

OREGON SCHOOL BOARDS ASSOCIATION CONSTITUTION

***As Amended at Membership Meetings: 1963, 1966, 1967, 1969, 1970, 1972,
1973, 1974, 1976, 1977, 1979, 1981, 1983, 1985, 1986, 1988, 1993, 1996, 2002,
2007, 2008, 2009, 2010, 2011, 2013 and 2014***

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Preamble

Recognizing that the nation's future is dependent on the education of all its youth; that in unity there is strength; that exchange of ideas is important at all times; that coordination of effort on the part of all educational forces interested in the betterment of education is necessary; that school boards are in a strategic position to bring about the needed improvement in public education; and that some governmental functions can best be performed on a cooperative basis; we, the governing bodies of Oregon public schools, hereby form ourselves into an organization dedicated to these self-evident truths.

Article 1: Name of Association

This association shall be the OREGON SCHOOL BOARDS ASSOCIATION.

Article 2: Purpose of the Association

The purpose of this association shall be:

- Section 1: To work for the general advancement and improvement of the education of all youth of the State of Oregon.
- Section 2: To gather and disseminate information pertinent to the successful operation of public schools.
- Section 3: To work for the most efficient and effective organization of public schools of this state. "Public schools" include local school districts, education service districts and community colleges.
- Section 4: To work for adequate and dependable financial support for the public schools of this state.
- Section 5: 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.
- Section 6: To cooperate and work with persons and organizations genuinely interested in public education.
- Section 7: To encourage the establishment and maintenance of high standards in the conduct and operation of the educational endeavor.
- Section 8: To study and interpret educational programs and to relate them to the needs of pupils.
- Section 9: To promote public understanding of the role of school boards and school board members in the improvement of education.
- Section 10: To conduct, independently or in cooperation with others, seminars, conferences, courses and research projects in the various aspects of education.
- Section 11: To endeavor to implement the policies, beliefs and resolutions of the association.

- Section 12: 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 education.
- Section 13: To provide such direct services to member districts and their board members as may be appropriate and authorized by the board of directors of the association.
- Section 14: To enter into such cooperative agreement with member districts for the pooling of resources as may result in the more efficient utilization of district resources and accrue to their financial advantage.

Article 3: Policy

It shall be the policy of this association to formulate its program on the recommendation of the board of directors subject to direction by a majority vote of the association's members.

Article 4: Membership, Dues and Assessments

- Section 1: All public school boards in the State of Oregon are eligible to membership in this association and shall automatically become members upon payment of dues.
- Section 2: The dues of this association, as approved by the membership, shall be payable on July 1 of each year and shall become delinquent on September 1 of each year. School boards delinquent in payment of dues shall no longer be deemed a member and membership will be terminated unless an extension is requested and granted by the board of directors.
- Section 3: Each member district shall cause to be paid to the secretary of the association annual dues based on resident Average Daily Membership (ADM_r) as of December 31 of the preceding year as reported to the Oregon Department of Education.
- Section 4: The board of directors may create other classes of membership which will allow receipt of association materials and participation in association activities and may establish fees for such affiliation.

Article 5: Officers and Duties Thereof

The officers of this association shall be as follows:

- Section 1: **President:** Shall preside at all meetings of the association and of the board of directors; shall appoint, consistent with this constitution, committees subject to the approval of the board of directors; shall call all regular and special meetings as provided herein; shall be ex-officio member of all committees. The president shall automatically serve as immediate past president for the following term. This person serves for one calendar year.

- Section 2: **President-elect:** In the absence of the president 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 elections and resolutions processes and such other administrative duties as are assigned by the president. This person serves for one calendar year.
- Section 3: **Vice president:** In the absence of the president-elect shall assume the powers and duties of the president-elect. The vice president shall also serve as the chair of the legislative policy committee. This person serves for one calendar year.
- Section 4: **Secretary-treasurer:** Shall be responsible for keeping in a suitable minute book accurate minutes of all regular and special meetings and board of director meetings; shall carry on official correspondence of the association; shall arrange for proper banking facilities; and shall receive, account for and disburse funds in a businesslike manner as provided for by the board of directors; shall see that the minutes of the previous meetings are read, and shall give an itemized and detailed report of the financial condition of the association at each annual meeting and at such other times as may be required by the board of directors. Such duties of the secretary-treasurer as may be specified by the board of directors may be delegated to the executive director or a designated member of his/her staff. This person serves for one calendar year.
- Section 5: **Immediate past president:** Shall advise and counsel with other officers. This person serves for one calendar year.
- Section 6: The term of office shall run from January 1 through December 31.

Article 6: Board of Directors and Duties Thereof

- Section 1: **Board of directors.** The board of directors shall consist of up to 21 directors, including two members to represent the regions of the president and immediate past president when those officers come from regions that have only one representative; the president, the president-elect, the vice president, the secretary-treasurer and the immediate past president. The board of directors shall also include non-voting ex-officio members pursuant to Article 11.
- Section 2: **Duties.** The duties of the board of directors shall be as follows:
- (a) It shall carry on the necessary business of the association between membership meetings. The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, delegate certain of its authority and responsibility to the executive committee.
 - (b) It may employ a salaried executive director and shall determine his/her salary and duties.
 - (c) It shall fill all vacancies in any office until the next scheduled election.

- (d) It shall meet not less than twice annually and when called by the president, or upon notice served on other members of the board of directors in accordance with the Oregon public meetings laws.
- (e) It shall determine the place, date and hour of regular meetings of the association and serve or cause to be served proper notice to all members as provided herein.
- (f) It shall adopt an annual budget for the association.
- (g) It shall pass upon appointments by the president to committees.
- (h) It shall require an annual audit of the books of the secretary-treasurer and any other officer or employee who handles funds of the association.
- (i) It shall determine the site of the head office of the association.
- (j) It shall authorize such special committees as it deems necessary for the proper conduct of the affairs of the association.
- (k) It shall formally review the establishment of the regional structure of the association at least every three years. Any recommended changes to the regional structure shall be submitted to the membership in accordance with the provisions of Article 12.
- (l) It shall promote the active involvement of member school boards in the regional structure of the association.
- (m) It shall prepare and distribute an impact statement for any resolution to be placed before the membership.
- (n) It shall adopt an elections calendar identifying the dates for the elections of board positions, LPC positions and voting on resolutions and constitutional amendments.
- (o) The Oregon School Boards Association will retain a \$50 million reserve that may only be accessed by an affirmative 2/3 majority vote of the OSBA board followed by an affirmative 2/3 majority vote by the member boards that vote.

Section 3: **Powers.** To carry out its duties, the board of directors, on behalf of the association, shall have power and is authorized to rent, lease, purchase, receive and hold property, both real and personal, and may lease, sell or otherwise dispose of the same.

Article 7: Committees

Section 1: **Executive Committee:** The executive committee shall consist of five officers of the board of directors: the president as chairman, the president-elect, the vice president, the secretary-treasurer and the immediate past president. The executive committee may act, pursuant to delegation of authority to such committee by the board of directors, in place and instead of the board of directors between board meetings on all matters except those specifically reserved to the board by this constitution. Actions of the executive committee shall be reported to the board by mail, email or at the next board meeting.

Section 2: **Legislative Policy Committee:** The legislative policy committee (LPC) shall be composed of the voting members of the board of directors of the association and regional representatives elected by procedures outlined in Articles 9 and 10. The vice president of the board shall chair the committee.

The LPC shall develop legislative policies which are recommended to and approved by the membership as a resolution proposed by the Board of Directors and voted on by the membership in accordance with Article 11.

Section 3: The LPC also advises the executive director and staff during legislative sessions. Subject to the approval of the board and consistent with this constitution, the president may create and appoint members of such committees as the president deems necessary to carry out the business of the association.

Section 4: **Finance Committee:** The finance committee shall be appointed by the president and shall be composed of members from Oregon public school districts with boards that meet all criteria to be OSBA voting members. The members shall include, but are not limited to, the OSBA secretary/treasurer and vice president, one OSBA board member from the PACE board, one district business official and one at-large board member.

The finance committee shall operate within the guidelines of the association's investment policy and the Finance Committee Operating Manual.

Article 8: Membership Meetings

Section 1: There shall be held an annual meeting of the association. The date, time and place of the annual meeting shall be set by the Board of Directors. Special meetings shall be called at such time and place as the president may deem necessary.

Section 2: All member boards shall be officially notified of the place and time of all meetings by written notice, mailed via U.S. mail or electronic mail to either the chairman or the clerk of all member boards at least 30 days prior to the date of the meeting. The board of directors shall cause such notice to be mailed.

- Section 3: The functions of the membership meeting shall be to:
- (a) Receive a report on the state of the association;
 - (b) Receive a report on the finances of the association;
 - (c) Provide a forum for member discussion of the above issues at the annual membership meeting.

Article 9: Regional Organization

Section 1: The Oregon School Boards Association is organized as one general state association with representatives established across diverse geographic areas to support member participation and representation.

Section 2: The regional organization of the association is composed of the local boards of public school districts, ESDs, and community colleges as follows:

- (a) Representative 1: Local boards in the counties of Baker, Grant, Malheur, Union, Wallowa, and Wheeler.
- (b) Representative 2: Local boards in the counties of Gilliam, Hood River, Morrow, Sherman, Umatilla, and Wasco.
- (c) Representative 3: Local boards in the counties of Crook, Deschutes, and Jefferson.
- (d) Representative 4: Local boards in the counties of Harney, Klamath, and Lake.
- (e) Representative 5: Local boards in the counties of Jackson, and Josephine.
- (f) Representative 6: Local boards in the county of Lane.
- (g) Representatives 7 & 8: Local board in the county of Clackamas.
- (h) Representative 9: Local boards in the counties of Coos, Curry, and Douglas.
- (i) Representative 10: Local boards in the counties of Benton, Lincoln, and Linn.
- (j) Representatives 11 & 12: Local boards in the county of Marion.
- (k) Representative 13: Local boards in the counties of Polk and Yamhill.
- (l) Representative 14: Local boards in the counties of Clatsop, Columbia, and Tillamook.
- (m) Representatives 15 & 16: Local boards in the county of Washington.
- (n) Representatives 17, 18 & 19: Local boards in the county of Multnomah.

Section 3: For the purposes of the regional organization of the association, education service districts and community colleges are assigned to counties and regions on the basis of the location of their main administrative office. If a member district, Education Service District or Community College's boundaries span more than one OSBA region, that member board must declare in which region it intends to vote and vote only in that region.

Section 4: The functions of the regional organization of local member boards are:

- (a) Nomination of candidates for the OSBA board of directors;
- (b) Election of the regional representative(s) to the OSBA board of directors;
- (c) Nomination of candidates for the legislative policy committee;
- (d) Election of the regional representative(s) to the legislative policy committee;
- (e) To propose resolutions for consideration by the association membership;
- (f) To vote on resolutions proposed by association member boards.

Exercise of the above functions must take place by official action of the local member boards.

Section 5: A formal review of the regional structure of the association shall be conducted by the OSBA board of directors at least every three years. Any recommended changes to the regional structure shall be submitted to the membership in accordance with the provisions of Article 12.

Article 10: Election Procedures; Board of Directors and Legislative Policy Committee

Section 1: Election of officers, board of director members and regional members of the legislative policy committee shall take place according to the following schedules:

- (a) Officers: By September 30;
- (b) Board of directors: Regional elections in accordance with the elections calendar adopted by the board;
- (c) Legislative policy committee: In conjunction with board regional elections in odd-numbered years in accordance with the elections calendar adopted by the board.

- Section 2: The terms of office for officers shall be one calendar year and shall commence on January 1st. The terms of office for board of director members shall be staggered and shall be for two calendar years and until their successors are elected and qualified. The terms of office for regionally elected members of the legislative policy committee shall be two calendar years. No officer except the secretary-treasurer shall serve two consecutive terms in the same office unless the director completed a term for another officer who was unable to complete a term and is then voted into the same position the following year. The secretary-treasurer may serve up to two consecutive one-year terms.
- Section 3: Eligibility for office termination. No person shall be eligible for election to serve as an officer or a board of director member or a member of the legislative policy committee who is not an active member of an Oregon public school board which is a dues paying member of this association except as provided in Article 10, Section 4(a).
- Section 4: Vacancies on the board of directors
- (a) In the event that any officer or member or the board of directors, other than the immediate past president, ceases during his/her term of office as such to be a member of an Oregon public school board belonging to this association, such member shall continue to serve until the following January 1st, at which time such service as an officer or board of director member shall terminate. At that meeting, a successor will be seated to fill the unexpired term. The immediate past president may serve regardless of whether he/she continues service on a school district board.
 - (b) In the event that an officer or director resigns from his/her office, the remaining officers and directors shall appoint an interim officer or director to fill the unexpired term of office until the next scheduled board member election.
- Section 5: Nomination and election of the OSBA board of directors. Each regional candidate for a director position shall be nominated by a member board of that region by means of a nomination form.
- (a) Notice of position vacancies, candidate information packets, and official nomination forms shall be distributed to all incumbent directors and boards in eligible regions.
 - (b) To nominate one or more of its members in its region the school board must send OSBA a formal resolution or motion of the board and timely submission of the nomination form(s) to the office of the OSBA. Nominations in regions where there is more than one representative position shall indicate the numbered position for which the nomination is being submitted. Nominations will be closed by a date identified in the elections calendar adopted by the board.
 - (c) Each regional director shall be elected by the member boards of that region. Such ballot shall be distributed to the member boards and shall be returned to the OSBA offices by dates identified in the elections calendar adopted by the board.

- (d) Each member board in the appropriate region shall have one vote in the regional elections for members of the board of directors. If a member district, Education Service District or Community College's boundaries span more than one OSBA region, that member board must declare in which region it intends to vote and vote only in that region. The person receiving a majority of the votes cast for a position on the board of directors shall be elected. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes cast, a second ballot shall be required between the two candidates receiving the highest number of votes. The one receiving a majority of the votes cast shall be declared elected.
- (e) Newly elected regional directors of the OSBA board shall take office on January 1.

- Section 6: Nomination and election of regional members of the legislative policy committee (LPC). In odd-numbered years, each regional candidate for an LPC position shall be nominated by a member board of that region by means of a nomination form.
- (a) The nomination form shall be distributed to all incumbent directors and boards in eligible regions.
 - (b) A school board may nominate one or more of its members to the LPC and shall do so by formal resolution of the board and timely submission of the nomination form(s) to the office of the OSBA. Nominations in regions where there is more than one representative position shall indicate the numbered position for which the nomination is being submitted. Nominations will be closed by a date identified in the elections calendar adopted by the board.
 - (c) Each regional member of the LPC shall be elected by the member boards of that region. Such ballots shall be distributed to the member boards and shall be returned to the OSBA offices by dates identified in the elections calendar adopted by the board.
 - (d) Each member board in the appropriate region shall have one vote in the regional elections for members of the LPC. If a member district, Education Service District or Community College's boundaries span more than one OSBA region, that member board must declare in which region it intends to vote and vote only in that region. The person receiving a majority of the votes cast for any position on the LPC shall be elected. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes cast, a second ballot shall be required between the two candidates receiving the highest number of votes. The one receiving a majority of the votes cast shall be declared elected.
 - (e) Newly elected regional members of the LPC shall take office on January 1.
 - (f) In the event that a regional member of the LPC resigns from his/her office, the OSBA board of directors shall appoint an interim member to fill the unexpired term of office until the next regional election at which time an election for a successor member shall be conducted.

- Section 7 Unfilled Regional Representation on the Board of Directors or LPC.
- (a) If no one files for election from a region for either the Board of Directors or LPC, the Board of Directors shall recruit an individual from the region where the unfilled regional seat is located to serve in the position.
 - (b) If the Board of Directors cannot recruit an individual from the region to serve on the Board of Directors or LPC, the Board of Directors may appoint a member from a contiguous region to serve in the unfilled seat of the Board or the LPC.
 - (c) An individual appointed to the Board from a contiguous region would not be eligible to serve as an officer of the Board.
 - (d) An individual appointed to either the Board of Directors or the LPC would serve until the next regularly scheduled election for that seat.

- Section 8: Election of officers of the OSBA.
- (a) Election of officers shall be made by the currently seated board of directors from their own membership at least 10 days prior to the November membership meeting. The nominations for the slate of officers may include more than one candidate for any officer position except for the president and past president.
 - (b) The person receiving a majority of the votes cast for an officer position shall be elected. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes cast, a second ballot shall be required between the two candidates receiving the highest number of votes. The one receiving a majority of the votes cast shall be declared elected.

Article 11: Resolutions Election Process

- Section 1: All resolutions to be submitted to the membership for consideration must be submitted in writing to the board of directors at the office of the association by September 30th. Any resolution so submitted shall be distributed to the membership for consideration and vote. Details of each proposed resolution, along with an official ballot, shall be sent to all member boards of the association by October 15th.

Resolutions may be submitted for consideration by the membership in accordance with the timelines above, by an individual member board or by a regional organization of local member boards.

- Section 2: A majority vote shall be required for resolutions submitted to the membership. Each member board shall have one vote on all resolutions except as follows:

K-12 Districts with an ADMr between 15,600 and 23,400 shall have 2 votes.

K-12 Districts with an ADMr between 23,400.1 and 31,200 shall have 3 votes.

K-12 Districts with an ADMr between 31,200.1 and 39,000 shall have 4 votes.

K-12 Districts with an ADMr between 39,000.1 and above shall have 5 votes.

Votes by member boards must be by official action of the local board with ballots returned to the OSBA offices by December 15.

Article 12: Ex-Officio Members of the Board of Directors

The following individuals or their designees shall serve as ex-officio members of the board:

- a. Any director of the National School Boards Association elected from Oregon;
- b. The immediate past president of the Oregon Association of School Executives;
- c. The immediate past president of the Confederation of School Administrators;
- d. The board section president of the Oregon Association of Education Service Districts;
- e. The president of the Oregon Community College Association; and
- f. The chairman of the State Board of Education.

The board of directors may appoint such other ex-officio members as it deems necessary. All ex-officio members of the board of directors shall have the same privileges and responsibilities as other members of the board of directors except to vote and/or hold an officer position.

Article 13: Amendment of This Constitution

Section 1: This constitution may be amended by a two-thirds majority vote of member boards. Notice will be provided in writing and contain details of the proposed amendment, or amendments, and will be mailed to all member boards at least 30 days prior to the date voting begins.

Section 2: Amendments may be proposed by submitting proposed language to the OSBA board along with at least one member boards' official action of proposal. Official action is either a board motion or resolution. In addition, the OSBA board may submit amendments to the membership by official board action. Proposed amendments will be presented to the membership at its next regularly scheduled election.

Article 14: Dissolution

The association shall use its funds only to accomplish the objectives and purposes specified in this constitution. On dissolution of the association, any funds remaining shall be distributed to one or more of the member school boards to be used for public educational purposes. Such boards shall be selected by the board of directors.