the Executive Committee or a Director may request a roll call vote when any vote is taken in joint meetings of the Executive Committee and Board of Directors.
 - a. In the event a school district is represented on the Executive Committee and Board of Directors and a difference of opinion exists about the vote to be cast on behalf of the school district, the Director shall vote on behalf of that district when a roll call vote is taken.
 - b. In the absence of the Director in a contested vote, the more senior member of the Executive Committee from that county will vote on behalf of the school district.
 - c. In the absence of a Director or member of the Executive Committee in a contested vote, the more senior school board member of that county attending the meeting shall vote for that school district.²

ARTICLE IV

FISCAL YEAR

The fiscal year of the NASB shall be from July 1 of one year through June 30 of the following year.

² Adopted by the Executive Committee and Board of Directors at the joint meeting on October 10, 2009, then approved unanimously by the General Membership in a meeting held November 21, 2009.

ARTICLE V

MEETINGS

1. Conferences of the NASB will be held as arranged by the Executive Director with approval of the Executive Committee.
2. Special meetings may be called at any time by the President or by a majority of the Executive Committee or by one-third of the Directors. There shall be a one week written notice for a special meeting.

ARTICLE VI

OFFICERS, EXECUTIVE COMMITTEE, AND BOARD OF DIRECTORS

1. Officers and members of the Executive Committee and Board of Directors shall be active members of the NASB.
2. The Executive Committee of the NASB shall be composed of the officers of the NASB and former NASB presidents still serving in their school districts. The Executive Committee shall always include at least two voting members from Clark County and one from Washoe County. If the NASB officers and past presidents do not include two from Clark or one from Washoe, the president of the school board in that district shall appoint a representative (or two) to serve on the Executive Committee.³
3. The officers of the NASB, in rank order, shall be the President, President-Elect, Vice President, Legislative Chairman, Immediate Past President, and Past President. Officers may serve concurrently as a member of the Board of Directors.
4. Board of Directors—One individual member from each of the seventeen county school boards of trustees shall constitute the Board of Directors.
5. The Board of Directors shall conduct a minimum of four regular meetings each year.
6. The Executive Committee shall meet at least six times each year.

³ Permanent representation on the Executive Committee for Clark and Washoe school districts was adopted in concept by the Board of Directors by a unanimous vote July 26, 2003. The Association has been operating in accordance with provisions related to the inclusion of former NASB presidents on the Executive Committee since before January 2003, although it could not be established that the Board of Directors amended the Bylaws to reflect that intention. After research of the Association's minutes and at the Direction of the NASB Executive Committee by action taken on June 25, 2007, language to incorporate these concepts into the Bylaws was prepared, with unanimous approval by the Board of Directors on August 18, 2007. Following further discussion in late 2008, further clarification was adopted unanimously by the Executive Committee and Board of Directors on January 5, 2009, then approved unanimously by the General Membership in a meeting held November 21, 2009.

ARTICLE VII

ELECTION OF OFFICERS AND DIRECTORS

1. The President-Elect, Vice President, and Legislative Chair⁴ shall be elected by a majority vote of the Directors at the annual meeting.
2. Each of the seventeen county boards of trustees shall select one of its members to serve as a Director of the NASB for a term of two years. Filling of vacancies (Director) is the responsibility of the particular board of trustees.
3. Nominations—Nominations for officers shall be made by the Nominating Committee. The Committee shall seek recommendations for possible candidates from each school board through the NASB Director of each of the respective school districts.
5. It shall be the duty of the Nominating Committee to nominate at least one candidate for each of the following offices: President-Elect, Vice President and Legislative Chairman.
6. Additional nominations for officers may be made from the floor provided consent of each candidate has been obtained before the candidate's name is placed in nomination.

ARTICLE VIII

DUTIES OF OFFICERS AND TERMS OF OFFICE (EXECUTIVE COMMITTEE)

1. President—The President shall have such duties and powers as are usually exercised by such officers and:
 - A. Shall preside at the general membership meetings and at the meetings of the Board of Directors;
 - B. Shall appoint all committees, unless otherwise ordered by the Board of Directors or by any action taken at a regular meeting;
 - C. Shall be an ex-officio member of all committees with voting power on each, provided that voting power on the Nominating Committee shall be exercised only in the event of the President serving in the absence of the chairman as provided in Article XII;
 - D. May call special meetings of the Board of Directors, or of the general membership, or of the membership of any committee;
 - E. With the advice and consent of the Board of Directors, may name delegates to represent the NASB at meetings of other Nevada educational groups;
 - F. Shall have a deciding vote upon all questions in case of a tie vote;
 - G. Shall direct such matters as are placed in his/her hands by the Board of Directors or by action taken at a membership meeting;

⁴ Amended by the Board of Directors by a unanimous vote, November 16, 2006, then approved unanimously by the General Membership in a meeting held November 16, 2006.

- H. Shall oversee an effective communications program of NASB activities;
 - I. Shall maintain an outreach program to encourage participation in NASB activities.
2. The President-Elect shall:
- A. In the absence or disability of the President, have full authority and perform the duties of the President;
 - B. Act as the NASB coordinator of each conference in conjunction with the host school board, NASB President, and the Executive Director;
 - C. Perform other duties specifically assigned by the President or by the Board of Directors;
 - D. Automatically assume the position of President at the end of his term.
3. The Vice President shall:
- A. In the absence or disability of the President and the President Elect, have full authority and perform the duties of the President;
 - B. Act as the coordinator of all in-service training activities for;
 - i. New Trustees;
 - ii. NASB Directors; and
 - iii. Continuing education programs for veteran trustees;
 - C. Work in conjunction with the Legislative Chairman on all duties of that office⁵;
 - D. Perform other duties specifically assigned by the President or by the Board of Directors.
4. The Legislative Chairman shall:
- A. Act as legislative coordinator for all school districts;
 - B. Represent NASB at legislative hearings on educational issues;
 - C. Serve as Chairman of NASB Legislative Committee;
 - D. Conduct in-service activities for the local school board legislative representatives and all other school board trustees.
5. The Immediate Past President shall:
- A. Act as advisor to NASB Executive Committee;
 - B. Perform special tasks as requested by the President or the Executive Committee;
 - C. Serve as chairman of the Nominating Committee;

⁵ Amended by the Board of Directors by a unanimous vote, November 16, 2006, then approved unanimously by the General Membership in a meeting on November 16, 2006.

- D. Assist his successor as President by providing an orientation of the duties of the office;
 - E. Provide in-service training programs for local board presidents; and
 - F. Act as coordinator of the resources of and services offered by NASB and determine the need for additional services.
6. The Past President shall:
- A. In the absence or inability to serve of the Immediate Past President assume the duties of that office.
7. The terms of office for the President, President-Elect, Vice President, and Legislative Chairman⁶ shall be for one year, to commence at the close of the annual meeting.
8. Officers shall remain in office until a successor has been named.

ARTICLE IX

BOARD OF DIRECTORS

1. Except as otherwise provided by these Bylaws, the management of the affairs of the Association is vested in the Board of Directors. The Board of Directors shall:
- A. Adopt rules not inconsistent with the provisions of these Bylaws;
 - B. Be responsible for proposing and administering programs and activities that are in harmony with the purposes of the Association;
 - C. Have general charge of the funds and property of the NASB;
 - D. Have final approval of the appointment of the Executive Director;
 - E. Approve an annual budget; and
 - F. Represent NASB and their local boards at regional and national meetings of NSBA.
2. Members of the Board of Directors are the liaison between NASB and local boards. It is important for each Director to:⁷
- A. Distribute and discuss each edition of NASB News Update with board colleagues, the superintendent, and others as appropriate in the district;
 - B. Provide information about the Annual Conference program, registration, room reservations, and other related details;

⁶ Amended by the Board of Directors by a unanimous vote, November 16, 2006, then approved unanimously by the General Membership in a meeting held November 16, 2006.

⁷ Amended by the Board of Directors and Executive Committee by a unanimous vote during a joint meeting on July, 31, 2010, then approved unanimously by the General Membership in a meeting held November 20, 2010.

- C. Share information about meetings of the Board of Directors and Executive Committee, including the minutes from each meeting, to ensure that board members across the State are aware of the activities of NASB, particularly as they related to educational advocacy and professional development;
- D. Communicate ideas, concerns, questions, and information from the school district to NASB;
- E. Respond to requests for information from NASB to local boards;
- F. Attend NASB professional development activities and share strategies for more effective governance and boardsmanship with board colleagues;
- G. Attend each meeting of the Board of Directors or designate an alternate to attend the meeting, if appropriate; and
- H. Vote on each issue as authorized by the Director's local board unless a majority of the Board of Directors determines that the local board should be consulted for its position on a specific matter.

ARTICLE X

EXECUTIVE COMMITTEE

1. The Executive Committee shall:
 - A. Review the annual budget prepared by the Executive Director and present to the Board of Directors for approval;
 - B. Have the power to call meetings;
 - C. Be responsible for initiating activities on behalf of the Association, and particularly of an emergency nature, causing the Executive Director to report such to the Directors of the Association at the earliest possible date;
 - D. Be responsible for appointing delegates and alternates to represent the Association at the annual convention of the National School Boards Association;
 - E. Encourage representation to regional meetings of the National School Boards Association;
 - F. Encourage representation from each school board of trustees in the state to attend state, regional, and national meetings;
 - G. Interview and recommend to the Board of Directors a suitable candidate for the position of Executive Director;
 - H. Establish goals and objectives for the ensuing year;
 - I. Develop an evaluation of the performance of the Association in meeting stated goals;

2. Vacancies:

- A. If there is a vacancy in the office of President, the President-Elect shall succeed to the office immediately.
- B. If there is a vacancy in the office of President-Elect, the Vice President shall succeed to the office immediately.
- C. If there is a vacancy in the office of Vice President, the Legislative Chairman shall succeed to the office immediately.⁸
- D. If there is a vacancy in the office of Legislative Chairman the President shall, with the approval of the Executive Committee, appoint a Legislative Chairman who shall serve the balance of the term.
- E. If there is a vacancy in the office of Past President the vacancy shall be filled by the Board of Directors by the appointment of a former President who is then currently a member of NASB.

ARTICLE XI

EXECUTIVE DIRECTOR

The Executive Director shall have such duties as are usually performed by an Executive Director.

The Executive Director shall:

- 1. Keep a minute book with accurate minutes of membership meetings and of meetings of the Executive Committee and Board of Directors.
- 2. Keep a membership roster up-to-date at all times.
- 3. Preserve the records and files of NASB.
- 4. Bear responsibility for coordination and general development of the Nevada Association of School Boards through:
 - A. The publication of a newsletter;
 - B. Special reports when deemed advisable on local, state, and national issues;
 - C. Information to the membership on progress of proposals during legislative years;
 - D. Visitation to local boards; and
 - E. Area conferences of local boards, holding such as deemed necessary, or upon request.

⁸ Amended by the Board of Directors by a unanimous vote November 16, 2006, then approved unanimously by the General Membership in a meeting held November 16, 2006.

5. Attend regional and national conferences at request of Executive Committee.
6. Prepare an annual budget to be submitted to the Executive Committee for review.
7. Maintain an up-to-date and accurate account of funds received and disbursed.
8. Bear responsibility for forwarding statements of dues to each of the 17 county school district boards of trustees.
9. The Executive Director shall be appointed by the Executive Committee with approval of the Board of Directors.
10. The Executive Committee shall set the salary, supervise the duties as they relate to the Association, and after the initial one-year appointment may appoint the Executive Director to a term not to exceed four years, with the approval of the Board of Directors.
11. If the Executive Director serves as an employee of the Association, he/she shall be bonded in form and amount satisfactory to the Board of Directors at the expense of the Association and shall be responsible for maintaining records and handling all funds. If the Executive Director serves as an independent contractor, he/she shall obtain professional liability insurance at the expense of the Association that is satisfactory to the President of the Association and shall be responsible for maintaining records and handling all funds.⁹

ARTICLE XII

COMMITTEES

1. Nominating and Awards Committee— There shall be a nominating and awards committee consisting of the Immediate Past President, who shall be the Chair, and four directors who shall be appointed annually by the Board of Directors. The Board of Directors shall appoint directors from geographically diverse districts, and shall not appoint the director from the chairman's district.¹⁰ In the absence or inability of the Immediate Past President to serve, the President shall act as chairman.
 - A. In addition to the responsibility to nominate persons for officer positions, the Nomination and Awards Committee shall receive nominations for and designate persons to be recognized annually for distinguished service to public education.
2. The President shall create any standing and special committees required by these Bylaws or deemed appropriate or helpful to properly perform and carry out the mission, goals, and purposes of the Association.¹¹

⁹ Discussed by the Executive Committee and Board of Directors extensively on January 12, 2008; amended by a unanimous vote of the Board of Directors on February 20, 2008, then approved unanimously by the General Membership in a meeting held November 14, 2008.

¹⁰ This Article was revised to encourage wider representation for the selection of award recipients and nominations for officers. The change was unanimously approved by the Executive Committee and Board of Directors on January 5, 2009, then approved unanimously by the General Membership in a meeting held November 21, 2009.

¹¹ This Article was revised to clarify the process for establishing standing or special committees to perform and carrying the work of the Association. The change was unanimously approved by the Executive Committee and Board of Directors on July 30, 2011.

- A. Such committees must be approved by the Executive Committee or Board of Directors, dependent upon the issue that the committees will address.
- B. The President may appoint board members to serve on such committees or some other method may be used, in accordance with the motion establishing the committee.
- C. Insofar as is possible, geographic diversity will be included on such committees.
- D. At the time that such committees are approved by the Executive Committee or Board of Directors, a decision will also be made and included in the motion about whether minutes of meetings and/or teleconferences will be provided.

ARTICLE XIII

TRAVEL

Legal authorization for NASB members to attend state, regional, or national conventions is contained in Section 1, Chapter 386 of NRS, enacted by the 1963 Legislature. This act provides that transportation and per diem to official meetings constitutes a legal expenditure of the particular school district.

ARTICLE XIV

RESOLUTIONS

All resolutions shall be brought before the Executive Committee and/or the Board of Directors of the Association for their study and recommendation and for approval or rejection. Membership shall be advised of all resolutions presented on behalf of the NASB.

ARTICLE XV

PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order, Revised, shall govern this Association in all cases in which they are not inconsistent with these Bylaws, or with state or federal laws.

ARTICLE XVI

AMENDMENT OF BYLAWS

The Bylaws can be amended at any regular meeting of the NASB by a two-thirds vote, provided that the amendment has been submitted in writing to the Directors and Executive Committee thirty days prior to the meeting.

Any active member of NASB may present an amendment.

ARTICLE XVII

DUES

1. The membership fee shall be paid by August 1 of each fiscal year to the Executive Director of NASB.
2. The amount of membership dues shall be set and revised as necessary by the Executive Committee and approved by the Board of Directors. In setting, revising, and approving

the amount of membership dues, the Executive Committee and Board of Directors shall consider the size of the district, the district's ability to pay, and the fiscal needs of the Association.¹²

3. The minimum annual dues for membership in the Association shall be \$2,500, unless otherwise determined by unanimous consent of the Executive Committee pursuant to section 3 of this Article.
3. The dues amounts approved pursuant to section 3 of this Article shall be increased annually by 5%, excluding Clark and Washoe. The Executive Committee shall separately determine the amount of increase, if any, to Clark and Washoe. Any increase to Clark and Washoe must be approved by the unanimous consent of the Executive Committee and subsequently approved by two-thirds vote of the Board of Directors.
5. When dues are calculated for each fiscal year in accordance with section 5 of this Article, a new base amount will have been established to which the 5% annual increase must be applied when calculating the dues for the following fiscal year. In like manner, a new base amount will be established each year thereafter to which the annual increase will be applied. ¹²
6. In times of extreme adverse financial circumstances, a Member may petition the Executive Committee for a discount in dues, which the Executive Committee may grant if it finds good cause to do so. Any discount will be determined by the Executive Committee and will be effective for one year only, although Members may reapply in subsequent years.¹⁴

ARTICLE XVIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.¹³

¹² Sections 3, 4, 5, and 6 were originally approved by the Board of Directors by a unanimous vote on November 11, 2004. These sections were not included in electronic document provided to new Executive Director in October 2006. After research of the Association's minutes and at the Direction of the NASB Executive Committee by action taken on June 25, 2007, added to electronic Bylaws.

¹² This Article of the Bylaws has been previously amended on these dates prior to revisions approved by a unanimous vote of the Board of Directors on August 18, 2007: November 16, 1973; May 5, 1975; March 10, 1977; March 27, 1982; March 16, 1983; April 15, 1984; April 17, 1989; May 5, 1993; November 18, 2000; October 20, 2001, and November 11, 2004.

¹⁴ Amended at a joint meeting of the Board of Directors and Executive Committee by a unanimous vote, May 1, 2010, , then approved unanimously by the General Membership in a meeting held November 20, 2010.

2. Upon the winding up and dissolution of this corporation, no part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.¹⁵

ARTICLE XIX

WHISTLEBLOWER POLICY¹⁶

1. If any employee or independent contractor hired by the Association believes that some policy, practice, or activity of the Nevada Association of School Boards is in violation of law, a written complaint may be filed by that employee or independent contractor with the Executive Director and the President of the Association.
2. It is the intent of the Nevada Association of School Boards to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this section of the Bylaws is to support the organization's goal of legal compliance.
3. The support of all employees and independent contractors hired by the Association is necessary to achieving compliance with various laws and regulations.
4. An employee and an independent contractor hired by the Association are protected from retaliation only if the employee or independent contractor hired by the Association brings the alleged unlawful activity, policy, or practice to the attention of the Executive Director and the President of the Association and provides the Nevada Association of School Boards with a reasonable opportunity to investigate and correct the alleged unlawful activity.
5. The Nevada Association of School Boards will not retaliate against an employee or independent contractor hired by the Association who, in good faith, has made a protest or raised a complaint against some practice of the Nevada Association of School Boards or of another individual or entity with whom the Nevada Association of School Boards had a business relationship on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.
6. The Nevada Association of School Boards will not retaliate against an employee or independent contractor hired by the Association who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of the Nevada Association of School Boards that the employee or independent contractor believes is in violation of a law or rule or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

¹⁵ Amended by the Board of Directors by a unanimous vote to comply with new Internal Revenue Service requirements, May 5, 2007, then approved unanimously by the General Membership in a meeting held October 12, 2007..

¹⁶ Amended by the Board of Directors by a unanimous vote to comply with Sarbannes-Oxley requirements, February 26, 2011.

ARTICLE XX

DOCUMENT RETENTION POLICY¹⁷

1. The Nevada Association of School Boards shall maintain the documents listed in Section 4 below for the number of years shown in paper copy or electronic format.
2. All permitted document destruction shall be halted if Nevada Association of School Boards is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of legal counsel or the President of the Association.
3. The Association's Business Manager shall maintain the most current balance sheet and financial report in electronic format in a second location in order to ensure that a backup copy is available in the event of accident or natural disaster.
- 4.

Type of Document	Number of Years to be Retained	Where Stored
Accounts payable and accounts receivable	Five years	NASB Office or Office of the Business Manager
Audit reports of accountants	Permanently	NASB Office or Office of the Business Manager
Bank statements	Ten years	NASB Office or Office of the Business Manager
Contracts and leases (expired)	Five years	NASB Office or Office of the Business Manager
Correspondence (general)	Four Years	NASB Office or Office of the Business Manager
Correspondence (legal and important matters)	Ten years	NASB Office or Office of the Business Manager
Donation records	Ten years	NASB Office or Office of the Business Manager
Records of deposits	Ten years	NASB Office or Office of the Business Manager
Independent contractor records	Seven years	NASB Office or Office of the Business Manager
Expense documentation for travel and other expenses	Ten years	NASB Office or Office of the Business Manager
Minutes of the Board of Directors, including Bylaws	Permanently	NASB Office or Office of the Business Manager
Tax returns and related documents	Permanently	NASB Office or Office of the Business Manager
Email correspondence	Thirty Days	NASB Office or Office of the Executive Director

¹⁷ Amended by the Board of Directors by a unanimous vote to comply with Sarbannes-Oxley requirements, February 26, 2011.

Article XXI

INVESTMENT POLICY¹⁸

1. The Executive Committee of the Nevada Association of School Boards shall have the authority to authorize the investment of funds from the Association in Certificate of Deposit accounts.
2. Insofar as is possible, funds shall be invested in banks headquartered in Nevada that are insured by the Federal Deposit Insurance Corporation.
3. The maturation dates for Certificates of Deposit shall be staggered to ensure that not all funds are committed for the same period of time.
4. The amounts invested in Certificates of Deposit shall be varied to ensure that not all available funds are in the same account or bank.
5. The Business Manager shall report appropriate information about the current Certificates of Deposit held by the Association to the Executive Committee and Board of Directors at each meeting.

¹⁸ Amended by the Board of Directors by a unanimous vote, February 26, 2011.