

**OREGON MUNICIPAL FINANCE
OFFICERS ASSOCIATION
BYLAWS
(Revised March 2015)**

ARTICLE I

Name

The name of this association is the Oregon Municipal Finance Officers Association (OMFOA), doing business as The Oregon Government Finance Officers Association (OGFOA).

ARTICLE II

Mission Statement

OMFOA promotes professionalism and excellence in public financial management. In pursuit of its mission, OMFOA is committed to:

- Fostering individual professional growth
- Advancing the profession
- Improving standards, policies and legislation for the benefit of its members and communities
- Serving as a vehicle for the exchange of information and resources

ARTICLE III

Membership

Section 1.

- a) Active membership may be held by all public employees and elected or appointed officials who have responsibility for or are engaged in governmental finance and accounting in any public jurisdiction of the State of Oregon.
- b) Associate membership may be held in OMFOA by any person not eligible for active membership who is interested in the principles and practices of governmental finance and accounting and who subscribes to the purpose of OMFOA.
- c) Honorary life membership is periodically awarded to individuals by OMFOA. Honorary life members will be accorded all rights of active membership irrespective of employment status.
- d) Unless otherwise provided as used in these Bylaws, “members” includes all three types of memberships defined in this section except when referring to Board of Directors (Board) members or committee members.
- e) The Board may adopt OMFOA policies and procedures that include other membership classifications.

f) OMFOA acknowledges that members may change employers during the course of a career in public service. Any active member who leaves the employ of a public entity may remain a member of OMFOA for up to six months after leaving the previous employment or the expiration of any term of office, whichever occurs first.

Section 2.

Annual dues are for membership year beginning July 1 and ending June 30 of the next year. Dues will be set by the Board and increases for active members in excess of \$10.00 annually must be ratified by the membership at an annual business meeting. Dues for associate members will be set by the Board.

Section 3.

Each active member in good standing is entitled to one vote. Votes will be cast by active members in attendance at each annual meeting. For issues that cannot wait until the next annual meeting, the Board may authorize electronic or U.S. mail voting by active members.

Section 4.

Associate members shall not be eligible to vote or to hold office, except as described in this section. The membership interests of associate members will be represented to OMFOA by a non-voting position on the Board of Directors. This Associate Director will be elected by associate members at the annual business meeting as necessary to fill a one-year term. Associate members will vote only on the position of Associate Director.

ARTICLE IV

Board of Directors

Section 1.

The Board consists of the President and President- Elect, the immediate Past-President, six Directors, one Director-at-Large, and one Associate Director. The voting members of the Board are the President-Elect, immediate Past-President, and six active membership Directors. The President generally is a non-voting member who must cast the deciding vote in the event of a tie. The Director-at-Large and the Associate Director are non-voting Board members. There must be no more than one member of the Board from any jurisdiction or its component units at the time of election. If not a Board member, the State Representative to the Government Finance Officers Association of the United States and Canada will be an ex officio member of the Board.

Section 2.

The primary duty of the Board is to transact the business of OMFOA including adopt policy and procedures, plan and arrange annual and other meetings, including time, place and program; study matters referred to it by members; and perform other duties that relate to the advancement, welfare and the best interests of OMFOA. The Board will meet when called together by the President, or any four voting members of the Board. A quorum of the Board for the purpose of transacting business is five voting members.

Executive Committee

The Executive Committee consists of the President, President-elect, and the immediate Past-

President. The President is the Chair. The Executive Committee will handle all personnel matters, special meetings as referred by the Board and other urgent matters. The Executive Committee meets as it deems necessary. The Executive Committee reports on its meetings at the next regularly scheduled meeting of the Board.

ARTICLE V

Officers and Appointed Positions

Section 1.

a) OMFOA has two officers, a President and a President-Elect. The President-Elect shall also serve as Secretary to the extent required by law. Except as provided below in Article VI, Section 1(b), the officers serve for a term of one year and are eligible for election to one additional, consecutive, full term in the same position.

All officers must be active members in good standing at the time of their election and during their term of office.

b) The President annually appoints a Treasurer with approval of the Board. The Treasurer will attend meetings as requested by the Board or the President. The Treasurer may serve no more than four consecutive one-year terms.

c) A State Representative to the Government Finance Officers Association of the United States and Canada will be nominated by the President and approved by the Board for a one year term.

d) Terms of office commence at the conclusion of each annual meeting and expire at the conclusion of the next annual meeting at which new officers are elected.

e) Except as provided below in Article VI, Section 1(b), the Associate Director and the Director-at-Large serve one year terms; the other Directors serve two year terms. Each director is eligible for election to one additional, consecutive, full term. The Associate Director is a non-voting member of the Board. The Director-at-large is a non-voting member of the Board and automatically replaces any voting member if a vacancy occur between annual meetings.

Section 2.

The Board may declare a vacancy in a position of officer or director if an officer or director resigns, is removed, is unable to serve, or if no qualified candidate is elected at an annual meeting to fill that position and the position is not filled automatically as provided in Article VI, Section 3. Vacancies will be filled by a majority vote of the Board, except that a voting director position vacancy on the Board will be automatically filled by the Director-at-large. A vacancy in the Associate Director position will be filled with an associate member upon appointment by the Board. Persons selected or assuming office serve the remainder of the unexpired term.

Section 3.

Duties of the President and President-Elect correspond generally to the duties normally assigned to such officers, unless such duties are assigned by the Board. The President generally does not have a vote as a member of the Board, but must cast the deciding vote in case of a tie vote.

Section 4.

Any officer, member of the Board or appointed person may be removed from the position by the vote of three-quarters of the voting members of the Board.

ARTICLE VI

Selection of Officers and Directors

Section 1.

- a) **NOMINATING COMMITTEE:** The President or designated appointee shall appoint each year, not less than ninety (90) days after the annual meeting, a Nominating Committee consisting of a minimum of three (3) active members, two (2) associate members, and the President-Elect as ex-officio member. The President-Elect shall be a non-voting member of the Nominating Committee and shall cast the deciding vote if a tie.
- b) **PROCESS:** The committee shall actively solicit candidates from the active membership to apply for the office of President-Elect, for the office of President if that office will not be filled automatically as provided in Article VI, Section 3, and for the positions of Directors. The committee shall actively solicit candidates from the associate membership for the Associate Director position. If no qualified candidate submits an application and is available to serve in a Director's position, the Committee may nominate the person who holds that position to serve for an additional term. If no qualified candidate submits an application and is available to serve as President-Elect, the Committee may nominate the then-current President-Elect to serve for an additional term as President-Elect, and the then-current President to serve for an additional term as President. Any person so nominated and elected may serve the terms for which those persons are elected. All candidates must meet the qualifying criteria for election as prescribed in Article VI, Section 2 of these bylaws.
- c) Candidates will be presented to the general membership for election at the annual meeting, in a process prescribed by the Board. Additional nominations may be made from the floor at the annual meeting by any active member in good standing. Nominations may be made from the floor at the annual meeting by any associate member for the position of Associate Director.
- d) The Committee will submit a report and a list of qualified candidates to the Board at least 30 days before the annual meeting.

Section 2.

- a) All candidates for the active membership Directors must be active members in good standing. All candidates must have actively participated on a committee for two years within the previous five years prior to nomination. The candidate and the candidate's jurisdiction must be willing to commit a substantial amount of the candidate's time to OMFOA during the time in office. Candidates for President-Elect must have served on the Board for at least one year within the previous five years.
- b) All candidates for Associate Director must be associate members of OMFOA. All candidates must have actively participated on a committee for two years within the previous five years prior to nomination. The candidate and the candidate's employer must be willing to commit a substantial amount of the candidate's time to OMFOA during the time in office.

Section 3.

Elections for officers and members of the Board must be held at each annual meeting. However, if the then-current President-Elect is available to serve as President, the then-current President-Elect will automatically become President and no election will be held for President. The methodology, forms, count, and the rules of procedures pertaining thereto, will be prescribed by the Board.

ARTICLE VII

Standing Committees

The President will appoint standing committees and special committees as deemed necessary, subject to the approval of the Board. The President may serve as a non-voting member of all standing and special committees.

ARTICLE VIII

Annual and Special Meetings

OMFOA shall hold one annual business meeting for the purpose of electing officers and presentation of a financial report by the Treasurer. Notice of meeting date, time and place shall be given to the membership at least thirty (30) days prior to each annual meeting.

Special meetings may be held as called by the President with the approval of the majority of the Board of Directors, as deemed advisable for the general welfare of OMFOA. Written notice shall be given to the membership at least ten (10) days in advance of such meetings. At special meetings only those matters specified in the call may be considered. A registration fee may be charged in an amount sufficient to cover the costs of meetings of the membership.

For purposes of official notification, U.S. Postal or Electronic Communication (e-mail) is acceptable.

ARTICLE IX

Amendment of Bylaws

These Bylaws may be amended at an OMFOA annual meeting by a two-thirds majority vote of active members present, providing that written notice of the proposed amendment has been approved by the Board and has been provided to all active members at least 30 days before the meeting.

ARTICLE X

Rules of Order

For procedures and processes not covered by these Bylaws, the President and Board may apply Robert's Rules of Order (revised). Prior to each annual meeting, the President will appoint a Parliamentarian to interpret Robert's Rules of Order.

