

ARTICLE VI - BOARD OF DIRECTORS

Section 1. - The Board of Directors shall be the Executive Officers, a Director from each FSBA district as described herein, and any active member of the Florida School Boards Association serving as an officer or on the Board of Directors of the National School Boards Association or the Southern Region School Boards Association. The chairman of each Standing Committee and subcommittee shall serve, in an ex-officio capacity, and attend all Board of Directors' meetings.

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

- 1. Escambia, Santa Rosa**
- 2. Duval**
- 3. Miami-Dade**
- 4. Holmes, Jackson, Okaloosa, Walton, Washington**
- 5. Flagler, Putnam, St. Johns**
- 6. Collier, Glades, Hendry, Monroe**
- 7. Polk**
- 8. Alachua, Bradford, Clay, Union**
- 9. Bay, Calhoun, Franklin, Gulf, Liberty**
- 10. Hillsborough**
- 11. Orange**
- 12. Pinellas**
- 13. Baker, Columbia, Hamilton, Nassau, Suwannee**
- 14. Dixie, Gilchrist, Lafayette, Levy, Taylor**
- 15. DeSoto, Hardee, Manatee**
- 16. Pasco, Sumter**
- 17. Broward**
- 18. Palm Beach**
- 19. Brevard**
- 20. Gadsden, Jefferson, Leon, Madison, Wakulla**
- 21. Highlands, Indian River, Martin, Okeechobee, St. Lucie**
- 22. Lake, Osceola**
- 23. Citrus, Hernando, Marion**
- 24. Charlotte, Sarasota**
- 25. Seminole**
- 26. Lee**
- 27. Volusia**

B. Directors and Alternates will serve for two (2) years. Directors and Alternates from even numbered districts shall be elected in even numbered years, and those from

odd numbered districts shall be elected in odd numbered years. Their term of office shall begin at the fiscal year following their election.

- C. In single county districts, the Director and Alternate shall be elected by majority vote of the district school board, in accordance with the time schedule as outlined.
- D. In multi-county FSBA districts, the Director and Alternate shall be elected by majority vote of the members of the FSBA district at the Annual Meeting. FSBA encourages equitable rotation among counties.
- E. Should no Director and Alternate be elected by July 1, the President shall appoint a Director and Alternate from within the FSBA district.

Section 2. - The Board of Directors shall meet at least four (4) times a year. Special meetings shall be held on call of the President or a majority of the membership of the Board of Directors.

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

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

Section 5. - The Board of Directors shall elect from the general membership two (2) individuals to serve as at-large members

with the Executive Officers on the Long Range Planning Committee. At-large members shall be elected during the Board of Directors' meeting at the Annual Meeting and shall serve for a two-year term. Prior to electing the at-large members, the FSBA President, or the presiding officer, shall encourage the Board of Directors to examine the current composition of the Executive Officers and to consider issues of diversity, equity, equality, and demographics when casting votes for the at-large members. Nominations to fill the at-large positions shall be accepted from any Director who serves on the Board of Directors or by self-nomination. Each Director may cast two (2) votes during the election of at-large members; each vote shall be cast for a different candidate. In the case of a resignation or vacancy during the term of an at-large member, the Executive Officers shall appoint a member of the Board of Directors to complete the unexpired term of the individual who vacated the position.

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

- A. To transact business of the Association and report such transactions;**
- B. To make recommendations of policy and resolutions to the regular meetings of the Association;**
- C. To establish and staff an Association office;**
- D. To execute such documents as are necessary or appropriate for facilitating the financing of school sites, facilities, buses, equipment, or such other items necessary for school boards, including, but not limited to notes, mortgages, leases, and underwriters' agreements; and,**
- E. To engage in a strategic planning process to establish long range goals in order to achieve the mission of the Association; approve, monitor, and evaluate the annual operational plan developed by the Executive Director to reach the long range goals.**

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

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

Section 9. - The Executive Director shall have the power and responsibility to execute such documents approved by the Board of Directors as are necessary to facilitate the financing for school boards of school sites, facilities, buses, equipment, or such other necessary items, including but not limited to bonds, notes, certificates, mortgages, leases, and purchase contracts relating thereto.