

**BYLAWS
OF
THE MINNESOTA BOARD OF SCHOOL
ADMINISTRATORS (BOSA)**

ARTICLE I

Name

The name of this board shall be as prescribed in Minnesota Statutes, Section 122A.11, hereinafter referred to as the "Board."

ARTICLE II

Object

The object of this Board shall be as prescribed in Minnesota Statutes, Section 122A.13 to 122A.14

ARTICLE III

Members

The members of the Board shall be as prescribed in Minnesota Statutes 122A.12

ARTICLE IV

Officers

Section 1. Officers and Duties. The officers of the Board shall be as prescribed in Minnesota Statutes, Section 122A.12. The officers shall perform the duties designated by these bylaws and by the parliamentary authority adopted by the Board.

- A. Chair.** The Chair shall be the principal executive officer of the Board and shall direct all of the business and affairs of the Board. The Chair shall preside at all full Board meetings according to the provisions of Minnesota. In addition, the Chair shall call special meetings, appoint standing committees and their chair, appoint ad hoc committees and their chair, and delegate authority to other members of the Executive Committee or members of the Board as the Chair deems necessary to further the work of the Board, and in accordance with these bylaws.

The Chair shall:

- a) Provide the Executive Director with guidelines for establishing the agenda

- b) Collaborate with the executive director in the preparation of budget requests.
- c) Collaborate with the executive director in the preparation of annual and biennial reports as required by statute.
- d) Establish and maintain liaison with professional organizations, associations, and councils.
- e) Serve as spokesperson for the Board.

B. Vice-Chair. The Vice-Chair shall advise and consult with the Chair and Executive Committee and perform other such duties as deemed necessary by the Board. In the event of the absence or the inability or refusal to act of the Chair, the Vice-Chair shall perform the duties of the Chair and shall have the powers of and be subject to all the restrictions upon the Chair. If the Chair is unavailable to the Board staff for any period of time, the Vice-Chair shall act as Chair.

C. Duties of Board Members.

- a) Attend all regular and special meetings of the Board.
- b) Notify the executive director in advance if unable to attend any regular or special meeting.
- c) Notify the executive director of anticipated late arrival and/ or early departure from any Board functions.
- d) Keep informed of the mission, philosophy, goals, and initiatives.
- e) Read all Board material received before each meeting.
- f) Be available for special meetings, legislative and Board hearings, liaison functions, accreditation visits, and professional meetings.
- g) Give appropriate reports as requested by the chair of the Board.
- h) Serve on Board committees.
- i) Serve in a liaison role to task forces and ad hoc committees called by the Board as directed by the chair.

Section 2. Nomination Procedure, Time of Elections. The Board shall elect officers of the Board as prescribed in Minnesota Statute, Section 122A.13. The Board shall elect officers from among its members by majority vote.

- A. Before January 1st of each year, the chair shall appoint a nomination committee. The committee shall forward a recommendation to the Board for executive committee positions. Prior to January 1 of each year, the nomination committee shall be called and charged by the chair to present a slate of candidates for the consideration of the Board at its February meeting.
- B. Elections shall take place at the board's meeting in February.
- C. Officers shall be elected for **two** years and assume office in February following the election.
- D. The term of office shall be from March through February.
- E. Officers may succeed themselves in office.

Section 3. Ballot Election, Term of Office. The officers shall be elected by ballot to serve for one year or until their successors are elected. Their term of office shall begin upon the conclusion of the meeting at which they were elected and end upon the conclusion of the meeting at which their successors are elected.

Section 4. Vacancy in Office. A vacancy in any office other than the Chair shall be filled by the Executive Committee. In the case of a vacancy in the office of Chair, the Vice-Chair shall serve the remainder of the term.

ARTICLE V

Meetings

Section 1. Regular Meetings. The Board shall hold regular meetings each year pursuant to a schedule of meetings approved by the Board. However, suppose the Board decides to have a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings. In that case, it shall give the same notice of the meeting provided in Minnesota Statutes, Section 13D.04 for a special meeting.

Section 2. Annual Meetings. The regular meeting in February shall be known as the annual meeting. It shall be to elect officers, receive reports of officers and committees, and transact such other business that may properly arise.

Section 3. Special Meetings. The Chair may order Special Meetings at any time. Due notice of such a special meeting shall be given in compliance with Minnesota Statutes, Chapter 13D, and to each Board member. No business other than the business stated in the call shall be transacted at special meetings.

Section 5. Quorum. A quorum shall be as prescribed in Minnesota Statutes, Section 326.07.

Section 6. Voting. Adoption of the main motion and any election shall require the affirmative vote of a majority of the members who are entitled to vote who are present and voting or a majority of the required quorum, whichever is greater. There shall be no absentee voting or voting by proxy.

ARTICLE VI

Committees

Section 1. Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair, Chairs of the standing committees, and Immediate Past Board Chair, of which the Chair of the Board shall be Chair. The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, make recommendations to the Board, and perform such other duties as are specified in these bylaws. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board. This committee shall meet at a time and location determined by this committee, and notice shall be as prescribed in Minnesota Statutes, Chapter 13D. This

committee's report shall be submitted to the Board for approval at its next regular meeting.

1. The Executive Committee shall:
 - A. annually audit board expenditures.
 - B. make recommendations to the board on the business of the board.
 - C. may advise the board's executive director in implementing board policies.
 - D. may advise staff in the preparation of the biennial budget request.

Section 2. Professional Development and Program Review. The Chair shall promptly appoint a Professional Development and Program Review Committee and its chair after each annual meeting. It shall be the duty of this committee to act on all continuing education issues and program reviews. All recommendations from this committee shall be presented to the entire Board for review and approval. This committee's report shall be submitted to the Board at its next regular meeting. This committee shall meet at a time and location determined by the Board Chair, and notice shall be as prescribed in Minnesota Statutes, Chapter 13D. This committee shall:

- A. Annually review the overall standards expected of clock hour activities to meet the requirements in Administrative Rule 3512 for license renewal.
- B. To recommend to the entire board to grant or deny an appeal concerning clock hour activities that were denied by staff.
- C. Accept /reject the recommendations from the Program Review Teams for initial approval or continuing approval of university preparation programs and make a recommendation to the board.
- D. To make recommendations to the board regarding revising policies and rules governing the program and institutional approval.
- E. To develop guidelines for the roles of the board members representing the board to other organizations, task forces, and committees.

Section 3. Ethics committee. The Chair shall appoint an Ethics Committee and its chair promptly after each annual meeting. It shall be the duty of this committee to provide oversight of administrative disciplinary issues and the Code of Ethics. Minnesota Statute 3512.5200. All recommendations from this committee shall be presented to the entire Board for review and approval. This committee's report shall be submitted to the Board for approval at its next regular meeting. This committee shall meet at a time and location determined by the Board Chair, and notice shall be as prescribed in Minnesota Statutes, Chapter 13D.

- A. Review complaints and results of investigations alleging violations of a statute or rule that the Board is empowered to enforce to determine if disciplinary action is warranted.
- B. In consultation with the Attorney General's Office, make recommendations to the board regarding the severity of disciplinary action against an administrator's license.
- C. To make recommendations to the board regarding revisions to the Code of Ethics.

Section 4. Licensing Committee. The Chair shall promptly appoint a Licensing Committee and

its licensing chair after each annual meeting. The Licensing Committee is responsible for the oversight of variances, alternative licensure, and Rulemaking. This committee shall meet at a time and location determined by this committee, and notice shall be as prescribed in Minnesota Statutes, Chapter 13D. The Licensing Committee shall;

- A. Study the current licensure and fee structure and make recommendations to the board regarding structure and types of licensure.
- B. Make recommendations to the entire board regarding licensure variance requests.

Section 5. Legislative Committee and Communication Committee. The Chair shall appoint a Legislative Committee and its chair promptly after each annual meeting. It shall be the duty of this committee to keep the board informed of legislation that may affect the board or school administrators. Recommendations from this committee shall be presented to the entire Board for review and approval. This committee's report shall be submitted to the Board for approval at its next regular meeting. This committee shall meet at a time and location determined by the Board Chair, and notice shall be as prescribed in Minnesota Statutes, Chapter 13D. This committee shall;

- A. To develop strategies for the implementation of legislative initiatives.
- B. To offer testimony to appropriate legislative committees regarding any proposed legislation pertaining to the board.

Section 6. Accountability, Ex-officio Members, Subcommittees, Term. Standing committees shall report to the Board and be responsible to the Board Chair between meetings. The Board Chair shall be an ex-officio member of all committees. The chair of each committee shall be an ex-officio member of all subcommittees within their respective committee. No member shall chair more than one standing committee at a time, and no member shall be eligible to serve more than two consecutive terms as chair of the same committee. The term for committee members shall correspond to that of Board officers.

Section 7. Committees, Purpose. The board shall have the following standing committees: executive, licensing, legislative, professional development and program approval, and ethics.

1. Standing committee appointments shall be made by the chair and shall run from February through January
2. Standing committee meetings shall be called at a time and place to be determined by the committee chair and in consultation with the board chair. The executive director shall prepare and distribute a notice of time, location, and agenda in consultation with the committee chair.
3. The committee chair may conduct special meetings through the use of a conference telephone or similar communications equipment such as email, instant messaging, or similar communication so long as the meeting complies with Minnesota's Open Meeting Law and all members participating in such meeting can communicate with one another at the time of the such meeting. Participation in such a meeting constitutes presence in person at such a meeting.
4. Each standing committee shall report to the board at regular meetings of the board.
5. Meetings of the standing committees are intended for the discussion of issues

- related to the task assigned to the committee by the board.
6. Staff will present pertinent information at committee meetings. Staff attending committee meetings shall prepare minutes of committee meetings when requested by the committee chair.
 7. The board may revise and modify the function and structure of standing committees.
 8. The purpose and duties of the standing committees shall be as follows:
 9. The Executive Committee shall annually audit board expenditures.

ARTICLE VII

Parliamentary Authority

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

ARTICLE VIII

Amendment of Bylaws

Written amendments to these bylaws shall be referred to the Executive Committee for initial review and consideration. Upon completion of the Rules Committee's review and consideration, the amendments shall be directed to the Executive Committee. Upon approval by the Executive Committee, the proposed amendment to the bylaws shall be presented to the entire Board for its review and consideration. It shall be voted upon at a subsequent Board meeting. A two-thirds vote at a properly called meeting at which a quorum is present shall be required to pass an amendment.

Revised and approved by Board on November 26, 2018
Revised and approved by Board on February 27, 2023