

OHIO ASSOCIATION OF SCHOOL BUSINESS OFFICIALS

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I – NAME

The name of the organization governed by this Constitution and associated Bylaws shall be the Ohio Association of School Business Officials (OASBO or the Association).

ARTICLE II - PURPOSE

The purposes of OASBO shall be as follows:

- A. To advance public education in Ohio through continuing progress in the conduct of the business affairs of Ohio school districts.
- B. To promote the professional growth and welfare of current and future school business officials in the Ohio school districts.
- C. To study, establish, and inform efficient methods of procedure and high standards of ethical practice in the conduct of the business affairs of school districts.
- D. To encourage collaboration with other school district administrators, teachers, and staff, as well as boards of education, state agencies and other state and national professional school organizations in the advancement of common goals.
- E. To support and promote those legislative acts of the State of Ohio which further the aims of OASBO.

Business affairs means any business, finance, and operational aspects of a school district.

School district means “city school districts,” “local school districts,” “exempted village school districts,” and “cooperative education school districts;” and joint vocational school districts may be styled either “joint vocational school districts” or “vocational school districts,” as defined in Ohio Revised Code Section 3311.01.

School business official means an individual employed in the business affairs of a school district.

ARTICLE III - AFFILIATION

OASBO shall be affiliated with the Association of School Business Officials International.

ARTICLE IV - MEMBERSHIP

Section 1. Membership.

OASBO membership shall consist of professional, associate, auxiliary, retired, student, service affiliate, honorary, and lifetime members. Professional members shall be considered the voting members. All other members shall be nonvoting members.

- A. **Professional Membership.** Professional membership shall be available to persons employed in the business affairs of school districts in Ohio.
- B. **Associate Membership.** Associate membership shall be available to persons employed in the business affairs of school districts in Ohio, including support staff for school district business and fiscal operations. An associate member may apply for a position on the Board of Directors; however, he/she must become a professional member upon election and remain a professional member while holding office.
- C. **Auxiliary Membership.** Auxiliary membership shall be available to persons employed in institutions of higher education in positions related to the field of school business administration; to employees of state agencies and other public institutions in Ohio who are directly concerned with the business operations of Ohio public schools; and to persons who hold a treasurer or business manager license in Ohio but are not currently employed in a school district.
- D. **Retired Membership.** Retired membership shall be available to members of OASBO who hold active membership at the time of their retirement as a school business official of a school district. Retired means having been accepted for retirement by the School Employees Retirement System, the State Teachers Retirement System, or the Public Employees Retirement System, and being no longer employed by a board of education of this state. Retired-rehired school business officials serving as treasurer/CFO or business manager are not eligible for retired membership; they are eligible for professional membership.
- E. **Student Membership.** Student membership shall be available to full-time students enrolled in a college or university, OASBO approved interns, and individuals officially enrolled in the OASBO Licensure Pathway Program.
- F. **Service Affiliate Membership.** Service affiliate membership is open to any company or sole proprietor that offers products or services to Ohio public school districts. The membership shall be issued in the name of the company.
- G. **Lifetime Membership.** Lifetime membership shall be awarded to Past OASBO Presidents who have announced their intention to retire from the school business field within the year or if they will no longer be employed full-time in a school business official position.
- H. **Honorary Membership.** Honorary membership is awarded to individuals who may be so honored by the Board of Directors.

Section 2. Determination and Privileges of Membership

- A. Qualification for membership shall be determined by the Board of Directors.
- B. Any properly qualified person or entity shall be considered a member upon payment of the dues required for membership.
- C. Only professional members shall have the right to vote and hold office.
- D. Privileges of membership shall be determined by the Board of Directors, including the privilege of registering for conferences and meetings at membership prices, access to publications and other resources and services.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

The members of the Board of Directors shall be the Officers (including the Immediate Past President, the President, the President-Elect, the Vice President, and the Secretary-Treasurer), the five (5) Regional Directors, and the three (3) At-Large Directors.

Section 1. Authority and Duties.

The Board of Directors shall be vested with the power to act in the name of OASBO between Annual Meetings on all matters pertaining to the welfare of the organization, provided same are not in conflict with the Constitution and Bylaws.

The Board of Directors shall be vested with the power to call special meetings of OASBO and to designate the date, time, and place of any such meeting and the reason for such meeting, to be fully stated in a notice at least twenty days prior to the day of the meeting.

The Board of Directors shall be empowered to grant chapter charters and to suspend or revoke the charter of any chapter which fails to maintain the qualifications set forth in Article XI of the Constitution.

The Board of Directors shall be empowered to employ an Executive Director and staff as necessary to perform such duties as determined by the Board of Directors, and to determine the compensation of the Executive Director. The Board of Directors shall annually evaluate the Executive Director in a manner determined by the Board of Directors.

The Board of Directors shall approve the annual budget of OASBO.

Section 2. Quorum; Meetings; Voting.

At all meetings of the Board of Directors, a majority of the total members of said Board shall constitute a quorum for the transaction of business. Meetings of the Board of Directors may be held through communications technology if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

Between meetings of the Board of Directors, questions may be put to the Board by electronic mail, and members of the Board may cast their votes on said questions by electronic mail, with the protocols and procedures for same to be established by the Board of Directors in its policies.

Section 3. Eligibility for and Qualifications of the Board of Directors.

To serve on the Board of Directors, an individual must:

- A. Be a professional member as defined in Article IV of this Constitution;
- B. Employed in a school district;
- C. Have been an OASBO member for at least three years; and
- D. Demonstrate leadership qualities, with emphasis placed on the following:
 - a. One term as an OASBO chapter officer.
 - b. One term in an OASBO leadership position (e.g., committee chair, seminar director, or other OASBO leadership service).

Section 4. Officers.

The officers of OASBO are members of the Board of Directors. The officers shall consist of the Immediate Past President, President, President-Elect, Vice President, and Secretary-Treasurer.

- A. Term: The President shall serve for one year to begin on the first day of July, and shall automatically succeed to the office of Past President upon the completion of his/her term of office as President.
 - a. Term: The President shall serve for one year to begin on the first day of July.
 - b. Responsibilities:
 - i. The President shall be the presiding officer at all meetings of the Board of Directors. He/she shall also be the presiding officer at the Annual Meeting of the general membership.
 - ii. The President shall work closely with the Executive Director to see that all matters of business are expedited.
 - iii. The President or his/her designee is to represent the membership of OASBO at all times when needed.
 - iv. The President shall, in conjunction with the OASBO Board of Directors, set, establish, and monitor goals for OASBO through, but not limited to, the annual evaluation of the Executive Director/CEO.
 - v. The President shall also see that the relationship with the Association of School Business Officials International be promoted so that OASBO and

the Association of School Business Officials International can grow together for mutual professional benefit.

- vi. The President may call meetings of the Board of Directors as he/she deems necessary with twenty-four hours' notice. The President shall present a list of scheduled Board of Directors meetings no later than July 31. The list shall contain not less than four Board of Directors meetings.
- vii. The President shall also manage any other special needs as they develop throughout his/her tenure of office.

B. President-Elect. The President-Elect shall work closely with the President in assuming major responsibilities to provide leadership continuity for the organization. He/she, in the absence of the President or the inability of the President to serve, shall assume the duties of the President. Major responsibilities will consist of the Annual Conference, as described further below, and leadership transition.

a. Term: The President-Elect shall serve for a term of one year to begin on the first day of July, and shall automatically succeed to the office of President upon the completion of his/her term of office as President-Elect.

b. Responsibilities:

i. The President-Elect is the chairperson of the committee for the Annual Conference, and shall organize and oversee its subcommittees as designated by the Board of Directors, and work collaboratively with the subcommittees and staff to plan, promote, and implement all Annual Conference activities.

ii. The President-Elect shall work closely with the President to establish leadership for each committee, task force, or ad hoc work group, provide major assistance to recruit members with the knowledge and skills necessary for the success of each committee, serve as a "committee liaison" for the Board of Directors by regularly communicating with committee leadership to review progress, to offer suggestions and assistance to committees, and to otherwise aid committees in carrying out OASBO goals.

iii. The President-Elect shall meet with the President, as necessary, to become fully aware of the responsibilities of the office of President which will continue into the following year, and will handle other assignments requested by the President.

C. Vice President. The Vice President shall work closely with the other officers and members of the Board of Directors to assure that OASBO is accomplishing its goals and meeting the needs of its membership. He/she shall assume the duties of President in the absence or inability of the President and President-Elect to serve as required by the Constitution and Bylaws.

- a. Eligibility: In addition to the qualifications outlined in Section 3 of this Article, an individual serving as Vice President must (a) complete a full term as Secretary-Treasurer or (b) complete three years of service as a Regional or At-Large Director before he/she assumes office.
 - b. Term: The Vice President shall be elected at the Annual Meeting for a term of one year to begin on the first day of July next ensuing, and shall automatically succeed to the office of President-Elect upon the completion of his/her term of office as Vice President.
 - c. Responsibilities:
 - i. The Vice President is the co-chair of the professional development committee, and is responsible for working with the committee co-chair vice chair, and OASBO staff, to plan and implement the annual professional development calendar of events.
 - ii. The Vice President is an elected officer in OASBO and, as such, the person elected must be willing to commit the necessary time and service to OASBO. He/she may be charged with other pertinent assignments as requested by the President.
- D. Secretary-Treasurer. The Secretary-Treasurer is an integral part of the planning, organizing, follow-through, and decision-making function. The Secretary-Treasurer shall be responsible for the minutes of all meetings of the Board of Directors and membership, shall serve as the liaison between the OASBO Chief Financial Officer (CFO) and the Board of Directors, and shall perform other duties as outlined in Board policy or requested by the President.
- a. Term and Term Limits: The Secretary-Treasurer shall be elected in alternate years at the Annual Meeting for a term of two years to begin on the first day of July next ensuing and will be limited to one term.
 - b. Responsibilities:
 - i. The Secretary-Treasurer shall serve as the chairperson of the audit committee. He/she shall be responsible for selecting the external audit firm, initiating special reviews or investigations, and recommending internal controls along with the audit committee. He/she shall report to the Board of Directors the results of the audit/review or investigations.
 - ii. The Secretary-Treasurer shall keep a full and accurate record of the proceedings and transactions of all meetings of OASBO's membership and the Board of Directors, and shall officially sign same certifying one copy to the President.

- iii. The Secretary-Treasurer shall, at the expiration of the term of office, transfer to his/her successor in office all books, papers, records, and other property in his/her possession belonging to OASBO.
 - iv. The Secretary-Treasurer shall attend every session of OASBO's meetings and Board of Directors' meetings unless excused by the President.
 - v. The Secretary-Treasurer is an elected officer in OASBO and, as such, the person elected must be willing to commit the necessary time and service to OASBO. He/she may be charged with other pertinent assignments as requested by the President.
- E. Immediate Past President. The Immediate Past President, as part of the Board of Directors, has definite responsibilities. He/she is an integral part of the planning, organizing, carry-out, and decision-making functions.
- a. Term: The Immediate Past President serves for a term of one year to begin on the first day of July.
 - b. Responsibilities:
 - i. The Immediate Past President will have the basic responsibility of giving the guidance and benefit of his/her past experiences as President to the officers and the Board of Directors.
 - ii. The Immediate Past President will serve as chairperson of the Nominating Committee. This Committee will present a slate of board of director candidates to the general membership at the Annual Meeting.
 - iii. The Immediate Past President will also be responsible for reviewing and making recommendations to the Board of Directors for updating the OASBO Policy Manual and OASBO's Constitution and Bylaws.

Section 5. Regional and At-Large Directors.

- A. Regional Directors. The Regional Directors shall include the Central Region Director, the Northeast Region Director, the Northwest Region Director, the Southeast Region Director, and the Southwest Region Director. The Regional Director is elected by OASBO and his/her office is an integral part of the planning, organizing, carry-out, and decision-making functions.
- a. Regional Directors - Representation:
 - i. The Central Region Director shall be the Board Liaison to the OASBO Central Chapter/Committee, Ohio Educational Service Center Treasurers Association/Committee, the Ohio Association of Career Tech Treasurers/Committee, and any other OASBO-recognized chapter or committee formed in central Ohio.

- ii. The Northeast Region Director shall be the Board Liaison to the following OASBO Chapters/Committees: East Central, Five County, Northeast, Western Reserve, and any other OASBO-recognized chapter or committee formed in northeast Ohio.
 - iii. The Northwest Region Director shall be the Board Liaison to the following OASBO Chapters/Committees: Northwest, West Central, and any other OASBO-recognized chapter or committee formed in northwest Ohio.
 - iv. The Southeast Region Director shall be the Board Liaison to the following OASBO Chapters/Committees: Southern Hills, and Southern Valley, and any other OASBO-recognized chapter or committee formed in southeast Ohio.
 - v. The Southwest Region Director shall be the Board Liaison to the following OASBO Chapters/Committees: Miami Valley, Ohio Valley, and any other OASBO-recognized chapter or committee formed in southwest Ohio.
- b. Term:
- i. The term of office of a Regional Director is three (3) years. No Regional Director shall be elected to consecutive three-year terms, unless notified by the President that there are no applicants for such position. Under such circumstances, the Regional Director may apply for a consecutive three-year term.
 - ii. Regional Directors shall be elected at the Annual Meeting and their terms will begin on the first day of July next ensuing.
 - iii. The Northeast and Southeast Regional Directors shall be elected in 2021, 2024, etc.
 - iv. The Central Regional Director shall be elected in 2022, 2025, etc.
 - v. The Northwest and Southwest Regional Directors shall be elected in 2020, 2023, etc.
- c. Responsibilities:
- i. A Regional Director will act as a liaison to respective chapters to ensure a close relationship between those chapters and OASBO. It is the Regional Director's responsibility to report at the chapter meetings on OASBO initiatives and updates.
 - ii. A Regional Director will help build the chapter membership and bring all chapter members into OASBO.

- iii. A Regional Director or a designee will assist with coordinating all regional professional development events.
 - iv. A Regional Director shall have the responsibility to encourage the chapter to make sure that its constitution, bylaws, and procedures correspond and follow those of OASBO to ensure a coordinated and functional statewide structure.
 - v. The Regional Director is an elected director of OASBO and, as such, the person elected must be willing to commit the necessary time and service to OASBO. He/she may be charged with other pertinent assignments as made by the President.
- B. At-Large Directors. The At-Large Directors include the At-Large Director – Business Manager, the At-Large Director – Liaison to Food & Nutrition, and the At-Large Director – Liaison to Transportation.
- a. At-Large Directors – Representation:
 - i. At-Large Director – Business Manager. The At-Large Director is open to any professional member serving as Business Manager or equivalent position (Business Manager License not required).
 - ii. At-Large Director – Liaison to Food & Nutrition. The At-Large Director position is open to any professional member. In addition to representing all members of OASBO members, this position is to serve as a liaison to food service directors and work closely with any OASBO chapters and committees connected to food service.
 - iii. At-Large Director – Liaison to Transportation. The At-Large Director position is open to any professional members. In addition to representing all members of OASBO members, this position is to serve as a liaison to transportation directors and work closely with the Ohio Association of Pupil Transportation (OAPT) and any OASBO chapters and committees connected to transportation.
 - b. Term:
 - i. The term of office of At-Large Directors is three (3) years. No At-Large Director shall be elected to consecutive three-year terms, unless notified by the President that there are no applicants for such position. Under such circumstances, the At-Large Director may apply for a consecutive three-year term.
 - ii. At-Large Directors shall be elected at the Annual Meeting and their terms will begin on the first day of July next ensuing.
 - iii. At-Large Directors shall be elected in 2022, 2025, etc.

- c. Responsibilities
 - i. An At-Large Director will act as a liaison to the respective chapter or group represented to ensure a close relationship between the chapter/group and OASBO. It is the At-Large Director's responsibility to report at the chapter/group meetings on OASBO initiatives and updates.
 - ii. An At-Large Director will help build the pertinent chapter/group membership and bring all such chapter/group members into OASBO.
 - iii. An At-Large Director is an elected director of OASBO and, as such, the person elected must be willing to commit the necessary time and service to OASBO. He/she may be charged with other pertinent assignments as made by the President.

ARTICLE VI - VACANCIES

Should a vacancy occur in any of the offices or on the Board the Directors, such vacancy shall be filled by appointment of the President and approved by the Board of Directors. If the vacancy occurs in relation to a term extending beyond June 30 next following the vacancy, such appointee shall hold office until his/her successor (a) is elected at the Annual Meeting next following the vacancy and (b) takes office the following July 1 to fill the remainder of the unexpired term. The filling of an unexpired term does not prevent an individual from applying to serve a full three-year term on the Board of Directors and, under such circumstances, would not be considered a "consecutive three-year term" as referenced in Article V.

ARTICLE VII - ANNUAL MEETING

The supreme authority of OASBO shall be vested in an Annual Meeting of the membership at which each professional member in attendance shall have an equal vote. The business of the Annual Meeting shall be conducted in accordance with "Robert's Rules of Order Revised" and shall include:

- A. The election of OASBO Officers, Regional Directors, and At-Large Directors.
- B. Confirmation of the date and place of the next Annual Meeting.
- C. Appropriate items in pursuit of the general aim and purposes set forth in Article II of this Constitution.

ARTICLE VIII - QUORUM

Ten percent (10%) of the professional members shall constitute a quorum for the transaction of OASBO business.

ARTICLE IX - ELECTION, DISCIPLINE OR REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS (INCLUDING OFFICERS)

Section 1. Election of a Member of the Board of Directors.

Except as otherwise stated in this Constitution and Bylaws, the election of officers and members of the Board of Directors for an ensuing term shall take place at the Annual Meeting in accordance with the Method of Election in Section 2 and 3 of this Article. The term of all officers and members of the Board of Directors shall begin on the first day of July following the Annual Meeting.

Section 2. Method of Election.

- A. A Nominating Committee shall prepare a list of candidates to be voted on at the Annual Meeting. The Nominating Committee will be chaired by the Immediate Past President and include the President-Elect. Additionally, the Immediate Past President, after reviewing with the Board of Directors, will appoint two Past Presidents and a current professional member, who could be a member of the OASBO Board of Directors, to the Nominating Committee. It will be the Immediate Past President's responsibility to convene the Nominating Committee.
- B. Candidates will be solicited through a communication to all members. Members meeting the eligibility and qualifications as defined in Article V may apply or be nominated by another member. All candidates shall have given their consent and had an interview by the Nominating Committee.
- C. Additional nominations for any office may be made from the floor of the meeting.
- D. The candidates receiving the majority of the votes cast shall be declared elected.

Section 3. Discipline or Removal of a Member of the Board of Directors.

The Board of Directors may invoke disciplinary proceedings against any of its members whose actions, conduct, or behavior violates the Constitution and Bylaws or policies of OASBO, or threatens its order, function, peace, reputation, or dignity. Such disciplinary action may be in the form of a reprimand, suspension, request for resignation, or expulsion.

The Board shall prepare a written statement of the charges against the Board member, including a request to show cause why disciplinary action should not be taken. The statement of charges shall be presented to the Board member, either directly or by certified or registered mail.

Such Board member shall have thirty (30) days from the date of notice to file a written response with the President. Thereafter, at the request of the Board member, the Board of Directors shall schedule a hearing, with notice of said hearing being served to the Board member personally or by certified or registered mail. If, after hearing the evidence presented or in the absence of a request for a hearing, the Board of Directors by a two-thirds majority vote finds the Board member guilty as charged, the Board of Directors may order appropriate disciplinary action.

A certified copy of the order shall be served upon the Board member personally, or by certified or registered mail. If a Board member shall have been removed or suspended, or shall have resigned, his

or her position on the Board of Directors shall be declared vacant and will be filled according to the provision of Article VI – Vacancies.

ARTICLE X - CHANGES IN CONSTITUTION AND BYLAWS

Section 1. Procedure.

Changes or additions to the Constitution and Bylaws may be made at the Annual Meeting or any other meeting of OASBO, provided that resolutions for such changes or additions shall be first presented to the voting members of OASBO at least 30 days prior to the vote on same. Notwithstanding the foregoing, such resolutions may be so presented to the voting members of OASBO by electronic mail, and such votes may be taken by electronic mail in accordance with protocols and procedures established by the Board of Directors in its policies.

Section 2. Vote Required.

Changes or additions to the Constitution and Bylaws shall be determined by a two-thirds majority of professional members. All other questions shall be decided by a majority vote.

ARTICLE XI - CHAPTERS

Section 1. Formation and Qualifications.

OASBO encourages the creation of local groups of school business officials active in OASBO within a particular region in order to provide more frequent personal contact and facilitate regional activities that complement the activities of OASBO and furthers OASBO's mission and vision.

The Board may recognize a group composed of at least ten active members in the Ohio Association of School Business Officials that have been organized for the purpose of encouraging communication among participants within a specified geographic region. All such groups shall be a "Chapter" of OASBO. To be recognized as a chapter by OASBO, the group must file an application for a charter from OASBO and shall meet the requirements as described in this Article.

Section 2. Application for Charter.

A request for an application for a charter from OASBO shall be made in writing to the Secretary-Treasurer. The charter application shall include:

- A. The proposed name of the chapter and its location. The name of the chapter must use the word "Chapter" in its name (e.g., the "Miami Valley Chapter of Ohio Association of School Business Officials").
- B. The names of the active professional and associate members of OASBO forming the chapter (which must include at least ten individuals), which members must be committed to meet at least twice per year in support of the chapter.
- C. Bylaws of the chapter (which must be approved by the Board of Directors).

- D. All required forms and other materials as outlined in the “Requirements and Guidelines for Chapters of the Ohio Association of School Business Officials” or such other document as may be provided by the Board of Directors.

The Secretary-Treasurer shall verify that the members named in the application are in good standing and that all required forms and other materials included in the application are complete and certify the 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. Notwithstanding the preceding provisions, the Board of Directors, in its discretion, may waive or alter the charter application process at any time or from time to time.

Section 3. Chapter Requirements.

For a chapter to maintain its charter, it shall meet the following requirements:

- A. At all times, the chapter shall have ten or more professional or associate members of OASBO as members of the chapter.
- B. The chapter shall govern and operate in accordance with the chapter’s bylaws.
- C. The chapter shall operate in a manner that shall not be inconsistent with OASBO’s Articles of Incorporation or its Constitution and Bylaws.
- D. The chapter shall offer at least two official chapter events in a fiscal year, which events shall include educational programs and networking opportunities that further and serve OASBO’s mission and vision and shall be conducted with the highest ethical standards.
- E. The chapter shall be self-supporting, shall have a status independent of OASBO, and shall not be controlled or managed by OASBO.
- F. The chapter shall comply with all applicable laws, regulations and other requirements related to maintaining its independent status from OASBO, including taking all necessary steps to remain an incorporated nonprofit corporation under the laws of Ohio.
- G. The chapter shall submit an annual report to the Board of Directors when requested and comply with other information requests as necessary in order for OASBO to comply with all applicable laws, regulations and other requirements related to the independent status of the chapter.

OASBO, through its Board of Directors, shall have authority to revoke a chapter’s charter on sixty days advance written notice for failure to comply with the requirements of this Article.

BYLAWS

ARTICLE I - FISCAL YEAR

The fiscal year of OASBO shall begin on the first day of July each year.

ARTICLE II - MEMBERSHIP YEAR

The membership year shall be the same as the fiscal year.

ARTICLE III - DUES

Professional Member: The Annual dues for Professional members will be .008 of compensation.

Definition of compensation for membership calculations is the member's annual salary plus any board-paid pick up retirement plans in which the contributions are actually paid by the employer. This sum is multiplied by .008 (eight tenths of one percent).

Other types of memberships and annual dues are listed:

Associate Member: To be determined annually by the Board of Directors

Auxiliary Member: To be determined annually by the Board of Directors

Retired Member: To be determined annually by the Board of Directors

Student Member: To be determined annually by the Board of Directors

Service Affiliate Member: To be determined annually by the Board of Directors

Membership Terms and Conditions

On August 15 or the first business day after August 15 if it occurs on a non-work day, all memberships that have not been renewed shall be terminated. New members joining or old members renewing at any time during the membership year are entitled to all OASBO rights upon receipt of full payment of membership dues. Dues are non-transferable, non-refundable, and not pro-rated.

ARTICLE IV - COMMITTEES

The OASBO President, with the Board of Directors, shall be responsible for the approval or recommendation of appointments to, and the annual goals of, the committees. Ad hoc committees shall be appointed as deemed necessary by the President.

- A. In addition to the Nominating Committee provided for specifically above in the Constitution, the Board of Directors may, at any time, create committees and task forces and appoint such persons and assign such duties and powers to them, as the Board of Directors may deem desirable in the interest of furthering the purposes or facilitating the administration of OASBO. The Board of Directors, or if it does not act, the committees, shall establish rules and regulations for meetings and shall meet at such times as are deemed necessary.

- B. At least one member of the Board of Directors shall serve on every committee and task force. Committees and task forces shall serve the Board of Directors solely in an advisory capacity and shall have no authority to act for the Board of Directors in the management of OASBO.
- C. Each committee and task force shall have a chairperson as designated by the Board of Directors. The Board of Directors may select a vice chairperson as they deem necessary. The members of any committee or task force shall serve at the pleasure of the Board of Directors. Committees and task forces shall have such authority and perform such duties as from time to time may be determined by the Board of Directors.
- D. Committee and task force members may voluntarily withdraw from membership of the committee or task force at any time. Notwithstanding any contrary provision, any committee or task force member may be removed from committee/task force membership at any time with or without cause upon the vote of a majority of the full number of the Board of Directors then serving on the Board.
- E. Each committee and task force shall keep written recordings of its meetings and actions outlining all topics discussed or considered by the committee or task force and specific action taken by the committee or task force. Such actions and updates shall be provided to the Board of Directors by such member serving on the committee or task force or a designated OASBO employee representative.

ARTICLE V - AUDIT OF FINANCIAL RECORDS

An audit of OASBO's financial records shall be made at least annually at the discretion of the Board of Directors, by an outside audit firm.

ARTICLE VI - DISSOLUTION OF ASSETS

In the event OASBO is disbanded, its assets will be presented as a gift to the Foundation for School Business Management. Procedures for the above will require a twelve-month dormancy period. At the expiration of the dormancy period, the officers who were in charge during the disbandment will forward all assets to the Foundation for School Business Management.