



**NEVADA ASSOCIATION
OF
SCHOOL BOARDS
BYLAWS**

ORIGINALLY ADOPTED 1966

**Including Amendments Approved through
November 17, 2017**

[including technical revisions made February 20, 2018]

**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;
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; and
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

The Association shall not take an official position to endorse or oppose candidates for political office, either partisan or non-partisan.²

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, one or more members of the

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.

² Originally discussed by the Executive Committee and Board of Directors on September 16, 2017, then added by the Board of Directors by a unanimous vote, November 16, 2017, and approved unanimously by the General Membership in a meeting held November 17, 2017.

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.

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 and one member to act as Alternate Director in the absence of the Director.³
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 Alternate Director will vote on behalf of the school district. In the absence of the Director and the Alternate Director, the more senior member of the Executive Committee from that county will vote on behalf of the school district.

³ The addition of an Alternate Director in Article III was adopted by the Board of Directors on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

- C. In the absence of a Director, Alternate 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.⁴

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.

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.
3. Executive Committee and Board of Directors meetings may be held via telephone conference call or other electronic means.⁵

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 comprised 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. During the first quarter of each year, if the number of members of the Executive Committee drops below ten (10), an at-large liaison shall be chosen from among Directors of the fifteen smallest school districts. Additional at-large liaison positions may be approved

⁴ Adopted by the 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.

⁵ Article VI, Section 3, was adopted by the Board of Directors by a unanimous vote on March 3, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012. Section 3 was further clarified to include meetings held using electronic means by the Board of Directors by a unanimous vote on November 19, 2015, then approved unanimously by the General Membership on November 20, 2015.

by majority vote of the Executive Committee, with a limit of a total of ten (10) Executive Committee members. Additional liaisons may be chosen from all board members with no requirement of current or past service as a Director and may be chosen from any of the seventeen school districts.⁶

4. Directors and Board Members shall indicate their willingness to serve in the at-large liaison position by submitting a letter of interest that includes their reasons for school board service and ways that they would communicate with the districts they represent.
5. Interviews may be held at the discretion of the Executive Committee.
6. The at-large liaison shall be confirmed upon recommendation from the Executive Committee followed by a vote of the members of the Board of Directors not seeking the position.
7. The at-large liaison shall serve the remainder of the calendar year in which he/she is appointed with the opportunity to reapply if any positions are continued in the following year.⁷
8. The officers of the NASB, in rank order, shall be the President, President-Elect, Vice President, Legislative Chair, Immediate Past President, and Past Presidents who are currently serving in their districts.⁸ Officers may serve concurrently as a member of the Board of Directors.
9. Board of Directors—One individual member from each of the seventeen county school boards of trustees shall constitute the Board of Directors.
10. The Board of Directors shall conduct a minimum of four regular meetings each year.
11. The Executive Committee shall meet at least six times each year.

ARTICLE VII

ELECTION OF OFFICERS AND DIRECTORS⁹

1. 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 and an Alternate Director for a term of two

⁶ Clarifying language and technical adjustments about the liaison positions were made in Article VI, Sections 3, 4, 6, and 7, by a unanimous vote of the Board of Directors on March 23, 2013, then approved unanimously by the General Membership in a meeting held November 22, 2013.

⁷ Sections 3, 4, 5, 6, and 7 were adopted by the Board of Directors by a unanimous vote on March 3, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

⁸ Clarifying language to ensure that the Immediate Past President and Past Presidents must continue to serve in their districts was adopted by the Board of Directors by a unanimous vote on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013

⁹ Major revisions to Article VII, Sections 2-5, were adopted by the Board of Directors by a unanimous vote on March 3, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

years.¹⁰ Filling of Director or Alternate vacancies is the responsibility of the particular board of trustees.

2. The President-Elect, Vice President, and Legislative Chair shall be elected by a majority vote of the Directors at the annual meeting. If the President-Elect has not prevailed in re-election to his or her board of trustees, the President shall also be elected by a majority vote of the Directors at the annual meeting.
3. The President-Elect shall automatically assume the position of President at the end of his or her term, unless he or she has not prevailed in re-election to his or her board of trustees.
4. 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 Chair. It shall be the duty of the Executive Committee to nominate at least one candidate for President if the office is not automatically assumed by the President-Elect. The Board of Directors may also nominate a member of the Executive Committee for President. The nominees for President must have served at least one year on the Executive Committee.
6. Additional nominations for officers (excluding President) may be made from the floor provided consent of each candidate has been obtained before the candidate's name is placed in nomination.¹¹

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 Chair 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;

¹⁰ The addition of an Alternate Director in Article VII and later in Article IX was adopted by the Board of Directors on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

¹¹ This parenthetical clarification was made after discussion by the Board of Directors on November 16, 2017, then approved unanimously by the General Membership in a meeting on November 17, 2017.

- 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 or her hands by the Board of Directors or by action taken at a membership meeting;
 - H. Shall oversee an effective communications program of NASB activities;
 - I. Serve as Co-Chair of the Committee for Training and Professional Development;
 - J. Serve as Chair of the Committee to Participate in the Evaluation of the Executive Director;
 - K. Serve as an ex officio member of the Nominating and Awards Committee;
 - L. Shall be directly involved with activities to assist the Executive Director with the administrative oversight of the Association, including building the agenda for meetings of the Executive Committee and Board of Directors, writing thank you notes on behalf of the Association, assisting with development of each monthly issue of *NASB News Update*, and communicating with legislators or other education policymakers; and¹²
 - M. 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 and serve as Chair of the Conference Site Selection Committee;
 - C. Review and recommend articles from professional journals that the Executive Director will provide to Orientation or Conference attendees;
 - D. Participate with the President in reviewing meeting agendas;
 - E. Assist the President during each meeting with duties as assigned;
 - F. Serve as the Chair of the Audit Committee to conduct annual "spot audits" of the Association's financial records, usually in October or November;
 - G. Work with the Executive Director, Business Manager, and external auditor when formal audits or agreed upon procedure audits are conducted;

¹² In Article VIII, Section 1, new subsections I, J, K. and L were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then unanimously approved by the General Membership in a meeting on November 22, 2013.

- H. Serve as a member of the Committee to Participate in the Evaluation of the Executive Director;
 - I. Perform other duties specifically assigned by the President or by the Board of Directors;
 - J. Have administrative oversight of the Nevada Students publication;¹³
 - K. Shall assist the President in maintaining an outreach program to encourage participation in NASB activities;
 - L. Act as the NASB coordinator of each conference in conjunction with the host school board, NASB President, and the Executive Director;
 - M. Perform other duties specifically assigned by the President or by the Board of Directors; and¹⁴
 - N. Assume the position of President at the end of his or her 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. During professional development activities, serve as facilitator for questions and interactions among attendees;
 - C. Work in conjunction with the Legislative Chair on all duties of that office;
 - D. Perform other duties specifically assigned by the President or by the Board of Directors;
 - E. Serve as Chair of the Grant Review Committee;
 - F. Serve as Co-Chair of the Membership Dues Committee;
 - G. Serve as Co-Chair of the Committee for Training and Professional Development;
 - H. Assist the Executive Director with site preparation for meetings of the Executive Committee;
 - I. Assist during professional development activities to field questions asked by members in the audience;¹⁵

¹³ In Article VIII, Section 2, new subsection J was adopted by the Board of Directors by a unanimous vote on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

¹⁴ In Article VIII, Section 2, new subsections E-I were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

- J. Shall assist the President in maintaining an outreach program to encourage participation in NASB activities; and
 - K. Perform other duties specifically assigned by the President or by the Board of Directors.
4. The Legislative Chair shall:
- A. Act as legislative coordinator for all school districts;
 - B. Serve as Chair of NASB Legislative Advisory Committee;
 - C. Working with the Executive Director, coordinate testimony for legislative hearings and committee meetings;
 - D. Assist with planning in-service activities for the local school board legislative representatives and other school board trustees;
 - E. Assist with reading legislative proposals and evaluating their efficacy for Nevada school boards and their districts;
 - F. Assist the Executive Director with site preparation for meetings of the Executive Committee and Board of Directors;
 - G. Assist with the Award Ceremony and distributing door prizes during the Conference; and¹⁶
 - H. Shall assist the President in maintaining an outreach program to encourage participation in NASB activities.
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 Chair of the Nominating and Awards Committee;
 - D. Assist his or her successor as President by providing an orientation of the duties of the office;
 - E. Facilitate in-service training programs for NASB officers as soon as feasible after the Conference;

¹⁵ In Article VIII, Section 3, new subsections B-J were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then approved unanimously by the General Membership in a meeting held November 22, 2013.

¹⁶ In Article VIII, Section 4, new subsections B-G were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

- F. Coordinate requests to change the Association's Bylaws;
 - G. Emcee the Awards Ceremony at the annual conference;¹⁷
 - H. Serve as Chair of the Emeritus Selection Committee;¹⁸
 - I. Act as coordinator of the resources of and services offered by NASB and determine the need for additional services; and
 - J. Serve as a member of the Committee to Participate in the Evaluation of the Executive Director.¹⁹
6. The Past President shall:
- A. Assume the duties of Immediate Past President if that individual is unable to serve;
 - B. Serve on committees or assume other responsibilities as requested by the President; and
 - C. Provide historical memory about past considerations in the Executive Committee and Board of Directors.²⁰
5. The terms of office for the President, President-Elect, Vice President, and Legislative Chair²¹ shall be for one year, to commence at the close of the annual meeting.
6. Officers shall remain in office until a successor has been named.
7. An officer may be removed by a two-thirds vote of the Board of Directors.²²

¹⁷ In Article VIII, Section 5, new subsections C-G were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

¹⁸ In Article VIII, Section 6, new subsection H was adopted by the Board of Directors by a unanimous vote on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013

¹⁹ Correcting the "membership" of the Committee to Participate in the Evaluation of the Executive Director was adopted by the Board of Directors on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

²⁰ In Article VIII, Section 6, new subsections B-D were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

²¹ 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.

²² Amended by the Board of Directors by a unanimous vote October 6, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

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:²³
 - 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;
 - 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.

²³ Amended by the Board of Directors by a unanimous vote on July, 31, 2010, then approved unanimously by the General Membership in a meeting held November 20, 2010.

ARTICLE X

EXECUTIVE COMMITTEE

1. The Executive Committee shall:
 - A. Review the annual budget prepared by the Executive Director and present it 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; and
 - 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 Chair shall succeed to the office immediately.²⁴
 - D. If there is a vacancy in the office of Legislative Chair the President shall, with the approval of the Executive Committee, appoint a Legislative Chair who shall serve the balance of the term.

²⁴ 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.

- E. If there is a vacancy in the office of the Immediate Past President, those duties will be reassigned by the Executive Committee.²⁵

3. Mid-Year Vacancies

- A. In the event of a vacancy of an office, a majority of the Board of Directors shall elect an eligible successor from the Executive Committee or the Board of Directors, to serve until the next general membership meeting, except that if the office of President becomes vacant, the Executive Committee shall recommend an interim successor to the Board of Directors for ratification.
- B. In the event vacancies occur in both the office of President and President-Elect at the same time, the Executive Committee shall recommend interim successors for both officers to the Board of Directors for ratification. Both appointments shall last only until the next regular election of officers by the Board of directors during the general membership meeting held at the annual conference.
- C. In the case of a mid-year appointment, officers appointed to fill vacancies may be elected to the same office at the next regular election of officers by the Board of Directors during the general membership meeting held at the annual conference.
- D. "Mid-year" shall be defined as any other time than at the general membership meeting held in conjunction with the annual conference.²⁶
- E. Filling of Director or Alternate Director vacancies is the responsibility of the particular board of trustees.²⁷

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.

²⁵ Amended by the Board of Directors by a unanimous vote October 6, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

²⁶ Amended by the Board of Directors by a unanimous vote October 6, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

²⁷ Amended by the Board of Directors by a unanimous vote October 6, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

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 provided 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.
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 with the approval of the Board of Directors shall set the Executive Director's 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.
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.²⁸
12. After the review of the Executive Committee before each Session of the Nevada Legislature, the Executive Director of the Association may be vested in exigent circumstances with the authority to voice, based upon his/her best judgment, positions on issues when neither the Legislative Advisory Committee nor Board of Directors has developed a formal position. The Executive Director shall exercise this authority when, in

²⁸ 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.

his/her judgment, a compatible sentiment has been demonstrated by a majority the membership.²⁹

ARTICLE XII

COMMITTEES³⁰

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 Chair’s district.³¹ In the absence or inability of the Immediate Past President to serve, a Past President shall act as Chair.
 - 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.
 - B. Members of the Nomination and Awards Committee shall hold in confidence all of the information used in the determination of Award recipients throughout the process until recipients are announced during the Award Ceremony.³²
 - C. At the discretion of the NASB Immediate Past President and with approval of the Board of Directors, Emeritus Advisors may be selected to participate in the process for determining NASB Award recipients.³³

²⁹ Discussed by the Executive Committee and Board of Directors on September 16, 2017, amended by a unanimous vote of the Board of Directors on November 16, 2017, then approved unanimously by the General Membership in a meeting held November 17, 2017.

³⁰ On November 21, 2013, the Board of Directors unanimously voted to make consistent the names of all committees by eliminating “subcommittees.” This change was then approved unanimously by the General Membership in a meeting held November 22, 2013.

³¹ 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 Board of Directors on January 5, 2009, then approved unanimously by the General Membership in a meeting held November 21, 2009.

³² This Article was revised to ensure that confidentiality would be involved throughout the process of selecting NASB Award Recipients. This change was unanimously approved by the Board of Directors on November 16, 2017, then approved unanimously by the General Membership in a meeting held November 17, 2017.

³³ Upon the recommendation of the Nominating and Award Committee, this addition was approved by the Board of Directors on November 16, 2017, then approved unanimously by the General Membership in a meeting held November 17, 2017.

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.³⁴
 - 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.
 - E. The Audit Committee shall be comprised of at least three members, one of whom is the President-Elect who will serve as Chair, with the remainder of the Committee comprised of at least two representatives of the Executive Committee or the Board of Directors.
 - F. The Conference Site Selection Committee shall be comprised of at least five members, one of whom is the President-Elect who will serve as Chair, one representative from the Executive Committee, and three Directors.
 - G. The Grant Review Committee shall be comprised of at least two members of the Executive Committee, one of whom is the Vice President who will serve as Chair, and two Directors.
 - H. The Legislative Advisory Committee shall be comprised of at least three members of the Executive Committee, one of whom is the Legislative Chair who will serve as Chair, and two Directors.
 - I. The Membership Dues Committee shall be comprised of at least three members of the Executive Committee, two of whom are the President and Vice President, and three Directors.
 - J. The Committee to Participate in the Evaluation of the Executive Director shall be comprised of three members of the Executive Committee, one of whom is the President who will serve as Chair and two of whom are the President-Elect and Immediate Past President, who will serve as members, and three Directors.

³⁴ This Article was revised to clarify the process for establishing standing or special committees to perform the work of the Association. The change was unanimously approved by the Board of Directors on July 30, 2011, then approved unanimously by the General Membership in a meeting held November 18, 2011.

- K. The Committee for Training and Professional Development shall be comprised of two members of the Executive Committee with the President and Vice President serving as co-Chairs and two Directors.³⁵
- L. The Emeritus Selection Committee shall be comprised of two members of the Executive Committee, one of whom is the Immediate Past President, who shall serve as Chair, and three Directors.³⁶

ARTICLE XIII

TRAVEL

1. 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 constitute a legal expenditure of the particular school district.
2. Receipts for all expenses (airline, train, bus, cab, auto rental, hotel accommodations, conference or other function registration fees, etc.) must be submitted when requesting reimbursement. For any single transaction, an NASB expense report form must be filled out and submitted along with a receipt. The Association will reimburse travel expenses in accordance with the General Services Administration (GSA) per diem rates for the year in which the expenses occur. For expenses to be paid, the actual expense must be reported. Reports must be submitted to NASB within 45 days following the meeting date(s). Expense reports and receipts may be submitted electronically or in hard copy to the NASB office.³⁷

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.

³⁵ In Article XII, Section 2, new subsections E-K were adopted by the Board of Directors by a unanimous vote on January 25, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

³⁶ In Article XII, Section 2, new subsection L was adopted by the Board of Directors by a unanimous vote on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

³⁷ This article was amended after discussion by the Executive Committee and Board of Directors on September 16, 2017, then adopted by the Board of Directors on November 16, 2017, and approved unanimously by the General Membership in a meeting held November 17, 2017.

ARTICLE XV³⁸

PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order, Revised, shall guide this Association.³⁹

ARTICLE XVI

AMENDMENT OF BYLAWS

1. 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.
2. Any active member of NASB may present an amendment.

ARTICLE XVII

DUES⁴⁰

1. The membership dues shall be invoiced in the first quarter of the fiscal year and payment due within 45 days of the invoice date.
2. The amounts of membership dues shall be evaluated annually by the Executive Committee and Board of Directors with a decision about membership dues made before April 1 for the next fiscal year.⁴¹ The amount of membership dues shall be set and revised as necessary by the Executive Committee and approved by a two-thirds voice vote of the Board of Directors. Without a two-thirds vote, there will be no change in dues amounts from the previous year.
3. 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.
4. 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.

³⁸ This article was amended by Board of Directors, November 17, 2011, then approved unanimously by the General Membership in a meeting held November 18, 2011.

³⁹ This article was further amended by the Board of Directors by a unanimous vote on March 3, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

⁴⁰ This article was further amended by the Board of Directors by a unanimous vote on October 6, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

⁴¹ Amended at the joint meeting of the Board of Directors and Executive Committee by a unanimous vote, November 20, 2014, then approved unanimously by the General Membership in a meeting held November 21, 2014.

5. 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.⁴²

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.
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.⁴³

ARTICLE XIX

WHISTLEBLOWER POLICY⁴⁴

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.

⁴² 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.

⁴³ 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.

⁴⁴ Amended by the Board of Directors by a unanimous vote to comply with Sarbanes-Oxley requirements, February 26, 2011, then approved unanimously by the General Membership in a meeting held November 18, 2011.

4. An employee or an independent contractor hired by the Association is 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.

ARTICLE XX

DOCUMENT RETENTION POLICY⁴⁵

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 the 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

⁴⁵ Amended by the Board of Directors by a unanimous vote to comply with Sarbanes-Oxley requirements, February 26, 2011, then approved unanimously by the General Membership in a meeting held November 18, 2011.

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

ARTICLE XXI

INVESTMENT POLICY⁴⁶

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.

⁴⁶ Amended by the Board of Directors by a unanimous vote, February 26, 2011, then approved unanimously by the General Membership in a meeting held November 18, 2011.

ARTICLE XXII

FINANCIAL TRANSACTIONS AND RECORD KEEPING⁴⁷

1. The NASB Audit Committee shall perform a “spot audit” each year after the end of the fiscal year and after the IRS 990 Tax Return has been filed. The Audit Committee shall review documentation and backup for both income and expenditure transactions as well as the 990 Tax Return.
2. An external evaluation of the financial records, including testing the balance sheet and income and expenditure general ledger accounts, as well as other work deemed necessary by the Association, shall be performed by a Certified Public Accountant after each odd-numbered fiscal year unless, by joint action, the Executive Committee and Board of Directors determine that an audit shall be conducted more frequently.
3. The Business Manager or Executive Director shall designate the income category on each deposit, the expense category on all invoices paid, and the expense category on all checks written.
4. A current balance sheet and financial report shall be presented at each meeting of the Executive Committee and Board of Directors.
5. At least twice yearly—at the July and November meetings—the Business Manager shall make available for inspection a copy of the most recent checking and related bank reconciliations and savings statements to the Executive Committee and Board of Directors.
6. When a new Certificate of Deposit is purchased, the Business Manager shall make available for inspection a copy of the investment document to the Executive Committee and Board of Directors at the next meeting thereafter.
7. The signatures of the Business Manager and Executive Director shall appear on each check issued insofar as that is possible. In the event that two signatories are not available, one of the following must occur:
 - A. The Executive Director may authorize payment of the expenditure with one signature, providing written authorization and documentation to the Business Manager for that expenditure, or
 - B. The Business Manager or the Executive Director may consult with the President or one of the Past Presidents to obtain written approval for the expenditure to be paid with one signature.

⁴⁷ New Article XXII adopted by the Board of Directors by a unanimous vote, March 3, 2012, then approved unanimously by the General Membership in a meeting held November 16, 2012.

ARTICLE XXIII⁴⁸

Emeritus Advisory Committee⁴⁹

1. On an annual basis in July or August or at a time determined by the President, the Executive Committee and the Board of Directors may choose to invite former school board members to serve on the Emeritus Advisory Committee.⁵⁰
2. To be eligible to begin service, former school board members must:
 - A. Have served within the ten years prior to the time that the invitation is issued; and
 - B. Have served more than one year on the NASB Executive Committee, on the Board of Directors, or in a statewide position recommended by the Association, (e.g., Teachers and Leaders Council, State Board of Education, etc.).
3. Members of the Emeritus Advisory Committee will be determined by a selection committee that shall include the Immediate Past President, who will serve as Chair, the President, the President-Elect, and two Directors who shall represent geographic diversity insofar as is possible. The selection committee shall develop and use a selection process as agreed upon by a consensus of the members.
4. Members of the Emeritus Advisory Committee may serve in renewable staggered two-year terms as recommended by the selection committee and authorized by the Board of Directors.
5. The responsibilities of the Emeritus Advisory Committee will focus on advising the officers of the Association about historical knowledge of important issues and business matters or serving as mentors for new board members, serving as policy champions in any particular field of expertise including school trust lands, and making recommendations to the NASB Executive Committee and Board of Directors regarding the Association's positions and policies.⁵¹
6. If asked, members of the Emeritus Advisory Committee may testify representing NASB before legislative committees as directed by the Legislative Advisory Committee, Legislative Chair, or Executive Director.

⁴⁸ New Article XXIII was adopted by the Board of Directors by a unanimous vote on July 27, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013. Revisions to change the length of service were adopted by the Board of Directors by a unanimous vote on November 19, 2015, then approved unanimously by the General Membership in a meeting on November 20, 2015.

⁴⁹ In Article XIII, the word Subcommittee was deleted and the word Committee substituted in each instance as adopted by the Board of Directors by a unanimous vote on November 21, 2013, then approved unanimously by the General Membership in a meeting on November 22, 2013.

⁵⁰ The limitation on the number of Emeritus Advisors was deleted by the Board of Directors by a unanimous vote on November 19, 2015, then approved unanimously by the General Membership in a meeting on November 20, 2015.

⁵¹ The activities of the of Emeritus Advisors were expanded by the Board of Directors by a unanimous vote on November 19, 2015, then approved unanimously by the General Membership in a meeting on November 20, 2015.

7. If asked, members of the Emeritus Advisory Committee may attend the Annual Conference or travel for other specific purposes on behalf of the Association or to represent the Association. In such circumstances, NASB will pay the costs for travel and per diem.

ARTICLE XXIV⁵²

Operating Reserves

1. The purpose of Operating Reserves:
 - A. The purpose of Operating Reserves maintained by the Nevada Association of School Boards is to ensure the stability of the mission, programs, and ongoing operations of the Association.
 - B. The Operating Reserves are intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, or unanticipated loss in funding.
 - C. It is the intention of the Association that when the Operating Reserves are used the funds will be replenished before the end of the following fiscal year.
 - D. The Executive Committee and Board of Directors may from time to time direct that a specific source of income be set aside for this fund and may include one-time gifts or bequests or other funds.
2. Definitions and goals related to Operating Reserves:
 - A. The Operating Reserves are defined as the designated fund set aside by action of the Executive Committee and Board of Directors in an amount to cover the anticipated expenses of the Association for a twelve-month period.
 - B. The amount of the Operating Reserves' target minimum will be determined each year after approval of the annual budget and approved by the Board of Directors.
3. Use of Operating Reserves:
 - A. The Executive Director and the Business Manager will identify the need for accessing the Operating Reserves and confirm that the use is consistent with the mission, programs, and ongoing operations of the Association.
 - B. When a need is identified, the Executive Director will submit a request to the Audit Committee then to the Executive Committee and the Board of Directors for authorization. The request will include the analysis and determination of the use of the funds and a plan for replenishment. The Association's goal is to replenish the funds used before the end of the following fiscal year.
 - C. In the event of emergency circumstances, the Executive Director will identify the need for accessing the Operating Reserves and present that emergency need to the

⁵² New Article XXIV was adopted by the Board of Directors by a unanimous vote on September 18, 2015, then approved unanimously by the General Membership in a meeting on November 20, 2015.

Audit Committee. With the recommendation for approval from the Audit Committee, the emergency need must then be considered by the Executive Committee and approved before the Operating Reserves are used for the emergency purpose.

- D. This Article will be reviewed every other year, at a minimum, by the Audit Committee or sooner if warranted by internal or external events or changes.
- E. Changes to the Policy will be recommended by the Audit Committee to the Executive Committee and Board of Directors.

ARTICLE XXV⁵³

School Board Member Representation on the Nevada Interscholastic Activity Association Board of Control

1. The Executive Director shall make Board Presidents aware of vacancies of school board member positions on the Nevada Interscholastic Activities Association Board of Control.
2. Nominations of a serving school board member shall be submitted by the Board President with an accompanying letter of support. [This letter may outline experiences or educational background that will contribute to the individual's ability to represent the Region.]
3. Each of the counties in the Region may nominate one serving school board member, if they choose to do so.
4. The nominees must not be term limited during the term of the representative's position.
5. The individual selected must be willing to serve for all three years of the position, unless the appointment is for the completion of a term.
6. If necessary, a subcommittee comprised of three to five members from the NASB Executive Committee and/or Board of Directors not representing any of the Region's impacted counties will review the nominations and narrow the field to not more than three qualified candidates.
7. All NASB Directors from the impacted Region's counties will have the opportunity to review the final candidates' information and make a determination about the school board member to represent the Region.
8. The Board of Directors will ratify the selection of the Region representative after his/her selection at the next available opportunity.

⁵³ New Article XXV was adopted by the Board of Directors by a unanimous vote on September 17, 2016, and approved by the General Membership in a meeting on November 18, 2016.