



League of Oregon Cities

Bylaws

SECTION 1. Purpose. The purpose of these bylaws is to provide procedures for the conduct of the affairs of the League of Oregon Cities and its Board of Directors.

SECTION 2. Authority to Adopt Bylaws. These bylaws are adopted pursuant to the authority granted to the Board by the Constitution of the League of Oregon Cities and the Intergovernmental Agreement of Oregon Cities.

SECTION 3. Fiscal Year. The fiscal year of the League of Oregon Cities is July 1 to June 30.

BOARD OF DIRECTORS AND BOARD MEETINGS

SECTION 4. Board of Directors.

(1) Authority and Power: The Board shall exercise general supervision over all of the affairs of the League. The powers of the Board include, but are not limited to: renting, leasing, purchasing, receiving or holding property, both real and personal, and renting, leasing, mortgaging, selling or otherwise disposing such property; establishing of annual membership dues; determination and implementation of League goals; approving an annual budget and planning expenditures; determining necessary standing or special committees and appointing or approving the method of appointment of membership; and entering into any kind of activity and performing contracts of any kind that may be necessary or desirable to the accomplishment of one or more purposes of the League.

Persons serving on the Board of Directors shall provide leadership in areas pertaining to statewide legislative policy and other League activities, and strive to keep communities within their geographic regions informed of pertinent policies and opportunities.

(2) Membership:

(a) Voting Members of the Board shall include:

(i) Four Officers: the President, Vice-President, Treasurer, and Immediate Past President; and

(ii) Eleven Directors, two of whom hold an appointed position with a member city and nine of whom are elected city officials.

(b) Non-Voting Members of the Board shall include:

- (i) One individual who holds an appointed position with a member city;
- (ii) Past Presidents who hold a city elected office; and
- (iii) The Executive Director.

(3) Vacancies:

(a) Occurrence. The office of a member of the Board becomes vacant upon the incumbent's:

- (i) Death,
- (ii) Resignation from the Board, or
- (iii) Ceasing to hold an elective or appointed position in a member city.

(b) The Board may declare a vacancy if the incumbent is absent from two Board meetings during the term of office without being excused by the President.

(c) A vacancy in the office of a member of the Board other than an officer may be filled for the unexpired portion of the vacant term by appointment of the President, subject to approval of the Board, except that a vacancy created by a Board member's selection to the position of Treasurer prior to the expiration of their term and vacancies known prior to the Annual Business Meeting but not to occur until after the Annual Business Meeting shall be filled through the Nominating Committee process and a vote of the membership at the Annual Business Meeting.

(d) A vacancy in the office of President shall be filled by the Vice-President. If there are fewer than 6 months remaining in the term of office, the President may at the conclusion of his/her partial term as President serve a full term in the office.

(e) A vacancy in the office of Vice- President shall be filled by the Treasurer. If there are fewer than 6 months remaining in the term of office, the Vice-President may at the conclusion of his/her partial term as Vice-President serve a full term in the office.

(f) A vacancy in the office of the Treasurer shall be filled by a vote of the Board from a slate of not more than two candidates forwarded by the Executive Committee. If there are fewer than 6 months remaining in the term of office that the Treasurer is elected to fill, the Treasurer may at the conclusion of his/her partial term as Treasurer serve a full term in the office.

(g) A vacancy in the office of Immediate Past-President shall be filled by appointment made by the President subject to approval of the Board, provided that the appointee shall be an individual who has previously served as President of the League and holds an elected position with a member city.

(h) A vacancy in the non-voting Director position reserved for an individual who holds an appointed position with a member city may be filled for the unexpired portion of the vacant term by appointment of the President subject to approval of the Board.

(4) Meetings and Quorum:

(a) Meetings of the Board may be held at any time upon five days notice by call of the President or any three members.

(b) Emergency and special meetings may be called by the President after 48 hours notice.

(c) A majority of the members of the Board then in office constitutes a quorum.

(d) Meetings and notice of the meetings shall be in compliance with the state public meetings law.

(e) When necessary, the Board may meet by conference call.

- (5) Voting: The affirmative vote of the majority of members present is required for Board action.
- (6) Chairperson, Vice-Chairperson: The President of the League is the chairperson of the Board, and the Vice-President serves as chair in the President's absence.
- (7) Executive Committee: The Executive Committee of the Board is the President, Vice-President, Treasurer, Immediate Past President, and the most senior voting Director serving in a position reserved for an individual holding an appointed position with a member city. For the purposes of this section, the most senior voting Director serving in a position reserved for an individual holding an appointed position with a member city is the individual who holds an appointed position on the Board whose term is set to expire next. The functions of the Executive Committee include providing direction to the staff between Board meetings, and such other functions on behalf of the Board as the Board authorizes. The Executive Director is a non-voting member of the Executive Committee.
- (8) Parliamentary Rules: Parliamentary questions may be decided by Roberts Rules of Order, Newly Revised.¹ The President may, with the consent of the Board, choose to establish his or her own working parliamentary rules. The President may appoint a person to serve as parliamentarian.
- (9) Budget Committee: The Budget Committee is composed of the Executive Committee and a city finance director who is appointed by the President. The functions of the Budget Committee include assisting the Executive Director to prepare the annual budget and assisting in other financial matters as directed by the Board.

SECTION 5. League Officers, Directors and Non-Voting Board Positions.

- (1) League Officers:
- (a) Term of Office. The term of office for each Officer, except the Executive Director, shall be for one year and shall commence at the first Board meeting of the calendar year following the annual business meeting at which they were elected. The term shall expire immediately before the first Board meeting of the following calendar year. All Officers shall hold office until their successors are elected and qualified or appointed.
- (b) Qualifications. The offices of President, Vice-President, Treasurer and Immediate Past President shall be held by elected city officials.
- (i) The Vice-President shall be president-elect and shall automatically assume the presidency the following year unless the president became president due to a vacancy in the office and served fewer than six months, in which case the Vice-President shall automatically assume the presidency following the President's full term.
- (ii) The Treasurer shall be vice-president elect and shall automatically assume the vice-presidency the following year unless the vice-president became vice-president due to a vacancy in the office and served fewer than six months, in which case the Treasurer shall automatically assume the vice-presidency following the Vice-President's full term.
- (iii) The President shall be immediate past-president elect and shall automatically assume the immediate past-presidency the following year unless

¹ Roberts Rules of Order, the most recent edition, may be consulted for the resolution of parliamentary questions. This can allow the chair, with the parliamentarian's assistance, and consent of the body, to rule in the most expedient way, without being called to adhere closely to Roberts Rules.

the President became President due to a vacancy in the office and served fewer than six months, in which case the President shall automatically assume the immediate past-presidency following the President's full term.

(c) Additional Duties.

(i) President: The President shall preside at meetings of the members and of the Board. The President may sign contracts, deeds, leases and other instruments or documents as authorized by the Board or as necessary to carry out the purposes of the League. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by these Bylaws or the Board.

(ii) Vice-President: In the absence of the President, the Vice-President shall perform the duties of President, and when so acting, has all the powers of and is subject to all the restrictions placed upon the President. The Vice-President shall perform other duties that may be assigned by the President or Board.

(iii) Treasurer: The Treasurer is chair of the Budget Committee, shall sign the annual financial statement, and shall perform other duties that may be assigned by the President or Board.

(iv) Immediate Past President: The Immediate Past President is a voting member of the Board and the Executive Committee, and is the chair of the Nominating Committee.

(2) League Directors:

(a) Term of Office.

(i) Elected Officials. The term of office for each Director who holds an elected office with a member city shall be for three years. The terms shall expire immediately before the first Board meeting three years later.

(ii) Appointed Officials. The term of office for each director who holds an appointed position with a member city shall be for two years. The terms shall expire immediately before the first Board meeting two years later.

(iii) All Directors. The term of office for all Directors shall commence at the first Board meeting of the calendar year following the annual business meeting at which they were elected. All Directors shall hold office until their successors are elected and qualified or appointed.

(b) Qualifications. Nine Directors shall hold elective office with a member city and two directors shall hold an appointed position with a member city.

(i) All Directors. A Director may serve another term after a period of at least one year's absence from the Board. Directors appointed to fill an unexpired term of one year or less are eligible to run for a full term immediately subsequent to their expired term. Directors appointed to fill an unexpired term of more than one year are eligible to serve after at least one year's absence from the Board.

(ii) Directors who serve in a position reserved for an individual who holds an appointed position with a member city must perform duties for the member city that are substantially similar to the duties of a City Manager, City Administrator, Assistant City Manager or Assistant City Administrator. The individual who holds an appointed position with a member city who has been elected to serve as a non-voting Director shall automatically assume the open voting position on the Board reserved for individuals who hold appointed positions with member cities.

(c) Additional Duties. The most senior voting Director serving in a position reserved for individuals holding an appointed position with a member city shall also serve on the League's Executive Committee.

(3) Non-Voting Members.

(a) Past-Presidents. Past presidents who hold a city elected office are invited to be ex officio members of the Board, but shall not vote on matters coming before the Board. Past presidents holding city elected office are entitled to, upon request, reimbursement for mileage, lodging, and meals when attending Board meetings.

(b) Non-Voting Director Who Holds an Appointed City Position.

(i) Term of Office. The term of office for the non-voting member of the Board who holds an appointed position with a member city shall be for one year and shall commence at the first Board meeting of the calendar year following the annual business meeting at which the individual was elected. The term shall expire immediately before the first Board meeting of the following calendar year.

(ii) Qualifications. The non-voting Director who holds an appointed position with a member city must perform duties for the member city that are substantially similar to the duties of a City Manager, City Administrator, Assistant City Manager or Assistant City Administrator.

SECTION 6. Executive Director.

(1) The Executive Director shall be the chief executive officer of the League to carry out the policies and directions of the League and the Board. The Executive Director is responsible for the day-to-day operations of the League, its offices and its employees.

(2) The Executive Director serves as secretary to the Board and is responsible for the preparation of the Board meeting minutes and other official documents.

(3) The Executive Director shall have the authority to appoint, discipline and remove League employees; to establish, subject to the budget approved by the Board, the terms and conditions of their employment; and to define their duties and responsibilities.

(4) The appointment and removal of the General Counsel shall be subject to approval by the Board of Directors.

(5) The Executive Director shall be responsible for all property and monies belonging to the League and is authorized, subject to the budget approved by the Board and all applicable laws and regulations, to enter into any and all contracts and agreements necessary for carrying out the purposes, operations and administration of the League.

(6) The Executive Director shall, in coordination with the Budget Committee, propose an annual budget to the Board in accordance with applicable budget laws and practices.

(7) The Board shall evaluate the Executive Director annually at its last meeting of the calendar year.

SECTION 7. Board Expenses.

(1) Board Meetings: Travel expenses for Board members for regularly scheduled meetings, except those held in conjunction with the League's annual conference, are paid by the League.

(2) League Conference: Except for the League President, Board members are responsible for their conference expenses. President's expenses connected with League business and the conference are paid by the League. If a Board meeting, scheduled in conjunction with the conference, requires Board members to arrive a day earlier than planned, the additional night's lodging is reimbursed by the League.

(3) Giving Testimony: Travel to Salem for reasons other than Board meetings is not usually reimbursed. However, travel for the purpose of giving testimony before the Legislature or attending various advisory or committee meetings, if at the League's request, may be reimbursed.

(4) LOC Regional Meetings: Expenses incurred by the League President or the President's representative when traveling to League-sponsored meetings are paid by the League when the person is a scheduled part of the program.

(5) National League of Cities Functions: Expenses incurred by the League President or the President's representative when attending the NLC spring and winter conferences, or when representing the League on federal issues in Washington, D.C., will be paid by the League. Expenses incurred in connection with NLC Policy and Steering Committee business are not reimbursable.

(6) Washington State League Annual Conferences: Expenses for the President's attendance at the Association of Washington Cities annual conference are paid by the League.

ELECTION OF OFFICERS

SECTION 8. Nominating Committee.

(1) Membership and Duties of the Nominating Committee: The Nominating Committee consists of the Immediate Past President as Chair, one Past President, two current Board members, and one city official not currently serving on the Board, appointed by the President. The President shall appoint the Nominating Committee members no later than 45 days prior to the League Annual Conference. The President shall fill any vacancies on the Committee by appointment.

(2) Selection of the Slate of Officers and Directors:

(a) In selecting a slate of Officers and Directors, the Nominating Committee shall take into account the current composition of the Board and:

(i) Shall ensure representation from all geographic regions of the state.

(ii) Should ensure that the slate includes an Officer or Director from a city with a population of over 400,000 if no such representative will continue to serve on the Board during the upcoming year. The Nominating Committee shall consider the recommendation of any city with a population over 400,000 regarding this position and may, based on such recommendation and notwithstanding any other section of these bylaws including section 5(2)(b)(1), nominate any person who holds an elected office with a city with a population over 400,000.

(iii) Should include representation from cities with small, medium and large populations.

(iv) Shall ensure that one nominee holds an appointed position with a member City for the non-voting Director position reserved for an individual who holds an appointed position with a member city.

- (v) Shall ensure that at least one elected official is nominated for each of the open Director positions.
- (b) The Nominating Committee may consider other factors or qualifications to ensure that the Board of Directors effectively represents all Oregon cities.
- (c) After considering applications for League Officer or Director positions, the Nominating Committee shall forward a slate of candidates to the membership for a vote at the Annual Business Meeting.

SECTION 9. Nomination Procedures.

- (1) Statement of Interest: A City official interested in running for an Officer or Director position should notify the Executive Director of his or her interest at least 30 days prior to the Annual Conference. Candidates for Director or Officer will be asked to fill out a Candidate Data Sheet which will be forwarded to the Nominating Committee.
- (2) Nominating Committee Open Meeting: The Nominating Committee shall hold an open meeting at the Annual Conference, prior to the Annual Business Meeting. At the open meeting, the Nominating Committee will hear presentations from the candidates and, as time permits, statements in support of the candidates. The committee may accept additional candidates from the floor, even if these candidates have not previously given notice of their interest in an Officer or Director position.
- (3) Selection of the Slate: After considering all candidates, the Nominating Committee shall propose a slate of candidates to the membership consisting of:
 - (a) The name of the current Vice President as the nominee for the position of President;
 - (b) The name of the current Treasurer as the nominee for the position of Vice President;
 - (c) One nominee for the position of Treasurer;
 - (d) The name of the current President as the nominee for the position of Immediate Past President;
 - (e) At least one, but no more than two nominees for each of three open Director positions reserved for elected officials of member cities;
 - (f) The name of the current non-voting Director who holds an appointed city position for the Director position reserved for an individual who holds an appointed position with a member city; and
 - (g) No more than one nominee for the non-voting Director who holds an appointed city position. The Nominating Committee shall consider the recommendation of the Oregon City/County Management Association (OCCMA) regarding this position.
 - (h) At least one, but no more than two nominees for the unexpired term of any Director position that is made vacant by a nominee's selection as Treasurer.
 - (i) At least one, but no more than two nominees for the unexpired term of any Director position that is known to become vacant no later than 30 days prior to the Annual Business Meeting. A position is known to be vacant when a member of the Board notifies the Executive Director that he or she will no longer be eligible to hold office as of January 1 of the following year.
- (4) Prohibition Against Double Candidacy: A candidate may not be nominated for more than one position on a single slate.

SECTION 10. Annual Business Meeting Election of Officers and Directors

(1) All officers, three Directors who hold elected positions with member cities, one Director who holds an appointed position with a member city, and one non-voting Director who holds an appointed position with a member city shall be elected each year at the Annual Business meeting. The candidate for an Officer or Director position who receives the largest number of votes cast for that position at the Annual Business Meeting is elected to that position.

(2) Statements in support of nominees may be made from the floor during the Annual Business Meeting. The presiding officer may set time limits and adopt rules for the support statements, as needed. Nominations shall be accepted from the floor of the Annual Business meeting for the positions of Treasurer, Directors who hold an elected office with a member city, and the non-voting Director who holds an appointed position with a member city.

MEMBERSHIP MEETINGS

SECTION 11. Notice of Meetings. Notice of all meetings of the membership shall be given to the membership at least 10 days in advance of the meeting.

SECTION 12. Annual Meeting. An annual meeting of the League membership shall be held each year at a time and place determined by the Board of Directors.

SECTION 13. Special Meetings. Special meetings of the League membership may be called by the President or the Board at any time by giving the appropriate notice to each member city that states the purpose of the meeting.

SECTION 14. Regional Meetings. Regional meetings may be called at any time by the President or the Board.

SECTION 15. Procedural Rules. At any meeting of the membership, all questions of parliamentary procedure shall be governed by Roberts Rules of Order, Newly Revised.

SECTION 16. Voting.

(1) Each member city is entitled to only one vote on any action by the membership.

(2) An affirmative vote of the majority of the members voting is necessary to decide an action before the members.

LEAGUE POLICY

SECTION 17. Oregon Municipal Policy; Amendments.

- (1) Oregon Municipal Policy (OMP) is the statement of policy positions developed by member cities of the League.
- (2) Amendments to OMP may be made only at the annual meeting of the membership.
- (3) Amendments must be submitted to the League at least 30 days before the annual meeting.
- (4)
 - (a) Notwithstanding subsection (3), an OMP amendment may be submitted after the 30-day deadline established in subsection (3) if it is submitted by a member city or an affiliate organization in writing to the Board at its public meeting during the League's annual meeting.
 - (b) The amendment shall be considered by the full membership at the business meeting if approved for consideration by the Board.

SECTION 18. Policy Committees.

- (1) The Board may create policy committees as part of the Board's policy development process. The committees will make recommendations to the Board of Directors on proactive and defensive positions in the legislative process and participate in revisions to the Oregon Municipal Policy, and serve as a focus group when necessary to assist staff with assessing policy issues.
- (2) Policy committees are to be composed of appointed and elected city officials with knowledge of or interest in the subject area of the policy committee. An effort will be made to seek representation from city officials in cities of different population sizes and in all geographic areas of the state. The League will solicit participation in policy committees in September and October of odd-numbered years. The President will appoint members to committees in November of odd-numbered years. Committee members will serve two-year terms beginning in January of even-numbered years. At the end of the two-year term, committee members must reapply for reappointment. In making committee appointments, the President will consider previous committee participation and service.
- (3) Committee chairs and vice-chairs will be appointed by the President in November of odd-numbered years. Committee chairs and vice-chairs will serve two-year terms beginning in January of even-numbered years. A vacancy in the chair or vice-chair will be filled by appointment by the President. The term of a person appointed to fill a vacancy runs from appointment until expiration of the term of office of the last person appointed to that position.
- (4) Liaisons. With the approval of the Committee Chair and Executive Director, interested parties may be allowed to participate in committee work as non voting liaisons.
- (5) Procedures. Committees are public bodies and subject to Oregon public meetings law. A quorum of the committee consists of one-third of the members. Committee members may participate in meetings by phone. Decisions will be made by consensus unless the committee chair desires a vote on a matter.
- (6) Even-Numbered Years. In even-numbered years, policy committees will meet three to four times between January and June to review and propose revisions to existing legislative policies; to develop recommendations on priorities for legislative action, both proactive and defensive; and to review any proposed amendments to the Oregon Municipal Policy. Following this process, member cities will be asked to provide input on legislative priorities for Board consideration on or before its September meeting. The Board will develop a two-year legislative agenda no later than its September meeting and an update of its strategic focus on long-range issues at its end-of-the-year meeting.
- (7) Odd-Numbered Years. In odd-numbered years, committees will meet when necessary as determined by the Executive Director in consultation with the committee chair and the League's Legislative Director in order to review policy positions and respond to emerging legislative

issues. When necessary, the Board will review recommendations submitted by policy committees and adopt such changes to legislative priorities as may be advisable.

(8) Policy committees may be asked to meet outside their regular schedule as specific issues may require or be asked to respond to e mail or other inquiries seeking input on legislative issues and policies.

SECTION 19. Resolutions.

(1) Resolutions are:

- (a) Statements of definitive responses to current situations;
- (b) Proposed amendments to the Constitution;
- (c) Proposed amendments to the Bylaws; and
- (d) Statements of commendation.

(2) Resolutions may be adopted by the membership at the Annual Meeting, but do not limit the authority of the Board of Directors to adopt policy positions as necessary throughout the year.

(3) Resolutions shall be considered by the full membership at the business meeting if submitted to the League 30 days before the annual meeting and if approved for consideration by the Board.

(4) (a) Notwithstanding subsection (3), a resolution may be submitted after the 30-day deadline established in subsection (3) if it is submitted by a member city or an affiliate organization in writing to the Board at its public meeting during the League's annual meeting.

(b) The resolution shall be considered by the full membership at the business meeting if approved for consideration by the Board.

(5) (a) Resolutions may be amended at the annual meeting provided that the amendment does not alter the resolution's intent and it is approved by a majority of the votes cast by the members eligible to vote at the business meeting.

(b) Resolutions shall be adopted only if approved by a majority of the votes cast by the members eligible to vote at the business meeting or, for a constitutional amendment, by two-thirds of the votes cast by the members eligible to vote at the business meeting.

SECTION 20. Other Committees. In addition to policy committees, the Board may create such committees as it considers necessary. Committees shall be charged with such duties and comprised of such members as may be determined by the Board.

MEMBERSHIP CATEGORIES

SECTION 21. Full Membership.

(1) A city may become a member by paying the membership dues for the current year and adopting the Intergovernmental Agreement of Oregon Cities.

(2) Full membership entitles a city to all services provided by the League, including insurance services provided by the CityCounty Insurance Services (CIS) and voting privileges at the annual business meeting.

SECTION 22. Sponsorships. Upon approval of the Executive Director, a person or entity may be allowed to participate in a sponsorship role with the League. Sponsors may be recognized for their sponsorship and receive benefits based on the level of support provided to the League.

SECTION 23. Associate Membership.

(1) Associate members may participate in CityCounty Insurance Services (CIS) insurance and risk management services, subject to adopted CIS policies. Entities that qualify for associate membership may become associate members by paying annual dues, in an amount set by the Board, and upon approval by the Executive Director.

(2) Associate member status is available to the following public bodies that are not cities or counties and that therefore are ineligible for direct membership in the League or in the Association of Oregon Counties:

- (a) An Oregon political subdivision
- (b) An Oregon municipal or public corporation
- (c) An instrumentality of an Oregon city, political subdivision, municipal or public corporation
- (d) Any intergovernmental agency, department, council, joint board of control in Oregon created under ORS 190.125, or other like entity which is created under ORS 190.003 to 190.125, which does not act under the direction and control of any single member government, provided that:
 - (i) the public body is created by a city under statutory or home rule charter authority, OR provides a service a city itself would otherwise have to provide within its own boundaries, AND
 - (ii) the public body maintains Associate Member status in LOC.

(3) Associate members are entitled to all services provided for subscribers.

(4) Associate members are not entitled to:

- (a) Voting privileges
- (b) Serve on League committees
- (c) Legislative lobby services

AFFILIATES

SECTION 24. Recognized Affiliates.

(1) An affiliate organization is one that is:

- (a) Composed of local government officials;
- (b) Formally organized under a constitution or bylaws, or both; and
- (c) Recognized by the Board.

(2) Affiliate groups are self-supporting and are not subsidized by the League.

(3) The League may provide services to affiliate groups for reimbursement, based on available resources and Board approval.

AMENDMENTS

SECTION 25. Amendments. The Bylaws may be amended by the Board.

(These Bylaws were last amended and approved by the LOC Board of Directors on December 1, 2017.)