

## ARTICLE I - IDENTIFICATION

The name of this organization shall be the FLORIDA COALITION OF SCHOOL BOARD MEMBERS, INC. (FCSBM).

The FCSBM office shall be located at 113 S. Monroe St. First Floor, Tallahassee FL 32301

The official mailing address of FCSBM is P.O. Box 1602, Vero Beach, FL 32961-1602.

Adopted October 18, 2017

## ARTICLE II - MISSION

The mission of the Florida Coalition of School Board Members (FCSBM) is to increase student achievement through the development of effective school board leadership and advocacy for education reform.

A. **Methods** to achieve the mission of FCSBM are:

1. Professional development for and
2. Advocacy on behalf of

Constitutionally elected or appointed District School Board Members and candidates for such office (hereafter Members) conducted within the Core Values of FCSBM.

B. **Core Values**

**These are the core values the FCSBM holds most dear:**

1. **Fiscally Responsible**

FCSBM prioritizes the interests of students, parents, and taxpayers and pursues common-sense school finance reform to eliminate wasteful spending and advocate for a larger share of education expenditures to be directed into the classroom.

2. **2. Champion for Parents' Rights**

FCSBM works to empower parents to make informed decisions about where their children will attend schools, and strongly supports the expansion of school choice initiatives, including Florida tax credit scholarships, McKay Scholarships for Students with Disabilities, schools of choice, and education savings accounts.

3. **Student & Community Focused**

FCSBM affirms the importance of local control by accountable elected school board members in service to students, parents, and taxpayers. We will work to reduce the ever

increasing, unconstitutional federal interventions in local educational policy (including national, one-size-fits-all curriculum, school lunch mandates, special education requirements, federal involvement in school discipline, etc.)

**4. Balance of Accountability & Reasonableness in Assessments**

FCSBM believes in local control of education decisions with reasonable state oversight and accountability. Assessments should be evidence-based, occasional, and beneficial to students, not used to punish them. Accountability encourages excellence, but should not be so high stakes as to encourage "teaching to the test". Classroom learning time must be regarded as precious, and the time and resources sacrificed for testing must be carefully and transparently considered.

**5. Making Solution-Oriented Partnerships**

FCSBM will partner with and work alongside of local and statewide grassroots groups, to be the bridge for constituents to have better accessibility to policymakers. FCSBM will provide a network of school board members across the state to share best practices and work alongside legislators to improve Florida's education system.

Adopted Date October 18, 2017

## ARTICLE III - MEMBERSHIP

### Section 1. - Membership

- A. Duly qualified members of Florida's county school boards are eligible for membership in the Florida Coalition of School Board Members, Inc., upon signing of oath of alignment, approval by the Executive Board, and payment of annual dues by the local county school board or individual.

Members shall have all privileges normally associated with membership, including the right to hold office, in FCSBM.

- B. Membership shall last from December 1 – November 30<sup>th</sup>

- C. Members must apply using the standard application of the time, including an affirmation of alignment with FCSBM Core Values (Article II of Bylaws). A review of all available materials including but not limited to: media comments, social media comments, voting record, meeting comments, personal conversations and formal interviews related to the applicant may be conducted with a report presented to the executive board. The executive board may consider applications for membership at any regular or special called meeting of the executive board where a quorum is present.

- D. Removal of a member: A member may be removed from the FCSBM by a majority vote of the Executive Board at any regular or special called meeting where a quorum is present.

Adopted Date: October 18, 2017

## ARTICLE IV - OFFICERS

**Section 1.** - The Executive Officers of the Coalition shall be the President, Vice President, Immediate Past President, Secretary, and one or more additional director(s) and shall be referred to as the Executive Officers.

**Section 2.** - All Executive Officers shall be elected by ballot of a majority of the membership in attendance at the Annual Leadership Summit of the Coalition. Provided however, a ballot election shall be suspended for an uncontested election and an acclamation or voice vote shall be conducted. Their term of office shall begin October 1<sup>st</sup> following their election and they shall serve for a period of one (1) year.

**Section 3.** - The Executive Director/ CEO may be a full-time employee engaged by Executive Officers of the Coalition and shall serve at its discretion in an Ex Officio capacity. The Executive Officers shall conduct an annual performance evaluation of the Executive Director/ CEO and shall report its findings to the Board of Directors at the Annual Meeting. The Role of Executive Director/ CEO may be substituted by contract services.

Adopted Date: October 18, 2017

## ARTICLE V - DUTIES OF EXECUTIVE OFFICERS

Section 1. - The President shall preside at all meetings of the Coalition Executive Officers and the Board of Regional Directors. He/She may appoint any Ad Hoc Committees after collaboration with the Executive Officers, and shall attend all functions as are deemed necessary by the office. The President is the sole and official media spokesperson, unless otherwise delegated. The President shall declare vacant the office of any Director who misses two (2) consecutive meetings without sufficient reason. The President or his/her designee shall countersign all checks.

Section 2. - The Vice President shall perform the duties of the President in his/her absence and shall act in an advisory capacity at all times. In case of a vacancy in the office of the President, the Vice President shall become President for the unexpired portion of the term unless he/she . If the Vice President has served a term of six (6) months or less, he/she shall have the option of continued service as President of the Coalition for the following year. If the Vice President has served a term of more than six (6) months, he/she shall be required to apply for the office of President pursuant to procedures in Article XI, Section 2. The Vice President shall succeed the President at the Annual Meeting without further election. The Vice President shall serve as Sergeant at Arms at FCSBM conferences and meetings with the responsibility of coordinating

the orderly beginning of meetings. The Vice President should accompany the President to a minimum of two (2) non-Coalition meetings to prepare for succession to the Presidency.

Section 3. - The Secretary shall monitor the attendance of the Executive Board and Board of Regional Directors at each scheduled meeting, and shall have other duties as assigned by the President. In case of a vacancy in the office Vice President, the Secretary shall become, upon confirmation by a majority of the Executive Officers at its next regularly scheduled meeting, Vice President for the unexpired portion of the term. Should the President be eligible for and choose to continue in office pursuant to Section 2. herein, the Vice President shall apply for office pursuant to the nominating procedures described in Article XI, Section 2.

Section 4. – Directors shall attend all meetings of the Executive Officers unless otherwise excused by the President.

Section 5. - The CEO shall conduct the day-to-day business of the Coalition office, including the management of all office personnel authorized by the Board of Directors. The CEO shall conduct all other duties as assigned by the Board of Directors, act as Secretary of the Coalition, and shall be an ex-officio member of all the committees, without vote. The Executive Officers shall conduct an annual performance evaluation of the CEO and shall report its findings to the Board of Directors at the Annual Meeting.

Adopted October 18, 2017

## ARTICLE VI - BOARD OF REGIONAL DIRECTORS

Section 1. - The Board of Regional Directors shall **serve in an advisory capacity** to the Executive Officers.

A. A Regional Director and Alternate shall be elected from the following FCSBM districts by the board members in those districts:

Region 1: Panhandle - Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton, Washington.

Region 2: North Florida - Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval, Flagler, Gilchrist, Hamilton, Lafayette, Levy, Madison, Nassau, Putnam, St. Johns, Suwannee, Taylor, Union, Volusia.

Region 3: Central - Brevard, Citrus, Hernando, Lake, Marion, Orange, Osceola, Seminole, Sumter,

Region 4: South East - Broward, Indian River, Martin, Miami-Dade, Monroe, Okeechobee, Palm Beach, St. Lucie,

Region 5: South West - Charlotte, Collier, DeSoto, Glades, Hardee, Hendry, Highlands, Hillsborough, Lee, Manatee, Pasco, Pinellas, Polk, Sarasota.

B. Directors and Alternates will serve for two (2) years. Directors and Alternates from even numbered districts shall be elected in even numbered years, and those from odd numbered districts shall be elected in odd numbered years. Their term of office shall begin on October 1 following their election.

C. Should no Director and Alternate be elected by October 2, the President shall appoint a Director and Alternate from within the FCSBM district.

Section 2. - The Board of Regional Directors shall meet at least two (2) times a year. Special meetings may be held on call of the President or a majority of the membership of the Board of Directors.

Section 3. - Each newly elected Director and Alternate shall sign a written agreement acknowledging the requirements for meeting attendance and resignation from office as described in Section 4. herein, and shall file the agreement with the Secretary.

Section 4. - Each Director who is unable to attend a Board of Regional Directors' Meeting shall notify the Alternate to sit and act on his/her behalf. Each member who is unable to attend a Board of Regional Directors' Meeting shall submit written verification to the President two (2) weeks prior to the scheduled meeting unless extenuating circumstances exist. The President shall declare vacant the office of any Director who misses two (2) consecutive meetings without sufficient reason as determined by the Executive Officers. When the President declares a vacancy on the Board of Directors, the Alternate for that FCSBM district shall be advanced automatically to the Director's position and a new election shall be conducted in the FCSBM district within thirty (30) days to fill the Alternate vacancy created by the succession.

Section 6. - The business and the corporate powers of the Coalition shall be managed and directed by the Executive Board, to wit:

- A. To transact business of the Coalition and report such transactions;
- B. To make recommendations of policy and resolutions to the regular meetings of the Coalition;
- C. To establish and staff an Coalition office;

D. To execute such documents as are necessary or appropriate for facilitating the financing of school sites, facilities, buses, equipment, or such other items necessary for school boards, including, but not limited to notes, mortgages, leases, and underwriters' agreements; and,

E. To engage in a strategic planning process to establish long range goals in order to achieve the mission of the Coalition; approve, monitor, and evaluate the annual operational plan developed by the CEO to reach the long range goals.

Section 7. - The members of the Board of Directors are responsible for communicating with the other members of the district which they represent. The District Director shall establish a liaison with the Chair of each school board in his/her district.

Section 8. - The Executive Board shall act as the final authority for acceptance or rejection of all Task Force reports. If a revision to the Policies or Bylaws is proposed by the Executive Board, it will be noted as its recommendation to the membership.

Section 9. - The Executive Board may delegate day-to-day operation district matters through the retention of contract services or the hiring of an Executive Director / CEO.

Adopted Date October 18, 2017

## ARTICLE VII - VACANCIES

Section 1. - In the case of a vacancy in the office of President, the Vice President shall become President for the unexpired portion of the term. If the Vice President serves a term as President for six (6) months or less, he/she shall have the option of continued service as President of the Coalition for the following year. If the Vice President serves a term of more than six (6) months as President, he/she shall be required to apply for the office of President pursuant to procedures in Article XI, Section 2. Vacancies in the offices of Vice President and Treasurer shall be filled by majority vote of the Executive Board. The appointment shall be for the unexpired portion of the term.

Section 2. - In the case of a vacancy in the office of Vice President, the Vice President shall become, upon confirmation by a majority of the Board of Directors at its next regularly scheduled meeting, Vice President for the unexpired portion of the term. Should the President be eligible for and choose to continue in office pursuant to Section 1. herein, the Vice President shall apply for office pursuant to the nominating procedures described in Article XI, Section 2.

Section 3. - A vacancy on the Board of Regional Directors shall be filled by the Alternate for the FCSBM district. School board members in the FCSBM district where the vacancy occurs shall elect a new Alternate within thirty (30) days. In the event the FCSBM district affected does not elect a replacement, the President shall appoint an Alternate.

Section 4. - Vacancy in the office of the President shall be filled by succession as outlined in Article V, Section 2.

Section 5. - Vacancy in the office of the Immediate Past President shall be filled by the most immediate past president currently affiliated with the Coalition.

Section 6. - Simultaneous vacancies in the offices of President and Vice President shall be filled by a vote of the Executive Board based on the recommendations of the Board of Directors and Nominating Committee as defined in Article XI, Section 2. herein.

Adopted Date October 18, 2017

## ARTICLE VIII - FISCAL YEAR

The fiscal year shall be July 1 through June 30.

Adopted Date October 18, 2017

## ARTICLE IX - MEETINGS

Section 1. - There shall be one (1) regular meeting of the membership annually which shall include the election and installation of Executive Officers, the receiving of annual reports, and shall be scheduled in July.

Adopted Date October 18, 2017

## ARTICLE X - DUES

Membership Dues shall be set by the Executive Board at the July Leadership Summit with payment due before November 1. Invoices shall be sent out to districts in the month of September for renewals and/ or within 30 days of approval of a membership application. Dues will only be refunded if a member is removed by the executive board and will be prorated to the nearest whole month at the prevailing rate.

Adopted Date October 18, 2017

## ARTICLE XI – TASK FORCES

### Section 1.

- A. There shall be the following Task Forces for ongoing action:
  - 1. Fiscal Practices Task Force
  - 2. Legislative Task Force
  - 3. Policy Task Force
- B. Ad hoc task forces may be appointed by the President after collaboration with the Executive Officers.
- C. Compositions, functions and duties of committees, responsibilities of committee Chairs, and the development of the legislative program shall be described in The Operating Policies except as provided herein.
- D. Each region shall designate annually in June, a member and an alternate to serve on the FCSBM Legislative Task Force and shall inform the FCSBM office of such appointments by the established deadline.
- E. Meetings of Standing Task Forces shall not be scheduled concurrently.



## Section 2. - Nominating Committee

The Nominating Committee shall be composed of the executive board and shall be chaired by the Immediate Past President.

The Chair of the Nominating Committee shall establish a time line for the work of the Nominating Committee which includes the deadline for filing a completed questionnaire and résumé in the FCSBM office for an Executive Officer position and for convening the Nominating Committee to review the applications and interview all candidates.

The work of the Nominating Committee shall be concluded at least thirty (30) days prior to the Annual Meeting to allow the FCSBM office to send written notification to the general membership of nominees for the Executive Officer positions. The Nominating Committee shall request persons interested in serving in an Executive Officer's capacity to submit a completed questionnaire and résumé to the Committee. The Nominating Committee shall meet, review, and interview all candidates.

Adopted Date October 18, 2017

## ARTICLE XII - OPERATING MANUAL

Implementation of these Bylaws shall be set forth and in accordance with "The FCSBM Policy Manual" and "The FCSBM Bylaws".

The general membership, by majority vote, shall approve the Manual and any amendments to the Manual.

All proposed revisions shall be submitted to the Coalition office thirty (30) days prior to the quarterly Executive Officers Meeting.

Any emergency amendments to the Manual shall be approved by the Executive Officers until confirmed by the general membership at the subsequent meeting.

Adopted Date October 18, 2017

## ARTICLE XIII - QUORUM

Section 1. - The number of members of the Coalition present and voting at the Annual Meeting or Standing Task Force of the Coalition shall constitute a quorum of that body.

Section 2. – A majority of the members of the Executive Officers shall constitute a quorum of that body.

Section 3. - A majority of the members of the Board of Regional Directors shall constitute a quorum of that body.

Adopted Date October 18, 2017

#### ARTICLE XIV - PARLIAMENTARY PROCEDURE

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised* shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Coalition may adopt.

Adopted Date October 18, 2017

#### ARTICLE XV - AMENDMENTS

Section 1. - These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at any regular meeting provided the proposed amendment has been sent electronically or by regular mail to each member at least thirty (30) days before such regular meeting.

Section 2. - "The FCSBM Policy Manual" may be amended by majority vote of the voting members present at any regular meeting provided the proposed amendment has been sent electronically or by regular mail to each member at least thirty (30) days before such regular meeting.

Section 3. - The review of proposed amendments described under Article XV, Sections 1. and 2., shall be pursuant to the process set forth in "The FCSBM Policy Manual".

Adopted Date October 18, 2017

## ARTICLE XVI - NONPARTISAN AND NONPROFIT

The Florida Coalition of School Board Members shall be nonpartisan and nonprofit.

Adopted Date: October 18, 2017

## ARTICLE XVII - INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he/she is or was a director, officer, or employee of the Corporation (or serves or served any other corporation or other entity or organization in any capacity at the request of the Corporation while he/she was a director, officer, or employee of the Corporation) shall be and hereby is indemnified by the Corporation against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the full extent permitted and in the manner prescribed by law.

In the case of the indemnification of a person who is or was an employee (rather than a director or an officer) of the Corporation, such indemnification shall be, unless otherwise provided by law, to the same extent permitted and in the manner prescribed by the provisions of the Florida Not-For-Profit Corporation Laws for the indemnification of directors or, where not inconsistent therewith, the Florida General Corporation Law.

FCSBM Shall maintain Directors and Officers Liability Insurance

Adopted Date October 18, 2017

## ARTICLE XVIII - DISTRIBUTION OF SURPLUS ON LIQUIDATION

In the event of liquidation, dissolution or other discontinuance of the business and operation of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the distribution for payment of all the liabilities of the Corporation, the remaining assets shall be distributed to the organization or organizations described in Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, as the Board of Directors of the Corporation shall consider most nearly meets the objectives and purposes of the Corporation.

Adopted Date October 18, 2017

## ARTICLE XIX - SCRIVENER'S ERRORS

Scrivener's errors may be corrected in the Bylaws and "The Operating Policies and Procedures Manual for FCSBM" at any time by a majority vote of the Executive Officers provided the intent of the passage is not changed.

Adopted Date October 18, 2017

## ARTICLE XX - ALL OTHER MATTERS

Any matter not covered by the Bylaws shall be governed by the Florida Not-For-Profit Corporation Laws as such laws shall now or hereafter exist and / or a simple majority of the Executive Board.

Adopted Date October 18, 2017