



ARTICLE III | ORGANIZATION STRUCTURE/ADMINISTRATION

SERIES 3000

This series of Illinois ASBO Board Policies is created to deal with the administrative structure of the Association. In this section are the Board's statements that define and support all administrative and supervisory jobs to the extent that the Board has that authority under the Bylaws of its members and the laws of the State of Illinois. Job responsibilities of those positions are also found here.

In addition, this series includes an organizational chart, a statement of the line of responsibility, evidence of problem solving, and communication devices such as professional development committees, newsletters, and committees. All are supported by a clear statement of the philosophy of administration subscribed to by the Board of Directors and the Executive Director/CEO.

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* No adopted policy at present writing.

ARTICLE III – ORGANIZATION STRUCTURE/ADMINISTRATION

3000

GOALS AND OBJECTIVES FOR THE BOARD OF DIRECTORS | IDENTIFIED GOALS AND OBJECTIVES

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: XX/XX/XXXX

Policy renumbered: 11/16/1990

The Board of Directors shall subscribe to the goals and objectives of the Association as defined by the Bylaws.

Additional immediate and long-range goals and objectives may be established by the Board of Directors as guidelines to achieve and fulfill the purpose of the organization.

The selected goals and objectives set forth shall complement and enhance the goals and objectives of the Association.

Reference: Illinois ASBO Bylaws
Article II

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

The affairs of the Association shall be overseen by the Board of Directors. The members shall consist of the President, President Elect, Treasurer, Immediate Past President, and nine Directors. The President shall vote only to break a tie vote. The Executive Director/CEO of the Association, the Chief Financial Officer and the Chair and Vice Chair of the Service Associate Advisory Committee (SAAC) are ex-officio, non-voting members of the Board of Directors.

The Board of Directors shall be responsible for the conduct of the business of the Association between the annual conferences. It shall establish and maintain a permanent headquarters, arrange for Executive Director/CEO services and provide such other assistance as may be necessary to carry out the objectives and purposes of the organization. The Board of Directors shall also provide for the proper custody and disbursement of available funds of the Association and shall require and secure adequate and sufficient bonds for the protection of the funds.

Reference: Illinois ASBO Bylaws
Article VI

ARTICLE III – ORGANIZATION STRUCTURE/ADMINISTRATION

3111

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | PRESIDENT

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 05/18/2007

Policy renumbered: XX/XX/XXXX

The President has the following Bylaw mandates:

1. Conduct the business of the Association in accordance with the Bylaws.
2. Act as Chair of the Board of Directors.
3. Preside at all business sessions.
4. Appoint annually the Nominating and Election Committee.
5. Make such other appointments as called for in policy.

Reference: Illinois ASBO Bylaws
Article VII, Section 2

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | PRESIDENT ELECT

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/27/2011

Policy renumbered: XX/XX/XXXX

The President Elect has the following Bylaw mandates:

1. Succeed to the office of President upon completion of one term.
2. Assume the duties and responsibilities of the President in the absence of the President.
3. Perform other duties as assigned by the President and Board of Directors.
4. Participate on the Editorial Advisory Board.

Reference: Illinois ASBO Bylaws
Article VI, Section 2

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | TREASURER

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

The Treasurer shall be affirmed at the Annual Business Meeting of the Association and shall serve a one-year term. The Treasurer shall perform such duties as set forth herein and as may be assigned by the President and the Board of Directors.

The Treasurer has the following Bylaw mandates:

1. Succeed to the office of President Elect upon completion of one term.
2. To have served on the Board of Directors.
3. Oversee the collection and disbursement procedures of the Association.
4. Render report of all such receipts and disbursements at the Annual Business Meeting.
5. Work with the Executive Director/CEO and the Chief Financial Officer to arrange for the annual audit of the books and funds of the Association.
6. Make available to the Board of Directors and the voting membership the report of the annual audit.
7. Assume the duties and responsibilities of the President Elect in his/her absence.

Reference: Illinois ASBO Bylaws
Article VI, Section 2

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | IMMEDIATE PAST PRESIDENT

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

The Immediate Past President has the following Bylaw mandates:

1. Serve as a voting member of the Illinois ASBO Board.
2. Serve as Chair of the Illinois ASBO Board of Director Nominating & Selection Committee.
3. Serve as the official parliamentarian of the Association. Robert's Rules of Order will be a guide in all instances not covered by the Bylaws.

(cf. 8120)

Reference: Illinois ASBO Bylaws
Article VI, Section 2

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | EXECUTIVE DIRECTOR/CEO

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

The Executive Director/CEO has the following Bylaw mandates:

1. Post on the Association's website notice of all meetings of members, not less than ten or more than forty days, before the meeting; (see 3300).
2. Maintain a record of the proceedings of the Association and of the Board of Directors.
3. Oversee the development and distribution of the Association's publications.
4. Oversee the Annual Conference and Exhibition.
5. Serve as ex-officio on all Professional Development Committees.
6. Oversee and manage the headquarters office and staff.
7. Collect and disburse the monies of the Association consistent with the annual Association budget as adopted by the Board of Directors and directed by the Treasurer.
8. Be the primary spokesperson for the Association with the press, legislature and other policy organizations.
9. Complete such additional duties as may be assigned by the President and the Board of Directors.

(cf. 9300)

Reference: Illinois ASBO Bylaws
Article VI, Section 2

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | CHIEF FINANCIAL OFFICER

Policy adopted: 02/06/2020

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

The Chief Financial Officer has the following responsibilities:

1. Oversees input of financial data into AMS and financial reporting systems.
2. Oversees all aspects of the Association's Human Resource Department.
3. Provides direct day-to-day oversight of the headquarters office operations staff and other staff as assigned by the Executive Director/CEO.
4. Serves on the Finance, Foundation & Non-Dues Programs Board Committee.
5. Oversees the annual audit of the Association.
6. Completes such additional duties as may be assigned by the Executive Director/CEO.

Policy adopted: 09/16/1981
Policy reviewed: 11/17/2022

Policy amended: 01/26/2023
Policy renumbered: 02/06/2020

Each Director of the Association has these responsibilities:

1. Attend all meetings of the Board of Directors.
2. Serve on any committees assigned by the President.
3. Serve as an intermediary between the Board of Directors and the Chair of the Professional Development and Standing Committees; promote the Leadership Legacy Initiative of PDCs.
4. Present requests of assigned committees to the Board of Directors for consideration.
5. Work with the Chair of the Professional Development and Standing Committees assigned to his/her responsibility to develop written goals and objectives; and serve in a liaison role to PDCs and Regionals as assigned by the President Elect.
6. Coordinate the work of the Chair of the Professional Development and Standing Committees to hold workshops pertinent to their areas of expertise.
7. Meet with the Chair of the Professional Development and Standing Committees assigned to him/her to report to the Executive Director/CEO any recommendations, criticisms, and/or suggestions for improvement.
8. Work with the Chair of regional organization(s) assigned to him/her, give periodic reports of their activities to the Board of Directors; promote the Leadership Legacy Initiative of Regionals.
9. Serve as liaison between the Illinois ASBO member business managers and administrators in his/her area and the Board of Directors.

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | SERVICE ASSOCIATE ADVISORY CHAIR AND VICE CHAIR

Policy adopted: 05/18/2007

Policy amended: 01/26/2023

Policy reviewed: 11/17/2022

Policy renumbered: XX/XX/XXXX

CHAIR (serves one [1] year term):

The Chair of the SAAC shall:

1. Preside at all regular meetings of the SAAC and the Service Associate Annual Business Meeting.
2. Appoint committees necessary to conduct activities of the SAAC.
3. Serve as an ex officio member of the Board of Directors and present to the Board such recommendations for membership and other matters as determined by the SAAC.
4. Serve on the Advocacy Board Committee.

VICE CHAIR (serves one [1] year term):

The Vice Chair of the SAAC shall:

1. Carry out all duties and responsibilities in the absence of the Chair, including presiding at regular meetings of the SAAC and the Service Associate Annual Business Meeting.
2. Perform other functions that may be assigned by the SAAC.
3. Attend all Illinois ASBO Board of Directors meetings.
4. Serve on the Marketing & Membership Engagement Board Committee.
5. In the event of a vacancy in the Chair, the Vice Chair assumes position as Chair until the SAAC, at its next meeting, elects one of its members to serve the remainder of the unexpired term.

Refer to Regulation 8162.1

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | TERMS & CONDITIONS OF OFFICE | REMOVAL FROM OFFICE

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

Officers and Directors can be removed from office for cause or unethical behavior.

Absence from four Board of Directors meetings annually without valid reason, or failure to discharge the duties of the office, shall constitute cause for removal.

After written notification of cause to the board member by the President and/or Executive Director/CEO, removal from office will be accomplished by two-thirds majority vote of the total Board of Directors.

With the exception of the Immediate Past President and retired Officers, Officers and Directors may be removed from the Board if not actively employed by a school district, Regional Office of Education, Illinois State Board of Education, or community college for more than one year. The Executive Committee will review on a case-by-case basis and make recommendation to the Board of Directors.

Reference: Illinois ASBO Bylaws
Article V, Section 3

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | TERMS & CONDITIONS OF OFFICE | DECLARATION FORM

Policy adopted: 1/16/2003
Policy reviewed: 11/17/2022

Policy amended: 01/26/2023
Policy renumbered: XX/XX/XXXX

It shall be the policy of the Illinois Association of School Business Officials that every officer, director and staff member shall, at the first Board meeting in each fiscal year, sign the following affidavit:

I do certify and declare that I have never been convicted by any court of any misdemeanor involving the misuse or misappropriation of funds or any felony.

Signature

Date

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3125

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | SERVICE ASSOCIATES

Policy adopted: 05/18/2007

Policy reviewed: 11/17/2022

Policy amended: XX/XX/XXXX

Policy renumbered: XX/XX/XXXX

Refer to Policy relating to the Service Associate Advisory Committee – Policies 8160-8168.

ARTICLE III – ORGANIZATION STRUCTURE/ADMINISTRATION

3130

ORGANIZATION STRUCTURE | BOARD OF DIRECTORS | REGIONAL ORGANIZATIONS

Policy adopted: 05/18/2007

Policy reviewed: 11/17/2022

Policy amended: XX/XX/XXXX

Policy renumbered: XX/XX/XXXX

Refer to Policy relating to the Regional Organizations – Policy 8900.

ADMINISTRATIVE OPERATIONS | ADOPTION AND AMENDMENT OF ADMINISTRATIVE REGULATIONS

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 02/23/2017

Policy renumbered: 11/16/1990

It is the fundamental belief of the Board of Directors that it can function effectively only as a policy making body, and that the creation and adoption of administrative regulations should be the responsibility of the Executive Director/CEO.

The Board hereby delegates to the Executive Director/CEO the function of formulating the administrative rules and regulations to carry out the policies. These rules and detailed arrangements shall be the specification for a required action as designated by the board policy.

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | REPORTS

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

REPORTS

All reports of the Association shall be produced under the direction of the Executive Director/CEO or Board of Directors. Each member of the Association shall be entitled to a copy to be distributed under the direction of the Executive Director/CEO.

The Executive Director/CEO shall be empowered to sell copies of such reports at such prices as may be fixed by the Board of Directors. The proceeds of these sales will go into the Associations treasury.

Reference: Illinois ASBO Bylaws
Article IX

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | ILLINOIS ASBO PUBLICATION

Policy adopted: 09/16/1981

Policy amended: 02/23/2017

Policy reviewed: 11/17/2022

Policy renumbered: XX/XX/XXXX

It shall be the policy of the Board to produce a printed or online publication as a means of reporting and communicating with its membership.

The publication shall address itself to items of general concern of the membership and serve as a vehicle of communication from the Association.

(cf. 4510, 7215)

Reference: Illinois ASBO Bylaws
Article IX

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

New Directors shall be provided with adequate information concerning the functioning of the Association, including the following:

1. Bylaws
2. Policy Manual
3. Agendas, minutes and financial statements from the prior year (if requested)
4. Service Associate Bylaws

The above and other materials shall be distributed and/or discussed at an orientation session to be held between the end of the annual conference and the summer planning retreat.

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | POLICY/REGULATION MAINTENANCE

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 02/23/2017

Policy renumbered: XX/XX/XXXX

Specific policy proposals for adoption or amendment shall be recommended for Board action by Board Members, Committee recommendations or the Executive Director/CEO. Any written changes recommended by an Active member shall be referred to a Board Officer, Director or the Executive Director/CEO for consideration.

Copies of proposals for adoption or amendment shall be submitted to the Board in writing and shall be distributed with the regular Board Agenda so that they may be studied by individual members before action is taken on them.

Any amendment or adoption of policy shall be read into the minutes at a regular board meeting at which time it will be noted within the minutes that the Board was acting on the first reading on changes presented. No motion will be required at the first board meeting.

At the next regular board meeting, the amendment or adoption will again be read into the minutes as a second reading. However, at this meeting a formal motion should be made stipulating that the Board acted upon and passed the changes as presented.

Only those statements which are formally adopted by an affirmative vote of the majority of the Board and recorded in the minutes are official board policy.

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | ASSOCIATION MEMBERSHIP DIRECTORY

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

It shall be the policy of the Association Board to produce and maintain an official membership directory accessible through the Association website and electronic/social media platforms.

The Executive Director/CEO or his/her designee shall be responsible for overseeing the maintenance of the directory and having it available online. Employers, phone numbers, fax numbers, email addresses and addresses of all members may be included.

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | DATABASE USE

Policy adopted: 11/17/2005

Policy amended: 01/26/2023

Policy reviewed: 11/17/2022

Policy renumbered: XX/XX/XXXX

Illinois ASBO membership databases were established for the sole use of the staff members of Illinois ASBO, as a means of communicating effectively with Association members. This membership information is not meant for others outside the Association.

To prevent blatant advertising and/or spamming, an electronic version of the complete membership directory (which includes emails) is not to be provided to any member other than those representing specific non-dues revenue programs sponsored by the Association. Members representing sponsored non-dues programs may request a printed version of the membership directory or an electronic file with names, titles and mailing addresses.

If an Active member requests a sub list of the directory in electronic format (including names, titles, addresses, phone, fax and emails) for the use of recruiting for Professional Development Committees, Regional Organizations or similar activities, the request may be processed only with the approval of the Executive Director/CEO or the Chief Financial Officer. The requested electronic list, along with the email abuse policy (3237) will then be sent to the member requesting this information. If a member has already subscribed to the “opt out” for emails, their information will not be provided in a list. Service Associate members, other than Service Associate members who are designated representatives of an Illinois ASBO sponsored or endorsed program, are not to receive electronic lists. Members may also request that the Association send out information (i.e. information on golf outing, etc.) via email. This can be done with approval by the Executive Director/CEO.

Blatant disregard of the policy by members will result in termination of membership.

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | EMAIL ABUSE

Policy adopted: 11/17/2005

Policy amended: 01/26/2023

Policy reviewed: 11/17/2022

Policy renumbered: XX/XX/XXXX

Any person provided with any membership information is bound by the following abuse policy.

Harassment, whether through language, frequency or size of message(s) is prohibited.

Users of Illinois ASBO membership information are explicitly prohibited from sending unsolicited bulk mail messages ("junk mail" or "spam"). This includes, but is not limited to, bulk-mailing of commercial advertising, informational announcements, and political tracts. If any question exists in the user's mind that he or she may be violating this policy, the approval of the Executive Director/CEO or the Chief Financial Officer should be obtained after providing him/her with the proposed message.

Users of Illinois ASBO membership information may not forward or otherwise propagate chain letters, whether or not the recipient wishes to receive such mailings.

Malicious email, including but not limited to "mail bombing" (flooding a user or site with very large or numerous pieces of email), is prohibited. Forging of header information is not permitted.

Blatant disregard of the policy by members will result in termination of membership.

Policy adopted: 03/05/2009

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

This policy will do the following:

1. Define conflicts of interest.
2. Identify classes of individuals within Illinois ASBO covered by this policy.
3. Facilitate disclosure of information that may help identify conflicts of interest.
4. Specify procedures to be followed in managing conflicts of interest.

Persons covered by this policy must avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to the Association. The Association expects its elected leaders, volunteer leaders and staff to follow ethical standards, to be in compliance with all laws and to avoid any conflict of interest, or appearance of such, including having their titles or affiliation used to publicize personal or company activities, programs, or events (especially those conducted for private profit).

1. Definition of conflicts of interest:

A conflict of interest arises when a person in a position of authority over the Association may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

The term “conflict of interest” includes, but is not limited to, circumstances where a Volunteer Leader, or a member of his or her immediate family:

- a. Has any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to the Association.
- b. Receives any substantial benefit from a third party on account of that party's past, present, or future business relationship with the Association.
- c. Receives any substantial financial benefit from a pending decision of the Association.
- d. Serves as an officer, director or committee member of any competing organization, i.e., any nonprofit or business enterprise whose purposes, products, and/or services compete with those of the Association.

2. Individuals covered:

Persons covered by this policy are the Association's Officers, Directors, Executive Director/CEO, staff members, committee members, or other ad hoc or task force members that may from time-to-time be appointed by the Board of Directors or the Executive Director/CEO.

3. Facilitation of disclosure:

Persons covered by this policy will annually disclose or update to the President of the Board of Directors or the Executive Director/CEO on a form provided by the Association, their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or

those of family members. Should the disclosure be made to the Executive Director/CEO, he/she will notify the President of the Board of Directors, unless the President has disclosed the conflict. Should that occur, the President Elect of the Board of Directors will execute this policy acting in place of the President of the Board of Directors.

4. Procedures to manage conflicts:

For each interest disclosed to the President of the Board of Directors or the Executive Director/CEO, the President will determine whether to:

- a. Take no action.
- b. Assure full disclosure to the Board of Directors and other individuals covered by this policy.
- c. Ask the person to recuse themselves from participation in related discussions or decisions within the Association.
- d. Ask the person to resign or become subject to possible removal in accordance with the Association's removal procedures. The Association's Executive Director/CEO or Chief Financial Officer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Policy adopted: 03/05/2009

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

This Whistleblower Policy of the Association: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association; (2) specifies that the Association will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of reporting.** The Association encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by Illinois ASBO itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects for which the Association has existing complaint mechanisms and administrative processes should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms where administrative procedures are currently available.
2. **Protection from retaliation.** The Association prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Executive Director/CEO or President of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Chief Financial Officer or the President Elect. The Association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Association may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.
4. **Process of action.** All complaints, reports or inquiries will begin with an investigation initiated by the Executive Director/CEO, President of the Board of Directors, Chief Financial Officer or President Elect of the Board of Directors. An initial investigation shall begin no later than five (5) business days of the initial report. Outcome of the investigation shall be reported to the President of the Board of Directors or the President Elect of the Board of Directors if the investigation involves the President of the Board of Directors. The results of the investigation will be reported to the Board of Directors with appropriate resulting action recommended to the Board of Directors.

ADMINISTRATIVE OPERATIONS | CONTROL AND COMMUNICATION CHANNELS | PROCESS FOR DETERMINING COMPENSATION

Policy adopted: 05/3/05/2009

Policy amended: 01/26/2023

Policy reviewed: 11/17/2022

Policy renumbered: XX/XX/XXXX

This policy applies to the compensation of the following persons employed by the Association.

(CHECK ALL APPLICABLE POSITIONS BELOW)

☒ The Executive Director¹

☒ Other Key Employees² of the Association by title: Chief Financial Officer

(Note: As of the adoption of this policy, no additional Association employees meet the standards tests delineated in the footnote below)

The process includes all of these elements: (1) review and approval by the Board of Directors of the Association; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping (minutes).

1. **Review and approval.** The compensation of the individuals in positions above are reviewed and approved by the Board of Directors of the Association, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
2. **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations. For the Executive Director, comparable compensation data from associations and school district superintendents will be used. For all other positions, comparable data from other associations will be utilized.
3. **Documentation and recordkeeping.** There is contemporaneous documentation (minutes) and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangements established for the positions identified above.

¹ **Executive Director** – The CEO (i.e., Chief Executive Officer), executive director, or top management official (i.e., a person who has ultimate responsibility for implementing the decisions of the Association's governing body or for supervising the management, administration, or operations of the Association).

² **Key Employee** – An employee of the Association who meets all three of the following tests: (a) \$150,000 Test: receives reportable compensation from the Association and all related organizations in excess of \$150,000 for the year; (b) Responsibility Test: the employee: (i) has responsibility, powers, or influence over the Association as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of the Association that represents 10% or more of the activities, assets, income, or expenses of the Association, as compared to the Association as a whole; or (iii) has or shares authority to control or determine 10% or more of the Association's capital expenditures, operating budget, or compensation for employees; and (c) Top 20 Test: is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test) with the highest reportable compensation from the Association and related Associations for the year.

ARTICLE III – ORGANIZATION STRUCTURE/ADMINISTRATION

3245

ADMINISTRATIVE OPERATIONS | OFFICER AND BOARD MEMBER PRIVILEGES

Policy adopted: 08/18/1988

Policy reviewed: 11/17/2022

Policy amended: 01/18/1996

Policy Renumbered: 03/05/2009

Certain expenses and fees shall be waived and/or reimbursed for Officers and Board Members. The Executive Director/CEO shall develop rules and regulations that set forth the expenses and fees that will be either waived and/or reimbursed by the Association.

ADMINISTRATIVE OPERATIONS | INDEMNIFICATION/OFFICERS & EMPLOYEES

Policy adopted: 11/18/1988

Policy reviewed: 11/17/2022

Policy amended: 01/26/2023

Policy renumbered: XX/XX/XXXX

It is the policy of the Association to indemnify and protect all Officers, Board members and staff of the Association against civil rights damage claims and suits; constitutional rights damage claims and suits; and death, bodily injury, and property damage claims and suits, including the defense of such claims and suits, when damages are sought for alleged negligent or wrongful acts while any Board members or staff is engaged in the exercise or performance of any powers or duties of the Board, or acting within the scope of employment or under the direction of the Association. Insurance will be carried by the Association to ensure indemnification.

ADMINISTRATIVE OPERATIONS | MEETINGS

Policy adopted: 9/16/1981
Policy reviewed: 11/17/2022

Policy amended: 01/26/2023
Policy renumbered: 11/16/1990

The Board of Directors shall hold an annual business meeting during the Annual Conference.

Special meetings of the Board of Directors may be called by, or at the request of, the President or by a majority of the Board of Directors.

On an annual basis, prior to July 1, the Executive Director/CEO shall post on the website of the Association advance notice of the time and place of all regular meetings.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

The Board of Directors shall select, by a majority vote, the time and place of the annual meeting of the Association and shall direct the Executive Director/CEO to publish in the official vehicle of the Association advance notice of said meeting.

Reference: Illinois ASBO Bylaws
Article X, Section 1

ADMINISTRATIVE OPERATIONS | MEETINGS | PREPARATION FOR MEETINGS

Policy adopted: 09/16/1981

Policy reviewed: 11/17/2022

Policy amended: 02/06/2020

Policy renumbered: XX/XX/XXXX

An agenda should be available to Board Members for the next meeting of the Board at least five (5) days in advance of the meeting.

Accompanying the agenda should be all the necessary information and supporting documents about each item to contribute towards an intelligent decision on any issue to be discussed.

A Board meeting packet should also contain the Executive Director/CEO's recommendations, along with his/her rationale or justification for the position taken, on any matter requiring Board action.

Policy adopted: 9/16/1981
Policy reviewed: 11/17/2022

Policy amended: 01/26/2023
Policy renumbered: 11/16/1990

1. The Executive Director/CEO, or his/her designee, shall be responsible for preparing the minutes of all regular and special meetings of the Board of Directors. He/she shall carefully record a copy of all motions. The names of those who make the motions, those who second the motions, and those who vote ayes and nays shall be recorded.
2. The minutes of the preceding meeting(s) shall be approved by the Board and signed by the President and Executive Director/CEO during the next regular meeting. Approved minutes are also posted on the Association's website.
3. All documents that are noted to be a part of the minutes shall be attached to the original copy of the minutes.
4. The original minutes and attachments shall be maintained filed in the Association office.
5. Copies of all minutes shall be distributed to the members of the Board of Directors, Service Associate Advisory Committee Chair and Vice Chair and other individuals as determined by the Executive Director/CEO and shall be made available to the Association's auditor.
6. Copies of the regular and/or special meetings of the Association shall also be handled identically and filed chronologically in the manner prescribed for Board Minutes.

Policy adopted: 09/10/1998

Policy reviewed: 11/17/2022

Policy amended: 09/16/2004

Policy renumbered: XX/XX/XXXX

I. Board of Directors Regulations**a. Guidelines**

The Board of Directors shall approve the naming of all Association facilities.

Such facilities may be named for notable former employees of the Association, distinguished former members of the Association, or public persons of the State and Nation or of any country.

Facilities shall not be named for persons holding elective or appointive office in national, state or local government and members or employees of the Board of Directors.

b. Procedures

The Association President, after consultation with members of the Board Facility Naming Committee, will make a confidential report to the members of the Board of Directors of the name(s) being proposed for a specific facility/room.

If it is proposed to name a facility for a person, the report shall contain a written resume of the accomplishments of that person made to the Association.

The Association shall obtain permission of the person, or if deceased, of his/her nearest relative before public announcement is made.

II. General Policy Considerations

- a. In general, a building name should reflect its functions and its use.
- b. A building should not be named after anyone having a current and active relationship to the Association. (For example, an individual currently serving as a member of the Board of Directors). Individuals in a retired or emeritus status would not be excluded.
- c. A building named after an individual should have an honorific connotation. In addition, it may be desirable to name an area of the building in honor of individuals (for example, the library, conference room).
- d. Buildings should not be named after living political figures.

III. Selection of a Building/Room Name

In general, the name of a building/room will be developed by the Board Facility Naming Committee specifically appointed for the responsibility by the Association President. The committee would include representatives from the following categories: Board of Directors (1); Members (2); Service Associates (2). Names for consideration may be submitted by any active Member or Service Associate of the Association.

The committee will transmit one comprehensive report of its recommendations to the President.

The committee will keep confidential its deliberations on personalities whose names may be considered for buildings or rooms.