

OREGON MAYORS ASSOCIATION

CONSTITUTION AND BYLAWS

ARTICLE I Name and Purpose

SECTION 1

NAME: The name of this Association shall be the Oregon Mayors Association (referred to herein as OMA).

SECTION 2

ORGANIZATION: OMA is an unincorporated association of persons serving in the position of mayor in Oregon cities. OMA shall be based at the League of Oregon Cities located at 1201 Court St. NE, Suite 200, Salem, OR 97301

SECTION 3

PURPOSE: The purpose of the OMA shall be to increase the knowledge and ability of persons serving in the position of mayor in Oregon cities; to promote the exchange of information and ideas among mayors; to provide opportunities for mayors of Oregon cities to meet and discuss special functions of the office of mayor; to provide strong, collective efforts for influencing state programs and legislation; and to further the programs and objectives of the League of Oregon Cities by functioning as a recognized affiliate organization.

ARTICLE II Membership

SECTION 1

ACTIVE MEMBERSHIP: Any person who is the duly elected or appointed mayor of an Oregon city shall be eligible for active membership in the association. Such a person shall become a member by submitting an application and payment of the membership fee for the current year to the secretary/treasurer.

SECTION 2

TERMINATION OF MEMBERSHIP: A person shall cease to be an active member of the OMA upon termination of service in the office of mayor or failure to submit payment of the membership fee for the current year.

SECTION 3

HONORARY MEMBERSHIP: Honorary members may be granted or retracted as the board of directors may determine. Upon approval of the board, any former mayor who has contributed in widely recognized and significant ways to the OMA and to their communities as mayor may be granted honorary membership. All past presidents of the OMA become honorary members upon

leaving the office of mayor. Honorary members shall pay no dues and carry no voting privileges as long as they are not serving in the office of mayor.

ARTICLE III Officers, Directors and Committees

SECTION 1

OFFICERS: Officers of the OMA shall be active members of the OMA in good standing and shall consist of a president, president-elect, and immediate past-president. The immediate past president may serve their term as past president even if they no longer hold an elected office.

SECTION 2

BOARD OF DIRECTORS: The board of directors shall consist of the president, president-elect, immediate past-president and six directors who are active members of the OMA.

SECTION 3

SECRETARY/TREASURER: The office of secretary/treasurer shall be non-voting and shall be filled ex-officio by the Executive Director of the League of Oregon Cities, or the Director's designee. The secretary/treasurer shall transact the necessary financial business of the OMA, keeping a complete record of all transactions, which shall be submitted for auditing to the annual membership meeting of the OMA.

SECTION 4

TERMS OF OFFICE:

- a) Terms of office for officers with the exception of the secretary/treasurer, shall be for one year. After serving as an officer of the board, a member may not serve on the board again for at least one year. The president-elect shall succeed to the office of president the following year. The president shall be the immediate past president the following year.
- b) Terms of office for directors shall be for three years.
- c) Officers and directors shall be elected at the annual membership meeting held during the annual conference of the League of Oregon Cities.

SECTION 5

VACANCIES:

- a) Any vacancies occurring among the six director seats known within a reasonable period prior to the annual membership meeting shall be filled through the Nominating Committee process. All other vacancies occurring among the six director seats may be filled by appointment by the board of directors for the remainder of the term.
- b) In the event of a vacancy of one or more officer positions, other than the office of president, the board shall fill the vacancy by appointing a replacement from those currently serving on the board for the remainder of the term.
- c) In the event of a vacancy in the president position, the president-elect shall succeed to the office of president for the remainder of the current term as well as the term as president for which he/she was scheduled to serve.

SECTION 6

DUTIES OF OFFICERS AND DIRECTORS: The officers shall exercise the usual powers and duties incident to their offices. The board of directors shall have general supervision over all the affairs of the organization subject to the will of the organization expressed at any duly-called meeting.

SECTION 7

COMMITTEES:

- a) The president shall make appointments, with the approval of the board of directors, to the following standing committees: Conference Planning Committee, Student Contest Selection Committee, Nominating Committee and Leadership Awards Review Committee. Each committee shall be chaired by an OMA member appointed by the President.
- b) The President shall create, with the approval of the board, such ad hoc committees as the majority of the board may deem advisable. The President shall make committee appointments, with the approval of the board of directors. Each committee shall be chaired by an OMA member appointed by the President.
- c) All members are eligible to participate in committees and with the board's approval, additional people may be appointed. d) The President shall assign board members as liaisons to committees to monitor committee activities and provide reports to the board.

ARTICLE IV Finance

SECTION 1

FISCAL YEAR: The fiscal year shall date from January 1 to December 31. Membership dues, as determined by the board of directors, shall be payable annually on or before January 1.

SECTION 2

MEMBERSHIP DUES: Active members shall pay dues as provided by the board of directors. The board is authorized to determine a fee for membership dues in an amount sufficient to pay the administrative costs of maintaining the association, plus such other programs and activities as the board of directors may from time to time determine.

SECTION 3

ANNUAL BUDGET AND FINANCIAL REPORTS: The board shall adopt a budget annually at the first meeting of the board of directors. The secretary/treasurer shall present a financial report to the board at each meeting and to the membership at the annual membership meeting.

SECTION 4

FINANCIAL MANAGEMENT: The board shall enter into a contract for services to provide for administrative and financial support services with the League of Oregon Cities, or other qualified provider.

ARTICLE V

Board Meetings

SECTION 1

REGULAR MEETINGS: The board, during its annual business meeting, shall approve an annual meeting schedule including the time and place for the holding of regular meetings without other notice. This schedule shall be posted in the OMA newsletter; and/or the OMA website; and/or the OMA listserv.

SECTION 2

SPECIAL MEETINGS: Special meetings of the board may be called by or at the request of the president, or any two directors.

SECTION 3

NOTICE: Written notice of any special meeting, or rescheduled regular meeting of the board shall be posted in the OMA newsletter; and/or the OMA website; and/or the OMA listserv at least three (3) business days in advance of the meeting.

SECTION 4

QUORUM: A quorum of five voting board members shall be required for the board to conduct business.

SECTION 5

ELECTRONIC PARTICIPATION: A board member shall be deemed to be present if such board member participates in the meeting by conference telephone or by similar communications equipment through which all persons participating in the meeting may communicate with each other and all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

SECTION 6

MANNER OF ACTING: Except as otherwise required by law or this Constitution, the act of the majority of the board at a meeting at which a quorum is present shall be the act of the board. The President shall rule on all matters of procedure in conduct of the meeting. Voting by proxy is not permitted.

ARTICLE VI

Annual Membership Meeting

SECTION 2

MEMBERSHIP MEETINGS: The regular annual membership meeting of the OMA shall be held at the same time and place as the annual conference of the League of Oregon Cities. Other membership meetings may be held at such times and places as the board of directors may determine.

SECTION 2

NOTICE: Membership meetings shall be noticed in the OMA newsletter; and/or the OMA website; and/or the OMA listserv.

SECTION 3

QUORUM: Those active members present at any meeting of the association, provided the notice requirements have been met, shall constitute a quorum. Two-thirds of those present and voting shall be necessary for approval of any question before the association.

ARTICLE VII Election of Officers and Directors

SECTION 1

NOMINATING COMMITTEE: A five-person nominating committee shall be appointed by the president and shall consist of the immediate past president as chair, regardless of elected capacity, two past presidents who are still serving as mayor, and two OMA members who are not serving on the OMA Board and who are not past presidents of the Board. If one or more past presidents are unable to serve, the president may appoint other mayors, subject to the board's approval. The nominating committee shall prepare a slate of officers consisting of president, president-elect and six directors, all of whom are active members of the association. Insofar as possible, the slate shall represent the state's various regions as well as cities of varying sizes. The committee may also consider other characteristics.

SECTION 2

ELECTION PROCESS: Applications to serve on the board must be submitted in writing to the secretary/treasurer at least 30 days prior to the annual membership meeting held during the annual conference of the League of Oregon Cities. The slate shall first be presented to the OMA board for their review and consent prior to the OMA's annual membership meeting during the annual conference of the League of Oregon Cities. Additional nominations shall be accepted from the floor of the annual membership meeting prior to votes being cast for the slate. The geographic location and city size shall be disclosed at the time of nomination from the floor.

Article VIII Foundations of Home Rule and Civic Responsibility

SECTION 1

PURPOSE: The OMA is committed to securing and defending the foundations of home rule. Home rule is best protected when communities and citizens have a strong education in and understanding of civic responsibility and engagement. To that end, the OMA, through its Officers and the Board of Directors, may take proactive and defensive positions on legislative or administrative matters that impact the foundations of home rule or civic responsibility and engagement with the Governor's office, State Legislature and Oregon's federal delegation.

SECTION 2

FOUNDATIONS OF HOME RULE: There are three foundations of home rule of which the OMA is particularly concerned about securing and defending.

- a) Local Control. Preserve and protect the ability of cities in Oregon to enact local legislation and policies concerning local affairs and oppose any state or legislative action that preempts local authority.

- b) Fiscal Stability. Support legislation and policies that promote fiscal stability, predictability, financial independence, and preserve the revenue bases of cities throughout Oregon and ensure maximum local control over local budgeting. Oppose legislation and policies that shift local funds to special districts, counties, the state or federal government and/or make cities more dependent on special districts, counties, the state or federal government for financial stability, such as unfunded mandates.
- c) Funding Opportunities. Support opportunities that allow Oregon cities to compete for their fair share of regional, state and federal funding.

SECTION 3

CIVIC RESPONSIBILITY AND ENGAGEMENT: The OMA is particularly concerned about promoting the importance of civic responsibility and engagement. Support initiatives that encourage civic engagement and education for citizens of all ages so that each person in Oregon will understand how the democratic process works, as well as how they themselves can engage in this process and participate in civic life.

SECTION 4

AUTHORITY OF OFFICERS: A majority of the Officers may, at their discretion, take a position, on behalf of the OMA, on any proposed piece of state or federal legislation, administrative rule, or policy, provided the position taken is:

- a) Nonpartisan in nature;
- b) Consistent with protecting and preserving the foundations of home rule; and/or
- c) Promotes the importance of civic responsibility and engagement.

Any positions taken by the Officers shall be made known to the Board of Directors within seven days and to the full membership within 60 days of the position being taken. Directors within seven days and to the full membership within 60 days of the position being taken.

ARTICLE IX Amendments

SECTION 1

AMENDMENTS: This constitution may be amended or repealed by two-thirds vote of the active members of the association present at a membership meeting, provided that all members shall be notified of the time and place for the meeting. Five active members of this association may, by petition to the secretary/treasurer, initiate a desired change which shall become effective upon ratification of two-thirds of the active members present at any membership meeting.

Constitution originally adopted November 12, 1972. Includes amendments approved July 1978, November 1984, November 1986, August 1989, August 1990, November 1991, August 1992, November 1995, November 1999, November 2001, August 2006, September 2011, September 2014, September 2015, October 2020, and October 2021.