

# BOARD OF DIRECTORS & BOARD MEMBERS

SECTION 3  
ACSA POLICIES & PROCEDURES

## Section 3 — Board of Directors

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### A. Authority, Duties and Responsibilities of Board Members

#### Policies:

#### 3.1 Code of Ethics for Board Members

The Association of California School Administrators (“ACSA” or the “Association”) is committed to lawful and ethical behavior in all of its activities and requires its board of directors to conduct themselves in a manner that complies with all applicable laws and regulations and the Association’s ethical standards. The Association is committed to adhering to the following standards of ethical conduct:

- We expect integrity, honesty, and trustworthiness in our work; courage in our decisions; and dedication to the Association’s values and beliefs.
- We expect responsible action on behalf of the organization and are accountable and transparent to our constituents and to one another. We share information when appropriate without sacrificing confidentiality.
- We expect to be treated and to treat others with respect. We respect the opinions of and the differences among individuals.
- We expect fairness to be evident in our actions internally and externally. We are equitable in our decisions and mindful of their impact on other groups and people.
- We expect our actions to demonstrate our care for others and the community as a whole. We support each other in a humane manner. We care about the well-being of each other, the community, and the Association.

We expect board of directors to act in an ethical and responsible way at all times. We value honesty in communication and personal responsibility, and expect our board of directors to refrain from engaging in unethical behavior. The desire to achieve organizational or personal objectives will not excuse unethical, illegal or wrongful activity or deviation from the Association’s policies. The Association asks that you keep in mind at all times the need to conduct yourself with reasonable and proper regard for the welfare and rights of all employees and for the best interests of the Association. Unacceptable behavior may include, but is not limited to, self-dealing (that is, putting your own interests above the interest of the Association in the discharge of your duties), improper influencing of the Association’s auditor or other corporate advisors, falsification or misrepresentation on Association records, possession of illegal drugs in the workplace, certain criminal acts, sexual, racial or other harassment, or violations of published Association policies and rules.

The Association reserves the right to take any and all action as the Association deems appropriate in response to unethical behavior.

(New: February 2014 Board of Directors)

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### 3.2 **Conflict of Interest**

This policy shall apply to the Association of California School Administrators (“ACSA” or the “Association”). The purpose of this conflict-of-interest policy is to prevent the institutional or personal interests of the Association’s board members from interfering with the performance of their duties to the Association, and to ensure that there is no personal, professional, or political gain at the expense of the Association. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but rather to require the disclosure to the Association of any conflicts of interest and the recusal of any interested party in a decision relating to such matters.

A conflict of interest may exist when the interests or potential interests of any board director, or that person’s close relative, or any individual, group, or organization to which the person associated with the Association has allegiance, may be seen as competing with the interests of the Association, or may impair such person’s independence or loyalty to the Association. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director or officer in a manner that is adverse to the interests of the Association.

(New: February 2014 Board of Directors)

### 3.3 **Report of Illegal or Improper Activity for Board Members**

ACSA is committed to lawful and ethical behavior in all of its activities and requires its board members to conduct themselves in a manner that complies with all applicable laws and regulations. If at any time a concern exists regarding the propriety or legality of any action contemplated to be taken or that has been taken by any ACSA board member, employee, contractor or vendor, as the action relates to ACSA activities, or if an action needs to be taken in order for ACSA to be in compliance with law or appropriate ethical standards, you can address the issue directly by going to the board president or executive director, as needed, until matters are satisfactorily resolved.

Under this policy (sometimes referred to as a “whistleblower policy”), those who report illegal or improper activity will be protected. Efforts will be made to treat a report of unethical or illegal conduct as confidential, consistent with the need to investigate and prevent or correct the action. The individual making the report will not be discharged, threatened, harassed, or discriminated against for reporting in good faith what they perceive to be wrongdoing, violations of law, or unethical conduct.

(New: February 2014 Board of Directors)

### 3.4 **Board Member Holding More than One ACSA Position**

An ACSA member shall not hold a position on the board and on an ACSA state committee/council, or on more than one state committee/council, unless it is a committee of the board, or a board appointed special committee or task force.

(Revised, July 2024 Board of Directors)

Furthermore, no member may simultaneously serve in more than one of the following region positions: President-Elect, Vice President for Legislative Action (VPLA) or State Board Director

(New, July 2024 Board of Directors)

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- 3.4.1 Exceptions are the Leadership Summit Planning Committee and the Nominating Committee as the past president serves as chair.

#### 3.5 **Governing Body**

The board of directors is the governing body of the association whose primary role is to establish clear strategic direction for the association. The Board's focus is on direction and priority setting, issue deliberation, planning, resource alignment, monitoring and evaluation of the executive director.

(revised February 2016, BOD)

##### 3.5.1 Executive Director Evaluation

- 1) The President and President-Elect will draft the evaluation letter after receiving input on the executive director's performance from the entire board of directors.
- 2) The draft evaluation letter will be presented to the board during a closed board meeting for approval.
- 3) If/Once the performance evaluation letter is approved, the President and Past-President will meet with the executive director to issue the performance evaluation letter.

(Revised May 2023, BOD)

#### 3.6 **Actions Recorded**

All rules, policies and positions adopted by the board in accordance with the bylaws, but not specifically covered therein, shall be recorded in the Policies & Procedures Manual of ACSA.

- 3.6.1 The board may amend or repeal this Policy & Procedure Manual, in whole or in part, at any time.

#### 3.7 **Charters**

The board of directors shall issue charters in compliance with the Policies & Procedures. (See Section 4— Charters)

#### 3.8 **Annual Inservice for New Committee Chairs and Council Presidents**

The board of directors shall annually conduct an inservice for new state committee chairs and new council presidents.

#### 3.9 **Committees, Councils, Special Committees and Task Forces**

- 3.9.1 For large committees (10 or over) the board shall make sincere efforts to ensure:
- minority representation
  - geographic representation
  - gender representation
  - diverse job alike representation
  - specific expertise of a member

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- 3.9.2 For all committees, councils or task forces the board of directors shall provide for diverse representation.
- 3.9.3 The "president" making committee, special committee, and task force appointments is interpreted to mean the person holding the office of president when the term of the appointee becomes effective.  
(New: February 1995 Board of Directors)
- 3.9.4 The board shall devise procedures for representation and to ensure all terms do not end the same year unless a committee is to be lapsed.
- 3.9.5 The board of directors shall approve funds for special projects for committees/ councils from the activity design fund.

#### **3.10 Leadership Summit**

ACSA will pay expenses of members of the board when necessary to assure their presence at ACSA's Leadership Summit.

#### **3.11 Membership Categories**

The board of directors shall establish membership categories.

#### **3.12 Guidelines for Board Member Expenditures**

Because of changing conditions, each year ACSA's president will issue a memorandum of guidelines for officers and directors concerning the types of activities to be reimbursed for ACSA business.

- 3.12.1 With prior authorization by the president or executive director expenses for attendance at other meetings, besides board and leadership assembly meetings, will be allowed.

#### **3.13 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 agents' status as such.

#### **3.14 Board Administers Other Companies**

The ACSA board shall administer SASS, , the Foundation for Educational Administration and all ACSA PACs as outlined in the articles of incorporation. (Source: Each company's articles of incorporation)

#### **3.15 Actions of Agents/Agencies**

The association is legally responsible and liable for actions of agents or agencies of the association acting within the scope of ACSA business. The board is responsible for the governance of the association and has delegated certain functions to other agents and agencies of the association. On behalf of the board of directors, the president or the president's designee has the authority to direct any agent or agencies to take actions consistent with, or to refrain from taking actions inconsistent with, the interests, purposes, policies and procedures of the association. Should any questions arise

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regarding the scope of authority of such agents or agencies, the board of directors shall resolve the questions.

3.15.1 Continued recognition and funding of agents or agencies are contingent upon actions consistent with the articles of incorporation, bylaws and policies and procedures.

#### **3.16 Political Action**

The board of directors shall be responsible for establishing ACSA political positions on state educational issues.

3.16.1 The board of directors or the executive committee is responsible for establishing and implementing appropriate political action plans on state educational issues.

3.16.2 The board of directors may delegate certain political action responsibilities to the Sr. Director of Policy and Governmental Relations and the Legislative Policy Committee.

3.16.3 The board of directors has established statewide Vice Presidents for Legislative Action, elected representatives in each region, to assist the Senior Director of Policy and Governmental Relations in implementation of political action strategies.

#### **3.17 Affiliation**

The board of directors shall develop procedures for affiliation with other state or national professional organizations. (See Section 1 — Affiliations)

3.17.1 Attendance at conferences of the six major national associations is covered in Policies & Procedures Manual — Section 1 — Affiliations - National Organizations.

#### **3.18 Consortia or Similar Purpose Organizations**

It may be desirable for ACSA to join with other organizations (i.e., AAUW, Taxpayers Association, CSBA, CASBO, CASH, etc.) in a consortia for a common purpose, even though all of the participants may not fit all of the state or national affiliation policies in Section 1 of this manual.

#### **3.19 Meetings of The Board**

Meetings of the board are held not less than four times during the year. Other meetings shall be held upon the call of the president or by a majority vote of the board. The regular meetings shall be scheduled and shown on the annual calendar.

##### **3.19.1 Open Meetings**

All meetings of the board are open except as specified.

##### **3.19.2 Closed Meetings**

The board may meet in closed session on personnel matters, or other matters where it deems it appropriate to do so.

Minutes will be taken of actions taken in closed session and shall be separately

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maintained. The board shall determine which actions taken in closed session shall also be recorded in the next regular meeting of the board.

3.19.3 Quorum

A majority of the board shall constitute a quorum and a majority of the quorum shall have power to act.

**Procedures:**

**3.20 Use of ACSA Credit Cards**

Board members may utilize ACSA credit cards, or be reimbursed, for official expenses in connection with meetings of the board, leadership assembly, ACSA Leadership Summit and for their liaison assignments with regions, committees and councils.

3.20.1 The board will receive notice of their credit card transactions via Concur. ACSA's Chief of Staff will review the credit card expenditures on a monthly basis. Notation of the program or activity authorized and eligible persons included should be made.

**3.21 Attendance at Meetings**

For efficient conduct of the business of the association, officers and directors are expected to have full and regular attendance at the board and leadership assembly meetings.

3.21.1 When an officer or director cannot attend a meeting of the board or leadership assembly they should notify the executive director in advance of the meeting.

3.21.2 When an officer or director cannot attend a meeting they cannot be represented by an alternate.

**3.22 Removal from Office**

Officers or directors who miss three consecutive meetings shall automatically be removed from their position unless waived by formal action of the board.

3.22.1 Officer:

When an officer's attendance is irregular or they do not attend the full length of scheduled meetings the board by 2/3 vote shall recommend to the leadership assembly that the position be vacated.

3.22.2 Director:

When a director's attendance is irregular or they do not attend the full length of scheduled meetings the board by 2/3 vote shall recommend to the region that the position be vacated.

3.22.3 Hearing:

Prior to a vote by the state board of directors to recommend vacating a position of an officer or director, the person being considered for removal shall be entitled to a hearing before the board to explain any mitigating circumstances. The person shall, within ten work days of the contemplated board action, notify the executive director of their desire

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to appear.

#### 3.23 **Quorum Rule**

The quorum is a majority of the number of directors. Except as otherwise provided by the bylaws, the affirmative vote of a majority of the directors present at a meeting is required to accomplish valid board action.

If a quorum is present at the start of a meeting, but directors withdraw and leave less than a quorum — the remaining directors may continue to transact business, if any action taken is approved by at least a majority of the required quorum for the meeting.

*Example:* Assuming ACSA has 28 directors, 15 must be present to constitute a quorum. Twenty directors attend the meeting, but 10 withdraw, leaving 10 directors. The quorum has been lost because the quorum is 15. However, the remaining directors may continue to do business, as the board, if the affirmative vote of those remaining equals a majority of the quorum — or in this example — 8.

#### 3.24 **Conflict of Interest** **Duty to Disclose**

In connection with any actual or possible conflict of interest involving a Board member or Executive Director, the interested Executive Director or Board member should disclose the existence of the conflict of interest or potential or perceived conflict of interest to the Association's Board President in writing, with a copy to Human Resources.

The interested person should disclose all material facts related to the conflict.

#### **Procedures for Addressing an Actual or Potential Conflict of Interest**

The Board President shall advise the Executive Committee of the Board (consisting of disinterested Board members) which shall determine if a conflict exists and, when appropriate, investigate alternatives to the proposed transaction or arrangement.

In advance of any board action on a transaction or arrangement related to the actual or potential conflict, the Board President shall disclose to the Executive Committee of the Board all facts material to potential or actual conflict. After an opportunity to fully discuss the matter, the Executive Committee of the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **Violations of the Conflicts of Interest Policy**

If the Executive Committee of the Board has reasonable cause to believe that a Board member, or Executive Director has failed to disclose actual or possible conflicts of interest, it or he/she shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.



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If, after hearing such person's response and after making further investigation as warranted by the circumstances, the Executive Committee of the Board (as to the Executive Director or a Board member) determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Records of Proceedings**

The Board President or Executive Director shall, as appropriate, keep records of all disclosures made to them pursuant to this policy. As to Board activities where actual or potential conflicts have been disclosed, the meeting of the Executive Committee of the Board shall reflect the names of the persons who disclosed or were otherwise found to have a conflict of interest or potential or perceived conflict of interest, the nature of the conflict and the interest of the involved persons, any action taken to determine whether a conflict of interest was actually present, and the Board President's decisions as to whether a conflict of interest in fact existed. The minutes shall also contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings, and that the interested person was not present during discussion or decision on the matter, and did not vote.

#### **Dissemination**

A copy of this conflict-of-interest policy shall be furnished annually to each board director, and the Executive Director.

#### **Certification**

This policy and its application shall be reviewed annually for the information and guidance of board members each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the Executive Director, each director will be asked to complete a certification of agreement with the policy and disclosure of any known conflicts of interest upon his or her election or re-election to the board and annually thereafter.

(New: February 2014 Board of Directors)

## **B. Authority, Duties and Responsibilities of Officers**

### **Policies:**

#### **3.25 Vote in Leadership assembly**

Any officer or director who also serves in another capacity which provides a vote in the leadership assembly will have only one vote (i.e., vice president for legislative action who also serves as chair of the Vice Presidents for Legislative Action).

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#### 3.26 Expenses of State President

The expense reimbursement of the state president will be based upon the unique financial and working conditions of the person selected.

- 3.26.1 Expenses incurred by the president's spouse/significant other relating to travel with the president in carrying out duties of the office of president are authorized within the allotted budget. The president is encouraged to bring his/her spouse/significant other to ACSA's Leadership Summit.

(Revised: February 2014 Board of Directors)

#### 3.27 Equipment Supplied to Board Officers/Executive Committee

ACSA may provide members of the executive committee equipment necessary to carry out the duties of their office if not available through employing districts. Equipment remains the property of ACSA.

#### 3.28 Electronic Mail

- 3.28.1 ACSA may provide officers remote access to electronic mail if not available through employing districts.

- 3.28.1.1 Upon approval of the executive director, ACSA may provide remote access to other users (i.e., board members, past board presidents, region leaders, committee members/council members, and grants personnel). Generally, responsibility for equipment and access costs belong to the individual.

(Revised: February 2014 Board of Directors)

- 3.28.2 E-Mail Privacy — ACSA provides electronic mail to employees [and board officers] at its expense, for business use.

All messages are ACSA records, regardless of the point of origin of the message or its purpose. ACSA reserves the right to access and disclose all messages sent over its electronic mail system for any purpose. Any electronic mail message, whether personal or business related, is subject to subpoena and should be treated as if it were a paper document.

#### Procedures:

#### 3.29 Filling a Vacancy

When an appointment is necessary to fill a vacancy of an officer on the board of directors in accordance with Article VI of the Bylaws, 6.04 the president shall consider: (See Section 6 — Leadership assembly)

- a) Previous experience as a member of the board.

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- b) Other service to the association in a leadership capacity.
- c) Current geographical representation of officers and job titles.
- d) Policies & Procedures Manual — Section 3-A — Board of Directors and Board Members, Policy 3.4 which precludes an ACSA member from holding two or more positions on the board or state committees/councils.
- e) The appointee will not be eligible for immediate election to the board of directors as an officer at the expiration of the appointed term.

#### **3.30 President's Special Assignments**

The president shall preside over meetings of the board, leadership assembly, executive committee and meetings of the region presidents and president elect.

(Revised: February 2014 Board of Directors)

#### **3.31 President-Elect's Special Assignments**

The president-elect shall preside in the absence of the president and preside over meetings of the committee chairs/council presidents.

(Revised October 2006 Board of Directors)

#### **3.32 Vice President's Special Assignments**

The vice president shall chair the Board Finance Committee and co-chair the Leadership Development Committee.

(Revised May 2022 Board of Directors)

#### **3.33 Immediate Past President's Special Assignments**

The immediate past president shall chair the Board Audit Committee, the Nominating Committee and the Awards Committee.

(Revised: February 2014 Board of Directors)

#### **3.34 Vice-President for Legislative Action's Special Assignments**

The vice-president for legislative action shall chair the meetings of the PAC Board of Directors and of the regional vice presidents for legislative action.

(Revised: February 2014 Board of Directors)

### **C. Authority, Duties and Responsibilities of The Executive Committee**

#### **Policies:**

#### **3.35 Composition**

The executive committee shall be composed of five officers, president, past president, president elect, vice president, vice president for legislative action and two directors selected annually by the full board of directors.

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#### 3.36 **Duties**

The executive committee shall have the authority to act on behalf of the board as a "quick response team" between board meetings, provided that it shall not act on matters that are specifically withheld by the full board; and further, provided that it shall report all of its actions to the full board at the next meeting.

(Revised: February 2022 Board of Directors)

The executive committee of the board of directors will develop and regularly maintain board performance criteria, including a means for evaluating board meeting effectiveness.

(Revised: February 2016 BOD)

#### 3.37 **Equipment Supplied to Board Officers/Executive Committee**

ACSA may provide members of the executive committee equipment necessary to carry out the duties of their office if not available through employing districts. Equipment remains the property of ACSA.

#### **Procedures:**

#### 3.38 **Relationship with Executive Director and Full Board**

The executive committee shall serve as liaison with the executive director and bring recommendations to the full board of directors.

(Revised: March 1995 Board of Directors)

#### 3.39 **ACSA Spokesperson**

The president and executive director or his/her designee serve as the spokesperson for ACSA between board meetings when one is necessary and/or desirable.

(Revised: March 1995 Board of Directors)

#### 3.40 **Emergency Action**

Emergency action taken by the executive committee in a special meeting, by conference call, or otherwise, shall be reported when appropriate in the minutes of the next board of directors meeting or in a closed session.

(Revised: March 1995 Board of Directors)