

2014-15

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 - PURPOSE

Section 1. The primary purpose of this Association shall be to promote professional and educational standards for Municipal Recordors. [Added September 17, 2010]

Section 2. The Association is a non-profit public benefit Corporation that provides development training and conducts public discussion groups, forums and panels benefitting the public at large. [Added September 17, 2010]

ARTICLE III - 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, Recordors, Legislative Administrators and Directors of Corporate Services and/or individuals who serve a State of Oregon Legislative Government Body in an administrative capacity with management responsibilities and whose duties include four of the following: • General management • Records management • Elections • Meeting administration • Management of bylaws, 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 qualified members from the same organization. They 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; September 21, 2007]

Section 3. Associate Member: Associate Members are individuals who are in transition (between jobs) or are serving a State of Oregon Legislative Government Body in a capacity not previously defined. In other words, if someone serving a State of Oregon Legislative Government Body does not qualify for Full Membership they may join as an Associate Member. Associate members do not have the right to vote or hold office 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 shall automatically become an Associate Member until they reassume the position consistent with the duties listed in Section 1. If the transition status continues beyond one year, the Associate Member will no longer be qualified for membership. Associate members shall also pay a lower fee. [Added September 20, 1996; Amended September 21, 2007, September 19, 2008, September 21, 2012]

Section 4. Honorary Member: Any retired past President or individual designated by the Board shall be an Honorary Member. Honorary Members shall not have the right to vote 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 the Association. 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 the Association is automatically eligible for retired membership provided such continued membership be requested 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 the Association, the active membership shall remain with the City/Jurisdiction and be transferred to a successor. In the event Active Membership was paid by the individual member and not by the City/Jurisdiction, or the position is eliminated by the City/Jurisdiction, the transferability of membership shall be determined by the Board. However, the disassociated member may request another membership classification as provided herein. [Added September 24, 1999; Amended September 21, 2012; Amended September 19, 2014]

ARTICLE IV - 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; September 24, 1999; September 24, 2004]

ARTICLE V - OFFICES AND TERMS OF OFFICE

The Board 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-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 Directors, one for each designated region in the State, shall be elected for a term of two 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; 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 Association 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; 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. Compensation. The Board shall serve without compensation except that reasonable expense reimbursement, relating to operation of the association, may be provided per the association's finance policy. [Added September 17, 2015]

Section 5. Vacancy: Unexpired portions of Board terms shall be filled by Presidential appointment with the approval of the Board. The position of any Officer or Director may be declared vacant by the Board if that person is absent for two consecutive meetings without consent of the Board or for non-payment of annual dues. [Amended October 12, 1984; October 11, 1985; September 20, 1996; September 24, 1999; Section re-numbered September 17, 2015]

If a vacancy is created by the election of an officer or director to a different position, during an annual business meeting, the position will be declared vacant during the business meeting. Nominations will be accepted from the floor and each candidate accepting a nomination must meet the requirements of Article V, Section 3, Eligibility for Office. The election for the vacant position will be completed during the business meeting. The newly elected Board member will be sworn into office at the banquet, along with the other newly elected members. [Added September 19, 2014]

If, while serving as an Officer of the Association or a member of the Board, an active member leaves the position which qualified the person for Association membership, the member may, upon approval of the 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 Director is not affiliated with an active membership at the conclusion of the extended period of time, the office will be declared vacant and will be filled as prescribed above in this section. [Added September 24, 2004; 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 by the Board 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 6. Powers and Duties: Except as is otherwise provided in these Bylaws, 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; Section re-numbered September 17, 2015]

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

The First Vice President shall assist the President 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 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; 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; 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 Region Directors shall represent the members in their regions and carry out the responsibilities and duties as determined by the Board. Region Directors are encouraged to hold a minimum of one meeting per year. [Added October 12, 1984; October 11, 1985; September 24, 1999]

Section 7. Board: Officer/Director Removal from Office: Officers or Directors of the Board may be removed from office by a two-thirds majority vote of the Board at a regular or special meeting for one or more of the following reasons:

- 7.1-a Neglect of the duties of office;
 - 7.1-b Any violation of the Association Code of Ethics, Oath of Office, or Bylaws;
 - 7.1-c Failure to disclose information on matters of Association business;
 - 7.1-d Misrepresentation to outside parties of the Association and its officers;
 - 7.1-e Unauthorized expenditure or misuse of Association funds;
 - 7.1-f Two consecutive unexcused absences from Board meetings.
- 7.2 The Board will make available a form on which a formal complaint may be registered to request that an Officer or Director be removed from office. The form will be made available to any Association member in good standing, as defined by Article III 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 Board for consideration at the next regularly scheduled meeting, or a special meeting. [Amended September 19, 2014]
- 7.3 Process.
- 7.3-a Board notification by President or First Vice President. The President or First Vice President shall notify Board members that an allegation has been made and shall forward background information provided. The Board will then determine by conference call or e-mail vote if a special meeting should be scheduled.
 - 7.3-b If the Board determines a vote is required, the Board shall schedule the matter for discussion at a regularly scheduled or special meeting.
 - 7.3-c The President or First Vice President shall notify the Association 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 Board 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 Board information orally at the meeting, or in writing four days prior to the meeting, or both.
 - 7.3-d After considering all of the information received, the Board 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 Board:
 - 1. Suspend the membership for a specified period, or
 - 2. Remove the Board Officer or Director from office, effective immediately.

- 7.4 Should an Officer or Director of the Board be removed from office, that vacancy shall be filled according to Article V, Section 5 4. Vacancy. [Added September 22, 2006; September 19, 2008; Amended September 19, 2014; Section re-numbered September 17, 2015]

ARTICLE VI - 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 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 a newsletter prior to the date of the annual meeting. Nothing contained herein shall prevent additional nominations from being made from the floor at the annual meeting. [Amended October 11, 1985; September 22, 1995; September 20, 1996; September 24, 1999; September 21, 2012]

(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 no contested races, the Chair of the Nominating Committee shall submit recommendations for Officer and Director 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 or Directors, 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 conference. [Amended October 12, 1984; October 11, 1985; September 18, 1987; September 23, 2005; September 17, 2015]

(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 Association committees for two years, within the past four years, must also be provided. [Added September 24, 1999; 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 above. [Added September 24, 1999; September 21, 2007; September 19, 2008]

(e) Absentee voting shall be allowed by Full and Additional Full Members in good standing from each City/Jurisdiction. Voting by proxy shall not be allowed. Any Full and Additional Full 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 Nominating Committee Chair no later than 20 days prior to the date of the annual conference. The Nominating Committee Chair will mail an absentee ballot to

the Full or Additional Full Member within two days of receiving the request. Absentee ballots must be received back to the Nominating Committee Chair by the Friday prior to the annual 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 votes. The Nominating Committee Chair shall be responsible for the security of the absentee ballots. The absentee ballots shall be opened and tallied by the Nominating Committee Chair and two members of the Nominating Committee at the annual meeting and shall be included in the final tally of votes for that election. [Added September 22, 2006]

ARTICLE VII - MEETINGS

Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. [Added September 17, 2015]

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 Board. Written notice of such meeting shall be given to each member by mail in the Newsletter, or electronically on the Association website, prior to the date of the meeting. At least 20 members, in good standing, will constitute a quorum at the annual meeting. [Amended October 11, 1985; September 23, 1994; September 24, 1999; September 20, 2002]

Section 2. Board Meeting:

2.1 The Board 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 members of the Board. Notice of time, place and purpose of the meeting shall be given by the President to each Board member at least 14 days prior to the meeting. A majority of the incumbent members of the Board shall constitute a quorum for its business. Members may send a designee to all Board 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]

2.2 Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. Proxy voting is not permitted. [Added September 17, 2015]

2.3 Meetings of the Board shall be presided over by the President of the Corporation or, in his or her absence, by the First Vice President, or in the absence of each of these persons, by the Second Vice President, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as a secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. [Added September 17, 2015]

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

2.5 Committee chairpersons shall be ex-officio members of the Board. [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 20 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 10 days of receipt of the request. Written notice for special meetings shall be delivered to all members no less than 20 days prior to the date of the meeting. The notice shall state the date, time, place and purpose of the special meeting. Twenty members shall constitute a quorum at a special meeting. [Amended October 12, 1984; Amended September 19, 2014]

ARTICLE VIII - 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 year, but any committee member may succeed to that office if reappointed. Each committee shall follow guidelines approved by the Board. The committee chair shall be responsible for arranging for a meeting no less than one time per year, which may include electronic meetings. A quorum shall consist of a majority of the committee members. [Amended September 22, 1995; September 24, 1999; September 22, 2000; September 19, 2008; Amended September 19, 2014]

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.

ARTICLE IX - 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 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 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 Board shall require an annual audit of the financial records and accounts of the Association. The President shall appoint an Audit Committee consisting of at least three members, which shall audit the financial records as soon as possible after the close of the year. 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 Board at its mid-year board meeting and reported in the subsequent issue of the Association newsletter. [Amended October 12, 1984; September 13, 1991; September 22, 2000; September 20, 2002; Amended September 19, 2014]

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 finance policy. [Added September 13, 1991; September 20, 1996; September 24, 1999; September 22, 2000; September 21, 2007; September 19, 2008]

ARTICLE X - 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 XI – TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities. No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), of any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, Board or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

[Article IX added September 17, 2015]

ARTICLE XII – LIABILITY AND INDEMNIFICATION

Section 1. Non-Liability of Board. The Board shall not be personally liable for debts, liabilities, or other obligations of the corporation.

Section 2. Indemnification by Association of Officers and Directors. Subject to the limitations contained in ORS 63.391 through 63.414, this Association shall defend, indemnify, and hold harmless every registered agent, Officer or Director and his or her heirs, executors and administrators, against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which her or she may be made a party by reason of being or having been an Officer or Director of this Association, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

Section 3. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a director, officer, employee, or other agent of the association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, by the Bylaws or provisions of law.

[Article XII Added September 17, 2015]

ARTICLE XIII - 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 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 Board, Bylaws Committee, or by a petition signed by not less than 10 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 Board. [Added September 24, 2004]

[Article re-numbered September 17, 2015]

ARTICLE XIV – CONSTRUCTION AND TERMS

If there is any conflict between the provision of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an officer of this state and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

[Article XIV Added September 17, 2015]

ARTICLE XV – DISSOLUTION

Section 1. In event of the dissolution of the Association any remaining assets shall be used exclusively for exempt purposes such as charitable, religious or educational purposes. [Added September 17, 2010]

Section 2. The Board of the Association at the time of dissolution shall determine which charitable, religious or educational entity shall receive the remaining assets of the organization. [Added September 17, 2010]

[Article re-numbered September 17, 2015]

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; September 17, 2010; September 21, 2012; September 19, 2014; September 17, 2015

Legal review of Bylaws conducted by Stephen E. Lawrence, February, 2015.