



OASBO Manual – Committees and Chapters

Approved - December 11, 2020

INTRODUCTION

OASBO member volunteers are the foundation of our organization and the driving force behind our mission to provide school business officials premier services and advocacy in a member driven environment. Since school business is such a multifaceted profession—requiring integrity, skill, and innovation—reaching professional excellence is hardly a singular, simple objective.

The array of perspectives and experience that come together through our dedicated volunteers form a strong organizational foundation that makes it possible to achieve excellence in every area of school business. Member volunteers become extensions of the staff, providing invaluable input and assistance to ensure the association continues to meet the needs of its members and the profession.

By volunteering with OASBO, you're not only sharpening your own leadership skills and professional strengths, you're playing a role in the bigger picture of your field—a role that impacts the quality of education for students now and in the future.

Thank you for your commitment to OASBO. Your involvement motivates your colleagues and keeps the school business profession bounding forward.

James M. Rowan
Executive Director

OASBO's VISION STATEMENT

OASBO and its members are the leading experts in school finance and business operations, resulting in efficient and effective schools.

OASBO's MISSION STATEMENT

An association of Ohio school business officials empowering members by providing advocacy, collaboration, and innovative education.

OASBO's CORE VALUES

- Accountability
- Collaboration
- Credibility
- Diversity
- Honesty
- Integrity
- Professionalism

OASBO's ETHICS POLICY

Given its mission, the Ohio Association of School Business Officials (hereafter referred to as "Association" or "OASBO") has adopted a code of ethics to guide its board of directors (hereafter referred to as "Board of Directors" or "Board"), committee members, members, and employees in their conduct when acting on behalf of or representing of the Association. The Code contains broad principles reflecting the types of behavior the Association expects towards constituents, staff, peers and the public. The Code is intended to provide a framework for ethical decision-making, as no Code can provide specific guidance for all situations. This policy is not intended as a stand-alone policy. It does not embody the totality of OASBO's ethical standards, nor does it answer every ethical question or issue that might arise. Rather, it is one element of a broader effort to create and maintain a quality organization that gives ethical conduct the highest priority. This Code will be reviewed periodically.

The Board of Directors, committee members, members, and employees will:

1. Exercise care, good faith and due diligence in organizational affairs.
2. Strive for excellence and innovation and demonstrate professional respect and responsiveness to constituents and others.
3. Contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership.
4. Respect the confidentiality of sensitive information about the Association, its constituents, board and employees.
5. Comply with applicable federal, state and local laws, regulations and fiduciary responsibilities.
6. For the Board of Directors, provide credible and effective oversight to the organization's work.

7. Abide by the constitution, by-laws and policies of the Association.
8. Be accountable for adhering to this Code of Ethics.
9. Act always in accordance with the highest ethical standards and in the best interest of the Association, its constituents and reputation.
10. Refrain from actions and involvements that might adversely affect objectivity or that might embarrass OASBO.
11. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest to the Executive Director. If the conflict of interest relates to the Executive Director, the full disclosure should be to the Executive Committee of the Board.
12. Not use his or her position to obtain benefits for themselves or a family member or anyone with whom they have a business or employment relationship.

OASBO WHISTLEBLOWER POLICY

General

OASBO requires the Board of Directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the OASBO Whistleblower Policy are to establish policies and procedures for:

- The submission of concerns regarding questionable accounting or auditing matters by employees, the Board of Directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis.
- The receipt, retention, and treatment of complaints received by the organization regarding accounting, internal controls, or auditing matters.
- The protection of the Board of Directors, volunteers and employees reporting concerns from retaliatory actions.

Reporting Responsibility

Each member of the Board of Directors, volunteer, and employee of OASBO has an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of OASBO's Policies and Code of Ethics policy (hereinafter collectively referred to as Concern).

Authority of Audit Committee

All reported concerns will be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee shall be responsible for investigating,

and making appropriate recommendations to the Board of Directors, with respect to all reported Concern.

No Retaliation

This Whistleblower Policy is intended to encourage and enable the Board of Directors, volunteers, and employees to raise Concerns within the Association for investigation and appropriate action. With this goal in mind, no member of the Board of Directors, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

Reporting Concerns

Employees

Employees should first discuss their Concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the Concern is valid, the individual should report the Concern to the Chief Financial Officer (hereinafter referred to as CFO.) If the CFO has discussed their Concern with the Executive Director and continues to have reasonable grounds to believe the Concern is valid, the CFO shall report the Concern to the Executive Committee. In addition, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of the Concern, the individual should report his or her Concern directly to the CFO or in the case of the CFO, to the Executive Committee.

If the Concern was reported verbally to the CFO, the reporting individual, with assistance from the CFO shall reduce the Concern to writing by completing the Whistleblower Tracking Report. The CFO is required to promptly report via the Whistleblower Tracking Report the Concern to the Chair of the Audit Committee, who has specific and exclusive responsibility to investigate all Concern. If the CFO for any reason does not promptly forward the Concern to the Audit Committee, the reporting individual should directly report the Concern to the Chair of the Audit Committee. Contact information for the Chair of the Audit Committee may be obtained through the CFO. Concerns may also be submitted anonymously. Such anonymous Concern should be in writing and sent directly to the Chair of the Audit Committee.

The Board of Directors and Other Volunteers

The Board of Directors and other volunteers should submit Concern in writing using the Whistleblower Tracking Report directly to the Chair of the Audit Committee. Contact information for the Chair of the Audit Committee may be obtained from the CFO.

Handling of Reported Violations

The Audit Committee shall address all reported Concern. The Chair of the Audit Committee shall immediately notify the Audit Committee, the Executive Committee and the Executive Director of any such report. If such reported Concern involves the Executive Director, then the Chair of the Audit Committee shall immediately notify the Audit Committee and the Executive Committee. The Chair of the Audit Committee will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concern.

All Whistleblower Tracking Reports will be promptly investigated by the Audit Committee, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the OASBO Policies and Code of Ethics policy. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Confidentiality

Reports of Concern, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of Concern to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

OASBO COMMITTEES STRUCTURE

OASBO's Committees exist and function for very specific purposes and report to the Board of Directors. In general, these committees provide service to the association and membership.

Committee Guidelines:

- All committee leadership terms, excluding the audit committee and executive committee, begin on July 1st following the annual meeting and expire after the second year of services.
- Each committee may have a Chair, Vice-Chair, and Secretary.
- The Chair and Vice-Chair shall be approved by the OASBO Board of Directors.

- The Secretary shall take minutes of each meeting and submit copies to the OASBO office.
- Committee members will be recognized at the Annual Conference and on the OASBO website.
- OASBO will provide a meeting space and if necessary, food/beverages, for committee meetings.
- OASBO does not reimburse for mileage to attend committee meetings.
- Expense reimbursement for individual committee members are only allowed in extreme circumstances. Approval for individual committee members must be obtained in advance by the OASBO Executive Committee.

The Board of Directors will annually approve the OASBO Committees. Proposals for new committees shall be submitted to the Executive Director for consideration by the OASBO Board of Directors.

In the event that the chairperson of an approved committee determines the need to create a subcommittee the following guidelines shall be followed:

- Committee Chairperson to appoint chairperson of subcommittee
- Subcommittee Chairperson responsible for maintaining records of each meeting and shall submit meeting minutes to the Committee Chairperson.

The OASBO President, with the Board of Directors, shall be responsible for the recommendation of appointments to, and the annual goals of, the committees. Ad hoc committees shall be appointed as deemed necessary by the President. All committee members must be active OASBO members in one of the classes of membership, as listed in Article IV of the OASBO Constitution.

Standing committees shall be as follows:

1. The Annual Conference Committee

Staff Liaison (COO) Board Liaison (President-Elect)

Organize and handle the overall timetable; general sessions and keynote speakers; track sessions - topics, presenters, facilitators, and moderators; special events – breakfasts, luncheons, receptions/evening functions, and menu planning; entertainment; volunteer recruitment. The Committee is broken into three sub-committees:

a) Annual Conference Special Events Sub-Committee

The Special Events committee chairpersons, in collaboration with the OASBO staff and Annual Conference Chair, are responsible for assisting with the selection and coordination of the general session keynote speaker; helping to plan and execute the major evening networking event/social function, including theme, decorations, food & beverage recommendations and entertainment; onsite setup of the event and coordinating additional volunteers as needed. The subcommittee meets two to three times per year with the OASBO staff and AW Chairperson, and participates in additional conference call meetings as necessary.

b) Annual Conference Track Sessions Sub-Committee

The chairpersons of this committee, in collaboration with the OASBO staff, are responsible for soliciting all track session applications and selecting the final program and overseeing the duties of one Track chairperson for each major track. Track chairpersons are volunteers who are responsible for assisting with selection of track session topics, making contact with the selected presenters for each of their track sessions and securing two facilitators for each of their track sessions. This subcommittee meets two times per year with the OASBO staff and AW chairperson, and participates in additional conference call meetings as necessary.

c) Annual Conference Volunteer Sub-Committee

The chairpersons of the Volunteer subcommittee work in collaboration with OASBO staff to facilitate outreach efforts to chapters, Board members and members to seek volunteers and ensure that all volunteer positions are filled prior to the Annual Conference. The Volunteer subcommittee secures volunteers for the many areas of our Annual Conference, including registration desk, trade show, track sessions, event setups and tear-downs, and other duties as assigned.

2. The ASBO International Relations Committee

Staff Liaison (Executive Director) Board Liaison (President)

Maintain the relationship with the Association of School Business Officials International in order to assist OASBO members in recognizing the benefits of ASBO International membership, not only for personal professional growth and recognition, but for the equally important benefit to school districts. The ASBO International Committee is committed to maintaining and fostering a link between OASBO and ASBO. This includes encouraging OASBO members to seek elected office on the ASBO Board of Directors, pursue ASBO committee assignments and attend and participate in the ASBO Annual Meeting & Exhibits as a proud member of OASBO. ASBO International Committee members help coordinate meet-and-greet events for the Ohio contingent at the ASBO Annual meeting if Ohio is running a candidate for an ASBO board position. The committee meets at least one time per year, and more frequently when OASBO is running a candidate.

3. The Audit Committee

Staff Liaison (CFO) Board Liaison (Secretary/Treasurer)

There shall be a seven-member audit committee appointed by the President with Board of Director concurrence. The Secretary-Treasurer (Effective 7/1/17) of the Board shall serve as the Chair and six members shall have staggered three-year terms. The committee will select and direct the activities of the independent audit firm on an annual basis and help provide guidance and advice on any issue brought out in the audit. The audit committee shall review the audited financial statements and the form 990 and supporting tax schedules with the external auditor. The audit chair person shall submit these documents to the Board of Directors for their approval prior to filing the 990. In addition, the committee may at its discretion follow up on other matters or concerns brought to their attention individually or jointly. Further, the committee is responsible for investigating and making appropriate recommendations to the Board of Directors concerning Whistle Blower reported concerns. The committee shall meet at least one time per year.

4. Auditor of State Advisory Committee

Staff Liaison (Deputy Executive Director) Board Liaison (SW Regional Director)

This committee will meet regularly with representatives from the Auditor of State's (AOS) office to share information between the two organizations, give feedback to the AOS on issues related to school business accounting and audits, and discuss concerns from OASBO members with AOS representatives. Further, this committee will provide a forum for the AOS to announce new developments and/or regulations. This committee meets on a quarterly basis or as needed.

5. The Business Operations Advisory Committee

Staff Liaison (COO) Board Liaison (At-Large Bus. Manager Rep.)

This committee, comprised of Business Managers, Directors of Business as well as and other business operations-related positions, was formed to act in an advisory capacity to the Board of Directors and the Professional Development Committee. Members formulate strategies to engage school business operations professionals through professional development activities and other key services, with the ultimate goal of increasing and retaining membership in this area. This committee shall meet at least one time per year.

6. The Editorial Advisory Committee

Staff Liaison (Communications Manager) Board Liaison (Secretary/Treasurer)

The OASBO Editorial Advisory Committee (EAC) works closely with OASBO staff to bring current, relative content to OASBO members through the *SBO Quarterly* magazine and the bi-weekly *Enews*, as well as suggest editorial content, help source articles (writing articles or finding authors to write articles) and act as ambassadors for OASBO communications. This committee meets at least quarterly, via conference call.

7. The Education Finance/ODE Advisory Committee

Staff Liaison (Deputy Executive Director) Board Liaison (NW Regional Director)

Promote efficient school reporting and accounting procedures and make recommendations for possible state policy changes related to school finance working with other organizations and state agencies to resolve finance issues. The committee prepares and distributes guidance on reporting and fiscal accountability issues and acts as a liaison with the Ohio Department of Education (ODE) and the Center for School Finance (at their request). The group often invites other guests to the meetings such as individuals from the Auditor of State's Office and the Ohio Department of Taxation. This committee meets quarterly, however, these meetings often lead to projects and subcommittee work on specific issues that go beyond the regularly scheduled quarterly meetings.

8. The Executive Committee

Staff Liaison (Executive Director) Board Liaison (President)

The Board of Directors, elected by the membership, is the association's governing body and has authority to execute its duties of meeting the objectives of the association, of managing its finances and properties, and of establishing necessary policies and procedures as needs arise. OASBO's Executive Committee shall consist of the following member of OASBO's Board of Directors: President, President-Elect, Vice President, and Immediate Past President. Effective 7/1/17, the Secretary/Treasurer becomes a member of the Executive Committee. The Executive Committee has

authority to give direction to the Executive Director and to report out to the full Board of Directors. The Executive Committee shall meet at least 6 times per year.

9. The Legislative Committee

Staff Liaison (Deputy Executive Director) Board Liaison (Regional Directors)

Sponsor and promote legislative action to benefit school business officials. Representing the interests of Ohio's school business officials, OASBO's priority is to focus on the resources necessary to educate students. We provide the necessary tools and act as a resource for guiding members through the legislative advocacy process and encouraging legislative involvement. School business officials can rely on the organization to help them become advocates at the local level, too. The committee meets at least twice per year.

10. The Licensure Committee

Staff Liaison (Executive Director) Board Liaison (Immediate Past President)

The committee handles all issues related to treasurer and business manager licenses, works with the Ohio Department of Education on rules related to licensure, and discusses and recommends policy positions for the organization on any topic related to licensure and treasurer/business manager contracts. The committee meets as needed or on a quarterly basis.

11. The Local Professional Development Committee (LPDC)

Staff Liaison (Executive Director) Board Liaison (Immediate Past President)

Appointed by the Licensure Committee, OASBO's LPDC provides a way for licensed individuals who are either working in other professions, or unemployed or retired, to link their continuing professional development to the maintenance of their Treasurer or Business Manager official license. Members of the OASBO LPDC create and manage the standards, policies, and procedures for school treasurer/CFO/SBO growth through professional development and ensure that licensed CFOs/SBOs stay highly qualified in their field, resulting in continuing licensure. The LPDC is comprised of at least five members – one from each of the five regions of the state – and are members of the Licensure Committee. There must be a least one business manager on the committee. There may also be "at-large" members if the Licensure Committee wishes to make such appointments. This committee meets on an as-needed basis to review any participant's professional development plans and progress.

12. Nominating Committee

Staff Liaison (Executive Director) Board Liaison (Immediate Past President)

The Immediate Past President serves as chairperson of the Nominating Committee. This Committee presents a slate of candidates to the general membership at the Annual Meeting. The Nominating Committee is chaired by the Immediate Past President and includes the President-Elect. Additionally, the Immediate Past President, after reviewing with the Board of Directors, appoints to the Nominating Committee: two Past Presidents and a current professional member, who could be a member of the OASBO Board of Directors. It is the Immediate Past President's responsibility to convene the Nominating Committee. This committee meets at least one time per year.

13. The Professional Development Committee

Staff Liaison (Deputy Executive Director) Board Liaison (Vice-President)

OASBO's Vice President serves as chairperson of the Professional Development Committee. This group directs the annual professional development activities of the organization and is involved in creating new seminar offerings as well as maintaining and updating existing offerings as necessary for the successful completion of the profession development programs. This committee meets at least twice annually to plan the professional development activities for the coming year. Committee members may take on the role of Seminar Director. Seminar Directors develop seminar agendas, secure speakers for specific workshops, act as an onsite seminar moderator and work closely with OASBO staff to facilitate the completion of their respective event(s). Other meetings of the full committee are called at the discretion of the Professional Development Chairperson.

14. The Website/Technology Advisory Committee

Staff Liaison (COO) Board Liaison (At-Large Bus. Manager Rep.)

This committee was created to serve in an advisory capacity for the development and maintenance of the OASBO website and related membership management software. Members work collaboratively with the OASBO staff and external consultants as needed to give feedback about Website content, design, user accessibility and tools and act as beta testers for new features and functionality. The Website Committee meets as needed.

The President and/or Executive Director, with the approval of the Board of Directors, may establish such other committees as are necessary and appropriate.

OASBO COMMITTEE DEVELOPMENT OF MATERIALS

In the event that an individual serves on a committee convened by OASBO, all products generated by the committee become the sole property of OASBO and no member of the committee may use the project deliverables and intellectual properties or any other works of the group to derive personal gain.

Project deliverables and intellectual properties are defined as but not limited to the following: audio and/or video tapes, manuscripts, PowerPoint presentations, and journal articles.

OASBO COMMITTEE RECOGNITION

Annual Conference Chairpersons:

In recognition of the significant effort given by the Annual Conference Committee Chairpersons and the OASBO Executive Committee, all registration fees for these individuals will be waived. In addition, rooms will be provided at OASBO expense for the duration of the Workshop and the night before.

Seminar Directors/Facilitators/Presenters:

Seminar registration fees are waived for the director and one facilitator. At regional seminars, registration fees will be waived for one facilitator.

OASBO CHAPTER/REGIONAL COMMITTEES/AFFILIATE STRUCTURE

Formation

A chapter may be formed by not fewer than ten active members of OASBO with the approval of the Board of Directors.

Chapter

Application for a charter for the chapter shall be made in writing to the Secretary-Treasurer and shall contain the proposed name of the chapter, its location, the names of the active members forming it, and the proposed chapter's constitution and by-laws. The Secretary-Treasurer shall verify that the members named thereon are in good standing and certify same to the Board of Directors at its next meeting. If a majority of the full membership of the Board of Directors approves said application, the President and Secretary-Treasurer shall cause a charter to be issued.

Chapter Qualifications

- A. Chapter membership shall be open to persons employed in the administration of school district business affairs.
- B. The term of office of chapter officers shall begin on the first day of July.
- C. The chapter's membership shall at all times include ten or more members of OASBO.
- D. Chapters shall maintain their own tax-identification number, constitution & bylaws and file applicable 990 forms on an annual basis.

Regional Committees

Certain chapters have chosen not to operate as a separate legal entity and have elected to be recognized as a regional committee of OASBO. The provisions outlined above under "Committees" will govern the activities of these regional committees. The following groups have elected to become Regional Committees:

Regional Committees

Staff Liaison

Board Liaison

- | | | |
|---------------------------|-----------------|--------------|
| A. Career Tech Treasurers | Deputy Ex. Dir. | Central Dir. |
| B. Central | Deputy Ex. Dir. | Central Dir. |
| C. East Central | Executive Dir. | NE Director |
| D. Southeast | COO | SE Director |
| E. Southern Hills | COO | SE Director |
| F. Southern Valley | COO | SE Director |

Affiliates

Certain membership groups have chosen to organize as a separate legal entity rather than as a chapter or regional committee. These organizations operate under their own Articles of Incorporation and Bylaws. The following groups have elected to become Affiliates:

<u>Affiliates</u>	<u>Staff Liaison</u>	<u>Board Liaison</u>
A. ESC Treasurers	Deputy Ex. Dir.	Central Dir.
B. Transportation/OAPT	Deputy Ex. Dir.	At Large (Trans)

OASBO Charter Chapters

	<u>Staff Liaison</u>	<u>Board Liaison</u>
A. Statewide Chapters		
a. Food & Nutrition	Deputy Ex. Dir.	At Large (F&N)
B. Regional Chapters		
a. Northeast Region		
i. Five County	Executive Dir.	NE Director
ii. Northeast	Executive Dir.	NE Director
iii. Western Reserve	Executive Dir.	NE Director
b. Northwest Region		
i. Northwest	COO	NW Director
ii. West Central	COO	NW Director
c. Southwest Region		
i. Miami Valley	Executive Dir.	SW Director
ii. Ohio Valley	Executive Dir.	SW Director

Adjustments of Chapter Boundaries

The following criteria are hereby established to determine the validity of any request to adjust chapter boundaries (including the creation of a new geographic chapter). The formation of any new chapter as a result of new or revised membership classifications is not addressed by these criteria. Any request to adjust existing chapter boundaries must be based upon the goals of improving leadership and providing improved membership services.

1. Each request should be filed with the OASBO Executive Director or OASBO President who will refer it to an ad hoc chapter organization committee and must contain a map of both the existing and proposed chapter boundaries.
2. All chapter members in the affected areas shall be given the opportunity to vote on the proposed changes by marked written ballot. The regional director(s) shall conduct the vote with a majority affirmative votes required for further processing.
3. If the vote of the affected members is affirmative, the regional director(s) shall request from each chapter involved a formal acceptance of the boundary adjustment evidenced by a copy of the minutes showing action on the proposal. In the event, each chapter involved does not accept the boundary adjustment, the matter shall be referred to the chapter organization committee, by the regional director, for further study.

4. The regional director(s) shall present to the chapter organization committee results of the written ballot vote and copies of formal action by the chapters involved.
5. The chapter organization committee shall:
 - Verify compliance with all constitutional requirements.
 - Verify consistency of proposal with the goals and needs of the state association.
 - The chapter organization committee shall present all proposals submitted to the Board of Directors along with a recommendation for their approval.

OASBO's CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to complement the OASBO Policy Manual to prevent the personal interest of staff members, Board of Directors and volunteers from interfering with the performance of their duties to OASBO, or result in personal financial, professional, or political gain on the part of such persons at the expense of OASBO or its Members, supporters, and other stakeholders.

Accepting gifts (including such things as tickets for sporting events and other entertainment, golf, travel, dinners, receptions and other things of value, collectively referred to as a "Gift" or "Gifts") or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the Gift or other favors does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. ***Public officials, including the Board of Directors, members and volunteers of OASBO, must not accept Gifts in excess of \$25.00 annually from a "prohibited source" in accordance with the Ohio Ethics Law and the Licensure Code of Professional Conduct for Ohio Educators.***

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and Board of Directors of OASBO. Board means the Board of Directors. Officer means an officer of the Board of Directors. Volunteer means a person -- other than a board member -- who does not receive compensation for services and expertise provided to OASBO and retains a significant independent decision-making authority to commit resources of the organization. Staff Member means a person who receives all or part of her/his income from the payroll of OASBO. Member means a Member of OASBO which shall be defined in the OASBO constitution and by-laws. Supporter means corporations, foundations, individuals and nonprofit organizations who contribute to OASBO.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing via the OASBO Annual Conflict of Interest Disclosure Form, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A member of the Board of Directors (Board Member) is related to another Board Member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.

- c. A Board Member or their organization stands to benefit from a transaction or staff member of such organization receives payment from or for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the Constitution & By-Laws and the OASBO Policy Manual.
 - d. A Board Member's organization receives grant funding from OASBO.
 - e. A Board Member or staff member is a member of the governing body of a contributor to OASBO.
 - f. A volunteer working on behalf of OASBO who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board of Directors shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect OASBO's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested Board Members are less than a quorum if at least one consenting Board Member is disinterested.
3. A Board Member or OASBO committee member who is formally considering employment with OASBO must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board Member's elected term which will not be extended because of the leave. A Board Member or OASBO committee member who is formally considering employment with OASBO must submit a written request for a temporary leave of absence to the Secretary-Treasurer of the OASBO Board, c/o 98 Commerce Park Drive, Westerville, Ohio 43082, indicating the time of the leave. The Executive Director or his designee will inform the President of the Board of Directors of such a request. The President will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the OASBO Board meeting.
4. An interested Board Member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
5. Anyone able to make decisions about spending resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to the Board of Directors, staff members, volunteer leaders or other key stakeholders upon commencement of such person's relationship with OASBO or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer leader shall sign and date the OASBO Annual Conflict of Interest Disclosure Form at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

7. The OASBO Annual Conflict of Interest Disclosure Form must be filed annually by all specified parties.

MEMBER TRAVEL

OASBO shall not pay or reimburse any travel expenses for OASBO members who are considered public officials or employees (including the Board of Directors, committee members and volunteers of OASBO) in accordance with the Ohio Ethics Laws and the Licensure Code of Professional Conduct for Ohio Educators.

If an OASBO member is speaking at an OASBO conference or seminar in his or her official capacity as a public official, then OASBO may waive the cost of registration for that individual to attend the remainder of the OASBO conference or seminar at no charge. The Deputy Executive Director (as general counsel to the Association) must review any such waiver prior to its application.

ANTITRUST GUIDE FOR ASSOCIATION MEMBERS

A Brief Outline of Procedures to Maintain Compliance with the Law

Application of Antitrust Laws to Association Activities

Associations are subject to strict scrutiny under both federal and state antitrust laws and must proceed with extreme caution in certain areas of activity to ensure against violation of the federal antitrust laws and antitrust statutes that have been adopted by most states.

There are both civil and criminal penalties that can be imposed for violating the antitrust laws.

The Sherman Act and the Federal Trade Commission Act

The most important antitrust statutes relating to association activities are Section 1 of the Sherman Act and Section 5 of the Federal Trade Commission Act. Section 1 of the Sherman Act prohibits “contracts, combinations, or conspiracies...in restraint of trade prices.” Section 5 of the Federal Trade Commission Act prohibits “unfair methods of competition in or affecting commerce.”

Penalties for Violation of the Antitrust Laws

Federal antitrust laws may be enforced against an association (and its members and staff) both by government officials and by private parties. In both cases, penalties are severe.

Antitrust Problem Areas of Association Activities

Price-Fixing

Experience shows that association members are most likely to violate, and the government is most likely to strictly enforce, the price-fixing prohibitions of the Sherman and Federal Trade Commission Acts.

Agreement to Divide Customers or Territory

The antitrust laws expressly prohibit any understanding or agreement between competitors or members of an association involving division or allocation of customers or territory.

Membership Restrictions

Assuming that an association provides an essential economic benefit, the denial of membership to an applicant or the denial of access to the services to nonmembers may constitute a restraint of trade because such a denial may limit the ability of the applicant or nonmembers to compete. Therefore, membership criteria must be carefully established with a view toward avoiding antitrust problems, as well as the policy regarding access to nonmembers.

Standardization and Certification

An association that develops voluntary industry standards may face antitrust problems if such a standard is not carefully developed and reasonably applied. Similarly, association certification activities must be administered in a nondiscriminatory manner.

Industry Self-Regulation

Associations commonly establish codes of ethics for their members, including procedures for enforcement of such codes. The association must exercise care if it seeks to enforce its code in order to avoid antitrust problems.

How to Avoid Antitrust Problems

Associations should adopt the following rules in order to ensure against unintentional violations of the antitrust laws.

General Operating Procedures

1. A full description of the association's intention to comply fully with the antitrust laws should be included in its bylaws or in a written policy statement of the association.
2. All members of the Board of Directors of the association should receive a copy of the association's antitrust policy statement, detailing what can and cannot be done at association meetings.
3. The association's legal counsel should update members concerning antitrust problems periodically and should formalize the association's antitrust compliance program.
4. The association's legal counsel should approve in advance all new association benchmark programs or changes in existing benchmark programs that may have potential antitrust implications. In this regard, special attention should be given to statistical reporting and credit reporting programs.
5. All association meetings should be regularly scheduled, and members should never hold "rump" meetings.
6. An agenda should be prepared for each meeting of the association.
7. Legal counsel should be present at all meetings which sensitive issues will be discussed.
8. The minutes of all association meetings should be accurate and the association executive should never sign minutes that have been doctored or that are incomplete.
9. Any action by the association or its Board of Directors that has the effect of rejecting membership applications should not become final without approval by legal counsel.
10. The association should develop a form record retention program.
11. No association staff member should have the authority to communicate with officials of the Federal Trade Commission or the Antitrust Division of the Department of Justice without prior approval of the association's legal counsel.

Membership Policy

The association should not:

1. Exclude certain competitors from membership in the association, especially if there is arguably an essential business advantage of being a member.
2. Restrict members from dealing with nonmembers.
3. Limit access to information developed by the association unless such limitation is firmly grounded upon the need to protect trade secrets.

Self-Regulation and Codes of Ethics

The association must not:

1. Adopt regulations or policies that have price-fixing implications, such as prohibitions on advertising of prices, or that unreasonably restrict the ability of any member or group of members to compete.
2. Require members to refrain from dealing with a member who has violated the association's code of ethics.
3. Enforce the code of ethics arbitrarily.
4. Impose unreasonably severe penalties for violation of a code of ethics.

Topics of Discussions that Must Be Avoided at Association Meetings

1. Current or future prices (great care must be taken in discussing past prices).
2. What constitutes a "fair" profit level.
3. Possible increases or decreases in prices.
4. Standardization or stabilization of prices.
5. Pricing procedures.
6. Cash discounts.
7. Credit terms.
8. Control of sales.
9. Allocation of markets.
10. Refusal to deal with a corporation because of its pricing or distribution practices.
11. Whether the pricing practices of any industry member are unethical or constitute an unfair trade practice.

**COMMITTEE/CHAPTER LEADER ACKNOWLEDGEMENT OF THE
OASBO COMMITTEE/CHAPTER MANUAL**

I acknowledge and affirm that I have received a copy of the OASBO Committee/Chapter Manual. I understand that the manual describes important information about some of the policies affecting my role as a Committee/Chapter Leader with OASBO and that I can and should consult the President and/or Executive Director regarding any questions not answered in the manual.

I will read and obey all procedures and policies set forth in this manual. I agree to conform to the policies and procedures outlined in this manual. I understand that the provisions of the manual are subject to change by the OASBO Board of Directors and that it is my responsibility to stay current with any additions, changes or modifications to the manual. I understand that this OASBO Committee/Chapter Manual and its contents are to serve as a guide.

I acknowledge that I have received and read a copy of the OASBO Committee/Chapter Manual and had the opportunity to ask questions to the OASBO President or Executive Director.

I understand that the OASBO Committee/Chapter Manual contains certain rules and regulations concerning my role with a committee or chapter. I have read and understand my obligations under the Antitrust Guide for Association Members, Conflict of Interests Policy and Code of Ethics Policy. I understand that the OASBO Board of Directors may update and/or change the contents of the OASBO Committee/Chapter manual at any time.

I understand that my signature below demonstrates that I have read and understand the statements and terms set forth above in the manual.

Committee/Chapter Leader Signature & Printed Name

Date

Executive Director's Signature

Date

OASBO Annual Conflict of Interest Disclosure Form

Name: _____ Date: _____

Position (employee/volunteer leader/board of director/trustee):_____

I certify that I, except as described below, am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the OASBO which has resulted or could result in personal benefit to me.
- 2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with OASBO.

Please describe below any exceptions to 1 or 2 above with a full description of relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Ohio Association of School Business Officials and your personal interests, financial or otherwise.

____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

- 1. _____
- 2. _____
- 3. _____

____ I have no conflict of interest to report

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of the Ohio Association of School Business Officials

Signature: _____

Date: _____