



**Resolution to Amend the OSBA's 2018 Bylaws**

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

**WHEREAS**, in 2017, through a vote of the Membership, OSBA was incorporated under ORS Chapter 65 to nonprofit status and Bylaws replaced the Constitution.

**WHEREAS**, in 2018, through a vote of the Membership, the Bylaws were amended to expand the OSBA Board of Directors and the Legislative Policy Committee with representatives from the School Board Members of Color Caucus.

**WHEREAS**, The Bylaws have not been amended since 2018, the OSBA Board of Directors determined, based on its review of the proposed changes, that it was in the membership's best interest to amend the Bylaws; and

**WHEREAS**, the following only reflects a high-level overview of the proposed changes, all changes are reflected in the proposed bylaws.

- Clarification of the Membership voting process for both resolutions and bylaw amendments.
- Clarification of an exception to the term limits for the OSBA director serving as immediate past president.
- Clarification of the definition of a quorum for the OSBA Board of Directors.
- Combining the Finance and Budget Committees and outline the terms of the members.
- Adding a Rural School Boards Caucus representative to the Board of Directors and the Legislative Policy Committee (LPC).
- Adding language to reflect the School Board Members of Color Caucus representation on the LPC, which was inadvertently omitted during the 2018 amendment.
- Adding information regarding the PACE Board of Trustees under the Committees and Caucus section of the Bylaws.
- Adding language stating caucuses must comply with OSBA policies/guidelines and adding language to establish the Rural caucus.
- Edits to grammar, punctuation, and language for readability.

**WHEREAS**, after reviewing the recommended OSBA Bylaws as proposed by staff and legal counsel, the OSBA Board of Directors supports the recommendation to amend the Bylaws:

**THEREFORE, BE IT RESOLVED** by the OSBA Board of Directors that the proposed Bylaws be submitted to the membership for consideration during the 2023 OSBA election; and

**BE IT FURTHER RESOLVED** that the proposed Bylaws and a copy of this resolution be forwarded to all member boards of the Association in accordance with the OSBA Board of Directors adopted elections calendar.

*Submitted by: OSBA Board of Directors*



# BYLAWS

As Amended by the Membership: December 2018

Suggested Revisions: September 23, 2023

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## SECTION 1 PURPOSE

~~A.~~ The Oregon School Boards Association (the “Association”) 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:

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

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

~~D.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.

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

~~F.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.

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

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

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

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

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

~~L.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.

~~M.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** Local 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;
- 2.3.2** Election and removal of the Legislative Policy Committee (“LPC”) members;
- 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 the
  - (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 ~~between-of~~ 39,000.1 ~~and-above~~ or more shall have five votes.

## **2.5 Process of Approval of Member Resolutions.**

**2.5.1** 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 30th. 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.

**2.5.2** The board of directors may call a special meeting of the members under Section 2.9, as necessary.

## **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 county 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.

Members shall be assigned to the region in which their main administrative office is located. If a member's district boundaries span more than one region, the member board must declare which region it intends to vote and shall vote only in that region.

**2.6.2** Regional elections shall be taken by majority vote of the 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 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 2.11.

**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, the president and secretary-treasurer of the board of directors, any other officer or person whom the president may designate, shall report on the state of the Association, the activities and financial condition of the Association.

**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 an annual or special meeting, or conduct the meetings through, 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 in person at the meeting.

**2.11 Place of Meetings.** Meetings of the members shall be held at any place in or out of 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 or permitted to be taken at a members' meeting may be taken without a meeting if the Association will delivers a written ballot to every member entitled to vote on the matter. ~~A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. 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 the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. A written ballot shall set forth each proposed action, indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Association in order to be counted. Once delivered, a written ballot may not be revoked.~~

~~**2.13 Unanimous Written Consent.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed by each member, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last member entitled to vote on the matter signs the consent, unless the consent specifies an earlier or later effective date.~~

~~**2.13 Quorum and Voting.** A quorum of the members shall consist of those votes represented at a meeting of the members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members. 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.~~

~~**2.1.4 Approval:** With the exception of approving amendments to the Association's bylaws, which is outlined in Section 7.1 of these bylaws, approval by written ballot is effective when:~~

~~2.14.1 The number of votes cast by ballot equals or exceeds a quorum of the members;  
and~~

~~2.1.4.2 The number of approvals equals or exceeds a majority of the number of returned ballots.~~

## **SECTION 3 DIRECTORS**

**3.1 Powers.** Except as provided under Section 2.2, all corporate powers shall be exercised by or under the authority of and the affairs of, are managed under the direction of a-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 24-25 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 an officer~~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 23 regionally elected directors, one designated director as defined in the bylaws of the Oregon School Board Members of Color Caucus, one designated director as defined in the bylaws of the Oregon Rural School Boards Caucus and ex-officio nonvoting members as delineated in Section 3.5.4.

**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) Provided, however, that 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.** The nomination and election of directors shall be in accordance with the elections calendar annually adopted by the board. Each regional candidate for a director position shall be nominated by a member within the region by means of a nomination form. 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. 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. 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 of the members shall be elected. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes cast, 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.

**3.5.3 Designated Representative.** ~~In accordance with their bylaws, caucuses of OSBA, The Oregon School Board Members of Color Caucus~~ shall appoint ~~an officer a representative~~ of the Caucus to serve as a director of the Association. The ~~appointee, as defined in the Caucus bylaws representative must, shall~~ be an elected or appointed member of any public board of education in Oregon who 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' director of the Association.

**3.5.4 Ex-Officio.** The following individuals or their designee may serve as ex-officio nonvoting advisors to the board of directors:

- (a) Any director of the National School Boards Association elected from Oregon;
- (b) Any officer of the National School Boards Association, National School Boards Advocacy Committee, or an officer of the NSBA Pacific Region.
- (c) The immediate past president of the Oregon Association of School Executives;
- (d) The immediate past president of the Confederation of School Administrators;
- (e) The board section president of the Oregon Association of Education Service Districts;
- (f) The board section president of the Oregon Community College Association;
- (g) The chair of the State Board of Education; and
- (h) Any other person as the board of directors may appoint.

**3.6 Vacancies.** In the event that any director position<sub>7</sub> other than the immediate past president 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. If the board of directors cannot recruit a candidate from the region<sub>2</sub>, 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. 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 caucus-designated director position~~~~the Members of Color Caucus' director position~~, then the ~~Caucus-caucus~~ shall, as set forth in Section 3.5.3, appoint a new ~~Caucus caucus officer-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 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. If the time and place of any other directors' meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are 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. The board of directors may hold annual, regular or special meetings at any location in ~~or out of~~ the State of Oregon.

**3.10 Notice of Meetings.** All members 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 shall also comply with all procedures and include any information as required by ORS Chapter 192.

**3.11 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.

~~**3.12 Quorum and Voting.** A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before at the time the meeting begins. 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.~~

~~**3.123.13 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.;~~

~~**3.133.14 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.~~

**3.143.15 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.

**3.153.16 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 its members and directors of the current Conflict of Interest policy. Each director shall annually complete and return a Conflict of Interest statement.

## SECTION 4 COMMITTEES AND CAUCUSES

**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 five officers of the board of directors: the president as chairman, the president-elect, the vice president, the secretary-treasurer and the immediate past president. The executive committee may act, pursuant to delegation of authority to such committee by the board of directors, 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 by mail, email or at the next 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 Association secretary/treasurer and vice president, one Association board director from the PACE board, one district business official and one at-large board member. ~~The finance committee shall operate within the guidelines of the corporation's investment policy and the Finance Committee Operating Manual.~~

(a) Finance committee members serve for a term of two (2) years unless they are appointed to replace a member who left the committee before finishing their two-year term, in which case the member will serve the remainder of the two-year term.

(b) The finance committee shall operate within the guidelines of the corporation's investment policy guidelines and the Finance Committee Operating Manual Guidelines.

**4.1.24.1.3 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. The LPC also advises the executive director and staff during legislative sessions.

(b) Composition. The LPC shall be composed of the voting members of the board of directors and the regional representatives elected under the procedures defined in 4.1.3(c) and (d) and one designated voting member as defined in the bylaws of the Oregon School Board Members of Color Caucus and the Oregon Rural School Boards Caucus. All committee members must be elected or appointed directors of a member. The vice president of the ~~board~~board of directors shall chair the LPC.

(c) Nomination. The board of directors shall cause the nomination form to be distributed to all members in eligible regions. A member may nominate a candidate to the LPC and shall do so by formal resolution of the member and timely submission of the nomination form(s) to the office of the Association. Nominations in regions where there is more than one representative position shall indicate the numbered position for which the nomination is being submitted. Nominations will be closed by a date identified in the elections calendar adopted by the board.

(d) Election. Each LPC member shall be elected by majority of member boards of a region. Each region shall elect the number of LPC members as described in Section 3.5, without regard to Section 3.5.1(d). Such elections shall be held using the procedures described in Section 3.5.2.

~~(e)~~ Term. Each committee member shall take office on January 1 in even numbered years and serve for a term of two (2) years.

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.

4.1.4 PACE Trustees: The board of directors shall appoint the trustees of the OSBA Property and Casualty Coverage for Education Trust ("PACE"). As per the PACE bylaws Restated Trust Agreement, the PACE trustees shall nominate trustee candidate(s) to the OSBA board of directors. The nominees shall be elected by the OSBA Board of Directors. If the list of candidates is not acceptable by the board of directors, the PACE trustees will continue to submit nominated candidate(s) for consideration until accepted by the board of directors.

(a) PACE Trustees taking office on or after January 1, 2023, may serve three consecutive three-year terms and, if eligible, may return after a one-year hiatus.

**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, however, 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 Caucuses.** Caucuses shall exist to enhance the work of the Association by addressing the unique needs of member districts. Caucuses shall:

**4.4.1** Clearly articulate the vision, mission and goals of the Caucus.

**4.4.2** Adopt bylaws for operating, programming and governing within the context of the Association bylaws described herein.

**4.4.3** Comply with Association policies and guidelines.

**4.4.34.4.4** Caucuses shall be added or eliminated to this provision through the amendment process described in these bylaws.

**4.4.5** With the adoption of this section, the The Oregon School Board Members of Color Caucus is was established by a vote of the membership in 2018.

**4.4.5** With the adoption of this sections, the Oregon Rural School Boards Caucus is established.

**4.5 Administration.** Each committee and caucus 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 caucus shall also report on its activities at the regular meetings of the board of directors. Each committee and caucus shall comply with the public meetings laws requirements under ORS Chapter 192.

## **SECTION 5 OFFICERS OF THE BOARD OF DIRECTORS**

**5.1 Appointment.** The board of directors shall elect officers by majority vote at least 10 days 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.

**5.2 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.

**5.3 Compensation and 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 completed a term for another officer who was unable to complete a term and is then voted into the same position the following year. The secretary-treasurer may serve up to two consecutive one-year terms. Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

**5.4 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.

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

**5.5.1 President:** The president shall preside at all member meetings of the Association and of the board of directors; shall appoint, committees subject to the approval of the board of directors; shall call all regular and special meetings as provided herein; shall be ex-officio voting member of all committees. The president shall automatically serve as immediate past president for the following term. The president serves for a term of one calendar year.

**5.5.2 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.

**5.5.3 Vice president:** In the absence of the president-elect 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.



**5.5.4 Secretary-treasurer:** The secretary-treasurer shall be responsible for keeping in a suitable minute book accurate minutes of all board of director meetings; shall carry on official correspondence of the Association; shall arrange for proper banking facilities; and 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 read, 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 executive director or a designated member of the staff. The secretary-treasurer serves for a term of one calendar year.

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

**5.5.6 Assistants:** The board of directors may appoint or authorize the appointment of an assistant to the secretary-treasurer. Such assistant may exercise the powers of the secretary-treasurer, as the case may be, and shall perform such duties as are prescribed by the board of directors.

## **SECTION 6 NONDISCRIMINATION**

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

## **SECTION 7 GENERAL PROVISIONS**

### **7.1 Amendment of Bylaws.**

**7.1.1** Amendments to the bylaws may be initiated by the board of directors or submitted by a member to the board of directors. ~~Amendments must be approved by a vote of two-thirds majority of the members at any regular or special meeting. 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. Such notice shall be provided by US mail or email at least 15 days prior to the member meeting at which the vote will take place.~~

**7.1.2** 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.

**7.1.3 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.

7.1.4 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.

7.1.5 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.

7.1.27.1.6 Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book 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.

**7.2 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.

**7.3 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.

**7.4 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.

**7.5 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.

**7.6 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.

**7.7 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.

**7.8 Fiscal Year.** The fiscal year of the Association shall begin on the first day of July 1 and end on the last day of June in each year.

**7.9 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 14, 2018. 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.

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Crosswalk for OSBA Proposed Bylaw changes  
 New language is underlined; deleted language is ~~struck through~~; and moved language is **highlighted**.

Section	Proposed Language	What changed
2.12	<p><b>Action by Written Ballot.</b> Any action required <u>of the members will be taken by written ballot and</u> <del>or permitted to be taken at a members' meeting may be taken without a meeting if the Association will deliver a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. 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 the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. A written ballot shall set forth each proposed action, indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Association in order to be counted.</del> Once delivered, a written ballot may not be revoked.</p>	<p>This is a major edit that clarifies the process for membership voting. The current language assumed voting by the membership might take place in a face-to-face meeting, which will never occur as we consider our members to be school boards, esd board and community college boards and not individuals board members. This change clarifies the process of action of the membership by written ballot.</p>
<del>2.13</del>	<p><del>Unanimous Written Consent. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed by each member, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last member entitled to vote on the matter signs the consent, unless the consent specifies an earlier or later effective date.</del></p>	<p>Language removed as the organization only allows membership voting via a written ballot. (See above).</p>
<del>2.1.4</del> <u>2.1.3</u>	<p><del><b>Quorum and Voting.</b> A quorum of the members shall consist of those votes represented at a meeting of the members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members.</del> <u>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.</u></p>	<p>Edited to clarify the definition of a quorum.</p>
2.1.4	<p><b>Approval:</b> <u>With the exception of approving amendments to the Association's bylaws, which is outlined in Section 7.1 of these bylaws, approval by written ballot is effective when:</u></p> <p><u>2.14.1 The number of votes cast by ballot equals or exceeds a quorum of the members; and</u></p>	<p>Edited to clarify what is needed for approval when the membership is voting by ballot.</p>

Crosswalk for OSBA Proposed Bylaw changes  
 New language is underlined; deleted language is ~~struck through~~; and moved language is **highlighted**.

Section	Proposed Language	What changed
	<u>2.1.4.2</u> The number of approvals equals or exceeds a majority of the number of returned ballots.	
3.2	<b>Qualifications.</b> Directors must serve on the board of a member of the Association <u>throughout the duration of their term, with the exception of the director serving as past president.</u>	Edit to specify an exception for the past president position only.
3.3	<b>Number.</b> The board of directors shall consist of not fewer than three nor more than <del>24</del> <u>25</u> persons. The number of directors may be fixed or changed periodically, within the minimum, and maximum by the members.	Edit to account for Rural Caucus appointee to the Board of Directors.
3.4.3	If a director serving as <del>an officer</del> 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 <u>immediate</u> past president.	New language added to specify an exception for the past president position only.
3.5	<b>Composition.</b> The board of directors will be comprised of up to 23 regionally elected directors, one designated director as defined in the bylaws of the Oregon School Board Members of Color Caucus, <u>one designated director as defined in the bylaws of the Oregon Rural School Boards Caucus</u> and ex-officio nonvoting members as delineated in Section 3.5.4.	<b>Edit to correct grammar and new language added to</b> add the Rural Caucus appointee to the Board of Directors.
3.5.3	<b>Designated Representatives.</b> <u>In accordance with their bylaws, caucuses of OSBA,</u> <del>The Oregon School Board Members of Color Caucus</del> shall appoint <del>an officer</del> <u>a representative</u> of the Caucus to serve as a director of the Association. The <del>appointee, as defined in the Caucus bylaws</del> <u>representative must,</u> <del>shall</del> be an elected or appointed member of any public board of education in Oregon who 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' director of the Association.	Edit to account for Rural Caucus appointee to the Board of Directors and any future Caucus.
3.6	<b>Vacancies.</b> In the event that any director position, other than the immediate past president 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. 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. 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 <u>an OSBA caucus-designated director position,</u> <del>Members of Color Caucus' director position,</del>	Edit to account for Rural Caucus appointee to the Board of Directors and any future Caucus.

Crosswalk for OSBA Proposed Bylaw changes  
 New language is underlined; deleted language is ~~struck through~~; and moved language is **highlighted**.

	then the <del>C</del> caucus shall, as set forth in Section 3.5.3, appoint a new <del>C</del> caucus <del>officer-representative</del> to serve the remaining term.	
Section	Proposed Language	What changed
3.12	<b>Quorum and Voting.</b> A quorum of the board of directors shall consist of a majority of the number of directors in office <u>at the time</u> the meeting begins. <b>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.</b>	Edited to clarify the definition of a quorum for the OSBA Board of Directors. Highlighted text was moved to section 3.13.
3.13	<b>Voting.</b> 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.	Language moved from section 3.12 but there is no change to current language.
2.1.2	<b>Finance Committee.</b> 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 Association secretary/treasurer and vice president, one Association board director from the PACE board, one district business official and one at-large board member. <b>The finance committee shall operate within the guidelines of the corporation’s investment policy and the Finance Committee Operating Manual.</b> (a) <u>Finance committee members serve for a term of two (2) years unless they are appointed to replace a member who left the committee before finishing their two-year term, in which case the member will serve the remainder of the two-year term.</u> (b) <del>The finance committee shall operate within the guidelines of the corporation’s investment policy guideline(s) and the Finance Committee Operating Manual guideline.</del>	Highlighted struck out language moved to (b).  New language added related to the terms finance committee members.  Language moved from 2.1.2 and edited language to reflect the committee’s use of guidelines and not policies.
4.1.3 (b)	<u>Composition.</u> The LPC shall be composed of the voting members of the board of directors and the regional representatives elected under the procedures defined in 4.1.3(c) and (d) <u>and one designated voting member as defined in the bylaws of the Oregon School Board Members of Color Caucus and the</u>	Added language to add the School Board Members of Color caucus, which was inadvertently omitted during the previous amendment. Added language to include the Rural School Boards Caucus.

Crosswalk for OSBA Proposed Bylaw changes  
 New language is underlined; deleted language is ~~struck through~~; and moved language is **highlighted**.

	<u>Oregon Rural School Boards Caucus.</u> All committee members must be elected or appointed directors of a member. The vice president of the board <u>of directors</u> shall chair the LPC.	
Section	Proposed Language	What changed
4.14	<p><u>PACE Trustees: The board of directors shall appoint the trustees of the OSBA Property and Casualty Coverage for Education Trust ("PACE"). As per the PACE Restated Trust Agreement, the PACE trustees shall nominate trustee candidate(s) to the OSBA board of directors. If the list of candidates is not acceptable by the board of directors, the PACE trustees will continue to submit nominated candidate(s) for consideration until accepted by the board of directors.</u></p> <p><u>(a) PACE trustees taking office on or after January 1, 2023, may serve three consecutive three-year terms and, if eligible, may return after a one-year hiatus.</u></p>	This is new language to add PACE Trustees under the Committees and Caucus section and to outline the process for appointment as well as the terms of the members.
4.4	<b>Caucuses</b>	New language stating caucuses must comply with OSBA policies/guidelines.
4.4.3	<u>Comply with Association policies and guidelines.</u>	
4.4.5	<u>The Oregon School Board Members of Color Caucus <del>is</del> was established by a vote of the membership in 2018.</u>	Edited language outlining when the OSBMCC was established.
4.4.6	<u>With the adoption of this sections, the Oregon Rural School Boards Caucus is established.</u>	New language to establish the Rural caucus.
Section 7.1	<b>Amendment to bylaws</b>	
7.1.1	<p>Amendments to the bylaws may be initiated by the board of directors or submitted by a member to the board of directors. <del>Amendments must be approved by a vote of two thirds majority of the members at any regular or special meeting.</del> 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. <del>Such notice shall be provided by US mail or email at least 15 days prior to the member meeting at which the vote will take place.</del></p>	This section was edited for clarity and readability. No substantial change to content. The highlighted language was moved to the next paragraph but there was no change to the language.

Crosswalk for OSBA Proposed Bylaw changes  
 New language is underlined; deleted language is ~~struck through~~; and moved language is **highlighted**.

7.1.2	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.	This language was moved from the section above with no changes.
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Section	Proposed Language	What changed
7.1.3	<u>Action by Written Ballot:</u> 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.	This is new language to outline the process of voting on bylaw changes.
7.1.4	<u>Approval:</u> 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.	Language added to clarify approval of the membership on bylaw changes.
7.1.5	<u>Quorum:</u> 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.	Language added to clarify the definition of a quorum for action on bylaw changes.

Minor Edits

Section	Proposed Language
1	<b>Purpose:</b> No change to language – formatting change only
2.4.2	<b>Voting Power/Resolution:</b> (d) K-12 Local Districts with an ADMr <del>between of 39,000.1 and above</del> or more shall have five votes.
3.1	<b>Powers.</b> Except as provided under Section 2.2, all corporate powers shall be exercised by or under the authority of and the affairs of, are managed under the direction of <del>a</del> <u>the</u> board of directors. The board of directors shall adopt policies defining specific obligations of the board of directors.
3.5.2	<b>Regional Election.</b> The nomination and election of directors shall be in accordance with the elections calendar <u>annually</u> adopted by the board.
3.9	<b>Meetings.</b> An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. If the time and place of any other directors’ meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. A special meeting of the



Crosswalk for OSBA Proposed Bylaw changes

New language is underlined; deleted language is ~~struck through~~; and moved language is highlighted.

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	board of directors may be called by the president or the president-elect or 20 percent of the board of directors. The board of directors may hold annual, regular or special meetings <u>at any location</u> in <del>or out of</del> the State of Oregon.
4.1.3	<b>Legislative Policy Committee.</b> The board of directors shall maintain a Legislative Policy Committee ( <u>LPC</u> ).