

## **BYLAWS**

### **ARTICLE I - MEETINGS**

#### **Section 1:**

There shall be a meeting of the Representative Board of Directors a minimum of four times a year.

#### **Section 2:**

There shall be two meetings of the general membership each year. Members shall receive at least seven days notice for any general membership meeting.

#### **Section 3:**

There may be a scheduled meeting of the Executive Board prior to Representative Board of Director's meetings.

#### **Section 4:**

Special meeting of the Representative Board of Directors, general membership, and Executive Board may be called by the President or on request of two members of the Executive Board, five members of the Representative Board of Directors, or ten members of the Association, respectively.

#### **Section 5:**

Any topic of business for which a special meeting is called must be stated in the call.

### **ARTICLE II- QUORUM**

#### **Section 1:**

A quorum for meetings of the Executive Board or any committee shall be a majority of its members.

#### **Section 2:**

A quorum for the Representative Board of Directors shall consist of the number of Representatives which is equal to a majority of membership components having at least one Association member.

#### **Section 3:**

A quorum for all meetings of the general membership shall consist of the members present at such meeting.

## **ARTICLE III - DUES AND MEMBERSHIP**

### **Section 1:**

The Representative Board of Directors shall approve all matters related to annual dues of members.

### **Section 2:**

The fiscal year of this Association shall begin on July 1 and end on June 30. The membership year shall begin on July 1 and end on June 30.

### **Section 3:**

Active membership shall be established when the member submits his or her payment in full, or when the member enrolls in the payroll deduction plan. Honorary membership shall require no payment of annual dues.

## **ARTICLE IV - DUTIES OF OFFICERS**

### **Section 1 — President:**

The President shall preside over all meetings of the Executive Board, Representative Board of Directors, and general membership. The President shall appoint a member of the Association to act as Parliamentarian. The President shall appoint the chairs and members of all committees with the advice and consent of the Representative Board of Directors and shall be an ex-officio member of all committees. The President shall be the executive officer of the Association and shall represent the Association before the public either personally or through delegates. The President shall perform all other duties as herein provided and generally incident to the office.

### **Section 2: President Elect**

The President-Elect shall preside at meetings in the absence of the President and shall perform all other functions usually attributed to this office and assigned by the President. The President-Elect shall assume the office of President upon the inability of the President to complete his or her term of office. The President-Elect shall begin a one-year term as President following completion of a Presidents term. Only persons who have served as members of the Board of Representative Directors may be elected to the office of President-Elect.

### **Section 3 — Past President:**

The Past President shall serve as a member of the Executive Board.

### **Section 4— Secretary:**

The Secretary shall keep accurate minutes of the meetings of the Executive Board, Representative Board of Directors and the general membership. The Secretary shall assist the

President with official correspondence and maintain office files of correspondence and other records pertaining to the Association.

**Section 5— Treasurer:**

The Treasurer shall hold the funds of the Association and disburse them upon authorization of the Executive Board within the approved budget. The Executive Director, President, and Treasurer will be authorized to sign checks. All checks will require two signatures. A petty cash fund of \$300.00 will be established.

An itemized invoice or receipt must be submitted prior to reimbursement from petty cash. A bank reconciliation will be done monthly. Void checks should be kept for audit. For audit purposes, the check number, date paid, and amount of the check will be written on all invoices when paid. Reason for payment will appear on all checks. An Audit Committee will be appointed each year for the purpose of auditing the financial records. This audit will be conducted in the month of July. The audit report will be filed with the President with a written report to the Representative Board of Directors. The Treasurer shall keep an accurate record of receipts and disbursements and prepare an annual statement for publication to members at each general membership meeting.

**ARTICLE V - DUTIES OF THE EXECUTIVE BOARD**

**Section 1:**

The Executive Board shall be responsible for the management of the Association, approve all expenditures not within the budget, carry out policies established by the Representative Board of Directors, report its transactions and those of the Representative Board of Directors members, suggest policies for consideration by the Representative Board of Directors, and exercise the right to approve or disapprove membership in this Association in accordance with any policy established by the Representative Board of Directors. The Executive Board shall prepare a fiscal year budget based on the July membership and present such budget at the July meeting of the Board of Representative Directors.

**ARTICLE VI- DUTIES OF THE REPRESENTATIVE BOARD OF DIRECTORS**

**Section 1:**

The Representative Board of Directors shall approve the budget, set amount of dues, act on reports of committees, approve resolutions and other policy statements, adopt procedures for implementing the Code of Ethics of this Association, establish standing committees and give advice and consent to the Presidents appointments to such committees. It shall adopt rules governing employment of staff.

**Section 2:**

Powers not delegated to the officers of the Association shall be vested in the Representative Board of Directors.

## **ARTICLE VII- ELECTIONS**

### **Section 1:**

Prior to April 15 of each year, the President shall appoint five members of the Association as the Elections Committee. The nominations should be reflected of the overall membership.

### **Section 2:**

The Elections Committee shall notify each member of the Association by mail that elections are forthcoming and request nominations for the offices of President-Elect, Secretary, and Treasurer; in addition, each member shall be given an opportunity to nominate one member of his or her component to serve as a representative on the Representative Board of Directors if the term of office for the component seat will be completed as of the following October 31.

### **Section 3:**

The Elections Committee shall determine that each nominee is an active member in good standing and that each nominee is willing to serve in the office to which nominated. The Committee shall seek at least one nominee for each vacancy if no nominations are received from the membership. The Committee shall prepare and forward an appropriate ballot to each Association member prior to June 1. All ballots should be received by the Committee on or before a date established by the elections committee each year. Voting for write-in candidates will be permitted.

### **Section 4:**

All elections shall be by popularity, in the case of component representation, the candidate receiving the highest number of votes will be declared Representative, and the candidate receiving the next highest number of votes will be declared Alternate Representative.

## **ARTICLE VIII - VACANCIES**

### **Section 1:**

The Board of Directors, by a majority vote of those present and voting at an official meeting of the Board of Directors, may declare a seat vacant for one or more of the following reasons: excessive absences from meetings of the Board; removal from membership in the Association; failure to maintain membership in good standing; a resignation in writing; and/or in the case of component representative, a job change which places the representative in another component.

### **Section 2:**

If the office of the President is declared vacant, the President-Elect shall automatically fill this vacancy. All other offices declared vacant shall be filled by the Representative Board of Directors.

**Section 3:**

All Representative Director positions that are declared vacant shall be filled by the alternate representative. If both positions are vacant, the President, upon confirming with the chairman of said component group or council, will recommend to the Board a replacement/s to fill the vacancy/ies.

**ARTICLE IX - STANDING RULES**

Any standing rules adopted by the Representative Board of Directors shall be written and filed with the Constitution and By-Laws to provide a basis for operational procedure.

# CONSTITUTION

## ARTICLE I- Name

The name of this Association shall reflect the former OCASSA (Orange County Association for Secondary School Administrators), OCAESP (Orange County Association for Elementary School Principals), MSPA (Middle School Principals Association), and HSPA (High School Principals Association); to become the new OCASA (Orange School Association for School Administrators).

## ARTICLE II- Purpose

To promote the general welfare, encourage unity, and establish communication between the components and to exercise leadership forwarding the purposes and needs of the membership and of the public schools.

## ARTICLE III-MEMBERSHIP

### Section 1, Active Members:

- (a) Active members shall include the Superintendent and his executive cabinet, all school based administrators, and any persons who have retired from the aforementioned positions. Membership shall be deemed a privilege and not a right.
- (b) Active members shall have the right to hold office, the privilege of participating in discussion at any meeting and the right to vote in elections and/or decisions, and at general membership meetings.
- (c) Active membership shall be continuous until the member leaves the school system of Orange County, or resigns from the Association, or fails to pay membership dues to the Association within the time period as specified in the By-Laws.

### Section 2, Honorary Members:

An honorary member shall be any such person as the Association, through the Representative Board of Directors, shall desire to honor by admission to membership. An honorary member may not hold office or vote. Honorary memberships shall be granted for a one-year period only.

## ARTICLE IV-REPRESENTATIVE BOARD MEMBERS

### Section 1:

The Representative Board of Directors shall be the policy-making body of this Association. Members of this Board shall be active Association members in good standing.

## **Section 2:**

- (a) The Representative Board of Directors shall consist of the elected officers and one representative from each of the following components:
- (1) The Superintendent and his Executive Cabinet
  - (2) Elementary School Principals
  - (3) Middle School Principals
  - (4) High School Principals
  - (5) Career and Technical Education Directors
  - (6) Elementary School Assistant Principals
  - (7) Middle School Assistant Principals
  - (8) High School Assistant Principals
  - (9) Career and Technical Education Assistant Directors
  - (10) Retired Administrators
- (b) Association members of each component shall elect one representative and one alternate representatives by plurality for one-year terms beginning July 1 and ending June 30. Associations with elected presidents shall automatically serve on the board or appoint a designee. Alternate representatives shall serve in absence of representatives. If a representative changes job title to reflect inclusion in a component other than that from which elected, the first alternate representative shall assume the duties of representative director. If both alternates change job titles, the President, upon conferring with the Chairman of said component group or council will recommend to the Board replacement/replacements to fill the vacancy/vacancies.

## **Section 3:**

The President of the Association shall preside at meetings of the Representative Board of Directors.

## **ARTICLE V-OFFICERS**

The officers of this Association shall be: President, President-Elect, Past President, Secretary, and Treasurer. Each shall serve one-year terms beginning July 1 and ending June 30.

## **ARTICLE VI- OFFICERS**

### **OFFICERS**

#### **Section 1:**

The Executive Board shall consist of the officers of this Association, said board shall be the executive authority of the Association.

## **ARTICLE VII- EXECUTIVE DIRECTOR**

The Association shall have an Executive Director. This person shall be employed part time by the Association and shall perform duties and receive compensation as determined in the Employment Agreement. The Executive Committee and the Representative Board of Directors shall determine the process for employing the Executive Director.

## **ARTICLE VIII-TERM OF EXISTENCE**

This Association shall have perpetual existence.

## **ARTICLE IV-REPRESENTATIVE BOARD OF DIRECTORS**

## **ARTICLE IX-AMENDMENTS**

#### **Section 1:**

The Representative Board of Directors shall by a two-thirds vote of its members present and voting at any meeting of the Board propose amendments to this constitution. The proposed amendments may be ratified by a three-fourths vote of those present and voting at the next general membership meeting, provided notice of said amendments has been given, in writing, to each member at least seven days before said general membership meeting.

#### **Section 2:**

The general membership may, by a two-thirds vote of those present and voting, propose amendments to this Constitution. The proposed amendments shall be ratified by a three-fourths vote of those present and voting at the next meeting of the membership; provided notice of said amendments has been given, in writing, to each member at least two weeks before said meeting of the membership.