

BYLAWS OF THE PENNSYLVANIA ASSOCIATION OF SCHOOL BUSINESS OFFICIALS

ARTICLE I - Organization

Section 1. Name.

The name of this organization shall be the Pennsylvania Association of School Business Officials.

Section 2. Emblem and Seal.

The Board of Directors of the Association shall regulate the use of the emblem and the official seal.

Section 3. Affiliation.

This Association shall be the organization in Pennsylvania affiliated with the Association of School Business Officials International.

Section 4. Fiscal Year.

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

Section 5. Audit and Financial Reports.

- a. The Treasurer shall render such financial reports as may be directed by the Board of Directors.
- b. The Board of Directors shall appoint a certified public accounting firm to audit the financial records of the Association each fiscal year.
- c. The Executive Director shall publish the auditor's annual financial statement summary for the membership.

ARTICLE II – Purposes

The purposes for which the Association is organized are:

- a. To engage exclusively as an organization to advance educational, scientific and charitable endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a similar section as amended and in pursuance of these purposes the Association shall conduct its affairs as follows: to advance education at the elementary, secondary, college and postgraduate levels by conducting research programs in management of schools at all levels; to better enable the members and the general public to conduct the management of schools at all levels in the planning, organizing, coordinating and improvement thereof for the benefit of the students and the community; to provide for the public findings of such research and to make same available thereto and to conduct field research experiments in the aforesaid areas for the benefit of those attending schools and the public in general; to engage in a program of professional education for persons carrying on activities in the field of school administration; and to protect the public by promoting the highest standards of ethical conduct by persons carrying on activities in the field of school administration.

- b. The foregoing purposes and the objectives of Paragraph (a) shall be the exclusive purposes and objects of this Association and be directed toward the advancement of education, public safety, science and charitable purposes, to lessen and alleviate the financial burdens and obligations of local, state and national governments in the area of education, and educational research and public and school safety research.
- c. The Association is not organized for the pecuniary profit of its directors, officers or members nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any directors, officers or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the charitable, educational and benevolent purposes of the Association.

The foregoing purposes shall be construed as both objects and powers.

ARTICLE III – Powers

The Association has such power as may be needed to carry out the foregoing purposes as set forth in Article II hereof and such power shall not be limited except as provided herein.

ARTICLE IV - Registered Office

The Association shall have and continuously maintain in the State of Pennsylvania a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Pennsylvania as the Board of Directors may from time to time determine.

ARTICLE V - Membership

Section 1. Types and Categories of Memberships.

The Board of Directors shall have the authority to establish membership categories within the two types of membership: (1) voting; (2) non-voting. The Executive Director shall have the authority to determine the membership category for which each applicant is eligible.

- a. Voting memberships shall be as follows:

1. Active. An Active Member shall be a person who is:
 - (a) Employed by a public or private school entity, or a college or university, located within the Commonwealth of Pennsylvania, or full-time employees of designated agencies of Pennsylvania state government; and
 - (b) Engaged in in one or more areas of school business management or operations.

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2. Life. A Life Member shall be a person who has been an active member for a minimum of ten (10) years and who, at the time of application for Life Membership, meets the requirements of Active Membership. The President of PASBO shall be awarded a Life Membership to become effective the year following his/her presidency.
3. Emeritus. An Emeritus Member shall have been an Active member at the time of his or her retirement from full-time school business administration and shall not be currently providing products or services to schools either individually or with an employer.

b. Non-voting memberships shall be as follows:

1. Education. An Education Member shall be a person who is employed in education administration or demonstrates a non-commercial interest in school business administration, such as: school board members, superintendents, principals, contracted employees, faculty and students of colleges and universities, education association staff and those who do not qualify for other types of Membership.
2. Business. A Business Member shall be a person who benefits from commercial activity in the area of school business administration.
3. Honorary. Honorary membership may be bestowed upon any individual at the sole discretion of the Board of Directors.

Section 2. Dues.

All memberships shall be subject to the annual payment of dues as established by the Board of Directors except life members and honorary members. Life members dues shall be paid in one payment. Honorary members shall pay no dues.

ARTICLE VI - Administration

Section 1. Board of Directors.

The Board of Directors shall be composed of fifteen members: the Association's President, President-Elect, Vice President, and Immediate Past President and nine elected directors, who together shall constitute the thirteen voting members of the Board, and the Executive Director and the Assistant Executive Director who shall be ex-officio non-voting members of the Board.

Section 2. Duties.

The Board of Directors shall be responsible for the conduct of Association business. It shall adopt all policies to be implemented by the Executive Director.

Section 3. Elected Directors.

Three directors shall be elected to the Board each year by a vote of the qualified members present at the annual meeting. An elected director shall serve a three-year term. In order to become and remain in term as an elected director, an individual: (i) shall be an Active Member or be a Life Member who also meets the qualifications to be an Active Member, (ii) shall have maintained either such membership status continuously during the five years immediately prior to the elected term, (iii) comply with rules and regulations as prescribed by the Board of Directors except for the following circumstances:

- a. There shall be no more than two directors elected or appointed from the same Intermediate Unit boundary serving on the Board at any one time. Any current director whose employment is within an Intermediate Unit boundary other than that from which he or she was elected or appointed, shall continue to serve until the end of the elected or appointed term. In such a case, that director's seat on the Board of Directors shall not be counted as having been elected or appointed from any Intermediate Unit boundary.
- b. Any current director who is duly appointed as superintendent or an equivalent position as the chief administrative officer of a local education agency in a permanent capacity may continue to serve until the end of the elected or appointed term as a director.

Section 4. Officers.

The officers of the Association shall be the President, President-Elect, Vice President, Immediate Past President, Executive Director, Secretary and Treasurer. The Executive Director of the Association may serve as the Secretary and/or Treasurer of the Association. The Officers shall comprise the Executive Committee of the Association.

- a. President. To become President, an individual: (i) shall have served as President-Elect in the prior term and (ii) shall be an Active Member or be a Life Member who also meets the qualifications to be an Active Member. The qualifications to remain in term as President shall include maintenance of Active, Life or Emeritus Membership in the Association.

An individual meeting the qualifications to become President shall automatically succeed to that office at the conclusion of his or her term as President-Elect. A President who is duly appointed as superintendent or an equivalent position as the chief administrative officer of a local education agency in a permanent capacity may continue to serve as President but may not assume the position of Immediate Past President. The term of office of the President shall be one year.

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The President shall serve as Chairman of the Board of Directors and the Executive Committee. After having served his or her term, the President shall automatically succeed to the office of Immediate Past President.

- b. **President-Elect.** To become and remain in term as President-Elect, an individual: (i) shall have served as Vice President in the prior term and (ii) shall be an Active Member or be a Life Member who also meets the qualifications to be an Active Member of the Association.

An individual meeting the qualifications to become President-Elect shall automatically succeed to that office at the conclusion of his or her term as Vice President. A President-Elect who is duly appointed as superintendent or an equivalent position as the chief administrative officer of a local education agency in a permanent capacity may continue to serve as President-Elect until the end of the elected or appointed term as President-Elect but may not assume the position of President. The term of office of the President-Elect shall be one year. The President-Elect shall assume the duties and responsibilities of the President in the absence of the President and perform other duties as assigned by the President and Board of Directors.

- c. **Vice President.** Vice President of the Association shall be elected each year by a vote of the qualified members present at the annual meeting. To be elected to the office of Vice President and to remain in term, an individual: (i) shall have previously served as a director on the Board and (ii) shall be an Active Member or be a Life Member who also meets the qualifications to be an Active Member. A Vice President who is duly appointed as superintendent or an equivalent position as the chief administrative officer of a local education agency in a permanent capacity may continue to serve as Vice President until the end of the elected term as Vice President but may not assume the position of President-Elect. The term of office of the Vice President shall be one year. The Vice President shall assume the duties and responsibilities of the President-Elect in the absence of the President-Elect and perform other duties as assigned by the President and the Board of Directors.

- d. **Immediate Past President.** To become and to remain in term as Immediate Past President, an individual: (i) shall have served as President in the prior term and (ii) shall be an Active, Life or Emeritus Member of the Association. An individual meeting the qualifications to become Immediate Past President shall automatically succeed to that office at the conclusion of his or her term as President. An Immediate Past President who is duly appointed as superintendent or an equivalent position as the chief administrative officer of a local education agency in a permanent capacity may continue to serve as Immediate Past President until the end of the elected term as Immediate Past President. The term of

the Immediate Past President shall be one year. The Immediate Past President shall perform such duties as are assigned by the President and Board of Directors.

- e. **Executive Director.** The Executive Director shall be appointed by the Board of Directors and may serve as Secretary and/or Treasurer of the Association and shall be authorized to administer all policies as prescribed by the Board.
- f. **Secretary.** The Board of Directors shall appoint the Secretary. The Secretary shall perform the duties listed below.
1. Record the minutes of the meetings of the Board of Directors.
 2. Perform such other duties as assigned by the Board of Directors.
- g. **Treasurer.** The Board of Directors shall appoint the Treasurer. The Treasurer shall perform the duties listed below.
1. Collect and disburse the monies of the Association.
 2. Submit a report of all receipts and disbursements at such time as requested by the Board of Directors.
 3. Perform such other duties as assigned by the Board of Directors.

Section 5. Terms of Office.

The terms of office for those members of the Board of Directors elected by the membership shall begin July 1 following the annual election. No member(s) of the Board of Directors elected by the membership shall serve in the same capacity for more than one full consecutive term.

Section 6. Vacancies.

- a. **President.** If a vacancy occurs in the office of President, the Board of Directors shall appoint the President-Elect to conclude the unexpired term. In such event, the President-Elect so serving shall also serve a one-year term as President in the normal course during the following year.
- b. **President-Elect.** If a vacancy occurs in the office of President-Elect, the Board of Directors shall appoint the Vice President to conclude the unexpired term. In such event, the Vice President so serving shall also serve a one-year term as President-Elect in the normal course during the following year.
- c. **Vice President.** If a vacancy occurs in the office of Vice President, this office shall remain vacant until the next annual election, at which time a Vice President shall be elected.
- d. **Immediate Past President.** If a vacancy occurs in the office of Immediate Past President, the Board of Directors shall appoint a past president who will agree to serve in this capacity,

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beginning with that person whose term of office has been in the most recent past.

- e. Director. The Board of Directors shall fill a vacancy in the office of Director for the unexpired term from the active and life members qualified to hold the office.

Section 7. Discipline or Removal of a Member of the Board of Directors

The Board of Directors may invoke disciplinary proceedings against any of its members whose actions, conduct or behavior violates the Bylaws or policies of the Association, or threatens the order, function, peace, reputation and dignity of the Association. Such disciplinary action may be in the form of a reprimand, suspension, request for resignation or expulsion.

The Board shall prepare a written statement of the charges against the Board Member, including a request to show cause why disciplinary action should not be taken. The statement of charges shall be presented to the Board Member by the President, either directly or by certified or registered mail.

Such Board Member shall have thirty (30) days from the date of notice to file a written response with the President. Thereafter, at the request of the Board Member, the Board of Directors shall schedule a hearing, with notice of said hearing being served to the Board Member personally or by certified or registered mail. If, after hearing the evidence presented or in the absence of a request for a hearing, the Board of Directors by a two-thirds majority vote finds the Board Member guilty as charged, the Board of Directors may order appropriate disciplinary action.

A certified copy of the order shall be served upon the Board Member personally, or by certified or registered mail. If a Board Member shall have been removed or suspended, or shall have resigned, his or her position on the Board of Directors shall be declared vacant and will be filled according to the provisions of Article VI, Section 6 of these Bylaws.

ARTICLE VII - Committees

Section 1. Nominations and Elections Committee.

The President shall annually appoint, with confirmation by the Board of Directors, a Nominations and Elections Committee to be chaired by a Past President. The Committee shall consist of at least three (3) Active or Life Members appointed by the President.

The basic functions of the Committee will be to screen candidates for the offices of Vice President and Director, to recommend to the general membership the candidates selected for nomination and to conduct the election at the annual meeting. The Committee shall also screen and recommend eligible candidates to the Board of Directors in order to fill Director vacancies. The Board of Directors shall adopt policies governing the operation of the Nominations and Elections Committee.

Section 2. Research Committees.

Members of these committees shall be appointed in accordance with policies established by the Board of Directors. The basic function of the committees shall be to conduct and/or review research studies in the field of school business administration.

Section 3. Education Committee.

Members of this committee shall be appointed in accordance with policies established by the Board of Directors. The committee shall serve in an advisory capacity to the Executive Director in establishing educational programs for members that will improve and enhance management practices in school entities.

Section 4. Professional Certification Committee.

The Professional Certification Committee shall be appointed by the President and approved by the Board of Directors. This committee shall consist of at least nine active or life members of PASBO appointed to serve for overlapping three-year terms. All members of this committee must be certified under this program.

Section 5. Past Presidents Advisory Committee.

- a. Membership. The Past Presidents Advisory Committee shall consist of all past presidents.
- b. Meeting. The Past Presidents Advisory Committee shall meet at least once each year at the call of the President.

Section 6. Exhibitors Advisory Committee.

The Exhibitors Advisory Committee shall consist of four business associate members representing companies that exhibit at the annual meeting (chairman, first vice chairman, second vice chairman and immediate past chairman). An election of officers shall be held at the annual meeting and exhibit, at which time a second vice chairman shall be elected, the present second vice chairman shall assume the office of first vice chairman, the first vice chairman shall assume the office of chairman, and the chairman shall assume the office of immediate past chairman. The purpose of this committee is to act as liaison between the exhibitors, the Executive Director and the Board of Directors. The Executive Director will be a non-voting member and may attend all meetings called by the chairman of the Exhibitors Advisory Committee.

Section 7. Other Committees.

The Board of Directors may establish such other committees as are necessary and appropriate.

ARTICLE VIII - Regional Chapters

The Board of Directors, upon receipt of application, may recognize Regional Chapters as being - affiliated with PASBO in accordance with Association policies. The geographic boundaries of such Regional Chapters, as reflected on an approved map, along with conditions for affiliation and reasons for termination of affiliation, shall be determined by the Board of Directors.

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ARTICLE IX - Professional Certification Program

Section 1. Purpose.

The Board of Directors shall maintain a program for professional certification in order to provide a recognized standard of competence.

Section 2. Eligibility.

Upon application, all members who meet the standards and qualifications established by the Board of Directors shall be certified. To retain the designated certification the recipient must meet the continuing eligibility requirements as established by the Board of Directors.

ARTICLE X - Meetings

Section 1. Membership Meetings.

There shall be two types of membership meetings: (1) annual; and (2) special.

The site and date of all meetings shall be determined and set by the Board of Directors.

The Executive Director shall notify all members of membership meetings at least thirty days prior to such meetings.

Twenty percent of the voting membership as of the last day of the preceding month shall constitute a quorum, and no business may be conducted unless a quorum is present.

Meeting rules and procedures shall be determined by the Board of Directors.

Parliamentary proceedings shall be in accordance with Roberts Rules of Order, as revised.

- a. Annual Membership Meeting. There shall be one regular meeting each year which shall be conducted during the annual meeting and exhibit.
- b. The annual election shall be conducted by the Nominations and Elections Committee during the annual meeting according to the rules and regulations prescribed by the Board of Directors. All voting members registered and present at the annual meeting shall be eligible to vote. Nominations as submitted by the Nominations and Elections Committee shall be considered. The votes shall be tabulated and verified by the Nominations and Elections Committee, and the results shall be announced to the membership by the President prior to the closing of the final general session of the annual meeting.
- c. Special membership meetings. Special membership meetings may be called by the Board of Directors and shall be called by the President upon the written request of at least twenty percent of the active and life members.

Section 2. Board of Directors Meetings.

The President shall call at least two meetings of the Board of Directors each year with an interval of at least four months between these two meetings.

The President may call additional meetings as are necessary. The President shall call a meeting of the Board of Directors at the written request of any four voting members of the Board of Directors.

The Executive Director shall give written notice to all members of the Board of Directors at least five days preceding a meeting date.

A majority of the voting members of the Board of Directors will constitute a quorum, and no business may be conducted unless a quorum is present.

ARTICLE XI - Policy Manual and Bylaw Amendments

Section 1. Policy Manual.

To supplement the Official Bylaws, there shall be constituted and maintained a policy manual containing additional rules, regulations and procedures adopted by the Board of Directors to be used in administering the affairs of the Association. The Executive Director shall have the responsibility of compiling, revising and updating the policy manual.

Section 2. Bylaws Amendments.

The Bylaws may be amended by a majority of the members qualified to vote, and who are present, at the annual membership or a special membership meeting provided, however, that at either the annual or a special membership meeting, no amendment shall be placed before the body for a vote unless at least thirty days prior to said meeting a notice shall have been sent to all voting members setting forth the proposed amendment.

ARTICLE XII - Dissolution

In the event of the dissolution of the Association, no director or member shall be entitled to any distribution or division of its remaining property or its proceeds and the Executive Board shall, after paying or making provisions for the payment of all liabilities of the Association conclusively for the purposes of the Association in such manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and granted exclusively for such purpose.

(Updated 03/29/2021 - These ByLaws reflect the Amendments approved by the membership at the March 2021 Annual Conference and Exhibits.)