

12. Adjournment

SWEET HOME SCHOOL DISTRICT #55 Sweet Home, Oregon

SCHOOL BOARD MEETING AGENDA * REVISED

	To view live board meeting please visit the Sweet Home District website: sweethome.	k12.or.us and clic	k YouTube link
<u>Di</u>	strict Office Conference Room	December 9,	2024, 6:30 p.m.
1.	Call the meeting to order/pledge	J. Redick	Action
2.	ESPY /SPARK Awards		
3.	Agenda approval/changes	J. Redick	Action
4.	Student & Personnel Reports/Comments A. Certified & Classified Representatives B. Student Report	Presidents	
	C. Superintendent's Report 1. Enrollment/attendance 2. Strategic Plan Progress A. Pillar 1 - OUTSTANDING ACHIEVEMENT- Soccer Achievement B. Pillar 2 - THRIVING CITIZEN	T. Martin	Information
	C. Pillar 3 - THRIVING COMMUNITY D. Pillar 4 - SAFE AND WELCOMING FACILITIES AND SERVICE		
	3. Linn Benton ESD Visit	Jason Hay	
5.	 Consent Agenda A. Approve minutes from the November 18, 2024 School Board Meeting, November 2024 Work Session minutes B. Late Item: Approve Wrestling out-of-state field trip to Reno Nevada December 2024 		ALL Action
6.	Information/Discussion A. Budget Update/Upcoming PERS Pension Cost Increases B. Late Item: OSBA Election Information	K. Strong	ALL Information
7.	Action Items A. Approve the 2025-2026 Proposed Budget Calendar B. Board Policies -Final Reading EBBA – First Aid, Delete EBBA – Student Health Services EBBAA – Infection Control and Bloodborne Pathogens	J. Redick	Action
	EBBB – Injury or Illness Reports EBC – Emergency Plan and First Aid EBC/EBCA – Emergency Procedures and Disaster Plans, Delete EBCA – Safety Threats EBCB – Emergency Procedure Drills and Instruction GBEB – Communicable Diseases in Schools GBEB-AR – Communicable Diseases in Schools		
8.	Public Comments		Information
9.	Board Comments		Information
10	. Late Items		
11	 Future Agenda Items A. Next Board Officers Meeting, Monday, January 6, 2025 at 3:30 p.m. Superintende B. Next Board Meeting Monday, January 13, 2025 at 6:30 p.m. in DO Boardroom 	J. Redick nt's Office	ALL Information

J. Redick

Action

Lak IKM:56

FIELD TRIP REQUEST FORM OUT-OF-STATE AND/OR OVERNIGHT TRAVEL Sweet Home School District #55

To be completed and submitted to the Superintendent for approval at least <u>one month</u> prior to the date (s) of the event. A request for transportation for this field trip should be completed <u>separately</u> through the Transportation Center (Bus Garage) <u>at least 3 weeks prior</u> to the date (s) of the event.

School: High School	Date Submitted: 12 / 3 / 24
Organization: SH Wrestling	Sponsor:
Date (s) of trip: 12/19/24 - 12/21-24	Cost Per Student: \$
Students Participating: 27 #	School Days Missed: #
Transportation By: (Circle One): Activity Bus OR Approved Charter Company:	ort & Subwhas Type 10 B
Destination: Reno, Nevada	
Chaperones (1 per 12 students): * Steve Thorpe * Share Shapero * Jeff Landhou	Yani Hart
+ Tomas Yluser te Sett Landmou	P
Purpose: Wrestling Townsment	
Itinerary: Wrestle on 12/20 et	12/21
# Drivers - Type 10	
- (·	
Principal's Signature:	Date: 10/4/24
Transportation's Signature:	vell Date: 12/4/24
Approved: Disapproved:	Returned for More Information:
Reason Disapproved:	



Election - OSBA 2024 - Linn/Benton/Lincoln (10)

* 1. Board of Directors Position 10 (Vote for one)

2024 OSBA Election

Clyde Rood
Luhui Whitebear
Abstain
O No action taken
* 2. Legislative Policy Committee Position 10 (Vote for <u>one</u>)
Soren Rounds
Jason Curtis
Abstain
O No action taken
* 3. Resolution 1 - Amends the OSBA dues schedule
Yes - adopt
No - do not adopt
Abstain
No action taken
* 4. Resolution 2 - Creates the Oregon School Board Members PRIDE Caucus and designate a seat on the OSBA Board of Directors and Legislative Policy Committee
Yes - adopt
No - do not adopt

Abstain	
No action taken	
* 5. Resolution 3 - Adopts the propo	osed amendments to the OSBA Bylaws
Yes - adopt	
No - do not adopt	
Abstain	
No action taken	
* 6. Type the name of the district, ES	SD, or community college board that officially made this vote.
* 7. Type the meeting date when the	board officially made this vote.
* 8. Type your name and title.	
To retain a record of your vote, you ML	JST print this page before clicking the Done button.
	Done

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OSBA Board of Directors CANDIDATE QUESTIONNAIRE

Name: Clyde J.Rood II	Date:
Address: 227 S 7th St.	-7-7-
City/Zip: Lebanon / 97355	
Business phone: N/A	
Residence phone: N/A	*
Cell phone: 541.905.1547	
E-mail: ClydeRood.lcsd4@Gmail.com	*
District/ESD/CC: Lebanon Community School District	
Term expires: June 30, 2027 Years on board: 1	The second secon
Region: Linn/Benton/Lincoln	Position #: 10
I certify that if elected I will faithfully serve as a member of the C	OSBA Board of Directors. My nomination form has been
submitted to OSBA (or is attached to this document) as evidence	ce.
Clyde Rood Digitally signed by Clyde Rood Date: 2024.09.17 15:09:52 -07'00'	09/17/2024
Name	Date

- 1. Describe in your own words the mission and goals of OSBA.
 - The mission and goals of the OSBA are an essential tie-in to our local school boards. By partnering and providing consultation to local boards on a wide variety of OSBA issues and positions we create a unity of effort which can better serve the wide diversity and aspirations for all of Oregon's students.

Be brief; please limit your responses to 50 words per question.

- 2. What do you want to accomplish by serving on the OSBA board of directors? Much of what I hope to accomplish by serving on the OSBA board of directors is to assist school board leaders across the state to improve student academic success through both educational equity and legislative direction aligned with existing OSBA board direction.
- 3. What leadership skills do you believe you bring to the board of directors? Give an example of a situation in which you demonstrated these skills.
 - I served for 12 years in the United States Air Force. Military career development is an evolutionary continuum of mandated leadership and followership training and learning to work collaboratively within an organizational structure. These skills have transitioned very well as coach and OSAA official, to instill in the kids I work with a sense of purpose, comradery, belonging and accepting victory or defeat with dignity and humility.

Email to OSBAelections@osba.org, or mail to: Oregon School Boards Association, 1201 Court St NE, #400, Salem, OR 97301 Deadline: September 29, 2023, 5 p.m.

OSBA Board of Directors

4. What do you see as the two most challenging issues faced by OSBA?
First, I notice most board members are busy working parents and professionals. Despite this, we must understand the implications of our decisions as board members and the time required for critical due diligence to make the best decisions for our constituents.

Second, is the challenge and pace of change of programmatic implementation and the

5. What do you see as the two most challenging issues faced by your region?

First, region 10 is a wide geographic area encompassing diverse ideological, political and economic populations. Communicating effectively across such demographics will be a challenge as I get to know each area the problems and needs better.

Second, I see a need to more effectively get stakeholders across the region involved and

6. What is your plan for communicating with boards in your region? My initial plan for communication with Region 10 colleagues would be: First, make contact with every board member in the region through a general introduction aligned with OSBA mission and vision. Next, I will make it my goal to attend one or more school board meetings in every district within the region and use my 3-5 minutes or allotted time to introduce myself, what we do and how we assist the local boards.

Please continue to the next section.

OSBA Board of Directors CANDIDATE PERSONAL/PROFESSIONAL RESUME

Work or service performed for OSBA or local district (include committee name and if you were chair): N/A

Other education board positions held/dates:

OSBA Board of Director Member, Region 10 - Current

Occupation (Include at least the past five years):

Employers: Dates:

United States Airforce 27 Oct 92 - 27 Oct 04 Self Employed Business/Sports Official 28 Oct 04 - current

Schools attended (Include official name of school, where and when):

High school: Lebanon Union High School / David Douglas High School

College: Community College of the Air Force / ITT tech Portland campus

Degrees earned: AAS IT Software Development / AAS IT Networking Systems

Education honors and/or awards:

Multiple ribbons, awards and certifications throughout my Air Force service and coaching career.

Other applicable training or education:

American Legion Honor Guard Oregon State Athletic Association official's training.

Activities, other state and local community services:

Coaching youth sports (baseball, basketball, football, wrestling)
Officiating youth sports (OSAA high school and below)

Hobbies/special interests:

Outdoor activities

Car racing

Community involvement through school and youth development programs

Business/professional/civic group memberships; offices held and dates:

American Legion post 51 Trustee board 2017 - 2018

American Legion post 51 Honor Guard 2014 - current

Additional comments:

Thank you for providing this honor and opportunity, I look forward to serving on the OSBA Board

Email to OSBAelections@osba.org, or mail to: Oregon School Boards Association, 1201 Court St NE, #400, Salem, OR 97301 Deadline: September 29, 2023, 5 p.m.

Materials submitted by the candidate on this form may be subject to a public information request under ORS Chapter 192.

NOMINATION FORM OSBA BOARD OF DIRECTORS REGIONAL MEMBER

Nominations are due by 5 pm, September 27, 2024 Return this form and all candidate information forms to the OSBA office by email at OSBAelections@osba.org. or mail to Oregon School Boards Association, 1201 Court St. NE, #400, Salem, OR 97301
med below to a position on the OSBA Board of Directors
•
ATE INFORMATION
nity School District
7IP 97355
n ZIP: 97355 Phone: 541-905-1547
Phone: 541-905-1547
Phone: 541-905-1547
Phone: 541-905-1547

District: Lebanon Community School District

City, State, Zip: Lebanon, OR 97355

Address: 485 S 5th St.

OSBA Board of Directors CANDIDATE QUESTIONNAIRE

Name: Luhui Whitebear	Date:
Address: 440 SE Alexander Pl	
City/Zip: Corvallis 97333	(6.5 VA)
Business phone:	
Residence phone:	
Cell phone: 541-714-3305	
E-mail: Luhui.whitebear@corvallis.k12.or.us	
District/ESD/CC: Corvallis	
Term expires: 2025 Years on board: 4.5	
Region: Linn, Benton, Lincoln	Position #: 4
I certify that if elected I will faithfully serve as a member of the Ossubmitted to OSBA (or is attached to this document) as evidence	
Luhui Whitebear	09/25/2024
Name Be brief; please limit your responses	Date to 50 words per question.

- 1. Describe in your own words the mission and goals of OSBA.
 - OSBA serves as a resource for public education in Oregon. Through legislative political advocacy, policy development, and board education, OSBA works with local boards in ensuring they have tools to help support the success of their local districts. Each student in public education is touched by the work OSBA does.
- 2. What do you want to accomplish by serving on the OSBA board of directors?

I will bring the diverse perspectives and needs that exist in our region to the board as they make decisions that ultimately impact our local districts. I will also bring information to local boards highlighting the interconnectedness of our shared work in our region and statewide.

- 3. What leadership skills do you believe you bring to the board of directors? Give an example of a situation in which you demonstrated these skills.
 - I bring strategic planning, policy development, empathy, compassion, data analysis, community building, and facilitation skills. For example, I used these skills to explain budget processes to the community. This created better understanding about budget impacts and the limitations of board decisions on how operational funds are spent.

OSBA Board of Directors

4.	What do	you see as the	two most	challenging	issues	faced by (OSBA?
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I see the shift into new leadership as being something OSBA is facing, but also see this as an opportunity for the OSBA to continue to grow. The disinvestment in state funding for public education will present significant challenges for years to come.

5. What do you see as the two most challenging issues faced by your region?

Our region remains challenged with a large area that encompasses many types of needs due to how our region is situated, which can lead to disconnect between areas. Our region is challenged with rising costs of living impacting issues like housing and childcare, which heavily impact students, families, and staff.

6. What is your plan for communicating with boards in your region?

I will continue to communicate with board chairs to check in regarding their needs that should be brought to the OSBA board. I also plan to share information I learn from board meetings with our region regularly and be a resource to answer questions board members may have about OSBA.

Please continue to the next section.

OSBA Board of Directors CANDIDATE PERSONAL/PROFESSIONAL RESUME

Work or service performed for OSBA or local district (include committee name and if you were chair):

Corvallis School Board: Chair July 2023-present, board member since January 2020.

OBSA Caucus of Color: Vice President & LPC Rep January 2023-present, Region IV Rep January 2021-December 2022.

Other education board positions held/dates:

Oregon Department of Education: American Indian/Alaska Native Advisory Committee member 2021-present Oregon Indian Education Association: Board member 2017-2019

Occupation (Include at least the past five years):

Employers:

Dates:

Oregon State University

September 2013-present.

Schools attended (Include official name of school, where and when):

High school: Taft High School, Lincoln City, OR. Class of 1997.

College:

Oregon State University, Corvallis, OR. Class of 2003, 2013, 2016, and 2020.

Degrees earned: B.S. Ethnic Studies; B.S. Anthropology; M.A. Interdisciplinary Studies; PhD Women Gender & Sexuality Studies.

Education honors and/or awards:

Servant Leader Award, Gamma Alpha Omega Sorority, 2023; President's Dissertation Award, Coalition of Feminist Scholars in the History of Rhetoric & Composition, 2021; Student Affairs Service Award, OSU Division of Student Affairs, 2019; President's Award, Western Association of Student Financial Aid Administrators, 2010; Outstanding Indian Volunteer of the Year, Oregon Indian Education Association, 2008.

Other applicable training or education:

Dialogue facilitation trainings, research ethics trainings, graduate education in public health policy.

Activities, other state and local community services:

Women's Foundation of Oregon: board member 2021-2023.

Murdered & Missing Indigenous Women USA: board member 2020-2023.

Oregon Department of Education: Native American Mascot Task Force 2006-2008.

Hobbies/special interests:

Native American cultural activities, spending time out in the mountains and with the rivers/ocean, spending time with my kids and my dog, hiking, nature photography.

Business/professional/civic group memberships; offices held and dates:

National Women's Studies Association: Indigenous Peoples' Caucus Chair 2020-present.

Western Association of Student Financial Aid Administrators Executive Council: Rep at Large 2013-2014, Vice President 2012-2013, Ethnic Diversity Action Committee Chair 2011-2012, Secretary 2009-2011, Research Committee Chair 2008-2009.

Additional comments:

I have additional service and experiences that don't fit on this form that have helped prepare me for this position. I center community engagement in the way I approach my work, and would do the same with boards in our region should I be elected to represent us.

Email to OSBAelections@osba.org, or mail to: Oregon School Boards Association, 1201 Court St NE, #400, Salem, OR 97301

Materials submitted by the candidate on this form may be subject to a public information request under ORS Chapter 192.

NOMINATION FORM OSBA BOARD OF DIRECTORS REGIONAL MEMBER

Date: September 5, 2024

TO: Chris Cronin, OSBA President-Elect Oregon School Boards Association 1201 Court St NE, #400 Salem, OR 97301 Fax: 503-588-2813

E-mail: OSBAelections@osba.org

Nominations are due by 5 pm, September 27, 2024

Return this form and all candidate information forms to the OSBA office by email at
OSBAelections@osba.org, or mail to Oregon
School Boards Association, 1201 Court
St. NE, #400, Salem, OR 97301

Dear Chris Cronin:

With this letter, our Linn/Benton/Lincoln	board nominates the candidate named	below to a position on	the OSBA	Board of Direct	ors for the
	Region, Position # 10				

BOARD CANDIDATE INFORMATION

Name: Luhui Whitebe	ear
District/ESD/Community College:	
Address 440 SE Alexa	ndar Pl
	Oregon ZIP: 97333
	2000/VI//SCI Phone: 541-714-3305
This nomination was approved by September 5, 2024 (date)	official action of our board of directors at a duly called meeting on
Carlot and	/ Wellut Without
	(Board Chair-signature) Board Chair name: Luhui Whitebear, PhD
	District Corvallis School District 509J
	Address: 1555 SW 35th Street
	City State Zio: Corvallis OR 97333





Resolution to Amend the OSBA Dues Schedule

WHEREAS, the Oregon School Boards Association (OSBA) dues revenue as a percentage of OSBA's total revenues is declining. OSBA's dues revenue as a percentage of OSBA's operating costs to support the services OSBA provides to members is also declining;

WHEREAS, the percentage of dues revenue as a proportion of total association revenue has fallen 19.1 percent since the 1996-97 fiscal year to 6.4 percent of total association revenue. If dues do not increase, this percentage of total association revenue will continue to decline;

WHEREAS, the OSBA dues schedule has not increased since the 1998-99 fiscal year;

WHEREAS, OSBA retained The Coraggio Group to do an in-depth analysis of the value of the programs and services OSBA offers to its members and develop a 3-5 year sustainable business plan with member engagement;

WHEREAS, based on the survey data obtained by The Corragio Group, OSBA members overwhelmingly agree that they receive great service for what they currently pay. Current annual member dues are as low as \$250. Given the costs associated with providing no cost or highly subsidized services available to members, \$250 is very low in comparison.

WHEREAS, The Coraggio Group in collaboration with OSBA staff, has recommended a phased increase in the dues schedule. This approach aims to provide financial stability for the organization and align the dues with other state associations, thereby enabling the association to continue offering its high-quality programs and services.

WHEREAS, the proposed dues increase, which was reviewed by the OSBA Finance Committee, and approved by the OSBA Board of Directors on June 15, 2024, supports the recommendation to amend the OSBA Dues Schedule.

THEREFORE, BE IT RESOLVED in recognition of the current financial situation of Oregon districts and the need for an OSBA dues adjustment, the OSBA Board of Directors recommends that the dues schedule be amended in a manner so that OSBA member school districts and education service districts (ESDs) paying more than \$1,500 annually will experience a dues increase of 15% annually for five consecutive years beginning in the 2025-2026 fiscal year. Beginning in the 2030-31 fiscal year, the dues will increase annually as a percentage in alignment with the Consumer Price Index;

THEREFORE, BE IT FURTHER RESOLVED, the OSBA Board of Directors recommends a membership dues floor be established at \$1,500 and a maximum dues rate of \$25,000 per fiscal year. For OSBA member school districts, ESDs, and community colleges who are below this floor, dues will increase \$250 per year until the floor is reached. For school districts and ESDs that reach the floor before the 2030-31 fiscal year, dues will increase by 15% per year until the 2030-31 fiscal year. Beginning in the 2030-31 fiscal year, dues for all school districts, ESDs, and community colleges will increase annually as a percentage in alignment with the Consumer Price Index.

BE IT FURTHER RESOLVED by the OSBA Board of Directors that the proposed amendments to the OSBA Dues Schedule be submitted to the membership for consideration during the 2024 OSBA election; and

BE IT FURTHER RESOLVED by the OSBA Board of Directors that the proposed amendments to the OSBA Dues Schedule 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

DISTRICT	2	24-25 DUES	2	25-26 DUES	26	26-27 DUES	2	27-28 DUES	2	28-29 DUES	29	29-30 DUES		30-31 DUES**	
District Member 01 (under 100)*	49	250.25	49	500.25	↔	750.25	49	1,000.25	€	1,250.25	↔	1,500.00	49	1,560.00	00.
District Member 02 (100-249)*	↔	541.25	↔	791.25	↔	1,041.25	↔	1,291.25	↔	1,541.25	↔	1,772.44	↔	1,843.34	.34
District Member 03 (250-499)*	↔	778.00	49	1,028.00	↔	1,278.00	49	1,528.00	49	1,757.20	49	2,020.78	49	2,101.61	.61
District Member 04 (500-999)	↔	1,420.50	↔	1,633.58	↔	1,878.61	↔	2,160.40	↔	2,484.46	↔	2,857.13	↔	2,971.42	.42
District Member 05 (1000-1999)	↔	2,503.00	↔	2,878.45	↔	3,310.22	4	3,806.75	↔	4,377.76	↔	5,034.43	49	5,235.80	.80
District Member 06 (2000-2499)	↔	3,450.00	↔	3,967.50	↔	4,562.63	↔	5,247.02	↔	6,034.07	↔	6,939.18	↔	7,216.75	.75
District Member 07 (2500-3999)	€9	5,952.75	↔	6,845.66	↔	7,872.51	49	9,053.39	49	10,411.40	49	11,973.11	49	12,452.03	.03
District Member 08 (4000-4999)	↔	7,035.00	↔	8,090.25	↔	9,303.79	↔	10,699.36	↔	12,304.26	↔	14,149.90	↔	14,715.89	.89
District Member 09 (5000-9999)	↔	8,658.25	↔	9,956.99	↔	11,450.54	4	13,168.12	49	15,143.33	↔	17,414.83	4	18,111.43	.43
District Member 10 (10000-25000)	↔	10,823.00	↔	12,446.45	↔	14,313.42	↔	16,460.43	↔	18,929.49	↔	21,768.92	↔	22,639.68	.68
District Member 11 (over 25000)***	↔	18,940.00	↔	21,781.00	↔	25,000.00	\$	25,000.00	49	25,000.00	\$	25,000.00	49	26,000.00	00.
													↔		
ESD Membership Dues 01 (under 1000)*	÷	473.75	↔	723.75	↔	973.75	49	1,223.75	↔	1,473.75	49	1,694.81	↔	1,762.61	.61
ESD Membership Dues 02 (1000-2500)*	ş	710.50	↔	960.50	↔	1,210.50	↔	1,460.50	↔	1,679.58	€	1,931.51	↔	2,008.77	17.
ESD Membership Dues 03 (2500-5000)*	\$	947.00	49	1,197.00	\$	1,447.00	49	1,664.05	49	1,913.66	↔	2,200.71	↔	2,288.73	.73
ESD Membership Dues 04 (5000-7500)*	s	1,082.50	↔	1,332.50	↔	1,582.50	↔	1,819.88	€	2,092.86	€	2,406.78	↔	2,503.06	90.
ESD Membership Dues 05 (7500-10000)	S	1,556.00	↔	1,789.40	↔	2,057.81	49	2,366.48	49	2,721.45	€9	3,129.67	↔	3,254.86	.86
ESD Membership Dues 06 (10000-15000)	\$	2,029.50	↔	2,333.93	↔	2,684.01	↔	3,086.62	↔	3,549.61	↔	4,082.05	↔	4,245.33	.33
ESD Membership Dues 07 (15000-25000)	\$	2,367.75	€	2,722.91	↔	3,131.35	€	3,601.05	49	4,141.21	↔	4,762.39	↔	4,952.89	68.
ESD Membership Dues 08 (25000-50000)	s	3,111.75	↔	3,578.51	↔	4,115.29	↔	4,732.58	↔	5,442.47	↔	6,258.84	↔	6,509.19	.19
ESD Membership Dues 09 (above 50000)	\$	4,667.50	↔	5,367.63	↔	6,172.77	↔	7,098.68	↔	8,163.49	€9	9,388.01	↔	9,763.53	.53
State Board of Education	€9	67.75	€	77.91	€>	89.60	49	103.04	€	118.50	€>	136.27	↔	141	141.72
Community College Association***	↔	4,601.00	↔	8,851.00	↔	13,101.00	↔	17,351.00	↔	21,601.00	↔	25,500.00	↔	26,520.00	00.

^{*}Add \$250 annually until floor is reached, then increase 15% through year 5

^{**}Reflects an estimated CPI increase of 4%

^{*** \$25,000} cap prior to CPI

^{****}Reflects an increase of \$250 per year, per community college (17) annually until the community colleges reach the \$1,500 floor amount per college. (\$25,500)





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

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

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SEAT ON THE OSBA'S BOARD OF DIRECTORS. 7

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.

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





Resolution to Amend the OSBA 2023 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, the OSBA board of directors reviewed the OSBA bylaws and proposes to amend the OSBA bylaws as reflected in the attached draft OSBA bylaws with changes highlighted in the attached draft OSBA bylaws crosswalk document; and

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

- 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.
- Expand the OSBA board of directors and legislative policy committee with representatives from the Oregon school board members PRIDE caucus.
- Edits to grammar, punctuation, and language for readability.

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 2024 OSBA election; and

BE IT FURTHER RESOLVED that the proposed draft OSBA bylaws, the draft OSBA bylaws crosswalk 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



BYLAWS

As Amended by the Membership: December 2023

Proposed Edits: September 14, 2024

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

- **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 µnder 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 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 of 39,000.1 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 count<u>yies</u> 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.
 - (I) 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.
- <u>2.6.2</u> 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.
- 2.6.23 Regional elections shall be <u>determined</u> taken by <u>a</u> majority <u>of</u> vote<u>s cast by members</u> within of the <u>members</u> 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 2.115.
- 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, and any other officer or person whom the president may designate, shall report on the state of the Association, the its activities, and its 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 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 in person at the meeting.
- **2.11 Place of Meetings**. Meetings of the members shall be held at any place, in <u>or out of Oregon</u>, 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.
- **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.
- 2.<u>13.114</u>**Approval:** With the exception of approving amendments to the Association's bylaws, which is as outlined in Section 7.1 of these bylaws, and with the exception of regional elections outlined in 2.6.3, approval by written ballot is effective when the end of the voting period when:
 - (a) The number of votes cast by ballot equals or exceeds a quorum of the members; and
 - **(b)** 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 2.23, all corporate powers shall be exercised by or under the authority of and the affairs of, are managed under the direction 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.
- **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.
- directors, 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 Boards Members Caucus[, and one designated director as defined in the bylaws of the Oregon Rural Oregon school board members PRIDE caucus and ex officio nonvoting members advisors 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 i_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 machiners 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. 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.
- (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 <u>cast by-theof</u> the members <u>within the region</u> shall be elected.
- (a)(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 <u>regional</u> 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 Caucus Representatives. In accordance with their bylaws, caucuses of OSBA shall appoint a representative of the Caucus to serve as a director of the Association. The representative must be an elected or appointed member of any public board of education in Oregon who 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' director of the Association.
 - If the president or immediate past president of the board of directors is a representative director from a caucus, then the caucus 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. 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 <u>immediate past president Executive Director</u> of the <u>Confederation Coalition</u> of School Administrators;
 - (e) The board section president Chair-Elect 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 that the board of directors may appoint.

Ex-officio advisors 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.

<u>Ex officio advisors are not eligible for travel reimbursement from OSBA unless they hold a</u> separate position for which travel reimbursement is provided.

Vacancies. In the event that any director position, other than the <u>president or</u> immediate past president <u>serving as a second director for a region as set out in Section 3.5.1(e)</u>, 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.

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 caucus-designated director position, then the caucus 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.
- 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. 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.
- 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 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.
- 3.1013 Notice of Meetings. All members 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 also comply with all procedures and include any information as required by ORS Chapter 192.
- 3.1114 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.
- **3.1215 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.
- **3.1316 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.
- **3.1417 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.
- **3.1518 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.
- 3.1619 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 the 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 the five officers of the board of directors: the president as chairman and as an ex-officio voting member pursuant to section 5.5.1 of the Bylaws, the president-elect, the vice president, the secretary-treasurer, and the immediate past president. The executive committee may-act, pursuant tois delegation delegated of authority to such committee-by-the-board-of-directors, 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 by mail, matter-and-within-two-weeks-if-practicable. Additionally, executive committee actions will be reported or 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 exofficio voting member pursuant to section 5.5.1 of the Bylaws, the Association secretary/treasurer and vice president, one Association board director trustee from the PACE board, one district business official, and one at-large board member.

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. 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 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, with no term limits, and staggered start dates starting in January.

The finance committee shall operate within the corporation's investment guidelines and the Finance Committee Θ perating Θ uidelines.

- 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 executive director and staff during legislative sessions.
 - (b) Composition. The LPC shall be composed of the voting members of the board of directors, the President as an ex-officio voting member pursuant to section 5.5.1 of the Bylaws, and the regional representatives elected under the procedures defined in Section 4.1.3(c) and one designated voting member as defined in the 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 Boards Members Caucus[, and one designated voting member as defined in the bylaws of the Oregon school board members PRIDE caucus]. 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.
- (b)(c) Qualifications. LPC representatives must serve on the board of a member of the Association throughout the duration of their term.
- (e)(d) Nomination. The board of directors shall cause the nomination form to be distributed to all members in eligible regions. A member may To nominate a candidate to the LPC, and shall do so one or more of the members in the region must timely submit to the board of directors by a formal resolution or motion of the member and timely submission of the nomination form(s) to the office of the Association 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 Nnominations and election of the LPC representatives will be closed by a date identified in shall be in accordance with the elections calendar adopted by the board.
- (d)(e) Election. Each LPC member shall be elected by majority of member boards of a region. Each member in a region shall have one vote in the regional elections for the LPC representative. The LPC representative and idate 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(de). 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 (2) years.
- (e)(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.
- 4.1.4 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 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.
 - 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,

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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.
- **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 Caucuses shall Cclearly articulate the vision, mission, and goals of the Caucus.
 - 4.4.2 <u>Caucuses shall Aa</u>dopt bylaws for operating, programming, and governing within the context of the Association bylaws described herein.
 - 4.4.3 <u>Caucuses shall €c</u>omply with Association policies and guidelines.
 - 4.4.4 Caucuses shall be added or eliminated to this provision through the <u>bylaw's</u> amendment process described in <u>Section 8.1these bylaws</u>.
 - 4.4.5 Caucuses shall submit at an end of fiscal year report to the Board of Directors that includes the following:
 - 4.4.5.1 The caucus is meeting regularly;
 - 4.4.5.2 An accounting of the prior year's budget allocation;
 - 4.4.5.3 Identified officers and current bylaws;
 - 4.4.5.4 A summary of the Caucus current goals, the prior year's Caucus activities that support those goals, and how the Caucus goals align with the mission, vision, and goals of OSBA.

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

4.4.<u>56</u> The Oregon School Board Members of Color Caucus was established by a vote of the membership in 2018.

- 4.4.57 With the adoption of this section, tThe Oregon Rural School Boards Members Caucus is was established by a vote of the membership in 2023.
- [4.4.8 The Oregon school board members PRIDE caucus was established by a vote of the membership in 2024.]
- **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

- <u>Eligibility</u>. 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.
- **5.12 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.
- **5.23 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.
- 5.34 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 completes athe term for of another officer who was unable to complete atheir term, and is then voted into the same position the following year. The secretary-treasurer may serve up to two consecutive one-year terms.

5.5 Compensation

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

5.46 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 undfer a contract of employment.

- **5.57 Officers**. The officers of the Association are as follows:
 - 5.57.1 President: The president shall preside at all member meetings of the Association and of the board of directors; shall appoint, any committees 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.
 - 5.57.2 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.
 - 5.57.3 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.
 - 5.57.4 Secretary-treasurer: The secretary-treasurer shall be responsible for keeping in a suitable minute book 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; 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 readapproved 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 executive director or a designated member of the staff. The secretary-treasurer serves for a term of one calendar year.
 - 5.57.5 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.
 - 5.57.6 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 <u>identity</u>, race, creed, marital status, <u>sex</u>, sexual orientation, religion, color, age, disability, or national origin.

SECTION 7 OSBA PROPERTY AND CASUALTY FOR EDUCATION TRUST

PACE Trustees. The board of directors shall appoint the trustees of the OSBA Property and Casualty Coverage for Education Trust ("PACE") as provided in . 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.

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 may serve three consecutive three-year terms and, if eligible, may return after a one-year hiatus.

SECTION 7-8 GENERAL PROVISIONS

78.1 Amendment of Bylaws.

- 78.1.1 Amendments to the bylaws may be initiated by the board of directors or submitted by a member to the board of directors.
- 78.1.2 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.
- 78.1.3 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.
- 78.1.4 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.
- 78.1.5 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.
- 78.1.6 Whenever an amendment or new bylaw is adopted, it shall be copied in the minute booksaved 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.
- 78.2 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.

- **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.
- **78.4 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.
- 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.
- **78.6 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.
- 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 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.
- **78.8 Fiscal Year**. The fiscal year of the Association shall begin on the first day of July **4** and end on the last day of June in each year.
- **78.9 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, 2023. 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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