

ED-RED Bylaws

ORGANIZATIONAL OBJECTIVES AND ACTIVITIES

Mission

Advocate for quality public education on behalf of the suburban school districts we serve

We believe:

Locally controlled public-school districts are pillars of a democratic society

State mandates must be limited, clear, and financially supported

Local districts tailor educational and fiscal decisions to the unique needs of their students

Research-based education policy is imperative to the success of our schools

Themes

Research

Stewardship of Resources

Communication and Member Engagement

Advocacy and Legislation

Mandate Management

MEMBERSHIP CRITERIA & PROCEDURES

A public school district may be considered for membership provided that the request is from a high school district, an elementary district, a unit district, an Intermediate Service Center/Regional Office of Education, or a Special Education Cooperative serving the northwest suburban area in Lake and Cook Counties.

Upon submission of an eligible request, the Executive Director of ED-RED (“Executive Director”) will forward it along to the ED-RED Executive Board for consideration. The Board shall discuss the request and make the final determination on membership in its sole discretion at a subsequent Executive Board Meeting.

Member districts may present concerns to the Executive Director for the Executive Board to consider.

ADMINISTRATIVE DISTRICT

The ED-RED member school district that houses the ED-RED office(s) shall be designated as the Administrative District.

The Administrative District and the ED-RED Executive Board (“Executive Board”) shall enter into a Fiscal Agent Agreement. The Fiscal Agent Agreement shall specify the spaces that the Administrative District shall provide to ED-RED, the rental rates for those spaces, other services provided by the Administrative District for the activities of ED-RED, and the cost of those services. The Treasurer of the Administrative District shall serve as treasurer for ED-RED and will be authorized to sign checks. The Superintendent (or Superintendent’s designee) of the Administrative District shall appoint a Liaison to facilitate this Fiscal Agent Agreement and communication between the Administrative District and the Executive Director of ED-RED (or Executive Director’s designee).

The Fiscal Agent Agreement shall be reviewed annually by the Executive Board and Superintendent (or Superintendent’s designee) of the Administrative District.

EXECUTIVE BOARD

Executive Board Composition and Responsibilities:

- The Executive Board shall consist of a total of twelve (12) individuals: Six (6) of those individuals shall be ED-RED school board members and the other six (6) individuals shall be ED-RED school administrators, of which five (5) shall be superintendents and one (1) shall be a school business official.
- An Executive Board member will cease to be a member of the ED-RED Executive Board as of the date they are no longer serving their district.
- Executive Board members shall serve on the board for a limit of eight (8) years. The members may serve beyond this limit, as approved by the majority of the Executive Board, until a replacement member has been selected and approved.
 - Executive Board member terms shall begin on July 1 and conclude on June 30.
 - In the event that a Board member is appointed to fill a vacancy and begins his or her service on the Executive Board between July 1 and June 30, for purposes of this Section, their eight (8) year term shall be deemed to begin on the July 1 following the appointment.

- The Executive Board shall meet a minimum of six (6) times per school year.
- A quorum is defined as the majority of members seated on the Executive Board.
 - A quorum is required to approve a policy position or financial decision.
 - Members may vote and participate by other means including video conference and conference call.

ELECTION AND DUTIES OF ED-RED OFFICERS

The Executive Board shall vote to approve a Chair and Vice-Chair every two (2) years or when a vacancy occurs, whichever occurs first. The Chair and Vice-Chair so elected shall serve a two (2) - year term; provided, however, no Executive Board member shall serve in any one officer position for more than four (4) years, unless approved by the Executive Board via a majority vote. The Chair and Vice-Chair positions may be occupied by any Executive Board member.

The ED-RED Chair shall:

- Preside at Executive Board meetings.
- Work closely with the Executive Director on drafting agendas for Executive Board meetings.

The ED-RED Vice-Chair shall:

- Conduct all other activities delegated to the Chair by the Executive Board.
- Assume the responsibilities of the Chair in the Chair's absence and share the responsibilities when appropriate.

EXECUTIVE BOARD SUBCOMMITTEES MAKEUP & RESPONSIBILITIES

The Executive Board will consist of the following subcommittees. Changes and additions may be made at the direction of the Executive Director and Executive Board Officers.

- The Finance Subcommittee shall be made up of the Executive Board Business Official, the Executive Board Chair or Vice-Chair, and ED-RED Staff at the direction of the Executive Director. The Subcommittee shall oversee the annual budget crafting process.
- The Human Resources Subcommittee shall be made up of 2-3 Executive Board Members and ED-RED Staff at the direction of the Executive Director. The Subcommittee shall oversee the evaluation and hiring processes for the Executive Director.

- The Programming Subcommittee shall be made up of 2-3 Executive Board Members and ED-RED Staff at the direction of the Executive Director. The Subcommittee shall advise on the creation of programming for ED-RED events.
- The Policy and Procedures Subcommittee shall be made up of 2-3 Executive Board Members and ED-RED Staff at the direction of the Executive Director. The Subcommittee shall review and propose changes to the ED-RED's Bylaws and Standard Operating Procedures (the "Governing Documents") on an annual basis.

BUDGET POLICY

The ED-RED fiscal year begins July 1 and ends June 30. ED-RED staff will consult with the Executive Board's Finance Subcommittee to create an annual organization budget. ED-RED staff will present the budget to member school districts during the last meeting of ED-RED membership of the fiscal year for review. The Executive Board shall approve the annual organization budget prior to July 1.

ED-RED will work to maintain at least 30% of its annual budget in reserve to provide a buffer against unexpected revenue losses, emergency expenditures, additional programming or other financial circumstances that may negatively impact the organization's ability to fulfill its obligations.

MEETING DESCRIPTIONS AND CHARGES

ED-RED MEETINGS - STAFF RESPONSIBILITIES:

- Schedule and facilitate regular meetings of ED-RED membership each school year focusing on organizational and education policy issues affecting member districts including an update on ED-RED advocacy efforts and current legislative issues.
- Send agendas to member school districts at least 3 business days in advance of meetings of ED-RED membership with information about the program topic.

MEMBER RESPONSIBILITIES:

Review ED-RED materials and provide feedback on legislation, initiatives, events, and member benefits to the Executive Board and Executive Director, as requested.

PROCESS FOR AMENDING GOVERNING DOCUMENTS

The Subcommittee on Policies and Procedures shall convene annually to review ED-RED's Governing Documents. Any changes recommended by the subcommittee shall be considered

and approved by the Executive Board. All Governing Documents shall be made accessible to all members.

DUES AND BILLING

Membership Dues are the major source of revenue for ED-RED and are determined based upon budget considerations and policy.

- Each ED-RED member school district shall be required to pay annual membership dues.
- Member school districts are billed by the ED-RED office in June of the preceding fiscal year.
- Each member shall join the organization as an individual entity.

DUES STRUCTURE

Type of District	Dues
Elementary Under 1,000 Students	Tier 1: \$1,100 Tier 2: \$1,350 Tier 3: \$1,600 Tier 4: \$1,850
Elementary Between 1,001 – 1,999 Students	Tier 1: \$1,850 Tier 2: \$2,100 Tier 3: \$2,350 Tier 4: \$2,600
Elementary Over 2,000 Students	Tier 1: \$3,100 Tier 2: \$3,350 Tier 3: \$3,600 Tier 4: \$3,850
High School/Unit Districts	Tier 1: \$4,600 Tier 2: \$4,850 Tier 3: \$5,100 Tier 4: \$5,350

Intermediate Service Centers	\$3,000
Special Education Cooperatives	\$3,000

ED-RED Standard Operating Procedures

Executive Board Meetings

Monthly Meetings

The Executive Board will host a minimum of 6 Executive Board meetings annually which are typically scheduled monthly for no more than two hours each. One of those meetings is to be the Annual Retreat which is typically scheduled for an extended period of time (4-5 hours).

Annual Retreat

The Executive Director hosts an annual retreat of the Executive Board prior to the annual kick-off meeting, typically in September. The following items may be included for discussion at the annual retreat:

- Establishment of the annual member committee topics and legislative initiatives based on recommendations of the Executive Director. Approval from the board will be recorded via a roll call vote.
- Review of the membership dues structure.
- Review any suggested changes to the Governing Documents made by the Policy and Procedures Subcommittee.
- Discussion of the Strategic Plan and the status of ED-RED's goals.

Executive Board – Member Positions and Member Terms

Member Positions

The ED-RED Bylaws require the Executive Board to be composed of six school board members and six administrators (5 superintendents and 1 school business official) from current ED-RED member districts. The Executive Board should reflect the diversity of ED-RED's membership.

Length of Board Service

Per the Governing Documents, an Executive Board member may serve up to eight (8) consecutive years. After at least one (1) year passes following the expiration of a former Executive Board member's 8-year service, they may reapply to serve on the ED-RED Executive Board.

Chair and Vice-Chair Positions

Prior to an Executive Board Meeting at which the Executive Board will be voting on the Chair and Vice-Chair positions, the Executive Board shall discuss, at a regularly scheduled meeting, which Executive Board members are interested in the Chair or Vice-Chair position. Unless a vacancy occurs, the Chair and Vice-Chair positions shall typically be voted on at the June Executive Board meeting. The Executive Director should encourage Executive Board Members to provide the Executive Director and/or other Executive Board members of their interest at or before the Executive Board meeting prior to the meeting at which the vote will be taken which shall typically be the May meeting, unless an early vacancy occurs.

Executive Board Vacancies

Conclusion of Board Service

Vacancies arising at the conclusion of a Board member's service, should be advertised at least four months prior to the conclusion of the service and the application period should remain open for at least one month. Advertisements may come via regular ED-RED communications, via announcements at regular meetings and using other communication tools.

Mid-Service Term Vacancies

When a vacancy occurs mid-service, the Executive Director should announce the upcoming vacancy within four months of when the vacancy is expected to occur, if appropriate notice is given. If the vacancy occurs unexpectedly, the vacancy shall be announced as soon as practical following the vacancy. In any case, the application period should remain open for at least one month. The vacancy should be advertised via regular ED-RED communications, via announcements at regular meetings and using other communication tools.

Interview Process

To fill a current or upcoming vacancy on the Executive Board, an interview process shall take place. The Chair of the Executive Board will appoint a temporary Interview Committee and oversee the interview process. The Interview Committee shall consist of a minimum of two, but no more than four Executive Board members of whom at least one must be a school board member and one must be a school administrator. The Executive Director may also be included in the Interview Committee, as needed. The interviews should take place with this Interview Committee.

Prior to interviewing Executive Board candidates, the Executive Board must: 1) determine which applicants should be scheduled for interviews if there are more than 4 applicants per vacancy and 2) discuss and develop a common scoring tool to use when evaluating each candidate. The scoring tool should include the following items:

- Type of position the candidate holds/has held within ED-RED member districts, including issues that the candidate has dealt with in those positions, and how they would help inform ED-RED's advocacy efforts

- How familiar the candidate is with ED-RED member districts and the issues which impact those districts
- How involved has the candidate been in ED-RED or other advocacy organizations
- What types of experience, expertise, and diversity the candidate brings to the Executive Board
- Any other criteria determined by the Interview Committee

After the candidates have been interviewed, the Interview Committee shall present the Executive Board with a recommendation for consideration and formal action.

Executive Board Member Responsibilities

- Lead ED-RED governance
- Board members provide oversight for ED-RED and its programs, ensuring high quality and consistency with ED-RED's mission and goals
- Board members are expected to:
 - Regularly attend and actively participate in Board meetings and ED-RED events, helping to lead the organization in its decisions and monitor its progress in fulfilling its mission, vision, and goals. Board members missing more than two meetings per fiscal year, will meet with the Chair/Vice-Chair to discuss interest and commitment.
 - Serve on at least one Board subcommittee and participate in those committee-level meetings, planning, and activities.
 - Understand the financial health of the organization and accept shared responsibility for financial oversight through review of financial reports, and reviewing and approving the annual budget.
 - Ensure effective organizational planning. Strategic planning is essential to ED-RED's success, and Board members are expected to be active contributors to the strategic planning process and attend the Board's annual planning retreat.
 - Act at all times with a high standard of prudence and ethics in accordance with the vision and values of ED-RED. Board members will:
 - Avoid or disclose any existing or potential conflicts of interest.
 - Always prioritize the best interests of ED-RED over personal interests during all Board and committee discussions and voting matters.
 - Contribute suggestions for improving ED-RED's policies, practices, or ethics.

Executive Board - Governing Documents

Annual Review

The ED-RED Policy and Procedures Subcommittee shall review the Bylaws and Standard Operating Procedures (the "Governing Documents") at least annually and present amendment recommendations to the Executive Board. Any amendments to the Governing Documents shall be approved by the Executive Board at a meeting following the presentation of the committee's recommendations.

Executive Director Evaluation

The Executive Board must annually evaluate the Executive Director. The Human Resources Subcommittee shall develop and oversee the evaluation process and develop the tool that will be used to evaluate the Executive Director. The tool may be shared with the Executive Director, as needed.

The evaluation will consist of the following components:

1. Performance survey completed by Executive Board Members
2. Self-evaluation completed by the Executive Director
3. Mid-year status report on implementation of specific performance goals as established by the Board, to be completed by the Executive Director
4. Submission of a summative written report on the implementation of specific performance goals as established by the Board, to be completed by the Executive Director
5. A summative evaluation report completed by the Board's HR Committee and a post evaluation conference with the Executive Director conducted by the committee
6. Updated performance goals established for the following year.

Evaluation Process Timeline:

1. Early February: Performance Survey reflective of goals distributed to members by the HR Committee
2. Mid February: Performance Survey due date
3. End of February: Submission of Executive Director self-evaluation and summative goals report
4. March Executive Board Meeting: Board discussion of evaluation survey data, ED self-evaluation and summative goals report.
5. Early April: Completion of summative evaluation report and conference with Executive Director
6. No later than June 30: Finalize contract year performance goals.

Annual Budget Process

The Finance Subcommittee in conjunction with ED-RED staff shall be charged with proposing the annual budget to the Executive Board. The Annual Budget Process shall proceed as follows:

- During the January Executive Board Meeting, the Executive Director will conduct a Mid-Year Budget Review.
- During the March Executive Board Meeting, the Executive Director and Finance Subcommittee will present their proposal to the Executive Board for discussion and feedback.
- During the April Executive Board Meeting, the Executive Director and Finance Subcommittee will present any changes to the Executive Board prior to their approval.

Annual Member Committees

Each year at the annual retreat, the Executive Board should approve annual member committees. These committees are based on the recommendations of the Executive Director on topics that are priorities to members and/or expected to be discussed during the next legislative session. At least one Executive Board member is to serve on each member committee. The goals of the member committee(s) is to (1) study the legislative history and implications on suburban public schools based on each topic and

develop guiding principles, if applicable, and (2) advise the Executive Director on the specific issues facing local member districts. Any drafted guiding principles are to be approved by the Executive Board before distribution. Guiding principles may be used to guide ED-RED staff during legislative conversations and negotiations.

Annual Member Committees

- Attend, participate, and provide feedback on ED-RED events
- Receive and act upon action alerts sent by ED-RED staff
- Complete surveys shared by ED-RED staff to inform the Organization's decisions in pursuing initiatives, establishing member committees, and other appropriate items.

From time to time, on an as-needed basis, the Executive Director may recommend the appointment of an ad hoc committee to perform a specified function. Any such recommendation shall be approved by the Executive Board.