

## **BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES**

### **RESPONSIBILITIES**

The Board of Directors, hereinafter called the Board, shall have administrative responsibility for the programs as stated in the Bylaws and for developing processes to determine goals and priorities for the organization.

### **DUTIES**

The Board shall be the administrative body of WASA. The Board shall exercise all powers, duties, and rights of corporate directors, subject to the limitations and restrictions provided by the WASA Bylaws. Duties shall include:

1. Employing an Executive Director and establishing his/her term of employment.
2. Setting and implementing policies and approving resolutions.
3. Developing processes to determine goals and priorities for WASA.
4. Acting on policy matters related to WASA activities.
5. Ratifying changes in the Articles of Incorporation, Standing Rules, and Bylaws.
6. Considering and acting on all recommendations and proposals brought before it.
7. Approving dues increases and creating/terminating categories of membership.
8. Performing such other responsibilities as may be prescribed elsewhere in the Bylaws and in the Standing Rules.

### **EXPECTATIONS OF BOARD MEMBERS**

1. Attend all Board meetings/conference calls as scheduled.
2. Travel expenditures to Board meetings are the responsibility of the Board member. Meetings are generally scheduled in conjunction with another WASA conference/workshop to minimize travel expenses and time out of office.
3. Attend the WASA Leaders Workshop to assist in developing goals and action steps.
4. Provide a report at region meetings on actions taken by the WASA Board when appropriate.

## **BOARD COMPOSITION**

The Board shall consist of the following:

1. The President, President-elect, immediate Past President, Secretary, and Treasurer.
2. Elected representatives from the five components (BPAC, IPAC, Special Education, Principals, and Superintendents), with each component entitled to one representative for every 100 members. Component membership as of January 15 will determine the number of representatives.
3. One elected representative from each WASA region (101, 105, 108, 109, 110, 111, 112, 113, 114, 123, and 171).
4. Liaison, non-voting representatives, may be appointed by the Board from the Office of State Superintendent of Public Instruction, the State Board of Education, Educational Service Districts, American Association of School Administrators, higher education and retired WASA members.
5. Substitutes for absent Board members are not allowed.

## **EXECUTIVE COMMITTEE**

The Executive Committee, composed of the officers of WASA in conjunction with the Executive Director, is vested with the authority to take appropriate action on behalf of WASA between meetings of the Board of Directors. Any action taken by the Executive Committee will be reported at the next regularly scheduled board meeting and included in the board minutes.

## **MEETINGS IN QUORUM**

The Board shall hold not less than three meetings per year. Other meetings of the Board shall be held upon the call of the President or by a majority of the Board. A majority of the current Board membership constitutes a quorum and shall have the power to act.

## **TERMS OF OFFICE**

1. Regional members who serve as Directors shall serve three-year terms with approximately one-third expiring annually.
2. Directors representing components with up to 100 members serve two years as members of the Board of Directors and as component chairs.
3. Directors representing components with 200 members serve as members of the Board of Directors for two years, one year as chair-elect and one year as chair.
4. Directors representing components with 300 members serve as members of the Board of Directors for three years, as chair-elect, chair and past chair.

5. The term of office for regularly elected officers and directors shall begin July 1, following the date of their election, and no officer or director shall be elected to serve consecutive full terms in the same office without the approval of the Board of Directors.
6. Liaison representatives will serve three-year terms.

#### **VACANCIES**

Director vacancies for unexpired terms shall be filled by the regions or components as authorized in their bylaws.