

## OREGON COMMUNITY COLLEGE ASSOCIATION

### BYLAWS

#### ARTICLE I: **NAME**

The name of this organization is Oregon Community College Association (Association).

#### ARTICLE II: **PURPOSE**

Leading with racial equity, the mission of this organization is to advocate, communicate, and collaborate to strengthen community colleges for the benefit of Oregonians particularly those historically underserved or systemically marginalized from higher education.

#### ARTICLE III: **MEMBERS**

Section 1. Eligibility: Any Oregon community college district shall be eligible for membership.

Section 2. Admission: Any eligible community college district may become a member by notifying the executive director of its election to do so and by paying the membership dues for the current year in advance.

Section 3. Withdrawal from Membership: Any member may withdraw from membership by executing written notice to the executive director at least twelve (12) months in advance of the commencement of any fiscal year.

Section 4. Other Membership: Such other classes of membership may be established as the Board of Directors may determine, but such classes of membership shall carry no voting privileges.

#### ARTICLE IV: **BOARD OF DIRECTORS**

Section 1. Directors: Annually each member community college district shall appoint two (2) directors which include one member from the district's board of education, hereinafter referred to as the OCCA representative, and the district's college president. Persons elected to the positions of president and vice-president of the Association or serving in the position of immediate past president shall also be members of the Board of Directors and shall have the same rights as any other director.

Section 2. Chairperson, Vice-Chairperson, Secretary, and Treasurer: The president of the Association shall act as the chairperson of the Board of Directors, the vice-president of the Association shall act as the vice-chairperson and the secretary of the Association shall act as the secretary of the Board of Directors. The treasurer of the Association shall act as the treasurer of the Board of Directors.

Section 3. Powers: The Board of Directors shall exercise general supervision over all of the affairs of the Association. The powers of the Board of Directors, as authorized by Oregon Revised Statutes Chapter 190, include, but are not limited to, the ability to:

- Rent, lease, purchase, receive or hold property, both real and personal and to rent, lease mortgage, sell or otherwise dispose of same;
- Employ the executive director;
- Establish the annual membership dues;
- Determine and implement Association policy, approve an annual budget, determine necessary standing or special committees; and,
- Enter into any kind of activity and perform contracts of any kind that may be necessary or desirable to the accomplishment of one or more purposes of the Association.

Section 4. Substitutes: In the event a director is unable to attend a meeting of the Board of Directors, the director may send a substitute who shall have the same rights as any other director.

Section 5. OCCA Representative: The OCCA representative will be the member of the board of education selected to serve on the Board of Directors by their district board of education. The OCCA representative brings the perspective of their member college's district board of education to issues of statewide concern to the Association and the Board of Directors. The OCCA representative shall be appointed annually at their district board of education's organizational meeting.

As elected officials, OCCA representatives are advocates for community colleges and play a critical role in shaping the mission and priorities of the Association on behalf of their member college districts. It shall be the duty of these individuals to play an active role in the activities of the Board of Directors, providing the local voice from their district boards of education to the Board of Directors on issues of statewide impact, and actively engaging their fellow district board of education members in supporting and promoting Association goals and priorities.

Section 6. Vacancies: Any vacancy in membership to the Board of Directors except for a vacancy in one or more of the officer positions shall be filled by appointment by the board of education of the member district from which the vacancy exists, and the executive director shall be notified of that appointment.

Section 7. Standing Committees: The president shall appoint OCCA representatives, college presidents, college staff, and/or district board of education members to the standing committees (with the exception of the Howard Cherry Nominating Committee) in consultation with the executive director and Board of Directors approval at the Association's first board meeting of the fiscal year. The president

shall fill vacancies that occur during the year in consultation with the executive director and executive committee approval. The seven standing committees are: 1) Member Services; 2) Nominating; 3) Budget; 4) Legislative, 5) Diversity, Equity, and Inclusion (DEI), 6) Howard Cherry Nominating, and 7) Student Success Advisory.

Section 8. Special Committees: It may be necessary to form special committees to do the work of the board. The Association president shall appoint OCCA representatives, college presidents, college staff, or district board of education members as needed.

Section 9. Quorum: A majority of the member community colleges shall constitute a quorum with a minimum of five OCCA Reps and four college presidents present representing a majority of member colleges.

Section 10. Voting: At any meeting of the Association Board of Directors, each community college member district shall be entitled to a total of one (1) vote.

Section 11. Agenda: Issues involving substantive Association positions and changes to OCCA Board Policies shall be placed on the agenda for discussion at one meeting and voted on at a subsequent meeting. However, if the Board of Directors feels it is ready to act immediately on these issues the above referenced procedure can be waived by the Board of Directors at any meeting by a two-thirds (2/3) vote. Issues involving time sensitive legislative and agency advocacy positions may be acted upon immediately.

Section 12. Parliamentary Authority: All parliamentary questions shall be decided by *Robert's Rules of Order Newly Revised*, latest edition. The chairperson may, at any time, appoint a person to serve as parliamentarian. That person may advise the chairperson of any questions put to them by the chairperson, and after which the chairperson shall announce the ruling.

Section 13. Ex Officio Members: The following individuals or their designee may serve as non-voting ex-officio members and provide regular reports to the Board: 1) the president of the Oregon School Boards Association, 2) the chair of the Higher Education Coordinating Commission, 3) the chair of the Oregon Community College Student Association, 4) the president of the Community College Uniserv Council of the Oregon Education Association, and 5) any other person the board may appoint.

## ARTICLE V: OFFICERS

Section 1. Officers: The officers of the Association shall be president, vice-president, secretary, and treasurer each of whom shall be a director and elected by the Board of Directors. Election of the officers shall be scheduled at the last board meeting of the Association's fiscal year. The immediate past president also serves as an officer of the Association. The president, vice-president and immediate past president shall be community college board of education members of a member district. The secretary

and treasurer shall each be presidents of a member district. No member district shall be represented by more than one officer at any one time.

Section 2. President: The Association president shall, when present, preside at all meetings of the Board of Directors and shall perform all duties incident to the office of president and such other duties as may be prescribed by these Bylaws or by the Board of Directors from time to time. The president shall appoint all committees in consultation with the executive director and with the approval of the Board of Directors. The president shall be an ex-officio member of all committees of the Association for purposes of a quorum and voting when needed except the nominating committee.

Section 3. Vice-President: In the absence of the president, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall be president-elect and shall automatically assume the presidency the following year unless the board votes otherwise. The vice-president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors. The vice-president and secretary shall supervise the selection of the winners of the Howard Cherry awards prior to each Association convention.

Section 4. Secretary: The secretary shall review the minutes of the Board of Directors and Executive Committee meetings; shall sign such documents with the president or vice-president as may be necessary; and in general, perform all duties incident to the office of secretary and such other duties as from time to time be assigned by the president or by the Board of Directors. The secretary and vice-president shall supervise the selection of the winners of the Howard Cherry Awards prior to each Association convention.

Section 5. Treasurer: The treasurer shall give the budget report at each meeting and shall advise the executive director on matters relating to the Association's budget. The treasurer shall perform such duties as from time to time may be assigned by the president or by the Board of Directors. The treasurer shall be secretary-elect and shall automatically assume the position of secretary the following year. The treasurer shall serve as the chair of the Budget Committee.

Section 6. Immediate past president: The immediate past president shall serve on the Executive Committee. The immediate past president shall perform such duties as may be assigned by the president. In the event that the immediate past president ceases to be a community college board of education member the position will remain vacant until the current president leaves office and assumes the position of immediate past president.

Section 7. Terms of Office: The term of each officer shall be one year commencing at the start of the new fiscal year on July 1, or until a successor is elected.

Section 8. Vacancies in Office: The vice-president shall succeed to a vacancy in the office of the presidency. Any other vacancies in office shall be filled by appointment by the president subject to approval by the Board of Directors. If the office of president and vice-president are vacant, those positions shall be filled by the Board of Directors. A person selected to fill a vacancy shall be appointed

for the unexpired term of their predecessor in office. Time worked in an appointed position will not be counted as time served when calculating an individual's eligibility to serve a subsequent term.

#### ARTICLE VI: **EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Directors shall consist of the president, vice-president, secretary, treasurer, and the immediate past president of the Association. Two at-large members may be elected by the Board of Directors to serve a two-year term on the Executive Committee. The terms of the two at-large members shall be staggered so only one is elected annually. The two at-large members must be board of education members from their respective districts but need not serve as their district member's OCCA representative. All members of the Executive Committee must have at least one year to serve in their elected position on the member district's board of education. The current Oregon Presidents' Council (OPC) chair and the Executive Director of the Office of Community Colleges and Workforce Development (CCWD) shall serve as ex-officio members on the committee. The functions of the Executive Committee shall include providing direction to the executive director between board meetings, annually evaluating the executive director, and any other functions on behalf of the Board of Directors as the board may authorize. During legislative sessions, between board meetings, the Executive Committee shall have authority to take positions on behalf of the association on legislation consistent with the board adopted Legislative and Regulatory Positions and the general principles that guide OCCA's legislative advocacy when necessary. A retreat will be held annually upon the election of new Association officers including the old and new Executive Committee members in order to transition between officers and establish goals and priorities for the coming year for recommendation to the Board of Directors.

#### ARTICLE VII: **EXECUTIVE DIRECTOR**

Section 1. Selection: The Board of Directors shall hire an executive director on such terms as may be determined by the Board. The executive director shall be the executive officer of the Board of Directors and the Association to carry out the policies and directions of the Association and the Board including administration of these bylaws.

Section 2. Duties: The executive director shall perform duties as established by the Board of Directors and as designated in the Association's policies and procedures. The executive director shall be a non-voting ex-officio member of all committees except the nominating committee.

#### ARTICLE VII **[RESERVED]**

## ARTICLE IX: MEETINGS OF THE ASSOCIATION

Section 1. Annual Convention: An annual convention of the Association shall be held each year.

Section 2. Special Meetings: Special meetings of the Association may be called by the Board of Directors at any time by giving ten (10) days written notice to all directors of such meeting or by a request to the president of the Association signed by a majority of the directors. Emergency meetings may be called by the president or a member of the Executive Committee on twenty-four (24) hour notice with written consent of the Executive Committee. Meetings may be held by teleconference provided that all directors can communicate simultaneously.

Section 3. Regular Meetings: The Association shall meet four (4) times a year, generally in the fall, winter, and spring unless the Executive Committee decides otherwise.

## ARTICLE X: EXECUTIVE COMMITTEE AND BOARD OF DIRECTOR'S EXPENSES

Section 1. Executive Committee: Members of the Executive Committee shall be reimbursed out of Association funds for actual and necessary expenses incurred while performing their official duties as members of that committee. Spouses' expenses are the responsibility of the committee member.

Section 2. Board of Directors: Expenses incurred by members of the Board of Directors shall be reimbursed by their member colleges.

## ARTICLE XI: INDEMNIFICATION

The Association shall indemnify any of its officers, employees and agents, whether elective or appointive, against any tort claim or demand, whether groundless or otherwise, arising out of an alleged act or omission occurring in the performance of duty. The provisions of this section do not apply in case of malfeasance in office or willful or wanton neglect of duty.

## ARTICLE XII: AMENDMENTS

The Bylaws may be amended at any meeting of the Board of Directors upon giving the directors of the board ten (10) days advance notice of such proposed amendments, upon an affirmative vote of two-thirds (2/3) of the directors present and voting at said meeting. An amendment to the Bylaws shall become effective and binding upon passage.