



ARTICLE IX | BYLAWS OF THE BOARD OF DIRECTORS

SERIES 9000

This series includes the arrangements for the meeting procedures of the Board of Directors; the duties of its officers, as distinguished from their position responsibilities; quorum; terms of office of members; and other such items as specified in the Bylaws.

These are the rules by which the Board operates as an instrument of democracy within the framework of the Illinois ASBO Bylaws. The Board's own internal operations shall be regulated by specific, firm, hard-to-change rules called bylaws which establish the structure of Board operations.

1. Bylaws of the Board of Directors SERIES 9000

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Amended: 04/30/1992

Amended: 05/15/2003

Amended: 05/19/2010

Amended: 05/04/2022

**BYLAWS
OF THE
ILLINOIS ASSOCIATION OF SCHOOL BUSINESS OFFICIALS**

ARTICLE I - ORGANIZATION

- Section 1. NAME
The name of this organization shall be the Illinois Association of School Business Officials.
- Section 2. EMBLEM AND SEAL
The Board of Directors of the Association shall register and regulate the use of the emblem (logo) and the official seal.
- Section 3. AFFILIATION
This Association shall be the organization in Illinois 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 Treasurer shall publish the auditor's annual financial statement summary for the membership.

ARTICLE II - PURPOSES

The purpose or purposes for which the corporation is organized, and for which it shall be operated, are exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and specifically:

- a. To advance education at the elementary, secondary, college, and post graduate levels.
- b. To enable the members and the general public to better conduct the management of schools at all levels.
- c. To conduct research programs in the field of school administration, and to publish the results of such research.
- d. To engage in a program of education to improve the abilities of persons carrying on activities in the field of school administration.
- e. To advance education by promoting the highest standards of ethical conduct by persons carrying on activities in the field of school administration.
- f. To act in an advisory capacity to its school district members regarding legislative issues and to represent the field of school business in advocacy or legislative change at the state and federal level.

- g. To engage in any other lawful activity incidental to the foregoing purposes.

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 Illinois 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 Illinois as the Board of Directors may from time to time determine.

ARTICLE V - MEMBERSHIP

Section 1. TYPES. The Board of Directors shall have the authority to determine membership categories within the following two types of membership: (1) voting and (2) non-voting.

1. Voting membership shall be as follows:
 - a. Active Member. Active membership shall be open to business officials and support service personnel from public schools, non-public schools, the Illinois State Board of Education, and colleges and universities. This may also include superintendents of schools, and college and university instructors teaching or working in the school business management field.
 - b. Past President Member. Past President members shall be awarded a life membership after having served as Immediate Past President.
2. Non-voting memberships shall be as follows:
 - a. Service Associate. Service Associate membership shall be open to individuals who are the representatives of firms selling goods and/or services to the schools.
 - b. Student. Student membership shall consist of university or college students enrolled in approved school business administration degree or certification programs.
 - c. Honorary and Life Honorary. Honorary and Life Honorary members are to be appointed by the Board of Directors.
 - d. Emeritus. Emeritus membership is available to all Active members and Service Associate members who have retired and are no longer employed by a school district or a firm selling goods and/or services to schools. Retired Active members who work for a Service Associate after retirement from the school district do not qualify for Emeritus membership unless their employment is certified by their employer to be less than half-time (20 hours per week).
 - e. Designee. Designee membership is available to first time members who are enrolled in an Illinois ASBO Designation Program.

Any eligible person shall become an Active, Emeritus or Student member upon the payment of the annual membership dues. Any eligible person shall become a Service Associate member upon payment of the annual membership dues and approval by the

Board of Directors. Only Active and Past President members shall have the right to vote 1) to elect directors and officers, and 2) to change the Bylaws of the Association. Each such member shall be entitled to one vote on each matter submitted to a vote of the members. In the conducting of other Association business, non-voting members may be involved in voting, i.e., electing committee leaders, etc.

- Section 2. DUES. Effective July 1, 1984, the membership year shall be for 12 consecutive months, beginning with the first of the month in which dues are paid. Dues are payable on the first day of the month if paid during the month and are effective as of the beginning of the month. All memberships shall be subject to the annual payment of dues as set by the Board of Directors, except Past President members and Honorary members.

Dues are to be set forth in the policies of the association by the Board of Directors.

- Section 3. DISCIPLINE. The Board of Directors may, on its own motion or on a written statement signed by a complainant member, take cognizance of any breach of the rules, regulations, Code of Ethics of Illinois ASBO, or of any unprofessional conduct on the part of a member or of any conduct which threatens the order, function, peace, reputation and dignity of the Association, or of any breach contrary to the best interests of the Association. A written statement of the charges against such member, together with the name of the complainant member, shall be served by the Executive Director/CEO, either personally or by registered or certified mail, and such member shall have thirty days from the date of service within which to file a written answer thereto if so desired, and a copy of such answer shall be filed with the Executive Director/CEO. Thereafter, the complainant member shall have fifteen days from the date of service of the written answer within which to file a reply thereto. A hearing shall thereafter be set before the Board of Directors at such time as shall be set by the Board of Directors and the accused member shall be served with a notice of said hearing by being personally served or by registered or certified mail being directed to the last address of the member as it appears on the roll of membership in the office of the Executive Director/CEO. If, after hearing the evidence presented, the Board of Directors by a majority vote finds the member guilty as charged, the Board of Directors may reprimand, suspend from membership, or expel the member. A certified copy of the order shall be made by the Executive Director/CEO and shall be served upon the accused member personally, or by registered or certified mail, within fifteen days of the Board of Directors' ruling. If a member has been expelled or suspended for non-payment of dues or for any other cause, the certificate of membership shall be revoked.

ARTICLE VI - ADMINISTRATION

- Section 1. BOARD OF DIRECTORS. The Board of Directors shall be composed of thirteen voting members whose terms shall begin July 1 and end June 30. 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 and the Chair and Vice Chair of the Service Associate Advisory Committee are ex-officio, non-voting members of the Board of Directors. Special liaisons to the Board of Directors are non-voting members.

- Section 2. OFFICERS. The officers of the Association shall be the President, Immediate Past President,

President Elect, Treasurer and Secretary (ex-officio).

1. President

The President shall serve a one-year term. The President shall serve as Chair of the Board of Directors and the Executive Committee, shall represent the Association at other meetings, and shall perform other duties assigned by the Board of Directors. After having served one year, the President shall succeed to the office of Immediate Past President.

2. President Elect

The President Elect shall serve a one-year term. The President Elect shall automatically succeed to the office of President upon completion of the term. 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.

3. Treasurer

The Treasurer shall be elected at the Annual Conference of the Association and shall serve a one-year term. The Treasurer shall automatically succeed to the office of President Elect upon completion of the 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 shall assume the duties and responsibilities of the President in the absence of the President and President Elect.

4. Executive Director/CEO

The Executive Director/CEO shall be appointed by the Board of Directors as the chief executive officer of Illinois ASBO and shall serve as the Ex-Officio Secretary of the Board of Directors and the Association.

5. Immediate Past President

The Immediate Past President shall serve a one-year term and shall serve as the official Parliamentarian and Historian. In the absence of the Immediate Past President, the President may appoint an acting Parliamentarian.

Section 3. DIRECTORS. There will be nine Directors on the Board. A Director's term will be three years in length. Three Directors shall be elected each year.

Section 4. ELIGIBILITY AND ELECTION. Only those candidates who are Active or Past President members and who comply with rules and regulations as prescribed by the Board of Directors are eligible for election as an Officer or as a Director.

Candidates for any officer position shall have served one Director's term. In the event there are no qualified past Director desiring to become an officer candidate(s), a duly elected incumbent Director is eligible to become an officer candidate. In the event there are no qualified officer candidate(s) or elected incumbent Director(s) desiring to become

an officer candidate, any person who is qualified to be a candidate for Director can become a candidate.

Candidates for Director shall certify that they have been active members for at least the last four annual conferences and that they have not served as a Director for at least the last three years.

The Treasurer and Directors shall be duly elected at the Annual Conference Business Meeting of the Association.

Section 5. VACANCIES. If a vacancy occurs in the office of the President, the President Elect shall immediately succeed to the office. If a vacancy occurs in the office of President Elect, Treasurer, or in a Director, the Board of Directors shall appoint a Director, former Director, current or former Officer to fill the vacancy until the next Annual Business Meeting. Any unexpired term or remaining succession shall be filled by election at the next Annual Conference Business Meeting.

If a vacancy occurs in the office of Immediate Past President, the Board may appoint a prior Illinois ASBO President to complete the unexpired term.

ARTICLE VII - COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Association's Officers and its Executive Director/CEO as an ex-officio, non-voting member.

Meetings of the Executive Committee may be called by the President and one other Officer of the Board on written or oral notice to all Executive Committee members of the Board of Directors not less than 24 hours prior to its meeting.

The Executive Committee may exercise emergency powers as defined by the Board of Directors in the management and direction of the business and conduct of the affairs of the Association during the intervals between meetings of the Board of Directors. It shall keep a record of its proceedings and shall, after each meeting, report the same to the Board of Directors for its ratification at the next meeting of the Board. A quorum shall exist when three of the four voting Officers are in participation. There shall be no proxy votes. A meeting of the Executive Committee may be held by electronic communications if it is so called in accordance with the requirements set forth above.

Any resolution or action adopted at a meeting of the Executive Committee shall be deemed effective upon affirmative vote of at least three voting Officers, provided it is circulated in writing to all members of the Board of Directors within five days after the date of the meeting.

Organizational meetings of the Executive Committee do not require notification to the Board of Directors and may be scheduled by the President, Executive Director/CEO or any member of the Executive Committee.

The Board of Directors may adopt policy to further govern the conduct of such meetings.

Section 2. **NOMINATING COMMITTEE.** The President of the Association shall annually appoint members to serve on one Nominating Committee for Directors and another for Treasurer. The Director Nominating Committee shall be chaired by the Immediate Past President and consist of six Active or Past President members. The six members shall include one second or third year director. In addition, one member of the ASBO International Relations Committee shall be invited to serve as an ex-officio member. These members are to represent all regions of the state; such regions to be established by a policy of the Board of Directors. In the event the Immediate Past President cannot serve, the President is empowered to appoint a replacement from the ranks of the Association's Past Presidents.

The Treasurer Nominating Committee shall be chaired by the Immediate Past President and consist of six other Active or Past President members. The six members shall include a current board member and a past board member. In addition, one member of the ASBO International Relations Committee shall be invited to serve as an ex officio member.

The basic functions of the committees shall be to (1) screen candidates for the offices of Treasurer and Directors; and (2) recommend the slate of candidates selected for election.

Section 3. **PROFESSIONAL DEVELOPMENT 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 provide content for breakout sessions at the Annual Conference and develop and provide a wide variety of quality professional development opportunities for members and nonmembers throughout the year.

Section 4. **OTHER ASSOCIATION COMMITTEES.** Other Association committees such as, but not limited to, Resolutions, Bylaws, and Rules shall function as directed by the Board of Directors.

ARTICLE VIII - CREATING ILLINOIS ASBO SUBSIDIARIES

Section 1. **DESIGNATION.** The Illinois ASBO Board of Directors may create subsidiaries. For the purpose of this section, subsidiaries may be Illinois not-for-profit corporations and/or taxable corporations. The Board of Directors shall determine at the time of each corporation creation the makeup of officers and directors, their election/selection process and term of office.

Section 2. **DUTIES.** The Board of Directors of Illinois ASBO shall determine the duties of such divisions and corporations and the conduct thereof. The duties of the corporation and divisions shall be defined by the Board of Directors.

ARTICLE IX - REPORTS, PUBLICATIONS AND SUBSCRIPTIONS

Section 1. **PUBLICATIONS.** The Association's program of publications shall include the publishing of books, magazines, bulletins and other informative reports and materials in the field of school business management as well as other related fields. These publications may be copyrighted or otherwise legally protected and may be distributed via hard copy and/or electronically.

ARTICLE X - MEETINGS

Section 1. ANNUAL MEETINGS. The site of the Annual Conference shall be approved by the Board of Directors. Registration fees for the Annual Conference shall be determined by the Board of Directors.

At all annual and special meetings of the Association, a quorum shall consist of fifty of the members having voting rights. Annual Conference rules and procedures shall be determined and established by the Board of Directors and shall be published in selected Illinois ASBO publications and made available to all attendees. The Illinois ASBO President shall preside at all General Sessions and the Annual Business Meeting of the membership.

The Immediate Past President presents the slate of nominated candidates and the President conducts affirmation during the Annual Business Meeting, according to the rules and regulations as prescribed by the Board of Directors. All voting members present at the Annual Business Meeting shall be eligible to vote. Only nominations from the Nominating Committees shall be considered.

Section 2. BOARD OF DIRECTOR'S MEETINGS. The Board of Directors shall hold no fewer than five (5) meetings per year. One meeting shall be held at the same time and place of the Annual Conference, and the other meetings shall be held at a site and time, or by electronic means, determined by the Executive Director/CEO in conjunction with the President. As needs arise, other meetings shall be called by the President. Notice shall be given by the Executive Director/CEO at least five days preceding the regular meeting date.

ARTICLE XI - POLICY MANUAL AND BYLAW AMENDMENTS

Section 1. POLICY MANUAL. To supplement the Official Bylaws of the Illinois ASBO, there shall be constituted and maintained a POLICY MANUAL containing additional policies, rules, regulations, and procedures approved by the Board, to be used in managing the day-by-day affairs of the organization. The Executive Director/CEO shall have the responsibility of managing the policy system of the Association.

Section 2. BYLAW AMENDMENTS. Changes in the Bylaws shall be approved by the Board of Directors. Upon approval, the change shall be presented in writing to the membership during the Annual Business Meeting at the Annual Conference. Changes in the Bylaws, after having been presented at the Annual Business Meeting, may be adopted by a two thirds vote of the active members present and voting.

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. The Board of Directors shall pay or make provisions for the payment of all liabilities of the Association directly from the assets of the Association. Any remaining assets of the Association shall be disposed of by the Court having jurisdiction as specified in corporate non-profit law.