

Steve Spencer
Superintendent

Rachel Alpert
Assistant Superintendent

**2023-2024
Board of Directors**

Ed Dressel

Lu Ann Meyer

Rob Ogilvie

Zach Steele

Jon Woods

Board Secretary
Juli Lichtenberger

Please join us at our
school board meetings.

Unless otherwise
scheduled the board
meets the second and
fourth Mondays
of the month.

District Office
Board Room
6:30 p.m.

Mission Statement
*Dallas School District
is centered on students,
powered by
collaboration, built on
equity, and driven by
excellence.*

*Dallas School District
111 SW Ash Street
Dallas OR 97338*

*503.623.5594 ph
503.623.5597 fax*

Agenda

Work Session – Construction Tour at LaCreole Middle School 6:00 p.m.

Board Meeting at District Office Board Room – 6:30 p.m.

November 27, 2023

<https://dsd2-org.zoom.us/j/84855147461>

- 1.0 Welcome/Pledge of Allegiance**
- 2.0 Approval of the Agenda**
- 3.0 Good News**
 - 3.1 Morrison Student Award Ceremony
 - 3.2 Lyle parents, guardians, and the community at large now have the opportunity to provide anonymous staff shout-outs and sharing the things they love about Lyle staff. Many great shout-outs are rolling in that are really positive and encouraging.
- 4.0 Student Report – Rowan McDowell**
- 5.0 Public Comment**
- 6.0 Announcements**
 - 6.1 November & December Calendars 361
 - 6.1.1 Next Board Meeting will be on Tuesday, December 12, 2023 at 4:15 p.m. following a work session at Dallas High School at 3:00 p.m.
 - 6.1.2 Citizens Oversight Committee Meeting December 5, 2023 at 5:30 p.m.
 - 6.1.3 Finance Committee Meeting November 30, 2023 at 5:30 p.m.
- 7.0 Consent Agenda**
 - 7.1 Approval of the November 13, 2023 Board Minutes 363
- 8.0 Chemeketa Community College – Betsy Earls and Jessica Howard 366**
- 9.0 Oregon School Boards Association Board Assessment – Kristen Miles**
- 10.0 Dragon Online Academy – Shannon Ritter**
- 11.0 Approval of Foreign Exchange Program AYUSA International (Board Action) – Shannon Ritter 367**
- 12.0 Oregon School Boards Association Election (Board Action) 368**
 - 12.1 Board of Directors Position 13
 - 12.2 Legislative Policy Committee Position 13

- 12.3 Resolution to Amend Oregon School Boards Association's Bylaws Relating to Composition of the Board of Directors 377
- 12.4 Resolution to Amend the Oregon School Boards Association's Bylaws

13.0 Discussion Items

14.0 Executive Session per ORS 192.660

- (i) To Evaluate the Employment-Related Performance of District Personnel

15.0 Adjourn



Public Participation in Board Meetings

During each school board meeting, the agenda has been set to include an item titled “public comment.” It is during this portion of the agenda the public can comment on any item that is or is not on the agenda.

Because of the nature of the Board’s work, it is typical that the Board will hear from a patron. Public participation is a time for the Board to listen, not a time for discussion or responding to questions, as the Board needs adequate time to process the information received to ensure proper steps are taken going forward. The Board may direct questions to district administrative staff to respond to after the meeting. If input is given related to an action item later in the agenda, the Board will use the input during their discussion or deliberation of that specific item. All public comment during a Board meeting is limited to 3 minutes for each individual. Up to 5 minutes may be granted to one person who represents a group of 3 or more with similar testimony. The Board Chairperson may adjust or extend allowable time limits, if necessary.

The Board cannot hear complaints about specific school personnel during an open meeting. If a patron has a specific complaint against district personnel, the board chair or the superintendent can direct the patron to the appropriate complaint process governed by board policy.

There are three ways to provide public comment at a Board meeting.

- 1) If you wish to address the Board in person during a Board meeting, please fill out the request for public comment form available outside the boardroom. If the meeting has started and you decide you would like to provide public comment, please alert the administrator who was the greeter or the board executive assistant with your request by simply handing them the public participation form. This will be directed to the board chair.
- 2) If you wish to address the Board remotely (via Zoom) during a Board meeting, please email Juli Lichtenberger, Executive Assistant to the Superintendent and Board, (juli.lichtenberger@dsd2.org) at least two hours prior to the start of the meeting. Clearly label the subject line as “Public Comment”. In the email state that you would like to address the board remotely during the meeting, and include the topic.

Steve Spencer, Superintendent

Rachel Alpert, Assistant Superintendent

Board of Directors: Ed Dressel • Lu Ann Meyer • Rob Ogilvie • Zach Steele • Jonathan Woods

- 3) If you wish to address the Board in hard copy or email please submit to Juli Lichtenberger, Executive Assistant to the Superintendent and Board, at juli.lichtenberger@dsd2.org at least two hours prior to the start of the meeting. Clearly label the subject line or document as "Public Comment"

If you have questions about the district, we encourage you to contact our superintendent.

Thank you for your interest in Dallas School District.

All public meetings, assemblies and celebrations held by the Dallas School District 2 are required to be accessible to persons with disabilities under Title II of the Americans with Disabilities Act (ADA). Accommodations are available upon request to persons who require alternatively formatted materials or auxiliary aids to ensure effective communication and access to events. Please allow at least 10 business days to arrange for accommodations. All requests should be sent to:

DO Reception
Dallas School District 2
111 SW Ash Street
Dallas, OR 97338
503-623-5594

Or: e-mail compliance.officer@dsd2.org

NOV 2023

SUN	MON	TUE	WED	THU	FRI	SAT
			01	02	03	04
				Finance Committee Meeting 5:30 p.m.		
05	06	07	08	09	10	11
		Citizens Oversight Committee Meeting 5:30 p.m.			No School Holiday	
12	13	14	15	16	17	18
	Board Meeting 6:30 p.m.	Technology Advisory Committee Meeting 3:00 p.m.				
19	20	21	22	23	24	25
	No School K-12 Conferences	No School K-12 Conferences	No School K-12 Conferences	No School Holiday	No School	
26	27	28	29	30		
	Board Meeting 6:30 p.m.			Finance Committee Meeting 5:30 p.m.		

DEC 2023

SUN

MON

TUE

WED

THU

FRI

SAT

01

02

03

04

05

06

07

08

09

Citizens
Oversight
Committee
Meeting 5:30
p.m.

10

11

12

13

14

15

16

Board Work
Session with
Dallas High
School 3:00
p.m.

Board Meeting
4:00 p.m.

17

18

19

20

21

22

23

Winter Break

Winter Break

Winter Break

Winter Break

Winter Break

24

25

26

27

28

29

30

Winter Break

Winter Break

Winter Break

Winter Break

Winter Break

31

Minutes
Board Meeting
November 13, 2023
6:30 p.m.
<https://dsd2-org.zoom.us/j/84855147461>
District Office Board Room

Present: Jon Woods, Lu Ann Meyer, Ed Dressel, Zach Steele, Steve Spencer, Juli Lichtenberger, Rowan McDowell, Bob Archer, Tim Larson, Tami Montague, Darrick Bruns, Ron Spively, Kas Knoll, Nick Ingalls, Todd Baughman, Rachel Alpert, Ashlie Miller,

Visitors: Kyle Diehm, Kendra Steele, Kimberly Tillery

Excused: Rob Ogilvie

1.0 Welcome/Pledge of Allegiance

2.0 Approval of the Agenda

Zach Steele moved to approve the agenda as presented, seconded by Ed Dressel. The motion passed unanimously.

3.0 Good News

- 3.1 Dallas High School Volleyball Team has been selected as the 5A recipient of the Les Schwab Team of the Month award for October 2023.
- 3.2 Brandi Jackson, Dallas High School Softball Coach, has been selected as the Oregon nominee for the National Federation of High Schools Coach of the Year award for Softball.
- 3.3 Whitworth recently held STEM Night. There was a great turnout of about 60 students and their families.
- 3.4 Lyle's first grade partnered with community emergency services and had visits from the fire department, EMS, and Dallas Police.
- 3.5 Stoller Farms donated a number of pumpkins to the DLC classroom at LaCreole. The students appreciated them.
- 3.6 LaCreole will be partnering with a professor from WOU for a "Code Can Dance STEM + Arts Workshop" whose fee the Dallas Community Foundation is covering. The performance will be held November 28, 2023.
- 3.7 LaCreole has over 50 students signed up for the Dental Clinic.
- 3.8 Congratulations to Jaered Zumwalt being voted Dallas High School October 2023 Student of the Month.
Darrick Bruns, Whitworth Elementary School Principal, shared good news with the Board.

4.0 Student Report – Rowan McDowell

Rowan McDowell shared events that are happening at Dallas High School.

5.0 Public Comment

No public comment.

6.0 Announcements

6.1 November Calendar

6.1.1 Next Board Meeting will be on November 27, 2023 at 6:30 p.m.

6.1.2 Citizens Oversight Committee Meeting December 5, 2023 at 5:30 p.m.

6.1.3 Finance Committee Meeting November 30, 2023 at 5:30 p.m.

7.0 Consent Agenda

7.1 Approval of the October 23, 2023 Board Minutes

7.2 Staffing Report

Lu Ann Meyer moved to approve the Consent Agenda, seconded by Zach Steele. The motion passed unanimously.

8.0 Financial Report – Tami Montague

Tami Montague, Director of Fiscal Services, shared the financial report for month ending October 2023. The Ending Fund Balance is currently estimated at 5.79%

9.0 Teaching and Learning Report – Nick Ingalls

9.1 Student Investment Account Annual Report

Nick Ingalls, Director of Teaching and Learning, shared the annual report for funds spent during the 2022-2023 school year. Nick Ingalls shared highlights from the report.

9.2 2022-2023 At-A-Glance District Profile

Nick Ingalls shared highlights from the profile including increases in the areas of on-track to graduate and eighth grade math scores. Discussion was held.

9.3 English Language Development Request for Adoption Postponement (Board Action)

Nick Ingalls shared a need to postpone the request to adopt an English Language Development (ELD) curriculum. Currently an ELD curriculum is being used but time is needed to confirm the effectiveness. After determination is complete a request for adoption would be presented. Zach Steele moved to postpone the English Language Development adoption, seconded by Lu Ann Meyer. The motion passed unanimously.

10.0 Guaranteed Maximum Price for Bond Project One and Bond Project Two (Board Action) – Bob Archer

Bob Archer, Director of Facilities, shared background information regarding the bond bid packages. The requested amount for the Bid Package One is \$1,697,153.47 which includes work at Dallas High School, Morrison Campus, and the District Office. Bid Package Two has a requested approval amount of \$810,827.03 for work at Lyle and access controls, cameras, and intercoms. This

approval would allow our contractor to move forward with securing subcontractors. Discussion was held. Zach Steele moved to approve the Guaranteed Maximum Price for Bond Project One and Two, seconded by Lu Ann Meyer. The motion passed unanimously.

10.1 Facilities Update

Bob Archer shared an update on current projects throughout the district. Citizens Oversight Committee discussed the gym at LaCreole Middle School at the last meeting and are narrowing options down to three.

11.0 Reports

- 11.1 Enrollment Report
- 11.2 Charter Schools Enrollment Reports
- 11.3 Charter Schools Financial Reports
- 11.4 Charter Schools Minutes and Agendas

12.0 Discussion Items

12.1 Finance Committee Charge

Steve Spencer, Superintendent, shared the Finance Committee has asked for direction as to what product or work could be completed by the committee that would be useful for the Board. The Board reviewed the committee charge from last year. Ideas were shared and discussion was held.

Steve Spencer, Superintendent, invited the Board to tour the construction project at LaCreole Middle School. The Board would like to hold a work session prior to the next meeting to tour the site.

The Board asked for updated status on marketing the district and a website redesign. Steve Spencer shared an update.

Discussion about having a standardized classroom lesson on the history of various holidays was held.

Enrollment discussion was held. The Board would like information on the number of students being homeschooled. Discussion regarding private school enrollment was held.

13.0 Adjourn at 7:26 p.m.

Board Chair / Jon Woods

Date

Board Secretary / Juli Lichtenberger

Date

Dallas School District

& Chemeketa Community College

Governance

Chemeketa Board of Education

Dallas School District Representative:

Betsy Earls

Board Chair: Neva Hutchinson

Board Vice Chair: Ken Hector

Members: Jackie Franke, Ron Pittman,

Iton Udosenata, Diane Watson

President/CEO: Jessica Howard

Chemeketa Community College • 2023–2024

Reducing College Costs for Dallas High Households

Last year (2022–23) 40 Dallas High School students paid \$30 to participate in Chemeketa's College Credit Now program. They earned 196 Chemeketa credits while in high school, saving their families \$25,546 in college tuition and fees. 182 Dallas High graduates who received the Oregon Promise enrolled at Chemeketa in the past five years. The Oregon Promise recipients from Dallas High have been awarded a total of \$493,749 in Oregon Promise grants.

Rewarding High Achieving Dallas High Students

123 Dallas High graduates with a 3.5 or better high school GPA have enrolled as Chemeketa Scholars over the past ten years (2013–2022). Chemeketa Scholars are awarded a full tuition scholarship. The Chemeketa Scholars from Dallas High accumulated a total tuition savings of \$689,769.

A Popular Choice for Dallas High Graduates

22% of Dallas High graduates from 2021–22 enrolled at Chemeketa during the 2022–23 academic year.

Dallas High Alumni Success

In the past five years, 355 Dallas High alumni completed a Chemeketa certificate or degree and/or transferred from Chemeketa to a 4-year institution.

Other Key Facts

Economic Contribution

Chemeketa's contribution to the regional economy (wages, contracts, student spending) totaled \$832.7 million in 2021–22. (Lightcast, 2023)

Keeping Chemeketa Affordable

Total Cost: Chemeketa's \$138 per credit tuition & fees for 2023–24 is one of the more moderately priced of Oregon's 17 community colleges.

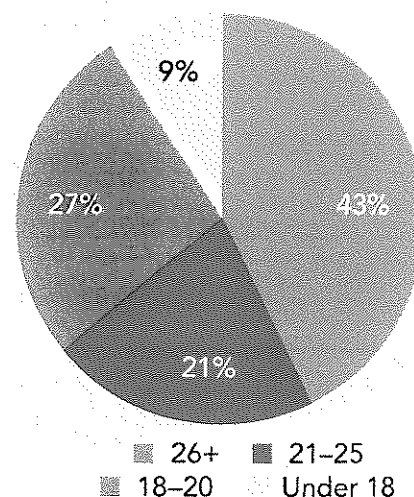
Chemeketa Press From 1977 to 2015, the price of commercial textbooks rose 1000% — three times the rate of inflation — making textbooks an often insurmountable barrier for students. Something had to be done, so Chemeketa's administrators and faculty began to pursue a college-wide initiative to lower the price of textbooks. Many solutions were proposed, among them a project to allow faculty to create their own textbooks with the help of the college.

Chemeketa Press was launched in 2015, making Chemeketa the only community college in the nation publishing peer-reviewed textbooks with original content authored by the college's faculty. Through 2022–23, Chemeketa Press books have saved students \$5,916,000 over the cost of commercial textbooks. Our books have been used by more than 93,000 students at Chemeketa.

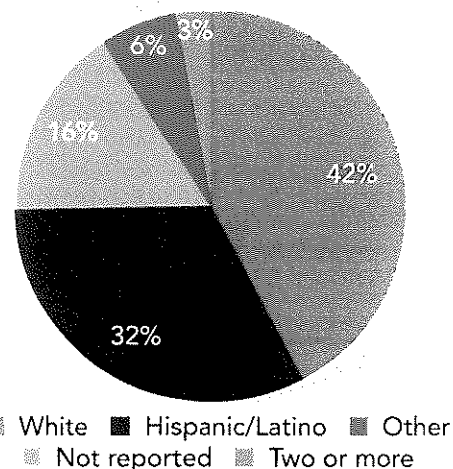
Students

Headcount Over 17,894 people took at least one class from Chemeketa in 2022–23.

Student Age



Race & Ethnicity



Note: Our percentage of Hispanic/Latino students qualifies the college as a Hispanic Serving Institution.



11/16/23

600 California St. Floor 10
San Francisco, CA 94108

Dear Board Members:

AYUSA is a non-profit, J-1 visa exchange program for secondary students. We have recently been working with a family in your district and as board policy JECBA states, we are applying for recognition as an authorized program in your district.

AYUSA has been connecting students with host families since 1981. As such, members of our organization were instrumental in the development of the Council for Standards for International Education and Travel (CSIET). We are a designated program in good standing with the US Department of State and our 2022 designation can be found attached which is valid for two years. Additionally, our current CSIET letter and certification can also be found in the attachments.

In accordance with DOS Regulations, local representatives must live within 120 miles of the student and host family. Our local representative, Hope Walter, lives near your community and thus will be adequately able to support the needs of the family, student, and your school.

Our program is based on more than 40 years of experience and data which has driven the development and evolution of our program. The rules we have in place are designed to maximize the safety and security of our students, while working to facilitate a mutually beneficial experience for all parties involved in the exchange experience. I have attached a digital copy of our handbook, and our rules can be found on pages 7-12. Students and their natural families are made aware of these rules and sign that they understand the rules and requirements at the time of application to our program.

The cost associated with being a participant on our program depends on the country of origin of the student and the demand in the market. We work alongside organizations in the home countries who also have fees associated with their services and while I cannot provide figures on what they charge students/natural families, the fees for Ayusa's sponsorship range from \$5000 to \$7,000. These amounts are comparable to most other J-1 visa sponsors in the US.

If there is any other information needed, we would be happy to provide that to you as well. Should you have questions or concerns, please contact me at 903-275-7886, or at mseay@ayusa.org.

Sincerely,

Misti Seay

Misti Seay || Regional Manager || Ayusa

Western Region (AK, CA, HI, ID, MT, OR, WA, WY)

Intrax AuPairCare Ayusa

World Headquarters | 600 California Street, 10th Floor | San Francisco, CA 94108 | Phone: +1 415.434.1212 |

www.ayusa.org

OSBA Board of Directors CANDIDATE QUESTIONNAIRE

Name: Kraig AlbrightDate: 9/22/2023Address: 13955 Stringtown rdCity/Zip: Dayton, Oregon

Business phone: _____

Residence phone: 503 864 3588Cell phone: 503 474 7687E-mail: kraig.albright@dayton.k12.or.usDistrict/ESD/CC: Dayton SD 8Term expires: 12/23 Years on board: 1Region: Yamhill/PolkPosition #: 13

Insert your high-resolution digital photo (head shot):

- 1) Open this PDF in Adobe
- 2) Click on Tools tab
- 3) Click Edit PDF
- 4) Click on Add Image
- 5) Navigate to where photo is
- 6) Position photo in this frame

I certify that if elected I will faithfully serve as a member of the OSBA Board of Directors. My nomination form has been submitted to OSBA (or is attached to this document) as evidence.


9/22/2023

Name

Date

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

1. Describe in your own words the mission and goals of OSBA.

The OSBA is an advocate for students and public education it serves a a voice for Oregon's school boards. Advocacy is demonstrated through engagement with all stakeholders beyond the board environment.

Our goal is to ensure that every child in Oregon has the opprotunity for edcuational succes no mater who they are or where they may reside.

2. What do you want to accomplish by serving on the OSBA board of directors?

I would like to continue to be a voice for the Yamhill - polk region, being an advocate for our unique blend of Districts.

Grow my role on the OSBA, finding a committee that can utilize my talents and abilities.

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.

A foundation of good leadership is communication, I keep the lines open even through disagreement.

Empathy – others perspectives are critical to understanding the complex issues OSBA tackles. I think strategically, decisions are made with objective criteria.

During a recent OSBA meeting it seemed that one director' s viewpoint may have been excluded. I spoke up. The matter was addressed which demonstrated commitment by our body to hear everyone. I feel the incident built trust, and highlighted our desire to be inclusive.

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.

OSBA Board of Directors

4. What do you see as the two most challenging issues faced by OSBA?

Board stipends will likely change the makeup of many boards, we have already seen a significant effort from OSBA to offer guidance, to help member boards navigate this minefield. I believe that the ripple effects will last for a significant time.

Politics, our districts, towns, state and country are divided. OSBA will need to thread our way through hot topics. I feel we did well with our equity statement, defining terms and demonstrating that we stand for all kids. There is division working strategically to unite will

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

Supporting districts on Teacher recruitment, retention and training. Finding quality candidates especially in specialty roles is becoming increasingly difficult.

Funding - Unfortunately, I have not seen a time when funding has not been an issue for Oregon's schools. Helping our legislature to see the value in our children and making the appropriate level of investment needs to be an area of ongoing focus.

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

Round tables were very effective, I plan to continue them.

Email, face to face is always preferred.

Many constituent district board members have my number and are not afraid to call!

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):

Dayton SD 13 board member, facilities committee, coach – Jr High, JV & Varsity football, HS track.

OSBA board member position 13

Other education board positions held/dates:

St James School - advisory committee

Occupation (Include at least the past five years):

Employers:

Advantis Credit Union - Facilities Manager

Dates:

September 2006 - Present

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

High school: Dayton High School, Dayton Oregon 1988

College: Chemeketa CC 2013, George Fox University 2016

Degrees earned: AAOT, BS Project Management

Education honors and/or awards:

George Fox - Certificate of Accademic Excellence

Other applicable training or education:

DEI - Advantis & OSBA

LEAN / 5s - Daimler

Activities, other state and local community services:

Dayton Littleguy Football - Director 1999-present

Hobbies/special interests:

Kids & coaching whatever free time is left after that I like to fish and work on old cars.

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

International Facilities Management Assn. 2007 - Present, member

Additional comments:

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.

OSBA Legislative Policy Committee

CANDIDATE QUESTIONNAIRE

Name: Edward Dressel

Address: 1215 SE Barberry Ave

City/Zip: Dallas/97338

Business phone: 503-831-1111

Residence phone: n/a

Cell phone: 503-269-0032

E-mail: ed.dressel@dsd2.org

District/ESD/CC: Dallas SD

Term expires: 6/30/2027 Years on board: 0

Region: Polk

Date: 9/27/2023

Insert your high-resolution digital photo (head shot):

- 1) Open this doc in Adobe
- 2) Click on Tools tab
- 3) Click Edit PDF
- 4) Click on Add Image
- 5) Navigate to where photo is
- 6) Position photo in this frame

I certify that if elected I will faithfully serve as a member of the OSBA Legislative Policy Committee. My nomination form has been submitted to OSBA (or is attached to this document) as evidence.

Edward Dressel Digitally signed by Edward Dressel
Date: 2023.09.27 13:42:57 -07'00'

9/27/2023

Name

Date

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

1. What do you want to accomplish by serving on the Legislative Policy Committee (LPC)?

To help school boards govern effectively.

2. What leadership skills do you bring to the LPC? Give an example of a situation in which you demonstrated these skills.

I have a passion for operations and serving well. As a company owner and president, I am constantly working with my team (employees) to help provide a great experience (including our software, and sales and support team) with our customers--and in this context, it is working with others to help schools succeed. I also enjoy working with people that have different points

3. What do you see as the two most challenging legislative issues faced by OSBA?

I have a passion for operations and serving customers well. As a company owner and president, I am constantly working with my team (employees) to help provide a great experience (including our software, and sales and support team) with our customers.

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

A big one is the tension between serving larger and smaller school districts, including the difference

5. What is your plan for communicating with boards in your region about legislative issues?

I would be interested in what the best practices are.

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.

OSBA Legislative Policy Committee

CANDIDATE PERSONAL/PROFESSIONAL RESUME

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

None

Other education board positions held/dates:

Occupation (Include at least the past five years):

Employers:

Dates:

RetireReady Solutions

2007 to present

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

High school: Lutheran High School, Portland, OR (1986)

College: Multnomah University (1992), Willamette University (2023)

Degrees earned: Multnomah University (1992), Willamette University (2023)

Education honors and/or awards:

Willamette University Atkinson Honors

Other applicable training or education:

Distinguished Toastmasters (DTM) award (2021)

Activities, other state and local community services:

Hobbies/special interests:

Triathlons (competed in 4 half-Ironmans), reading.

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

Corban University's Board of Trustees member (since May, 2022).

Additional comments:

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.

OSBA Legislative Policy Committee


CANDIDATE QUESTIONNAIRE

Name: Susan GrahamDate: 09/29/2023Address: 6270 Corvallis Rd (home)City/Zip: Independence, OR 97351

Business phone: _____

Residence phone: 619-757-4530Cell phone: 619-757-4530E-mail: sgraham@central.k12.or.usDistrict/ESD/CC: Central School District 13JTerm expires: 06/30/2027 Years on board: 1Region: Yamhill/PolkPosition #: 13

I certify that if elected I will faithfully serve as a member of the OSBA Legislative Policy Committee. My nomination form has been submitted to OSBA (or is attached to this document) as evidence.


Name

09/29/2023
Date

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

1. What do you want to accomplish by serving on the Legislative Policy Committee (LPC)?

I want to assist my region with understanding what is happening with respect to educational issues in the legislative process. I plan to build relationships with our regions legislators and help to educate them on the needs of the district.

2. What leadership skills do you bring to the LPC? Give an example of a situation in which you demonstrated these skills.

I am an accomplished networker and relationship builder. I have shown that recently in the way I have been able to build connections in my community even though I moved here only in 2015 - yet am already established as a community resource with local government, the SD and various nonprofits in the region. Now that I have more experience with the OSBA and

3. What do you see as the two most challenging legislative issues faced by OSBA?

Getting the honest attention of legislators and educating them on the issues, when there is so much competition for their time.

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

Funding and workforce, especially with respect to SPED programs.

5. What is your plan for communicating with boards in your region about legislative issues?

Although I was not able to achieve this in my last "short" term on LPC, I would like to start regular communications to the Districts and become an additional resource to them.

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.

OSBA Legislative Policy Committee

CANDIDATE PERSONAL/PROFESSIONAL RESUME

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

School Board 13J current Board Member, LPC Position 13J (short term) current member, SD13J Bond Development Committee Member.

Other education board positions held/dates:

Occupation (Include at least the past five years):

Employers:

Dates:

Self-Employed real estate management
Ernst & Young LLP

02/2015 - present
02/2007 - 05/2022

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

High school: Lakewood High School, Lakewood, CA, 1980

College: SIU, Carbondale, IL 1992 / Univ of San Diego School of Law, San Diego CA 2006/2007

Degrees earned: BS, Education, Training & Development / JD and LLM in Taxation

Education honors and/or awards:

Merit Scholarship (USD School of Law)

Other applicable training or education:

Activities, other state and local community services:

Governing Board Member, Family YMCA of Marion and Polk Counties; Branch Council Member, Monmouth-Independence YMCA; Board Member and 1st VP at Monmouth Independence

Community Foundation; Volunteer Site Coordinator and Counselor, AARP Tax-Aide (Monmouth

Location). Past positions include Governing Board Member and Audit Committee member with the

Hobbies/special interests:

Reading, Cooking, Camping with my dog, Travel.

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

None currently, but I have many year of experience with diversity initiatives and organizations during my years working in public accounting.

Additional comments:

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.

OSBA Legislative Policy Committee

CANDIDATE QUESTIONNAIRE

Name: Abbie WarmbierDate: 9-29-23Address: 2014 NE Lucy Belle StCity/Zip: McMinnville 97128

Business phone: _____

Residence phone: _____

Cell phone: 719-248-8802E-mail: awarmbier@msd.k12.or.usDistrict/ESD/CC: McMinnvilleTerm expires: 2025 Years on board: 2Region: Yamhill/PolkPosition #: 13

Insert your high-resolution digital photo (head shot):

- 1) Open this doc in Adobe
- 2) Click on Tools tab
- 3) Click Edit PDF
- 4) Click on Add Image
- 5) Navigate to where photo is
- 6) Position photo in this frame

I certify that if elected I will faithfully serve as a member of the OSBA Legislative Policy Committee. My nomination form has been submitted to OSBA (or is attached to this document) as evidence.


Name

9-29-23
Date

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

1. What do you want to accomplish by serving on the Legislative Policy Committee (LPC)?

I want our board and our region's boards to be kept up to date about state policies that are coming up. I hope to help our legislators understand what is really happening in our schools now.

2. What leadership skills do you bring to the LPC? Give an example of a situation in which you demonstrated these skills.

Some of my leadership skills include strategic thinking, interpersonal communication skills, integrity, commitment to diversity, organizing, and conflict resolution. When working with our district on our integrated plan, we brought in many community members with varying ideas. I was able to connect with that diverse group with my interpersonal skills and explain to them

3. What do you see as the two most challenging legislative issues faced by OSBA?

I think funding is always a challenge to be able to predict and create accurate budgets. The newest laws around special education will cause issues in implementation and may need to be revised.

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

In our region, teacher recruitment and retention is a big issue in our smaller school districts. Sev

5. What is your plan for communicating with boards in your region about legislative issues?

I would be happy to offer zoom times to connect with other boards. I know board members are busy so I would follow that up with an email for those who couldn't join.

OSBA Legislative Policy Committee

CANDIDATE PERSONAL/PROFESSIONAL RESUME

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

I'm currently the vice-chair of the McMinnville School board. I served two years on the policy subcommittee, one year on the facilities/long range planning subcommittee. I'm in my second year on the Instruction subcommittee and my first year on the fiscal subcommittee.

Other education board positions held/dates:

none

Occupation (Include at least the past five years):

Employers:

Dates:

OSU Extension

Jan 2023- present

McMinnville Playschool

2018-2022

Pullman School District

2009- 2017

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

High school: Pueblo West High School, Pueblo West Colorado

College: Linfield College

American University

Degrees earned: BA

M.Ed. in Education Policy and Leadership

Education honors and/or awards:

Other applicable training or education:

I was a classroom science teacher for 8 years.

Activities, other state and local community services:

Hobbies/special interests:

baking, outdoor activites like hiking, camping, canoeing

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

Yamhill County Democrats Treasurer 2020-2021

Additional comments:



Resolution

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 corporation under Oregon Revised Statute Chapter 65 as of July 1, 2018; and

WHEREAS, the Oregon Rural School Board Advisory Committee has been active and publicly supported by OSBA's Board of Directors since April 22, 2022; and has developed a mission statement and goals; and has established bylaws; and

WHEREAS, the Advisory Committee is ready to elect officers and their Rural Leadership Assembly; and

WHEREAS, the Advisory Committee has articulated its mission as follows: "To build collaborative relationships and promote quality education for all students with emphasis on the unique needs of school boards and students in rural communities."

WHEREAS, OSBA's Board of Directors recognizes the importance of the Advisory Committee's value and mission; and

WHEREAS, the Advisory Committee has respectfully requested that the Board of Directors submit a resolution to the membership creating the Oregon Rural School Board Members Caucus 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 a 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 2023 OSBA election; and

BE IT FURTHER RESOLVED that the bylaws with the proposed amendments 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 RURAL SCHOOL BOARD MEMBERS CAUCUS

OF THE

OREGON SCHOOL BOARDS ASSOCIATION

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ARTICLE 1

CHARTER

The Oregon School Boards Association (the "OSBA") exists solely to perform essential governmental functions and all of 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 rural students.

To this end, The OSBA Board of Directors has formally recognized the Oregon Rural School Board Members 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 Rural School Board Members Caucus of the Oregon School Boards Association (OSBA).

2.2 Mission: To build collaborative relationships and promote quality education for all students with emphasis on the unique needs of school boards and students in rural communities.

2.3 Goals:

2.2.1 To elevate the voice of rural school districts and recognize their unique needs.

2.2.2 To build and maintain collaborative relationships between OSBA and rural school boards.

2.2.3 To develop, promote, and advance legislation supporting rural schools and understand the impact of statewide legislation to each rural community and district.

2.2.4 To build collaborative relationships and promote quality education for all students with emphasis on the unique needs of school boards and students in rural communities.

2.2.5 To support school boards in rural communities by prioritizing professional development of rural board members and bringing training and other resources to rural areas.

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 serve a school district with a population density of less than 200 people per square mile and/or total school district population less than 20,000 people.* All board members of Oregon Education Service Districts are eligible to participate in the Rural Caucus. If a school board member or district does not meet the aforementioned qualification but feels they are indeed a rural district, an appeal process will be available as outlined in policy. Caucus members may participate in all discussions, vote, and serve as an officer of the Caucus. Members must attend the meeting in person (or virtually) *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/Treasurer.

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 (or virtually) within Oregon as designated by the President or the Executive Committee.

5.3 Notice.

5.3.1 Notice and agenda of every annual meeting, regular or special meeting of members, stating the time and place thereof, shall be posted to the OSBA website, no less than 14 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. Minutes from each meeting shall be posted to the OSBA website.

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.

ARTICLE 6

Rural Leadership Assembly

6.1 **Composition.** The Rural Leadership Assembly of the Caucus shall consist of 9 members, and shall include *one representative from each OSBA district with 10 or more districts defined as rural (Regions 1, 2, 4, 6, 9, and 14), plus 3 at-Large* members. The executive committee (President, Vice-President, Secretary/Treasurer) shall be elected from the body of the Rural Leadership Assembly by the members of the Rural School Board Members Caucus.

6.2 **Terms.** The Rural Leadership Assembly members shall each serve two-year terms. The President, Vice-President & Secretary/Treasurer shall each serve a one-year term. The President, 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.** Rural Leadership Assembly members may be nominated by either (a) the nominating committee, or (b) 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. Positions 1, 4, 9, and at large #1 shall be elected in even numbered years, and positions 2, 6, 14, at large #2 and at large #3 shall be elected in odd 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.

6.4.2 Vice President. The Vice President shall have such duties as from time-to-time may be assigned by the Executive Committee, and in the absence of the President, the Vice-President shall have and perform all the powers and duties of the President.

6.4.3 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes and records 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. The Secretary/Treasurer shall maintain a roster of the current membership. The Secretary/Treasurer shall have the responsibility for receiving and disbursing all funds related to the Caucus in coordination with the OSBA liaison. The Secretary/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.

6.5 Resignation. A Leadership Assembly member may resign by filing a written resignation with the President or Secretary/Treasurer 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 Leadership Assembly at the next regular or special meeting.

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

ARTICLE 7

EXECUTIVE COMMITTEE

7.1 Composition. There shall be an Executive Committee made up of the President, Vice-President, and Secretary/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) Members of the Executive committee will be elected from the Rural Leadership Assembly.

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 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 may establish committees of 2 or more members to serve at the discretion of the President. These committees would consist of such persons and perform such duties as the President designates from time to time; provided, however, that 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 Leadership Assembly.

ARTICLE 9

SEAT ON THE OSBA'S BOARD OF DIRECTORS AND LEGISLATIVE POLICY COMMITTEE

9.1 The Caucus shall appoint one officer from the Rural Leadership Assembly to serve as liaison to the OSBA Board of Directors and to be a voting member of the OSBA Board of Directors for a two year term. That liaison shall hold all of the rights and responsibilities of a member of the OSBA Board of Directors.

9.2 The Caucus shall appoint one member from the Rural Leadership Assembly to serve on the Legislative Policy Committee for a term of two years.

ARTICLE 10

GENERAL PROVISIONS

10.1 Amendment of Bylaws

10.1.1 Bylaws may be altered, amended, or replaced by a majority vote of the members of the Caucus who are present and voting at the annual meeting.

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.

The foregoing charter was adopted by the active membership of the OSBA Rural Caucus on (____) month (____) date (____) year.



Resolution

Resolution to Ammend the OSBA's 2018 Bylaws

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

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

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

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

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

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

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

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

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

Submitted by: OSBA Board of Directors



BYLAWS

As Amended by the Membership: December 2018

Suggested Revisions: September 23, 2023

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SECTION 1 PURPOSE

~~A.~~ The Oregon School Boards Association (the "Association") exists solely to perform essential governmental functions and all of its income accrues to the State of Oregon or its political subdivisions as required under IRC Section 115. In particular, the Association's mission and purpose are as follows:

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

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

~~D.C.~~ To work for the most efficient and effective organization of public schools of this state. "Public schools" include local school districts, education service districts, the State Board of Education and community colleges classified as a political subdivision.

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

~~F.E.~~ To study all legislation which affects the public schools of Oregon and to support and work for that which appears to be desirable and to keep members informed thereof. To propose and work for the enactment of proper educational legislation.

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

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

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

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

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

~~L.K.~~ To do such other things as the member boards or board of directors may deem appropriate for the accomplishment of these and other purposes which tend to improve public education.

~~M.L.~~ To enter into such cooperative agreement with members for the pooling of resources and the provision of services as may result in the more efficient utilization of district resources and accrue to their financial advantage.

SECTION 2 MEMBERS

2.1 Admission. All members must qualify as (1) a "political subdivision" as defined under Treas Reg § 1.103-1(b) and Revenue Ruling 78-276, 1978-2 CB 256 and (2) as one of the following:

2.1.1 Local School District as defined under ORS Chapter 332;

2.1.2 Education Service District as defined under ORS Chapter 334;

2.1.3 Community College District as defined under ORS Chapter 341;

2.1.4 State Board of Education as defined under ORS Chapter 326; and

2.1.5 Any other governmental educational organization qualifying as a political subdivision, as approved by resolution of the board of directors.

2.2 Dues. Annual dues shall be set by majority vote of the members and shall be based on resident Average Daily Membership (ADMr) as of December 31 of the preceding year as reported to the Oregon Department of Education. Dues shall be payable on July 1 of each year and shall become delinquent on September 1 of each year. Member status shall automatically terminate for members failing to pay dues by September 1 unless an extension is requested and granted by the board of directors.

2.3 Reserved Powers of the Members. The following corporate actions require the consent and approval of the members:

2.3.1 Election and removal of directors;

2.3.2 Election and removal of the Legislative Policy Committee ("LPC") members;

2.3.3 Approval of resolutions to effectuate any of the following:

- (a) Adoption, amendment, or restatement of the articles of incorporation or bylaws;
- (b) Modification to the region descriptions set forth in Section 2.6.1; and the
- (c) Dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets.

2.4 Voting Power.

2.4.1 Election of Directors and LPC Members. For the purposes of nominating and electing directors and LPC members, each member shall have one vote.

2.4.2 Resolution. For the purposes of approving a resolution, each member shall have one vote on all resolutions except as follows:

- (a) K-12 Local Districts with an ADMr between 15,600 and 23,400 shall have two votes.
- (b) K-12 Local Districts with an ADMr between 23,400.1 and 31,200 shall have three votes.
- (c) K-12 Local Districts with an ADMr between 31,200.1 and 39,000 shall have four votes.

- (d) K-12 Local Districts with an ADMr ~~between of 39,000.1 and above or more~~ shall have five votes.

2.5 Process of Approval of Member Resolutions.

2.5.1 Generally, members shall approve resolutions annually by ballot vote. Members or the board of directors may submit a resolution for member approval. Such resolutions shall be submitted to the board of directors no later than September 30th. The board of directors shall distribute all timely submitted resolutions, together with an official ballot, to the members no later than October 15. Members shall vote by ballot submitted to the board of directors no later than December 15.

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

2.6 Regional Election of Directors and LPC Members

2.6.1 Regional Voting. For the purposes of nominating and electing the board of directors and LPC members, the Association members shall be organized into and represented by region:

- (a) Eastern Region includes all of the members located in the counties of Baker, Grant, Malheur, Union, Wallowa, and Wheeler.
- (b) Gorge Region includes all of the members located in the counties of Gilliam, Morrow, Sherman, Umatilla, and Wasco.
- (c) Central Region includes all of the members located in the counties of Crook, Deschutes, and Jefferson.
- (d) Southeast Region includes all of the members located in the counties of Harney, Klamath, and Lake.
- (e) Southern Region includes all of the members located in the counties of Jackson and Josephine.
- (f) Lane Region includes all of the members located in the county of Lane.
- (g) Clackamas Region includes all of the members located in the county of Clackamas and Hood River.
- (h) Douglas/South Coast Region includes all of the members located in the counties of Coos, Curry, and Douglas.
- (i) Linn, Benton, Lincoln Region includes all of the members located in the counties of Benton, Lincoln, and Linn.
- (j) Marion Region includes all of the members located in the county of Marion.

(k) Yamhill, Polk Region includes all of the members located in the counties of Polk and Yamhill.

(l) North Coast Region includes all of the members located in the counties of Clatsop, Columbia, and Tillamook.

(m) Washington Region includes all of the members located in the county of Washington.

(n) Multnomah Region includes all of the members located in the county of Multnomah.

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

2.6.2 Regional elections shall be taken by majority vote of the members within the region.

2.7 Modification of Regions. A formal review of the regional organizations described in Section 2.6.1 shall be conducted by the board of directors at least every three years commencing with 2017. Any recommended changes to the regional organization shall be submitted to the members in the form of a resolution in accordance with the provisions of Section 2.11.

2.8 Annual Meetings. An annual meeting of members shall be held in November of each year unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the president and secretary-treasurer of the board of directors, any other officer or person whom the president may designate, shall report on the state of the Association, the activities and financial condition of the Association.

2.9 Special Meetings. A special meeting of members shall be held upon the call of the president or 25 percent of the board of directors. All members shall be officially notified of a special meeting by written notice, mailed via U.S. mail or electronic mail to all members at least 15 days prior to the date of the meeting. Such notice shall include a description of all agenda items and any matters to be voted upon by the members, the place and time of the meeting, and instructions describing the method by which members can participate by telephone or video. Notice shall also comply with all procedures and include any information as required by ORS Chapter 192.

2.10 Telephonic/Video Meetings. The board of directors may permit any member to participate in an annual or special meeting, or conduct the meetings through, use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

2.11 Place of Meetings. Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at the Association's principal office.

2.12 Action by Written Ballot. Any action required of the members will be taken by written ballot and or permitted to be taken at a members' meeting may be taken without a meeting if the Association will delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. A written ballot shall set forth each proposed action, indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Association in order to be counted. Once delivered, a written ballot may not be revoked.

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

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

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

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

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

SECTION 3 DIRECTORS

3.1 Powers. Except as provided under Section 2.2, all corporate powers shall be exercised by or under the authority of and the affairs of, are managed under the direction of a the board of directors. The board of directors shall adopt policies defining specific obligations of the board of directors.

3.2 Qualifications. Directors must serve on the board of a member of the Association throughout the duration of their term, with the exception of the director serving as past president.

3.3 Number. The board of directors shall consist of not fewer than three nor more than 24-25 persons. The number of directors may be fixed or changed periodically, within the minimum, and maximum by the members.

3.4 Term. Directors shall take office on January 1 and shall serve for a term of two calendar years or until their successors are elected and qualified. Terms shall be staggered as per the election calendar.

3.4.1 Directors who took office prior to January 1, 2018, and are re-elected may serve for any number of terms as long as they continuously remain members of the board of directors.

3.4.2 Directors taking office on or after January 1, 2018, may serve five consecutive two-year terms and, if eligible, may rerun after a two-year hiatus.

3.4.3 If a director serving as immediate past an officer/president requires additional time beyond the term limits outlined above, the term limits will be held in abeyance to allow the director to complete their term as immediate past president.

3.5 Composition. The board of directors will be comprised of up to 23 regionally elected directors, one designated director as defined in the bylaws of the Oregon School Board Members of Color Caucus, one designated director as defined in the bylaws of the Oregon Rural School Boards Caucus and ex-officio nonvoting members as delineated in Section 3.5.4.

3.5.1 Regional Elected Directors. Each region, as described under Section 2.6.1, shall elect one director except as follows:

- (a) Clackamas Region shall elect two directors;
- (b) Marion Region shall elect two directors;
- (c) Washington Region shall elect three directors; and
- (d) Multnomah Region shall elect three directors.
- (e) Provided, however, that if the president or immediate past president of the board of directors is a representative director from a region that elects only one director, that region shall elect an additional director or directors to serve for the duration of the president and/or the immediate past president's term.

3.5.2 Regional Election. The nomination and election of directors shall be in accordance with the elections calendar annually adopted by the board. Each regional candidate for a director position shall be nominated by a member within the region by means of a nomination form. The board of directors shall distribute notice of position vacancies, candidate information packets, and official nomination forms to all incumbent directors and members in electing regions. To nominate a director candidate, one or more of the members in the region must timely submit to the board of directors a formal resolution or motion of the member and the completed nomination form(s). Nominations in regions where there is more than one open director position shall indicate the numbered position for which the nomination is being submitted. Each member in a region shall have one vote in the regional elections for the board of directors. The director candidate receiving a majority of the votes of the members shall be elected. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes cast, a second ballot

shall be required between the two candidates receiving the highest number of votes; the one receiving a majority of the votes is elected.

3.5.3 Designated Representatives. ~~In accordance with their bylaws, caucuses of OSBA, The Oregon School Board Members of Color Caucus shall appoint an officer a representative of the Caucus to serve as a director of the Association. The appointee, as defined in the Caucus bylaws representative must, shall be an elected or appointed member of any public board of education in Oregon who is an active member in good standing with the Association. All Association bylaws and policies shall apply to the designated representative serving as the Caucus' director of the Association.~~

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

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

3.6 Vacancies. In the event that any director position, other than the immediate past president is vacant during the term of office, the remaining directors may appoint an interim director from the same region to serve until December 31 of the same year. If the board of directors cannot recruit a candidate from the region, they may appoint a person from a contiguous region to serve as director representing the open region. An individual appointed as a director from a contiguous region is not eligible to serve as an officer of the board. The members shall elect, using the procedures in Section 3.5.2, an interim director to serve from January 1 of the next year until the end of the remaining term. ~~If there is a vacancy in an OSBA caucus-designated director position the Members of Color Caucus' director position, then the Caucus-caucus shall, as set forth in Section 3.5.3, appoint a new Caucus caucus officer-representative to serve the remaining term.~~

3.7 Resignation. A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

3.8 Removal. A director may be removed for cause by vote of two-thirds majority of the directors. A director may be removed with or without cause by a majority vote of the members who elected the director. The board may provide guidance or adopt and amend policies regarding what types of actions the board considers to be sufficient cause for removal.

3.9 Meetings. An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. If the time and place of **any other directors'** meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. A special meeting of the board of directors may be called by the president or the president-elect or 20 percent of the board of directors. **The board of directors may hold annual, regular or special meetings at any location in or out of the State of Oregon.**

3.10 Notice of Meetings. All members shall be officially notified of a special meeting by written notice delivered personally, by telephone or electronic mail to all directors at least 48 hours prior to the date of the meeting. Such notice shall include a description of all agenda items and any matters to be voted upon by the directors, the place and time of the meeting, and instructions describing the method by which directors can participate by telephone or video. Notice shall also comply with all procedures and include any information as required by ORS Chapter 192.

3.11 Waiver of Notice. A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, **must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.**

3.12 Quorum and Voting. A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before at the time the meeting begins. ~~If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors.~~

3.123.13 Voting: If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors.

3.123.14 Presumption of Assent. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting; and
- (b) The director's dissent from the action taken is entered in the minutes of the meeting.

~~3.143.15~~ **Compensation.** Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution or policy of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

~~3.153.16~~ **Director Conflict of Interest.** The Association shall maintain a Conflict of Interest policy the terms of which comply with ORS 65.361 and ORS Chapter 244. The board of directors shall annually review and notify its members and directors of the current Conflict of Interest policy. Each director shall annually complete and return a Conflict of Interest statement.

SECTION 4 COMMITTEES AND CAUCUSES

4.1 Standing Committees. The board of directors shall maintain the standing committees described below:

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

4.1.2 Finance Committee. The finance committee shall be appointed by the president and shall be composed of members from Oregon public school districts, education service districts, and community colleges with boards that meet all criteria to be Association voting members. The members shall include, but are not limited to, the Association secretary/treasurer and vice president, one Association board director from the PACE board, one district business official and one at-large board member. ~~The finance committee shall operate within the guidelines of the corporation's investment policy and the Finance Committee Operating Manual.~~

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

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

~~4.1.24.1.3~~ **Legislative Policy Committee.** The board of directors shall maintain a Legislative Policy Committee (LPC).

(a) Purpose. The LPC shall develop legislative policies which are recommended to and approved by the members as a resolution proposed by the board of directors and voted on by the membership in accordance with Section 2.4. The LPC also advises the executive director and staff during legislative sessions.

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

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

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

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

Vacancies. In the event that there is a vacancy on the LPC, the board of directors may appoint an interim LPC member from the same region to fill the unexpired term of office. If the board of directors cannot recruit an LPC member from the region, they may appoint a person from a contiguous region to serve to represent the open region to fill the unexpired term of office.

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

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

4.2 Other Board Committees. The board of directors may create one or more committees of the board of directors and appoint directors and representatives of members to serve on such committee. The creation of a committee and the appointment of directors and member representatives to the committee must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

- (a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the Association's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

4.3 Advisory Committees. The board of directors may create one or more other committees. Members of these committees need not be members or directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

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

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

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

4.4.3 Comply with Association policies and guidelines.

~~4.4.3~~ **4.4.4** Caucuses shall be added or eliminated to this provision through the amendment process described in these bylaws.

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

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

4.5 Administration. Each committee and caucus shall prepare minutes of each of its meetings, and such minutes shall be kept on file at the Association's principal office and made available on request to any member of the board of directors. Each committee and caucus shall also report on its activities at the regular meetings of the board of directors. Each committee and caucus shall comply with the public meetings laws requirements under ORS Chapter 192.

SECTION 5 OFFICERS OF THE BOARD OF DIRECTORS

5.1 Appointment. The board of directors shall elect officers by majority vote at least 10 days prior to the November member meeting. In cases where there are more than two candidates nominated for any position, and none receives a majority of the votes, a second ballot shall be

required between the two candidates receiving the highest number of votes. The one receiving a majority of the votes is elected.

5.2 Designation. The officers of the Association shall be a president, president-elect, past president, vice president, a secretary-treasurer, and such other officers as the board of directors may appoint.

5.3 Compensation and Term of Office. Officer terms are one calendar year. No officer except the secretary-treasurer shall serve two consecutive terms in the same office unless the director completed a term for another officer who was unable to complete a term and is then voted into the same position the following year. The secretary-treasurer may serve up to two consecutive one-year terms. Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

5.4 Removal and Resignation. Any officer may be removed, either with or without cause, at any time by action of the board of directors. An officer may resign at any time by delivering notice to the board of directors, the president, or the secretary-treasurer. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors. No removal or resignation shall prejudice the rights of any party under a contract of employment.

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

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

5.5.2 President-elect: In the absence of the president, the president-elect shall assume the powers and duties of the president, and when a vacancy occurs in the office of president, shall serve in that capacity for the remainder of the term. The president-elect shall automatically serve as president for the following term, even if required to fill an uncompleted term as president. In addition, the president-elect shall assume duties related to the oversight of Association member elections and resolutions processes and such other administrative duties as are assigned by the president. The president-elect serves for a term of one calendar year.

5.5.3 Vice president: In the absence of the president-elect shall assume the powers and duties of the president-elect. The vice president shall also serve as the chair of the LPC. The vice president serves for one calendar year.

5.5.4 Secretary-treasurer: The secretary-treasurer shall be responsible for keeping in a suitable minute book accurate minutes of all board of director meetings; shall carry on official correspondence of the Association; shall arrange for proper banking facilities; and shall receive, account for and disburse funds in a businesslike manner as provided for by the board of directors; shall see that the minutes of the previous meetings are read, and shall give an itemized and detailed report of the financial condition of the Association at each annual meeting and at such other times as may be required by the board of directors. Such duties of the secretary-treasurer as may be specified by the board of directors may be delegated to the executive director or a designated member of the staff. The secretary-treasurer serves for a term of one calendar year.

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

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

SECTION 6 NONDISCRIMINATION

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

SECTION 7 GENERAL PROVISIONS

7.1 Amendment of Bylaws.

7.1.1 Amendments to the bylaws may be initiated by the board of directors or submitted by a member to the board of directors. Amendments must be approved by a vote of two-thirds majority of the members at any regular or special meeting. ~~The board of directors shall provide written notice to the members containing a statement that the members will be asked to approve the amendment and a copy of the proposed amended bylaws. Such notice shall be provided by US mail or email at least 15 days prior to the member meeting at which the vote will take place.~~

7.1.2 The board of directors shall provide written notice to the members containing a statement that the members will be asked to approve the amendment and a copy of the proposed amended bylaws.

7.1.3 Action by Written Ballot: The Association will deliver a written ballot to every member entitled to vote on the matter. The ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action and specify a reasonable time by which a ballot must be received by the Association in order to be counted. Once delivered, a ballot may not be revoked.

7.1.4 Approval: Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds two-thirds majority of the number of the returned ballots.

7.1.5 Quorum: A quorum of the members shall consist of a majority of members in good standing at the time the ballots are to be returned to the Association.

~~7.1~~**27.1.6** Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

7.2 Inspection of Books and Records. All books, records, and accounts of the Association shall be open to inspection by the directors in the manner and to the extent required by law.

7.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the board of directors.

7.4 Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in those banks, trust companies or other depositories as the board of directors or officers of the Association designated by the board of directors select, or be invested as authorized by the board of directors.

7.5 Loans or Guarantees. The Association shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the Association shall not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to or for the benefit of a director or officer of the Association.

7.6 Execution of Documents. The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

7.7 Insurance. The Association may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Association, or who, while a director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the Association may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Association in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

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

7.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing bylaws were approved by the membership of the Oregon School Boards Association on December 14, 2018. The original bylaws were duly adopted by the Board of Directors of OSBA on September 15, 2017, and approved by the membership on December 15, 2017.