# 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 (LOC) and its Board of Directors (Board).

**Section 2. Authority to Adopt Bylaws.** These Bylaws are adopted pursuant to the authority granted to the Board by the Constitution of the LOC and the Intergovernmental Agreement of the LOC.

**Section 3. Fiscal Year.** The fiscal year of the LOC is July 1 to June 30.

## BOARD OF DIRECTORS AND BOARD MEETINGS

**Section 4. Board of Directors.**

A. Authority and Power. The Board shall exercise general supervision over all the affairs of the LOC.

1. *Powers*. The powers of the Board include, but are not limited to:

    a. Renting, leasing, purchasing, receiving or holding property, both real and personal, and renting, leasing, mortgaging, selling or otherwise disposing such property;

    b. Establishing of annual membership dues;

    c. Determining and implementing of LOC goals;

    d. Approving an annual budget and planning expenditures;

    e. Determining necessary standing or special committees and appointing or approving the method of appointment of membership; and

    f. 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 LOC.

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

B. Membership. Membership on the Board shall include both voting and non-voting members.

1. *Voting Members*. Voting members of the Board shall include:

    a. Four Officers:

        i. President;

        ii. Vice-President;

        iii. Treasurer; and

        iv. Immediate Past President.

    b. Eleven Directors:

        i. Two hold an appointed position with a member city; and

        ii. Nine are elected city officials from member cities.

2. *Non-Voting Members*. Non-voting members of the Board shall include:

    a. One individual who holds an appointed position with a member city;

    b. Past Presidents who hold a city elected office or appointed position from a member city;

    c. Individual(s) who holds an elected position with a member city who has been appointed to the Board in accordance with Article IV Section 3(c) of the Constitution to ensure all regions of the state are represented on the Board; and

    d. The Executive Director.

C. Vacancies.

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

    a. Death;

    b. Resignation from the Board;

    c. Ceasing to hold an elective or appointed position in a member city; or

d. Upon declaration by the Board if the incumbent is absent from two Board meetings during the term of office without being excused by the President.

2. *Filling Non-Officer Elected Official Vacancies*. Subject to the below provisions, a vacancy in the office of a member of the Board who serves in an elected official position, 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.

    a. A vacancy created by a Board member's selection to the position of Vice President or Treasurer prior to the expiration of their term shall be filled through the Nominating Committee process and a vote of the membership at the Annual Business Meeting.

    b. A vacancy which is known prior to the Annual Business Meeting but will not 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. A position is known to be vacant when a member of the Board notifies the Executive Director that they will no longer be eligible to hold office as of January 1 of the following year.

3. *Filling Officer Vacancies*. Vacancies in officer positions shall be filled in accordance with the below provisions:

    a. A vacancy in the office of President shall be filled by the Vice-President. If there are fewer than six months remaining in the term of office, the President may at the conclusion of their partial term as President serve a full term in office.

    b. A vacancy in the office of Vice-President shall be filled by a vote of the Board from a slate of not more than two candidates forwarded by the Executive Director. If there are fewer than six months remaining in the term of office, the Vice-President may at the conclusion of their partial term as President serve a full term in the office.

    c. A vacancy in the office of Treasurer shall be filled by a vote of the Board from a slate of not more than two candidates forwarded by the Executive Director. If there are fewer than six months remaining in the term of office that the Treasurer is elected to fill, the Treasurer may at the conclusion of their partial term as Treasurer serve a full term in the office.

    d. 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 the appointee shall be an individual who has previously served as President of the LOC and holds and elected or appointed position with a member city.

4. *Filling Appointed Director Vacancies*. Vacancies in appointed director positions shall be filled in accordance with the below provisions:

a. A vacancy in the senior appointed director position shall be filled by the non-senior voting appointed director. The senior appointed director shall, at the conclusion of their partial term as senior appointed director, serve a full term in that position the following year.

b. A vacancy in the non-senior voting appointed direction position, which is caused by the non-senior voting appointed director filling a vacancy in the senior appointed director position, shall be filled by the non-voting appointed director. The non-senior voting appointed director shall, at the conclusion of their partial term as non-senior voting director, serve a full term in that position the following year.

c. A vacancy in the non-senior voting appointed director position, which is caused by the incumbent vacating the position, shall be filled by the non-voting appointed director. The non-senior voting appointed director shall, at the conclusion of their partial term as non-senior voting director, elevate to the senior voting director position and hold that position for two years so as to complete a full three-year term on the Board. The elevation to the senior appointed director position will necessitate the Board appointing someone to the non-senior voting position on the Board for one calendar year. The appointment shall be made by the President, subject to approval by the OCCMA President and the Board.

d. A vacancy in the non-voting appointed director position, regardless of how it is caused, shall be filled by the President of the OCCMA, or the OCCMA President's designee. This will necessitate the Board appointing someone to the non-senior voting position on the Board for the preceding year. The appointment shall be made by the President, subject to approval by the OCCMA President and the Board, and shall be a two year appointment, with the automatic elevation to the Senior Voting Appointed Director position in the second year of the term.

D. Meetings and Quorum.

1. *Meetings*. Meeting shall comply with the State's Public Meetings Law.

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 in accordance with Oregon's Public Meetings Law.

c. The Board may hold any meeting by, or through the use of, any means of communication allowing all participants to both hear and speak with one another.

2. *Notice*. Notice of Board meetings shall comply with the State's Public Meetings Law.

3. *Quorum*. A majority of the voting members of the Board then in office constitutes a quorum.

4. *Voting*. The affirmative vote of the majority of voting members present is required for Board action.

5. *Chairperson, Vice-Chairperson*. The President of the LOC is the chairperson of the Board and the Vice-President serves as chairperson in the President's absence. If both the President and Vice-President are absent from a meeting, the Treasurer shall serve as the chairperson in their absence. Should the President, Vice-President and Treasurer all be absent, the members present shall accept nominations for a temporary chairperson and conduct a vote.

6. *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 their own working parliamentary rules. The President may appoint a person to serve as parliamentarian.

E. 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.

1. *Appointed Director Position*. 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.

2. *Executive Director*. The Executive Director is a non-voting member of the Executive Committee. The Executive Director position on the Executive Committee does not count as a position to consider in determining the presence of a quorum.

3. *Functions*. 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.

F. Budget Committee. The Budget Committee is composed of the Executive Committee, a city finance director who is appointed by the President, and one representative of each caucus recognized by the Board.

1. *Executive Director*. The Executive Director is a non-voting member of the Budget Committee. The Executive Director position on the Budget Committee does not count as a position to consider in determining the presence of a quorum.

[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 be called to adhere closely to Roberts Rules.

2. *Functions.* 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. LOC Officers, Directors and Non-Voting Board Positions.**

A. Voting Members – Officers.

1. *Term of Office*. The term of office for each Officer, except for the Treasurer position, beginning in calendar year 2023, and 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 generally expire immediately before the first Board meeting of the following calendar year; however, all Officers shall hold office until their successors are elected and qualified or appointed.

    a. The term of office for the Treasurer, beginning in calendar year 2023, shall be for two years 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 generally expire immediately before the first Board meeting of the calendar year two years later; however, the Treasurer shall hold office until their successor is elected and qualified or appointed.

    b. The Executive Director serves at the pleasure of the Board and their term of office follows accordingly.

2. *Qualifications*. The office of the President and Vice-President shall be held by elected city officials. The office of Treasurer and Immediate Past President shall be held by an elected or appointed city official.

    a. 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.

    b. The President shall be Immediate Past-President-Elect and shall automatically assume the immediate past-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 President shall automatically assume the immediate past-presidency following the President's term.

3. *Duties*. The office of the President, Vice-President, Treasurer and Immediate Past-President shall have the following respective duties.

a. 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 LOC. The President shall have the following duties:

i. Preside at meetings of the members and of the Board;

ii. Perform all duties incident to the office of President; and

iii. Perform all other duties as may be prescribed by these Bylaws or the Board.

b. The Vice-President shall have the following duties:

i. In the absence of the President, perform the duties of President, and when so acting, have all the powers of and be subject to all the restrictions placed upon the President; and

ii. Perform other duties that may be assigned by the President or the Board.

c. The Treasurer shall have the following duties:

i. Chair the Budget Committee;

ii. Sign the annual financial statement; and

iii. Perform other duties that may be assigned by the President or the Board.

d. The Immediate Past-President shall serve as the chair of the Nominating Committee.

B. Voting Members – Directors.

1. *Term of Office*. 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 are elected. All Directors shall hold office until their successors are elected and qualified or appointed. The term of office for each Director shall be for three years. The terms shall expire immediately before the first Board meeting three years later.

2. *Qualifications*. Nine Directors shall hold elective office with a member city and two directors shall hold an appointed position with a member city.

~~a.~~ All Directors 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.

C. Non-Voting Member – Director Who Holds an Appointed City Position

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.

D. Non-Voting Members – Past Presidents.

1. *Term of Office.* The term of office for past presidents shall be for as long as they continue to hold elected office or an appointed position with a member city.

2. *Qualifications*. Past presidents shall hold elected office or an appointed position with a member city.

E. Non-Voting Members – Appointed to Ensure All Regions Represented.

1. *Term of Office*. The term of office for a person appointed to the Board in accordance with Article IV Section 3(c) of the Constitution to ensure all regions of the state are represented on the Board shall be for one year.

2. *Qualifications*. Persons appointed pursuant to Article IV Section 3 of the Constitution shall hold elected office with a member city.

F. Non-Voting Member – Executive Director. The term of office, qualifications and duties of the Executive Director are described in Section 6 of the Bylaws.

**Section 6. Executive Director.**

A. Chief Executive Officer. The Executive Director shall be the chief executive officer of the LOC to carry out the policies and direction of the LOC and the Board. The Executive Director is responsible for the day-to-day operations of the LOC, its offices and its employees.

B. Board Secretary. The Executive Director serves as secretary to the Board and is responsible for ensuring the Board meeting minutes and other official documents are properly and timely prepared.

C. Authority and Responsibility. The Executive Director shall have the authority and responsibility to do the following:

1. Appoint, discipline and remove LOC employees;

2. Establish, subject to the budget approved by the Board, the terms and conditions of LOC employees conditions of employment;

3. Define the duties and responsibilities of LOC employees;

4. Be responsible for all property and monies belonging to the LOC;

5. Subject to the budget approved by the Board and all applicable laws and regulations, enter into any and all contracts and agreements necessary for carrying out the purposes, operations and administration of the LOC; and

6. In coordination with the Budget Committee, propose an annual budget to the Board in accordance with applicable budget laws and practices.

D. Limitation on Authority Related to General Counsel Position. The Executive Director may not appoint or remove the General Counsel without the approval of the Board of Directors.

E. Annual Evaluation. The Board shall evaluate the Executive Director annually at its last meeting of the calendar year.

**Section 7. Board Expenses.**

A. Board Meetings. Travel expenses for Board members for any Board meeting are paid by the LOC. Past-Presidents holding elected office with a member city are entitled to, upon request, reimbursement for mileage, lodging, and meals when attending Board meetings.

B. LOC Annual Conference. Except for the instances described below in Section 7(B)(1) and (2), the Board may choose to provide financial assistance to a Board member upon request if attending the Annual Conference proves to be a financial hardship.

1. *President's Expenses*. The President's expenses connected with LOC business and the conference are paid by the LOC.

2. *Board Meeting in Conjunction with Annual Conference*. If a Board meeting, scheduled in conjunction with the conference, requires a Board member to arrive a day earlier than planned, the additional night's lodging is reimbursed by the LOC.

C. 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 LOC's request, may be reimbursed at the discretion of the Executive Director.

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

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

F. Washington State League Annual Conference. Expenses for the President's attendance at the Association of Washington Cities annual conference are paid by the LOC.

## ELECTION AND APPOINTMENT OF OFFICERS

**Section 8. Nominating Committee.**

A. Membership and Duties. The Nominating Committee consists of the Immediate Past-President, Vice-President, one Past President, three current Board members, three city officials not currently serving on the Board, appointed by the President, and one representative of each caucus recognized by the Board.

1. *Chair*. The Immediate Past-President is the chair of the Nominating Committee. If the Immediate Past-President cannot attend and/or chair the Nominating Committee, the President shall appoint their replacement.

2. *Appointments*. The President shall appoint the Nominating Committee members no later than 45 days prior to the LOC Annual Conference. In making appointments, the President is to take all reasonable steps to ensure the Committee makeup does not include more than one person from each of the 12 regions of the state.

3. *Vacancies*. The President shall fill any vacancies on the Committee by appointment.

B. Selection of the Slate of Officers and Directors. The Nominating Committee, after considering applications for LOC Officer or Director positions, shall forward a slate of candidates to the membership for a vote at the Annual Business Meeting.

1. *Required Consideration*. In selecting a slate of Officers and Directors, the Nominating Committee must consider the current composition of the Board and:

a. Representation from all geographic regions of the state.

b. That the slate includes a position reserved for 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 mayor of any such qualifying city shall appoint a person of their choosing to fill the reserved position.

c. Representation from cities with small, medium and large populations.

d. Accept the recommendation of the Oregon City/County Management Association (OCCMA) regarding any positions reserved for an individual who holds an appointed position with a member city, provided the OCCMA in putting forward its recommendation considered the current composition of the Board and the criteria identified in Section 8(B)(1)(a), (c) and (g). If the OCCMA's recommendation was put forward without considering the current composition of the board and the criteria identified in Section 8(B)(1)(a), (c) and (g), the Nominating Committee may consider OCCMA's recommended candidate(s), but is not required to put forward that candidate(s) on its slate to the membership.

e. Ensure that at least one elected official is nominated for each of the open elected official Director positions.

f. Ensure that at least one appointed official is nominated for each of the open appointed official Director positions.

g. Representation from underserved and underrepresented communities.

2. *Optional Consideration*. The Nominating Committee may consider other factors or qualifications to ensure that the Board of Directors effectively represents all Oregon cities.

**Section 9. Nomination Procedures.**

A. Statement of Interest. A city official who holds an elected position in a member city interested in running for an Officer or Director position should notify the Executive Director or their designee of their interest at least 15 days prior to the Annual Conference. Said candidates for Director or Officer positions reserved for persons who hold an elected position in a member city will be asked to fill out a Candidate Data Sheet which will be forwarded to the Nominating Committee.

B. Nominating Committee Open Meeting. The Nominating Committee shall hold an open meeting at the Annual Conference, prior to the Annual Business Meeting.

1. *Presentations from Candidates*. At the open meeting, the Nominating Committee will hear presentations from candidates.

2. *Additional Candidates*. The Nominating Committee may, via a motion that occurs immediately after the Nominating Committee is called to order, accept additional candidates from the floor for positions reserved for persons who hold an elected position in a member city, even if the candidates have not previously given notice of their interest in an Officer or Director position. To be accepted as an additional candidate, the candidate shall:

a. Complete and submit a statement of interest and Candidate Date Sheet to either the LOC General Counsel or the Chair of the Nominating Committee no later than the time upon which the Chair has called the Nominating Committee to order; and

b. Provide a presentation to the Nominating Committee in the same manner and under the same constraints of all other candidates.

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. Beginning in calendar year 2022, one nominee for the position of Vice-President;

c. If applicable for the year, 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. One nominee for each open Director position reserved for elected officials of member cities;

f. The name recommended by the Oregon City County Management Association (OCCMA) for the open Director position reserved for appointed officials of member cities;

g. One nominee for the unexpired term of any Director position that is made vacant by a nominee's selection as Treasurer; and

h. One nominee 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.

C. Prohibition Against Double Candidacy. A candidate may not be nominated for more than one position in a single slate.

**Section 10. Annual Business Meeting, Election of Officers and Directors**

A. Elections at Annual Business Meeting. All open Officer and Director positions shall be elected each year at the Annual Business meeting.

B. Nominations from the Floor. Nominations shall be accepted from the floor of the Annual Business Meeting for the positions of Vice-President, an open Treasurer position, and each open Director position.

C. Prohibition Against Double Candidacy. A candidate may not be nominated for more than one position.

D. Comments from the Floor. Comments regarding any candidate may be made from the floor of the Annual Business Meeting. The presiding officer may set time limits and adopt rules for the comments as needed.

**Section 11. Appointment Procedure for Unrepresented Regions**

A. Applicability. Article IV Section 3(c) of the Constitution provides that, if, after the annual meeting, it is clear that a region of the state will not be represented on the Board in the coming calendar year, the President is to convene the Nominating Committee to identify one elected official from a member city from each of the unrepresented regions to serve as a non-voting member of the Board in that coming year.

B. Procedure. The following procedures apply to ensure Article IV Section 3(c) of the Constitution is followed.

1. *Notification by LOC Staff*. Within 15 calendar days of the conclusion of the annual meeting, the Executive Director or their designee shall cause all elected officials in the unrepresented region(s) to be notified, via an email using the address on file with the LOC, of the opportunity to serve on the Board in the upcoming year.

2. *Statement of Interest*. A city official who holds elected office with a member city interested in serving on the Board in a position required by Article IV Section 3(c) of the Constitution shall notify the Executive Director or their designee of their interest within 15 calendar days of the Executive Director or their designee having advised of the open position. The statement of interest shall answer similar questions asked of persons brought before the Nominating Committee when running for an open Director position as described in Sections 8 and 9 of these Bylaws.

3. *Nominating Committee Meeting*. The Nominating Committee meeting is an open public meeting which is to be convened, for purposes of this Section only, no later than 60 calendar days after the annual meeting.

4. *Presentations from Candidates*. The Nominating Committee, at the Chair's discretion, may hear presentations from candidates.

5. *Additional Candidates*. The Nominating Committee may accept additional candidates from the floor even if the candidates have not previously given notice of their interest in the position required by Article IV Section 3(c) of the Constitution.

6. *Required Consideration*. In selecting an appointee, the Nominating Committee must consider the current composition of the Board and:

    a. Representation from small, medium and large populations;

b. Representation from underserved and underrepresented communities; and

c. Other factors or qualifications to ensure the Board effectively represents all Oregon cities.

7. *Appointment*. After considering all candidates, the Nominating Committee shall select an appointee for each open position created by Article IV Section 3(c) of the Constitution. The President shall appoint the candidate(s) selected by the Nominating Committee.

## MEMBERSHIP MEETING

**Section 12. 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 13. Annual Meeting.** An annual meeting of the LOC membership shall be held each year at a time and place determined by the Board.

**Section 14. Special Meetings.** Special meetings of the LOC 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 15. Regional Meetings.** Regional meetings may be called at any time by the President or the Board.

**Section 16. Procedural Rules.** At any meeting of the membership, all questions of parliamentary procedures shall be governed by Roberts Rules of Order, Newly Revised.

**Section 17. Voting.**

C. One Vote. Each member city is entitled to only one vote on any action by the membership.

D. Affirmative Vote of Majority. An affirmative vote of the majority of the members voting is necessary to decide an action before the members.

E. Telephonic and/or Electronic Voting. If a member city cannot send any delegates to a meeting of the membership, that city may participate in the meeting telephonically/electronically.

1. *Appointed Delegate*. To participate in telephonic/electronic voting, a member city must appoint its delegate via a written resolution adopted by its city's governing body, with the resolution identifying the name and position/title of the selected delegate. A copy of the resolution with the delegate's name and telephone number

must be submitted to the LOC Executive Director or General Counsel at least 10 days in advance of the relevant membership meeting.

2. *Communication with Delegate*. The General Counsel shall contact the City's delegate at least 48 hours in advance of the relevant membership meeting and provide the delegate with two things:

    i. A phone number or website that the delegate can use to call and listen to the membership meeting; and

    ii. A phone number or website/email the delegate can use to communicate with the Chair of the meeting when the delegate wishes to speak during the membership meeting and/or to identify how the delegate is casting their vote on a motion. Any vote made by a delegate on the vote will be read by a LOC staff person, or the Chair, into the official record.

## LOC POLICY

**Section 18. Oregon Municipal Policy; Amendments.**

A. Oregon Municipal Policy. The Oregon Municipal Policy (OMP) is the statement of policy positions developed by the member cities of the LOC.

B. Submission of Amendments. Amendments to the OMP may be made only at the Annual Business Meeting.

1. *Submission to LOC*. Amendments must be submitted to the LOC at least 30 days before the Annual Business Meeting.

2. *Submission During Annual Business Meeting*. Notwithstanding the above subsection 17(B)(1)(a), an OMP amendment may be submitted after the 30-day deadline established above if it is submitted by a member city or an affiliate organization in writing to the Board at the public meeting it holds prior to the Annual Business Meeting.

3. *Consideration.* The amendment shall be considered by the full membership at the Annual Business Meeting if approved for consideration by the Board.

**Section 19. Policy Committees.** The Board may create policy committees as part of the Board's policy development process.

A. Purpose. The committees will make recommendations to the Board on proactive and defensive positions in the legislative process and participate in revisions to the Oregon Municipal Policy and serve as focus groups when necessary to assist staff with assessing policy issues.

B. Composition of Committees. 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.

1. *Representation*. 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.

2. *Solicitation*. LOC will solicit participation in policy committees in September and October of odd-numbered years.

3. *Appointments*. The President will appoint members to committees in November of odd-numbered years. In making committee appointments, the President will consider previous committee participation in service.

4. *Terms*. 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.

5. *Chairs and Vice-Chairs*. Committee chairs and vice-chairs will be appointed by the President in November of odd-numbered years.

    a. Committee chairs and vice-chairs will serve two-year terms beginning in January of even-numbered years.

    b. 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.

6. *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.

C. Procedures. Committees are public bodies and subject to Oregon's Public Meetings Law.

1. *Quorum*. A quorum of a committee consists of one-third of the members.

2. *Decisions*. Decisions will be made by consensus unless the Committee Chair desires a vote on the matter.

3. *Electronic/Telephonic Participation*. Committees may hold any meeting by conference call, which can include platforms like Zoom, Microsoft Teams or Skype.

D. Even-Numbered Years. In even-numbered years, policy committees will meet, as many times as deemed appropriate by the Legislative Director, 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 OMP.

1. *Member Cities Input*. Following this committee process, member cities will be asked to provide input on legislative priorities for Board consideration on or before its September meeting.

2. *Legislative Agenda*. 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.

E. 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 LOC'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.

**Section 20. Resolutions.**

A. Resolutions. Resolutions are:

1. Statements of definitive responses to current situations;

2. Proposed amendments to the Constitution;

3. Proposed amendments to the Bylaws; and

4. Statements of commendation.

B. Consideration. Resolutions shall be considered by the full membership at the Annual Business Meeting if submitted to the LOC 30 days before the Annual Business Meeting and if approved for consideration by the Board.

1. *Aberration from 30-Day Deadline*. Notwithstanding the 30-day deadline noted above, a Resolution may be submitted after the 30-day deadline if it is submitted by a member city or an affiliate organization in writing to the Board at the public meeting it holds prior to the Annual Business Meeting.

2. *Amendment*. Resolutions may be amended at the Annual Business 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 Annual Business Meeting.

C. Adoption. Resolutions may be adopted by the membership at the Annual Business meeting, but do not limit the authority of the Board to adopt policy positions as necessary throughout the year.

1. *Majority Vote*. Resolutions, except those related to a Constitutional amendment, shall be adopted only if approved by a majority of the votes cast by the members eligible to vote at the Annual Business Meeting.

2. *Two-Thirds Vote*. Resolutions amending the Constitution shall be adopted only if approved by two-thirds of the votes cast by the members eligible to vote at the Annual Business Meeting.

**Section 21. 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 22. Full Membership.**

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

B. Benefits. Full membership entitles a city to all services provided by the LOC, including insurance services provided by CityCounty Insurance Services (CIS) and voting privileges at the Annual Business Meeting.

**Section 23. Sponsorships.** Upon approval of the Executive Director, a person or entity may be allowed to participate in a sponsorship role with the LOC. Sponsors may be recognized for their sponsorship and receive benefits based on the level of support provided by LOC.

**Section 24. Associate Memberships.**

A. Requirements. Entities may become associate members by paying annual dues, in an amount set by the Board, and upon approval by the Executive Director.

B. Eligibility. Associate membership status is available to the following public bodies that are not cities or counties and that therefore are ineligible for direct membership in the LOC or the in the Association of Oregon Counties:

1. An Oregon political subdivision;

2. An Oregon municipal or public corporation;

3. An instrumentality of an Oregon city, political subdivision, municipal or public corporation;

4. 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:

    a. 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

    b. The public body maintains Associate Member status in LOC.

C. Benefits. Associate members are entitled to all services provided for subscribers. They may participate in CityCounty Insurance Services (CIS) insurance and risk management services, subject to adopted CIS policies.

D. Limitations. Associate members are not entitled to:

    1. Voting privileges;

    2. Serve on LOC committees; and

    3. Legislative lobby services.

## AFFILIATES

**Section 25. Recognized Affiliates.**

A. Eligibility. An affiliate organization is one that is:

    1. Composed of local government officials;

    2. Formerly organized under a constitution or bylaws, or both; and

    3. Recognized by the Board.

B. Self-Supporting. Affiliate groups are self-supporting and are not subsidized by the LOC.

C. LOC Services. The LOC may provide services to affiliate groups for reimbursement, based on available resources and Board approval.

**Section 26. Caucuses.** Caucuses shall exist to enhance the work of the LOC by addressing the unique needs of their members.

A. Recognition. The Board may formally recognize caucuses as part of the Board's policy development on issues and policies. Caucuses are for members to express themselves,

share best practices and make recommendations to the Board to:

1. Promote positive and effective relationships among city officials of underrepresented affinity groups, their communities, political leaders, and the LOC.

2. To build and increase capacity of city officials of underrepresented affinity groups to engage in and serve in local government.

3. To serve as a resource to the Board in the formulations of its policy agenda.

4. To equip and advance city officials of underrepresented affinity groups to serve in positions of leadership on the Board.

B. Eligibility. A caucus is one that is:

1. Composed of local government officials;

2. Formally organized under a constitution or bylaws, or both;

3. Received a positive recommendation for recognition as a caucus from the Diversity, Equity & Inclusion Committee; and

4. Recognized by the Board.

C. Self-Supporting. Caucuses are self-supporting and are not subsidized by the LOC.

D. LOC Services. The LOC may provide services to caucuses for reimbursement, based on available resources and Board approval.

E. Procedures. Caucuses are public bodies and subject to Oregon's Public Meetings Law.

1. *Quorum.* A quorum of a caucus shall be designated by its constitution or bylaws.

2. *Compliance*. Caucus meetings shall comply with all aspects of Oregon's Public Meetings law.

F. Benefits. Caucuses are entitled to the following benefits upon formal recognition.

1. *Staff Liaison.* The Executive Director shall designate a staff member to serve as a liaison representative to each caucus. The staff liaison shall be responsible for ensuring the caucus complies with the Public Meetings Law by:

a. Providing public notice of all caucus meetings in which a quorum is present;

b. Taking minutes and records of all caucus meetings;

c. And any other tasks necessary to ensure compliance.

2. *Representation on Committees.* The caucus will have a designated seat on the following LOC committees:

   a. Diversity, Equity and Inclusion Committee;

   b. Budget Committee;

   c. Bylaws Committee;

   d. Finance Committee;

   e. Conference Planning; and

   f. Nominating Committee.

   The caucus's delegate must be either an elected city official or an appointed city official as that term is defined in the LOC Constitution. The President shall appoint the caucus's recommended representative for each open committee seat so long as the representative is an elected or appointed city official as required above.

## AMENDMENTS

**Section 27. Amendments.** The Bylaws may be amended by the Board.

*These Bylaws were last amended and approved by the LOC Board of Directors on April 20, 2022.*