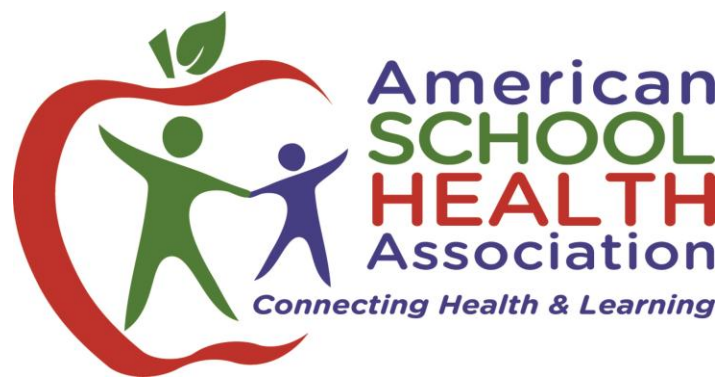


# Bylaws



American School Health Association

January 2015

# **American School Health Association Bylaws**

## **Article I - Name**

### Section 1 - Association Name.

The Association is the American School Health Association, hereinafter referred to as “the Association.”

## **Article II - Purpose of the Association**

### Section 1 - Mission.

The Association’s mission is to transform all schools into places where every student learns and thrives.

## **Article III - Membership**

Section 1 - Individuals who support the mission and goals of the Association are eligible for membership.

Section 2 - The Board shall establish categories of membership, periods of membership and voting rights for each category. All policies regarding membership adopted by the Board shall be published in the Policy Manual of the Board of Directors, as provided by Article IX.

Section 3 - Dues. Dues for all membership categories in the Association are annually reviewed and set by the Board of Directors.

Section 4 – Election of the Board of Directors.

- A. To qualify as a voting member, membership must be established and dues paid as of the date the ballots are distributed to members.
- B. Notices of election and instructions regarding access to the ballot shall be sent electronically or by postal mail to all members at least 30 days prior to the close of the election.
- C. The Executive Director or his/her designee shall administer the election.

## **Article IV - Board of Directors**

Section 1 - Function.

- A. The Board of Directors of the Association shall be the ultimate policy-making and fiscal authority of the Association.

Section 2 - Composition. The members of the Association elect the Association's Board of Directors. The Board of Directors shall consist of eleven voting members.

Section 3 - Election of Directors.

- A. Any member of the Association may recommend candidates for election to the Board of Directors.
- B. The Nominating Committee, under the direction of the vice president, will prepare and present a slate of candidates according to the following procedure:
  - 1. No later than April 15, the Nominating Committee shall distribute a “Call for Nominations” to all voting members. The Call for Nominations shall specify the

- number of board positions open for election.
2. The Nominating Committee shall define the criteria for election with a strong preference towards ensuring diversity and needed skills.
  3. Voting members may nominate one or more persons who, in the opinion of the nominator, fulfill the Nominating Committee's stated criteria for Directors. Self-nomination is permissible.
  4. The deadline for nominations shall be no later than June 15.
  5. The Nominating Committee reviews all applicants to determine willingness to serve and capacity to complete an entire term.
  6. The Nominating Committee prepares a slate of candidates from the nominees for approval by the voting members of the Association.
  7. If a majority of completed ballots reject the recommended slate, the sitting Board of Directors shall declare the election null and void and the President shall appoint interim Directors. New elections shall be scheduled to occur within ninety (90) days of the rejection of the recommended slate.
- C. All members of the Board of Directors are elected for a two-year term, and may serve no more than three consecutive terms.
- D. Each even numbered year, six board members will be elected to start terms in the next calendar year; and in each odd numbered year, five board members will be elected to start terms in the next calendar year.
- E. The term of office for the Board of Directors begins January 1 of each year and concludes December 31 two years after.
- F. In order to ensure a smooth transition each year, a Board orientation is conducted in December for all newly elected board members. This process will be described in the Policy Manual of the Board of Directors, as provided by Article IX.
1. Officers – The Board of Directors will conduct an organizational meeting by December 15 of each year to select officers, appoint committee chairs, and establish the annual Board meeting schedule for the upcoming year. Newly elected or re-elected Directors and Directors whose terms continue into the next year will attend that meeting. The positions of Officer are defined as President, Vice President, Secretary and Treasurer.
  2. Each officer shall be elected to a one-year term.
  3. A Board member may be eligible for a different office after completing the term of his/her initial office.
  4. The Treasurer serves as chair of the Finance Committee.
  5. The Vice President serves as Chair of the Governance Committee.

Section 4 - Vacancies on the Board of Directors. In the event of illness, absence, or any other reason causing inability of a director to serve out his or her term, the President will fill the vacant office with the affirmation of the board until the next election. If the director was an officer, the President shall appoint a current director to complete the term of the vacant office subject to affirmation by a majority of the Board of Directors before appointing another individual to the Board. If the President is unable to complete his or her term, the Vice President shall immediately ascend to the office of President.

Section 5 - Meetings.

- A. Regular Meetings. The Board of Directors shall conduct regular meetings no less than once per quarter. The dates of all regular meetings shall be established by

January 31 of each year.

- B. Extraordinary Meetings.
  - 1. The President may call for an Extraordinary Meeting at any time.
  - 2. Any voting member of the Board of Directors may call for an Extraordinary Meeting by submitting a written petition containing signatures of at least one-third of all voting members of the Board to the President and to the Executive Director at least fifteen (15) days prior to the proposed date of the Extraordinary Meeting. Such petitions shall specify the nature of the business of the Extraordinary Meeting. The written petition may be transmitted via electronic media such as email.
- C. Notwithstanding anything to the contrary, any meeting of the Board of Directors may be held through any telephonic communication pursuant to which each Director is able to hear each other Director participating, or in any other manner permitted under the laws of the State of Ohio, and such participation shall constitute attendance at such meeting.

Section 6 - Quorum. A quorum of the Board shall be a simple majority of the voting members of the Board of Directors.

Section 7 - Voting. A vote of the Board of Directors shall be legal and valid when a majority vote of the Board of the Directors is obtained, either through being present at the meeting in person or through the use of Authorized Communication Equipment.

Section 8 - Action Without a Meeting.

- A. Unless membership approval is required, any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by written action (i) approved by all of the Directors with voting rights or (ii) approved by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors with voting rights are present, provided that notice of the text of the written action has been provided to all Directors prior to the approval of the written action by any Director. "Written action" as used herein may be accomplished through electronic media, such as electronic mail.
- B. A written action is effective when signed, or approval is transmitted via electronic media, by the required number of Directors.
- C. When written action is taken by less than all Directors, all Directors shall be notified immediately of the action and of its effective date.
- D. Any such written approval shall be filed with or entered upon the records of the Association.

Section 9 - Removal of a Member of the Board of Directors.

- A. Any member of the Board of Directors may be removed, with cause as defined in the Association's Policy Manual, as provided by Article IX, at any time by the affirmative vote of a majority of the Board of Directors at a regularly scheduled meeting or an extraordinary meeting of the Board of Directors called for that purpose.

Section 10 - Official Minutes. Minutes of all meetings of the Board of Directors shall be kept by the Secretary and made available to the Board via email and on the organization's Member's only section of the website or provided upon request of any member.

## **Article V – Independent At-Large Directors**

Section 1 –The Board of Directors, at their sole discretion, may appoint up to four (4) Independent At-Large Directors to serve as voting members of the Board of Directors. When implemented, these Directors:

- A. Are appointed for a term of two years. Appointment of any Independent At-Large Director may be renewed up to two times (eligible to serve six years total).
- B. Freely accept the duties of Board Members as outlined in these Bylaws and the Board Policies and Procedures Manual.
- C. Fulfill duties as assigned by the Board of Directors.

## **Article VI - Standing Committees**

Section 1 – Finance Committee. The Board shall have a Finance Committee, chaired by the Treasurer and comprised of at least 3 additional directors. The President may appoint two additional Board members to serve on this committee.

Section 2 – Governance Committee. The Board shall have a Governance Committee, chaired by the Vice-President and comprised of at least 3 additional directors. The President may appoint two additional Board members to serve on this committee. The Nomination Committee shall be a subcommittee of Governance with separate membership as described in the Association’s Policy Manual, as provided by Article IX.

## **Article VII - Duties of the Members of the Board of Directors**

Section 1 – General Duties of the Members of the Board of Directors. In addition to the duties of office outlined in Section 2 of this Article, each member of the Board of Directors shall:

- A. Freely accept the legal, fiduciary responsibilities of obedience, loyalty, and care.
- B. Regularly attend meetings of the Board of Directors.
- C. Come to meetings of the Board prepared by having reviewed all reports, documents and other correspondence provided prior to meetings.
- D. Elect all officers to a one-year term no later than December 15<sup>th</sup> of the year prior to the year of service.

Section 2 - Duties of the Officers of the Board of Directors.

A. President. The President shall:

1. Serve a one-year term commencing on January 1. Serve as the presiding officer and voting member of the Board of Directors.
2. Serve as a voting member of the Board in the event of a tie vote.
3. Appoint all members of committees and association representatives.
4. Serve as an ex-officio member of all Committees.

B. Vice-President. The Vice-President shall:

1. Serve a one-year term commencing on January 1.
2. Serve as the Chair of the Governance Committee.
3. Upon request of the President, represent the Association.
4. Act for the President in his/her absence.
5. Perform such other duties as may be assigned by the President.

C. Secretary. The Secretary shall:

1. Serve a one-year term commencing on January 1.
2. Perform the official duties of the President in the event that both the President

and Vice President are absent or unable to perform those duties.

3. Keep minutes of all meetings of the Association and the Board of Directors.
4. In coordination with the Executive Director shall publish the minutes and proceedings of meetings of the Board to all Board members at the earliest possible date following the adjournment of such Meetings.
5. In the event the Secretary is unable to attend such meetings, the president shall designate another director to keep minutes at such meeting.
6. Perform other such duties as may be assigned by the President.

D. Treasurer. The Treasurer shall:

1. Serve a one-year term commencing on January 1.
2. Serve as the chair of the Finance Committee.
3. With the assistance of the Executive Director, develop and prepare an annual budget.
4. Present the proposed budget to the Board for approval.
5. Review and present financial statements to the Board at least quarterly.
6. Review at year's end, performance towards budget and present final statements to Board after completion of fiscal year.
7. Ensure an annual audit is conducted of the Association's financial position.
8. Perform other such duties as may be assigned by the President.

### Section 3 - Executive Director

A. Executive Director. The Executive Director shall:

1. Serve as the Chief Executive Officer of the Association.
2. Regularly inform the President and the Board of Directors regarding the operations of the Association.
3. Prepare and issue an Annual Report to the Membership of the Association. The report shall contain information to inform the Membership about the operation and activities of the Association. The Board shall adopt policies, which shall be published in the Policy Manual regarding the content of the report, and the distribution of the report.

## Article VIII - Committees

### Section 1 – Organizational Committees.

- A. In addition to standing board committees referenced in Article V, the Association will have the following Organizational Committees:
  1. Advocacy & Coalitions
  2. Professional Development
  3. Research & Publications
  4. Leadership Development & Recognition
- B. Each Committee shall be chaired by a member of the Board of Directors for a term of one year, commencing on January 1 and will be responsible for a set of charges outlined in the Policy Manual of the Board of Directors, as provided by Article IX. The Board may re-appoint the chairperson for multiple one-year appointments for as long as the chairperson remains on the Board and desires to remain in the position.
- C. The number of members on each committee shall be determined by the President in consultation with the committee chair and staff.
- D. Members of each committee shall be appointed by the President in consultation with the committee chair and staff.

- E. The Committees shall be subject to the policies developed and adopted by the board as outlined in the Policy Manual of the Board of Directors, as provided by Article IX.

Section 2 - Ad Hoc Committees and Task Forces.

- A. The President shall appoint ad hoc committees and task forces as deemed necessary or appropriate to conduct the business of the Association.
- B. Ad hoc committees and task forces shall be given a written charge by the President. Once the charge has been fulfilled, such committees and task forces shall be disbanded.

**Article IX – Policies of Board**

Section 1- Policies. The Board shall adopt policies on behalf of the Association to facilitate the operation of the Association and to provide direction and guidance to the Executive Director and staff of the association in exercising their duties.

Section 2- Board Approval of Policies. Board policies may be adopted, amended or repealed by a majority vote of the board.

Section 3 – Effective Date of Policies. A board policy, which is adopted, amended or repealed in the method described above, shall become effective immediately, unless a later effective date is contained in the language of the policy.

Section 4 – Policy Manual. To ensure that the Board of Directors, the membership of the Association, the Executive Director and staff are aware of all adopted board policies, such policies shall be maintained in a Policy Manual at the Association office and a copy of the Policy Manual of the Board of Directors shall be provided to every board member, and shall be published on the Association’s members-only section of the website.

**Article X - Fiscal Year**

The fiscal year of the Association shall be the calendar year.

**Article XI - Amendments**

Section 1 – Submitting Amendments.

- A. The Board of Directors or any member may submit proposed amendments to the Bylaws in writing to the Governance Committee for consideration.
- B. The Governance Committee proposes clarifying language and forwards amendments with the committee’s comments and recommendations to the Board of Directors.
- C. Amendments endorsed by the Board of Directors shall be available for review by the membership for at least forty-five (45) days prior to the effective date of the amendment if approved.
- D. Notification to members shall provide details about how members may submit comments or ask questions about the proposed amendments.

Section 2 – Approval of Amendments.

- A. Amendments to these Bylaws that directly or indirectly affect the provisions outlined in Articles I, II, or XI shall require a vote of the membership.
  - 1. A two thirds (2/3) majority of those members voting affirmatively by mail or electronically shall be necessary to amend Articles I, II, or XI of these Bylaws.

2. To qualify as a voting member, membership must be established and dues paid as of the date the ballots are available to members.
- B. Amendments to these Bylaws that do not directly or indirectly affect the provisions of Articles I, II, or XI may be approved by a majority vote of the Board of Directors following the forty-five (45) day member review and comment period.

### **Article XII - Rules of Order**

All official meetings of the Association shall be conducted according to the rules of parliamentary procedure adopted by the Board of Directors as outlined in the Policy Manual of the Board of Directors, as provided by Article IX.

### **Article XIII - Indemnification and Insurance**

#### Section 1 – Indemnification.

- A. To the fullest extent not prohibited by Ohio law, the Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the Association, or is or was serving at the request of the Association as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association.
- B. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the Association shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

Section 2 - Insurance. The Association may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a director, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

### **Article XIV - Corporate Non-Profit Status**

Section 1 - Non-Profit Corporation. The American School Health Association shall be a voluntary, non-profit, membership organization, incorporated under the laws of the state of Ohio of the United States of America.

Section 2 - Association Dissolution. In the event of dissolution, the Association will operate



according to the intent of Section 501(c)(3) of the 1986 Internal Revenue Code by permanent dedication of its assets to tax exempt purposes.

**Approved October 1987**

Amended July 1992, October 1993, October 1994, October 1996, November 2001, October 2002, October 2005, May 2007, November 2008, October 2009, August 2010, June 2014, January 2015