

## Resolution #2017-18-07

### RESOLUTION TO REORGANIZE THE OREGON SCHOOL BOARDS ASSOCIATION AS A NON-PROFIT CORPORATION AND ADOPT THE PROPOSED 2017 BYLAWS

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

**WHEREAS**, at the direction of the Board of Directors of OSBA, an organizational review was initiated with the goal of confirming OSBA's tax-exempt status and all related requirements; and

**WHEREAS**, the OSBA Board of Directors determined, based on the review, that it was in the membership's best interest to formally incorporate under ORS Chapter 65 as a nonprofit to ensure OSBA can maintain its political and legislative advocacy program; and

**WHEREAS**, a more clear recognition of OSBA's legal status will help ensure Board members' protection from individual liability; and

**WHEREAS**, the decision to formally incorporate under ORS Chapter 65 to nonprofit status requires replacement of the current OSBA Constitution with proposed Bylaws; and

**WHEREAS**, the OSBA Board of Directors received updates and discussed the transition at several OSBA Board meetings throughout 2016 and 2017 and conducted a review of the Bylaws at their June 2017 meeting; and

**WHEREAS**, after reviewing the recommended OSBA Bylaws as proposed by staff and legal counsel, the OSBA Board of Directors supports the recommendation to convert to a non-profit entity formed in accordance with the attached Bylaws:

**THEREFORE, BE IT RESOLVED** by the OSBA Board of Directors that the proposed Bylaws be submitted to the membership for consideration during the 2017 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.

Dated: December 11, 2017

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Becky Kindle, Chairman of the Board

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Dirk Dirksen, Superintendent