

BYLAWS (as of May 2008)
ASSOCIATION OF CALIFORNIA SCHOOL ADMINISTRATORS

ARTICLE I

Name, Principal Office, Purposes and Restrictions

- 1.01 **Name.** The name of the association is Association of California School Administrators, a California nonprofit mutual benefit corporation (ACSA).
- 1.02 **Principal Office.** The Board of Directors (board) shall determine the location of the principal office of the association.
- 1.03 **Purposes.** The purposes of ACSA are to promote the advancement of education by:
- (a) Improving the educational process by helping members become more effective in their various roles as educational leaders.
 - (b) Creating the resources that will enable California school administrators to develop and apply creative leadership and management.
 - (c) Providing programs specifically designed to relate the association's activities to students, their needs and problems at all levels, pre-school through adult education.
 - (d) Advancing education by sponsoring research and investigation.
 - (e) Meeting the needs of members by providing a single organization to represent those needs to the other publics with whom school administrators interact.
 - (f) Disseminating information about the school administrator's profession through a communications system of publications, conferences and various field services, local, state and federal public relations.
 - (g) Cooperating and working with teachers, students and the public so that the needs of learners and the community may be best served.
- 1.04 **Restrictions.** All policies and activities of the association shall be consistent with:
- (a) Applicable federal, state and local antitrust and trade regulation laws;
 - (b) Applicable tax-exemption requirements including the requirements that the association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; and

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- (c) All other legal requirements including the California Nonprofit Corporation Law under which law this association is incorporated and to which its operations are subject.

ARTICLE II

Organization

2.01 **Regions.**

2.011 Definition. ACSA shall be divided into regions within the State of California, the geographical boundaries and numerical designations of which shall be recorded in the procedures. New regions may be created and changes in region boundaries may be recommended by the board and approved by the delegate assembly.

2.012 Bylaws. The region bylaws shall be consistent with the ACSA bylaws.

2.013 Governance. Each region shall have a governing board composed of the elected region officers and other members as may be provided in the region's bylaws.

2.014 Functions. The functions of each region shall be to promote within the region the purposes of ACSA as stated in these bylaws, with programs and activities similar to and consistent with those of ACSA. Additional responsibilities may be adopted by the board and recorded in the policies and procedures.

2.02 **Election of State Director.** Each region shall have the responsibility for conducting an appropriate election by the spring delegate assembly for one member of the Board of Directors at times and in a manner consistent with these bylaws and the policies and procedures of ACSA.

2.03 **Charter Groups.** Charter groups are smaller units of ACSA within each region. Charters shall be issued by the board in accordance with standards in the policies and procedures of ACSA.

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ARTICLE III

Members

- 3.01 **Membership Qualifications.** Membership in ACSA is extended to persons who have professional involvement in leadership responsibility in education including persons in training, supporting and consulting services as provided in this article.
- 3.02 **Membership Privileges.** Regular members shall have voting privileges and be eligible to serve as officers, directors, committee members, or council members at state, region and charter levels; other privileges of regular membership shall be set forth in the policies and procedures. The privileges of membership of all other classes of members other than regular members shall be set forth in the policies and procedures.
- 3.03 **Regular Membership.** Regular membership shall be extended to persons employed in California as follows:
- (a) Those employees in a school district or other educational agency designated or functioning as management employees, members of the management team, administrators with regular part-time teaching responsibilities, confidential employees or certificated supervisory employees.

No person shall be eligible for regular membership who is represented by an exclusive bargaining representative, except for certificated supervisory and classified supervisory employees whose positions have previously been designated by the public school employer as management or who are functioning as management.
 - (b) Professors of Education. Those full-time professors of educational administration who elect regular membership pursuant to bylaw 3.09.
 - (c) Regular members on leave/sabbatical who are committed to return to active employment as set forth in (a) and (b) above.
- 3.04 **Retired Membership.** Retired membership shall be extended to: ACSA members not currently employed in the field of education, but receiving compensation from the state retirement system and ACSA members who have been diagnosed by a physician as being totally and indefinitely disabled from working in the field of educational administration. Active region consultants shall receive complimentary retired membership under the “Full Regular Retired” subcategory of retired membership.

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- 3.05 **Honorary Life Membership.** The board may award Honorary Life membership to persons making an outstanding contribution to education.
- 3.06 **Associate Membership.** Associate membership shall be extended to individuals not eligible for regular membership as follows:
- (a) ACSA members reassigned to the classroom or other duties outside administration/supervision.
 - (b) Individuals meeting credential requirements for membership but who are not currently employed in a position qualifying them for regular membership.
 - (c) Consultant Membership: Available to educational consultants.
 - (d) Individuals employed under an early retirement program who would otherwise qualify under Section 3.02.
 - (e) Complimentary Membership: Granted to ACSA staff upon appointment.
 - (f) Former ACSA members not qualifying under other membership categories.
 - (g) Other individuals as approved by the board.
- 3.07 **Student Membership.** Student Membership is extended to individuals who are graduate students verified to be enrolled in programs of education administration leading to an administrative credential in an accredited institution of higher learning.
- 3.08 **Corporate Affiliate Program.** Corporate affiliation is limited to those organizations and businesses which provide education services or programs (and whose employees are not otherwise eligible for regular membership).
- 3.09 **Professors of Educational Administration Membership.** Notwithstanding any other provision of these bylaws to the contrary, full time professors of educational administration shall be entitled to elect membership status as either regular members or associate members.
- 3.10 **Department of Education.** Notwithstanding any other provision of these bylaws to the contrary, employees of the California Department of Education (CDE) shall be entitled to elect membership status as either regular members or associate members.
- 3.11 **Commission on Teacher Credentialing.** Notwithstanding any other provision of these bylaws to the contrary, employees of the Commission on Teacher Credentialing shall be entitled to elect membership status as either regular members or associate members.

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- 3.12 **Consolidated Membership.** Consolidated Membership is extended to those persons who meet regular ACSA membership requirements under Section 3.02 and are active members of a local administrator association that meets the requirements established by the board.
- 3.13 **Discipline.** A member may be disciplined (which discipline may include private or public reprimand, suspension or expulsion) based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the association's rules of conduct, or is engaged in conduct materially and seriously prejudicial to the purposes and interests of the association, provided that the board adopts appropriate procedures that meet or exceed the standards set forth in California Corporations Code Section 7341.

ARTICLE IV

Delegate Assembly

- 4.01 **Purpose.** The delegate assembly shall have the authority of the members to do the following: Elect officers, approve bylaw changes, approve the association's goals and objectives, receive and review information from task forces, ratify the ACSA legislative platform, make recommendations to state board members relating to issues brought before the delegate assembly, advise state board members concerning major policy issues, statewide ballot measures and on statewide candidate endorsements, and serve as liaison to regions.
- 4.02 **Composition.** The delegate assembly shall be composed of the following:
- 1) president, president-elect, and vice president for legislative action from each region or a designee.
 - 2) Additional members from each region will be based on the following formula: the base number shall be 250 regular/consolidated members and shall equal three delegates (region president, president-elect, and vice president for legislative action). An additional delegate will be added (to the base number of three) for each additional 200 regular/consolidated members in the region.

Selection of additional delegates will be determined by the region.

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The number of delegates shall be computed as of April 30 each year. The determination shall be effective July 1 until the following June 30.

- 3) members of the ACSA board
- 4) state committee chairs
- 5) state council presidents

4.03 Meetings.

4.031 Regular Meetings. The delegate assembly shall hold not less than two meetings per year to be presided over by the ACSA president. The last regular meeting shall be designated as the annual meeting.

4.032 Special Meetings. Special meetings may be called by the board, by the president, or by a majority of the region presidents.

4.033 Quorum. A quorum shall consist of a representative two-thirds of the regions and a majority of the total membership of the delegate assembly. A majority of the quorum shall be authorized to take action, unless otherwise specified in these bylaws.

4.04 Nominations.

4.041 President. The president-elect shall automatically become the president the following term.

4.042 Nominating Committee. Nominations for president-elect, vice-president and vice president for legislative action shall be made by the Nominating Committee. The Nominating Committee shall be composed of (1) two members to be appointed for a term of one year by the president from the delegate assembly at the annual meeting, (2) alternate regional members appointed by the president as follows: regional members shall consist of regional representatives of odd numbered regions in odd numbered years, and even numbered regions in even numbered years, and (3) the immediate past president, who shall serve as chairperson.

4.043 Report of the Nominating Committee. The Nominating Committee shall publish its report in the preliminary agenda of the first delegate assembly meeting of the fiscal year. The Nominating Committee shall not nominate any of its members for any office.

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- 4.044 Additional Nominations. Additional nominations may be made from the floor only at the first delegate assembly of the fiscal year provided prior consent has been obtained from the nominee and provided further that seven voting delegates, each from a different region, concur.
- 4.05 Elections. Elections shall be held at the annual meeting of the delegate assembly.
- 4.06 Voting. Each region delegate, member of the board, director-at-large, state officer, committee chair, and council president shall be entitled to one vote. Voting by mail ballot is permissible for the purpose of special mail votes by the entire assembly.

ARTICLE V

Board of Directors

- 5.01 Responsibilities. The Board of Directors is the governing body of the association whose authority includes the following functions: establish and monitor policies, govern the operation of the association, develop, approve and monitor the budget, approve committee appointments, ratify council appointments/elections, employ and evaluate the executive director, give final approval to political candidate endorsements, approve recommendations from issue-based task forces, monitor the strategic plan, provide general organizational direction, approve position papers, recommend bylaw changes to the delegate assembly, and approve annual dues.
- 5.02 Composition. The board shall consist of five officers and 19 directors of the association. Annually, up to four directors-at-large may be appointed by the president, with the approval of the board, to achieve a more balanced representation in the best interests of the association.
- 5.03 Election and Term of Office. Pursuant to procedures adopted by each region, each region shall elect a director as provided for in these bylaws for three-year terms, who shall be a member of their region board during their term, provided the term of the director shall terminate when the director becomes employed outside the region which elected the director, and the directorship shall be deemed vacant for the purposes of the bylaws section 5.05. It is the intention under these bylaws that the directors shall serve three-year terms, as defined above, with six terms expiring annually. In no event shall a director serve more than one full three-year term. At-large directors shall serve for one-year terms, can be re-appointed twice for one-year terms, and may subsequently also serve a full three-year term as an elected director from their region.

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- 5.04 Meetings and Quorum. The board shall hold not less than six meetings per year. Other meetings of the board, including meetings by conference call, shall be held upon the call of the president or by a majority of the board. A majority of the board shall constitute a quorum and a majority of the quorum shall have power to act.
- 5.05 Vacancies. In the event of a vacancy of a director position, the region which elected the director shall fill the vacant position.

ARTICLE VI

Officers

- 6.01 Officers. The officers of the association are a president, president-elect, vice president, vice president/legislative action and past president.
- 6.02 Election and Term of Office. Officers shall be elected for a one year term by the delegate assembly at the times and manner set forth in these bylaws. All officers shall serve one year terms, provided the vice president/legislative action shall serve a two year term.
- 6.03 Duties. The officers shall perform those duties that are usual to their position and that are assigned to them by the board, including those duties that are set forth in the policies and procedures from time to time. In addition, the president acts as chairman of the board, the president-elect acts in place of the president when the president is not available. The vice-president is the secretary-treasurer (chief financial officer) of the association.
- 6.04 Vacancies
- 6.041 Office of President. In case a vacancy occurs in the office of president, the president-elect shall succeed to the office of president and serve the remainder of the term.
- 6.042 Office of President-Elect. In case a vacancy occurs in the office of president-elect, the vice president shall succeed to the office of president-elect and serve the remainder of the term.
- 6.043 Offices of Vice President and Vice President for Legislative Action. In the event a vacancy occurs in the office of vice president or vice president for legislative action, the vacancy may be filled temporarily by the president with the approval of the board until the next regular or special meeting of the delegate assembly, at which time the vacancy will be filled through the normal election process.

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- 6.044 Retired Officer or Director. A state officer or director who retires may with the concurrence of the delegate assembly, serve out the remainder of his/her term.

ARTICLE VII

Committees/Councils

7.01 Formation and Purpose of Committees.

- 7.011 Formation. There shall be such standing and special committees as the board may authorize. A list of standing committees shall be included in the policies and procedures.
- 7.012 Purpose. The purpose and suggested activities of any committee shall be determined by the board and the board shall review annually the achievements of all committees.

7.02 Membership.

- 7.021 Composition. The composition and number of members on a committee shall be determined by the board.
- 7.022 Appointment. Committee members shall be appointed and the chairperson designated by the president with the approval of the board unless otherwise provided for in these bylaws.
- 7.023 Terms, Standing Committees. Members of standing committees shall serve three-year terms unless otherwise designated by the board.
- 7.024 Terms, Special Committees. Members of special committees shall serve terms to be designated at the time of their appointments.

7.03 Responsibility to Regions. Committees shall have the responsibility to develop a close working relationship with their regional counterparts.

7.04 Formation and Purpose of Councils.

- 7.041 Formation. There shall be such councils as the board may authorize. A list of councils shall be included in the policies and procedures.
- 7.042 Purpose. The purpose of councils is to be ongoing and viable in terms of representing the job-alike group it serves. Councils shall be responsible for association activities and policy relating to its job-alike function. Such

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activities and policy would be required to be consistent with ACSA policy, and subject to ACSA's "Conflict Resolution Process." Councils would be responsible for the gathering of input and expertise, and for dissemination of council information as needed.

7.05 Membership.

7.051 Composition/Appointment. Councils shall consist of region representatives elected by their job-alike peers or appointed by their region president.

7.052 Rules. Councils will create their own bylaws, mission statements, operating rules, procedures, subcommittees, meeting practices and related rules. Such bylaws, rules and policies will be consistent with ACSA bylaws, rules and policies, and will be subject to ratification by the ACSA Board of Directors.

7.053 Terms. Terms for councils shall be determined by the councils' rules.

7.06 Responsibility to Regions. Councils shall have the responsibility to develop a close working relationship with their regional counterparts.

ARTICLE VIII

Fiscal

8.01 Budget

8.011 Responsibility. The board shall be responsible for the preparation, adoption and maintenance of an annual operating budget employing proper accounting procedures. The board shall cause a financial report to be made at each regular meeting of the delegate assembly.

8.012 General Reserve. The annual budget of the association shall include a general reserve.

8.02 Income Sources.

8.021 Annual Dues. The board shall develop the annual dues structure and the method for collecting all classes of dues.

8.022 Other Sources. Other sources of funds may be solicited and/or accepted by the board.

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- 8.03 Expenditures. Expenditures of funds within the annual budget shall be the prerogative of the board.
- 8.04 Fiscal Year. The fiscal year for the association shall be July 1 through June 30 of the following year.

ARTICLE IX

Affiliation

- 9.01 Requirements. ACSA may accept affiliations with other state or national professional organizations which share mutual interests and/or concerns in accordance with procedures established by the board. The procedures shall be included in the policies and procedures.

ARTICLE X

Policies and Procedures and Rules of Order

- 10.01 Policies and Procedures. All rules and policies adopted by the board in accordance with these bylaws, but not specifically covered therein, shall be recorded in the policies and procedures of ACSA.
- 10.02 Parliamentary Procedures. Sturgis Standard Code of Parliamentary Procedure shall control parliamentary procedures.

ARTICLE XI

Indemnification and Insurance

- 11.01 Indemnification. To the fullest extent permitted by the law, the association shall indemnify and hold harmless any and all agents against all claims to which they may be subjected by reason of any alleged or actual action or inaction in the performance of their duties performed in good faith on behalf of the association. "Agent" for this purpose shall include directors, officers, and employees.

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- 11.02 Insurance. The association shall have the right to purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE XII

Amendment

- 12.01 Amendment of Bylaws. These bylaws may be amended by the delegate assembly at any meeting at which a quorum is present by a majority vote.

ARTICLE XIII

Interpretation

- 13.01 Interpretation. These bylaws are subject to the California Nonprofit Corporation Law and must be interpreted so as to conform with that law, as it is interpreted, and amended from time to time.

5/05-mm Revised