

# CONSTITUTION/BYLAWS

## OREGON ASSOCIATION OF SCHOOL BUSINESS OFFICIALS, INC. AS AMENDED THROUGH 2010

### PRELUDE

In recognition of the common purpose of Oregon Association of School Business Officials and the Oregon School Clerks Association, it is agreed that these associates are merged into one; and that the surviving organization, the Oregon Association of School Business Officials, Inc., will assume all the assets and liabilities of the Oregon School Clerks Association.

### ARTICLE I

#### Name

Section 1: The name of this organization shall be the OREGON ASSOCIATION OF SCHOOL BUSINESS OFFICIALS, INC., and shall be an affiliate of the Association of School Business Officials International.

### ARTICLE II

#### Objectives

Section 1: The objectives of this organization shall be:

- (a) To provide the means whereby those engaged in the business operations of the public schools of the State of Oregon can meet, discuss, and study all phases of public schools business operations.
- (b) To cooperate with any organization for the betterment of public education.
- (c) To strive constantly for the highest standards of ethics, efficiency, and economy in business methods and practices.
- (d) To provide a program of education that will improve the abilities of individuals in the field of school business administration.
- (e) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

Section 2: In pursuit of these objectives, this organization shall conduct its affairs:

- (a) To improve the efficiency, performance and ethical conduct of the practice of school business management.
- (b) To sponsor and conduct research concerning school business management and operations; and provide such information to members and interested organizations.

- (c) To cooperate with other educational associations in planning and conducting workshops, conferences, and seminars involving areas of school business.
- (d) To engage in a program of professional education for persons carrying on activities in the field of public school administration.
- (e) To protect the public by promoting the highest standards of ethical conduct by persons carrying on activities in the field of public school administration.

The foregoing enumerated purposes and those related thereto, as permitted by law, shall be the exclusive purposes and objectives of this organization. This organization shall be directed toward the advancement of education, public safety, science and charitable purposes to lessen and alleviate the financial burdens of local, state and national government in the area of education and educational research.

### **ARTICLE III**

#### **Membership**

**Section 1:** Voting membership in the organization shall consist of:

- (a) School district employees directly connected with the business operation of public schools in the State of Oregon.
- (b) Officials and employees of education service districts and the State Department of Education who are directly concerned with the business operations of the public schools of the State of Oregon.
- (c) Members of the faculty of the various schools of education of the colleges and universities of the State of Oregon who are particularly interested in the business operations of public schools.
- (d) Community college employees directly connected with the business operations of community colleges in the State of Oregon.
- (e) Emeritus school district employees who were directly connected with the business operation of public schools in the State of Oregon and who have retired from providing any services, including consulting services, directly connected with business operation of public schools in the State of Oregon.”

**Section 2:** Associate membership shall consist of:

- (a) Any person interested in activities of school finance and administration.
- (b) Associate members do not have a vote.

Section 3: Members shall be admitted to membership as follows:

- (a) Meeting the qualifications of Article III, Sections 1 and 2 above.
- (b) Payment of dues to be recommended by the executive committee for voting and associate membership.

#### **ARTICLE IV**

Section 1: The officers of the Association shall be:

- (a) President
- (b) President-Elect
- (c) Treasurer
- (d) Immediate Past President
- (e) Executive Director-Corporate Secretary

Section 2: Selection of Officers:

- (a) The Treasurer shall be nominated and elected as provided in this Constitution. After completion of his/her term of office he/she shall progressively assume the duties of President-Elect for one year, then president for one year and then immediate past president for one year.
- (b) The executive director-corporate secretary shall be appointed annually by the Board of Directors.
- (c) The term of office for all officers shall be for the one year and shall be from the adjournment of one annual convention to the adjournment of the next succeeding convention.

Section 3: Duties of the Officers shall be:

- (a) The president shall be the executive officer of the Association and shall preside over all meetings. The president shall also be an ex-officio member

of all committees and shall perform such other duties as usually pertain to the office of the president.

- (b) The President-Elect shall assume the duties and responsibilities of the present in the president's absence and shall assume all other duties that usually pertain to the office of the vice-president.
- (c) The treasurer shall supervise the executive director concerning the financial affairs of the Association and perform such other functions as the president may direct.
- (d) The immediate past president shall be responsible for committee membership assignments, act as chairperson of the nomination committee and perform such other duties as the president may direct.
- (e) The executive director shall collect all monies due the Association and deposit the same in the official depository of the Association. Payment of all expenses incurred consistent with the approved budget shall be made on a timely basis. The executive director shall keep an accurate accounting of all revenue and expenditures of the Association and make an annual report of the same to the membership. The executive director shall keep the records of membership and all minutes of the meetings of the Association. The executive director shall perform the usual duties pertaining to the office of the secretary of the Association as may be directed by the president.
- (f) At the call of the President, the officers of the Association may meet from time to time to ensure proper management of the Association.

## **ARTICLE V**

Section 1: The Board of Directors shall be composed of the following ten (10) members. Each director, except the associate member director, shall be elected to serve until his/her successor shall have been elected and qualified and in accordance with the terms set forth in board policy. An associate member of the Board of Directors shall be appointed by the other members of the Board of Directors at an annual Board of Directors meeting prior to the opening of the annual convention on each odd numbered year.

- (a) The officers stated in Article IV, provided, however, that the executive director shall be a nonvoting member.
- (b) The executive officer from each state zone.
- (c) One associate member.

Section 2: The Board of Directors shall be the governing body of the Association. Their duties shall be:

- (a) Determining the activities of the Association.
- (b) Approving an annual budget.
- (c) Advising the president on the general management of the Association.
- (d) Calling special meetings as needed and designating the date, time, and place of such meetings, together with the reason for the special meeting.
- (e) The majority of the directors shall appoint a qualified person to serve the remainder of an officer's term, in the event of a resignation or other inability to perform the duties of an officer. However, if an officer is removed by the membership, only the membership shall have the authority to elect a replacement.
- (f) Setting the date, time, and place of the next annual convention meeting.
- (g) To hold an annual Board of Directors meeting prior to the opening of the annual convention to determine activities, policies, and guidelines for the ensuing year.
- (h) To establish the dues for voting and associate membership.
- (i) To meet on the call of the president at a specific meeting location or hold the meeting by means of a telephone conference call. The call to meet shall be either in writing or email at least five (5) days before the date of the meeting.
- (j) To establish committees, standing or ad hoc.
- (k) The Board of Directors shall be vested with the power to act in the name of the Association between annual meetings on all matters pertaining to the welfare of the Association.

Section 3: Notice of any special meeting shall be given at least five (5) days before the proposed special meeting by written or verbal notice delivered personally, emailed, telefaxed, or mailed to each director at his business address or designated email address, or by telefax. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by email, telefax, or verbal notice, such notice shall be deemed to be delivered when the email, telefax, or voice transmission is delivered to the common carrier or internet service provider. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not

lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 4: A majority of the number of directors fixed by Section 1 of this Article V shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 6: The directors shall serve without compensation, but by resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors. No such payment shall preclude any director from serving the organization in any other capacity and in receiving compensation therefore.

Section 7: A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VI**

### **State Zones**

Section 1: The state zones shall consist of the following groups of counties:

- (a) Zone 1: Columbia, Marion, Polk, Yamhill, Clatsop, Tillamook, Lincoln, Linn, Benton.
- Zone 2: Coos, Curry, Douglas, Josephine, Jackson, Lane.
- Zone 3: Hood River, Wasco, Sherman, Gilliam, Wheeler, Jefferson, Crook, Deschutes, Klamath, Lake.
- Zone 4: Umatilla, Wallowa, Union, Baker, Grant, Malheur, Morrow, Harney.
- Zone 5: Clackamas, Multnomah, Washington.

- (b) If a member's school district is in a certain zone and for geographic or other reasons they would prefer to attend meetings in another zone, they may do so. It will be the responsibility of the member to notify the executive officers of the zones affected by their intentions.

Section 2: Each zone shall hold an annual zone meeting which shall include if applicable the following:

- (a) Election of an executive officer who will preside at all zone meetings and serve as an officer on the state executive committee.
- (b) Discuss zone problems and issues.
- (c) Determine what training is needed and set dates, times, and places for such training and arrange for training personnel to conduct such session.
- (d) Advise the executive officer on items to be brought to the Board of Directors. This shall include special needs of the zone that the Board of Directors may be able to assist in meeting.

## **ARTICLE VII**

### **Committees**

Section 1: There shall be appointed by the Board of Directors those committees which they deem necessary to conduct the affairs of the Association.

- (a) The Board of Directors shall appoint each committee chairperson and members of each committee, whose term shall be for a period of two years and shall be from the adjournment of one annual convention to the adjournment of the annual convention two years next succeeding.
- (b) The chair and members of each committee shall serve at the pleasure of the Board of Directors.

Section 2: It shall be the duty of each committee appointed to perform the duties as prescribed by the president and to make a report to the membership at the annual convention.

## **ARTICLE VIII**

### **Meetings**

Section 1: There shall be at least one annual meeting of the Association and one annual meeting of each zone as described in Article V and VI. The date, time, and place of each meeting to be set by the Board of Directors for the state association and the

zone meetings by the executive officer of each zone. Additional meetings may be held at the direction of the Board of Directors.

Section 2: The president of the state association shall appoint one member from each zone to organize the first zone meeting. The appointee will preside as the executive officer until the first executive officer is elected.

Section 3: Other Association meetings may be called, when in the judgment of the Board of Directors a meeting is necessary.

Section 4: Other zone meetings may be called when in the judgment of the executive officer of the zone a meeting is necessary.

Section 5: Zones and/or sub-zones may meet on a regular schedule as the membership may decide.

Section 6: Meeting time and place for the following year shall be set each year at the annual convention meeting.

## **ARTICLE IX**

### **Nominations**

Section 1: Nominations shall consist of:

- (a) All officers of the Association shall be elected at the annual meeting of the Association.
- (b) Zone executive officers shall be elected at the annual zone meeting and the president and executive director of the state association shall be notified as soon as possible who the executive officer will be.

Section 2: The president shall appoint a nominating committee of three (3) members which shall submit a slate of at least one (1) name for each vacancy to be filled by state association officers. Nominations shall also be accepted from the floor. Zone nominations shall all be accepted from the floor.

## **ARTICLE X**

Section 1: Annual dues shall be for a period of the calendar year, payable upon invoice.

Section 2: The annual dues shall be established on an annual basis by the Board of Directors after studying the financial obligations of the Association.



Section 3: The Board of Directors is authorized to charge a registration fee for the annual meeting or other association meetings/conferences when, in their judgment, such a fee is necessary to cover the cost of the annual conventions.

Section 4: The financial records of the Association shall be reviewed at least once a year.

## **ARTICLE XI**

### **Contracts, Loans, Checks and Deposits**

Section 1: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

## **ARTICLE XII**

### **Fiscal Year**

Section 1: The Fiscal year of the corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE XIII**

### **Waiver of Notice**

Section 1: Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of which notice was required or consent to actions taken at such meeting shall be deemed equivalent to the receiving of such notice.

#### **ARTICLE XIV**

##### **Rules of Order**

Section 1: Roberts “Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by the constitution/bylaws.

#### **ARTICLE XV**

##### **Amendments**

Section 1: Amendments to the constitution/bylaws shall be submitted to the Board of Directors in writing, directed to the president, before consideration by the entire membership. Amendment may then be made as follows:

- (a) By a two-thirds vote of the voting members present at the annual convention.
  - (b) By a majority of returned ballots to all voting members.
-