

Oregon School Facilities Management Association

Bylaws

Adopted

April 13, 2018



OREGON SCHOOL FACILITIES MANAGEMENT ASSOCIATION BYLAWS

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ARTICLE I

The name of the organization shall be Oregon School Facilities Management Association (OSFMA).

ARTICLE II PURPOSES

The purpose of OSFMA is to:

1. To promote and develop the highest degree of professionalism in the maintenance, operations, planning, development and construction of school facilities.
2. To encourage and develop methods, materials, and procedures designed to increase the efficiency and effectiveness of school facility operations.
3. To assist members in dealing with common problems by enabling the exchange of ideas, statistical and technical data, educational material, and other information.
4. To provide professional growth and training opportunities for Oregon school facility professionals.
5. To encourage and promote passage of legislation deemed beneficial to statewide school facility operations and/or the members of the Association.
6. To disseminate information to Association members, school officials, local, state, and federal agencies, and State legislators as appropriate.

ARTICLE III MEMBERSHIP OF THE ORGANIZATION

Section A

OSFMA membership categories are defined as follows:

1. **School Member:** An employee of an educational institution located in Oregon who is actively employed within a facility operations department. School Members have full voting rights and are eligible for election or appointment to the Board of Directors.
2. **Non-Educational Associate Member:** An employee of a non-educational organization who is actively employed within a facility operations department. This is a non-voting membership and state residency is not required. Non-Educational Associate Members do not have voting rights and are not eligible for election or appointment to the Board of Directors.

3. **Partner Member:** An individual, company, or organization that supplies goods or services to Oregon school facility operations. This is a non-voting membership and state residency is not required. Partner Members do not have voting rights and are eligible to serve in the non-voting Partner Member position on the Board of Directors.
4. **Honorary Member:** An Honorary Member is a person who has been extended membership by a majority vote of the Board of Directors in recognition of their extraordinary contributions to the Association. Honorary Members are exempt from paying membership dues. Honorary Members do not have voting rights and are not eligible for election or appointment to the Board of Directors.
5. **Retired Member:** An individual who has held membership in OSFMA and wishes to retain this membership after retirement. Retired Members do not have voting rights and are not eligible for election or appointment to the Board of Directors.

Section B | Non-Discrimination Statement

OSFMA membership is available to all eligible persons regardless of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status.

Section C

Applicants who meet the qualifications described in Section A are granted membership upon the payment of dues.

ARTICLE IV BOARD OF DIRECTORS

Section A

The affairs of this Association shall be managed by a Board of Directors composed of:

1. President
2. President-Elect
3. Vice President
4. Secretary/Treasurer
5. Immediate Past President
6. One board member from each geographic zone nominated and elected by the members of that zone and approved by the membership.
7. One Partner Member, appointed by the board, serving in a non-voting position.

The member elected as Vice President shall fulfill a four-year term serving one year in each of the following positions, in this order: Vice President, President-Elect, President and Immediate Past President. The Secretary/Treasurer and all Zone Directors shall serve two-year terms. The Partner Member shall serve a two-year term.

Section B

The Duties of the Board of Directors shall be:

1. Determining the activities of the Association.
2. Approving an annual budget.
3. Advising the President on the management of the Association.
4. To oversee the financial affairs of the Association.
5. At its discretion, to employ an Executive Director and employ other agents on terms and conditions as the Board may establish.
6. To establish committees, standing or ad hoc.
7. To establish the dues for membership.
8. Setting the date, time, and place of the business meeting and annual conference.
9. To meet annually or upon the call of the President.
10. If necessary and appropriate, to remove or suspend any of the Directors, Executive Director, or agents for cause upon the majority vote of the Board.
11. To purchase or acquire, lease, sell, transfer, or assign any property, right, interest, or privilege of the Association upon such terms and conditions as the Board establishes.
12. To authorize the investment of Association funds.
13. To authorize the borrowing of money.

Section C | Meetings of the Board

1. The Board shall meet upon the call of the President, or upon the call of any two Directors. Notice of any meeting shall be given to each Director by personal notice, mail, or email at least seven (7) days in advance of the meeting date. The notice shall include the date, time, and location of the meeting.
2. A majority of the number of Directors established by Section A of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
3. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
4. The Board or Executive Committee may approve a consent action by email with the following provisions:
 - a. The President must clearly state the action to be taken in the form of a resolution.
 - b. Each Director must reply with a simple vote in favor or against the resolution.
 - c. In order for a resolution to be approved by email, 100% of the Directors must participate in the vote; and,
 - d. In order for a resolution to be approved by email, 100% of the Directors must vote in favor of the resolution.

Section D

The Executive Committee shall be composed of:

1. President
2. President-Elect
3. Vice President
4. Secretary/Treasurer
5. Past President

The Executive Committee may meet as needed between Board meetings to conduct the business of the Association. Established policy of the Board shall determine the authority of the Executive Committee. Any action taken by the Committee shall be reported at the next succeeding regular Board meeting. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of any business. Meetings may be called at any time by the President.

ARTICLE V NOMINATIONS AND ELECTIONS

Section A

1. The President shall appoint a Nominating Committee composed of at least three School Members of the Association. Prior to every annual conference, the Committee shall present a list of at least one (1) nominee for the office of Vice President and any other open officer positions. All nominees shall be School Members in good standing. The ballot shall also include for each position a space for members to write in and vote for any School Member in good standing. The elections for these offices shall be conducted by secret mailed in or electronically distributed and collected ballots from School Members in good standing. Ballots shall be distributed not more than six weeks or less than three weeks prior to the annual conference. The results of the balloting will be announced during the business meeting at the annual conference.
2. If there are less than two nominees for any officer position, and they are not presented on a ballot distributed prior to the annual conference, voting may take place at the business meeting. In that case, additional nominations may be made from the floor by active members. If there are two or more nominees for any position, a secret ballot vote will be conducted. The President may call for a voice vote for positions that have only one nominee. The candidate with the greatest number of votes shall be elected to office. In case of a tie vote, balloting among active members will proceed until a decision is reached. All newly elected officers and members of the Board of Directors shall assume office immediately following their election.
3. Each Zone Director shall be elected every other year at one of their zone meetings prior to the business meeting or at the zone meeting held in conjunction with the annual conference. Zone Director nominations may all be accepted from the floor.

Section B

Vacancies in the Board of Directors shall be filled at the next business meeting by election of voting members. The newly elected member shall immediately take office and shall hold office

for the balance of the unexpired term. The exception to this shall be a vacancy in a Zone Director position. Those School Members in good standing in the zone which has a vacancy shall nominate and elect a new Zone Director at the next scheduled zone meeting.

Section C

A vacancy in the office of President shall be filled by the President-Elect who shall hold that office for the balance of the unexpired term.

Section D

Vacancies in the office of President-Elect shall be filled by the Vice President who shall hold that office for the balance of the unexpired term.

Section E

In the event of a resignation from an office, the Board of Directors may appoint an eligible member in good standing to fill the remaining balance of the unexpired term of the vacant position.

ARTICLE VI OFFICERS

Section A | President

The President shall manage the Association according to the policies of the Board of Directors. The President shall be the Chair of the Board of Directors, preside over all meetings of the Association and Board, and serve as an ex-officio member of all committees.

Section B | Past President, President-Elect, and Vice President

The Past President, President-Elect, and Vice President shall perform the duties and responsibilities assigned by the President. The President-Elect shall be Chair of the Conference Committee.

Section C | Secretary/Treasurer

The Secretary/Treasurer shall supervise the finances of the Association, overseeing the accurate recording and accounting of all financial transactions of the Association, its accounts, liabilities, and financial condition, and shall ensure that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. The Secretary/Treasurer shall ensure that the accounting records of the Association are kept according to standard accounting practices. The Association's books and accounts shall be open at all times during regular meeting hours to the inspection of any member of the Association.

The Secretary/Treasurer shall make a full report of the financial condition of the Association at each meeting of the Board of Directors and at the business meeting of the Association, and shall make other reports and statements as may be required by the Board of Directors or the laws of the State of Oregon.

The Secretary/Treasurer shall ensure that a complete and permanent record is kept of all proceedings of the business meetings and of the Board of Directors. The Secretary/Treasurer

shall also ensure that the historical files and records of the Association are maintained in a safe and systematic manner.

ARTICLE VII STANDING COMMITTEES

The Association shall have the following standing committees:

1. Conference
2. Membership
3. Legislative
4. Communications
5. Professional Growth and Development

The Board of Directors shall annually appoint a chairperson for each Committee. The Conference Committee shall be chaired by the President-Elect. Each committee shall select, appoint, and replace committee members.

ARTICLE VIII INDEMNIFICATION

Indemnification. The Association shall defend, indemnify and hold harmless to the fullest extent permitted by the Oregon Nonprofit Corporation Act each Director and uncompensated officer of the Association now or hereafter serving as such, against any and all claims and liability to which such officer or Director has or shall become subject by reason of serving or having served as such Director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or Director in such capacity.

Expenses. The Association shall further defend, indemnify and hold harmless each Director or uncompensated officer from any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, court costs, litigation expenses, witness fees, expert witness fees and all other cost or expenses actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may be asserted against any such Director or officer whether or not litigation is commenced.

Limitation on Indemnification and Expense Reimbursement. No such Director or officer shall be indemnified against or be reimbursed for any expense incurred in relation to matters to which it is adjudged in any action, suit or proceeding that any such Director or officer is liable for: (a) breach of duty of loyalty to the Association or its members; (b) act or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the Director or officer derived an improper personal benefit; or (e) any act or omission in violation of ORS 65.361 to 65.367. The amount paid to any Director or officer by way of indemnification shall not exceed the person's actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Directors, and any determination so made shall be binding on the indemnified Director or officer. The rights of indemnification and reimbursement for expenses hereinabove provided for shall not be exclusive of any rights to which any Director or officer of the Association may otherwise be entitled by law.

ARTICLE IX COMPENSATION

Directors and general officers shall not be compensated for their services, except that upon approval by the Board of Directors, ordinary and necessary expenses incurred in the conduct of the Association business, may be reimbursed to the Directors and/or officers.

ARTICLE X DUES AND ASSESSMENTS

Dues of all categories of members of the Association shall be fixed from time to time by majority vote of the Board of Directors. Annual membership dues are due at the beginning of the membership year.

ARTICLE XI MEETINGS

Section A

There shall be at least one business meeting of the Association. The date, time, and place of the meeting shall be set by the Board of Directors and announced to the members at least thirty (30) calendar days in advance. The President shall preside at all meetings of the membership. In the President's absence, the next officer in due order who may be present shall preside. The due order of officers shall be: President, President-Elect, Vice President, Past President, and Secretary/Treasurer. The Secretary/Treasurer or their designee shall keep minutes of Association meetings.

Section B

Each Zone Director from each geographic zone shall convene at least one meeting of the members of that zone each fiscal year. The minutes of the zone meeting shall be kept by the Zone Director or their designee.

Section C | Electronic Conference Meeting

Any regular or special meeting of the members or the Directors may be by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

ARTICLE XII RULES OF ORDER

Robert's Rules of Order shall be the parliamentary authority of this Association.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Association shall be July 1 through June 30.

ARTICLE XIV MODE OF AMENDMENT

Amendments to the Bylaws shall be submitted to the Board of Directors in writing, directed to the President, before consideration by the entire membership. Amendment may then be made as follows:

1. By a two-thirds vote of the voting members present at the annual meeting.
2. By a majority of returned mailed or electronically distributed and collected ballots sent to all voting members.

ARTICLE XV NON-PROFIT CHARACTER OF THE ASSOCIATION

The Association is organized for non-profit purposes only, and no money or other property of the Association shall ever inure to the benefit of any member or other individual except for reimbursement of actual expenses incurred in carrying out the purposes of this Association and authorized by the Board of Directors.

ARTICLE XVI DISTRIBUTION OF ASSETS UPON TERMINATION

The Association shall use its funds only to accomplish the objects and purposes specified in the Articles of Incorporation, or in these Bylaws, and no part of such funds shall benefit or be distributed to the Directors of the Association. The Association may elect to voluntarily dissolve by a majority vote of its Directors.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to an organization organized and operated exclusively for charitable, educational, or scientific purposes and is, at the time, qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, to be selected by the Board of Directors. In the event the Board of Directors is unable to agree upon a disposition of the assets, the Circuit Court of the county wherein the offices of the corporation exist shall be petitioned and requested to distribute the assets.

ARTICLE XVII GEOGRAPHIC ZONES

The Association's zones shall consist of the following groups of Counties:

- **Zone 1:** Counties of Clackamas, Clatsop, Columbia, Multnomah, Tillamook, and Washington

- **Zone 2:** Counties of Benton, Lincoln, Linn, Marion, Polk, and Yamhill
- **Zone 3:** Counties of Coos, Curry, Douglas, Jackson, Josephine, and Lane
- **Zone 4:** Counties of Crook, Deschutes, Gilliam, Hood River, Jefferson, Klamath, Lake, Sherman, Wasco, and Wheeler
- **Zone 5:** Counties of Baker, Grant, Harney, Malheur, Morrow, Umatilla, Union, and Wallowa

Members who do not have their principal offices in Oregon will be considered members-at-large.

SECRETARY'S CERTIFICATE

I, the Secretary/Treasurer of the above-entitled Association, do hereby certify that the foregoing is a true and correct copy of the Association Bylaws as adopted by the Board of Directors of the Association.

Jon von Behren, Secretary/Treasurer

Date

Attachment I Zone Map

