

## **CCSESA BYLAWS**

***Approved by the Board of Directors on December 10, 2012***

***Approved by the General Membership on January 29, 2013***

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the provisions of Paragraph C of this Article. Any number of offices may be held by the same person, except that the secretary/treasurer may not serve concurrently as the president or the chair of the Board.

### **B. Election of Officers**

Under the leadership of the president-elect, the eleven (11) Service Region Chairs, acting as a nomination committee, shall develop a slate of county superintendent Members to be nominated for the positions of president elect, and secretary/treasurer. Except for the secretary/treasurer, who serves a two (2) year term, the officers will serve during the year that will commence the following January. The nomination of secretary/treasurer, who shall serve a two-year term, will occur in even numbered years or upon the vacancy of the position.

The slate shall represent varying geographic regions of the state and shall have at least one (1) and no more than five (5) candidates for each office to the extent possible.

The nominating committee shall present the proposed slate for approval by the Board no later than the April meeting of the Board of the Directors. The slate of nominees, accompanied by a brief biographical description for each nominee, shall be included in the packet of materials for the mid-year general Membership meeting.

The Executive Director shall provide for the distribution of secret ballots that will be presented at the meeting. The Executive Director shall conduct a secret absentee voter process to ensure that all Members have an opportunity to vote on the slate of officer nominees. The slate of nominees shall be voted upon by the Members who have not previously voted by absentee ballot during the meeting.

A majority of votes is required for a person to be elected; hence, if none achieved a majority on the first ballot, a runoff between the persons receiving the two highest total votes will be necessary.

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The position of president is filled by the immediately preceding president-elect. The Chair of the State & Federal Legislative Committee is filled by the incoming president-elect.

### **C. Other Officers**

The Board may appoint and may authorize the chair of the Board, the president, or other officer to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board.

### **D. Removal of Officers**

Without prejudice to any rights of an officer under any contract of employment, any officer, may be removed or suspended from his or her office on the recommendation of a majority of the Board and approval by a two-thirds vote of the Members..

An officer may be removed or suspended from Membership in the Corporation for just cause on the recommendation of the Board and approval by a two-thirds vote of the Members.

### **E. Resignation of Officers**

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

### **F. Vacancies in Office**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis. If an officer should cease to be a county superintendent of schools in the state of California, he or she can no longer be an officer and the office shall be declared vacant. A vacancy in the office of president shall be filled by the president-elect

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who shall serve out the remainder of the term and the term for which he or she would normally have served as president and a new president-elect shall be elected.

### **G. Responsibilities of Officers**

#### **1. President**

The president shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board, have general supervision, direction, and control of the business and officers of the Corporation.

The president shall: 1) preside at all meetings of the Board; 2) be an ex-officio member of all the standing committees; 3) have the general powers and duties of management usually vested in the office of president of Corporation; 4) appoint liaisons/representatives to serve on committees and/or councils for other organizations/entities as deemed necessary, and 5) have such powers and duties as may be prescribed by the Board or these Bylaws.

#### **2. President-Elect**

The president-elect shall serve as acting president of the Corporation in the absence or incapacity of the president. While acting president, he or she shall have all the powers and duties of the president. The president-elect shall serve for one (1) year and shall succeed to the office of president of the Corporation when the office of the president becomes vacant or at the expiration of the president's term of office. The president-elect shall fulfill other duties as prescribed in these Bylaws.

#### **3. Past President**

After the president's term has expired, the person holding office as president shall automatically hold the office of past president. The past president shall serve in an advisory capacity to the Board and shall be a voting member of both the Board and the Executive Committee of the Corporation.

#### **4. Secretary/Treasurer**

##### **(a) Term**

The secretary/treasurer shall serve a two-year term beginning in

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January of each odd numbered year.

### **(b) Treasurer Duties**

Under direction of the president, the secretary/treasurer shall ensure that accounting of the financial transactions of the Corporation, including accounts of assets, liabilities, receipts, and disbursements are maintained in accordance with accounting principles generally accepted in the United States. The secretary/treasurer shall present accurate financial reports to the Board on a monthly basis, and to the general Membership on a quarterly basis. The secretary/treasurer shall serve as the chair of the Finance Committee. The secretary/treasurer shall present an annual operating budget for approval by the Board and general Membership no later than the end of the previous fiscal year. The secretary/treasurer shall review the necessary tax returns for accuracy and ensure that all necessary tax returns are filed on time. The secretary/treasurer shall ensure development and review of financial policies and procedures by the Board.

If required by the Board, the secretary/treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the secretary/treasurer on his or her death, resignation, retirement, or removal from office.

### **(c) Secretary Duties**

The secretary/treasurer shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and if, special, how authorized. The secretary/treasurer shall keep or cause to be kept, at the principal office in California, a copy of the