

OSBA Governance Changes

Proposed amendments to the OSBA Bylaws affecting the Board, the caucuses, and association governance

To OSBA member boards,

This pamphlet summarizes the governance changes recommended following the OSBA Board Governance Committee's 2026 governance assessment. The assessment gathered input from 188 survey respondents, 12 stakeholder interviews, and seven focus groups representing OSBA's Board, staff, member districts of every size, the caucuses, and the PRIDE Advisory Committee, along with a scan of school board association bylaws in more than thirty states.

Six themes emerged from that assessment. On August 24, 2026, the Governance Committee reviewed a full set of draft edits to the OSBA Bylaws and moved to recommend them to the Board of Directors.

This pamphlet explains the three changes at the center of that package: eliminating the named non-voting ex-officio advisor seats and replacing the two individual caucus seats with two directors appointed by the Board on the recommendation of a new Caucus Council; establishing that Caucus Council, which reports to the Board, while the caucuses and the PRIDE Advisory Committee report to the Executive Director; and making Board participation on the Legislative Policy Committee a choice rather than an assumption. Voting Board size does not change. A summary of the additional bylaws changes is also included.

Members vote on the amended bylaws as a single ballot measure, so we encourage every OSBA member board to review this pamphlet closely. Questions and feedback are welcome at any point in the process outlined on the final page.

OSBA Governance Committee



Contents

Executive Summary

Guiding Principles

What Members Told Us

Recommendations at a Glance

OSBA Governance Changes

1. Board of Directors: Composition and Ex-Officio Seats

2. The Caucus Council

3. Legislative Policy Committee: Composition and Participation

Additional Bylaws Changes on the Ballot

Changes Already Underway

Resolution to Amend the OSBA Bylaws (Draft)

How the Vote Happens

DRAFT

Executive Summary

As part of OSBA's regular governance review cycle, the OSBA Board engaged Coraggio Group in 2026 to assess its governance structure and recommend changes that would strengthen its ability to govern effectively and serve its members. The assessment combined a survey of 188 stakeholders, 12 interviews, and seven focus groups with a scan of school board association bylaws across more than thirty states. The findings were reported in the Board Governance Structure Review Report (Coraggio Group, June 2026) and presented to the Governance Committee at an August 3, 2026, design retreat. On August 24, 2026, the committee reviewed draft edits to the OSBA Bylaws and moved to recommend them to the Board of Directors for adoption and referral to the membership.

Guiding Principles

Four guiding principles were set at the outset of the assessment, and they were also the test applied to every recommendation: each change had to advance at least one of them. Each of the three changes in this pamphlet is mapped to the principle it most directly serves.

- **Efficiency:** Design structures that make purposeful use of staff resources and Board member time. Every committee, caucus, and process should add clear value or be eliminated.
- **Effectiveness:** Ensure governance structures enable the Board to fulfill its core responsibilities: strategic oversight, policy governance, fiduciary accountability, and organizational leadership.
- **Engagement:** Ensure boards, as entities, have genuine opportunities to participate in and inform decisions without creating administrative burden or unnecessary complexity.
- **Representation:** Balance representation between boards as fundamental units and districts serving larger student populations, so all member voices carry appropriate weight.

What Members Told Us

Board size was named by every member group as the greatest opportunity for improved efficiency, and 69 percent of Board and staff respondents named it as a structure that should be re-evaluated. Governance and advocacy confusion is the single most-cited barrier to Board effectiveness, named by 29 percent of respondents, with unclear roles following at 26 percent. The Board's self-understanding of OSBA's work rates 2.6 of 5, though orientation rates 3.9. The non-voting ex-officio positions were flagged by 39 percent of Board and staff respondents, and were identified as the least active and least impactful of the Board roles. Both caucuses and the advisory committee earned below-target effectiveness ratings; 69 percent of advisory committee respondents, 63 percent of Rural Caucus respondents, and 56 percent of Members of Color Caucus respondents flagged their own body's structure for re-evaluation.

Recommendations at a Glance

Six themes emerged from the assessment. The draft bylaws carry forward three central changes, each described in detail in the next section:

- **Board of Directors.** Eliminate the named non-voting ex-officio advisor seats, and replace the two individual caucus seats with two directors appointed by the Board on the recommendation of the new Caucus Council. Serves efficiency.
- **The Caucus Council.** Establish a Caucus Council made up of one representative from each caucus established by the executive director. The Council reports to the Board, while the caucuses and the PRIDE Advisory Committee report to the executive director. Serves effectiveness.

- Legislative Policy Committee. Make Board member participation on the LPC a choice rather than an assumption, and seat Caucus Council designees on the LPC through Board appointment. Serves effectiveness and engagement.

These changes are recommended as a first, incremental step. Voting Board size does not change, and adding future caucuses would not grow the Board. The Governance Committee plans to assess the impact of these three changes after one year, before considering any further changes to Board size.

Additional bylaws changes appear on the same ballot and are summarized later in this pamphlet. A further set of improvements to Board practice is already underway and does not require a member vote; those are summarized under Changes Already Underway.

DRAFT

OSBA Governance Changes

1. Board of Directors: Composition and Ex-Officio Seats

CURRENT The Board consists of up to 22 regionally elected directors, plus one designated director from the Oregon School Board Members of Color Caucus and one from the Oregon Rural School Board Members Caucus, for up to 24 voting directors. Bylaws Section 3.3 caps the Board at 25 persons. The Board also seats a standing slate of named non-voting ex-officio advisors: a National School Boards Association director elected from Oregon, the executive director of the Coalition of Oregon School Administrators, the chair-elect of the Oregon Association of Education Service Districts, the board president of the Oregon Community College Association, and the chair of the State Board of Education. Stakeholders report that the ex-officio role and its relationship to the Board are not clearly defined, and 39 percent of Board and staff respondents flagged the ex-officio positions for re-evaluation. Ex-officio roles were identified as the least active and least impactful of the Board roles. Peer state associations seat 14 to 19 voting directors.	PROPOSED Eliminate the standing slate of named ex-officio advisors, and instead allow the Board to designate individuals to serve as ex-officio, nonvoting advisors as needed (Section 3.5.4). Those advisors remain excluded from executive session unless separately entitled or invited, and ineligible for OSBA travel reimbursement. Replace the two individual caucus seats with two directors appointed by the Board on the recommendation of the Caucus Council, under the Council’s operating procedures (Sections 3.5 and 3.5.3). Voting Board size is unchanged at up to 22 regionally elected directors plus two Caucus Council directors, within the Section 3.3 cap of 25 persons. Caucus Council director vacancies are filled by the Caucus Council (Section 3.6). If the president or immediate past president is a Caucus Council director, the Council elects an additional director for the duration of that term (Section 3.5.3). There is no net growth in Board size going forward, and adding future caucuses would not grow the Board. The Governance Committee will assess the impact after one year; any further reduction would likely require redrawing the regional map.
---	--

SERVES: EFFICIENCY

2. The Caucus Council

CURRENT The Members of Color Caucus and the Rural Caucus each hold a guaranteed seat on the Board and a seat on the Legislative Policy Committee, and report their advisory input directly to the Board. Each caucus is established, added, or eliminated only through a bylaws amendment approved by the membership. The PRIDE Advisory Committee has no guaranteed Board or LPC seat, runs on about half the budget of the	PROPOSED Establish a Caucus Council made up of one representative from each caucus established by the OSBA executive director (Section 4.4.4). The executive director sets the criteria for establishing caucuses in support of OSBA’s vision, mission, and goals. Each caucus may recommend one member to the Council, subject to a majority vote of a quorum of the Board. The caucuses and the PRIDE Advisory Committee report to the executive director rather than to the Board. This connects them to OSBA’s daily operations and to more staff support, and allows them to meet in
---	---

caucuses, and is advisory only. All three bodies report to the Board. Affinity bodies are valued, but the assessment found they lack clear roles and consistent support.	a more flexible manner. Caucus names do not change; the reporting relationship does. The Council adopts operating procedures rather than bylaws (Section 4.4.2), its budget is set by the Board (Section 4.4.5), and it submits an end-of-fiscal-year report on its meetings, budget, officers, and goals (Section 4.4.6). The Council keeps minutes, reports at regular Board meetings, and complies with Oregon public meetings law (Section 4.5). The Council recommends two directors for Board appointment, recommends one member for appointment to the Finance Committee by the president subject to Board approval (Section 4.1.2), recommends designees for LPC appointment through the same process, may recommend appointments to additional ad-hoc committees, and may define other responsibilities beyond appointments. The PRIDE Advisory Committee is reorganized alongside the caucuses. Today it holds no guaranteed Board or LPC seat; under this structure, any affinity body established as a caucus by the executive director has the same pathway to a Council seat, and through the Council to Board and LPC seats. Affinity representation is preserved and, for PRIDE, strengthened. Future caucuses may join the Council without growing the Board, creating a clear path for affinity voices to grow without Board size growth or tiered membership.
--	--

SERVES: EFFECTIVENESS

3. Legislative Policy Committee: Composition and Participation

CURRENT The Legislative Policy Committee is composed of the voting members of the Board, regional representatives elected under Sections 4.1.3(c) through (e), one designated voting member from the Members of Color Caucus, and one from the Rural Caucus. Board service on the LPC is assumed rather than chosen, and Board policy directs every director to fulfill LPC responsibilities. The bylaws set no terms or term limits for LPC seats.	PROPOSED Compose the LPC of the voting members of the Board who choose to participate, the president as an ex-officio voting member, all Executive Committee members, the elected regional representatives, and voting members designated by the OSBA Board upon recommendation from the Caucus Council (Section 4.1.3(b)). Executive Committee members must serve; other Board members may choose to. Caucus Council designees are recommended by the Council, appointed by the OSBA president, and subject to Board approval.
--	---

	Add a term provision for LPC members: members take office January 1 in even-numbered years, serve two-year terms, may serve five consecutive terms, and may rerun after a two-year hiatus (Section 4.1.3(f)). Board policy will be updated so that a director fulfills LPC responsibilities only if appointed to the committee.
--	---

SERVES: EFFECTIVENESS · ENGAGEMENT

Together, these changes are expected to strengthen representation, improve compliance with Oregon public meeting laws, and create a more direct connection between the caucuses and OSBA staff leadership, including more staff support for the caucuses' work. Because they change the Board's composition and the caucuses' reporting relationships, they require a bylaws amendment, written member notice, and approval by two-thirds of returned ballots.

Additional Bylaws Changes on the Ballot

Members vote on the amended bylaws as a single ballot measure. Alongside the three changes above, the draft bylaws include the following substantive changes. Where an item is also described earlier in this pamphlet, such as the Legislative Policy Committee term provision, it is the same provision, not an additional one.

Change	What it does
Resolution deadline (2.5)	Moves the deadline for members or directors to submit resolutions to the Board from September 30 to September 15.
Region declaration (2.6.2)	Identifies a member's main administrative office, rather than its district boundaries, as the indicator of its region. A member must declare the region in which it intends to vote, and vote only in that region.
Regional review cycle (2.7)	Changes the formal review of the regional organization from at least every three years to at least every five years.
Annual member report (2.8)	Replaces the required November in-person annual meeting of members with a requirement that the association report on its activities and financial condition to the membership at least once a year, in a meeting held at any time during the year.
Quorum and blank ballots (2.13)	Confirms that blank ballots and abstentions count toward the quorum but do not count as no votes.
Finance Committee designee (4.1.2)	Adds a Caucus Council designee, appointed by the president subject to Board approval, serving a two-year term, who may serve five consecutive terms and may return after a two-year hiatus.
Finance Committee term limits (4.1.2)	Members taking office before January 1, 2027, keep no term limits. Members taking office on or after that date may serve five consecutive two-year terms and may return after a two-year hiatus.

Change	What it does
LPC terms and term limits (4.1.3(f))	Adds a term provision for Legislative Policy Committee seats: two-year terms beginning January 1 of even-numbered years, five consecutive terms, then a two-year hiatus.
Officer reelection (5.4)	If an officer's Board term is up for reelection, all officers other than the past president must be reelected by their region to continue serving in the officer position.

Changes Already Underway

Not every recommended change requires a member vote. The following are policy and practice changes within the Board's and staff's existing authority, and work on several is already in progress. The bylaws change is modest; the practice change is substantial, and members are likely to feel these changes more than the structural ones.

Area	What is changing
Onboarding and role clarity	Written role descriptions provided at recruitment, multi-stage onboarding that pairs new directors with experienced members, and a check-in at six to eight months.
Board and LPC expectations	Written attendance and engagement expectations for Board and LPC members, with a defined method for tracking engagement, and clearer committee participation pathways supported by updated Board policy on committee participation. Director removal criteria are a separate, later step for the Policy Committee and are not part of this recommendation.
The regional director role	Clarifying that a regional director is a point of contact for member boards, not their delegate, with a minimum communication cadence for regional directors and LPC representatives.
Governance training	Ongoing training on roles and responsibilities, including board and staff roles and officer roles; fiduciary duty for all directors; and eligibility criteria for officer roles.
Member communication	Clear organizational ownership of member communication, a regular governance digest and legislative updates, and roadshows redesigned for more two-way dialogue.
Meetings and materials	In-person sessions for complex decisions, and greater focus on individual preparation before meetings.
Caucus support	Caucus operating procedures updated, and staff development of a new executive director caucus framework.

These items move on the Board's direction alone. Only the bylaws changes described earlier in this pamphlet require a member vote.

Resolution to Amend the OSBA Bylaws (Draft)

DRAFT RECOMMENDED BY THE GOVERNANCE COMMITTEE ON AUGUST 24, 2026, NOT YET ADOPTED BY THE BOARD OF DIRECTORS

Whereas the Oregon School Boards Association was formed in 1946 as a volunteer association of locally elected public school boards, and in 2017, through a vote of the membership, was incorporated under ORS Chapter 65 as a public benefit nonprofit corporation, at which time the OSBA bylaws replaced the OSBA constitution;

Whereas the membership amended the bylaws in 2018 and again in 2023 to seat representatives of the Oregon school board members of color caucus and the Oregon rural school board members caucus on the OSBA board of directors and the legislative policy committee, and amended the bylaws further in 2024;

Whereas in 2026 the OSBA board reviewed its governing structure as provided in Bylaws Section 2.7 and proposes to amend the OSBA bylaws as reflected in the attached draft OSBA bylaws, with changes highlighted in the attached summary document;

Therefore, be it resolved by the OSBA board of directors that the proposed draft OSBA bylaws be submitted to the membership for consideration during the 2026 OSBA election; and

Be it further resolved that the proposed draft OSBA bylaws, the draft OSBA bylaws summary document, and a copy of this resolution be forwarded to all OSBA member boards in accordance with the OSBA board of directors' adopted elections calendar.

Submitted by: OSBA Board of Directors

DRAFT

How the Vote Happens

Members have the final say on any bylaws change. Policy and practice changes move on the Board's direction alone.

Step	What happens
1. Full Board briefing	Findings and recommendations are presented to the OSBA Board of Directors for discussion. Nothing is voted on in that session.
2. Board action	The Board approves the resolution and the bylaws revisions, and refers the amended bylaws to the membership.
3. Written member notice	Member boards receive written notice of the proposed amendment, in accordance with the bylaws and the Board's adopted elections calendar.
4. Member ballot	Members vote on the amended bylaws as a single ballot measure. Approval requires two-thirds of returned ballots.

Questions and feedback are welcome at any point in this process. Please direct them to the OSBA Governance Committee through OSBA staff.