

Bylaws



THE WASHINGTON STATE BOARD OF EDUCATION

An education system where students are engaged in personalized education pathways that prepare them for civic engagement, careers, postsecondary education, and lifelong learning

COVER: PROPOSED CHANGES TO THE BOARD BYLAWS

Prepared for the September 2019 Board Meeting

Information item.

As related to:

- Goal One:** All students feel safe at school, and have the supports necessary to thrive.
- Goal Two:** All students are able to engage in their schools and their broader communities, and feel invested in their learning pathways, which lead to their post-secondary aspirations.
- Goal Three:** School and district structures and systems adapt to meet the evolving needs of the student population and community, as a whole. Students are prepared to adapt as needed and fully participate in the world beyond the classroom.

- Goal Four:** Students successfully transition into, through, and out of the P-12 system.
- Goal Five:** Students graduate from Washington State high schools ready for civic engagement, careers, postsecondary education, and lifelong learning.
- Goal Six:** Equitable funding across the state to ensure that all students have the funding and opportunities they need, regardless of their geographical location or other needs.
- Other**

Materials included in packet:

- Current Bylaws
- Proposed Bylaws (committee recommended changes)
- Tracked Changes version of proposed bylaws

Synopsis:

The chair established an ad-hoc committee to review the current Board bylaws and draft proposed changes. The committee included Chair Lavery, Member Jennings, and Member Estes. Staff support was provided by Randy Spaulding, Executive Director and Linda Sullivan-Colglazier, Board Council. Key changes in the proposed bylaws include:

- Adds language on Board priorities including strategic plan and legislative positions.
- Clarifies language on external communication including ED as spokesperson for the Board and Board member communication with external groups. Note: committee discussed additional clarification on communication in Norms.
- Revised to add timeframe (terms) and give chair discretion to replace external liaisons.
- Revised to be more consistent with statutory language; Revised language in V.2.1 to align with current practice; Added requirement re: ADA accessibility (V.2.5).
- Adds language to allow for student “advisory vote” recorded by the secretary (V.3.5).

- Adds language to clarify the process for public attendance and participation during Board meetings.
- Creates process and structure for the creation of ad-hoc and standing committees.

Bylaws

of the

Washington State Board of Education

Adopted January 15, 2009

Amended January 8, 2015

Bylaws Index

ARTICLE I Name

ARTICLE II Purpose

ARTICLE III Membership and Responsibilities

Section 1. Board composition

Section 2. Meeting attendance and preparation,

Section 3. External communication

Section 4. Board responsibilities

ARTICLE IV Officers

Section 1. Designation

Section 2. Term of officers

Section 3. Officer elections

Section 4. Duties

ARTICLE V Executive Committee

Section 1. Executive committee

ARTICLE VI Meetings

Section 1. Regular meetings

Section 2. Agenda preparation

Section 3. Board action

Section 4. Consent agenda

Section 5. Parliamentary Authority

ARTICLE VII Committees

Section 1. Designation

ARTICLE VIII Executive Director

Section 1. Appointment

Section 2. Duties

Section 3. Annual evaluation

Section 4. Compensation of the executive director

Section 5: Termination and discipline of the executive director

ARTICLE IX Amending Bylaws

Section 1. Amending bylaws

Section 2. Suspending bylaws

ARTICLE I
Name

The name of this agency shall be the Washington State Board of Education.

ARTICLE II
Purpose

The purpose of the Washington State Board of Education is to provide advocacy and strategic oversight of public education; implement a standards-based accountability system to improve student academic achievement; provide leadership in the creation of a system that personalizes education for each student and respects diverse cultures, abilities, and learning styles; and promote achievement of the Basic Education Act goals of RCW 28A.150.210.

ARTICLE III
Membership and Responsibilities

Section 1. Board composition. The membership of the Washington State Board of Education is established by the Legislature and specified in the Revised Code of Washington (RCW 28A.305.011).

Section 2. Meeting attendance and preparation. Members are expected to consistently attend and prepare for board and committee meetings, of which they are members, in order to be effective and active participants. Members are further expected to stay current in their knowledge and understanding of the board's projects and policymaking.

Section 3. External communication. Members of the Board should support board decisions and policies when providing information to the public. This does not preclude board members from expressing their personal views. The executive director or a board designee will be the spokesperson for the board with the media.

Section 4. Board responsibilities. The board may meet in order to review any concerns presented to the chair or executive committee about a board member's inability to perform as a member or for neglect of duty.

Section 5. Member designation as external group liaison. (1) The board chair may designate an individual member as a liaison to an external group.

ARTICLE IV Officers

Section 1. Designation. There shall be five officers of the board: the chair, the vice chair, the immediate past chair, when available, and at least two members at-large.

Section 2. Term of officers. (1) The chair shall serve a term of two years and may serve for no more than two consecutive two-year terms.

(2) The vice chair shall serve a term of two years and may serve no more than two consecutive two-year terms.

(3) The members at-large shall serve a term of one-year and may serve no more than two consecutive one-year terms.

(4) (a) The immediate past chair shall serve a term of one-year.

(b) Once the immediate past chair has served her/his one year term, the fifth officer position shall be elected as a member at-large.

Section 3. Officer elections. (1) Elections shall be conducted by ballot and in accordance with RCW 42.30.060

(2) **Two-year positions.** (a) The chair and vice chair shall be elected biennially by the board at the planning meeting of the board.

(b) Each officer under subsection (1)(a) shall take office at the end of the meeting and shall serve for a term of two years or until a successor has been duly elected. No more than two consecutive two-year terms may be served by a Board member as chair, or vice chair.

(3) **One-year position.** (a) The member at-large officer positions shall be elected annually by the Board at the planning meeting of the board.

(b) The members of the board elected as members at-large shall take office at the end of the meeting and shall serve for a term of one year or until a successor has been duly elected. No more than two consecutive one-year terms may be served by a board member as a member at-large.

(c) The immediate past chair position shall be considered a member at-large position for the purpose of duties and term limits.

(4) **Vacancies.** (a) Upon a vacancy in any officer position, the position shall be filled by election not later than the date of the second ensuing regularly scheduled board meeting. The member elected to fill the vacant officer position shall begin service on the executive committee at the end of the meeting at which she or he was elected and complete the term of office associated with the position.

(b) Time served filling the remainder of a term of office due to vacancy does not count towards the established term limits.

(5) **Ties.** (a) After three tied votes for an officer position, the election shall be postponed until the next regularly scheduled meeting, at which time one final vote will be taken.

(b) If the final vote results in a tie, all candidate names shall be placed in a receptacle and the election for the officer position shall be decided by a blind draw of a candidate name from the receptacle by the chair.

Section 4. Duties. (1) **Chair.** The chair shall preside at the meetings of the board, serve as chair of the executive committee, make committee and liaison appointments, be the official voice for the board in matters pertaining to or concerning the board, its programs and/or responsibilities, and otherwise be responsible for the conduct of the business of the board.

(2) **Vice Chair.** The vice chair shall preside at board meetings in the absence of the chair, sit on the executive committee, and assist the chair as may be requested by the chair. When the chair is not available, the vice chair shall be the official voice for the board in all matters pertaining to or concerning the board, its programs and/or responsibilities.

(3) **Immediate Past Chair.** The immediate past chair shall carry out duties as requested by the chair and sit on the executive committee. If the immediate past chair is not available to serve, a member of the board will be elected in her/his place and shall serve as a member at-large.

(4) **Members At-Large.** The members at-large shall carry out duties as requested by the chair and sit on the executive committee.

(5) Members serving as officers of the board may continue to participate in board debates and vote on business items.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Executive committee. (1) (a) The executive committee shall consist of the chair, the vice chair, two members at-large, and the immediate past chair, if available, or third member at-large as elected.

(b) The executive committee shall be responsible for the management of affairs that are delegated to it as a result of Board direction, consensus or motion, including transacting necessary business in the intervals between board meetings, inclusive of preparing agendas for board meetings.

(c) The executive committee shall be responsible for oversight of the budget.

(2) When there is a vacancy of an officer position, the vacant position shall be filled pursuant to the election process in the Board Procedures Manual.

(3) The board chair shall serve as the chair of the executive committee.

(4) The executive committee shall meet at least monthly.

(5) The executive committee shall assure that the board annually conducts a board review and evaluation.

(6) Agendas for each meeting of the executive committee shall be provided to all board members prior to each executive committee meeting.

(7) Minutes for each meeting of the executive committee shall be provided to all board members promptly after each executive committee meeting.

ARTICLE VI Meetings

Section 1. Regular meetings. (1) The board shall hold regularly scheduled meetings, including an annual planning meeting, and other special meetings as needed at a time and place within the state as the board shall determine.

(2) The board shall hold a minimum of four meetings yearly, including the annual planning meeting.

(3) A board meeting may be conducted by conference telephone call or by use of video/telecommunication conferencing. Such meetings shall be conducted in a manner that all members participating can hear each other at the same time and that complies with the Open Public Meetings Act.

Section 2. Agenda preparation. (1) The agenda shall be prepared by the executive committee in consultation with the executive director.

(2) Members of the board may submit proposed agenda items to the board chair or the executive director.

(3) In consultation with the executive committee, the board chair, or executive director at the direction of the chair, will give final approval of all items and changes that will appear on the agenda at a board meeting prior to being sent to board members.

(4) The full agenda, with supporting materials, shall be provided to the members of the board at least one week in advance of the board meeting, in order that members may have ample opportunity for study of agenda items listed for action.

(5) The board chair may modify the agenda and items as needed following finalization and provision to board members.

(6) (a) If a member proposes a new agenda item (as described in subsection 2) and it is not included on the final agenda, any member may bring the agenda item for consideration to the board.

(b) If the board passes a motion in support of including the agenda item, the item shall be included on the agenda at a future meeting.

Section 3. Board action. (1) All matters within the powers and duties of the board as defined by law shall be acted upon by the board in a properly called regular or special meeting.

(2) A quorum of eight (8) voting members must be present in person, or by telephone or video telecommunications, to conduct the business of the board.

(3)(a) Subject to the presence of a quorum, the minimum number of favorable votes necessary to take official board action is a majority of the voting members present. There shall be no proxy voting.

(b) In order to vote at a meeting conducted by telephone or video telecommunications conference call, members must be present for the discussion of the issue upon which action will be taken by vote.

(4) The manner in which votes will be conducted to take official board action shall be determined by the board chair. A roll call vote shall be conducted upon the request of an individual member or the chair.

(5) All regular and special meetings of the board shall be held in compliance with the Open Public Meetings Act (Chapter 42.30 RCW).

Section 4. Consent agenda. (1) Routine matters and waiver requests meeting established guidelines may be presented to the board on a consent agenda.

(2) Items shall be removed from the consent agenda upon the request of an individual board member.

(3) Items removed from the consent agenda shall be added to the regular agenda for further consideration.

Section 5. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the State Board of Education in all cases to which they are applicable and in which they are not inconsistent with these bylaws, state law and any special rules of order the State Board of Education may adopt.

ARTICLE VII Committees

Section 1. Designation. (1) Responsibilities of the board may be referred to committee for deeper discussion, reflection and making recommendations to the whole board.

(2) The board chair shall appoint at least two board members to each committee to conduct the business of the board.

(3) The board chair or executive director shall inform the board of the formation of any committee and of the appointment of members to that committee.

(4) Board members of committees of the board shall determine which board member shall chair the committee.

ARTICLE VIII Executive Director

Section 1. Appointment. The board may appoint an executive director.

Section 2. Duties. (1) The executive director shall perform such duties as may be determined by the board and shall serve as secretary and non-voting member of the board. The executive director shall house records of the board's proceedings in the board's office and the records shall be available upon request. The executive director is responsible for the performance and operations of the office and for staff support of board member duties.

(2) The board shall establish or modify a job description for the executive director, as needed.

Section 3. Annual evaluation. (1) The board shall establish or modify the evaluation procedure of the executive director, as needed,

(2) The annual evaluation of the executive director shall be undertaken by the board no earlier than one year after the job description or evaluation tool is established or modified. Subsequent to the evaluation, the chair, or chair's designee, will communicate the results to the executive director. If available, the vice chair shall participate in the communication.

Section 4. Compensation of the executive director. The rate of compensation and terms of employment of the executive director shall be subject to the prior approval of the board at the planning meeting.

Section 5: Termination and discipline of the executive director. (1) Decisions regarding the termination and discipline of the executive director shall be subject to the approval of the board.

(2) Decisions regarding the termination and discipline of the executive director may be made at a regular or special meeting if action is required prior to the next scheduled annual planning meeting.

ARTICLE IX
Amending Bylaws

Section 1. Amending bylaws.

(1) These bylaws may be amended only by a two-thirds affirmative vote of the voting board members present at the meeting.

(2) All members shall be given notification of proposed amendments to the bylaws at the meeting preceding the meeting at which the bylaws are to be amended.

(3) The board shall review the bylaws every two years.

Section 2. Suspending bylaws. These bylaws may be suspended at any meeting only by a two-thirds affirmative vote of the voting board members present at the meeting.

**Bylaws of the
Washington State
Board of
Education**

Draft Proposal for Discussion at the September 2019 Annual Meeting

**ARTICLE I
Name**

The name of this agency shall be the Washington State Board of Education.

**ARTICLE II
Purpose**

The purpose of the Washington State Board of Education is to provide advocacy and strategic oversight of public education; implement a standards-based accountability system to improve student academic achievement; provide leadership in the creation of a system that personalizes education for each student and respects diverse cultures, abilities, and learning styles; and promote achievement of the Basic Education Act goals of RCW 28A.150.210.

**ARTICLE III
Membership and Responsibilities**

Section 1. Board composition. The membership of the Washington State Board of Education is established by the Legislature and specified in the Revised Code of Washington (RCW 28A.305.011).

Section 2. Meeting attendance and preparation. Members are expected to consistently attend and prepare for Board and committee meetings, of which they are members, in order to be effective and active participants. Members are further expected to stay current in their knowledge and understanding of the Board's projects and policymaking.

Section 3. Board Priorities and Positions. (1) Strategic Plan. The Board shall periodically adopt and annually review a strategic plan that establishes priorities and initiatives to guide the work of the Board. Once adopted by the Board the plan supersedes prior plans. (2) Legislative Positions. The Board shall annually adopt a legislative platform that establishes positions on issues the Board will engage in during a given legislative session.

Section 4. External communication. (1) Members of the Board will support Board positions, decisions, and policies when providing information to the public, stakeholder groups, or the legislature. (2) The executive director or his/her designee will be the spokesperson for the Board with the media. (3) This section does not preclude individual Board members from expressing their personal views. When expressing personal views, members should specify that they are speaking as an individual and not on behalf of the Board.

Section 5. Board responsibilities. The Board may meet in order to review any concerns presented to the chair or executive committee about a Board member's performance or conduct.

Section 6. Member designation as external group liaison. (1) The Board chair may designate an individual member as a liaison to an external group or to serve as the Board's representative on another board or group. Appointments will typically be

for a term of two years or at the pleasure of the chair unless otherwise stated by the external group. There is no limit on the number of terms a member may serve for liaison appointments; however, a member's appointment expires when his or her service on the Board ends. In instances where the Board appoints non-members to external boards, workgroups, or other bodies, the term of the appointment will be 2 years unless stated otherwise.

ARTICLE IV Officers

Section 1. Designation. There shall be five officers of the Board: the chair, the vice chair, the immediate past chair, when available, and at least two members at-large.

Section 2. Term of officers. (1) The chair shall serve a term of two years and may serve for no more than two consecutive two-year terms.

(2) The vice chair shall serve a term of two years and may serve no more than two consecutive two-year terms.

(3) The members at-large shall serve a term of one-year and may serve no more than two consecutive one-year terms.

(4) (a) The immediate past chair shall serve a term of one-year. (b) Once the immediate past chair has served her/his one year term or if the immediate past chair is not available, the fifth officer position shall be elected as a member at-large.

Section 3. Officer elections. (1) Elections shall be conducted by ballot and in accordance with RCW 42.30.060

(2) **Two-year positions.** (a) The chair and vice chair shall be elected biennially by the Board at the annual planning meeting of the Board.

(b) Each officer under subsection (1)(a) shall take office at the end of the meeting and shall serve for a term of two years or until a successor has been duly elected. No more than two consecutive two-year terms may be served by a Board member as chair, or vice chair.

(3) **One-year position.** (a) The member at-large officer positions shall be elected annually by the Board at the annual planning meeting of the Board.

(b) The members of the Board elected as members at-large shall take office at the end of the meeting and shall serve for a term of one year or until a successor has been duly elected. No more than two consecutive one-year terms may be served by a Board member as a member at-large.

(c) The immediate past chair position shall be considered a member at-large position for the purpose of duties and term limits.

(4) **Vacancies.** (a) Upon a vacancy in any officer position, the position shall be filled by election not later than the date of the second ensuing regularly scheduled Board meeting. The member elected to fill the vacant officer position shall begin service on the executive committee at the end of the meeting at which she or he was elected and complete the term of office associated with the position.

(b) Time served filling the remainder of a term of office due to vacancy does not count towards the established term limits.

(5) **Ties.** (a) After three tied votes for an officer position, the election shall be postponed until the next regularly scheduled meeting, at which time one final vote will be taken.

(b) If the final vote results in a tie, all candidate names shall be placed in a receptacle and the election for the officer position shall be decided by a blind draw of a candidate name from the receptacle by the chair.

Section 4. Duties. (1) **Chair.** The chair shall preside at the meetings of the Board, serve as chair of the executive committee, make committee and liaison appointments, be the

official voice for the Board in matters pertaining to or concerning the Board, its programs and/or responsibilities, and otherwise be responsible for the conduct of the business of the Board.

(2) **Vice Chair.** The vice chair shall preside at Board meetings in the absence of the chair, sit on the executive committee, and assist the chair as may be requested by the chair. When the chair is not available, the vice chair shall be the official voice for the Board in all matters pertaining to or concerning the Board, its programs and/or responsibilities.

(3) **Immediate Past Chair.** The immediate past chair shall carry out duties as requested by the chair and sit on the executive committee. If the immediate past chair is not available to serve, a member of the Board will be elected in her/his place and shall serve as a member at-large.

(4) **Members At-Large.** The members at-large shall carry out duties as requested by the chair and sit on the executive committee.

(5) Members serving as officers of the Board may participate in Board debates and vote on business items.

ARTICLE V Meetings

Section 1. Regular meetings. (1) The Board shall hold regularly scheduled meetings, including an annual planning meeting, and other special meetings as needed at a time and place within the state as the Board shall determine.

(2) The Board shall hold a minimum of four meetings yearly, including one annual planning meeting.

(3) A Board meeting may be conducted by conference telephone call or by use of video/telecommunication conferencing. Such meetings shall be conducted in a manner that all members participating can hear each other at the same time and that complies with the Open Public Meetings Act.

Section 2. Agenda preparation. (1) The agenda shall be prepared by the executive director in consultation with the executive committee.

(2) Members of the Board may submit proposed agenda items to the Board chair or the executive director.

(3) In consultation with the executive committee, the Board chair, or executive director at the direction of the chair, will give final approval of all items and changes that will appear on the agenda at a Board meeting prior to being sent to Board members.

(4) The full agenda, with supporting materials, shall be provided to the members of the Board at least one week in advance of the Board meeting, in order that members may have ample opportunity for study of agenda items listed for action.

(5) Following release to the Board, the agenda and meeting materials shall be made publicly available on the agency website in an accessible format consistent with the requirements of the American's with Disabilities Act.

(6) The Board chair may modify the agenda and items as needed following finalization and provision to Board members.

(7) (a) If a member proposes a new agenda item (as described in subsection 2) and it is not included on the final agenda, any member may bring the proposed agenda item to the Board for consideration.

(b) If the Board passes a motion in support of including the agenda item, the item shall be included on the agenda at a future meeting.

Section 3. Board action. (1) All matters within the powers and duties of the Board as defined by law shall be acted upon by the Board in a properly called regular or special

meeting.

(2) A quorum of eight (8) voting members must be present in person, or by telephone or video telecommunications, to conduct the business of the Board.

(3)(a) Subject to the presence of a quorum, the minimum number of favorable votes necessary to take official Board action is a majority of the voting members present. There shall be no proxy voting.

(b) In order to vote at a meeting conducted by telephone or video telecommunications conference call, members must be present for the discussion of the issue upon which action will be taken by vote.

(4) The manner in which votes will be conducted to take official Board action shall be determined by the Board chair. A roll call vote shall be conducted upon the request of an individual member or the chair.

(5) Student Board members may signify their support, opposition, or abstention to a measure through an advisory vote to be recorded by the secretary. However, student votes will not count toward a quorum, nor will the vote be counted toward the minimum number of votes necessary for Board action.

(6) All regular and special meetings of the Board shall be held in compliance with the Open Public Meetings Act (Chapter 42.30 RCW).

Section 4. Consent agenda. (1) Routine matters and waiver requests meeting established guidelines may be presented to the Board on a consent agenda.

(2) Items shall be removed from the consent agenda upon the request of an individual Board member.

(3) Items removed from the consent agenda shall be added to the regular agenda for further consideration.

Section 5. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the State Board of Education in all cases to which they are applicable and in which they are not inconsistent with these bylaws, state law and any special rules of order the State Board of Education may adopt.

Section 6: Public Attendance and Participation. (1) Per the Open Public Meetings Act, Chapter 42.30 RCW, all meetings of the Board are open to the public. During each meeting, the Board will include designated time(s) on the agenda for public comment. The Board has established the public comment period as a limited public forum for comments from members of the public on current agenda items or matters under the authority of the Board, subject to time limitations and other restrictions at the discretion of the Chair. Any member of the public wishing to make a comment must sign in on the register sheets provided at each meeting, listing their name and the subject on which they are offering comment. (2) Any member of the public or a group wishing to make a presentation to the Board may do so upon prior request and approval by the Chair, or without prior request and approval, at the discretion of the Chair with consent of a majority of the members present.

ARTICLE VI Committees

Section 1. Designation. (1) Issues related to Board business may be referred to committee for deeper discussion, additional work, and bringing information or recommendations back to the whole Board.

(2) The executive director shall inform the Board of the formation of any committee and of the appointment of members to that committee.

(3) The executive director shall assign a staff member to provide support for each committee.

Section 2. Executive committee. (1) (a) The executive committee shall consist of the chair, the

vice chair, two members at-large, and the immediate past chair, if available, or third member at-large as elected.

(b) The executive committee shall be responsible for providing guidance to the executive director on issues delegated to it by the Board to be performed in the intervals between Board meetings, including preparation of the agendas for Board meetings.

(c) The executive committee shall be responsible for oversight of the budget.

(2) When there is a vacancy of an officer position, the vacant position shall be filled pursuant to the election process in Article IV, Section 3.

(3) The Board chair shall serve as the chair of the executive committee.

(4) The executive committee shall meet at least monthly.

(5) The executive committee shall ensure that the Board annually conducts a Board review and self-evaluation.

(6) Agendas for each meeting of the executive committee shall be provided to all Board members prior to each executive committee meeting.

(7) Minutes for each meeting of the executive committee shall be provided to all Board members promptly after each executive committee meeting.

Section 3. Ad-Hoc Committees: (1) The Board chair, in consultation with the executive director, may establish an ad-hoc committee for a fixed duration not to exceed 12 months to address a specific issue related Board business.

(2) The chair shall appoint at least two Board members to each ad-hoc committee.

(3) The Board Chair shall appoint a Board member to chair each ad-hoc committee.

Section 4. Standing Committees. 1) Any committees that will extend beyond 12 months must be established as Standing Committees by Board action and meet the requirements of this section.

(2) The Chair shall appoint one member of the executive committee to serve on any Standing Committee. At least one and up to five additional members may be selected by the chair to serve on the committee. (3) Prior to selecting members the Executive Director shall invite all Board members to express their interest in serving on the committee. The Chair shall select from those who have expressed interest and may also reach out to additional members if specific expertise is required. (4) The committee shall select a chair at the first meeting. The chair shall serve a one-year term.

(d) The purpose of the committee and the number of committee members shall be defined in a written charter held by the executive director.

ARTICLE VII

Executive Director

Section 1. Appointment. The Board must hire an executive director.

Section 2. Duties. (1) The executive director shall perform such duties as may be determined by the Board and shall serve as secretary to the Board. The executive director shall maintain all the official records of the Board including records of the Board's proceedings. These records shall be available on the Board's website or upon request. The executive director is responsible for the performance and operations of the office and for staff support of Board member duties.

(2) The Board shall establish or modify a job description for the executive director, as needed.

Section 3. Annual evaluation. (1) The Board may modify the evaluation procedure of the executive director, as needed.

(2) The annual evaluation of the executive director shall be undertaken by the Board no earlier than one year after the job description or evaluation tool is established or modified. Subsequent to the evaluation, the chair, or chair's designee, will communicate the results to the executive

director. If available, the vice chair shall participate in the communication.

Section 4. Compensation of the executive director. The rate of compensation and terms of employment of the executive director shall be subject to the prior approval of the Board.

Section 5: Termination and discipline of the executive director. (1) Decisions regarding the termination or discipline of the executive director shall be subject to the approval of the Board. (2) Decisions regarding the termination or discipline of the executive director may be made at a regular or special meeting.

ARTICLE VIII **Amending Bylaws**

Section 1. Amending bylaws.

(1) These bylaws may be amended only by a two-thirds affirmative vote of the voting Board members present at the meeting.

(2) All members shall be given notification of proposed amendments to the bylaws at the meeting preceding the meeting at which the bylaws are to be amended.

(3) The Board shall review the bylaws every two years.

Section 2. Suspending bylaws. These bylaws may be suspended at any meeting only by a two-thirds affirmative vote of the voting Board members present at the meeting.