

**OREGON ASSOCIATION OF EDUCATION SERVICE DISTRICTS**  
**-- CONSTITUTION -- May 2019 Revision**

**Article I - Name**

**Section 1.** This organization shall be known as the Oregon Association of Education Service Districts, hereafter referred to as OAESD.

**Article II - The Purpose of OAESD**

**Section 1.** To assist school districts and the Oregon Department of Education in achieving Oregon's educational goals by providing equitable, high quality, cost-effective and locally responsive educational services at a regional level.

**Section 2.** To serve as the parent organization for the Oregon ESD Support Network in order to ensure the equity of, and access to, educational opportunity for all of Oregon's Children; utilize all Oregon ESDs in a coordinated and integrated approach to focus on statewide implementation of targeted initiatives; and, support the Oregon Department of Education and other state entities in the effective and efficient design and implementation of initiatives requiring statewide or multi-ESD coordination and collaboration.

**Section 3.** To coordinate and improve infrastructure to deliver services for school improvement, technology, special education and administrative services; establish cooperative regional programs among ESDs, school districts and partners; provide leadership to develop innovation processes and practices to meet the needs of local districts, students and families; promote cost efficiency through collaborative service models; and, provide equitable access and opportunities for all students.

**Article III – Membership and Governance**

**Section 1.** Any Oregon ESD is eligible to become a member of OAESD by paying established annual dues and adhering to the Standards of Conduct as set forth in Article XI.

**Section 2.** The Governance body, hereafter referred to as the OAESD Governance Council, is comprised of the OAESD Board and the Superintendents Council.

**Section 3.** Each member ESD will appoint a Board member to serve on the OAESD Governance Council.

**Section 4.** The Superintendent of each member ESD will be a member of the Superintendents Council.

**Section 5.** The business of the OAESD Governance Council will be carried out by the Executive Director.

#### **Article IV - Officers, Elections, and Staff**

**Section 1.** The officers of OAESD shall be the Chair, Chair-Elect, and Past Chair of the OAESD Board and President, President-Elect, and Past President of the OAESD Superintendents' Council, hereafter known as the Officers Council.

**Section 2.** Officers will be elected through a nomination process and subsequent vote of a majority of the ESD's represented on the OAESD Governance Council or Superintendent Council by mail or e-mail, on a ballot distributed by the OAESD Executive Director in the spring of each year. Each ESD may nominate one candidate for Chair and President and will have one vote for the position to be filled. Members of the Superintendent Council shall vote for President and the vote for Chair shall be cast by either the Superintendent or Board member representative on the OAESD Governance Council.

In the event a majority is not reached, a run-off shall be conducted between the top two candidates receiving the most votes and ballots shall continue until a single candidate is selected. New officers take office July 1<sup>st</sup>.

**Section 3.** Committee membership will be assigned based on the level of interest, knowledge of the work, and skills. All members of the OAESD Governance Council will be provided an opportunity to serve on committees and may be requested to write a qualifications letter.

**Section 4.** The term of office for the officers shall be one year. Any officer may be elected to no more than two successive terms. The Chair-Elect and President-Elect succeed the Chair and President. The terms of employment for the Executive Director and the Director of Government Relations shall be set by contract.

**Section 5.** In the event of a vacancy in any office, except that of the Chair or President, the OAESD Governance Council may appoint a replacement to the office until the next election.

**Section 6.** A vacancy in an office shall immediately exist whenever the holder thereof ceases to be eligible for participation under Article III, vacates their position as a Superintendent or Board member or resigns from their OAESD office.

## **Article V - Provisions for Amending the Constitution and/or Bylaws**

**Section 1.** The Constitution and/or Bylaws may be amended by a majority of the ESDs represented on the OAESD Governance Council 30 days after an amendment is proposed distributed each member ESD. For the purpose of amending the Constitution or Bylaws each ESD will have one vote that can be cast by either the Superintendent or Board member representative on the OAESD Governance Council.

## **Article VI - Fiscal Year**

**Section 1.** The fiscal year for the OAESD shall be from July 1 to June 30.

## **Article VII – Dues and Budget, and Program**

**Section 1. Dues: Payment of annual** dues shall activate membership in OAESD and the Association of Education Service Agencies, AESA. Dues shall be assessed by action of the Executive Director. The Executive Director may determine to pay AESA dues for ESDs that have not elected to join OAESD in order to qualify for AESA’s discounted state membership fee.

**Section 2. Dues Notices:** Dues notices shall be mailed out by May 31 of each year. A second dues notice will be mailed 45 days later to ESDs which have not paid their dues. A late fee of \$1000 or 10%, whichever is less, will be assessed 45 days after the second notice.

**Section 3. Dues Assessment:** The amount to be paid in dues will be established annually by the OAESD Governance Council and be based on the most recent revised ADMw Estimate posted on the ODE web site for each ESD.

**Section 4. Budget:** A budget shall be prepared for each fiscal year. The responsibility for developing and reporting the budget to the OAESD Governance Council for approval is delegated to the Executive Director. Approval of the budget shall occur at the first Governance Council meeting of the new fiscal year.

## **Article VIII – Meetings**

**Section 1. Conduct of Meetings:** The Executive Director, in consultation with the Chair and President, shall develop agendas, call, publicize, chair and arrange for minutes to be taken for all official OAESD meetings of the OAESD Governance Council or general membership meetings. Minutes of all regularly scheduled meetings shall be distributed to all members.

**Section 2. Quorum:** A quorum of the OAESD Governance Council shall consist of a majority of the member ESDs. Each ESD will have one vote that can be cast by either the Superintendent or Board member representative on the OAESD Governance Council.

**Section 3. Discussions and Decisions:** The focus of agenda items, discussions and decisions shall center on statutory requirements for ESDs, work plans for attainment of OAESD goals, OAESD committees, initiatives and partnerships. A majority vote of the member ESDs shall approve matters of business upon which the OAESD Governance Council is authorized to act. Procedures for amending the Constitution or Bylaws are described in Article V.

**Section 4. Schedule:** The OAESD Governance Council shall regularly meet three times per year. Additional meetings may be held to coincide with the Annual OSBA Convention and the OAESD Annual Spring Conference. Member ESDs may schedule other regional or topical meetings and provide input to OAESD Governance Council. Special meetings of the Governance Council may be called from time to time by the Executive Director subject to confirmation by the Chair and President.

**Section 5. The Superintendents Council** may hold meetings during the months that OAESD Governance Council does not meet. An annual retreat may also be scheduled. Meetings of the Superintendents Council will be scheduled by the Executive Director to discuss management, operational, and program issues. The Agendas will be developed by the Executive Director by seeking input from the Superintendents serving on the Officer Council.

## **Article IX - Committees**

**Section 1. Joint standing committees:** Committees, their purpose and membership shall be established by the OAESD Governance Council. Standing committee(s) shall include the Legislative Committee.

**Section 2. Legislative Committee:** The Legislative Committee shall concern itself with proposed or current legislation affecting the members, purpose, mission or organization of OAESD as directed by the OAESD Governance Council. The Committee shall be comprised of up to eight each of board member representatives and superintendent representatives including the Officers Council. The Legislative Committee representation shall to the extent reasonably possible include representatives from the diversity of ESD types, including urban, rural, large, small and geographic distribution. Members of the Legislative Committee are to be appointed for two years with the transition to be made at the end of the Legislative Session or the end of the fiscal year, whichever comes later. The President-Elect shall serve as chair of the Legislative Committee. The Committee shall prepare the OAESD legislative platform and secure approval from the OAESD Governance Council at least 30 days in advance of the beginning of a Legislative Session.

## Article X – Roles and Responsibilities

**Section 1. OAESD Governance Council:** The Council is the governance arm of OAESD. The specific responsibilities of the OAESD Governance Council will include, but are not limited to:

- 1) Provide policies and operating principles which define the scope of work for OAESD.
- 2) Review, amend and support the Constitution and Bylaws of OAESD.
- 3) Adopt the annual calendar and budget for OAESD.
- 4) Provide legislative advocacy in support of the adopted OAESD legislative platform.

**Section 2. Officers Council:** Specified personnel functions notwithstanding, the Officers Council is responsible to advise and provide support to the Executive Director in implementing the purposes of OAESD, including but not limited to:

- 1) Creating a job description, recruiting, interviewing and hiring of the Executive Director to administer the effective implementation of the purposes of OAESD.
- 2) Entering into and administering the employment contract for the Executive Director.
- 3) Conducting an annual review of the Executive Director and report the results of the review to the Governance Council. The President-Elect shall facilitate such annual review.
- 4) Dismissal or non-renewal of the contract for the Executive Director.
- 5) Interviewing and hiring of the Director of Government Relations.
- 6) Entering into and administering the employment contract for the Director of Government Relations.
- 7) Conducting an annual review of the Director of Government Relations. The President-Elect shall facilitate such annual review.
- 8) Dismissal or non-renewal of the Director of Government Relations.
- 9) Advising the Executive Director in contracting with member ESDs for fiscal, website and executive secretary services, and other administrative services necessary to carry out the functions of OAESD.
- 10) Advising the Executive Director in developing an annual work plan, including communication strategies, for OAESD to provide priorities for the Association.
- 11) Advising the Executive Director in creating an annual schedule of meetings and other events.
- 12) Advising the Executive Director in creating a proposed annual budget for OAESD.
- 13) Advising the Executive Director in planning Association conferences and workshops.
- 14) Advising the Executive Director in developing agendas, call, publicize, chair and arrange for minutes to be taken for all official OAESD meetings of the OAESD Governance Council

15) The Chair-Elect shall serve as OAESD's ex-officio representative to the OSBA Board of Directors.

## **Article XI – Members Standards of Conduct**

**Section 1. Members Subject to Standards of Conduct: Member ESDs, the Governance Council, Officers Council, the Executive Director and OAESD staff shall adhere to the following standards of conduct.**

**Section 2. Standards of Conduct: the entities and individuals described in section 1 of this article shall:**

- 1) Treat others with dignity and courtesy and provide an opportunity for all parties to be heard with due respect for their opinions.
- 2) Recognize the OAESD Governance Council as the body to which is delegated administrative authority to establish the Constitution, Bylaws, policies and budget for OAESD.
- 3) Express personal opinions, but when expressing such opinions in public should clearly identify the opinions as personal and not representing OAESD.
- 4) Respect the privacy rights of others when dealing with confidential information through association with OAESD.
- 5) Understand that the OAESD Governance Council makes decisions as a team; individuals may not commit OAESD to any action except as authorized by the Governance Council or Officers Council.
- 6) Understand the proper authority within OAESD and refer problems or complaints to the proper authority.
- 7) Insist that all OAESD business is done ethically and honestly.
- 8) Declare a conflict of interest when a member believes that one may exist.

**Section 3. Complaints and Sanctions:** Any complaints shall be submitted to the OAESD Chair and President when an alleged violation under Article XI has occurred. The OAESD Officer Council is empowered to hear the complaint, resolve the complaint, undertake any required investigation and take any appropriate action.