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**PROPOSED
BYLAWS OF THE
COLORADO ASSOCIATION OF SCHOOL BOARDS**

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PREAMBLE

9 Colorado Association of School Boards (“CASB”), a Colorado quasi-governmental,
10 nonprofit corporation organized as a membership association, adopts the following
11 bylaws:
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ARTICLE I: Purpose

16 The purpose of CASB shall be to promote the interests and welfare of Colorado public
17 schools, and to improve the efficiency and effectiveness of public education in Colorado
18 by providing services to its members, and to support them in all matters of public
19 education governance. additionally, CASB shall represent the interests of its members at
20 state and national levels on issues of importance to public education and local boards of
21 education.
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ARTICLE II: CASB Offices

26 The office or offices of CASB shall be established and maintained at such locations as
27 may be deemed appropriate by the CASB Board of Directors (“Board of Directors”).
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ARTICLE III: Membership

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SECTION 1. Active Members

34 The members of CASB (“Active Members”) shall be composed of publicly elected Boards
35 of Education (“School Boards”) of school districts established pursuant to Article IX,
36 Section 15 of the Colorado Constitution. Any such school board may become an Active
37 Member upon application to CASB and payment of the annual dues. Membership shall be
38 considered active if the annual dues are current.
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SECTION 2. Honorary Members

- A. All past presidents of CASB automatically shall become Honorary Members (“Honorary Members”) of CASB with the right to take part in all proceedings.
- B. AT THE ANNUAL MEETING, The Board of Directors may present for approval as Honorary Members of CASB other worthy persons who have contributed outstanding service to public education.
- C. Honorary Members shall have no voting privileges.

SECTION 3. Education Organization Affiliates

- A. The Board of Directors shall have the authority to establish a category of membership which shall be known as “Education Organization Affiliates” (“AFFILIATES”)
- B. AFFILIATE Membership shall be available to the governing board and chief executive officer of other public education-related organizations in Colorado as approved by the Board of Directors.
- C. AFFILIATES shall not be authorized to participate in the governance structure of CASB but shall be eligible to have their names listed in any CASB membership directory, receive CASB publications, and receive such other membership privileges as the Board of Directors may authorize.

ARTICLE IV: Annual Dues

SECTION 1. Dues

- A. Active Member dues shall be determined by the Board of Directors subject to approval by the Active Members at the Annual Business Meeting.
- B. The Affiliate dues shall be fixed by the Board of Directors.
- C. The Board of Directors may abate the annual dues for any fiscal year without a vote of the Membership, provided that the abatement is applied proportionately to all active members.

SECTION 2. Billing of Dues

Annual dues shall be payable July 1 of each year. Notice for payment of dues shall be issued by CASB in June or earlier to all prospective members and affiliates.

ARTICLE V: Board of Directors

SECTION 1. Membership

- A. The Board of Directors shall be composed of the persons elected to serve as directors of CASB and others listed in this Article.

- 88 B. Election to the Board of Directors shall be in accordance with applicable policy
- 89 adopted by the Board of Directors. EACH DIRECTOR of a SCHOOL BOARD, which is
- 90 an active member of CASB, is eligible to serve on the Board of Directors.
- 91 C. CASB Directors shall be elected by the Delegates at the Annual Business Meeting
- 92 and shall serve for terms of UP TO three years each, or until a successor takes office.

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94 **SECTION 2. EX OFFICIO MEMBERS**

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- 96 A. The Ex Officio members shall have all the privileges of THE elected Board of
- 97 Directors except the privilege of voting.
- 98 B. The Executive Director of CASB shall be an Ex Officio member of the Board of
- 99 Directors.
- 100 C. In the event the chair of a standing committee of the Board of Directors of CASB is
- 101 not a member of the Board of Directors, the chair shall serve as an Ex Officio
- 102 member of the Board of Directors.
- 103 D. The Board of Directors may recommend to the Delegate Assembly Ex Officio Director
- 104 positions to represent marginalized communities. The Delegate Assembly shall elect
- 105 directors to fill these positions.

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107 **SECTION 3. Vacancies**

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- 109 A. A vacancy shall be deemed to exist on the Board of Directors upon the occurrence
- 110 of any one of the following events prior to the expiration of the term of office:
- 111 a. If, for any reason, a member of the Board of Directors ceases to be a School
- 112 Board member, except as provided in paragraph “3. B” below;
- 113 b. If a member of the Board of Directors submits a written resignation to the
- 114 Board of Directors and such resignation is duly accepted by the Board of
- 115 Directors; or
- 116 c. If, for any reason, the member School Board on which the director sits ceases
- 117 to be an Active Member of CASB.
- 118 B. A vacancy shall also be deemed to exist on the Board of Directors if no eligible
- 119 candidate runs for the office.
- 120 C. If a member of the Board of Directors ceases to be a school board member as a
- 121 result of the regular biennial school director election, and the date of the Annual
- 122 Business Meeting at the Annual Convention is less than sixty (60) days away, the
- 123 vacancy shall occur upon the adjournment of the Annual Business Meeting or upon
- 124 the election of a successor to the director during the Annual Business Meeting,
- 125 whichever event shall first occur.
- 126 D. The Board of Directors, within sixty (60) days after the occurrence of a vacancy,
- 127 shall fill the vacancy by appointment of a director, except that if such vacancy
- 128 occurs within a period of four months prior to the Annual Business Meeting, the
- 129 Board of Directors may exercise discretion in determining whether the vacancy
- 130 shall be filled by appointment. Any such appointee shall serve until the next Annual
- 131 Business Meeting, at which time a director shall be elected as provided in policy
- 132 adopted by the Board of Directors to fill the unexpired portion of the term, if any.

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SECTION 4. Meetings

- A. The Board of Directors shall meet at least quarterly at such time and place as prescribed by the Board of Directors, or if the Board of Directors fails to so prescribe, as directed by the President. In addition, the Board of Directors shall meet upon call of the President or upon written request of any seven (7) of its members.
- B. The President or the Executive Director shall give at least five (5) days' notice prior to any meeting of the Board of Directors, provided that at any time before, during, or after such a meeting such notice may be waived. Attendance at such meeting of the Board of Directors shall constitute such waiver.
- C. The agenda for each meeting shall be posted to the membership at least five (5) days prior to the meeting, in accordance with Board policy.

SECTION 5. Quorum

A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Board of Directors members present at any meeting shall constitute the action of the Board of Directors. If a meeting of the Board of Directors has been convened with a quorum in attendance, a quorum shall be deemed to exist until the conclusion of such meeting.

SECTION 6. Powers of the Board of Directors

- A. The Board of Directors shall have general supervision of the affairs of CASB during the interim between Annual Business meetings. It also shall possess such particular powers as necessary to act in circumstances not specifically covered in these bylaws.
- B. The Board of Directors shall have general authority, subject to such direction as may be prescribed by the Active Members, to provide such services and engage in such activities as are within the general purposes for which CASB was created.
- C. The Board of Directors may appoint committees in accordance with Board policy.
- D. Standing Committee(s):
 - a. Documents Committee
 - The Board of Directors shall establish a Documents Committee. This Committee shall serve the membership to ensure consistency and congruency of the governing documents of CASB.
 - i. Functions
 - 1. The Documents Committee shall be responsible for maintaining the "Documents of Authority" (Articles of Incorporation, Bylaws, Standing Rules, and other documents as directed by the Board of Directors), including periodic reviews thereof.
 - 2. The Documents Committee shall review proposed amendments to the various Documents of Authority and prepare said

180 amendments for consideration.

- 181 3. The Documents Committee shall review proposed legislative
- 182 resolutions and prepare said resolutions for consideration.
- 183 4. The Documents Committee shall review proposed business items
- 184 and prepare said business items for consideration.
- 185 5. The Documents Committee assesses and recommends changes to
- 186 either CASB's practices or the Bylaws in order to ensure
- 187 alignment.
- 188 6. The Documents Committee shall review current best practices
- 189 and governance trends and make recommendations on those
- 190 CASB should consider adopting.

191 ii. Membership:

- 192 1. Any active member of CASB shall be eligible to serve.
- 193 2. No fewer than five (5) members shall be appointed by the
- 194 president with approval by the Board of Directors and shall
- 195 include at least one member of the Board of Directors.
- 196 3. Appointments shall be for a term of two (2) years. No member
- 197 shall serve for more than three (3) consecutive terms.

198 **SECTION 7. Executive Committee**

- 199 A. The Executive Committee of the Board of Directors shall consist of the officers and
- 200 four (4) others elected from the members of the Board of Directors.
- 201 B. The Executive Committee shall be authorized to act on behalf of the Board of
- 202 Directors when matters arise which warrant attention prior to a meeting of the
- 203 Board of Directors. Any action taken by the Executive Committee in this interim
- 204 period shall be reported at the next meeting of the Board of Directors.
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209 **ARTICLE VI: Officers**

210 **SECTION 1. President**

- 211 A. The President of CASB shall be elected by the Board of Directors from among its
- 212 members at the next regularly scheduled meeting of the Board of Directors after
- 213 the annual elections to that body.
- 214 B. The President shall serve a term of one year and may be re-elected twice. The
- 215 President will serve until their successor is elected.
- 216 C. The President shall preside over meetings of the Board of Directors, appoint such
- 217 standing and special committees as the Board of Directors may authorize, and have
- 218 such other powers as these bylaws, Board policy, or the Board of Directors shall
- 219 delegate to them.
- 220 D. The President shall preside over meetings of the Membership, including Delegate
- 221 Assemblies, Annual Business Meetings, Special Meetings, and Regional Meetings.
- 222 E. The President and Executive Director shall be the spokespersons for CASB.
- 223 F. The President shall continue to serve as Director of the Region from which they are
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226 elected.

- 227 G. In the event that the President is no longer a member of a School Board during their
228 term as President of CASB due to the outcome of the regular biennial school election
229 and the date of the Annual Business Meeting is less than sixty (60) days away, the
230 President shall continue to serve as President of CASB through the election of
231 officers.

232 **SECTION 2. Vice President**

- 233
- 234 A. The Vice President of CASB shall be elected by the Board of Directors from among
235 its members at the next regularly scheduled meeting of the Board of Directors after
236 the annual elections to that body.
- 237 B. The Vice President shall serve a term of one year and may be re-elected twice. The
238 Vice President will serve until their successor is elected.
- 239 C. The Vice President shall have such powers as these Bylaws, Board Policy, or the
240 Board of Directors shall delegate to them.
- 241 D. In the absence or inability of the President, the Vice President shall perform all
242 duties of the President.
- 243 E. In the event that the Vice President is no longer a member of a School Board during
244 their term as Vice President of CASB due to the outcome of the regular biennial
245 school election and the date of the Annual Business Meeting is less than sixty (60)
246 days away, the Vice President shall continue to serve as Vice President through the
247 election of officers.

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249 **Section 3. Secretary-Treasurer**

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- 251 A. The Secretary-Treasurer shall be elected by the Board of Directors from among its
252 members at the next regularly scheduled meeting of the Board of Directors after
253 the annual elections to that body.
- 254 B. The Secretary-Treasurer shall serve a term of one year or until their successor shall
255 be elected and may be re-elected twice.
- 256 C. The duties of the Secretary-Treasurer shall be to coordinate communication to
257 members, be responsible for the maintenance of documents and records, and Chair
258 the Finance Committee of the Board of Directors in accordance with Board policy.
- 259 D. In the event that the Secretary-Treasurer is no longer a member of a School Board
260 during their term as Secretary-Treasurer due to the outcome of the regular biennial
261 school election and the date of the Annual Business meeting is less than sixty (60)
262 days away, the Secretary-Treasurer shall continue to serve as Secretary-Treasurer
263 through the election of officers.

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265 **SECTION 4. Executive Director**

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267 The Executive Director shall be hired by the Board of Directors. The Executive Director's
268 term of office, duties, and compensation shall be prescribed by the Board of Directors
269 and specified in the employment contract.

ARTICLE VII: Conventions, Meetings, and Delegate Assemblies

SECTION 1. Annual Business Meeting

During the Annual Convention, CASB shall hold an Annual Business Meeting of its Active Members.

SECTION 2. Special Meetings

Upon fifteen (15) days written notice to all Active Members, the Board of Directors may call a Special Meeting to consider urgent business.

SECTION 3. Delegate Assembly

- A. When a vote of active membership is required, the Delegates will be called to vote on matters at hand. This will be referred to as a Delegate Assembly (“Delegate Assembly”).
- B. A delegate assembly shall be convened for the purposes of holding an annual business meeting, considering legislative resolutions, and/or considering other matters to be voted upon by the delegates.
- C. Written notice stating the time and place of any meeting of the delegate assembly shall be provided to each Active Member at least SIXTY (60) days prior to the meeting.
- D. The Board of Directors is authorized to adopt organizational guidelines and/or rules of procedure for the conduct of business at the Delegate Assembly.

SECTION 4. QUORUM

Representatives of twenty (20) percent of Active Members shall constitute a quorum. If a meeting has been convened with a quorum in attendance, a quorum shall be deemed to exist until the conclusion of such meeting.

ARTICLE VIII: Resolutions and Voting

SECTION 1. Proposal of Resolutions OR BUSINESS ITEMS

- A. Resolutions or Business Items to be proposed at a Delegate Assembly may be submitted by any Active Member or by an official committee of CASB.
- B. Such Resolutions or Business Items must be submitted in writing to the Executive Director or their designated representative, at least fifty (50) days prior to the date of the opening session of the Delegate Assembly.
- C. When an issue arises which necessitates action by the Delegate Assembly, Delegates may offer resolutions or Business Items from the floor at the Delegate Assembly in accordance with organizational guidelines or rules of procedure adopted by the Board of Directors or the Delegates.

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SECTION 2. Transmission of Resolutions and Business Items

The Executive Director shall send, or cause to be sent, to each Active Member copies of proposed resolutions and Business Items that have been properly submitted at least thirty-five (35) days prior to the opening session of a Delegate Assembly.

SECTION 3. Delegates and Voting

- A. It shall be the responsibility of each Active Member to designate one of its Directors as a Delegate, and Alternate Delegates and the name of such person(s) shall be filed with the CASB Secretary-Treasurer or their designated representative in accordance with Board policy.
- B. Each Active Member shall be entitled to one vote by its Delegate at any Delegate Assembly.
- C. If a Delegate is unable to attend any Delegate Assembly the Designated Alternate Delegate may be seated as the Delegate.
- D. Only seated Delegates in attendance either remotely or in-person, in accordance with Board policy, who are registered at a Delegate Assembly may cast a vote.

ARTICLE IX: Regions

SECTION 1. Creation of Regions

- A. The Board of Directors shall divide the state into thirteen (13) regions, the configuration of which may change from time to time as provided in policy adopted by the Board of Directors.
- B. Region 13 shall consist of the five (5) school districts in the state that have the greatest number of enrolled students and that hold active membership in CASB.
- C. Regions shall be represented by one or more Directors as provided herein.

SECTION 2. Directors

- A. The number of Directors in each Region shall be determined in accordance with the following:
 - 0 - 100,000 pupils enrolled ----- 1 Director
 - 100,001 – 300,000 pupils enrolled ----- 3 Directors
 - More than 300,000 pupils enrolled ----- 4 Directors
- B. Enrollment data to determine the number of Directors shall be reviewed periodically at least once every five (5) years based upon the student enrollment data submitted to the Colorado Department of Education, in accordance with Board policy.
- C. The Board of Directors shall establish a plan to stagger the terms of office so that election of Directors can be distributed evenly throughout a three (3) year period.
- D. No Director shall have their term restricted or terminated as a result of any change in the configuration of any region, in accordance with Board policy.

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ARTICLE X: Execution of Instruments

SECTION 1. PAYMENTS

All checks, drafts, and orders for the payment of money shall be signed or authorized in the name of CASB by such officers and agents as the Board of Directors shall from time to time designate.

SECTION 2. Conveyances and Contracts

The Board of Directors shall have the power to enter into contracts and agreements to further the purposes of CASB. It shall designate the officers and agents who shall have the authority to execute any such instruments on behalf of CASB.

Article XI: Limits of Liability

Section 1. Limitation of liability

Nothing herein shall constitute members of CASB as partners for any purpose. No member, officer, director, agent or employee of CASB shall be liable for the acts or failure to act on the part of any other member, officer, director, agent or employee of CASB, nor shall any member, officer, director, agent or employee be liable for their acts or failure to act under the Articles of Incorporation and Bylaws excepting the act or omissions to act arising from their willful misfeasance.

Section 2. Indemnification

CASB shall indemnify and hold harmless each officer, director, agent, or employee from and against all claims and liability, whether the same are settled or proceed to judgment to which such person shall have become subject by reason of having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been heretofore or hereafter taken or omitted in such capacity, and shall reimburse (to the extent not otherwise reimbursed) each such person for legal and other expenses, including the cost of settlement, reasonably incurred in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against or be reimbursed for any claims, liabilities, costs or expenses incurred in connection with any claims or liability or threat or prospect thereof based upon or arising out of personal willful misconduct, in the performance of duty. The rights accruing to any person under the provisions of this section shall not exclude any other right to which such person may be lawfully entitled nor shall anything herein contained restrict the right of CASB to indemnify or reimburse such person in any case, even though not specifically herein provided for.

ARTICLE XII: Amendments

These Bylaws may be amended at the Annual Business Meeting or any Special Meetings

410 of CASB when a quorum is present. A two-thirds vote of the Active Members
411 represented and voting is necessary to amend these Bylaws, provided the proposed
412 amendment(s) shall have been submitted in writing and presented to the Delegates at
413 the opening session of the Annual Business Meeting or Special Meeting.