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## **Resolution to Amend Oregon School Boards Association's Bylaws Relating to Composition of the Board of Directors**

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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 transitioned to a nonprofit public benefit corporation under Oregon Revised Statute Chapter 65 as of July 1, 2018;

WHEREAS, the Oregon LGBTQIA2S+ School Board Members Advisory Committee has been operating as an OSBA board appointed advisory committee since September 22, 2023; has a record of regular meetings; has draft bylaws; has identified goals that align with the mission, vision and goals of OSBA; has draft action plans; and a draft budget;

WHEREAS, the Oregon LGBTQIA2S+ School Board Members Advisory Committee is ready to elect officers and their Leadership Assembly;

WHEREAS, the Oregon LGBTQIA2S+ School Board Members Advisory Committee has articulated its mission as follows: "To promote quality education for all students with an emphasis on the unique needs of LGBTQIA2S+ students, staff and board members.";

WHEREAS, OSBA's Board of Directors recognizes the importance of the Oregon LGBTQIA2S+ School Board Members Advisory Committee's mission and goals; and

WHEREAS, the Oregon LGBTQIA2S+ School Board Members Advisory Committee has respectfully requested that the Board of Directors submit a resolution to the membership creating the Oregon School Board Members PRIDE Caucus (OSBM PRIDE) and designate a seat on the OSBA Board of Directors and Legislative Policy Committee.

THEREFORE, BE IT RESOLVED by the OSBA Board of Directors that the proposed bylaws amendment designating an Oregon School Board Members PRIDE Caucus representative as a voting member of the OSBA Board of Directors and Legislative Policy Committee be submitted to the membership for consideration during the 2024 OSBA election; and

BE IT FURTHER RESOLVED that the draft bylaws and a copy of this resolution be forwarded to all association member boards in accordance with OSBA's adopted elections calendar.

*Submitted by: OSBA Board of Directors*

# BYLAWS

OREGON SCHOOL BOARD MEMBERS PRIDE CAUCUS  
OF THE OREGON SCHOOL BOARDS ASSOCIATION

DRAFT

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# ARTICLE 1

## CHARTER

The Oregon School Boards Association (the “OSBA”) exists solely to perform essential governmental functions and all its income must accrue to the State of Oregon or its political subdivisions as required under IRC Section 115. OSBA’s mission is to improve student success and education equity through advocacy, leadership and service to Oregon public school boards.

OSBA is aware and acknowledges that diversity is a core value of OSBA. OSBA desires to identify areas of concern and causation, convene a caucus of stakeholders, and create a plan to better promote and support the success of students, school staff and school board members who identify as part of the LGBTQIA2S+ communities.

To this end, The OSBA Board of Directors has formally recognized the Oregon School Board Members PRIDE Caucus (the “Caucus”) to serve as a resource and provide guidance and leadership for these initiatives to the OSBA Board of Directors.

The activities of the Caucus shall align with OSBA bylaws as well as complement, not duplicate, OSBA’s efforts on behalf of all local governing boards.

# ARTICLE 2

## NAME, MISSION AND GOALS

**2.1 Name.** This organization shall be known as the Oregon School Board Members PRIDE Caucus (OSBM PRIDE) of the Oregon School Boards Association (OSBA).

**2.2 Mission.** To promote quality education for all students with an emphasis on the unique needs of LGBTQIA2S+ students, staff and board members.

**2.3 Goals.**

**2.3.1** The implementation of ODE’s “Oregon LGBTQ2SIA+ Student Success Plan.”

**2.3.2** Promoting positive and effective relationships among LGBTQIA2S+ school board members, their communities, political leaders, partner organizations and OSBA.

**2.3.3** Building and increasing capacity of LGBTQIA2S+ school board members and support a pipeline for LGBTQIA2S+ people to run for school board seats.

**2.3.4** Serving as a resource.

**2.3.5** Developing, promoting, and advancing legislation to improve educational opportunities and outcomes for LGBTQIA2S+ students, staff and families.

**2.3.6** Equipping and advancing LGBTQIA2S+ board members to serve in the general OSBA leadership.

**2.3.7** Building capacity of the general board membership in understanding the issues of LGBTQIA2S+ people and inclusion.

## ARTICLE 3

### MEMBERSHIP

**3.1 Qualification.** All members must support the purposes and goals of the Caucus as set forth in Article 2.

**3.2 Members.** The Caucus members may include any elected or appointed member of any public board of education in Oregon who are active members in good standing with the Oregon School Boards Association and identify as a member of the LGBTQIA2S+ communities. Caucus members may participate in all discussions, vote, and serve as an officer of the Caucus. Members must attend the meeting in person, via telephone, or via virtual meeting platform (e.g., Zoom) to vote. Voting by proxy shall not be permitted.

**3.3 Attendees.** The Caucus may, in its discretion, invite to participate in any meeting or event any other individuals who support the purpose and goals of the Caucus as set forth in Article 2.

**3.4 Membership List.** The Membership list shall be maintained by the Secretary.

## ARTICLE 4

### BUDGET

**4.1 Budget.** The Caucus shall submit an annual budget request as outlined under the OSBA budget process, including approval by the OSBA Board of Directors. The request shall set forth the areas of concern, recommended actions, and annual goals.

## ARTICLE 5

### MEETINGS

**5.1 Annual Meetings.** An annual meeting of the Caucus shall be in conjunction with the OSBA Annual Convention at which time the Caucus shall elect officers and shall conduct other business as may properly be brought before the meeting of the Caucus.

## **5.2 Regular and Special Meetings.**

**5.2.1 Regular Meetings.** The Caucus shall meet as often as required to achieve the goals outlined in its annual Work Plan. These meetings shall be scheduled for the year at the Annual Meeting.

**5.2.2 Special Meetings.** Special meetings of the members for any purpose may be called, either in writing or by e-mail, by the President or by a majority of the Executive Committee. Such a request shall state the purpose or purposes of the proposed meeting.

**5.2.3 Place of Meetings.** Regular and special meetings of the Caucus shall be held at any location within Oregon, by virtual meeting platform, or a combination of the two, as designated by the President or the Executive Committee.

## **5.3 Notice.**

**5.3.1** Notice of every annual meeting of members, stating the time and place thereof, will be provided with an agenda no less than 15 days prior to such meeting.

**5.3.2** Notice of every regular or special meeting of members, stating the time and place thereof, shall be provided with an agenda no less than 10 days prior to such meeting.

**5.4 Quorum.** Except as otherwise provided by law, the presence at any meeting of a majority of the Executive Committee shall constitute a quorum.

**5.5 Organization.** The President may determine in their sole discretion whether any meeting of the Caucus shall be held in accordance with Robert's Rules of Order.

**5.6 Records.** The President shall see that all correspondence, minutes, agendas, and Charter be sent to and kept on file with OSBA.

**5.7 OSBA Staff Liaison.** The Executive Director of OSBA shall designate a staff member to serve as a liaison representative to the Caucus. The designee shall not have voting rights.

**5.8 Compliance with Open Meetings Laws.** The Caucus shall comply with the open meetings law requirements of ORS chapter 192 at every convening of its membership in which a quorum is required in order to make a decision or to deliberate toward a decision on any matter.

# **ARTICLE 6**

# CAUCUS LEADERSHIP COUNCIL

**6.1 Composition.** The Leadership Council of the Caucus shall include the President(s), Vice President, Secretary, Treasurer, Regional Directors and two Members of the Caucus.

**6.2 Term.** Leadership Council members shall serve a two-year term. The President may only serve one consecutive term. The Vice President, Secretary, Treasurer, Regional Members, and Members-at Large may serve any number of consecutive terms. Each officer shall hold office until the term has expired or until a successor has been duly elected and qualified for the position, or until the officer can no longer hold the position because they no longer qualify to be a member of the Caucus as defined in Article 3 above, or because of removal or death.

## 6.3 Nomination and Election

**6.3.1 Nomination.** Leadership Council members may be nominated by either the nominating committee or a caucus member at the annual meeting.

**6.3.2 Election.** The members shall elect the Leadership Council by majority vote at the annual meeting in even numbered years.

## 6.4 Designations

**6.4.1 President.** The President shall preside at all meetings of the Caucus and the Executive Committee. The President shall appoint all standing and special committees and shall be an ex-officio member of all committees, except the nominating committee, with voting power. The President shall sign all official reports of the Caucus. Two persons may share the position of President, or one person may serve as President and another as Vice President.

**6.4.2 Vice President.** In the absence of the President, the Vice President shall have and perform all the powers and duties of the President.

**6.4.3 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 two calendar years.

**6.4.4 Secretary.** The Secretary shall keep the minutes and records, maintain a roster of the current membership, and shall see that all notices are duly given in accordance with the provisions of law and this Charter, and such other duties as from time to time may be assigned by the Executive Committee.

**6.4.5 Treasurer.** The Treasurer shall have the responsibility for receiving and disbursing all funds related to the Caucus in coordination with the OSBA liaison. The Treasurer shall report regularly to the Executive Committee, shall prepare a written yearly financial

report to be distributed to the members at each annual meeting, and shall perform other duties assigned by the Executive Committee.

**6.4.6 Regional Caucus Directors.** There shall be one Regional Director for each congressional district apportioned to Oregon for election at the Oregon general election held in the year of the Caucus' annual meeting. (For reference, there shall be six Regional Directors starting in 2025.) The Regional Directors shall live in the region which they represent. The Regional Directors shall report issues from their region to the Caucus and shall perform other duties assigned by the Executive Committee. The regions shall be based on Oregon's congressional districts.

**Future positions:**

**6.4.7 At-Large Members.** There shall be two At-Large Directors.

**6.5 Resignation.** A Leadership Council member may resign by filing a written resignation with the President or Secretary of the Caucus or the President of OSBA.

**6.6 Vacancies.** Any vacancy in any office may be appointed for the unexpired portion of the term by a majority of the officers at the next regular or special meeting.

**6.7 Removal.** Any member of the Caucus who misses more than two meetings out of any four consecutive meetings, unless they are excused by the board for a valid reason, may have their office vacated by action of the board.

## ARTICLE 7

### EXECUTIVE COMMITTEE

**7.1 Composition.** There shall be an Executive Committee made up of the President(s), Vice President, Immediate Past President, Secretary, and Treasurer.

**7.2 Responsibilities.** The Executive Committee shall have the following responsibilities and powers:

- (a) To respond to any inquiry or question from OSBA.
- (b) To act on behalf of the Caucus when deemed necessary by the President.
- (c) To review plans and programs to be presented to the Caucus at its meetings.
- (d) To give direction to the OSBA liaison on legislative action to come before the state legislature on which there is no formal Caucus policy or resolution.

(e) The Executive Committee shall act as the Nominating Committee and nominate a candidate for each office of the Caucus. A nominating committee report will be included in the notice of the annual meeting of the membership.

**7.3 Ratification.** Any actions by the President shall be reported to the Executive Committee as soon as the action has taken place. All actions of the Executive Committee shall be subject to ratification by the Caucus at the next meeting of the members.

**7.4 Administration.** The Executive Committee may use the guidance of Robert's Rules of Order for all procedures. The Executive Committee shall keep regular minutes of its proceedings and all actions by the Executive Committee shall be reported promptly to the membership. Such actions shall be subject to review by the membership, provided that no rights of third parties shall be affected by such review.

## **ARTICLE 8**

### **COMMITTEES**

The President or Executive Committee may establish committees of two or more members to serve at the discretion of the President or the Executive Committee. These committees may consist of such persons and perform such duties as the President designates from time to time. The committees may not act on behalf of the Caucus but may make recommendations to the Caucus for approval. The Chair of any such committee shall be a member of the Executive Committee.

## **ARTICLE 9**

### **SEAT ON THE OSBA'S BOARD OF DIRECTORS**

The Caucus shall appoint one officer from the Leadership Council to serve as liaison to the OSBA Board of Directors and to be a member of the OSBA Board of Directors. The appointee must be an elected or appointed member of any public board of education in Oregon and an active member in good standing with the Association.

## **ARTICLE 10**

### **GENERAL PROVISIONS**

## **10.1 Amendment of Bylaws**

**10.1.1** Bylaws may be altered, amended, or replaced by the members of Caucus as approved by voting members at the annual meeting by a majority vote.

**10.1.2** Notice of proposed bylaws changes shall be in the annual meeting agenda and sent to all members 15 days prior to the annual meeting.

**10.1.3** Omissions from this Charter shall be governed by Robert's Rules of Order when they do not conflict with the Charter.

## **10.2 Seat on OSBA'S Legislative Policy Committee (LPC)**

**10.2.1** The Caucus shall appoint one caucus member to serve as liaison to the OSBA Legislative Policy committee and to be a member of the LPC. The appointee must 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.

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*The foregoing charter was adopted by the active membership of OSBM PRIDE on August 10, 2024.*