

**CONSTITUTION
OF
THE VERMONT SUPERINTENDENTS ASSOCIATION
As amended by vote of the membership - May 14, 2004
As amended by vote of the membership - April 2, 2010
As amended by vote of the membership - September 8, 2011
As amended by vote of the membership - May 23, 2013
As amended by vote of the membership - May 19, 2016**

ARTICLE I-NAME

The name of this organization shall be the Vermont Superintendents Association, Inc. (hereinafter referred to as “the Association”).

ARTICLE II -PURPOSES AND OBJECTIVES

The Association recognizes the common responsibility of leadership among school administrators in the Association and the need for strengthening, exchanging, and using the knowledge, judgment and influence of all members of this Association in matters affecting the quality of education.

The objectives of the Association shall be to provide opportunity for study of mutual educational issues; and to make its members aware of pertinent educational matters; to provide a forum for the discussion of such issues; to formulate and advance positions on such matters; to establish close and continuous communication and cooperation in matters of mutual concern; to cooperate with other educational, community and service organizations in the promotion of effective public education; and to promote and maintain high professional standards and a spirit of fellowship among school administrators.

ARTICLE III -MEMBERSHIP

Section 1 Membership in this Association shall be consistent with the membership eligibility guidelines set forth herein.

Section 2 Active Membership - Superintendent/Chief Executive Officer (CEO) Category: This category of membership is open to any person duly appointed by a school board and performing responsibilities customarily associated with the position of superintendent. This category entitles the member to receive services of the association, to participate in meetings of the association, to vote on all matters before the association and to be elected to an office of the association. Active members in the Superintendent/CEO category shall pay annual dues established by the Trustees of the Association. Determinations for eligibility under this category of membership shall be made by the Trustees.

Section 3 Active Membership - Assistant Superintendent Category: This category of membership is open to any person serving as assistant, deputy, or associate superintendent. This category entitles the member to receive services of the association, to participate in annual and

special meetings of the association and to serve on committees. A member in this category may function as a proxy for an Active Member - Superintendent from the same district/supervisory union when so designated by that Member, with advance written notification to the Association and only to cast a vote at business meetings of the Association. Members in this category cannot otherwise vote or be elected to office. Active members in the Assistant Superintendent Category shall pay annual dues established by the Trustees of the Association.

Section 4 Associate Membership - Professional Affiliate: This category of membership is open to individuals licensed as a superintendent in Vermont but who are not currently working in that capacity and to retired superintendents who possessed superintendent licensure upon their retirement. This category entitles the member to receive services of the association, to participate in annual and special meetings of the association and to serve on committees. Members in this category cannot vote or be elected to office. Associate members in the professional affiliate category shall pay annual dues established by the Trustees of the Association.

Section 5 Honorary Membership - Active and Associate members in all categories may, upon retirement from the profession of school administrator, be awarded honorary membership in the Association. Honorary membership will be awarded only by unanimous consent of the Board of Trustees. Honorary members may attend annual and special meetings of the Association. Honorary membership can be revoked by unanimous consent of the Board of Trustees. Members in this category cannot vote or be elected to office.

ARTICLE IV -OFFICERS AND DUTIES

Section 1 The officers of the Association shall be a president, president-elect, treasurer and secretary.

Section 2 Any active member in the Superintendent/Chief Executive Officer (CEO) category of the Association in good standing shall be eligible to hold office in this Association, except that no member shall hold more than one of the above mentioned offices at the same time.

Section 3 The officers shall perform such duties and make such reports as normally pertain to their respective offices. In addition, they shall perform such other duties as may from time to time be determined by resolution of the Association or the Board of Trustees.

Section 4 The president shall preside at all meetings of the Association and with the advice and assistance of the Board of Trustees, shall prepare the programs for the meetings of the Association.

Section 5 The president-elect shall preside at meetings in the absence of the president, and, in the event of a vacancy in the office of the presidency for any reason whatsoever, shall succeed the president for the remainder of the unexpired term.

Section 6 The treasurer shall be responsible for signing checks for payment of the expenses of the Association. The treasurer shall be bonded.

Section 7 The immediate past president shall serve in an *ex-officio* capacity. The immediate past president shall be a member of the Association in any category of membership referenced in Article III of this Constitution. The immediate past president serves as a non-voting member of the Board of Trustees.

ARTICLE V - BOARD OF TRUSTEES

Section 1 The officers of the Association, along with the immediate past president who serves as an *ex-officio member*, and the representatives from each of the five regional associations shall serve as the Board of Trustees.

Section 2 The Board of Trustees shall have the power to fill vacancies in any office for which no other provisions have been made in this Constitution.

Section 3 The Board of Trustees serves as the governing entity for the Association in carrying out the purpose of the association and is responsible for providing strategic direction in support of the organization's purpose and objectives.

Section 4 The Board of Trustees shall perform those functions which normally fall to a Board of Trustees and shall be empowered to act and speak for the Association on policy matters in the name of the Association.

Section 5 The Board of Trustees shall annually establish dues amounts for all membership categories.

Section 6 The Board of Trustees shall make determinations about membership eligibility and categories. Decisions of the Board shall be final.

ARTICLE VI -EXECUTIVE DIRECTOR

Section 1 The Board of Trustees shall appoint an Executive Director who shall serve as the Executive Officer of the Association and may, as directed by the trustees, act on behalf of the Association.

ARTICLE VII - TERMS AND ELECTIONS OF OFFICERS

Section 1 The president and president-elect shall each serve a term of two years. The president-elect shall be elected in even-numbered years. Upon completion of the two-year term as president, the out-going president will assume the *ex officio* position of past-president for a period of two-years. Upon completion of the two-year term as president-elect, the president-elect will assume the office of president for a period of two years. The secretary and treasurer shall serve two-year terms. The treasurer shall be elected in odd-numbered years and the secretary shall be elected in even-numbered years.

Section 2 A nominating committee shall be appointed by the president and shall prepare a slate of officers for presentation at the annual meeting in May. The duties of the nominating committee shall include:

- a. Identifying active member(s) in the Superintendent/Chief Executive Officer (CEO) category who seek a nomination for an officer's position in the Association.
- b. Placing the name(s) of the active member(s) into nomination for each officer in the Association.

Section 3 Nominations of candidates for officer positions may be made from the floor by any active member in the Superintendent/Chief Executive Officer (CEO) category.

Section 4 Voting may be made by voice vote or by written ballot. The candidate who receives the majority of votes for any office shall be declared elected. Contested elections shall be by written ballot.

ARTICLE VIII -REGIONAL ASSOCIATIONS

Section 1 The Association shall be organized into five regions as follows: Champlain Valley, Northeast, Winooski Valley, Southeast, Southwest.

Section 2 The regional associations shall support collegiality among members and advance the purposes and objectives of the Association.

Section 3 Regional Associations shall elect a member to serve on the Association Board of Trustees. Term of office shall be two years. Champlain and Winooski Valley regions will elect in odd number years; Northeast, Southwest and Southeast regions will elect in even number years. These elections will occur between May 1 and June 30 each year of the election cycle.

Section 4 Each regional association shall elect its own officers and establish its operational procedures.

ARTICLE IX –COMMITTEES

Section 1 The Association shall maintain a standing audit committee to be appointed by the president.

Section 2 Ad hoc committees may be established as needed by the Board of Trustees, and members will be appointed by the president with representation from each of the regional groups insofar as possible.

Section 3 The president, at his or her discretion, may appoint members of this Association to represent the Association as needed.

Section 4 Vacancies in all committees or representative assignments shall be filled by the president.

ARTICLE X -MEETINGS

Section 1 The Association shall hold at least three regular meetings during the school year. The president, with the advice and assistance of the Board of Trustees, shall determine the time and place of such meetings.

Section 2 Notice for annual meetings shall be no less than thirty days, whereas notice of Trustees' meetings shall be no less than five days. Notice of special meetings of the Association shall be no less than five days and notice of special meetings of the trustees shall be no less than two days.

Section 3 The fiscal year for the Association shall begin on July 1 and continue through June of the succeeding year.

Section 4 The annual meeting shall be held during the month of May each year.

Section 5 Special meetings of the Association may be held upon the call of the president, the board of trustees, or upon request, by petition of 10% of the active members, with the active members duly warned in advance of the time and place.

ARTICLE XI -INSURANCE OF TRUSTEES AND OFFICERS

Section 1 The Association shall indemnify officers, trustees and employees against Third Party actions or claims which are incurred in the pursuit of their official Association duties' and functions in accordance with Vermont statutes.

Section 2 The Board of Trustees shall review annually the need for and cost of liability insurance commonly known as "Directors and Officers," "Errors and Omissions" or "Wrongful Acts".

ARTICLE XII -DISSOLUTION

Should this Association at anytime be subject to dissolution and cease to exist, any assets of the Association shall be disbursed consistent with a majority vote of the members of the Association, following a presentation of a recommendation on asset disbursement by the Board of Trustees.