CONSTITUTION

ARTICLE I

NAME AND OBJECTS

Section 1. *Name.* This organization is known as the League of Oregon Cities.

Section 2. *Purpose.* The purposes of this organization are:

(a) To maintain an organization to secure cooperation among the cities of the state by thorough study of local problems, and in the application of efficient methods to local government;

(b) To provide a means for municipal officials to exchange ideas and experiences and obtain expert advice;

(c) To collect, compile, and distribute to municipal officials information about municipal government and the administration of municipal affairs;

(d) To engage in the study and preparation of uniform ordinances and practices;

(e) To formulate and promote legislation that will benefit the cities of the state and its citizens, and to oppose legislation detrimental to cities; but not to expend monies in favor of or in opposition to any public measure initiated by or referred to the people, or for or against the election of any candidate for public office;

(f) To secure harmony of action among municipalities in matters that affect the rights and liabilities of cities;

(g) To institute or participate in litigation for the purpose of securing a determination relative to the rights and liabilities of cities of Oregon under constitutional provision, statute or ordinance; to appear as friend of the court in a court proceeding in which the rights and liabilities of cities are affected; to appoint or employ counsel for the purposes mentioned;

(h) To provide such services to cities as cities may authorize and require through the League of Oregon Cities, including but not limited to assistance in collective bargaining with employees, liability, casualty, workers' compensation, health insurance and other employee benefits, and the provision of joint facilities for local governments with other governmental units acting singly or cooperatively. To that end the League may create or participate in appropriate entities and trusts which are suitable and convenient for carrying out its purposes;

(I) To do any and all other things necessary or proper for the benefit of the cities of Oregon.

ARTICLE II

MEMBERSHIP

Section 1. *Who Eligible.* Any Oregon city is eligible for full membership.

Section 2. *How Acquired.* Any Oregon city may become a member by paying the membership fee for the current year, and by adoption by its governing body of the Intergovernmental Agreement of Oregon Cities, approved at the November 1983 annual League meeting or as subsequently amended.

Section 3. *Withdrawal.* Any member may withdraw from membership by giving six months written notice in the form of council resolution or ordinance to the Executive Director.

Section 4. *Failure to Pay Dues.* A member that fails to pay membership dues during the current fiscal year may be stricken from the membership roll by the Board.

Section 5. *Other Membership.* Other classes of, and conditions for, membership may be established by the Board, but such membership shall carry no voting privileges. Other classes of membership may include separate boards or commissions of cities and other entities or groups of persons that want one or more League services.

ARTICLE III

FINANCES

Section 1. *Membership Dues - Members.* The Board shall assess the annual membership fee for cities in an amount sufficient to finance the expenses of the League for the current year. The amount of the assessment shall be determined by the Board no later than January 1 of each calendar year for the next fiscal year.

Section 2. *Membership Dues - Other Membership.* The annual membership fee for other memberships established under Article II, Section 5, shall be as determined by the Board.

Section 3. *Special Assessments.* The Board of Directors may levy assessments in addition to the annual membership fee and request voluntary contributions for other services and programs authorized by the Board.

Section 4. *Expenditures.* No funds shall be expended except in compliance with the budget adopted by the Board in furtherance of the purposes of the League. Specific Board approval is not required for expenditures made by the Executive Director in compliance with the budget.

ARTICLE IV

OFFICERS AND COMMITTEES

Section 1. *Officers.* The Officers of the organization are President, Vice-President, Treasurer and Immediate Past-President, each of whom shall hold an elective position in a member city. The Officers shall exercise the powers and duties incident to their offices, as described in the Bylaws. Such Officers and the most senior Director serving in a position reserved for an individual holding an appointed position with a member city shall comprise the Executive Committee, which shall perform such duties as authorized by the Board. The Executive Director is a non-voting member of the Executive Committee.

Section 2. *Board of Directors.* The affairs of the organization shall be directed by the Board of Directors, composed of the Officers and eleven members at large, nine of whom shall hold an elective position in a member city and two of whom shall hold an appointed position in a member city. The Board of Directors shall have general supervision over all of the affairs of the organization subject to the Bylaws and to the will of the organization expressed at any duly called meeting. The power of the Board includes, but is not limited to, the power to rent, lease, purchase, receive and hold property, both real and personal, and to rent, lease, mortgage, sell or otherwise dispose of real and personal property.

Section 3. *Non-Voting Members of the Board of Directors.*

(a) *Past Presidents*. Past Presidents who hold a city elected office shall be ex officio members of the Board. They may engage in all Board activities, but shall not vote on matters coming before the Board.

(b) *Non-Voting Director Who Holds an Appointed City Position.* The League Bylaws shall provide for one individual who holds an appointed position with a member city to be elected as a non-voting Director. Such individual may engage in all Board activities, but shall not vote on matters coming before the Board.

Section 4. *Election, Term of Office and Qualifications*. Except as otherwise provided by this section, the League Bylaws shall provide for the election, term of office and qualifications of Officers and Directors.

(a) *Election:* All Officers and Directors, except the Executive Director, shall be elected at an annual meeting of the League.

(b) *Term of Office.* The term of office for each Officer and Director, except the Executive Director, shall commence at the first Board meeting of the calendar year following the annual business meeting at which they were elected. All Officers and Directors shall hold office until their successors are elected and qualified or appointed.

(c) *Qualifications.* All Officers and Directors shall hold either an elected or appointed position with a member city.

(1) The Vice-President shall automatically assume the Presidency the following year. The President shall automatically assume the position of Immediate Past President the following year.

(2) The Treasurer shall automatically assume the position of Vice-President the following year.

(3) The President shall automatically assume the position of Immediate-Past President the following year.

(4) 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.

Section 5. *Vacancies - Occurrence*. The office of a member of the Board becomes vacant:

(a) Upon the incumbent's:

(1) Death,

(2) Resignation from the Board, or

(3) Ceasing to hold an elective or appointive position in a member city.

(b) Upon declaration by the Board of the 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 office may be filled by appointment of the President, subject to approval of the Board.

Section 6. *Executive Director.* The Executive Director shall be appointed by the Board and shall hold office at the pleasure of the Board. The Executive Director is the chief administrative officer of the League and is accountable to the Board for the responsibilities that may be assigned by it.

Section 7. *Board of Directors Meetings - Quorum.*

(1) Meetings of the Board are governed by the state public meetings law. Meetings may be called at any time by the President or at the request of three members. A majority of incumbent members constitute a quorum. A majority of the members present and constituting a quorum is required to pass a motion.

(2) The members may meet by conference call.

Section 8. *Bylaws.* The Board of Directors shall adopt bylaws to govern the proceedings and meetings of the League.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. *Annual Meeting.* An annual meeting of the League shall be held each year at a time and place determined by the Board. Other meetings shall be held in accordance with the Bylaws. At least 10 days notice of all meetings shall be given to the members.

Section 2. *Delegates and Votes.* The number of delegates to be sent by any member city to a meeting of the League is not limited. All delegates may be heard in debate, but each member city is entitled to only one vote. Each delegation shall select one of its members as chair to express or record its vote.

ARTICLE VI

AMENDMENTS

Section 1. This constitution may be amended at an annual meeting or at a special meeting called for that purpose and by an affirmative vote of two-thirds of the voting delegates present.

As amended at the September 2013 Annual Conference, League of Oregon Cities.