Resolution to Amend the 2024 OSBA Bylaws

WHEREAS, the Oregon School Boards Association (OSBA) was formed in 1946 as a volunteer association of locally elected public school boards;

WHEREAS, in 2017, through a vote of the OSBA membership, OSBA was incorporated under ORS chapter 65 as a public benefit non-profit corporation and the OSBA bylaws replaced the OSBA constitution;

WHEREAS, in 2018, through a vote of the OSBA membership, the OSBA bylaws were amended to expand the OSBA board of directors and legislative policy committee with representatives from the Oregon school board members of color caucus;

WHEREAS, in 2023, through a vote of the OSBA membership, the OSBA bylaws were amended to expand the OSBA board of directors and legislative policy committee with representatives from the Oregon rural school board members caucus and additional revisions to the bylaws;

WHEREAS, in 2024, through a vote of the OSBA membership, the OSBA bylaws were amended to include the following substantive changes:

- Allowing caucuses to have an additional director on the OSBA board of directors in the circumstance where the OSBA president or immediate president is a director from a caucus. This revision is intended to provide the same opportunity for representation for caucuses as is currently provided to regionally elected directors.
- Clarify that OSBA board of directors must comply with the Oregon government ethics laws with respect to conflicts-of-interest.
- Require OSBA caucuses to submit an annual year end fiscal report to the OSBA board of directors.
- Create officer eligibility criteria that requires candidates for officer positions and directors in officer positions to be voting members of the OSBA board of directors.
- Edits to grammar, punctuation, and language for readability.

WHEREAS, in 2026, the OSBA board reviewed its governing structure as per Bylaws 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; and

WHEREAS, the substantive changes to the draft OSBA bylaws are the following:

- Change deadline for members or board directors to submit resolutions to the OSBA board from September 30 to September 15.
- Clarify that if a member has a main administrative office in more than one region, the member board must declare which region it intends to vote and shall vote only in that region.
- Change the requirement of an in-person annual meeting of the members in November to a requirement that the annual meeting be held on a date and time and in a manner fixed by the board of directors and stated in the notice of the meeting.

- Clarify that returned blank ballots will count towards establishing a quorum but will not count as a “yes” or “no” vote.
- Replace the current caucus structure with a Caucus Council composed of designated representatives from caucuses that report to the OSBA executive director. The Caucus Council will retain two director seats on the OSBA board, replacing the two current caucus seats. The current two caucus directors will remain in their seats until the Caucus Council designates their first positions, or until December 31, 2027, whichever occurs first. The Caucus Council will have the option of designating a representative to serve on the finance committee. The Caucus Council will have the option of recommending seats on the OSBA legislative policy committee.
- Eliminate ex-officio positions and replace them with the option of appointment of nonvoting advisors to the board of directors as determined by resolution of the board of directors.
- Allow the OSBA board of directors the option of appointing directors to all vacant director positions except for the additional directors created pursuant to Section 3.5.1(e) if the president or immediate past president is no longer from the region to which the position is assigned.
- Eliminate the ability to appoint a director from a contiguous region.
- Add term limits to the finance and legislative policy committee positions.
- Clarify that OSBA officers, other than the past-president, must be reelected by their regions to continue serving as OSBA officers.
- Change OSBA board director participation on the legislative policy committee from a requirement to optional participation except that executive committee members continue to be required to serve on the LPC.

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