

# DRAFT

## BYLAWS

### SAN MATEO COUNTY SCHOOL BOARDS ASSOCIATION

#### ARTICLE I: NAME AND PURPOSE

Section 1: The name of this organization shall be the San Mateo County School Boards Association (SMCSBA).

Section 2: The purposes of SMCSBA are:

- a. To provide an organization through which the school trustees of San Mateo County can speak with a collective voice on educational issues and legislation.
- b. To exchange ideas regarding the policies of school districts, the community college, and county office of education in San Mateo County.
- c. To provide professional development for the San Mateo County School trustees.
- d. To collaborate with organizations and agencies which service our youth, and to communicate with trustees throughout San Mateo County.

Section 3: **Principal Office.** SMCSBA's principal office shall be located in San Mateo County at the San Mateo County Office of Education at 101 Twin Dolphin Drive or other locations as shall be designated, from time to time, by the Board of Directors.

- a. **Other Offices.** SMCSBA may also have offices at such other places, within the State of California as its business may require and as the Board may, from time to time, designate.
- b. **Change of Address.** The county of SMCSBA's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date at the end of these Bylaws, and such changes of address shall not be deemed an amendment of these Bylaws.

#### ARTICLE II: MEMBERSHIP AND VOTING

Section 1: The governing board of any school district located in San Mateo County, including the Community College District and the San Mateo County Board of Education, are eligible for membership in SMCSBA. The aforementioned members of the governing boards shall exercise the privileges of membership in SMCSBA and automatically become individual voting members when the annual dues of their district are paid to the Treasurer of SMCSBA. Membership may be revoked by a majority vote of the Board of Directors upon non-payment of dues.

Section 2: The Board of Directors shall have the power to change the annual dues by a 2/3 majority vote of all members of the Board of Directors. Any dues change will be effective at the beginning of the next fiscal year.

Section 3: The San Mateo County Superintendent of Schools shall be an ex-officio member of SMCSBA without payment of dues, and may not exercise the voting privileges of membership.

Section 4: Individual members of each school district board constitute the regular members of SMCSBA. Each regular member of SMCSBA achieves voting eligibility by virtue of belonging to a member district, except as otherwise provided in the Bylaws. Each member shall vote independently.

### ARTICLE III: OFFICERS AND TERM OF OFFICE

#### Section 1

The officers of SMCSBA shall be President, Vice President, Secretary, Treasurer, and Immediate Past President. The officers shall comprise the Executive Committee.

#### Section 2

##### Duties of officers

- a. The president shall preside at all regular, special, and Board of Directors meetings; serve as an ex-officio member of all committees except the Nominating Committee; establish committees as needed (i.e., Legislative Committee); appoint members of temporary committees and representatives of SMCSBA to external organizations; and appoint standing committee members with the approval of the Board of Directors unless otherwise provided by the Bylaws. The president shall also appoint an auditor with the approval of the Board of Directors.
- b. The Vice-President shall assume the powers and duties of the President in the President's absence, and succeed the President in the event of a vacancy; plan and coordinate meeting programs in conjunction with the President; provide for and coordinate with management of the meeting locations.
- c. The Secretary shall keep accurate minutes of all regular, special, and Board of Directors meetings; maintain Association records; carry out correspondence of the Association under the direction of the President; and chair the Nominating Committee.
- d. The Treasurer shall serve as the financial custodian and disbursing agent of the Association; prepare a financial report for each regular meeting; develop a budget with the assistance of SMCSBA officers to be adopted by the Board at the first meeting of its fiscal year (July to June); prepare a final financial report for SMCSBA at the first regular meeting of its year.

#### Section 3

##### Officer qualifications and assumption of office

- a. Officers must currently serve as Board Members of member districts within San Mateo County. .
- b. The Officers and members of the Board of Directors are elected at the Annual Meeting for a term of one year. They will assume office June first of the year in which they were elected.

#### Section 4

No officer shall hold the same office for more than two consecutive years except by vote of 2/3 of the SMCSBA membership present at the meeting.

#### Section 5

If an officer or a member of the Board of Directors ceases to be a member of a governing board of a school district or Community College District, the officer may retain office in SMCSBA until a successor is selected at the Annual Meeting. If the officer or member does not wish to retain the office, the President in consultation with the Executive Committee may appoint a replacement for the officer or member of the board to fill out the remaining months of the term of office.

#### Section 6

An officer or member of the Board of Directors who is absent from two (2) consecutive meetings of the Board without a valid excuse may be removed from the position by a majority vote of the Board. When an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws, or engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes, the Board may by a 2/3 affirmative vote of those present, take such action as it determines appropriate, which may include 1) asking for the resignation of the officer, or 2) calling for a vote by the Board of Directors to remove the officer from office.

Section 7: Officers and Directors shall serve without compensation.

### ARTICLE IV: ELECTIONS

#### Section 1

The President, in consultation with the Board of Directors, will designate a minimum of four (4) SMCSBA members to serve as the Nominating Committee, which will be chaired by the Secretary. Representation of district diversity will be reflected in the selection.

#### Section 2

The Nominating Committee meeting shall be held at a time, place, and date designated by the Committee Chairperson.

#### Section 3

The Nominating Committee Chair shall notify all members of SMCSBA at least fifteen (15) days before the meeting at which the election occurs, the names of the nominees.

#### Section 4

Regular elections shall be held prior to the Annual Meeting. Additional nominations may be made from the floor at the election meeting. If there are no challenges, the president shall conduct the election by voice vote. If there are challenges to one or more offices, the President shall conduct an election of the contested office by ballot. Each member of a School District, Community College District, and County Office of Education present at this meeting shall be entitled to one vote.

Section 5

Officers are installed at the Annual meeting in May.

ARTICLE VI: BOARD OF DIRECTORS

Section 1

The Executive Committee will be comprised of the elected officers of SMCSBA and the Immediate Past President. The Board of Directors shall include any member of a member board duly elected as a current member of the Delegate Assembly of the California School Boards Association; and seven members elected from the County Trustee Areas.

Section 1a Duties of the Area Representatives are to promote the goals of SMCSBA, maintain communications with school boards and/or school board members within its area, and to carry out the functions of the Board of Directors as stated in the SMCSBA Bylaws.

Section 2

The Board of Directors shall have the power to fill all vacancies in the elective offices of SMCSBA and to act in all matters not otherwise provided for, when a meeting of SMCSBA is inexpedient. The Board of Directors may conduct business, including voting by e-mail in cases when decisions must be made in a timely manner (e.g. legislative endorsements) and in-person meetings are either not possible or expedient. The President may provide information and call for a vote of the membership of the Board of Directors. Those Board of Directors members that vote shall constitute a quorum for purposes of the vote.

Section 4

The Board of Directors shall be able to call a regular or special meeting when a majority of Board of Directors members agree a meeting is required.

ARTICLE VII MEETINGS AND PROGRAMS

Section 1

One annual meeting of SMCSBA shall be held each year in May. Other meetings as well as special meetings may be called by the president, with the approval of the Board of Directors.

Section 2

Representation of those members present shall constitute a quorum for any meeting duly called.

Section 3

The Board of Directors shall establish goals for each calendar year and develop programs, meetings, and activities to promote these goals, as well as the budget prepared by the Treasurer, for presentation to the general membership at the first meeting of the fiscal year.

Section 4

The J. Russell Kent Awards (named after former San Mateo County Superintendent of Schools, J. Russell Kent (1967-1979) presentation, which is designed to recognize outstanding education programs and teachers in San Mateo County, will be held at the Annual meeting.

ARTICLE VIII PROFESSIONAL RELATIONSHPS

Section 1

The SMCSBA shall affiliate with the California School Boards Association (CSBA). The SMCSBA shall obtain such benefits and privileges as are granted under the Constitution and Bylaws of CSBA.

ARTICLE IX AMENDMENTS TO THE BYLAWS

Section 1

These Bylaws may be amended by proposal in writing submitted to the secretary of SMCSBA for action at least 30 business days prior to the next meeting or special meeting of SMCSBA. The Board of Directors shall report its recommendation to any proposed amendments. Copies of the proposed amendment(s) shall be conveyed to the membership not less than 15 business days before such meeting.

Section 2

The Board of Directors may provide for voting on a proposed amendment by postal or e-mail. Such amendment proposals will be decided by a two-thirds vote of those ballots returned. The timelines for such shall be the same as in Article IX, Section 1.

ARTICLE X DISSOLUTION

All revenue and income received from any source whatsoever shall be used and employed solely to carry out the purposes of this corporation. This corporation is organized and is to be operated exclusively for charitable, scientific and/or educational purposes within the meaning of Section 501 (c) (3) of the U.S. Internal Revenue Code of 1954 as the same may be from time to time amended. In the event the corporation shall be dissolved for any reason, such assets remaining at the time of dissolution after paying all cost and expenses of dissolution shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future government for exclusive public purposes. Unless otherwise voted by SMCSBA, the Treasurer shall act as the liquidator.

STANDING RULES

1. When a controversial issue or resolution requiring a vote of the membership is to be considered at a regular or special meeting, it will be the responsibility of the President to notify the membership fifteen (15) days prior to such meeting. A brief summary of the issue or resolution shall accompany the notification.

In the event such notification cannot be sent to the membership within the fifteen day period prior to the meeting, the membership, by a two-thirds (2/3) vote, may agree to consider the issue or resolution thereby waiving written notice.

2. SMCSBA will work with the County Superintendent of Schools in arranging time at the Annual Meeting of SMCSBA in order for the County Superintendent of Schools to present awards to trustees of the County who have distinguished themselves by serving for at least twelve (12) years as a member of a School Board(s) which is a member in good standing in SMCSBA.
3. SMCSBA has one standing committee, the Kent Awards Committee.
4. In order to be reimbursed for expenses incurred for SMCSBA, a member must submit receipts for the expenses no later than six (6) months after the end of the fiscal year. Any requests for reimbursements after that date will be routinely rejected. The member may request that the Executive Board waive this rule, and if the circumstances warrant, the Executive Committee may do so.
5. CSBA Region 5 Delegate Assembly members from San Mateo County can be reimbursed up to a maximum of three hundred dollars (\$300) for each SMCSBA fiscal year for travel or associated Delegate Assembly expenses.
6. SMCSBA shall maintain communications with its members through the website, email, or other means.

## SAN MATEO TRUSTEE AREAS

1. Cabrillo Unified  
San Mateo-Foster City School District
  
2. South San Francisco USD  
Jefferson Union HSD  
Bayshore  
Brisbane  
Jefferson  
Laguna Salada Pacifica
  
3. San Mateo UHSD  
Burlingame  
Hillsborough City  
Millbrae  
San Bruno Park
  
4. Sequoia UHSD  
Belmont  
Redwood City  
San Carlos
  
5.  
Las Lomas  
Menlo Park City  
Portola Valley  
Ravenswood City  
Woodside