

# FSBA Board of Directors Proposals Dec. 2024

There are 5 proposals

PROPOSAL NUMBER	FSBA POLICY/BYLAW	DESCRIPTION OF THE PROPOSED AMENDMENT	RATIONALE FOR THE PROPOSED CHANGE	PROPOSAL ORIGINATOR
24.2	<p><b>NEW POLICY 2026</b></p> <p>National Affiliate Positions</p>	<p><i>NEW POLICY Proposal</i></p> <p>SEE LANGUAGE, BELOW</p>	<p>Defines process for approval of any FSBA positions related to National Affiliate (currently COSSBA).</p> <p>This includes processes for</p> <ul style="list-style-type: none"> <li>• FSBA-initiated federal issue positions to propose to Affiliate</li> <li>• FSBA positions on Consortium initiated federal issues under consideration</li> <li>• FSBA-initiated Bylaws and/or Policy proposals</li> <li>• FSBA positions on Consortium initiated Bylaws and/or Policy Proposals</li> </ul>	<p><b>Originated Policy Committee</b></p> <p><b>Approved by Policy Committee 11.01.2024</b></p> <p><b>SCHEDULED BOD 12.03.2024</b></p> <p><b>SCHEDULED General Membership 12.05.2024</b></p>
<p><b>2026</b></p> <p><b>National Affiliate Positions</b></p>				

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All FSBA federal advocacy positions taken in collaboration with national affiliates shall be reviewed to ensure they align with FSBA's approved platforms and positions of support. There shall be ample opportunity for discussion and input from the FSBA membership.

### A. Definitions

1. Federal Advocacy Position: a statement of public policy and advocacy on an issue of federal importance and jurisdiction; for consideration by COSSBA at their Annual Business Session
2. Bylaws proposals: edits to the COSSBA approved governing documents; for consideration by COSSBA at their Annual Business Session
3. National Affiliate: any nationally recognized collaborative entity that has received membership approval by the FSBA Board of Directors.

B. Timeline – specific dates and deadlines for federal advocacy and bylaws proposals are governed by the COSSBA approved Bylaws. Once the calendar for COSSBA amendments to either process is made available, the FSBA staff shall inform the FSBA Board of Directors of the relevant dates to ensure all deadlines will be met.

### C. Federal Advocacy Positions

1. To ensure successful representation of the Association, the FSBA Federal Relations Subcommittee will assist in preparing the Delegate for the COSSBA Annual Business Meeting.
2. FSBA-initiated positions--must align with FSBA approved platforms and positions of support.

Any position, for consideration by FSBA to submit to COSSBA, shall be presented to the FSBA Federal Relations Committee for consideration and evaluation.

- a. Step 1: Item/position must be approved by the FSBA Federal Relations Subcommittee
  - b. Step 2: Item/position must be approved by two-thirds (2/3) vote of attending committee members of the FSBA Advocacy Committee
  - c. Step 3: Item/position must be approved by the FSBA Board of Directors (BOD)
  - d. Step 4: Item/position must be presented to the FSBA General Membership Meeting at the November Annual Joint Conference (AJC), calling for public comment from the entire FSBA membership which will inform FSBA's delegate to the COSSBA Annual Business Meeting.
3. FSBA-support for proposed positions if aligned with FSBA approved platforms and positions of support
    - a. Step 1: Item/position must be approved by the FSBA Federal Relations Subcommittee

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- b. Step 2: Item/position must be approved by FSBA’s Executive Committee
  - 4. FSBA-support for or opposition to proposed position if NOT aligned with FSBA approved platforms and positions of support
    - a. Step 1: Item/position must be approved by the FSBA Federal Relations Subcommittee
    - b. Step 2: Item/position must be approved by two-thirds (2/3) vote of attending committee members of the FSBA Advocacy Committee
    - c. Step 3: Item/position must be approved by the FSBA Board of Directors prior to the COSSBA Annual Business Meeting
- D. Bylaws and/or Policy Proposals
- 1. FSBA-initiated Bylaws and/or Policy Proposal—must meet all timelines published by COSSBA.
    - a. Step 1: Proposed amendment must be approved by the FSBA Policy Committee
    - b. Step 2: Proposed amendment must be approved by the FSBA Executive Committee
    - c. Step 3: Proposed amendment must be approved by the FSBA Board of Directors
  - 2. FSBA-support for proposed Bylaws and/or Policy Proposal-- will typically be available 30 days prior to the COSSBA Annual Business Meeting but could occur during the COSSBA Annual Business Meeting
    - a. Step 1: As soon as the first version of proposals is received from COSSBA, the FSBA Executive Committee shall schedule a meeting to discuss all submitted proposals
    - b. Step 2: Proposed amendment must be approved by the FSBA Executive Committee
- E. In the event that membership in a national affiliate ceases, this policy will be repealed. If membership in another organization is approved by the FSBA Board of Directors, a policy update must be presented within six (6) months to ensure conformity with the new organization’s processes.

<b>PROPOSAL NUMBER</b>	<b>FSBA POLICY/BYLAWS</b>	<b>DESCRIPTION OF THE PROPOSED AMENDMENT</b>	<b>RATIONALE FOR THE PROPOSED CHANGE</b>	<b>PROPOSAL ORIGINATOR</b>
<b>24.3</b>	POLICY 1015 –  NOMINATION PROCEDURES FOR EXECUTIVE OFFICER POSITIONS	Removes “board”	Clarifies that members of the Nominating Committee may not be FSBA Board of Director	<b>Originated Policy Committee</b>

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			<p>members (though they could be).</p> <p>The word “board” in this instance was confusing. Did it refer to “school board members” or FSBA “Board of Director members”?</p> <p>This cleans up the confusion, clarifying that Nominating Committee are any FSBA members</p>	<p><b>Approved by Policy Committee 11.01.2024</b></p> <p><b>SCHEDULED BOD 12.3.2024</b></p> <p><b>SCHEDULED General Membership 12.05.2024</b></p>
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## 1015 - NOMINATION PROCEDURES FOR EXECUTIVE OFFICER POSITIONS

The following is the orderly process for filling the Executive Officer positions of the Association that shall be followed by the Nominating Committee.

The Nominating Committee shall develop an application form and questionnaire for school board members to apply for an Executive Officer position(s) with FSBA. This application form and questionnaire shall be completed and submitted by the applicants to the Nominating Committee at the FSBA office by the date established by the Committee Chair.

The Nominating Committee shall announce the due date for submission of applications and questionnaires to FSBA members through the usual channels of communication for the association.

- A. The application process may be reopened to the general membership for a time certain period if no applications are received for an Executive Officer position(s). The same application procedures shall be followed during this extension.
- B. A candidate who applies for an Executive Officer position(s) shall not solicit the support and endorsement of **board members** on the Nominating Committee for the position and shall not engage the services of other school board members to promote their candidacy for the position other than the solicitation of endorsement letters for the application to the Nominating Committee.
- C. The Nominating Committee shall consider in its deliberations whether an applicant for an Executive Officer position has earned the distinction of Certified Board Member (CBM) or any

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other distinction offered or recognized by the Association.

The Nominating Committee shall meet, review the applications, and interview all candidates.

The Nominating Committee shall submit a member for each office to the general membership for each position for which there is an applicant.

The Nominating Committee Chair shall select from a question bank a list of at least ten (10) questions which will be asked of each applicant for an Executive Officer's position during the interview process. At least fifty percent (50%) of the questions chosen shall be different from those used during the interview process in the previous year. The questions used each year are to be filed with the FSBA office and given to the new Nominating Committee Chair the following year.

The Past Presidents' Committee shall prepare the initial bank of questions.

Revisions and changes may be made by the Nominating Committee as necessary.

In order to vote in the selection of individuals for the Executive Officer positions, Nominating Committee members, or alternates, shall have been in attendance for all applicant interviews.

Two (2) alternates shall be selected on a rotating basis from different geographical regions to be present for the interviews in the event one (1) or two (2) committee members fail to attend the meeting of the Nominating Committee. If all members are present for the interviews, the alternates shall be dismissed.

All deliberations and discussion of the Nominating Committee shall be confidential and not repeated outside the Committee room.

The Nominating Committee Chair shall notify the applicants of the Committee's decision immediately after the meeting. The Chair may counsel those candidates who were not selected to provide insight on leadership skills to enhance their future candidacy.

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<b>24.4</b>	POLICY 3015  Powers and Duties of the Chief Executive Officer	Remove: "ending litigation"  and in its place Add:  "all legal matters"	Adds clarification that consultation would occur not just for ending litigation but for all legal matters	<b>Originated Policy Committee</b>  <b>Approved by Policy Committee 11.01.2024</b>  <b>SCHEDULED</b>

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				<b>BOD 12.03.2024</b>
				<b>SCHEDULED General Membership 12.05.2024</b>

## 3015 - POWERS AND DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer, as secretary and executive officer of the Florida School Boards Association (Association), shall have the responsibility for the administration and management of the Association.

The Chief Executive Officer shall enforce the policies and procedures of the Association.

The Chief Executive Officer shall provide direction for and the supervision and evaluation of the Association's staff.

Additionally, the Chief Executive Officer shall:

- A. exercise general oversight over the Association in order to determine problems and needs, and recommend improvements.
- B. advise and counsel with the Executive Officers, the Board of Directors, and/or the general membership on all educational matters, including ~~ending all legal matters litigation~~, and make recommendations to the Executive Officers for action regarding such matters as should be acted upon.
- C. recommend to the Executive Officers such policies as the Chief Executive Officer considers necessary for the Association's more efficient operation.
- D. recommend the employment of staff and the assignment of their regular duties.
- E. require that all policies of the Association are properly observed by the Association staff.
- F. delegate authority to staff in any matters, when it becomes expedient to do so, and assume full responsibility for the execution and satisfactory completion of the delegated activities.
- G. approve the affiliation and authorization of payment for membership fees/dues for FSBA or staff representatives in local, state, or national organizations provided the membership in the organization contributes positively to FSBA's objectives.

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PROPOSAL NUMBER	FSBA POLICY/BYLAW	DESCRIPTION OF THE PROPOSED AMENDMENT	RATIONALE FOR THE PROPOSED CHANGE	PROPOSAL ORIGINATOR
24.5	COSSBA Bylaws Article VII Consortium Board of Directors	Adds “and the majority of the Board”	Because the President is selected on a rotation basis and not elected, this amendment ensures that there is support for any in person meeting rather than allowing a single person to make a unilateral decision	Originated Policy Committee Approved by Policy Committee 11.01.2024 SCHEDULED BOD 12.3.2024 Send to COSSBA by 1.2025



## Bylaws

Adopted July 20, 2022 (Amended January 6, 2023; March 31, 2023, February 23, 2024)

### Article VII – Consortium Board of Directors

#### COSSBA Board of Director Duties

The COSSBA Board of Directors

shall:

1. Contract/employ a COSSBA Executive Director and determine his/her duties, responsibilities, and compensation;
2. Be consulted by the COSSBA Executive Director in the establishment of new positions, the establishment of new programs, and in selecting outside legal counsel for COSSBA when legal representation is deemed necessary by the COSSBA Board of Directors;
3. Approving compensation for COSSBA employees/consultants;
4. Carry on the necessary business of COSSBA between regular and special meetings thereof;
5. Meet when called by the Chairperson and determine the place, date, and hour of regular meetings of the COSSBA Board of Directors and committees;
6. Adopt policies necessary for the conduct of the business of the COSSBA Board of Directors and the Consortium;
7. Adopt and document an annual membership dues structure as referenced in Article IV;

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8. Propose resolutions, position statements and amendments to the Bylaws when deemed necessary by the COSSBA Board of Directors;
9. Adopt and oversee COSSBA’s annual operating and capital budgets. Oversight shall consist of:
  - a. Review and analysis of the finances of COSSBA.
  - b. Adoption of an investment policy.
  - c. Oversight, review, and approval of the COSSBA’s annual audit of revenues and expenditures, including selection of an auditor.
  - d. Approve and monitor income producing programs of COSSBA; and
  - e. Recommend any changes to the dues structure compatible with the goals and objectives of COSSBA and subject to member approval.
10. Approve any leasing, purchasing, or buying or selling of real property and improvements as it deems necessary and appropriate;
11. Approve any purchase or sale of capital assets not consisting of real property and improvements as it deems necessary and appropriate. Approval may be accomplished through adoption of budgets or periodic review and approval by motion of a capital depreciation schedule;
12. Approve the purchase of commercial or director and officer liability insurance to provide indemnification for directors and officers;
13. Consent to the terms of loans and other obligations COSSBA takes on as it deems necessary and appropriate, other than in the ordinary course of day-to-day operations;
14. Develop a Strategic Plan for the current and future success of COSSBA;
15. Meet at least four times annually, to conduct the business of the COSSBA Board of Directors, in conjunction with COSSBA events when practical, or otherwise virtually, unless the nature of the business to be considered as determined by the Chairperson **and the majority of the Board**, necessitates an in-person meeting;
16. Provide timely and transparent reports to the membership on decisions of the COSSBA Board of Directors; and
17. Exercise such other powers as are authorized by law and that are not reserved to the COSSBA membership, or the COSSBA Executive Director as set forth in Article X of these Bylaws.

PROPOSAL NUMBER	FSBA POLICY/BYLAWS	DESCRIPTION OF THE PROPOSED AMENDMENT	RATIONALE FOR THE PROPOSED CHANGE	PROPOSAL ORIGINATOR
24.6	COSSBA Bylaws Article VII Committees	<p><b>Adds,</b> “ Directors according to Board Policy 1040: <i>Board Committees,</i>”</p> <p><b>And</b> “Standing Committees include:</p> <ul style="list-style-type: none"> <li>• Executive Committee</li> <li>• Policy Review Committee</li> <li>• Governmental Affairs Advisory Committee (GAAC)”</li> </ul>	<p><b>Links Board Policy calling for committees to Bylaw calling for committees</b></p> <p><b>Codifies the current 3 standing committees in Bylaw to ensure they will always exist, unless a vote of the membership</b></p>	<p><b>Originated Policy Committee</b></p> <p><b>Approved by Policy Committee 11.01.2024</b></p> <p><b>SCHEDULED BOD 12.03.2024</b></p>



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		<p><b>REMOVES:</b>          “Executive Committee          The Executive Committee shall have the authority to act between meetings of the COSSBA Board of Directors on issues that the Executive Committee deems to be emergency in nature, subject to ratification by the COSSBA Board of Directors. The Executive Committee shall provide to the COSSBA Board of Directors appropriate notification and topics of discussion prior to such emergency meetings. A full report and minutes will be provided to the COSSBA Board of Directors at their next meeting.</p> <p>The Executive Committee shall be composed of the following members:</p> <ol style="list-style-type: none"> <li>1. Chairperson;</li> <li>2. Chairperson-Elect;</li> <li>3. Past Chairperson;</li> <li>4. One director of the COSSBA Board of Directors from each area (total 4) based on a modified Area Rotation. The rotation will utilize the current year of the board members term to determine if they are on the Executive Committee as described in Appendix 4; and</li> <li>5. The COSSBA Executive Director shall be an ex-officio member without voting rights.</li> </ol> <p>The term of each member of the Executive Committee shall be one year. The Chairperson of COSSBA shall serve as</p>	<p><b>eliminates them via Bylaw amendment</b></p> <p><b>Removes description of Executive Committee which is duplicated (and rightly contained) in board policy rather than Bylaw</b></p>	<p><b>SEND to COSSBA 1.2025</b></p>
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		Chairperson of the Executive Committee.”		
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## Bylaws

Adopted July 20, 2022 (Amended January 6, 2023; March 31, 2023, February 23, 2024)

### Article VIII – Committees

#### Executive Committee

The Executive Committee shall have the authority to act between meetings of the COSSBA Board of Directors on issues that the Executive Committee deems to be emergency in nature, subject to ratification by the COSSBA Board of Directors. The Executive Committee shall provide to the COSSBA Board of Directors appropriate notification and topics of discussion prior to such emergency meetings. A full report and minutes will be provided to the COSSBA Board of Directors at their next meeting.

The Executive Committee shall be composed of the following members:

1. Chairperson;
2. Chairperson-Elect;
3. Past Chairperson;
4. One director of the COSSBA Board of Directors from each area (total 4) based on a modified Area Rotation. The rotation will utilize the current year of the board members term to determine if they are on the Executive Committee as described in Appendix 4; and
5. The COSSBA Executive Director shall be an ex-officio member without voting rights.

The term of each member of the Executive Committee shall be one year. The Chairperson of COSSBA shall serve as Chairperson of the Executive Committee.

#### Standing Committees

Standing Committees shall be established by the COSSBA Board of Directors as may be required to promote the objectives and interests of COSSBA. The Chairperson shall appoint the members annually and will be approved by COSSBA Board of Directors.

Standing Committees will report back any recommendations or findings at the next COSSBA Board of Directors meeting that follows the most recent meeting of the Standing Committee.

Standing Committees do not have authority to take action on behalf of COSSBA unless specifically authorized by a vote of the full COSSBA Board of Directors to take action on a limited basis.

#### Ad Hoc Committees

The Chairperson, in consultation with the COSSBA Board of Directors, may appoint Ad Hoc

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Committees as deemed necessary to properly perform or more effectively carry out the work and purposes of COSSBA. Any such committee appointed shall include equal representation from each area. After an Ad Hoc Committee has reported to the Board, it shall be dissolved.

### REVISED SUGGESTION:

#### Article VIII – Committees

##### Standing Committees

Standing Committees shall be established by the COSSBA Board of Directors according to Board Policy 1040: Board Committees, as may be required to promote the objectives and interests of COSSBA. The Chairperson shall appoint the members annually and will be approved by COSSBA Board of Directors.

Standing Committees will report back any recommendations or findings at the next COSSBA Board of Directors meeting that follows the most recent meeting of the Standing Committee.

Standing Committees do not have authority to take action on behalf of COSSBA unless specifically authorized by a vote of the full COSSBA Board of Directors to take action on a limited basis.

##### Standing Committees include:

- Executive Committee
- Policy Review Committee
- Governmental Affairs Advisory Committee (GAAC)

*[All of the language, below, is in Board Policy 1040: Board Committees]*

##### Executive Committee

The Executive Committee shall have the authority to act between meetings of the COSSBA Board of Directors on issues that the Executive Committee deems to be emergency in nature, subject to ratification by the COSSBA Board of Directors. The Executive Committee shall provide to the COSSBA Board of Directors appropriate notification and topics of discussion prior to such emergency meetings. A full report and minutes will be provided to the COSSBA Board of Directors at their next meeting.

The Executive Committee shall be composed of the following members:

6. Chairperson;
7. Chairperson-Elect;
8. Past Chairperson;
9. One director of the COSSBA Board of Directors from each area (total 4) based on a modified Area Rotation. The rotation will utilize the current year of the board members term to determine if they are on the Executive Committee as described in Appendix 4; and
10. The COSSBA Executive Director shall be an ex-officio member without voting rights.

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~~The term of each member of the Executive Committee shall be one year. The Chairperson of COSSBA shall serve as Chairperson of the Executive Committee.~~

### Ad Hoc Committees

The Chairperson, in consultation with the COSSBA Board of Directors, may appoint Ad Hoc Committees as deemed necessary to properly perform or more effectively carry out the work and purposes of COSSBA. Any such committee appointed shall include equal representation from each area. After an Ad Hoc Committee has reported to the Board, it shall be dissolved.