

Tab IX

Proposed Legislative Positions Amendments

- Previously adopted Legislative Positions remain in full effect from year to year. **No vote is necessary on Legislative Positions if no change is made.**
- Only changes to existing Legislative Positions (Amendments to add or delete language), or new Legislative Positions, are to be considered by the Delegate Assembly.
- When a proposed new legislative position, or proposed amendment, is removed from the "block" to be considered separately, **only the proposed changes are open to consideration/discussion.** It takes a 2/3 vote to suspend the rules to consider/discuss any part of a position not new or proposed for amendment.
- The explanation for and history of each position that is included in the official VSBA Handbook of Legislative Positions is omitted in this section. They are omitted because they are used for lobbying purposes and are not part of the position statement, nor subject to action by the Delegate Assembly.
- The full text of all current Legislative Positions are included in the Appendix.

Proposed New Legislative Position

7.2 Non-Public School Students Participating in Virginia High School League Activities. (NEW)

The VSBA supports the suspension of all legislation concerning non-public school student participating in Virginia High School League (VHSL) activities until such time that the Joint Legislative Audit and Review Commission (JLARC) conducts a study to determine the impact of such legislation on public schools.

Rationale:

School Boards are concerned that there will be a significant equity issue between public and non-public school students (e.g., home schooled and private school students) participating in VHSL activities. Public school students have clear metrics that must be met in order to participate in VHSL activities. These same standards cannot be applied to non-public school students and School Boards believe that it is important that policy makers throughout Virginia fully understand the implications of laws that would permit private school and home schooled student participation in VHSL activities and its ramifications upon public school students.

Tab X

Proposed Bylaws Change

- **An Amendment to Article XI of the Bylaws Authorizing Legal Counsel to Propose Changes to Existing Legislative Positions Based on Changes in Law.**
- **Amendments to Articles IV, X, XI, and XII of the Bylaws Changing the Size and Configuration of the Board of Directors.**

PROPOSED BYLAWS CHANGE

September 10, 2012

To: VSBA Delegate Assembly
From: VSBA Board of Directors
Subject: Proposal to Amend the VSBA Bylaws

At the conclusion of the 2011 Legislative Positions process, the Legislative Positions Committee determined that the VSBA bylaws did not authorize it to make changes to existing legislative positions that were either (i) scheduled for general review or (ii) may need to be amended or withdrawn due to changes in the law. Under either circumstance, no changes could be made because it did not originate from a member board.

The relevant section of the VSBA Bylaws states:

Article XI, Standing and Other Committees,

Section 2.

A Legislative Positions Committee consisting of at least one member from each VSBA region will be appointed by the President to solicit and review position proposals from member boards, preview and project future needs for legislation and recommend new or modified positions to the Board of Directors. (*emphasis added*)

As stated in the existing bylaws, the Committee can only review proposals from member boards; and, as result, once adopted then a legislative position remains in effect and unchanged even if changes state or federal law would require that it be amended or withdrawn.

The issue of the authority of the Legislative Positions Committee was raised at the VSBA Board of Directors meeting on December 2, 2011. No action was taken at that time. However, to address the issue, VSBA staff drafted a bylaws amendment to Article XI, Section 2 (see attached), that would authorize VSBA attorneys to submit proposals to the Legislative Positions Committee to amend existing VSBA Positions only in the event of a change to state or federal law. In drafting the proposed amendment, VSBA Staff conferred with Elizabeth Ewing, Pat Lacy, VSBA Lobbyist and Special Counsel, Kerri Wilson, 2011 Legislative Positions Committee Chair, and Karen Gerlach, 2012 Legislative Positions Committee Chair.

The 2012 Legislative Positions Committee discussed the proposed amendment to Article XI, Section 2, of the VSBA Bylaws at its meeting on July 24, 2012. The Committee voted unanimously to recommend that the Board of Directors accept the proposed amendment. The VSBA Board of Directors considered the recommendation of the Legislative Committee at its meeting on August 22, 2012, and voted to recommend that the Delegate Assembly adopt the proposed change.

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Article XI – Standing and Other Committees

Section 2.

A Legislative Positions Committee consisting of at least one member from each VSBA region will be appointed by the President to solicit and review position proposals from member boards; preview and project future needs for legislation and recommend new or modified positions to the Board of Directors.

The Legislative Positions Committee shall also review recommendations from VSBA legal counsel for retractions of or amendments to existing positions based on changes in law or regulation, and recommend such retractions or amendments to the Board of Directors.

(NOTE: The underlined language is proposed to be added)

PROPOSED BYLAWS CHANGES

At the February 2012 NSBA Leadership Conference the VSBA President, President-Elect, Past President and Executive Director attended a session led by Harrison Coever, author of *Race to Relevance*. In his book, the author sets out changes that will be required for associations to maintain influence and thrive in the new environment, and avoid challenges associated with old association models, such as loss of market share, increased competition for members time, and shrinking revenue sources. During that discussion the audience was challenged to be forward thinking and review the purpose and composition of its association in general and the Board of Directors specifically. The VSBA officers and Executive Director, in follow up conversations, agreed it was timely to take a closer look at the VSBA governance structure. Following up at the May 31st Board meeting with small group discussion, the members considered: 1) restructuring the Boards composition; 2) restructuring, redefining, eliminating regions; and 3) defining the relevance of VSBA to its membership. At the conclusion of that meeting President Wodiska charged Federal Relations Chair Juandiego Wade with the task of meeting with the staff to summarize the thoughts of the discussion group and make any recommendations for changes at the August 22nd VSBA Board meeting. At that August meeting Juandiego presented the following list of items:

- Eliminate three of four At-large positions (Bylaws change)
- Eliminate regional secretary position (Bylaws change) and expand the job descriptions/expectations of regional chairs
- Combine Finance & Executive Committee; rename as Executive Committee (Bylaws change)
- Combine FRN & Legislative Positions Committees chairmanship but keep membership of the two committees separate
- Continue independent Audit Committee
- Engage membership through use of Task Forces and Discussion Groups
- Establish a Task Force of current and former regional officers to: 1) consider elimination of spring regional meetings; 2) develop chair-vice chair (or new title to be determined) job descriptions that will reflect responsibilities of engagement (such as the chair contacting regional school board chairs prior to the VSBA Board meeting for any concerns or questions, regional chair sending a post Board of Directors meeting summary to their respective regional members, and planning the regional meeting); and 3) define a networking plan that can be utilized by VSBA during the legislative session. Maintain a two year limit of one-year terms.

After much discussion and consideration of alternatives the final vote resulted in the passage of all items presented except the fourth bullet: Combine FRN & Legislative Positions Committees chairmanship but keep membership of the two committees separate. Selected approved items above require the subsequent Bylaws changes below.

ARTICLE IV

Officers and Their Election

Section 1. The officers of the Association will be the President and the President-Elect. These officers will perform the duties prescribed in these Bylaws and by the Board of Directors.

Section 2. A Nominating Committee of five members will annually nominate no more than two candidates for President-Elect and no more than two candidates for each of the four at-large seats on the Board of Directors whose names will be placed in nomination at the Annual Convention. It shall be the duty of candidates for each the at-large position to provide a written nomination, approved by a nominee's school board, together with pertinent biographical information and a signed letter from each nominee confirming willingness to serve. Members of the Nominating Committee will not be eligible for nomination to any position on the Board. The Immediate Past President will serve as Chairman of the Nominating Committee and four other committee members will be elected by the Board of Directors.

Section 3. All terms of office will be for one year. Upon completion of a one-year term, the President-Elect will be installed as President; provided, however, that if the office of President-Elect is filled by the Board of Directors, due to a vacancy in that office, the office of President will be filled by election at the succeeding Annual Convention. Persons elected or appointed to serve on the Board of Directors are limited to six years of service, unless he/she is elected President-Elect in which case the maximum number of years one can serve is nine. In no case shall one serve more than two years each as a member-at-large or a chairman of any one committee.

Section 4. A President-Elect and ~~four~~ the At-Large members of the Board of Directors will be elected at each Annual Convention of the Association. Nominations from the floor of the convention must be accompanied by written approval of the nominee's school board, together with pertinent biographical information and a signed letter from each nominee confirming willingness to serve. Such material must be received by the President of the Association and by the delegates prior to the opening of the first session of the Delegate Assembly at the Annual meeting of the Association, and nominations shall be deemed closed at the opening of that session. The elections will be by written ballot, except that, when there is only one nominee for each office, the election may be by voice vote.

Section 5. The Board of Directors shall appoint the Executive Director who shall manage, supervise and direct the operations of the Virginia School Boards Association within the authority given to him or her by the Board of Directors. The Executive Director is authorized to hire, supervise and discharge personnel.

Section 6. All officers will assume their duties upon installation at the Annual Convention and will remain in office until their successors are installed.

Section 7. A vacancy occurring in any office will be filled by the Board of Directors until the next Annual Convention, except that the President-Elect will assume the office of the President if it becomes vacant.

Section 8. Any person holding an elected office of the Association may be removed for good cause by a two-thirds vote of the Board of Directors present and voting, whenever in its judgment the best interests of the Association would be served thereby.

(Rationale: It was the reasoning of the Board that the At-Large position is no longer as relevant as originally intended, which was to maintain a balance of age, race and gender on the VSBA Board. VSBA has had a long history of inclusion of all peoples and that balance has been maintained through the overall election process whether through regional or officer elections. By maintaining one-at large position it is still possible to identify an imbalance and correct it. The duties of the At-Large member were also called into question.)

ARTICLE XII.

Regions

Section 1. Regions are geographic divisions of the Association designated by the Board of Directors for convenience in administering the work of the Association and will be governed by the Bylaws of the Association.

Section 2. Regional officers will be elected by the members in the Regions annually at regional meetings of the Association. No regional officer will serve more than two one-year terms in the same office.

Section 3. A Nominating Committee will be appointed by the Chairman of each Region prior to its annual spring meeting. It will be the duty of this Committee to select a slate of nominees for the offices of Chairman, and Vice-Chairman, ~~and Secretary~~. Members of the Nominating Committee will not be eligible for nomination to any regional position. The slate shall consist of no more than two candidates for each office and be presented to the membership at the annual spring meeting of the region. Nominations may be made from the floor. By a majority vote of the member school board it should notify the Chair of the Region and the region member school boards of an intended floor nomination prior to the spring regional meeting. Each region member board shall have one vote, and that vote shall be by the school board chairman or a delegate elected by that school board. The regional chairman and his/her designee shall determine the number and persons approved to vote at the beginning of each meeting of the region.

Section 4. A vacancy occurring in any office in a region will be filled by the President of the Association except in the case of the Chairman when the Vice-Chairman automatically will assume the office.

Section 5. Each region will hold an annual spring meeting. Additional meetings may be held if a Region so desires.

(Rationale: It was the reasoning of the Board that the Secretary position could be eliminated and those duties absorbed by the Vice –Chair and Chair of the region. With the increase in turnover on local boards it is becoming increasing difficult for a board member to advance from Secretary to Chair of a region. Complicating the issue is that the regional elections are held in the Spring and the officers take their seats the following November. This has caused last minute vacancies and elections at the Annual Convention regional meeting.)

ARTICLE X.

Executive Committee

There will be an Executive Committee composed of the President, President-Elect, and three members of the Board of Directors nominated by the President and President-Elect with opportunity for additional nominations from the floor, elected by the Board of Directors. The Executive Committee will perform the duties of the Board of Directors between meetings of the Board of Directors, except such duties as the Board of Directors may reserve for itself; and shall prepare and recommend to the Board of Directors the annual budget and make recommendations to the Board concerning the financial aspects of the Association.

(Rationale: It was the reasoning of the Board in voting for this item that the Executive Committee knows more of the day-to-day expenditures than other members of the Board of Directors. To ensure continued transparency the recently established Audit Committee will have two representatives who are not members of the Board of Directors.)

ARTICLE XI.

Standing and Other Committees

~~Section 1. A Finance Committee consisting of at least five members will be appointed by the President to prepare and recommend to the Board of Directors the annual budget and make recommendations to the Board concerning the financial aspects of the Association.~~

~~Section 2 1.~~ A Legislative Positions Committee consisting of at least one member from each VSBA region will be appointed by the President to solicit and review position proposals from member boards; preview and project future needs for legislation and recommend new or modified positions to the Board of Directors.

~~Section 3 2.~~ A Federal Relations Committee consisting of at least one member from each of the Congressional Districts will be appointed by the President to serve as part of the NSBA-Federal Relations Network. The committee will provide a voice on the Board of Directors for those school divisions that have a substantial stake in federal funds/issues.

~~Section 4 3.~~ An Audit Committee consisting of seven board members will be appointed by the President. ~~The Finance Committee Chairman will serve as the Chairman of the Audit Committee.~~ The committee will oversee the annual financial statement audit.

~~Section 5 4.~~ Special committees or task forces may be appointed by the President or by the Board of Directors to address issues of concern to the membership. Such committees/task forces may be established by the Delegate Assembly, the Board of Directors or the President.

(Rationale: If the previous Bylaws change is approved this be required. If not, it will remain as currently exists.)