



WSBA
WYOMING SCHOOL
BOARDS ASSOCIATION

2016
PROCEDURES MANUAL
AND
BYLAWS



Serving Wyoming Education through School Board Leadership

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Wyoming School Boards Association
2016
Officers and Directors

| <u>Office/ Area</u> | <u>Name</u> | <u>Counties</u> | <u>Term Expires</u> |
|---------------------|-----------------------------|------------------------------|---------------------|
| President | Carl Manning | | |
| President-Elect | Janice Marshall | | |
| Vice-President | Michael Mann | | |
| Past President | Janine Bay-Teske | | |
| Area 1 | Nate Breen | Laramie #1 | 2017 |
| Area 2 | Kevin Christopherson | Natrona | 2016 |
| Area 3 | Carl Manning | Fremont #24, #25, #38 | 2017 |
| Area 4 | David Fall | Campbell | 2016 |
| Area 5 | Mark Pape | Lincoln #1, Sublette | 2017 |
| Area 6 | Terril Mills | Washakie, Hot Springs | 2016 |
| Area 7 | Hollis Hackman | Sheridan, Johnson | 2017 |
| Area 8 | Emma Waldner | Sweetwater #1 | 2016 |
| Area 9 | Julie Burleigh | Uinta | 2017 |
| Area 10 | Jim Williams | Converse, Platte | 2016 |
| Area 11 | Loren Heth | Niobrara, Goshen, Laramie #2 | 2017 |
| Area 12 | Greg Borchert | Park | 2016 |
| Area 13 | Sherie Smith | Sweetwater #2 | 2017 |
| Area 14 | Janice Marshall | Albany | 2016 |
| Area 15 | Michael Mann | Carbon | 2017 |
| Area 16 | John Riesland | Crook, Weston | 2016 |
| Area 17 | Carla Manning | Fremont #1, #2, #6, #14, #21 | 2017 |
| Area 18 | Koleen Sponsel | Big Horn | 2016 |
| Area 19 | Janine Bay Teske | Teton, Lincoln #2 | 2017 |

WSBA Staff

Full-time Staff

Sue Barnard, Accounting Specialist; Brian Farmer, Executive Director; Charis Kipper, Office/Business Manager; Terry Sterling, Director of Financial Services; Richard Strahorn, Director of Member Services

Part-time Staff

Lawrence Anderson, Legislative Advocate; Sue Belish, Director of Board Development; Jan Stalcup, Legislative Advocate

PROCEDURES

This procedures manual is provided to offer guidance and direction to the Executive Director and Board of Directors.

PURPOSE

The Wyoming School Boards Association was formed in 1934 to assist local school board members to increase their own understanding and effectiveness in the job they have to do for their respective communities. WSBA shall provide professional training for school board members and serve as a collective voice for school boards throughout the state. Communication is a most important function of WSBA: communication with the state legislature on behalf of member boards, communication between school boards and their publics, and communication with individual school boards and other organizations.

MISSION

The mission of the Wyoming School Boards Association is to ensure the highest levels of student achievement for all students by providing visionary leadership and high-quality services to school districts.

GOVERNANCE

The governance of WSBA consists of a 19 - 21 member board of directors:

| | | |
|-----------------|---------------------------------------|---------------------------------|
| Past President | (1 year term) | * may serve as Area Director |
| President | (1 year term) | * may serve as Area Director |
| President-Elect | (1 year term) | * shall serves as Area Director |
| Vice-President | (1 year term) | * shall serves as Area Director |
| 19 directors | (representing the areas of the state) | |

Directors serve a two-year term and can be re-elected. WSBA operates under a constitution and bylaws approved by member schools.

Roles and responsibilities of Area Directors include:

- * Attending four quarterly meetings
- * Visiting school boards in his/her area at least once each year
- * Attending as many local, state and national conferences as possible
- * Assisting with local and state conferences as called upon
- * Being an advocate for the Wyoming School Boards Association.

PROCEDURES PERTAINING TO WSBA OFFICERS, DIRECTORS AND MEMBERS

DIRECTOR'S MEETINGS

Normally, four (4) quarterly board of directors meetings are held each year. Whenever possible they will be scheduled with other workshops or meetings to save on travel expenses. Tentative meeting and agenda items:

Winter Meeting - January

- Review Budget Status Report for prior year
- Adopt Annual budget
- Review of procedures
- Sign Conflict of Interest Forms
- Approve Agreement for Services with WSSSI
- Evaluation of past year's educational conference
- Legislative concerns and directions
- Conference/workshop review

Spring Meeting - April

- Budget up-date
- Board Self Evaluation
- Executive Director Evaluation/Compensation Review
- Legislative Report
- Review progress on Board Goals
- Conference/workshop review and update

Summer Meeting - July

- Budget up-date
- Review Board Goals - Establish year's activities and targets
- Preliminary Legislative Agenda discussions with WASA
- Review preliminary annual educational conference schedule
- Preliminary Annual Conference/ board workshop review
- Solicit Resolutions for Delegate Assembly
- Solicit Nominations for Golden Bell Nominees

Fall Meeting - October

- Budget up-date
- Review Delegate Assembly Duties
- Make recommendations on resolutions for Delegate Assembly
- Review of conference agenda and assignments
- Nominations of Officers for Board of Directors
- Conference/workshop review
- Discuss and vote on Golden Bell Award Recipients

Directors desiring to have items placed on the agenda should inform the Executive Director as soon as possible prior to the meeting date.

AWARDS

WSBA presents certificates and pins for the Certified Board Member program. Three levels of individual certification symbolize a board member's understanding of their leadership role. 50 points are needed to be a **Certified School Board Member**, 100 points for **Certified Master Board Member** and 200 points for **Award of Distinction, Level I**, 300 points for **Award of Distinction Level II**, 400 points for **Certified Senior Master Board Member, Leadership in Learning Level I**, 500 points for **Leadership in Learning Level II**, and 600 points for **Leadership in Learning Level III**. All board members who achieve 400 points are granted membership in the WSBA Board Leadership Hall of Fame and are recognized in the Annual Conference program.

Individual board members earn points toward certification as follows: 25 points (attendance at WSBA Annual Conference), 15 points (any two-day WSBA Conference or NSBA's Annual Conference), and 10 points (any one-day WSBA Conference or National/Out-of-State Conference/Workshop; serving as a WSBA Advocacy Liaison; serving as a WSBA Area Director; and attendance and service on a NSBA National Committee: 5 points (any one-half day WSBA Conference or other State Conferences; or attending a WSBA Fall Roundup Meeting).

WSBA Whole Board Training Points: 75 points (3 year Tri-Level Board Academy Program), 40 points (2 year Tri-Level Board Academy) and (one year Leadership Governance Program), 15 points (one year Tri-Level Academy Program). The Executive Director is responsible for compiling and accounting for points and awards. Members are responsible for notifying the Executive Director of any non-WSBA conferences. Officers and directors are encouraged to present the certificates and pins at the local board meetings.

The **Golden Bell Award** is the highest award given by WSBA for local, state and national service. It is awarded to those people who have made an outstanding contribution to the improvement of education in the state.

Eligibility for the Golden Bell Award is based on the following criteria:

1. A person who is living and no longer active in the field of education.
2. A person who has been a school board member, an educator, or a lay person.
3. An individual who has made a significant contribution to the advancement of education on a local, regional, and state-wide basis.
4. The contributions to education must have implications for the improvement of education beyond the local district.
5. A person whose contributions to education have been made over a period of time. Long tenure as a board member or educator shall be only one of the criteria considered for presentation of this award.

The procedure for the selection of a person to receive the Golden Bell Award is as follows:

1. The individual must be nominated by the local board of education or by the WSBA Board of Directors and carry its endorsement. Nominations are limited to one per district per year.
2. A resume must accompany each nomination.

3. The WSBA Board of Directors will act as a screening committee to select the recipient(s) of the Award. A maximum of five (5) Golden Bell Awards will be given each year. Those nominated, but not selected, may be nominated again the following year.
4. All the criteria listed above will be considered and only those persons deemed to have made a significant and sustained effort to improve education for all Wyoming children will be selected to receive the Award.

The Golden Bell Award will be presented to deserving persons at the annual conference of the WSBA.

The **Certificate of Commendation** is the highest award given by WSBA for local and regional service. It is presented to those individuals who have made significant contributions to the advancement of education on a local or regional basis. This award ranks next to the Golden Bell Award in order of importance. The major difference in the two awards lies in the area of contribution -- The Golden Bell is for continued statewide activities of significance, whereas the Certificate of Commendation denotes significant service on a local level.

Eligibility: to be eligible for the Certificate of Commendation a person must meet the following criteria:

1. A person who is living and no longer active in the field of education.
2. The recipient must have been a school board member, an educator, or a lay person actively involved with educational issues.
3. The recipient must have made a significant contribution to the advancement of education in the local district.
4. The recipient must have made contributions to education over a period of time.

The procedure for qualifying for the Certificate of Commendation shall be as follows:

1. The individual must be nominated by a board of education and carry their endorsement.
2. The WSBA Board of Directors will act as a screening committee to select the recipient of the award.
3. All criteria listed above will be taken into consideration and only those persons deemed to have made a significant contribution on a local level will be considered for the award.
4. There will be no limit as to the number of awards presented each year. Quality of service will determine the number.

The Certificate of Commendation will be presented locally, either by a representative of the WSBA, or by a local board member. The award may be presented at any time.

The **National School Board Member Recognition Program** recognizes up to 10 individuals or 1 percent of board members in a given state, whichever is more. Only nominees submitted by their state school boards association will be considered for recognition. Names must be received by NSBA no later than December 31.

Criteria for selection includes:

- * School board members nominated shall be certified by their respective state school boards association as having met or exceeded eligibility criteria established by that state association.
- * School board members nominated shall have made a significant contribution to the advancement of education as evidenced by their leadership at and beyond the local level.
- * School board members nominated shall have had regular attendance at regional, state and National conferences. Regular attendance at the national level shall be defined as attendance at a minimum of three NSBA-sponsored workshops/conferences over a four-year period.

WSBA ANNUAL EDUCATIONAL CONFERENCE

WSBA normally holds its annual educational conference in November. Planning for the annual conference for the following year shall begin immediately upon conclusion of the yearly conference. Responsibilities of board members may include:

| | |
|-------------------------------|-------------------------------|
| Delegate Assembly/Resolutions | - Past President will preside |
| Business Meetings | - President will preside |
| Registration | - WSBA staff |
| First General Session | - President will preside |
| Awards Luncheon | - President will preside |
| Awards Banquet | - President will preside |
| Second General Session | - President will preside |

At the Delegate Assembly, the Executive Director shall serve as the recorder. A parliamentarian will be appointed by the Chairman. WSBA Directors shall serve as vote counters. Items of business may include:

1. Voting on resolutions.
2. Report from nominating committee
 - Election of President-Elect
 - Election of Vice-President(Nominations may be made from the floor)
3. Comments from the floor
4. Voting for area director vacancies

At the awards banquet, awards may include: Golden Bell Awards, recognitions and special awards, the President's Plaque, Past President's gift, and the passing of the gavel.

RESOLUTION PROCESS

Resolutions from districts shall be submitted to the WSBA Office at a date selected by the Executive Director. Guidelines include:

1. Resolutions adopted by the previous years Delegate Assembly shall serve as the basis for resolutions for the next year to be affirmed or deleted.
2. New resolutions should contain a brief and objective rationale addressing the questions, "What are we trying to accomplish?"
3. Resolutions should have state-wide, rather than individual district, implications.
4. A contact person from the district should be identified.

Directors will serve on the Delegate Assembly Resolution Committee. Responsibilities of the Resolution Committee may be:

1. Solicit input from districts in their area regarding the resolutions.
2. Develop a thorough understanding of the resolutions submitted.
3. Make modifications to the proposed resolutions if they are not as thorough or complete as desired.
4. Arrive at recommendations to "Affirm", "Deny" or "No Recommendation" on each resolution. "No Recommendation" suggests that further discussion of the resolution is required by the Delegate Assembly. The Resolution Committee shall provide a rationale when recommending "Deny" or "No Recommendation".

The WSBA President may, if needed, appoint a sub-committee of from the members on the Resolution Committee to serve with the Past President and Executive Director to:

1. Clarify and combine individual items into single comprehensive resolutions.
2. Confer with legal counsel to establish if the resolutions are within the authority of WSBA and meet all applicable legal requirements.
3. Arrange for the preparation of documents for distribution to the districts prior to the Annual Delegate Assembly.
4. Assist the chairman (Past President) in fielding questions concerning the resolutions at the Resolution Committee meeting and Delegate Assembly.

Resolutions may be submitted at the Resolution Committee meeting upon a majority vote of those on the committee. Resolutions may be submitted on the floor of the Delegate Assembly by a 2/3 majority vote of the delegates present.

WESTERN REGION MEETING

The Western Region of the NSBA consists of nine western states. The annual meeting of the Western Region is as provided by the bylaws of the Region (historically the second weekend in September but changes with NSBA may alter this practice). The host state is on a rotational basis as follows:

| | | | | | |
|------|--------------|------|--------------|------|----------|
| 2016 | New Mexico | 2020 | Wyoming | 2024 | Oklahoma |
| 2017 | Kansas | 2021 | North Dakota | | |
| 2018 | South Dakota | 2022 | Montana | | |
| 2018 | Colorado | 2023 | Nebraska | | |

All officers are encouraged to attend and directors who aspire to be an officer are invited to attend. WSBA will pay the expenses of those in attendance. The host state is responsible for hosting and planning the meetings. Each state is billed according to the number of people attending.

NSBA ADVOCACY INSTITUTE AND WINTER MEETINGS

The NSBA annually holds its winter meetings and an advocacy conference in Washington, DC, usually the last week in January or the first week in February. Winter meetings include those of the NSBA Board of Directors, NSBA committees, and the executive directors’ winter institute. The purpose of the advocacy conference is to inform state officers of national issues and give the opportunity to meet with congressional delegations on educational issues. The WSBA Officers and Executive Director are encouraged to attend. Expenses of those attending will be paid by WSBA.

NSBA ANNUAL EDUCATIONAL CONFERENCE

NSBA normally holds its annual conference sometime in March or April. Wyoming is allowed two (2) voting delegates and one (1) alternate. The President and President-Elect are normally the delegates. WSBA will pay the expenses of the voting delegates, alternate and Executive Director to the national conference.

WSBA’s position on proposed resolutions, bylaw changes, and elections shall be established by the voting delegates. However, this may be accomplished at the discretion of the voting delegates.

The WSBA President may provide a hospitality time during the conference for those Wyoming board members in attendance. The cost of this Wyoming reception shall be paid from WSBA funds. The Western Region occasionally hosts a reception for those in attendance at the national conference. This is a time to meet with school board members from neighboring states. Wyoming’s share of the cost will be paid from WSBA funds.

In the event a Wyoming person is nominated for a national director or officer position, WSBA should decide what will be done to assist in their election, that is: receptions, special favors, *etc.*

NSBA SUMMER LEADERSHIP INSTITUTE

Due to recent changes with NSBA, a new summer leadership institute will be held in August. This conference will provide for state association leadership development, networking, state association president development, and regional meetings. The WSBA Officers and Executive Director are encouraged to attend. Expenses of those attending will be paid by WSBA.

TRAVEL GUIDELINES

Meal, lodging and travel expenses incurred by the Executive Director, directors and others operating in an official capacity for the Wyoming School Boards Association shall be reimbursed as follows:

Travel: Directors are encouraged to use district vehicles when available. If the use of a private vehicle is required, reimbursement will be made at the per mile rate approved by the Federal Government for income tax purposes.

If public conveyance is used, reimbursement will be the actual cost of the ticket for air, bus, taxi or tram fare. An original receipt is expected for reimbursement.

The Executive Director will make the necessary travel arrangements for the officers traveling on WSBA official business. Spouse travel expenses are the responsibility of the officer.

Lodging, Registration, Fees: The Executive Director will register officers for NSBA and WSBA approved events, make lodging arrangements, and pay necessary fees for the participant and spouse.

Meals: Reasonable meal expenses will be reimbursed. A receipt is expected for reimbursement. Spouse meals will be paid for by the Association when eating in a group function.

Credit Card: Officers are provided with a WSBA credit card to cover other official expenses incurred while on official WSBA business.

Entertainment: Special entertainment events are at the members own expense.

PROCEDURES PERTAINING TO WSBA STAFF

VACATION

All full-time employees shall be entitled to the following paid holiday periods:

- | | |
|--|--------------------------------|
| 1. New Year’s Day | 6. Independence Day (July 4th) |
| 2. Martin Luther King, Jr./Wyoming Equality Day | 7. Labor Day |
| 3. President’s Day (Traded during Legislative Session) | 8. Veteran’s Day |
| 4. Good Friday | 9. Thanksgiving Break |
| 5. Memorial Day | 10. Christmas Break |

*If the legal holiday falls on a weekend, the employee may substitute the day before or the day after the holiday. The Executive Director may adjust the office work schedule in accordance with normal school district holidays during November and December.

All full-time employees shall be entitled to yearly paid vacations in the following manner:

- Year 1 – 2: 12 days per year
- Year 3 – 4: 15 days per year
- Year 5+: 20 days per year

Vacation time must be taken at a mutually agreed upon time by the employee and the WSBA Executive Director. A maximum of 20 days accrued vacation days may be carried over until the next year. The employee will be reimbursed for any accrued and unused vacation days upon resignation or termination, not to exceed 20 days.

EMPLOYMENT

All employees are employed at-will, which means termination can take place at any time. Except in cases of termination for cause, employees will generally be given a 20 working day notice of termination. If termination is for cause, termination shall occur immediately upon notice from the Executive Director.

EXECUTIVE DIRECTOR SALARY AND BENEFITS

The salary and benefits of the Executive Director shall be established by contract. The Board will review the salary and benefits for the Executive Director annually.

STAFF SALARIES

Staff salaries for the next fiscal year will be determined by the Executive Director.

BENEFITS

1. **Retirement** – WSBA will contribute, on behalf of each employee to the Wyoming Retirement System, the full amount that is required by State Law to be contributed to the Wyoming State Retirement System.
2. **Insurance** – WSBA will provide Family medical, dental and vision insurance for full-time staff. In addition, WSBA will provide the following insurance coverage to each eligible employee:
 - Basic Life and AD& D – \$90,000/\$50,000
 - Long Term Disability – 66 ⅔% of total Monthly Earnings, not to exceed a maximum monthly benefit of \$5,000.

SICK LEAVE

Full-time employees shall be entitled to one-day sick leave per month worked, accumulative to ninety days, none of which will be compensated for in the event of resignation or termination of duties. Sick leave shall be granted for personal illness, quarantine, and/or illness in the immediate family. The immediate family shall mean the staff member's spouse, dependent children, or parents.

BEREAVEMENT LEAVE

Full-time employees shall be granted up to three (3) regularly scheduled work days of bereavement leave upon being notified of the death of an immediate family member. This leave shall be used before the use of any other leave authorized for this purpose.

PAY DAY Salaries will be paid during the last working week of each month.

EQUAL OPPORTUNITY EMPLOYMENT AND NONDISCRIMINATION

WSBA is an equal opportunity employer and shall not discriminate in its employment practices and policies with respect to hiring, compensation, terms, conditions, or privileges of employment because of an individual's race, color, religion, sex, age, disability or national origin.

Inquiries or complaints regarding compliance may be directed to the Executive Director of WSBA or to the Office of Civil Rights Coordinator, 2nd Floor, Hathaway Building, Cheyenne, WY 82002.

WSBA shall maintain a working environment free from discrimination, insult, intimidation or harassment due to race, color, religion, sex, age, national origin or disability. Any incident of discrimination in any form shall promptly be reported to the immediate supervisor for investigation and corrective action. Any employee who engages in discriminatory conduct shall be disciplined up to and including termination.

SEXUAL HARASSMENT

Sexual harassment will not be tolerated in the association. The association is committed to having a positive working environment and sexual harassment of employees of the association, vendors, and any others having business or other contact with the association is strictly prohibited.

Sexual harassment shall include, but not limited to, unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when: (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (3) such conduct has the purpose or effect of unreasonable interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

No WSBA employee shall sexually harass, be sexually harassed, or fail to investigate or refer a complaint of sexual harassment for investigation. Complaints of sexual harassment by employees will be promptly investigated and resolved. Retaliation against anyone reporting or thought to have reported sexual harassment behaviors is prohibited. Such retaliation shall be considered a serious violation of the policy and shall be independent of whether a charge or informal complaint of sexual harassment is substantiated. Encouraging others to retaliate also violates the policy. Violation of this policy shall result in disciplinary action, up to and including termination, against any employee.

Employees who believe they have been subjected to sexual harassment should discuss the problem with their immediate supervisor. If an employee's immediate supervisor is the alleged harasser, the employer should discuss the problem with the President of the Association.

Employees who do not believe that the matter is appropriately resolved through this informal meeting may file a written complaint with the President of the WSBA Board of Directors. Confidentiality shall be maintained throughout the complaint procedure provided it does not interfere with the Association's ability to investigate or take corrective action.

WYOMING SCHOOL BOARDS ASSOCIATION
BYLAWS
(Effective April 25, 2015)

NAME AND PURPOSE

This organization shall be known as the Wyoming School Boards Association (WSBA).

The purposes of the Association shall be:

1. To provide constant improvement of public school education in the State of Wyoming.
2. To provide for closer cooperation among the school boards of the state.
3. To provide information and assistance to individual school boards and members.
4. To cooperate to the fullest extent with public officials, school administrators, teachers, interested individuals, and organizations to advance the cause of public school education, and to promote constructive school legislation.

ARTICLE 1

Offices

Registered or Statutory Office, and Agent or Clerk. The registered or statutory office of the Corporation in the State of Wyoming is at 2323 Pioneer Avenue, Cheyenne, Wyoming 82001. The registered, statutory or resident agent of the Corporation at such office is the Executive Director, Brian Farmer, and/or his successors. The corporation may have such other offices, either within or without the State of Wyoming, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II

Members

1. *Active Members.* Any school district in the State of Wyoming may become an active member by paying the annual dues.
2. *Associate Members.* Any board of Cooperative Educational Services in the State of Wyoming and St. Stephens Indian School may become an associate member of the Association by paying the annual dues of such a member. The Association will provide to associate members the following services and programs of the Association: Access to all publications of the Association; use of and participation in the insurance pool; access to the policy service of the Association; administrator search services; legislative services; and one vote at delegate assembly.
3. *Honorary Member.* Each Past President of the Wyoming School Boards Association shall be accorded honorary membership in the Association without the payment of dues. The Board of Directors may, by resolution, elect as an honorary member, without payment of dues, any person who has made an outstanding contribution in furthering the cause of education in Wyoming.
4. *Affiliate Members.* Any former member of the Board of Trustees of a school district which is an active member of the Association may become an affiliate member by paying the annual dues of such a member as prescribed by the Board of Directors.

ARTICLE III
Votes and Delegates

1. Each active member may have its school board represented in meetings of the Wyoming School Boards Association by as many of its members as it chooses to send.
2. Each active member shall be entitled to the number of votes which represents the average daily membership enrollment of the district for the previous school year as provided by the State Department of Education. The number of votes for each active member shall be determined as follows:

| | |
|--------------------------|---------|
| 0 - 1,000 students | 1 vote |
| 1,001 - 3,000 students | 2 votes |
| 3,001 - 5,000 students | 3 votes |
| 5,001 - 7,000 students | 4 votes |
| 7,001 - 9,000 students | 5 votes |
| 9,001 - 11,000 students | 6 votes |
| 11,001 - 13,000 students | 7 votes |
| 13,001 & above | 8 votes |
| Associate Member | 1 vote |
3. All classes of membership shall have the right of discussion.
4. At each regular and special meeting of members, each active member shall be entitled to cast through their voting delegate(s) or alternate(s) the number of votes to which such member is entitled under the provisions of Section 2 of Article III of these Bylaws. The voting delegate(s) and alternate(s) are to be selected by each school board from its membership. These delegates shall constitute the delegate assembly. Vote by proxy between members will not be permitted. This section is intended to allow member schools the ability to designate delegates up to the maximum number on their board and equivalent to the number of votes allowed. Nothing in this article shall prohibit one delegate from casting all the votes of his/her school district.
5. Neither honorary nor affiliate members shall have the right to vote.

ARTICLE IV
Fiscal and Official Year

The fiscal and official year of the Wyoming School Boards Association shall begin on the 1st day of January and end on the 31st day of December of the same year.

ARTICLE V

Dues

1. Annual dues to be paid by active members of the Association shall be determined by taking .00044 times the actual expenditures of the school district member for the fiscal year ending June 30 of the immediately preceding calendar year. The maximum dues for any school district shall be \$21,000.00 and the minimum dues will be \$1,200.00. This membership fee shall be paid by June 30 of each year to the Association.
2. The Board of Directors may pay a dividend in the form of a dues reduction for the following year to those Districts participating in WSBA services.
3. Annual dues of associate members and affiliate members shall be such as the Board of Directors may from time to time determine. Until otherwise determined by the Board of Directors, the annual dues for each associate member shall be \$600.00 per year.

ARTICLE VI

Meetings

1. The annual meeting of the Wyoming School Boards Association shall be held during the fourth quarter of the calendar year at a time and place designated by the Board of Directors. Notice of the annual meeting shall be sent to members at least thirty (30) days prior to the meeting.
2. Special membership meetings may be called at any time by the President or by the Board of Directors. In case of such special meetings, notice shall be sent to member districts at least thirty (30) days prior to the meeting.
3. *Notice of Meeting.* Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days prior to the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting.

ARTICLE VII

Directors

1. *Board of Directors.* The President, immediate Past President and one (1) individual member from each of the nineteen (19) WSBA areas shall constitute the Board of Directors. The nineteen (19) WSBA areas, determined geographically, dues generated and combined enrollments are as follows:
 - Area 1 - Laramie County School District #1
 - Area 2 - Natrona County School District #1
 - Area 3 - Fremont County School District #24
Fremont County School District #25
Fremont County School District #38

- Area 4 - Campbell County School District #1
- Area 5 - Lincoln County School District #1
Sublette County School District #1
Sublette County School District #9
- Area 6 - Hot Springs County School District #1
Washakie County School District #1
Washakie County School District #2
- Area 7 - Sheridan County School District #1
Sheridan County School District #2
Sheridan County School District #3
Johnson County School District #1
- Area 8 - Sweetwater County School District #1
- Area 9 - Uinta County School District #1
Uinta County School District #4
Uinta County School District #6
- Area 10 - Converse County School District #1
Converse County School District #2
Platte County School District #1
Platte County School District #2
- Area 11 - Niobrara County School District #1
Goshen County School District #1
Laramie County School District #2
- Area 12 - Park County School District #1
Park County School District #6
Park County School District #16
- Area 13 - Sweetwater County School District #2
- Area 14 - Albany County School District #1
- Area 15 - Carbon County School District #1
Carbon County School District #2
- Area 16 - Weston County School District #1
Weston County School District #7
Crook County School District #1

Area 17 - Fremont County School District #1
Fremont County School District #2
Fremont County School District #6
Fremont County School District #14
Fremont County School District #21

Area 18 - Big Horn County School District #1
Big Horn County School District #2
Big Horn County School District #3
Big Horn County School District #4

Area 19 - Lincoln County School District #2
Teton County School District #1

Each director elected from a WSBA area shall serve for a term of two (2) years and may be re-elected to serve additional terms. The ending and beginning dates of their term shall be November 30 and December 1.

2. *Qualification.* Each area director must be a member of a school board which is an active member of the Association at his/her time of election. If an area director ceases to be a school trustee during his/her term as area director due to non-reelection at the General Election, his/her position as a director will end as of November 30 of that year. If the director ceases to be a trustee due to death, resignation, removal, disqualification, or otherwise, the remaining members of the Board of Directors shall determine whether to declare the position vacant or to allow the director to remain on the board until the next annual delegate assembly.
3. *Absences.* In the event a director shall, without being excused, fail to attend two (2) meetings of the Board of Directors, such failure shall be grounds upon which the Board of Directors may at its discretion declare a vacancy and the term of the director terminated. The President is authorized to excuse members for good cause. A director shall be given notice in advance of the proposal to declare a vacancy in his/her WSBA area.
4. *Vacancies.* The Executive Director shall notify all districts affected by the vacancy within thirty days following the date the position has been declared vacant. A replacement will be elected by mail vote of the voting delegates in the area affected and shall serve out the term of the position being filled. The person selected to fill the vacancy shall remain on the Board for the remainder of the term of the director whom he/she replaced.
5. *Election of Directors.* The directors from each of the nineteen (19) WSBA areas shall be elected by a majority vote of the voting delegates of active members from the WSBA area in which the nominee is a school district trustee.
6. *Other Officers.* The Board of Directors may elect or appoint such other officers as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. All officers elected or appointed by the

Board of Directors, including the Executive Director, may be removed by the board whenever in its judgment the best interests of the Association would be served thereby.

7. *Nominations.* It shall be the duty of each WSBA area to nominate at least one (1) candidate from their area for any vacant director position. All nominations will be considered at the delegate assembly. Additional nominations for directors may be made from the floor, provided the consent of each candidate has been obtained before their name is placed in nomination.
8. *Wyoming High School Activities Association Representatives:* The Wyoming School Boards Association Board of Directors shall elect from its Board of Directors two (2) members to serve as members of the Wyoming High School Activities Association Board of Control. The representatives shall serve for a period of three (3) years. Board members may serve no more than two consecutive three year terms.

ARTICLE VIII

Officers

1. *Officers.* The officers of the Wyoming School Boards Association shall be a President, President-Elect, Vice-President, and Immediate Past President. The President-Elect and Vice-President shall be an area director and elected by a majority vote of the delegate assembly for a one (1) year term at the regular annual meeting of members. The President-Elect shall automatically move to the presidency after his/her term as President-Elect. Officers shall be eligible to succeed themselves for a one (1) year term.
2. *Vacancy.* In the event that a duly elected officer, during his/her term of office, ceases to be a member of a school board, he/she may continue in office until the end of the Associations' fiscal year. An exception may be the immediate Past President, who may continue on the board for the duration of his/her term.
3. *Compensation.* The officers of the corporation may be paid such reasonable sum as is determined by the Board of Directors for their services provided to the WSBA.
4. *Nominations.* Nominations for President-Elect and Vice-President shall be made by the Board of Directors. It shall be the duty of the Board of Directors to nominate at least one (1) candidate for President-Elect and Vice-President. Additional nominations for President-Elect and Vice-President may be made from the floor, provided the person nominated is presently on the Board of Directors and the consent of each candidate has been obtained before their name is placed in nomination.
5. *Duties of Officers.* The **President** shall have such duties and powers as are usually exercised by such officer. He/she shall preside at the meetings of members and of the Board of Directors, appoint all committees unless otherwise ordered by the Board of Directors or by action taken at a membership meeting and be a member with voting power on all committees. He/she may call special meetings of the Board of Directors, or of the membership, or of any committee. With the advice and consent of the Board of Directors, he/she may name delegates to represent the Association at meetings of other educational groups. He/she shall have a deciding vote upon all questions in case of a tie

vote and deal with such matters as are placed in his/her hands by the Board of Directors or by action taken at a membership meeting.

In the absence or disability of the President, the **President-Elect** shall have the authority and perform the duties of the President.

In the absence or disability of both the President and President-Elect, the **Vice-President** shall have the authority and perform the duties of the President.

The **Past President** shall be responsible for chairing the annual delegate assembly resolution process and, when appropriate, assist with the Associations' lobbying efforts.

ARTICLE IX

Executive Director

1. *Executive Director.* The Board of Directors may hire an Executive Director, who shall have such duties as are usually performed by a secretary and treasurer. He/she shall keep a minute book with accurate minutes of membership meetings and of meetings of the Board of Directors, keep a membership roster up-to-date at all times, preserve the records and files of the Association, collect dues and give receipts therefore, receive and take charge of and bank all moneys belonging to the WSBA and disburse the funds of the Association by vouchers as directed by the Board of Directors. He/she shall keep a correct record of all receipts and disbursements, supported by proper vouchers, and shall close and balance the Associations books as of December 31 of each year.

The Executive Director shall manage the principle office of the Association and perform such duties as may from time to time be assigned by the Board of Directors. He/she shall be bonded in form and amount satisfactory to the Board of Directors at the expense of the Association. He/she shall be responsible for the publication and circulation of WSBA informational materials at regular intervals. He/she shall report regularly to the Board of Directors and shall furnish a detailed financial report at each membership meeting, perform such duties as are delegated by the President or by the Board of Directors and maintain the Association office where the records of the Association shall be kept. He/she may receive such salary and expenses as the Board of Directors shall determine.

The Executive Director has no voting power and is employed at the will of the Board of Directors.

ARTICLE X

Waiver of Notice

Waiver of Notice. Any notice required by these Bylaws, the Certificate of Incorporation, or the laws of the State of Wyoming, may be waived in writing by any person entitled to notice. Waiver or waivers may be executed either before, at or after the event with respect to which notice is waived. Each director attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

ARTICLE XI

Committees

1. The President shall appoint such standing and special committees not otherwise provided for by these Bylaws and those which may be deemed necessary to properly perform and carry out the work and purposes of the Association.
2. The Executive Committee shall be a standing committee of the Board of Directors. The Executive Committee shall have the authority to act as the governing body of the Association between meetings of the Board of Directors. All actions of the Executive Committee are subject to review by the Board of Directors. The Executive Committee shall provide the Board of Directors appropriate notification and topics of discussion prior to all committee meetings.

ARTICLE XII

Meetings, Procedures and Resolutions

1. *Procedure.* The rules contained in "Robert's Rules of Order Revised" shall govern all membership and Board meetings of the Wyoming School Boards Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or the Articles of Incorporation.
2. All resolutions to be presented to the Delegate Assembly shall be submitted to the WSBA Board of Directors for study and recommendation on or before a date to be determined by the Executive Director. Additional resolutions may be submitted at the Delegate Assembly with a 2/3 vote of the delegates.
3. Resolutions approved by the Delegate Assembly shall serve as a guide for Association advocacy activities for the coming year. The Board of Directors reserves the right to edit the approved resolutions during the year as situations and additional information becomes available. A 2/3 affirmative vote of the Board of Directors is required to make changes in the approved resolutions.

ARTICLE XIII

Amendments and Affect of Bylaws

1. *Affect of Bylaws.* These Bylaws are subject to the provisions of the laws of the State of Wyoming and corporation's Certificate of Incorporation as it may be amended from time to time. If any provision in these Bylaws is inconsistent with the provisions in the Wyoming statutes or the Certificate of Incorporation, the provisions of the statutes or the Certificate of Incorporation shall govern.
2. *Amendments to Articles of Incorporation and Bylaws.* The Articles of Incorporation of this Association and these Bylaws may be amended or a new Articles and Bylaws adopted by the Board of Directors at any regular meeting, provided that such amendment is submitted to the Board of Directors at least sixty (60) days before the meeting and, in addition, is submitted to each member school district at least thirty (30) days before the meeting.

NOMINATING COMMITTEE DUTIES

Nomination Process for the Office of WSBA Vice-President

The Nominating Committee consists of the four WSBA Officers; President, President-Elect, Vice-President, and Past President.

1. The Vice-President shall chair the committee.
2. The Nominating Committee shall announce at the Summer WSBA Board meeting in July that any board member interested in serving as Vice-President of WSBA should indicate to the Vice-President that they are interested in being nominated for the position by the end of August.

“Candidates for WSBA Office are making a commitment to attend all WSBA meetings and functions, plus the Western Region meeting, the NSBA Advocacy Institute, and Summer Leadership Institute. The President, President-Elect, and Past President are expected to attend the NSBA Delegate Assembly prior to the NSBA Annual Conference each year.”
3. The Vice-President will interview the candidates by phone or in person. The candidates will be asked to make a commitment to continue on their local board for the next four years to complete their term of office with WSBA.
4. The Vice-President will review the results of the interviews of the candidates with the other members of the Nominating Committee prior to the October meeting.
5. The Nominating Committee will make their nomination at the October meeting. The Nominating Committee will base their nomination of the candidate for Vice-President upon the leadership qualities of the candidate. The Nominating Committee members will utilize their experience in observing the leadership skills necessary to be successful at the WSBA, Western Region, and NSBA levels. The committee will endeavor to nominate the best candidate to serve the Wyoming School Boards Association and the National School Boards Association for the next four years.

Nomination Process for a Vacant WSBA Office

The remaining officers will form the Nominating Committee. The Vice-President or highest office holder if the office of Vice-President is vacant will chair the committee. The Nominating Committee will determine the best time to appoint a vacant office. If possible, the committee will recommend moving the officers forward to fill the vacant office(s), and nominate a candidate for Vice-President in the normal process at the October meeting. The committee will consider the importance of having the vacant office filled in order to allow that person to attend upcoming NSBA meetings.

EXECUTIVE COMMITTEE POLICY

The purpose of this policy is to establish an Executive Committee of the Wyoming School Boards Association Board of Directors. The Executive Committee is a standing committee of the Board and shall promote the objectives and interests of the Association at all times.

- A. Functions.** The Executive Committee shall be responsible for those functions necessary to guide the administration of the Association and perform necessary actions between meetings of the Board of Directors.
- 1. Conduct Business as Necessary.** The Executive Committee shall meet as necessary to review business matters and make recommendations to the Board of Directors relating to issues and events that occur during the year.
 - 2. Addressing Significant or Emergency Matters.** From time to time, significant or emergency matters may arise between meetings of the Board of Directors. The Executive Committee may be convened to address such matters. The actions of the Executive Committee shall be subject to review by the Board of Directors and the Committee shall provide the Board with a summary of matters discussed and recommendations for action within a reasonable time after such meetings.
 - 3. Interim Legislative Policies.** The Executive Committee may adopt interim legislative policies between meetings of the Delegate Assembly by a three-fourths ($\frac{3}{4}$) vote. Such policies shall be solely to respond to emerging issues within the Legislature and to help guide the advocacy efforts of the Association.
 - 4. Evaluation and Contract of the Executive Director.** The Executive Committee shall assure an annual performance evaluation of the Executive Director is completed. This evaluation shall be done in a format that allows the entire Board to evaluate the general performance of the Executive Director. The Executive Committee may further evaluate specific aspects of the Director's performance with which they are more familiar. The Committee shall also recommend salary and contract terms for the Director. The President shall present the Executive Committee's evaluation and proposed contract terms to the Board of Directors for review and approval.
- B. Membership.** The Executive Committee shall be composed of the following members: President, President-Elect, Vice-President, Immediate Past President, and two Directors at-large. The Executive Director shall be an ex-officio member without voting rights.
- 1. Duration of Office.** The term of membership on the Executive Committee for each officer shall be concurrent with the term of his or her office. At-large members shall serve for a one year term and may not serve more than three consecutive terms.
 - 2. Chair.** The President of the Association shall serve as chair of the Executive Committee.
 - 3. Selection of At-Large Members.** Directors interested in serving as at-large members shall notify the President of their interest prior to the January meeting. The President shall make a recommendation for membership to the Board for the at-large seats and the Board shall vote to confirm the appointments at the January meeting.
- C. Meetings.** The Executive Committee shall meet upon reasonable notice, on the call of the President or upon written request of any three members of the Executive Committee. At any meeting of the Executive Committee, four voting members shall constitute a quorum for the transaction of business. Action taken by the Executive Committee shall require a majority vote of those present unless otherwise specified by this policy.
- D. Review by Board of Directors.** All action taken by the Executive Committee shall be subject to review by the Board of Directors. Action taken between regular meetings of the Board of Directors shall be presented to the Board at the next regularly scheduled meeting of the Board.

Wyoming School Boards Association

Good Governance Policies

I. Purpose and Mission

1. **Statement of Purpose.** The Wyoming School Boards Association is dedicated to helping school districts achieve their goals of improving student achievement and promoting good governance of their schools. The association provides support for school trustees through workshops, training, publications and member services. The association provides advocacy for educational issues that are important to member districts.
2. **Mission.** The mission of the Wyoming School Boards Association is **to ensure the highest levels of student achievement for all students** by providing visionary leadership and high-quality services to school districts.
3. **Core Values.** The Core Values of the association are:
 - **Student Achievement:** High Achievement for all students is the #1 priority of the Wyoming School Boards Association.
 - **Teaching:** Quality teaching is key to improving student achievement.
 - **Board Governance:** Quality board governance is key to quality teaching and to improving student achievement.
 - **Local Control:** Local control of education through elected school boards is the best way to ensure that public policy reflects student and community needs.
 - **Public Education:** Public education is the foundation of our democratic society and the key to successful schools and successful students.
 - **Stewardship:** Public education spending is an essential investment in Wyoming's future.
 - **Equity:** All Wyoming children deserve school buildings that support the delivery of the “educational basket of goods”, (including appropriate space for student activities), provide a safe and secure environment for learning, and have a positive impact on their communities.

II. Code of Ethics and Conduct

- 1. Introduction.** As a matter of fundamental principle, school boards associations should adhere to the highest ethical standards because it is the right thing to do. As a matter of pragmatic self-interest, the WSBA should do so because public trust in our performance is the bedrock of our legitimacy. Members and volunteers support their associations because they trust them to carry out their missions, to be good stewards of their resources, and to uphold rigorous standards of conduct.

School boards associations must earn this trust every day and in every possible way. It is up to the people of the association – board members and staff – to demonstrate their ongoing commitment to the core values of integrity, honesty, fairness, openness, respect, and responsibility.

Each association should have a formally adopted code of ethics with which all of their trustees and staff are familiar and to which they adhere. Adherence to the law is the minimum standard of expected behavior. The WSBA must do more, however, than simply obey the law. The WSBA must embrace the spirit of the law, often going beyond legal requirements and making sure that what we do is matched by what the public understands about what we do. Transparency, openness and responsiveness to public concerns must be integral to our behavior.

- 2. Statement of Values.** Any code of ethics is built on a foundation of widely shared values. The values of the independent sector include:
 - Commitment to the public good;
 - Accountability to the public;
 - Commitment beyond the law;
 - Respect for the worth and dignity of individuals;
 - Inclusiveness and social justice;
 - Respect for pluralism and diversity
 - Transparency, integrity and honesty;
 - Responsible stewardship of resources; and,
 - Commitment to excellence and to maintaining the public trust.

3. **Personal and Professional Integrity.** All staff and board members of the Wyoming School Boards Association shall act with honesty, integrity and openness in all their dealings as representatives of the WSBA. The WSBA promotes a working environment that values respect, fairness and integrity.
4. **Mission.** The association has a clearly stated mission and purpose, approved by the board of directors, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the WSBA understand and are loyal to that mission and purpose. The mission is responsive to the constituency and communities served by the association and of value to the society at large.
5. **Governance.** The WSBA has an active governing body that is responsible for setting the mission and strategic direction of the WSBA and oversight of the finances, operations, and policies of the WSBA. The governing body:
 - Ensures that its board members or trustees have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the WSBA and its public purpose;
 - Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means;
 - Is responsible for the hiring, firing, and regular review of the performance of the chief executive officer (CEO) and ensures that the compensation of the CEO is reasonable and appropriate;
 - Ensures that the CEO and appropriate staff provide the governing body with timely and comprehensive information so that the governing body can effectively carry out its duties;
 - Ensures that the association conducts all transactions and dealings with integrity and honesty;
 - Ensures that the association promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
 - Ensures that policies of the association are in writing, clearly articulated and officially adopted;

- Ensures that the resources of the association are responsibly and prudently managed; and
 - Ensures that the association has the capacity to carry out its programs effectively.
6. **Legal Compliance.** The association is knowledgeable of and complies with all laws, regulations and applicable international conventions.
7. **Responsible Stewardship.** The association and its subsidiaries manage their funds responsibly and prudently. This should include the following considerations:
- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
 - It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
 - The association compensates staff, and any others who receive compensation, reasonably and appropriately;
 - Associations do not accumulate operating funds excessively;
 - Associations ensure that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the association; and
 - All financial reports are factually accurate and complete in all material respects.
8. **Openness and Disclosure.** The association provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about the association will fully and honestly reflect the policies and practices of the association. Basic informational data about the association, such as the Form 990, reviews and compilations, and audited financial statements will be available to the public. All financial, associational, and program reports will be complete and accurate in all material respects.
9. **Program Evaluation.** The association regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The association is committed to improving program

and associational effectiveness and develops mechanisms to promote learning from its activities and the field. The association is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

10. **Inclusiveness and Diversity.** The association has a policy of promoting inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness. The association takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

Acknowledgement

Materials for this Code of Ethics and Conduct were developed using materials provided by the Independent Sector in their guide, Statement of Values and Code of Ethics for Nonprofit and Philanthropic Organizations.

III. Conflict of Interest Policy

1. **Purpose.** The purpose of the conflict of interest policy is to protect the WSBA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the WSBA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **Definitions**
 - A. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - B. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the WSBA has a transaction or arrangement,
- ii. A compensation arrangement with the WSBA or with any entity or individual with which the WSBA has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WSBA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.B., a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

- A. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the

presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii.** After exercising due diligence, the governing board or committee shall determine whether the WSBA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the WSBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

- i.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. **Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:
 - A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
 - B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. **Compensation**
 - A. A voting member of the governing board who receives compensation, directly or indirectly, from the WSBA for services is precluded from voting on matters pertaining to that member's compensation.
 - B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WSBA for services is precluded from voting on matters pertaining to that member's compensation.
 - C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WSBA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. **Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - A. Has received a copy of the conflicts of interest policy,
 - B. Has read and understands the policy,

- C. Has agreed to comply with the policy, and
 - D. Understands the WSBA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
7. **Periodic Reviews.** To ensure the WSBA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the WSBA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
8. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the WSBA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted except where otherwise provided by a court of competent jurisdiction.

IV. Whistleblower Policy

1. **General.** The Wyoming School Boards Association Code of Ethics and Conduct requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Association, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

2. **Reporting Responsibility.** It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.
3. **No Retaliation.** No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Association prior to seeking resolution outside the Association.
4. **Reporting Violations.** The Code addresses the Association's open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Association's Executive Director, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Association's open door policy, individuals should directly contact the Association's Executive Director. Concerns of violation by the Executive Director shall be reported directly to the Association's President who shall be responsible for investigating such concerns.
5. **Compliance Officer.** The Association's Executive Director shall act as the Compliance Officer and is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the Board of Directors. The Compliance Officer shall report to the Board of Directors at least annually on compliance activity.
6. **Accounting and Auditing Matters.** The Board of Directors shall address all reported concerns or complaints regarding corporate

accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Board of Directors of any such complaint and work with the Board until the matter is resolved.

7. **Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
8. **Confidentiality.** Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
9. **Handling of Reported Violations.** The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

V. **Compensation Philosophy**

1. **Philosophy.** The Wyoming School Boards Association seeks to recruit and retain qualified, high performing, and motivated employees to fulfill the Association's mission and support the Association's strategies and values. Fair compensation of employees is integral to this goal.

In establishing compensation levels, WSBA recognizes that its character as a public benefit nonprofit employer creates special considerations that relate to public trust and confidence.

2. **Policy.** The policy of WSBA is to provide compensation that is fair, reasonable, and consistent with compensation paid in the nonprofit sector for positions of comparable complexity and responsibility. The

goal of this policy is to recruit and retain high-performing employees and to motivate, recognize, and reward excellent performance.

The bases upon which compensation is provided to each employee shall be documented and reviewed by management and the Board of Directors. The compensation of executive staff is determined by the Board of Directors.

3. Role of the Board of Directors

- A.** In general, the Board of Directors is responsible for the establishment of policies and procedures to ensure that:
- Decisions regarding each employee's compensation and the bases for such compensation are documented; and
 - Compensation for each employee is fair and reasonable, based on clearly established principles, and reviewed annually with each employee.
- B.** Compensation for executive staff and other key employees is determined by the Board of Directors. The Board of Directors ensures that the bases upon which such compensation recommendations and decisions are made are well justified, reasonable, and documented.

4. Procedures

- A. Annual Benchmarking.** On an annual basis, the Board of Directors shall review the compensation level for executive staff positions. This review shall include a comparative analysis of compensation paid by WSBA to compensation paid by organizations offering similar services. This process is designed to benchmark the WSBA's practices against relevant market data.
- B. Annual Performance Review.** The annual performance review of the Chief Executive Officer is conducted by the Chairman and approved by the Executive Committee of the Board.
- C. Avoidance of Conflict of Interest regarding Compensation Decisions.** Decisions regarding executive staff's compensation are the sole responsibility of the Board of Directors. No

member of the staff, including the Chief Executive Officer and the Chief Financial Officer, is a member of the Board of Directors, and the Board of Directors may not delegate the authority to set executive compensation to a member of the executive staff. The foregoing policy is adopted to ensure that no member of the staff has a vote on any matter concerning compensation paid to himself or herself.

- 5. Compensation Structure.** The Association’s compensation package for employees may include a salary or hourly base wage, performance-based pay appropriate to the nonprofit sector, and one or more of the following benefits:
- Employer matching contributions to a 401(k) retirement plan for all eligible employees;
 - Subsidized health, dental, and long-term disability insurance for employees working thirty hours per week or more, and
 - Paid time off for employees working 20 hours per week or more.

The Association’s compensation system will include periodic adjustments to pay ranges based on changes in the nonprofit sector, subject to organizational financial constraints. Any adjustments to pay will be consistent and comparable with practice in the nonprofit sector.

VI. Document Retention Policy

- 1. Purpose.** To ensure the most efficient and effective operation of the Wyoming School Boards Association, we are implementing this Document Retention Policy (“DRP” or “policy”). The records of the Association and its subsidiaries are important to the proper functioning of the Association. Our records include virtually all of the records you produce as an Association employee. Such records can be in electronic or paper form. Thus, items that you may not consider important, such as interoffice emails, desktop calendars and printed memoranda are records that are considered important under this policy. If you are ever uncertain as to any procedures set forth in this policy (*e.g.*, what records to retain or destroy, when to do so, or how) it is your responsibility to seek answers from the Association’s DRP Manager.

- A. The goals of this DRP are to:
- i. Retain important documents for reference and future use;
 - ii. Delete documents that are no longer necessary for the proper functioning of the Association;
 - iii. Organize important documents for efficient retrieval; and
 - iv. Ensure that you, as an Association employee, know what documents should be retained, the length of their retention, means of storage, and when and how they should be destroyed.

Federal and state laws require the Association to maintain certain types of records for particular periods. Failure to maintain such records could subject you and the Association to penalties and fines, obstruct justice, spoil legal evidence, and/or seriously harm the Association's position in litigation. Thus, it is imperative that you fully understand and comply with this, and any future records retention or destruction policies and schedules, *UNLESS* you have been notified by the Association, or if you believe that (1) such records are or could be relevant to any future litigation, (2) there is a dispute that could lead to litigation, or (3) the Association is a party to a lawsuit, in which case you *MUST PRESERVE* such records until the Association's legal counsel determines that the records are no longer needed.

"Records" discussed herein refers to all business records of the Association (and is used interchangeably with "documents"), including written, printed, and recorded materials, as well as electronic records (*i.e.*, emails and documents saved electronically). All business records shall be retained for a period no longer than necessary for the proper conduct and functioning of the Association. No business records shall be retained longer than five (5) years, *EXCEPT* those that (1) have periods provided for herein, (2) are in the Document Retention Schedule, found at Appendix "A", or (3) are specifically exempted by the Association's DRP Manager.

2. **Management.** To ensure compliance with this DRP, the Association's DRP Manager is responsible for the following oversight functions:
- Implementing the DRP;
 - Ensuring that employees are properly educated, understand, and follow the DRP's purpose;
 - Providing oversight on actual retention and destruction of documents;
 - Ensuring proper storage of documents;
 - Periodically following-up with counsel to ensure proper retention periods are in place;
 - Suspending the destruction of documents upon foreseeable litigation; and
 - Keeping corporate officers, directors, and employees apprised of changes in relation to the DRP.

The Association's Executive Director shall be the DRP Manager and shall annually review the DRP, modify it accordingly, and inform and educate all Association employees on any such changes. All questions relating to document retention and/or destruction should be directly addressed to the Association's DRP Manager.

3. **Types of Records.** Appendix "A", attached at the end of this DRP, lists several categories of records, as well as specific records that contain specific retention periods. This is referred to as a Document Retention Schedule ("DRS"). All records not provided for in the DRS or described herein, shall be classified into three types, (1) Temporary Records, (2) Final Records, and (3) Permanent Records.

A. **Temporary Records.** Temporary records include all business documents that have not been completed. Such include, but are not limited to written memoranda and dictation to be typed in the future, reminders, to-do lists, report, case study, and calculation drafts, interoffice correspondence regarding a client or business transaction, and running logs. Temporary records can be destroyed, or permanently deleted if in electronic form (see protocol below for proper destruction of data in electronic form) when a project/case/file closes. Upon the closing of a project/case/file, gather and review all such temporary records.

Before you destroy or permanently delete these documents, make sure you have duplicates of all the final records pertaining to the project/case/file. Upon destruction or deletion, organize the final records (and duplicates) in a file marked “FINAL” and store them appropriately.

- B. Final Records.** Final records include all business documents that are not superseded by modification or addition. Such include, but are not limited to: documents given (or sent via electronic form) to any third party not employed by the Association, or government agency; final memoranda and reports; correspondence; handwritten telephone memoranda not further transcribed; minutes; design/plan specifications; journal entries; cost estimates; *etc.* All accounting records shall be deemed final. Except as provided for in the DRS, all final documents are to be discarded seven (7) years after the close of a project/case/file.
- C. Permanent Records.** Permanent records include all business documents that define Association’s scope of work, expressions of professional opinions, research and reference materials. Such include, but are not limited to contracts, proposals, materials referencing expert opinions, annual financial statements, federal tax returns, payroll registers, copyright registrations, patents, *etc.* Except as provided for in the Document Retention Schedule (Appendix “A”), all permanent documents are to be retained indefinitely.
- D. Accounting and Corporate Tax Records.** Accounting and corporate tax records include, but are not limited to: financial statements; ledgers; audit records; invoices and expense records; federal, state, and property tax returns; payroll; accounting procedures; gross receipts; customer records; purchases; *etc.* Unless otherwise specified in the DRS, such records should be retained for the minimum of six (6) years or until the statute of limitations for a particular record expires (please consult the Association’s counsel for time periods if you manage/control such records).
- E. Workplace Records.** Workplace records include, but are not limited to Articles of Incorporation, bylaws, meeting minutes,

deeds and titles, leases, policy statements, contracts and agreements, patents and trademark records, *etc.* Unless otherwise specified in the DRS, such records should be retained in perpetuity.

- F. Employment, Employee, and Payroll Records.** Employment records include, but are not limited to job announcements and advertisements; employment applications, background investigations, resumes, and letters of recommendation of persons not hired; *etc.* Unless otherwise specified in the DRS, such records should be retained for the minimum of one (1) year.

Employee records include, but are not limited to employment applications, background investigations, resumes, and letters of recommendation of current and past employees, records relating to current and past employee's performance reviews and complaints, *etc.* Unless otherwise specified in the DRS, such records should be retained for the minimum of three (3) years following unemployment with Association.

Payroll records include, but are not limited to wage rate tables; salary history; current rate of pay; payroll deductions; time cards; W-2 and W-4 forms; bonuses; *etc.* Unless otherwise specified in the DRS, such records should be retained for the minimum of six (6) years.

- G. Bank Records.** Bank records include, but are not limited to bank deposits; check copies; stop payment orders; bank statements; check signature authorizations; bank reconciliations; *etc.* Unless otherwise specified in the DRS, such records should be retained for the minimum of three (3) years.

- H. Legal Records.** Legal records include, but are not limited to all contracts, legal records, statements, and correspondence, trademark and copyright registrations, patents, personal injury records and statements, press releases, public findings, *etc.* Unless otherwise specified in the DRS, such records should be retained for the minimum of seven (7) years.

- I. **Historical Records.** Historical records are those that are no longer of use to the Association, but by virtue of their age or research value may be of historical interest or significance to Association. Historical records should be retained indefinitely.

4. Storage

- A. **Tangible Records.** Tangible records are those in which you must physically move to store, such as paper records (including records printed versions of electronically saved documents), photographs, audio recordings, advertisements and promotional items. Active records and records that need to be easily accessible may be stored in the Association's office space or equipment. Inactive records can be stored off-site if approved by the DRP Manager.
- B. **Electronic Records.** Electronic mail ("email") and electronic documents should be either printed and stored as tangible records, or downloaded to a computer file and kept electronically or on a disk. The Association should make reasonable efforts to back-up electronic records on central servers. It is important that all employees take precautionary measures to save work and electronic records and store back-ups on the Association's network drive. If you save sensitive or important records on computers or disks, you should duplicate the information in an alternate format because the records may be lost or damaged.

5. Destruction/Deletion

- A. **Tangible Records.** Tangible records should be destroyed by shredding or some other means that will render them unreadable. If you have a record that you do not know how to destroy, such as a photograph, compact disk, or tape recording, ask the advice of the Association's DRP Manager.
- B. **Electronic Records.** Electronic records that you "delete" may remain in the computer's system. Thus, the Association's information technology ("IT") consultant will be responsible for permanently removing deleted emails and other electronic records from the computer system. Deleting files and emptying

the recycling bin is usually sufficient in most circumstances to get rid of a record. However, because electronic records can be stored in many locations, the Association's IT consultant will be responsible for permanently removing deleted files from the computer system. Keep in mind, where duplicate records are involved, both copies must be destroyed/deleted where proper.

6. **Cessation of Record Destruction/Deletion.** If a lawsuit is filed or imminent, or a legal document request has been made upon the Association, ALL RECORD DESTRUCTION MUST CEASE IMMEDIATELY. The Association's DRP Manager may suspend this DRP to require that document's relating to the lawsuit or potential legal issue(s) be retained and organized. A critical understanding of this section is imperative. Should you fail to follow this protocol, you and/or the Association may be subject to fines and penalties, among other sanctions.

7. **Acknowledgement.** I have read and understand the purpose of this DRP. I understand that strict adherence to this DRP is a condition of my employment with Association. If I do not understand something regarding this DRP, I will contact Association's DRP Manager immediately for clarification. I agree to abide by Association's DRP.

Employee's Signature

Date

Employee's Name (print)

Appendix (A)

Document Retention Schedule

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored.

The following table provides the minimum requirements.

| Type of Document | Minimum Requirement |
|---|---------------------|
| Accounts payable ledgers and schedules | 7 years |
| Audit reports | Permanently |
| Bank Reconciliations | 2 years |
| Bank statements | 3 years |
| Checks (for important payments and purchases) | Permanently |
| Contracts, mortgages, notes and leases (expired) | 7 years |
| Contracts (still in effect) | Permanently |
| Correspondence (general) | 2 years |
| Correspondence (legal and important matters) | Permanently |
| Correspondence (with customers and vendors) | 2 years |
| Deeds, mortgages, and bills of sale | Permanently |
| Depreciation Schedules | Permanently |
| Duplicate deposit slips | 2 years |
| Employment applications | 3 years |
| Expense Analyses/expense distribution schedules | 7 years |
| Year End Financial Statements | Permanently |
| Insurance Policies (expired) | 3 years |
| Insurance records, current accident reports, claims, policies, etc. | Permanently |
| Internal audit reports | 3 years |
| Inventories of products, materials, and supplies | 7 years |
| Invoices (to customers, from vendors) | 7 years |
| Minute books, bylaws and charter | Permanently |
| Patents and related Papers | Permanently |
| Payroll records and summaries | 7 years |
| Personnel files (terminated employees) | 7 years |
| Retirement and pension records | Permanently |
| Tax returns and worksheets | Permanently |
| Timesheets | 7 years |
| Trademark registrations and copyrights | Permanently |
| Withholding tax statements | 7 years |

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Document Destruction

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored.

Nonprofit organizations should have a written, mandatory document retention and periodic destruction policy. Policies such as this will eliminate accidental or innocent destruction. In addition, it is important for administrative personnel to know the length of time records should be retained to be in compliance.

The following table provides the minimum requirements.

| Type of Document | Minimum Requirement |
|---|----------------------------|
| Accounts payable ledgers and schedules | 7 years |
| Audit reports | Permanently |
| Bank Reconciliations | 2 years |
| Bank statements | 3 years |
| Checks (for important payments and purchases) | Permanently |
| Contracts, mortgages, notes and leases (expired) | 7 years |
| Contracts (still in effect) | Permanently |
| Correspondence (general) | 2 years |
| Correspondence (legal and important matters) | Permanently |
| Correspondence (with customers and vendors) | 2 years |
| Deeds, mortgages, and bills of sale | Permanently |
| Depreciation Schedules | Permanently |
| Duplicate deposit slips | 2 years |
| Employment applications | 3 years |
| Expense Analyses/expense distribution schedules | 7 years |
| Year End Financial Statements | Permanently |
| Insurance Policies (expired) | 3 years |
| Insurance records, current accident reports, claims, policies, etc. | Permanently |
| Internal audit reports | 3 years |
| Inventories of products, materials, and supplies | 7 years |
| Invoices (to customers, from vendors) | 7 years |
| Minute books, bylaws and charter | Permanently |
| Patents and related Papers | Permanently |
| Payroll records and summaries | 7 years |
| Personnel files (terminated employees) | 7 years |
| Retirement and pension records | Permanently |
| Tax returns and worksheets | Permanently |
| Timesheets | 7 years |
| Trademark registrations and copyrights | Permanently |
| Withholding tax statements | 7 years |

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