



2009-10

BYLAWS

OREGON ASSOCIATION OF MUNICIPAL RECORDERS
INCORPORATED

ARTICLE I - NAME

This Association shall be known as the Oregon Association of Municipal Recordors, Incorporated. [Amended September 18, 1987]

ARTICLE II - MEMBERSHIP

There are six classes of members: Full Member, Additional Full Member, Associate Member, Honorary Member, Corporate Member and Retired Member. [Amended September 21, 2007, September 18, 2009]

Section 1. Full Member: Full members are Municipal Clerks, City/Jurisdiction Secretaries, Recorders, Legislative Administrators and Directors of Corporate Services and/or an individual who serves a state of Oregon Legislative Government Body (LGB) in an administrative capacity with management responsibilities and whose duties include four of the following: • General Management • Records Management • Elections • Meeting Administration • Management of by-laws, Articles of Incorporation, ordinances or other legal instruments • Human Resources Management • Financial Management • Custody of the official seal and execution of official documents. [Amended September 24, 1999; September 21, 2007, September 19, 2008]

Section 2. Additional Full Member: Additional Full Members are fully qualified members from the same organization. This would essentially be Deputy Clerks/Assistants within the same City/Jurisdiction but could be other individuals provided they would qualify under the definition of Full Member. A City/Jurisdiction must have one Full Member before being eligible to have Additional Full Members. [Added September 24, 1999; Amended September 21, 2007]

Section 3. Associate Member: Associate Members are individuals serving a state of Oregon legislative body in a capacity not previously defined. In other words, if someone serving a legislative body does not qualify for Full Membership they may join as an Associate Member. Associate members DO NOT have the right to vote, hold office or obtain certification but they may take advantage of education programs and should they

eventually assume the job of Clerk or Deputy Clerk/Assistant, they may then apply for certification. A Full Member who is in transition (between jobs) shall automatically become an Associate Member until they reassume the position of Clerk. Associate members shall also pay a lower fee. [Added September 20, 1996; Amended September 21, 2007, September 19, 2008]

Section 4. Honorary Member: Any retired past President or individual designated by the Board of Directors shall be an honorary member. Honorary members shall not have the privilege of voting on fiscal matters or in the election of officers, but may serve, as appointed, on any Association committee. Honorary members' dues shall be waived. [Added September 20, 1996]

Section 5. Corporate Member: Corporate Members are those companies that find it advantageous to be affiliated with OAMR. They shall not have any voting rights nor can they hold office or be certified. [Added September 21, 2007]

Section 6. Retired Member: Any former member who, upon retirement, wishes to continue affiliation in OAMR is automatically eligible for retired membership provided such membership be taken within six months after the date of retirement. Retired members shall have the right to attend meetings and participate in discussions; however, they are not eligible to make motions, vote or hold office. [Added September 18, 2009]

Section 7. Transferability of Membership: Whenever an Active Member becomes disassociated from the City/Jurisdiction that funded the position that qualified him/her for Active Membership in OAMR, the Active Membership in OAMR shall remain with the City/Jurisdiction and be transferred to a successor. However, the disassociated member may request another membership classification as provided herein. [Added September 24, 1999]

ARTICLE III - DUES

Annual dues of this Association may be reviewed at the annual meeting, as deemed necessary. Dues shall be based on a calendar year, payable on or before January 1 of each year. Dues that are paid by a City/Jurisdiction for their representative need not be repaid for each change in personnel. [Amended October 12, 1984; October 11, 1985; September 15, 1989; September 13, 1991; Amended September 24, 1999; Amended September 24, 2004]

ARTICLE IV - OFFICES AND TERMS OF OFFICE

The Executive Committee of the Association shall consist of the Officers and Directors, who shall be elected as provided in Article V and shall serve as follows:

Section 1. Officers: President, First Vice President and Second Vice President, shall be elected for a one (1) year term, except that the First Vice President shall succeed the President upon the completion of the term and shall serve in that position for a one-year term and the Second Vice President shall succeed the First Vice President upon completion of the term, and shall serve in that position for a one-year term. The term for Secretary and Treasurer shall be two years. [Amended October 12, 1984; October 11, 1985; September 19, 1986; September 13, 1991, September 24, 1999]

Section 2. Directors: Seven (7) Directors, one for each designated region in the State, shall be elected for a term of two (2) years.

Designated regions are: Region I (Clatsop, Columbia and Tillamook Counties), Region II (Multnomah, Clackamas, Yamhill and Washington Counties), Region III (Benton, Linn, Lincoln, Marion and Polk Counties), Region IV (Lane and Douglas Counties), Region V (Coos, Curry, Jackson, Josephine, Klamath and Lake Counties), Region VI (Hood River, Sherman, Wasco, Jefferson, Crook and Deschutes Counties), Region VII (Gilliam, Grant, Morrow, Harney, Malheur, Baker, Union, Wallowa, Wheeler and Umatilla Counties). Members in any region may attend regional meetings in any region they choose, but may only hold directorship within their designated region. [Amended October 12, 1984; October 11, 1985; September 18, 1987; Added September 24, 1999]

Section 3. Eligibility for Office: Only active members of the Association, in good standing, shall be eligible to hold office. Anyone running for a Board position must have actively participated on an OAMR committee for two years, within the past four years, prior to taking office. The Treasurer shall have a finance background to be eligible for this office. [Amended September 19, 1986; Amended September 24, 2004]

Associate members appointed to committees must be members in good standing at the time of appointment to any committee. [Amended October 11, 1985]

Section 4. Vacancy: Unexpired portions of office vacancies shall be filled by Presidential appointment with the approval of the Executive Committee. The position of any officer or director may be declared vacant by the Executive Committee if that person is absent for two (2) consecutive meetings without consent of the committee or for non payment of annual

dues. [Amended October 12, 1984; October 11, 1985; September 20, 1996; September 24, 1999]

If, while serving as an officer of the Association or a member of the Board of Directors, an active member leaves the position which qualified the person for OAMR membership, the member may, upon approval of the Executive Board, continue to hold the office or Board position with full voting privileges for a period of three months or until the next annual election, whichever occurs first. If the officer or board member is not affiliated with an OAMR active membership at the conclusion of the extended period of time, the office will be declared vacant and will be filled as prescribed in this section. [Added September 24, 2004, Amended September 19, 2008]

The offices of President and First Vice President are excluded from the above provision, as vacancies in these positions shall be filled by the order of succession outlined below in this section. [Added September 24, 2004]

In the event of a vacancy in the office of the President prior to the completion of the term, the First Vice President shall advance to the office of President and the Second Vice President shall advance to the office of the First Vice President. If the First Vice President or the Second Vice President serves any unexpired portion of the term of the office of President or First Vice President, it shall not disqualify them from continuing in said office for the term as elected. [Amended October 11, 1985; September 13, 1991]

A vacancy in the office of First Vice President shall be filled by the Second Vice President.

A vacancy in the office of the Second Vice President shall be filled by appointment until the next annual meeting at which time he/she shall become First Vice President and an election for Second Vice President shall be held. [Amended October 11, 1985; September 13, 1991; September 24, 1999]

Section 5. Powers and Duties: Except as is in these Bylaws otherwise provided, the powers and duties of the officers of this organization shall be such as by general usage are indicated by the title of their offices. The Board will carry out the approved policies and will establish new policies, as needed. [Added October 12, 1984; Amended September 22, 2000]

The President shall appoint such committees as may be deemed necessary and designate their chairs, be chair of the Executive Committee and have other powers and duties as may be delegated by the Executive Committee, consistent with the provision of the Bylaws. [Added October 12, 1984]

The First Vice President shall assist the President, as may be requested by same, to succeed to the duties and privileges of the President when the President is unable or unavailable to perform the duties of such.

The Second Vice President shall assist the President and the First Vice President as may be requested by same, and succeed to the duties and privileges of the First Vice President when the First Vice President is unable or unavailable to perform the duties of such. [Added October 12, 1984; Amended September 13, 1991]

The Secretary shall keep the written records of the Association and shall act as secretary to the Association. [Added October 12, 1984; Amended September 18, 1987; September 21, 2007]

The Treasurer shall be responsible for handling the finances of the Association, preparation of the Annual Financial Reports, and shall be a member of the Audit Committee. The Treasurer shall be the appointed registered agent of the Association for purposes of corporation business and to receive Association legal documents, and will submit the proper form to the State Corporation Commissioner. [Added October 12, 1984; Amended September 21, 2007, September 19, 2008]

The Regional Directors shall represent the members in their region and carry out the responsibilities and duties as determined by the Executive Committee. Region Directors are encouraged to hold a minimum of one meeting per year. [Added October 12, 1984; Amended October 11, 1985; September 24, 1999]

Section 6. Executive Committee: Officer/Director Removal from Office: Officers or Directors of the Executive Committee may be removed from office by a two-third majority vote of the Executive Committee at a regular or special meeting for the following reasons:

- 6.1-a Neglect of the duties of office;
 - 6.1-b Any violation of the OAMR Code, Oath of Office, or Bylaws;
 - 6.1-c Failure to disclose information on matters of organization business;
 - 6.1-d Misrepresentation to outside parties of OAMR and its officers;
 - 6.1-e Unauthorized expenditure or misuse of organization funds;
 - 6.1-f Two consecutive unexcused absences from Executive Committee meetings.
- 6.2 The OAMR Executive Committee will make available a form on which a formal complaint may be registered to request that an officer or director of the Executive Committee be removed from office. The form will be made available to any OAMR member in

good standing, as defined by Article II of the OAMR Bylaws, upon request. Formal complaints will be submitted to the President or First Vice President and that officer will present the complaint to the Executive Committee for consideration at the next regularly scheduled Executive Committee meeting, or a special meeting.

6.3 Process.

6.3-a Executive Committee notification by President or First Vice President. The President or First Vice President shall notify Executive Committee members that an allegation has been made and shall forward background information provided. The Executive Committee will then determine by conference call or e-mail vote if a special Executive Committee meeting should be scheduled.

6.3-b If the Executive Committee determines a vote is required, the Executive Committee shall schedule the matter for discussion at a regularly scheduled or special OAMR Executive Committee meeting.

6.3-c The President or First Vice President shall notify the OAMR officer or director whose conduct is at issue of the fact and name the allegations, as well as the officer's/director's opportunity to provide the Executive Committee additional information relating to the allegations. Such notice shall occur at least four weeks prior to the meeting at which the allegations will be discussed. The officer/director may provide the Executive Committee information orally at the meeting, or in writing four days prior to the meeting, or both.

6.3-d After considering all of the information received, the Executive Committee may by majority vote do the following:

- a. Find that no violation occurred and continue the membership in good standing
- b. Depending on the severity of the violation(s) found by the Executive Board:
 1. Suspend the membership for a specified period, or
 2. Remove the Executive Committee officer or director from office, effective immediately.

6.4 Should an officer of the Executive Committee be removed from office, that vacancy shall be filled according to Article IV, Section 4. Vacancy. [Added September 22, 2006, Amended September 19, 2008]

ARTICLE V - ELECTIONS TO AND NOMINATIONS FOR OFFICE

Section 1. Nominations:

(a) Following the annual meeting, the President shall appoint a nominating committee and at least three (3) months prior to the annual meeting; said committee will begin to solicit interested persons to run for office. The nominating committee shall, at each annual meeting, present a slate of candidates for the ensuing year. An application for Board position shall be included in the Spring Newsletter prior to the date of the annual meeting. Nothing contained herein shall prevent additional nominations from being made from the floor. [Amended October 11, 1985; September 22, 1995; September 20, 1996; September 24, 1999]

(b) The officers and directors shall be elected at the annual meeting by a ballot vote of the members present who are in good standing. In the event there are not contested races, the Chair of the Nominating Committee shall submit recommendations for the offices of Director and Executive Board positions to the members at the annual meeting. If no further nominations are submitted, the nominations will be declared closed and the recommended officers and directors will be elected to office. In the event of a contested race, the nominees receiving the highest number of votes cast for the respective office or directorship shall be declared duly elected thereto. If there is a tie vote during the election of officers, the decision will be made by the toss of a coin. Terms of offices for officers and directors shall commence upon being sworn in at the annual meeting. [Amended October 12, 1984; October 11, 1985; September 18, 1987; September 23, 2005]

(c) Each candidate accepting a nomination shall present the Nominating Committee with a Declaration of Candidacy, a candidate statement and a photo, and a letter of support from his/her Mayor, City Manager, City/County Administrator, District Manager or Supervisor by the date specified by the Nominating Committee. Copies of Certificates of Appreciation for active participation on OAMR committees for two (2) years, within the past four (4) years, must also be provided. [Added September 24, 1999; Amended September 21, 2007]

(d) A candidate may be nominated by the membership-at-large as a nomination from the floor during the annual meeting. If he/she is elected, they must present to the Nominating Committee a letter of support from

his/her Mayor, City Manager, City/County Administrator, District Manager or Supervisor within five business days following the certification of the election results, with proof of active committee participation as required in (c) above. [Added September 24, 1999; Amended September 21, 2007, September 19, 2008]

(e) Absentee voting shall be allowed by Full Active Members in good standing from each City/Jurisdiction. Voting by proxy shall not be allowed. Any Full Active Member in good standing from a City/Jurisdiction who is unable to attend the annual conference and wishes to vote by absentee ballot must submit an application for an absentee ballot to the Nominations Committee Chair no later than 20 days prior to the date of the annual conference. The Nomination Chair will mail an absentee ballot to the Full Member within two (2) days of receiving the request. Absentee ballots must be received back by the Nomination Committee Chair by the Friday prior to the conference. Ballots received after that date will not be counted. [Amended September 21, 2007]

Applications for absentee ballots will be available at the Mid-Year Academy Session for those members who will be unable to attend the annual conference and would like to cast their vote. The Nomination Committee Chair shall be responsible for the security of the absentee ballots. The absentee ballots shall be opened and tallied by the Nomination Committee Chair and two members of the Nomination Committee at the annual conference business meeting and shall be included in the final tally of votes for that election. [Added September 22, 2006]

ARTICLE VI - MEETINGS

Robert's Rules of Order shall apply at any meeting of the Association where parliamentary rules of procedure are involved.

Section 1. Annual Meeting: The annual meeting of the Association shall be held each September at a time and place to be designated by the Executive Committee. Written notice of such meeting shall be given to each member by mail in the Newsletter, or electronically on the OAMR web site, prior to the date of the meeting. At least twenty (20) active members, in good standing, will constitute a quorum at the annual meeting. [Amended October 11, 1985; September 23, 1994; amended September 24, 1999; amended September 20, 2002]

Section 2. Executive Committee Meeting: The Executive Committee shall meet at least twice during the Association year and meetings may be held from time to time by order of the President, or upon written request directed to the President by any four (4) members of such Committee.

Notice of time, place and purpose of the meeting shall be given by the President to each Executive Committee member at least fourteen (14) days prior thereto. A majority of the incumbent members of the Executive Committee shall constitute a quorum for its business. Members may send a designee to all Executive Committee meetings in case of member's unavoidable absence. The designee shall be a member in good standing and be eligible to vote. [Amended October 11, 1985]

The immediate past President of the Association shall be an ex-officio member of the Executive Committee. [Added October 11, 1985]

Committee chairpersons shall be ex-officio members of the Executive Committee. [Added October 11, 1985]

Section 3. Committee Meetings: [Amended October 12, 1984; deleted September 22, 1995]

Section 4. Special Meetings: Special meetings may be called by the President at any time or by twenty (20) active members, provided those members make a written request to the President, stating the specific purpose for the meeting. The President shall set the date for the meeting within ten (10) days of receipt of the request. Written notice for special meetings shall be given by mail to all active members no less than twenty (20) days prior to the date of the meeting. The notice shall state the date, time, place and purpose of the special meeting. Twenty (20) active members shall constitute a quorum at a special meeting. [Amended October 12, 1984]

ARTICLE VII - COMMITTEES

Section 1. Appointments: The President shall have the power to appoint, from time to time, such "standing" or "special" committees as may be deemed necessary for the proper transaction of business. The President shall appoint members to the committee, and appoint all committee chairpersons. The term of office on all committees shall be at least one (1) year, but any committee member may succeed to that office if reappointed. Each committee shall follow guidelines approved by the board. The Committee chairperson shall be responsible for arranging for a meeting no less than one time per year, by electronic or other means of communication. A quorum shall consist of a majority of the committee members. [Amended September 22, 1995; September 24, 1999; September 22, 2000, September 19, 2008]

Section 2. Reports: Chairpersons of standing and special committees shall present written reports or oral reports at the discretion of the President at the annual meeting. A copy of the written report shall be filed with the

Secretary of the Association and retained for reference. [Added September 24, 1990]

Section 3. Vacancy: Vacancies of the committee shall be filled in the same manner as the original appointments, and such appointments shall be made for the unexpired term of the predecessor members.

ARTICLE VIII - BUDGET AND AUDIT

Section 1. Budget Preparation: The First Vice President shall appoint a Budget Committee consisting of the Second Vice President, Treasurer and two (2) members at large to prepare and submit to the membership for consideration and approval at the annual meeting, a budget which shall set forth the estimated income and expenditures of the Association for the ensuing fiscal year. Additional membership approval will be required only in the event of an over expenditure or increased expense need which is not set forth in the adopted budget. [Amended September 23, 1994; September 24, 1999; September 21, 2007, September 19, 2008]

Section 2. Audit: The Executive Committee shall require an annual audit of the financial records and accounts of the Association. The President shall appoint an Audit Committee consisting of three (3) members, which shall audit the financial records as soon as possible after the close of the year end. The Treasurer shall be present during the audit and present the financial records for the audit. In the absence of the Treasurer, the President shall be present and sign the audit. The audit report shall be reviewed and approved by the Executive Committee at its mid year board meeting and reported in the subsequent issue of the OAMR newsletter. [Amended October 12, 1984; September 13, 1991; September 22, 2000; September 20, 2002]

Section 3. Signatures on checks: The Treasurer shall have authority to sign all checks of the organization except those made for self reimbursement. In the absence or inability of the Treasurer to sign checks, the President and First Vice President shall be given the authority to sign. [Amended September 19, 2008]

Section 4. Expenses paid by Association: Expenses of the organization shall be paid as outlined in the approved expense policy. [Added September 13, 1991; September 20, 1996; Amended September 24, 1999; September 22, 2000; September 21, 2007; September 19, 2008]

ARTICLE IX - FISCAL YEAR

The fiscal year for the Association shall be November 1 through October 31 of each year. [Amended October 12, 1984; October 11, 1985; September 15, 1989]

ARTICLE X - AMENDMENT

Section 1. Vote Required: These bylaws may be amended by a two-thirds majority of the voting members present at any annual meeting of the Association, provided that notice of any proposed amendment shall have been given by regular mail or e-mail to the members at least twenty (20) days prior to the meeting at which the vote on such amendment is to be taken. [Amended September 24, 2004; September 19, 2008]

Section 2. Proposed Amendments: Bylaws amendments may be proposed by the Executive Board, Bylaws Committee, or by a petition signed by not less than ten percent of the voting members in good standing, and submitted to the Bylaws Committee Chair in writing. The petition process will be defined in a policy approved by the Executive Board. [Added September 24, 2004]

HISTORY: Amended October 12, 1984; October 11, 1985; September 19, 1986; September 18, 1987; September 15, 1989; September 24, 1990; September 15, 1991; September 23, 1994; September 22, 1995; September 20, 1996; September 24, 1999; September 22, 2000; September 20, 2002; September 24, 2004; September 23, 2005; September 22, 2006, September 21, 2007; September 19, 2008; September 18, 2009