

Nevada Association of School Superintendents Bylaws

ARTICLE 1 - NAME

The name of this association shall be the Nevada Association of School Superintendents. Members of the association may refer to the organization as "NASS".

ARTICLE 2 - PURPOSE

The purpose of this organization is to take action through leadership, training, support and advocacy to ensure the highest quality of education for all students within the State of Nevada.

ARTICLE 3 - MEMBERSHIP

Membership of NASS shall include:

1. Current Nevada school district superintendents and the Executive Director of the State Public Charter School Authority who serve in an equal capacity where the voice or vote of one has equal weight to the voice or vote of any other.
2. The State Superintendent of Public Instruction, and Assistant or Deputy Superintendent(s) of Public Instruction may be invited to attend meetings.

ARTICLE 4 - AFFILIATION

NASS shall be the association recognized by the State as the American Association of School Administrators (AASA) affiliate for Nevada.

ARTICLE 5 - COMMITTEE REPRESENTATION

NASS shall vote to approve representation on the following committees or affiliates annually at its May meeting. Any member wishing to be considered for a position may make his/her name known. Members may also submit names for consideration. Election/Appointment to serve in listed positions, or any others established through legislation, shall be approved at the May meeting by a majority of voting members. Each term shall be for one year commencing on July 1 and serving through June 30 unless otherwise required by state law and/or regulation.

NIAA Representative – 2-year term

AASA Representatives (2) - 3-year term

TLC Representative - Appointed to 3-year term by the Governor from nominations Governing Board of Southern RPDP – 2-year term

Governing Board of Eastern RPDP – 2-year term

Governing Board of Northwest RPDP – 2-year term

Statewide Coordinating Council RPDP – 2-year term

State Board non-voting Member - Appointed by the Governor: 1-year term from nominations ACT State Committee – 2-year term

Superintendents' PD – 1-year term

Grants' Committee – 1-year term

Commission on Professional Standards (COPS) - Appointed by the Governor: 3-year term from nominations

DHH Grants Management Advisory Committee – 2-year term

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ARTICLE 6 - DUES

Section 1: Dues shall be collected annually to support professional development and business expenses for the members of NASS.

Professional development consists of online and in person options throughout the year including the Superintendents' Conference(s). Business expenses are those operational items included in the annually approved NASS budget. Dues shall be reviewed yearly and voted upon at the May meeting.

Section 2: The Secretary-Treasurer shall serve as the fiscal agent for NASS. The Dues assessment shall adhere to the following schedule approved by NASS in April of 2016 is based upon enrollment or administrators participating in professional development:

- Fewer than 550 students \$500.00
- 551-1500 students \$1,000.00
- 1501-3500 students \$3,000.00
- 3501-10,000 students \$5,000.00
- 10,001-15,000 students \$8,000.00
- 15,001-75,000 \$10,000.00
- 75,000 plus students \$15,000.00

Section 3: Lobbying Fees - NASS shall solicit the services of a lobbyist to represent the group in legislative issues. Lobbying fees shall be in addition to annual dues and shall be for a two- year cycle. The lobbyist shall represent the seventeen (17) school districts. The State Public Charter School Authority is exempt from lobbying fees and shall not participate in lobbying activities. Any time there is a split among members of NASS, each individual district shall be called upon to testify before the Legislature and the NASS lobbyist shall remain neutral, or silent on said issue(s).

The contract is to be negotiated every two years during each even year by the President of NASS or their designee. The contract amount is currently \$59,800.00. The fee breakdown is as follows:

- February-June of Legislative years = \$25,000
- 19 other months = \$1,700/month or \$32,300 (for attendance and testimony at State Board meetings and various committee/legislative subcommittee meetings)
- Miscellaneous Expenses \$2,500

The assessment to each school district shall be \$1,200 for school districts with enrollment under 1000 students. The remaining amount is to be divided equally among all other school districts. The enrollment assessment and dues will be based on September 15 of even years. Dues must be paid by October 15 of even years.

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ARTICLE 7- OFFICERS

Section 1: The elected officers of NASS shall be President, Vice President-President -Elect, Secretary -Treasurer. Officers shall serve a one-year term beginning July 1 thru June 30.

Section 2: At the writing of this governing document, all offices have been duly elected and therefore, only the office of Secretary-Treasurer shall be elected by majority vote at the May meeting of each year to continue the model of succession long established within this association.

Section 3: All officers shall be active members of NASS. The Vice President shall automatically succeed to the Presidency when the President's term expires, or the office becomes vacant and then serve his or her own term as President. Likewise, all other officers will succeed to the next office when their terms expire, or any office becomes vacant. (i.e., Vice President to President, Secretary-Treasurer to Vice President)

Section 4: If an office, other than the President becomes vacant, a successor shall be elected by majority vote at the next scheduled monthly meeting and shall serve the remainder of the term of office.

Section 5: Duties of Officers

President:

1. Work with other officers, the Executive Director, and NASS Lobbyist to carry out the purposes, practices, and policies of NASS
2. Preside at all NASS meetings.
3. Has the authority to authorize additional NASS meetings as deemed necessary by circumstance or at member request
4. Act as the lead liaison to the Nevada Department of Education

Vice President/President-Elect:

1. Shall serve as a team member at the president's direction
2. Shall preside and perform all duties of the president in case of the president's absence

Secretary-Treasurer:

1. Shall serve as a team member at the president's direction.
2. Shall assure that NASS meeting minutes are prepared, maintained, and available to members.
3. The Secretary-Treasurer shall serve as the fiscal agent for the organization.
4. Shall preside and perform all duties of the president in case of the president's and vice president's absence.

Section 6: The Administrative Assistant to the President shall serve as the coordinating assistant to NASS during the term of the President for the purposes of communication and preparation of agendas.

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Section 7: The Executive Director of NASS shall serve under the direction of the President to execute the association's purpose, policies, and business. The Executive Director will perform the job functions listed in the job description and other duties as assigned by the President and his or her officers.

Section 8: Any NASS officer may resign from office at any time by submitting his or her written resignation, which shall be effective upon receipt by the Executive Director.

Section 9: Members may remove any officer whenever in its judgment the best interests of NASS will be served. If any officer shall at any time cease to meet the qualification or fulfill the duties of the position, that person may be removed from the office by resolution during a closed session of a regular or special NASS meeting.

Member complaints and allegations concerning an officer shall be made in writing and filed with the Executive Director or another officer. A presiding officer will bring the issue to the attention of the officer in question. No officer shall be removed without having the opportunity to be heard. A presiding officer will provide the officer in question with a written notice of the intention to consider removal and reason that has been provided. No formal hearing procedure needs to be followed.

ARTICLE 8 - PARLIAMENTARY AUTHORITY

Section 1: NASS is not subject to Nevada Open Meeting Law and the latest edition of Robert's Rules of Order shall govern in all meetings of NASS.

Section 2: Amendments to the Bylaws of NASS shall be discussed at any monthly meeting and voted upon at the next monthly meeting. Any proposed amendment will be considered approved by a majority vote of members attending the meeting in person or otherwise as defined in this document.

ARTICLE 9 - MEETINGS

Section 1: NASS shall meet monthly on the first Thursday morning of each month, unless otherwise approved. NASS shall set the yearly schedule of meetings each May at its monthly meeting. The schedule of meetings shall:

- Include at least two meetings held in rural districts annually.
- During legislative years, the fall meetings shall be held in the south as much as possible and the spring meetings in the north.
- The meeting schedule shall be aligned with NASB training sessions when appropriate.

Attendance at meetings may be in person or via technological participation such as SKYPE, Google Hangout, ZOOM, or teleconference.

Section 2: Meeting agendas are to be constructed by the President and should focus on the

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issues of education within the State of Nevada. At least one week prior to the monthly meeting,

the Administrative Assistant to the President shall solicit proposed agenda items from only NASS members. The agenda for emergency meetings may be set by the President without solicitation from the membership.

Once the agenda has been established, the Administrative Assistant shall send it, via email, to all members and their designated representatives.

Presentations by vendors are to be held to a minimum and only for purposes which promote the purpose of NASS.

Section 3: Action items shall be voted upon and considered approved if a majority of voting members at the meeting (physically or otherwise) cast a vote in favor of the item. Any member may send a proxy to vote on any issue requiring a vote by NASS. NASS letterhead shall be used only when the issue at hand has 100% support from all members. NASS positions on lobbying shall be presented only when the issue has 100% support from all members.

Section 4: Closed sessions shall be held as necessary to discuss items among only NASS members. All other attendees must leave the room during the closed session. Any member may have a single proxy sit in the closed session on his or her behalf when he or she is absent.

Section 5: Minutes are to be kept of each meeting by the Secretary-Treasurer and submitted to the membership monthly. The Administrative Assistant to the President shall retain the minutes of each meeting in a file for future reference.

ARTICLE 10 - RECOGNITION

NASS recognizes one award annually. That award is for State Superintendent of the Year awarded through the American Association of School Administrators (AASA). The President shall call for nominations for State Superintendent of the Year annually at the April meeting.

The Past President or Past Superintendent of the Year shall prepare a summary of nominations and present them to all members of NASS by May 1 of each year. The vote for Superintendent of the Year shall occur by email response to the Past President or Past Superintendent of the Year no later than June 1 of that year. The nominee must receive a majority vote of the members who respond to the email process to be awarded the honor of Superintendent of the Year. The Past President or Past Superintendent of the Year shall retain the email responses for a period of two months following the electronic vote.

The NASS Superintendent of the Year will be announced at the June meeting of each year and shall be the honoree recognized by the Nevada AASA affiliate to represent Nevada at the annual AASA national convention and compete for National Superintendent of the Year.

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Article 11 - DISSOLUTION OR LIQUIDATION

No part of any income revenue and grant of or to NASS shall inure to the material or pecuniary benefit of a member, officer, or an private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any of the assets of NASS on its dissolution or liquidation. In the event of such dissolution or liquidation the assets of NASS after payments of debts and obligations, shall be transferred to an organization with federal tax-exemption for charitable and educational uses and purposes similar to those of NASS, which is not a private foundation within the meaning of the federal tax laws. The exempt organization shall be designated by the final officers of NASS.

ARTICLE 12 – CONFLICT OF INTEREST

Pursuant to Internal Revenue Services (IRS) Tax Exempt requirements, NASS has approved a Conflict-of-Interest policy. Supporting artifacts include the Conflict-of-Interest Statement and signature documents. Per the policy, Article VI, Annual Statements, each NASS member shall sign annually at the August meeting a statement which affirms they have:

- a) Received a copy of the conflicts of interest policy,
- b) Read and understands the policy, Nevada Association of School Superintendents Bylaws Adopted 3/7/2019 5 Revised 9/14/22
- c) Agrees to comply with the policy, and
- d) Understands that NASS is a nonprofit corporation and to maintain federal tax exemption it must engage primarily in educational activities.

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APPENDIX

APPENDIX A

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict-of-interest policy is to protect the **Nevada Association of School Superintendents** interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 non-profit and charitable corporations.

Article II

Definitions

1. 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

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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 Article III, Section 2, 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.

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Article III *Procedures*

1. 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.

2. 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.

3. Procedures for Addressing the Conflict of Interest

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.

- a. 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.
- b. After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.
- c. 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 Corporation'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.

4. Violations of the Conflicts of Interest Policy

- a. 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.
- b. 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.

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Article IV *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 board's 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.

Article V *Compensation*

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation 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 Corporation 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 Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI *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 Corporation 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.

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Article VII

Periodic Reviews

To ensure the Corporation 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 Corporations conform to the Corporation'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.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation 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.

ADOPTION OF CONFLICT-OF-INTEREST POLICY

I do hereby certify that the above stated Conflict of Interest Policy for the **Nevada Association of School Superintendents (NASS)**, were approved and adopted by members on August 1, 2019 constitutes a complete copy of the Conflict of Interest Policy of the Corporation.

President:



Wayne L. Workman

Date: August 1, 2019

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APPENDIX B

NASS Policy Supporting Document

Title: Conflict of Interest Statement

Adopted: August 1, 2019

Conflict of Interest Statement

A. It is the policy of the Nevada Association of School Superintendents (NASS) that all members shall avoid any conflict, and appearance of conflict, between their personal interests and the interests of NASS. In that regard, NASS membership adopts the following statements:

1. Superintendents shall not use their position, or the knowledge gained from NASS membership, in such a manner that a conflict between the interests of NASS and the personal interest of the superintendent arises.
2. The conduct of personal business between any superintendent and NASS is prohibited.
3. No person with a direct or indirect pecuniary interest in a contract or business relationship with NASS shall be eligible for nomination or election to or serve as a NASS officer.

B. Disclosure

To implement the NASS *Conflict of Interest* policy, members of NASS shall submit annual reports or when conflict arises on the form on the back of this statement. The reports will be reviewed by NASS's Vice President and Secretary Treasurer which will attempt to resolve any actual or potential conflict(s) and, in the absence of the resolution, refer the matter to the NASS President.

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APPENDIX C

NASS Policy: Conflict of Interest

Document Title: Potential Conflict of Interest Statement Signature Page

Potential Conflict of Interest Statement (please initial)

_____ 1. I have read the statement of policy regarding conflicts of interest.

_____ 2. To the best of my knowledge and belief, except as disclosed, I will not use my position, or the knowledge gained from my NASS membership, in such a manner that causes a conflict between the interests of NASS and my personal interests as a superintendent.

_____ 3. Except as disclosed, I understand conducting personal business as a superintendent and NASS is prohibited.

_____ 4. I accept that no person with a direct or indirect pecuniary interest in a contract or business relationship with NASS shall be eligible for nomination or election to or serve as a NASS officer.

I have received, read, and understand the Conflict-of-Interest Statement and will comply with the statement by bringing any potential conflict of interest situation to the elected officers for consideration.

Date

Signature/Title/District