# 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**

OREGON SCHOOL BOARDS ASSOCIATION

# BYLAWS

As Amended by the Membership: December 2024
Proposed Edits: September 19, 2026

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## SECTION 1 PURPOSE

The Oregon School Boards Association (the "Association" or "OSBA") exists solely to perform essential governmental functions and all of its income accrues to the State of Oregon or its political subdivisions as required under IRC Section 115. In particular, the Association's mission and purpose are as follows:

A. To work for the general advancement and improvement of the education of all public school children of the State of Oregon.

B. To gather and disseminate information pertinent to the successful operation of public schools.

C. To work for the most efficient and effective organization of public schools of this state. "Public schools" include local school districts, education service districts, the State Board of Education, and community colleges classified as a political subdivision.

D. To work for adequate and dependable financial support for the public schools of this state.

E. To study all legislation which affects the public schools of Oregon and to support and work for that which appears to be desirable and to keep members informed thereof. To propose and work for the enactment of proper educational legislation.

F. To encourage the establishment and maintenance of best practices and high standards in the conduct and operation of the public school educational system.

G. To study and interpret educational programs and to relate them to the needs of pupils.

H. To promote public understanding of the role of school boards and school board members in the improvement of education.

I. To conduct seminars, conferences, and research projects in the various aspects of education for the benefit of members.

J. To endeavor to implement the policies, beliefs, and resolutions of the Association members and board of directors.

K. To do such other things as the member boards or board of directors may deem appropriate for the accomplishment of these and other purposes which tend to improve public education.

L. To enter into such cooperative agreement with members for the pooling of resources and the provision of services as may result in the more efficient utilization of district resources and accrue to their financial advantage.

## SECTION 2 MEMBERS

2.1 Admission. All members must qualify as (1) a "political subdivision" as defined under Treas Reg § 1.103-1(b) and Revenue Ruling 78-276, 1978-2 CB 256 and (2) as one of the following:

2.1.1 School District as defined under ORS Chapter 332;
2.1.2 Education Service District as defined under ORS Chapter 334;
2.1.3 Community College District as defined under ORS Chapter 341;
2.1.4 State Board of Education as defined under ORS Chapter 326; and
2.1.5 Any other governmental educational organization qualifying as a political subdivision, as approved by resolution of the board of directors.

2.2 Dues. Annual dues shall be set by majority vote of the members and shall be based on resident Average Daily Membership (ADMr) as of December 31 of the preceding year as reported to the Oregon Department of Education. Dues shall be payable on July 1 of each year and shall become delinquent on September 1 of each year. Member status shall automatically terminate for members failing to pay dues by September 1 unless an extension is requested and granted by the board of directors.

2.3 Reserved Powers of the Members. The following corporate actions require the consent and approval of the members:

2.3.1 Election and removal of directors except as set forth in Section 3.8;
2.3.2 Election and removal of the Legislative Policy Committee ("LPC") members except as set forth in Section 4.1.3(g);
2.3.3 Approval of resolutions to effectuate any of the following:

(a) Adoption, amendment, or restatement of the articles of incorporation or bylaws;
(b) Modification to the region descriptions set forth in Section 2.6.1; and
(c) Dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets.

2.4 Voting Power.

2.4.1 Election of Directors and LPC Members. For the purposes of nominating and electing directors and LPC members, each member shall have one vote.
2.4.2 Resolution. For the purposes of approving a resolution, each member shall have one vote on all resolutions except as follows:

(a) K-12 Local Districts with an ADMr between 15,600 and 23,400 shall have two votes.
(b) K-12 Local Districts with an ADMr between 23,400.1 and 31,200 shall have three votes.
(c) K-12 Local Districts with an ADMr between 31,200.1 and 39,000 shall have four votes.
(d) K-12 Local Districts with an ADMr of 39,000.1 or more shall have five votes.

2.5 Process of Approval of Member Resolutions. Generally, members shall approve resolutions annually by ballot vote. Members or the board of directors may submit a resolution for member approval. Such resolutions shall be submitted to the board of directors no later than September ~~30~~15. The board of directors shall distribute all timely submitted resolutions, together with an official ballot, to the members no later than October 15. Members shall vote by ballot submitted to the board of directors no later than December 15.

## 2.6 Regional Election of Directors and LPC Members.

2.6.1 Regional Voting. For the purposes of nominating and electing the board of directors and LPC members, the Association members shall be organized into and represented by region:

(a) Eastern Region includes all of the members located in the counties of Baker, Grant, Malheur, Union, Wallowa, and Wheeler.
(b) Gorge Region includes all of the members located in the counties of Gilliam, Morrow, Sherman, Umatilla, and Wasco.
(c) Central Region includes all of the members located in the counties of Crook, Deschutes, and Jefferson.
(d) Southeast Region includes all of the members located in the counties of Harney, Klamath, and Lake.
(e) Southern Region includes all of the members located in the counties of Jackson and Josephine.
(f) Lane Region includes all of the members located in the county of Lane.
(g) Clackamas Region includes all of the members located in the counties of Clackamas and Hood River.
(h) Douglas/South Coast Region includes all of the members located in the counties of Coos, Curry, and Douglas.
(i) Linn, Benton, Lincoln Region includes all of the members located in the counties of Benton, Lincoln, and Linn.
(j) Marion Region includes all of the members located in the county of Marion.
(k) Yamhill, Polk Region includes all of the members located in the counties of Polk and Yamhill.
(l) North Coast Region includes all of the members located in the counties of Clatsop, Columbia, and Tillamook.
(m) Washington Region includes all of the members located in the county of Washington.
(n) Multnomah Region includes all of the members located in the county of Multnomah.

2.6.2 Members shall be assigned to the region in which their main administrative office is located. If a member~~'s district boundaries span~~ 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.

2.6.3 Regional elections shall be determined by a majority of votes cast by members within the region.

**2.7 Modification of Regions.** A formal review of the regional organizations described in Section 2.6.1 shall be conducted by the board of directors at least every ~~three~~five years commencing with 2017. Any recommended changes to the regional organization shall be submitted to the members in the form of a resolution in accordance with the provisions of Section 2.5.

**2.8 Annual Meetings.** ~~An annual meeting of members shall be held in November of each year unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting,~~ An annual meeting of members will be held each calendar year on a date and time and in a manner fixed by the board of directors and stated in the notice of the meeting. At the annual meeting, the president and secretary-treasurer of the board of directors

and any other officer or person whom the president may designate, shall report on the state of the Association, its activities, and its financial condition.

2.9 **Special Meetings.** A special meeting of members shall be held upon the call of the president or 25 percent of the board of directors. All members shall be officially notified of a special meeting by written notice, mailed via U.S. mail or electronic mail, to all members at least 15 days prior to the date of the meeting. Such notice shall include a description of all agenda items and any matters to be voted upon by the members, the place and time of the meeting, and instructions describing the method by which members can participate by telephone or video. Notice shall also comply with all procedures and include any information as required by ORS Chapter 192.

2.10 **Telephonic/Video Meetings.** The board of directors may permit any member to participate in any annual or special meeting of the membership, or conduct the meetings through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present at the meeting.

2.11 **Place of Meetings.** Meetings of the members shall be held at any place, in Oregon, designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at the Association's principal office.

2.12 **Action by Written Ballot.** Any action required of the members will be taken by written ballot, and the Association will deliver a written ballot to every member entitled to vote on the matter. Once delivered, a written ballot may not be revoked.

2.13 **Quorum.** A quorum of the members shall consist of a majority of members in good standing at the time the ballots are to be returned to the A~~a~~ssociation. If there is more than one item on a single ballot, the returned ballot will count towards establishing a quorum for each item on the ballot. A blank ballot or a ballot with an abstention counts for purposes of establishing a quorum if it is returned to the association.

2.14 **Approval.** With the exception of approving amendments to the Association's bylaws as outlined in Section 8.1, and with the exception of regional elections outlined in 2.6.3, approval of an item by written ballot is effective at the end of the voting period when:

(a) T~~he number of votes cast by ballot equals or exceeds a quorum of the members~~ A quorum is established pursuant to Section 2.13; and

(b) The number of ~~approvals equals or exceeds a majority of the number of returned ballots~~"yes" votes exceeds the number of "no" votes for the item.

An abstention or a blank ballot returned to the association does not count as a "yes" or "no" vote.

## SECTION 3 DIRECTORS

3.1 **Powers.** Except as provided under Section 2.3, all corporate powers shall be exercised by or under the authority of the board of directors. The board of directors shall adopt policies defining specific obligations of the board of directors.

3.2 **Qualifications.** Directors must serve on the board of a member of the Association throughout the duration of their term, with the exception of the director serving as past president.

3.3 **Number.** The board of directors shall consist of not fewer than three nor more than 25 persons. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the members.

3.4 **Term.** Directors shall take office on January 1 and shall serve for a term of two calendar years or until their successors are elected and qualified. Terms shall be staggered as per the election calendar.

3.4.1 Directors who took office prior to January 1, 2018, and are re-elected may serve for any number of terms as long as they continuously remain members of the board of directors.

3.4.2 Directors taking office on or after January 1, 2018, may serve five consecutive two-year terms and, if eligible, may rerun after a two-year hiatus.

3.4.3 If a director serving as immediate past president requires additional time beyond the term limits outlined above, the term limits will be held in abeyance to allow the director to complete their term as immediate past president.

3.5 **Composition.** The board of directors will be comprised of up to 22 regionally elected directors and:

(a) Until June 30, 2027, ~~,~~ one designated director as defined in the bylaws of the Oregon School Board Members of Color Caucus, and one designated director as defined in the bylaws of the Oregon Rural School Board Members Caucus.

(b) Effective July 1, 2027, ~~and~~ two designated directors from the Caucus Council appointed pursuant to the operating procedures of the Caucus Council. Directors designated by the Oregon School Board Members of Color Caucus and the Oregon Rural School Board Members Caucus as of June 30, 2027, shall continue as directors until the Caucus Council designates its first two directors pursuant to this paragraph or until December 31, 2027, whichever occurs first.

3.5.1 Regional Elected Directors. Each region, as described under Section 2.6.1, shall elect one director except as follows:

(a) Clackamas Region shall elect two directors;
(b) Marion Region shall elect two directors;
(c) Washington Region shall elect three directors; and
(d) Multnomah Region shall elect three directors.
(e) If the president or immediate past president of the board of directors is a representative director from a region that elects only one director, that region shall elect an additional director or directors to serve for the duration of the president and/or the immediate past president's term.

3.5.2 Regional Election.

(a) The nomination and election of directors shall be in accordance with the elections calendar annually adopted by the board. The board of directors shall distribute notice

of position vacancies, candidate information packets, and official nomination forms to all incumbent directors and members in electing regions.

(b) Each regional candidate for a director position shall be nominated by a member within the region by means of a nomination form. To nominate a director candidate, one or more of the members in the region must timely submit to the board of directors a formal resolution or motion of the member and the completed nomination form(s). Nominations in regions where there is more than one open director position shall indicate the numbered position for which the nomination is being submitted.

(c) Each member in a region shall have one vote in the regional elections for the board of directors. The director candidate receiving a majority of the votes cast by the members within the region shall be elected.

(d) In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes cast, a second regional ballot shall be required between the two candidates receiving the highest number of votes; the one receiving a majority of the votes is elected.

3.5.3 Caucus Council Representatives. In accordance with their ~~bylaws~~operating procedures, the ~~caucuses of OSBA shall~~ Caucus Council may appoint ~~a~~ up to two representatives of the Caucus Council to serve as a directors of the Association. The representatives must be an elected or appointed member of any public board of education in Oregon that is an active member in good standing with the Association. All Association bylaws and policies shall apply to the designated representative serving as the Caucus Council~~'~~ directors of the Association.

If the president or immediate past president of the board of directors is a representative director from ~~a caucus~~ the Caucus Council, then the ~~c~~Caucus Council shall elect an additional director to serve for the duration of the president and/or the immediate past president's term.

3.5.4 ~~Ex-Officio~~Advisors. The board of directors may designate ~~following individuals or their designee may serve as ex-officio,~~ nonvoting, advisors to the board of directors by resolution, for such purposes and such duration as is specified in the resolution.~~:~~

~~(a) Any director of the National School Boards Association elected from Oregon;~~
~~(b) The Executive Director of the Coalition of School Administrators;~~
~~(c) The Chair-Elect of the Oregon Association of Education Service Districts;~~
~~(f) The board president of the Oregon Community College Association;~~
~~(g) The chair of the State Board of Education; and~~
~~(h) Any other person that the board of directors may appoint.~~

~~Ex-officio a~~Advisors do not vote and do not attend executive sessions of the board of directors unless they hold a separate position that entitles them to attend executive session, or they are invited to attend by the board of directors.

~~Ex-officio a~~Advisors are not eligible for travel reimbursement from OSBA unless they hold a separate position for which travel reimbursement is provided.

3.6 **Vacancies.** In the event that any director position~~, other than the president or immediate past president serving as a second director for a region as set out in Section 3.5.1(e),~~ is vacant during the term of office, the remaining directors may appoint an interim director from the same region to serve until December 31 of the same year. Notwithstanding the foregoing, a vacated director position will not be filled if it is an additional director position created pursuant to Section 3.5.1(e) and the president or immediate past president is no longer from the region or Caucus Council position to which the position is assigned.

~~If the board of directors cannot recruit a candidate from the region, they may appoint a person from a contiguous region to serve as director representing the open region. An individual appointed as a director from a contiguous region is not eligible to serve as an officer of the board.~~

All appointed interim directors must run for regional election during the next election cycle following appointment in order to be eligible to continue service on the board of directors past December 31 of the election year. The members shall elect, using the procedures in Section 3.5.2, an interim director to serve from January 1 of the next year until the end of the remaining term.

If there is a vacancy in an OSBA ~~c~~Caucus Council-designated director position, then the ~~c~~Caucus Council shall, as set forth in Section 3.5.3, appoint a new ~~caucus~~ representative to serve the remaining term.

3.7 **Resignation.** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

3.8 **Removal.** A director may be removed for cause by vote of two-thirds majority of the directors. A director may be removed with or without cause by a majority vote of the members who elected the director. The board may provide guidance or adopt and amend policies regarding what types of actions the board considers to be sufficient cause for removal.

3.9 **Regular Meetings.** An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. The board of directors may schedule additional regular meetings to occur during a calendar year. All other meetings are special meetings.

3.10 **Special Meetings.** A special meeting of the board of directors may be called by the president or the president-elect or 20 percent of the board of directors. All directors shall be officially notified of a special meeting by written notice delivered personally, by telephone, or electronic mail at least 48 hours prior to the date of the meeting. Such notice shall include a description of all agenda items and any matters to be voted upon by the directors, the place and time of the meeting, and instructions describing the method by which directors can participate by telephone or video. No matter may be considered at a special meeting other than the matter(s) specified in the notice.

3.11 **Place of Meetings.** The board of directors may hold annual, regular, or special meetings at any location in the State of Oregon.

3.12 **Telephonic/Video Meetings.** The board of directors may conduct meetings ~~through the use of~~using any means of communication by which all persons participating may simultaneously hear each other during the meeting. A director participating in the meeting by this means is deemed to be present at the meeting.

3.13 **Notice of Meetings.** All directors shall be officially notified of a special meeting by written notice delivered ~~personally,~~ by ~~telephone or~~ electronic mail to all directors at least 48 hours prior to the date of the meeting. Such notice shall include a description of all agenda items and any matters to be voted upon by the directors, the place and time of the meeting, and instructions describing the method by which directors can participate by telephone or video. Notice of meetings shall comply with all procedures and include any information as required by ORS Chapter 192.

3.14 **Waiver of Notice.** A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

3.15 **Quorum.** A quorum of the board of directors shall consist of a majority of the number of directors in office at the time the meeting begins.

3.16 **Voting.** If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors.

3.17 **Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting; and
(b) The director's dissent from the action taken is entered in the minutes of the meeting.

3.18 **Compensation.** Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution or policy of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

3.19 **Director Conflict of Interest.** The Association shall maintain a Conflict of Interest policy, the terms of which comply with ORS 65.361 and ORS Chapter 244. The board of directors shall annually review and notify the directors of the current Conflict of Interest policy.

## SECTION 4 COMMITTEES AND CAUCUS~~ES~~ COUNCIL

**4.1 Standing Committees.** The board of directors shall maintain the standing committees described below:

4.1.1 Executive Committee. The executive committee shall consist of the five officers of the board of directors: the president as chair and as an ex-officio voting member pursuant to section 5.7.1 of the Bylaws, the president-elect, the vice president, the secretary-treasurer, and the immediate past president. The executive committee is delegated authority to act in place and instead of the board of directors between board meetings on all matters except those specifically reserved to the board under the terms of the bylaws. Actions of the executive committee shall be reported to the board of directors on a timeframe consistent with the seriousness and urgency of the matter and within two weeks if practicable. Additionally, executive committee actions will be reported at the next regular board meeting.

4.1.2 Finance Committee. The finance committee shall be appointed by the president and shall be composed of members from Oregon public school districts, education service districts, and community colleges with boards that meet all criteria to be Association voting members. The members shall include, but are not limited to, the President as an ex-officio voting member pursuant to section 5.7.1 of the Bylaws, the Association secretary/treasurer and vice president, one trustee from the PACE board, one district business official, and one at-large board member. Additionally, the Caucus Council may recommend one Caucus Council member to serve on the Finance committee pursuant to its operating procedures.

The trustee from the PACE board is recommended by the PACE Board of trustees, appointed by the President, subject to approval by the Board, and will serve a two-year term~~, with no term limits~~. The Caucus Council designee is recommended by the Caucus Council, appointed by the President, subject to the approval by the Board, and will serve a two-year term. The district business official and the at-large board member will be recommended by OSBA staff, appointed by the President, subject to approval by the Board, will serve two-year terms.~~,~~ Finance committee members taking office prior to January 1, 2027, shall have ~~with~~ no term limits, and staggered start dates starting in January. Finance committee members taking office on or after January 1, 2027, may serve five consecutive two-year terms and, if eligible, may be re-appointed after a two-year hiatus.~~,~~ Finance committee members shall have ~~and~~ staggered start dates starting in January.

The finance committee shall operate within the corporation's investment guidelines and the Finance Committee Operating Guidelines.

4.1.3 Legislative Policy Committee. The board of directors shall maintain a Legislative Policy Committee ("LPC").

(a) Purpose. The LPC shall develop legislative policies which are recommended to and approved by the members as a resolution proposed by the board of directors and voted on by the membership in accordance with Section 2.4 and 2.5. The LPC also advises the OSBA E~~e~~xecutive D~~d~~irector and staff during legislative sessions.

(b) Composition. The LPC shall be composed of the voting members of the board of directors who choose to participate, the President as an ex-officio voting member pursuant to section 5.7.1 of the Bylaws, the executive committee members, the regional representatives elected under the procedures defined in Section 4.1.3(c) - (e),

and ~~one~~ designated voting members as defined in the operating procedures ~~bylaws~~ of the ~~Oregon School Board Members of Color Caucus and one designated voting member as defined in the bylaws of the Oregon Rural School Board Members~~ Caucus Council pursuant to its operating procedures and this section 4.1.3(b). The board of directors will determine the number of members appointed by the Caucus Council. The Caucus Council appointees are recommended by the Caucus Council, appointed by the OSBA President, subject to the approval by the board of directors, and will serve two-year terms. ~~All committee members must be elected or appointed directors of a member as defined in Section 2.1.~~ The vice president of the board of directors shall chair the LPC.

(c) Qualifications. ~~LPC representatives must serve on the board of a member of the Association throughout the duration of their term.~~ All committee members must be elected or appointed directors of a member as defined in Section 2.1 for the duration of their service on the LPC.

(d) Nomination. The board of directors shall cause the nomination form to be distributed to all members in eligible regions. To nominate a candidate to the LPC, one or more of the members in the region must timely submit to the board of directors a formal resolution or motion and the completed nomination form(s). Nominations in regions where there is more than one representative position shall indicate the numbered position for which the nomination is being submitted. The nomination and election of the LPC representatives shall be in accordance with the elections calendar adopted by the board.

(e) Election. Each member in a region shall have one vote in the regional elections for the LPC representative. The LPC candidate receiving a majority of the votes cast by the members within the region shall be elected. Each region shall elect the number of LPC members as described in Section 3.5, without regard to Section 3.5.1(e). Such elections shall be held using the procedures described in Section 3.5.2.

(f) Term. Each committee member shall take office on January 1 in even numbered years and serve for a term of two years. Committee members may serve five consecutive two-year terms, and, if eligible, may be returned to the committee after a two-year hiatus.

~~(f)~~(g) Vacancies. In the event that there is a vacancy on the LPC, the board of directors may appoint an interim LPC member from the same region to fill the unexpired term of office. If the board of directors cannot recruit an LPC member from the region, they may appoint a person from a contiguous region to serve to represent the open region to fill the unexpired term of office.

4.2 Other Board Committees. The board of directors may create one or more committees of the board of directors and appoint directors and representatives of members to serve on such committee. The creation of a committee and the appointment of directors and member representatives to the committee must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, provided that no committee of the board of directors may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the Association's purposes;
(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets;
(c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
(d) Adopt, amend, or repeal the articles of incorporation or bylaws.

4.3 **Advisory Committees.** The board of directors may create one or more other committees. Members of these committees need not be members or directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

4.4 **Caucus Councile~~s~~.** The Caucus Councile~~s~~ shall exist to enhance the work of the Association by addressing the unique needs of ~~member districts~~ school board members.

4.4.1 The Caucus Councile~~s~~ shall clearly articulate the vision, mission, and goals of the ~~Caucus~~Council.
4.4.2 The Caucus Councile~~s~~ shall adopt operating procedures ~~bylaws~~ for operating, programming, and governing within the context of the Association bylaws described herein.
4.4.3 The Caucus Councile~~s~~ shall comply with Association policies and guidelines.
4.4.4 The Caucus Council shall consist of one representative from each caucus established by the OSBA Executive Director. The OSBA Executive Director will establish caucuses based on criteria established by the OSBA Executive Director in support of OSBA's vision, mission, and goals. Each established caucus may recommend one member to serve on the Caucus Council subject to approval of the OSBA board of directors.~~es shall be added or eliminated to this provision through the bylaw's amendment process described in Section 8.1~~.
4.4.5 The Caucus Council budget shall be established by the board of directors.
4.4.6~~5~~ The Caucus Councile~~s~~ shall submit an end of fiscal year report to the board of directors that includes the following:

~~(a) The Caucus is meeting regularly;~~
(b) An accounting of the prior year's budget allocation;
(c) Identified officers and current ~~bylaws~~operating procedures;
(d) A summary of the Caucus Council's current goals, the prior year's Caucus Council activities that support those goals, and how the Caucus Council goals align with the mission, vision, and goals of OSBA.

The end of fiscal year report will be submitted to the board of directors at the first regularly scheduled board of directors meeting following the end of the fiscal year.

4.4.6 ~~The Oregon School Board Members of Color Caucus was established by a vote of the membership in 2018.~~
~~4.4.7 The Oregon Rural School Board Members Caucus was established by a vote of the membership in 2023.~~ The Caucus Council was established by a vote of the membership in 2026, effective ~~and shall take effect on~~ July 1, 2027.

4.5 **Administration.** Each committee and the ~~c~~Caucus Council shall prepare minutes of each of its meetings, and such minutes shall be kept on file at the Association's principal office and made available on request to any member of the board of directors. Each committee and the C~~c~~aucus Council shall also report on its activities at the regular meetings of the board of directors. Each committee and the C~~c~~aucus Council shall comply with the public meetings laws requirements ~~under~~ of ORS Chapter 192.

## SECTION 5 OFFICERS OF THE BOARD OF DIRECTORS

5.1 **Eligibility.** Effective January 1, 2026, to hold an officer position on the board of directors other than the immediate past president, candidates and officers must be a voting member of the OSBA Board of Directors.

5.2 **Appointment.** The board of directors shall elect officers by majority vote prior to the November member meeting. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes, a second ballot shall be required between the two candidates receiving the highest number of votes. The one receiving a majority of the votes is elected.

5.3 **Designation.** The officers of the Association shall be a president, president-elect, past president, vice president, a secretary-treasurer, and such other officers as the board of directors may appoint.

5.4 **Term of Office.** Officer terms are one calendar year. No officer, except the secretary-treasurer, shall serve two consecutive terms in the same office, unless the director completes the term of another officer who was unable to complete their term, and is then voted into the same position the following year. The secretary-treasurer may serve up to two consecutive one-year terms. If an officer's position on the board is up for reelection by their region or redesignation by the Caucus Council, the officer must be reelected by their region or redesignated by the Caucus Council to continue serving in their officer position unless the officer position is the immediate past president. ~~Caucus Council directors serving in officer positions must continue to be recommended by the Caucus Council in accordance with their operating procedures.~~

5.5 **Compensation.** Officers may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable. Officers shall not otherwise be compensated for service in their capacity as officers.

5.6 **Removal and Resignation.** Any officer may be removed, either with or without cause, at any time by action of the board of directors. An officer may resign at any time by delivering notice to the board of directors, the president, or the secretary-treasurer. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors. No removal or resignation shall prejudice the rights of any party under a contract of employment.

5.7 **Officers.** The officers of the Association are as follows:

5.7.1 President: The president shall preside at all member meetings of the Association and of the board of directors; shall appoint any committee positions not otherwise designated in these bylaws or OSBA adopted policy, subject to the approval of the board of directors; shall call all regular and special meetings as provided herein; shall be an ex-officio voting member of all committees established under sections 4.1 and 4.2 of these bylaws. The president shall automatically serve as immediate past president for the following term. The president serves for a term of one calendar year.

5.7.2 President-elect: In the absence of the president, the president-elect shall assume the powers and duties of the president, and when a vacancy occurs in the office of president, shall serve in that capacity for the remainder of the term. The president-elect shall automatically serve as president for the following term, even if required to fill an uncompleted term as president. In addition, the president-elect shall assume duties related to the oversight of Association member elections and resolutions processes and such other administrative duties as are assigned by the president. The president-elect serves for a term of one calendar year.

5.7.3 Vice president: In the absence of the president-elect, the vice president shall assume the powers and duties of the president-elect. The vice president shall also serve as the chair of the LPC. The vice president serves for one calendar year.

5.7.4 Secretary-treasurer: The secretary-treasurer shall be responsible for keeping accurate minutes of all board of director meetings in electronic format in accordance with OSBA's record retention schedule; shall carry on official correspondence of the Association; shall arrange for proper banking facilities; shall receive, account for, and disburse funds in a businesslike manner as provided for by the board of directors; shall see that the minutes of the previous meetings are approved by the board of directors; and shall give an itemized and detailed report of the financial condition of the Association at each annual meeting and at such other times as may be required by the board of directors. Such duties of the secretary-treasurer as may be specified by the board of directors may be delegated to the OSBA E~~e~~xecutive D~~d~~irector or a designated member of the staff. The secretary-treasurer serves for a term of one calendar year.

5.7.5 Immediate past president: The immediate past president shall advise and counsel other officers. The immediate past president chairs the officer succession planning process. The past president serves for one calendar year.

## SECTION 6 NONDISCRIMINATION

The Association shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender identity, race, creed, marital status, sex, sexual orientation, religion, color, age, disability, or national origin.

## SECTION 7 OSBA PROPERTY AND CASUALTY FOR EDUCATION TRUST

The board of directors shall appoint the trustees of the OSBA Property and Casualty Coverage for Education Trust ("PACE") as provided in the PACE Restated Trust Agreement. It is the policy of OSBA with respect to PACE trustees taking office on or after January 1, 2023, that such trustees will be appointed to no more than three consecutive three-year terms and, if eligible, may return after a one-year hiatus.

## SECTION 8 GENERAL PROVISIONS

### 8.1 Amendment of Bylaws.

8.1.1 Amendments to the bylaws may be initiated by the board of directors or submitted by a member to the board of directors.

8.1.2 The board of directors shall provide written notice to the members containing a statement that the members will be asked to approve the amendment and a copy of the proposed amended bylaws.

8.1.3 Action by Written Ballot: The Association will deliver a written ballot to every member entitled to vote on the matter. The ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action and specify a reasonable time by which a ballot must be received by the Association in order to be counted. Once delivered, a ballot may not be revoked.

8.1.4 Approval: Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds two-thirds majority of the number of the returned ballots.

8.1.5 Quorum: A quorum of the members shall consist of a majority of members in good standing at the time the ballots are to be returned to the Association.

8.1.6 Whenever an amendment or new bylaw is adopted, it shall be saved in electronic format in accordance with OSBA's record retention schedule with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

**8.2 Inspection of Books and Records.** All books, records, and accounts of the Association shall be open to inspection by the directors in the manner and to the extent required by law.

**8.3 Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the board of directors.

**8.4 Deposits.** All funds of the Association not otherwise employed shall be deposited to the credit of the Association in those banks, trust companies, or other depositories as the board of directors or officers of the Association designated by the board of directors select, or be invested as authorized by the board of directors.

**8.5 Loans or Guarantees.** The Association shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the Association shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a director or officer of the Association.

**8.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power

or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

8.7 Insurance. The Association may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Association, or who, while a director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the Association may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Association in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

8.8 Fiscal Year. The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

8.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

* * * * *

The foregoing bylaws were approved by the membership of the Oregon School Boards Association on December 15, 2024. The original bylaws were duly adopted by the Board of Directors of OSBA on September 15, 2017, and approved by the membership on December 15, 2017, then amended and adopted on December 14, 2018; December 15, 2023; December 15, 2024.

2026 OSBA BYLAWS BALLOT MEASURE

# OSBA Governance Changes

A summary for member boards: what would change, why, and what comes next

**To OSBA member boards,**

In 2026, OSBA's Board Governance Committee led a review of how the association is governed. On September 19, 2026, the OSBA Board of Directors adopted a resolution to amend the OSBA Bylaws and referred it to you, our members, for a vote during the 2026 election cycle.

This summary explains what the amendments would change, why, and what would stay the same. The bylaws set the overall framework. Many supporting details would be worked out afterward through Board policy and operating procedures, with input from the people most affected. Each section lists those open details and who will decide them.

Each member board will vote on the amended bylaws as a single ballot measure. Approval requires two-thirds of returned ballots. The full text of the Board's resolution is included in the voting packet.

We encourage every member board to read the "At a Glance" page and discuss it before voting.

**OSBA Board Governance Committee**

# At a Glance

The ballot measure contains four central changes, plus several smaller technical updates described later in this summary.

### THE FOUR CENTRAL CHANGES

*1*

**Ex-officio advisor seats.** Would end the standing list of named,non-voting advisors on the Board. The Board could still invite advisors when needed.

*2*

**Caucuses.** Caucuses would advise the executive director instead of the Board. The executive director would establish caucuses using criteria the Board sets in policy. Today, adding or removing a caucus requires a member vote to amend the bylaws.

*3*

**Caucus Council.** Would create a new Caucus Council, with one representative from each caucus, to advise the Board. The two caucus seats on the Board would become two seats filled by the Board on the Council's recommendation. The Council would also have new pathways to additional leadership.

*4*

**Legislative Policy Committee (LPC).** Board members would choose whether to serve on the LPC instead of being required to. The Caucus Council would also have LPC seats (number determined in policy).

### WHAT IS NOT CHANGING

**Board size.** The Board would keep up to 25 voting directors: up to 22 elected by region, plus 2 recommended by the Caucus Council.

**Caucus seats during the transition.** The two established caucuses would keep their Board seats until the new Caucus Council directors are appointed, or until the end of 2027, whichever comes first.

**Caucus voice in governance.** Caucuses would continue to have a path to leadership through the two Caucus Council seats and committee seats.

**Board oversight of funding.** The Board would continue to set caucus funding through the annual budget.

## Why these changes

Members told us that the Board's size, unclear roles, and confusion between governance and advocacy are the biggest barriers to an effective Board. These changes are a first, measured step. The Governance Committee will review their impact after one year before recommending anything further, including any change to Board size.

# Background

## How the review was done

As part of OSBA's regular governance review cycle, the Board engaged Coraggio Group in 2026 to assess OSBA's governance structure. The assessment gathered input from:

188 survey respondents, 12 stakeholder interviews, and 7 focus groups, representing the Board, staff, member districts of every size, the caucuses, and the PRIDE Advisory Committee

A review of school board association bylaws in more than 30 states

Coraggio Group reported its findings in June 2026. The Governance Committee then held a design retreat on August 3, recommended bylaws amendments on August 24, and the Board adopted and took action to refer them to the membership on September 19.

## Guiding principles

Four principles, set at the start of the review, shaped which changes moved forward:

### Efficiency

Design structures that make purposeful use of staff resources and board member time. Every committee, caucus, and process should add clear value.

### 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 and inform decisions without creating administrative burden or unnecessary complexity.

### Representation

Balance representation between boards as fundamental units and districts serving larger student populations, ensuring all member voices carry appropriate weight while maintaining geographic practicality.

## What we heard

- Board size was named by every member group as the greatest opportunity to improve efficiency, and **69%** of Board and staff respondents named it as a structure that should be re-evaluated.
- Confusion between governance and advocacy was the most-cited barrier to Board effectiveness (**29%** of all respondents), followed by unclear roles (**26%**).
- Board and staff rated the Board's understanding of OSBA's Board work **2.6 out of 5**, though they rated orientation **3.9**.
- The non-voting ex-officio seats were rated the least active and least impactful Board roles. **39%** of Board and staff respondents flagged them.
- Both caucuses and the advisory committee received below-target effectiveness ratings. Members of each group flagged their own group's structure for re-evaluation: **69%** of advisory committee respondents, **63%** of Rural Caucus respondents, and **56%** of Members of Color Caucus respondents flagged their own body's structure for re-evaluation.

# The Four Central Changes

## 1. Ex-officio advisor seats

**TODAY**

Up to 25 voting directors: 22 elected by region, plus one from the Oregon School Board Members of Color Caucus and one from the Oregon Rural School Board Members Caucus. The bylaws cap the Board at 25 voting persons (Sec. 3.3).

Five named, non-voting ex-officio advisors: an NSBA 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.

**WHAT WOULD CHANGE**

The named list of ex-officio advisors would be removed.

The Board could designate non-voting ex-officio advisors as needed (Sec. 3.5.4).

**WHY**

*The ex-officio role and its relationship to the Board were never clearly defined. These seats were rated the least active and least impactful Board roles, and 39% of Board and staff respondents flagged them. Peer state associations seat 14 to 19 voting directors; OSBA seats up to 25.*

# 2. Caucuses would advise the executive director

### TODAY

Two caucuses are named in the bylaws: the Oregon School Board Members of Color Caucus and the Oregon Rural School Board Members Caucus.

Each holds a guaranteed Board seat and LPC seat and advises the Board directly.

A caucus can be created or eliminated only by a bylaws amendment approved by members.

The PRIDE Advisory Committee is not named in the bylaws. It advises the Board and has no guaranteed Board or LPC seat.

### WHAT WOULD CHANGE

The executive director would establish caucuses that support OSBA's vision, mission, and goals, following criteria the Board adopts in policy.

Caucuses would advise the executive director instead of the Board. The Caucuses would no longer be approved by the membership.

The two current caucuses would no longer be named in the bylaws. The expectation is that they would be re-established under the new framework, but that would happen through policy, not through this ballot measure.

The PRIDE Advisory Committee is not addressed in the bylaws, so this measure has no immediate effect on its status. Any change would come through Board policy.

Staff support would be defined in caucus operating procedures and an executive director framework rather than in the bylaws.

The Board would continue to evaluate the executive director, providing accountability for groups that report to that position.

### WHY

*Today the two caucuses and the advisory committee have different budgets, seats, authority, and resources. A single framework would give every caucus the same pathway and the same rules.*

*Reporting to the executive director would connect caucuses more directly to OSBA staff and day-to-day operations, providing greater flexibility in how they conduct their work while supporting effective coordination and implementation.*

### STILL TO BE DECIDED

- Criteria and safeguards for establishing a caucus, grounds for dissolving one, and an appeal to the Board if a caucus request is denied or is dissolved (OSBA Policy Committee)
- How caucus leaders are selected, how long they serve, and how leadership rotates (caucus operating procedures)
- What staff provide to caucuses and how staff take part in their meetings (caucus operating procedures and executive director framework)
- How Oregon public meetings law applies to caucus meetings (OSBA Policy Committee, with legal review)

# 3. A new Caucus Council, and caucus seats on the Board

**TODAY**

Each of the two caucuses designates one voting director to the Board and Legislative Policy Committee.

Each caucus manages its own budget.

Adding a caucus adds a seat on both the Board and the LPC.

**WHAT WOULD CHANGE**

A new Caucus Council, advisory to the Board, composed of one Board-approved representative from each caucus, (Sec. 4.4.4).

The Council would recommend two people for the Board to appoint as full voting directors (Secs. 3.5, 3.5.3). These replace the two current caucus seats.

The Council would have the option to recommend a Finance Committee member, LPC members, and members to other Board committees. Recommendations would be subject to the approval of the Board.

The Council would adopt operating procedures (Sec. 4.4.2), keep minutes, report at Board meetings, follow public meetings law (Sec. 4.5), and file a year-end report (Sec. 4.4.6).

The Board would set the Council's budget (Sec. 4.4.5), as it sets caucus budgets today.

New caucuses would join the Council without adding Board seats.

## Filling seats and the transition

**Officer overlap.** If the president or immediate past president is a Caucus Council director, the Council would select an additional director for that term (Sec. 3.5.3).

**Start date.** The new structure would take effect July 1, 2027, to allow time to develop the supporting policies and procedures

**Transition.** The two current caucus directors would keep their seats until the Board appoints the two Council directors, or until the end of 2027, whichever comes first.

**WHY**

*One Council would give every caucus, current and future, the same pathways to leadership. The Council structure allows new caucuses to be added without expanding the Board or revising the bylaws each time a caucus is created. This provides greater flexibility while addressing member concerns about Board size.*

**STILL TO BE DECIDED**

- The Council's operating procedures, including how it selects candidates for its two Board seats (OSBA Policy Committee)
- How Caucus Council budget is distributed to individual Caucuses (Caucus Council)

# 4. Legislative Policy Committee (LPC)

### TODAY

Members: all voting Board members, elected regional representatives (Sec. 4.1.3(c)–(e)), the President as an ex-officio voting member, and one designee from each caucus.

Board policy (Policy 2100) requires every director to serve on the LPC.

The bylaws set two-year terms for LPC seats, with terms starting in January 1 of even-numbered years.

### WHAT WOULD CHANGE

Members: Board members who choose to serve; the president (ex officio, voting); all Executive Committee members (required to serve); elected regional representatives; and members recommended by the Caucus Council (Sec. 4.1.3(b)).

Two-year terms starting January 1 of even-numbered years, with members being limited to up to five consecutive terms, then eligible again after a two-year break (Sec. 4.1.3(f)).

### WHY

*Requiring every director to serve on the LPC blurred the line between governance and advocacy, the barrier to effectiveness respondents named most often. Voluntary service would place directors on the LPC who are ready and have capacity for the advocacy role. Term limits would create predictable rotation and new leadership pathways. Seating Council designees would keep caucus representation on the LPC through one consistent process.*

### STILL TO BE DECIDED

- How directors indicate interest in LPC service, and how seats are filled (OSBA Policy Committee)
- How many Caucus Council designees serve on the LPC (Board and Caucus Council)
- How current members, and directors who join mid-cycle, move into the new term cycle (OSBA Policy Committee)

# Other Changes on the Same Ballot

These technical updates are part of the same ballot measure. Items already covered above are noted, not repeated.

| CHANGE | WHAT IT DOES |
|---|---|
| **Resolution deadline (2.5)** | Moves the deadline for submitting resolutions to the Board from September 30 to September 15. |
| **Region declaration (2.6.2)** | Clarifies that if a member has a main administrative office in more than one region, the member must declare which region it intends to vote and shall only vote in that region. |
| **Regional review (2.7)** | Formal review of OSBA's regions would happen at least every five years instead of every three. |
| **Annual meeting (2.8)** | Keeps the annual members' meeting but drops the requirement that it be in person in November. OSBA would still report on its activities and finances at least once a year. |
| **Quorum and approval (2.13, 2.14)** | Blank ballots and abstentions would count toward quorum but would not count as "no" votes. |
| **Board vacancies (3.6)** | Clarifies that the Board would be able to fill any vacant director seat by appointment, except an extra seat created under Sec. 3.5.1(e) when the president or immediate past president is no longer from that region. |
| **Contiguous regions (3.6)** | Ends the option of appointing a director from a neighboring region. Directors would have to come from the region they represent. |
| **Finance Committee term limits (4.1.2)** | Members starting on or after January 1, 2027, would be able to serve five consecutive two-year terms, then return after a two-year break. Current members would not be affected. |
| **Officer reelection (5.4)** | Clarifies that an officer (other than the past president) whose Board seat is up for election would have to be reelected by their region to remain an officer. |
| **Also on the ballot** | Caucus director transition (3.5.3) and Finance Committee Council designee (4.1.2): see Change 3. LPC terms (4.1.3(f)): see Change 4. |

# Improvements Already Underway (No Vote Needed)

These improvements fall within the Board's and staff's existing authority. Several are already in progress.

| AREA | WHAT IS CHANGING |
|---|---|
| **Onboarding** | Written role descriptions at recruitment, mentoring for new directors, and a check-in at six to eight months. |
| **Board and LPC expectations** | Written attendance and engagement expectations and a way to track them, applying equally to regional and Caucus Council directors. |
| **Regional director role** | Clarifies that regional directors are a point of contact for member boards, not their delegates, and owe their primary duty to the association as a whole as its fiduciaries. |
| **Governance training** | Ongoing training on Board, staff, and officer roles, fiduciary duty, and officer eligibility. |
| **Member communication** | Clear ownership of member communication, a regular governance digest and legislative updates, and roadshows redesigned for two-way dialogue. |
| **Meetings** | In-person sessions for complex decisions and more emphasis on preparation before meetings. |

# Timeline

| | |
|---|---|
| **June 2026** | Coraggio Group delivered governance review report |
| **August 3, 2026** | Governance Committee design retreat |
| **August 24, 2026** | Governance Committee recommended bylaws amendments |
| **September 19, 2026** | Board adopted resolution and referred it to members |
| **2026 election cycle** | Member vote Oct. 15 – Dec. 15 |
| **January 1, 2027** | New Finance Committee term limits apply to incoming members |
| **July 1, 2027** | New caucus and Caucus Council structure takes effect |
| **By December 31, 2027** | Caucus Council directors seated on the Board |
| **One year after implementation** | Governance Committee reviews impact |