

Bylaws

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ARTICLE I: NAME

The name of this voluntary association shall be the League of Oregon Cities (LOC) Women's Caucus.

ARTICLE II: PURPOSE

The purpose of the Women's Caucus ("the Caucus") is to:

A. Promote positive and effective relationships among women city officials, their communities, political leaders, and the LOC.

B. Build and increase capacity of women to engage in and serve in local government.

C. Serve as a resource to the LOC Board of Directors in the formulation of its policy agenda.

D. Equip and advance women city officials to serve in positions of leadership on the LOC Board of Directors; and

E. Support, encourage and highlight the successes of women city officials.

ARTICLE III: MEMBERSHIP

A. Eligibility. Members may include any woman who is or has served as an elected city council member or as a volunteer appointed to a board, commission or committee of a city that is a member in good standing of the LOC. All members of the Caucus must support the purposes of the Caucus as set forth in Article II.

B. Membership Categories.

1. *City Council Member*. Includes those currently serving on a city council from a city in good standing with the LOC.

    a. May participate and vote during membership meetings and on any committee in which they have been appointed as a member.

    b. May serve on the Board and committees as voting members therein.

2. *Emerita Member*. Includes those who have previously served on a city council from a city in good standing with the LOC and were members of the Caucus.

a. May participate and vote during membership meetings and on any committee in which they have been appointed as a member.

b. May serve on committees.

3. *Associate Member*. Includes those currently serving or having previously served as a volunteer appointed to a city board, commission, or committee from a city in good standing with the LOC.

a. May participate and serve as a voting member of any committee in which they have been appointed as a member.

4. *Past Presidents*. Includes any woman who previously served as a president of the Caucus, regardless of whether they are an elected official with a member city or not.

a. May participate as a non-voting member of the Board, provided a majority of the Board votes in favor of the past president joining the Board.

b. May participate and vote during membership meetings and on any committee in which they have been appointed as a member.

C. Membership Rosters. A person becomes a member by notifying LOC staff of their desire to participate and acceptance of these Bylaws. Membership in the Caucus terminates when a member submits a written rescission of her membership to LOC staff or the President.

1. Members are responsible for ensuring their contact information remains up to date and accurate. Changes in contact information must be provided to LOC staff.

2. Women who wish to be emerita members must provide written notice of such to LOC staff.

3. LOC staff shall maintain a list of all members and meeting participants.

D. Participation. The Caucus is designed to be as flat of an organization as possible; as such, all members, as defined in Article III, Section B, and guests, are to be provided a reasonable and meaningful opportunity to provide comments and feedback before and during meetings of the membership, Board, and committees. Participation is intended to occur prior to any deliberation or vote being cast by the membership, Board, or committee. Meetings of the Caucus, its Board, and any committees shall always provide a telephonic or virtual option.

E. Guests. The Caucus may invite individuals or entities that support the purposes of the Caucus to participate in meetings and events, including but not limited to women

considering or seeking to run for election to a city council, participants or staff in women's leadership training programs, youth, and others, but such participants may not vote or serve on the Board or committees.

ARTICLE IV: VOTING

Voting is permissible if it is done in-person or virtually (in accordance with rules established by the Board). While text and email voting is prohibited, attending meetings virtually is encouraged.

A. Voting Rights. Members, as defined by Article III, Section B, have the following voting rights.

   1. *Board Members.* May vote on all matters before the Board, any matter before the membership, and on any matter before a committee on which the board member serves.

   2. *City Council Members*. May vote on all matters before the membership, and on any matter before a committee on which the city council member serves.

   3. *Emerita Members*. May vote on all matters before the membership, and on any matter before a committee on which the emerita member serves. While an emerita member may be asked by a majority of the Board to serve on the Board, any such service is as a non-voting member.

   4. *Associate Members*. May vote on any matter before a committee on which the associate member serves.

   5. *Past President Members*. May vote on any matters before the membership, and on any matter before a committee on which the past president serves. While a past president may be asked by a majority of the Board to serve on the Board, any such service is as a non-voting member.

B. Proxy Voting. Voting by proxy or in absentia is not permitted.

C. Straw Polls. The officers of the Board are permitted to solicit straw polls from members to advise them of the members' opinions on matters before the Board.

   1. *Purpose.* Straw polls are to be used to help officers understand the will of the majority of the members and to help them decide how to lead the Board and render decisions.

   2. *Submission*. Straw polls from the members can be submitted via email and text messaging.

   3. *Prohibition.* Board members are prohibited from participating in straw polls.

ARTICLE V: BUDGET / DUES / STAFF SUPPORT

A. LOC Support. The Caucus is an organization of volunteers. When the Caucus is in good standing with the LOC Board of Directors, support shall be provided from the LOC for meeting logistics per the LOC Bylaws.

    1. *Notice*. LOC shall publish meeting notices of the Caucus in accordance with the Oregon Public Meetings Law.

    2. *Minutes and Records*. LOC shall take minutes and keep records of the Caucus in accordance with the Oregon Public Meetings and Records laws.

B. Dues. No dues may be charged for membership in the Caucus.

C. Additional Resources. When the Caucus determines additional resources are needed to meet the purposes in Article II, requests may be made to the LOC Board of Directors and/or LOC Foundation to provide financial support and fiscal management.

ARTICLE VI: MEMBERSHIP MEETINGS

A. Annual Meeting. The Caucus shall hold an annual meeting for all members in conjunction with the LOC fall annual conference, at which time the Caucus shall elect board members, including officers, and shall conduct other business as may be brought before the members of the Caucus.

B. Special Meetings. The members of the Caucus shall meet as often as required to achieve the purposes set out in Article ~~2~~II, as determined by the Board.

C. Meeting Notices. Meetings shall be held in accordance with Oregon Public Meetings Law.

    a. *Annual Meeting Notice*. Notice of every annual meeting of members, stating the time and place thereof, shall be provided with the agenda no less than 10 calendar days prior to such meeting.

    b. *Special Meeting Notice*. Notice of any other meeting of members, stating the time and location, shall be provided with an agenda not less than 7 calendar days prior to the meeting.

    c. *Meeting to Amend Bylaws Notice*. Notice of any meeting, be it an annual meeting or a special meeting, stating the time and place thereof, where there is a proposal to amend the Bylaws on the agenda, shall be provided with the agenda no less than 30 calendar days prior to such meeting.

D. Quorum. Quorums for membership meetings shall be as followed.

1. *Annual Meeting*. The quorum of the annual membership meetings, regardless of whether changes to the bylaws are proposed or not, is the number of members attending the meeting.

2. *Special Meeting with Proposed Amendments to Bylaws*. The quorum for a special membership meeting where a proposal to amend the Bylaws is considered is 50% + 1 of the current membership of the Caucus.

3. *Special Meeting with No Proposed Amendments to Bylaws*. The quorum for a special membership meeting where there are no proposed amendments to the Bylaws is the number of members attending the meeting.

4. Right of Membership to Call Special Meeting. At least seven members of the Caucus may call a special meeting at the time, date and location of their choice, with the assistance of the LOC, provided it complies with Oregon's Public Meetings Law. Notice of such a meeting must be given to the membership at least 10 calendar days prior. The quorum for such a meeting is the number of members attending the meeting.

ARTICLE VII: BOARD

A. Board Composition. There shall be a board comprised of thirteen (13) members.

1. *Geographic Representation.* All reasonable efforts should be made to try and secure, but not require, representation from all regions of the state on the Board.

2. *Terms*. Board members serve terms of one calendar year.

3. *Advisory Positions*. The Board may establish advisory positions to participate in Board discussions.

    a. Advisory positions are non-voting positions.

    b. Advisory positions may include, but are not limited to, past presidents, emerita members, associate members, youth, city managers, city administrators, city recorders, and others. The Board may select one advisory participant for each category of positions established by the Board, after an open, inclusive, and equitable recruitment and application process

    c. Advisory members serve terms of one calendar year.

    d. Vacancies in advisory positions shall be selected by the Board.

B. Board Decisions. Decisions of the Caucus shall generally be made by vote of the Board. The Caucus is designed to be as flat of an organization as possible; as such, decisions by the Board are to be made after the membership has had a reasonable and meaningful opportunity to provide input and feedback, either before or during a Board meeting, in accordance with a process approved by the Board.

C. Quorum. The quorum for board meetings is 50% + one of the Board seats which are filled, vacant Board seats do not count for quorum purposes.

ARTICLE VIII: OFFICERS

A. Officer Positions. There shall be three officers, the President, Vice-President, and Secretary.

B. Terms. The term of service for each officer is one calendar year. Terms run January 1 to December 31 of each calendar year.

C. President's Responsibilities & Obligations. The President shall:

1. *Chair*. Chair the Board and membership meetings.

2. *Agenda Setting*. Set the agenda for Caucus~~,~~ Board, and membership meetings.

3. *Inquiries*. Respond to any inquiry or question from the LOC or any local government affiliate organization.

4. *Represent Caucus*. Act on behalf of the Caucus on issues the membership has discussed, on directions of the Board, on matters pertaining to the purpose of the Caucus as set forth in Article II, and on other urgent matters.

5. *Report on Activities*. Report to the membership and Board at the next meeting regarding actions taken on behalf of the Caucus.

6. *Other Duties*. Perform such other duties as determined by the Board.

D. Vice-President's Responsibilities & Obligations. The Vice-President shall perform the duties of the President when requested, provide input at Board meetings, and perform such other duties as determined by the Board.

E. Secretary's Responsibilities & Obligations. The Secretary shall:

1. *Reports*. Provide written reports to the membership as directed by the Board.

2. *Correspondence*. Assist the Board with all correspondence of the Caucus.

3. *Publicity*. Assist with publicity to increase awareness of and respect for the Caucus, its members and its positions.

4. *Other Duties*. Perform such other duties as determined by the Board.

F. Board Subject to Review. Actions by the Board shall be subject to review by the membership, provided that no rights of third parties shall be affected by such review.

ARTICLE IX: ELECTION & APPOINTMENT OF BOARD

A. Nominating Committee. There is hereby established a Nominating Committee.

1. *Membership*. The Nominating Committee consists of at least two but no more than five Caucus members who commit to not running for a position on the Board during the upcoming election, all of whom are appointed by the officers of the Board, subject to approval by the Board.

2. *Chair*. The first order of business at the first meeting of the Nominating Committee will be for members of the committee to select their Chair.

3. *Appointments*. The officers, subject to Board approval, shall appoint the Nominating Committee members no later than 45 days prior to the annual membership meeting held in conjunction with the LOC fall annual conference. In making appointments, the officers are 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.

4. *Vacancies*. The officers, subject to approval by the Board, shall fill any vacancies on the Nominating Committee by appointment.

B. Nomination Procedures. A city council member interested in running for an officer or Board member position should notify the President, or her designee, of their interest at least 30 calendar days prior to the annual membership meeting.

1. *Statement of Interest*. All candidates for an officer or Board member position will complete a statement of interest form, which will be forwarded to the Nominating Committee/

2. *Open Meeting*. The Nominating Committee shall hold an open meeting no sooner than 20 calendar days prior to, or during the LOC fall annual conference to review candidates and finalize its recommended slate of candidates for consideration by the membership at the annual meeting.

3. *Required Consideration*. In selecting a slate of officers and board members, the Nominating Committee must consider:

    a. Geographical representation. All reasonable efforts should be made to try and secure, but not require, representation from all regions of the state on the Board.

    b. City Size. Representation from cities with small, medium, and large populations.

    c. Underserved/Underrepresented Communities. Representation from underserved and/or underrepresented communities.

    d. Other Factors. The Nominating Committee may consider other factors or qualifications to ensure the Board effectively represents the Caucus.

4. *Selection of Slate*. The Nominating Committee, after considering applications for Caucus officers and board members, shall forward a slate of candidates to the membership for a vote at the annual membership meeting, with the slate consisting of:

    a. A nominee for President.

    b. A nominee for Vice-President.

    c. A nominee for Secretary.

    d. One nominee for each open general member position reserved for a city council member.

5. *Prohibition Against Double Candidacy*. A candidate may not be nominated for more than one position in the Nominating Committee's slate.

C. Election of Officers & Board Members. All officers and board members shall be elected each year at the annual meeting for all members held in conjunction with the LOC fall annual conference.

1. *Nominating Committee's Slate*. The Chair of the Nominating Committee shall present the committee's slate of candidates to the membership for consideration.

2. *Nominations from the Floor*. Nominations shall not be accepted from the floor for any open position.

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

4. *Comments from the Floor*. Comments regarding any candidate may be made from the floor of the meeting, with the presiding officer having the authority to set time limits and adopt rules for comments as needed.

ARTICLE X: VACANCIES

A. Occurrence. The office of a member of the Board becomes vacant upon:

1. Termination of elected or appointed position of the incumbent in their membership city.

2. Appointment of a Board member to fill a vacant officer position.

3. Resignation by the incumbent from the Board~~;~~.

4. Death of the incumbent.

5. A Board member missing three (3) consecutive board meetings without an excused absence or accumulating three (3) unexcused absences during the term. An absence shall be considered excused when the member provides notice to the President or LOC staff.

B. Filling Non-Officer Vacancies. A vacancy on 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. The President shall first consider candidates using the criteria outlined in Article IX, Section B (2). If no candidate meeting those criteria is available or willing to serve, the President may appoint any other qualified member of the Caucus, subject to approval by the Board.

C. Filling Officer Vacancies.: A vacancy in an officer position shall be filled in accordance with the below provisions:

1. A vacancy in the office of the President shall be filled by the Vice-President.

2. A vacancy in the office of Vice-President or Secretary shall be filled by appointment of the President from among the current Board members, subject to approval by the Board. The appointment shall be made as soon as practicable and shall be for the remainder of the unexpired term.

ARTICLE XI: COMMITTEES

A. The Board may establish committees of two or more members to serve at the discretion of the Board.

1. General Rules. Committees perform such duties as the Board designates.

    a. *Recommendations*. Committees may not act on behalf of the Caucus but may make recommendations to an officer, the Board or membership for approval.

    b. *Chair*. The chair of the committee may participate with the Board for discussion of the assigned issue.

    c. *Quorum*. The quorum for committees is 50%+1 of the committee's membership.

2. Reporting Duty. In establishing a committee, the Board shall specifically identify which person or entity the committee is to make recommendations and/or reports to as a way to ensure compliance with the Oregon's Public Meetings Law. The Nominating Committee is a standing committee of the Caucus and its recommendations and reports are to be given to the membership.

ARTICLE XII: PROCEDURAL GOVERNANCE

When votes are taken, be they at a committee, Board, or membership meeting, the most recent version of Robert's Rules of Order is to be used as a guiding principle. If Robert's Rules of Orders conflicts with procedural provisions outlined in these Bylaws, the Bylaws shall prevail.

ARTICLE XIII: AMENDMENT OF BYLAWS

The Bylaws may be amended or replaced by a simple majority of the members voting, provided the required quorum in Article VI, Section D, is met.

ATTESTATION

By-laws adopted by unanimous vote of an assembly of individuals meeting the membership qualifications on April 19, 2021.

Bylaws amended on October 5, 2022, and further amended on October 18, 2024.

Bylaws amended on October 16, 2026.