ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of this organization shall be the National Black Council of School Board Members, and shall be referred to as the “National Black Council” (NBC). Pursuant to Article XVI of the Constitution and Bylaws of the National School Boards Association, hereafter “NSBA,” the National Black Council has been established as a Council, effective July 1, 2006.

Section 2. Mission

The mission of the National Black Council is to promote the goals and vision of the National School Boards Association (NSBA) and to provide leadership and a foundation to school board members for student educational opportunities through collaboration with key stakeholders to foster excellence and equity in public education.

The primary purposes of this organization are to:

a. Promote and advance equitable educational access and opportunities for African-American children through the active engagement of Council members in national dialogue on educational problems, issues and concerns in conjunction with the National School Boards Association and other national organizations committed to the continued growth and development of children of color.

b. Improve collaboration among all NBC school board members, their communities, political leaders, state school boards associations, tribal education communities, and NSBA.

c. Provide education and information to members and/or interested parties on unique challenges and opportunities faced by African-American students throughout the country.

d. Provide leadership by encouraging the most desirable and effective communication between school board members, their local school board, communities, national and state boards associations relating to African-American students;
e. Promote school district, LEA, county, state, and national legislation to improve the educational opportunities and reduce racial disparities of Black students in public schools.

f. Study the development and academic achievement of all youth with special consideration of the unique needs of African-American youth within public schools.

ARTICLE II: MEMBERSHIP

All members shall support the purpose of the Council as set forth in Article I.

Section 1. Regular Membership

a. Regular membership shall be open to any publicly elected or appointed member of any local school district Board of Trustees, Board of Education or State Board of Education within the fifty states, the District of Columbia, the U.S. Virgin Islands and any other person, within the United States territory who is a member in good standing of his/her state association.

b. Regular members in good standing shall have the right to:

i. vote on all matters before the National Black Council as provided for in these bylaws;

ii. hold any office or committee position upon due election or appointment.

Section 2. Associate Membership

a. Associate membership shall be open to any educator, school administrator, or other individual interested in and supportive of the purposes and goals of the National Black Council.

b. Associate members shall:

i. not have the right to vote or hold any office in the National Black Council;

ii. have the right to serve on National Black Council committees as provided in these bylaws.

Section 3. Honorary Membership

a. The Board of Directors of the National Black Council may award honorary membership in the Council as it deems appropriate. Honorary membership shall also be open, upon request, to any Past Chair of the National Black Council who no longer holds office on a local school board.

b. Honorary members shall:

i. pay no dues;

ii. not be entitled to vote or hold an office in the Council;
iii. have the right to serve on National Black Council committees as provided in these bylaws.

Section 4. Corporate Membership

a. Corporate Members shall:
   i. Consist of a corporation, organization, association, firm, business, school district
      and/or entity that is interested in promoting the purposes of the Council;
   ii. Not be entitled to vote or hold an office in the Council;
   iii. May serve on committees, subject to approval by the Board of Directors.

Section 5. Revocation of Membership

a. Membership in the National Black Council, for any category of membership except—
   regular voting membership, may be revoked for good cause by a majority vote of the
   Board of Directors of the National Black Council.

b. Regular voting membership may be revoked for good cause only by a majority vote of
   the general membership present, with due notice and opportunity to be heard being
   given to the affected member at the Annual Business Meeting.

c. Dues shall be forfeited upon removal from membership.

Section 6. Dues Payment

a. In order to be in good standing, a member’s dues must be paid in full.

b. No member whose dues are delinquent shall be entitled to vote. In order to vote at
   the NSBA Annual Conference membership dues must be paid in full by March 1.

c. Dues schedule, including amount and timing of payment shall be established by NSBA.

Section 7. Fiscal Year

The fiscal year of the National Black Council shall be from January 1 through December 31 of each year.

Section 8. Voting Rights

a. Each regular member in good standing shall be entitled to one (1) vote at all
   meetings of the Council in all matters properly presented and discussed before the
   membership.

b. Voting by proxy is not permitted.
c. Decisions by the Council shall be by a majority of those present except for bylaws changes, which shall be made in accordance with provisions of Article VIII.

Section 9. Meetings and Elections

a. The Annual Business Meeting of the National Black Council general membership shall be convened at the annual conference of the National School Boards Association.

b. The date and time of the Annual Business Meeting shall be determined by the Board of Directors of the National Black Council in conjunction with NSBA staff.

c. Voting by proxy or absentee voting shall not be permitted at any National Black Council meeting.

d. National officers and regional directors shall be elected by the general membership at the annual business meeting of the National Black Council. Officers shall take office immediately upon election.

e. In addition to the annual business meeting, the Board of Directors shall hold at least three meetings per year. Meetings may be held via conference call or other electronic means, provided that all members of the board are notified at least 72 hours prior to the meeting of the date, time, and purpose thereof.

f. All NBC Board of Directors are expected to attend all scheduled NBC conference calls and meetings. In the event of two or more absences in a fiscal year, excused or unexcused, which, in the judgment of the Board of Directors, limits a member’s effectiveness, the Board of Directors reserves the right to declare the seat vacated by a vote of the majority. Prior to such action, however, the Board of Directors shall notify the member that because of his or her attendance record, further absence may result in such action.

ARTICLE III: GOVERNANCE

Section 1. Board of Directors

a. The Board of Directors of the National Black Council shall consist of four (4) officers and five (5) regional directors.
   i. The term of office for each shall be two (2) years.
   ii. Each officer and director shall serve until the selection and installation of his or her successor is fulfilled during the annual business meeting, or until removal.
   iii. The NSBA Executive Director and NSBA President shall serve as ex-officio, non-voting members of the Board.
Section 2. Executive Committee

a. The officers of the National Black Council shall be the Chair, Chair-Elect, Secretary, and Immediate Past Chair, who shall comprise the Executive Committee of the Board of Directors.

b. The Chair-Elect will automatically ascend to the position of Chair at the conclusion of the annual business meeting of the National Black Council at the NSBA Annual Conference.

c. The NSBA Executive Director and NSBA President shall serve as ex-officio, non-voting members of the Executive Committee.

Section 3. Regional Directors

a. The five (5) Regional Directors of the National Black Council shall be representative of the five NSBA geographical regions as follows:

   i. Central Region: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.


   v. Western Region: Colorado, Kansas, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Oklahoma, and Wyoming.

b. Beginning in Fiscal Year 2007 as set forth below, Regional Directors shall serve a two-year term and their regular election cycle shall be staggered as follows:

   Central, Northeast, Western
   Pacific and Southern

c. Regional Directors shall:
   i. participate in matters before the National Black Council Board of Directors;
   ii. promote and encourage participation in the activities and annual conference of the National Black Council, and in activities of the National School Boards Association;
   iii. act as spokespersons of the National Black Council in their region when requested to do so by the Chair or the Executive Committee;
   iv. serve as members of the Membership Committee;
   v. perform such other additional duties as determined and assigned by the National Black Council Chair.
Section 4. Duties and Powers

Where appropriate the duties of the Officers shall be carried out with the assistance of NSBA Staff. The duties and powers of the Officers shall be as follows:

Chair

a. The Chair shall preside at all meetings of the National Black Council and of the Executive Committee and Steering Committee.

b. The Chair shall appoint all members of any standing or special committees of the National Black Council and shall be deemed a member of all such committees, except that the Chair shall not be a member of the Nominating Committee.

c. The Chair shall perform any other duties as may be prescribed by the general membership.

d. The Chair shall be the primary spokesperson for the National Black Council.

Chair-Elect

a. The Chair-Elect shall perform the duties of the Chair in the event the Chair is disabled and unable to act, is removed, or abandons the office.

b. The Chair-Elect shall have primary responsibility for the organization and implementation of the National Black Council programming at the NSBA Annual Conference.

c. Additional duties shall be determined and assigned by the Chair.

Secretary

a. The Secretary shall work with NSBA Equity Staff to coordinate, prepare and keep all minutes of the Council and see that all required notices and announcements of meetings are duly given in accordance with the provisions of these bylaws.

b. The Secretary shall be the custodian of records of the National Black Council;

c. Additional duties may be determined and assigned by the Chair or the Board of Directors.

Immediate Past Chair

a. The Immediate Past Chair shall serve as the chair of the Nominating Committee and as a member of the Policies and Resolutions Committee.
b. The Immediate Past Chair shall serve as Parliamentarian.

c. Additional duties may be determined and assigned by the Chair or the Board of Directors.

Section 5. Duties of the Executive Committee

a. The Executive Committee shall act on behalf of the National Black Council between meetings of the Board of Directors.

b. The Executive Committee shall meet upon the call of the Chair, or upon the call in writing of any three (3) members of the Executive Committee.

c. The Executive Committee may meet via conference call or other electronic means.

d. All actions of the Executive Committee are subject to ratification by the Board of Directors at the next Board of Directors meeting.

Section 6. Duties of the Board of Directors

a. The Board of Directors shall act on behalf of the National Black Council between meetings of the general membership.

b. The Board of Directors shall meet upon the call of the Chair, or upon the call in writing of any five (5) members of the Board of Directors.

c. The Board of Directors shall hold at least three meetings a year.

Section 7. Eligibility.

In order to serve on the NBC Board of Directors, an officer or regional director shall meet the following qualifications:

a. A regular member of NBC, with all dues paid in full.

b. Each officer and regional director with the exception of the Immediate Past President shall be a duly elected or appointed member of a school district board of trustees, board of education, or state board of education.

c. A school board member in a district that is a member in good standing of the state school boards association.
   i. This requirement must be met prior to each term by submitting letter of recommendation from his/her state association.

d. A member of the state Black caucus (if applicable)
e. If any of these conditions are violated while the Board of Directors member is in office, the position will be considered vacant.

Section 8. Term Limits

a. A regional director shall be elected to serve no more than two consecutive terms.

b. An elected officer shall be elected to serve no more than one two-year term in the same office.

ARTICLE IV: STANDING COMMITTEES

Section 1. Nominating Committee

a. The designee of the Chair, in the absence of the Immediate Past Chair, shall serve as Chairperson of this Committee. Nominations for Board of Director positions must be submitted by Council members to the Nominating Committee chair a minimum of sixty (60) calendar days prior to the election of officers.

b. The Nominating Committee shall submit a slate of recommended candidates for each position at the annual business meeting of the Black Council.

c. The Nominating Committee shall conduct itself and shall discharge its duties according to the standing rules duly adopted by the Board of Directors.

d. Nominations also may be made from the floor at the Annual Business Meeting.

Section 2. Bylaws Committee

a. The designee of the Chair shall serve as Chairperson of this Committee.

b. The Bylaws Committee shall include the Secretary, two (2) Regional Directors, to be selected by the Chair of the Committee, and others as appointed by the Chair.

c. The Bylaws Committee shall present recommendations for approval by the Board of Directors for presentation to the general membership.

Section 3. Policies and Resolutions Committee

a. The designee of the Chair shall serve as Chairperson of this Committee.

b. The Policies and Resolutions Committee shall include Chair, Immediate Past Chair, and up to two other council members others as appointed by the Chair.
c. The Policies and Resolutions Committee shall present recommendations for approval by the Board of Directors prior to submission to the NSBA Policies and Resolutions Committee.

Section 4. Membership Committee

a. The designee of the Chair shall serve as Chairperson of this Committee

b. The Membership Committee shall include the five (5) regional directors.

c. The Membership Committee shall make recommendations on strategies for maintaining and increasing membership.

Section 5. Elections Supervisory Committee

a. The Chair shall appoint a committee to supervise the election of officers and directors.

b. The committee shall be comprised of five (5) members, one from each region, but shall not include officers, directors or candidates for Council office.

ARTICLE V: REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Removal

Any Officer or Director who has not represented the best interests of the National Black Council shall be removed from office, for good cause, by majority vote of the general membership present or the NSBA Board of Directors. Such removal and vote shall be taken only at a duly convened meeting of the general membership or the NSBA Board of Directors, with due notice and opportunity to be heard being given to the affected member.

ARTICLE VI: VACANCIES

Section 1. Vacancies

a. The Chair, with the consent and confirmation of the Board of Directors, shall fill vacancies occurring in any office, except for the office of Chair or Chair-Elect. Such appointee shall serve the unexpired term of that office.

b. If there is a vacancy for any reason in the office of Chair, the Chair-Elect shall succeed —to the office immediately and shall have all the powers and perform all the duties of the office. The Chair-Elect shall serve a full term as Chair upon completing the remainder of the term caused by the vacancy. However, a person filling an unexpired said Chair’s term may serve and hold that respective seat on the NSBA board until the end of the next Delegate Assembly Meeting of NSBA in addition to his/her own two-year term.
c. If there is a vacancy for any reason in any office which cannot be filled by these provisions for succession to office, the Board of Directors shall appoint from its own membership an officer *pro tempore* to perform the duties of the vacated office until the office is filled by an election by the general membership at the Annual Business Meeting of the National Black Council.

d. Any Director appointed to fill a vacancy shall be eligible to serve two full terms as director upon completing the remainder of the term caused by the vacancy.

**ARTICLE VII: PARLIAMENTARY AUTHORITY**

**Section 1.**

The most recent edition of *Robert's Rules of Order* shall be the official parliamentary authority for the National Black Council when not in conflict with these bylaws.

**ARTICLE VIII: AMENDMENTS**

**Section 1. Amendments**

These bylaws may be amended only by vote of the general membership. A two-thirds (2/3) vote of those voting shall be required to approve amendments to these bylaws before submitting to the NSBA Board of Directors for final approval.

These bylaws are intended to permit the Council to carry out duties in its advisory capacity to NSBA consistent with the emphasis on black students. These bylaws may be amended at any time by the super majority vote of the members who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each member not less than ten (10) calendar days nor more than thirty (30) calendar days before any meeting of the Council at which an amendment of the bylaws is to be adopted.

**Section 2. Adoption**

These bylaws of the National Black Council of School Board Members of the NSBA shall be effective upon signature of the President of both the Council and NSBA.

**Section 3. Review**

The bylaws shall be reviewed and revised accordingly at least every three years.

**ARTICLE IX: QUORUM**

A quorum shall consist of:

a. Fifty (50) percent of the full voting membership of the Board of Directors or Executive Committee, or
b. Ten (10) percent of the full voting membership of the National Black Council.

Article X. Dissolution of the Black Council

Section 1. Dissolution

Should this organization be dissolved or terminated in any manner, all real and personal property shall be held for use of its successor organization. In no case shall any real or personal property, or proceeds from the sale thereof, be retained to the pecuniary benefit of any member of the Council. In case of any eventuality not covered in this document, the Executive Committee of the Council is empowered to dispose of such assets in the best interest of the Council.

Policy History: Approved by NSBA Board September 8-9, 2006, Clearwater, Florida
Approved by NSBA Board June 5, 2009, Alexandria, Virginia
Approved by NSBA Board September 23, 2010, Detroit, Michigan
Approved by NSBA Board June 6, 2014, Alexandria, Virginia
Reviewed and Approved at the Annual NBC Business Meeting, March 25, 2017
Approved by NSBA Board December 5, 2017, Atlantic City, New Jersey
Reviewed and Approved by NSBA Board October 5, 2019, Columbia, South Carolina