



OCCMA
Oregon City/County
Management Association
A State Affiliate of ICMA

Board of Directors & Membership Meeting

July 14, 2017 • 9:45 - 10:45 a.m.

Mt. Bachelor Village, Bend

AGENDA

- | | |
|--|-------------------------|
| A. Welcome | President Michael Sykes |
| B. Consent Calendar | President Sykes |
| 1. Review and Approval of April 14, 2017 Board Minutes | |
| C. Financial Status Report | Jennifer Lewis |
| D. Committee Reports | Committee Chairs |
| 1. Professional Development Committee: Chair Christy Wurster | |
| 2. By-laws & Constitution Committee: Committee Member Spencer Nebel | |
| 3. ICMA Liaison Committee: Chair Joe Gall | |
| 4. Ethics: Chair Joe Gall | |
| 5. Nominating: Chair Joe Gall | |
| 6. Support for Managers: Chair Ben Bryant | |
| 7. Academic Affairs: Chair Joe Gall | |
| 8. Communications: Chair Marty Wine | |
| 9. Next Generation: Chair Byron Smith | |
| 10. 2021 ICMA Annual Conference: Co-Chairs Joe Gall and Eileen Stein | |
| E. Lifetime Membership Nomination | Michael Sykes |
| F. ICMA Report | Steve Bryant |
| G. ICMA 2026 Conference RFP | Michael Sykes |
| H. Senior Advisors | Senior Advisors |
| I. Other Business | |

Adjourn



**Oregon City/County Managers Association
Board and Membership Meeting
April 14, 2017
Resort at the Mountain, Welches**

Minutes

Present:

Board Members: Michael Sykes, David Clyne, Joe Gall, Megan Messmer, Spencer Nebel, Megan Phelan, Dale Shafer, Byron Smith, Marty Wine and Christy Wurster
Senior Advisors: Andy Anderson, Dan Bartlett, Roger Jordan, Larry Lehman
ICMA Guests: Martha Bennett, Kevin Duggan and Steve Bryant
Staff: Mike McCauley, Jennifer Lewis

President Michael Sykes called the meeting to order at 9:50 a.m.

Welcome

President Michael Sykes welcomed everyone to the OCCMA Board and Membership Meeting and expressed his gratitude to Christy Wurster, Chair of the Professional Development Committee for a great Northwest Regional Managers Conference.

Consent Calendar

President Sykes informed the Board that there were two items on the consent calendar, consisting of the minutes of the January 20, 2017 Board Retreat, and a list of OCCMA members as of April 10, 2017. *Spencer Nebel moved and Christy Wurster seconded that the consent calendar be adopted. The motion passed unanimously.*

Financial Status Report

Mike McCauley informed the Board that after registrations and the bills are finalized, the NWRMC should be positive. *It was moved by Christy Wurster and seconded by David Cline to approve the financial report. The motion passed unanimously.*

Jordan/Wells Scholarship – Next Generation Committee Update

Byron Smith stated that he has not been able to get the committee together to determine criteria and create a scholarship application. He spoke with Roger Jordan and will organize a meeting in May.

Appointment of Oregon Representative to the ICMA Planning Committee

President Sykes asked if there was a member interested in serving on the ICMA Planning Committee. Joe Gall mentioned that Steve Powers in Salem had expressed interest last year. Spencer Nebel reminded the Board that the person appointed to the ICMA Planning Committee should commit to serve on the 2021 ICMA Conference Committee as well. Eileen Stein mentioned that if Steve Powers is not able to participate this year, she would be interested. President Sykes offered to follow up with Steve Powers and appoint him to the ICMA Planning Committee if he is still interested.

Elected Essentials Update

Mike McCauley noted that when Elected Essentials was launched in 2015, it was specifically designed for elected officials to have a peer training event, and the policy was set that registration was only open to elected officials. In 2015, a few administrative city officials came to the presentations on the day of the training and were welcomed to participate. As the League prepared for the 2nd iteration of Elected Essentials, the League received comments from administrative staff who wanted to attend based on the valuable content, and wanting to be in the room to hear what their elected officials were hearing. As the League went forward this year, it became apparent that the policy of creating a peer training for elected officials was creating a distrust of the League amongst some appointed officials. After discussion, the policy was changed for the last three offerings to allow non-elected city officials to attend Elected Essentials with their elected officials as a team. Mike mentioned that it was never the intent to be exclusionary, only to provide a peer training opportunity for elected officials. In 2019 managers and staff will be invited to participate with their elected officials. Eileen Stein thanked Mike and expressed her appreciation that managers and staff can attend together in 2019 to encourage teamwork with their elected officials.

2017 OCCMA Summer Conference Update

Christy Wurster invited members to review the draft program for the summer conference, and encouraged feedback. Eileen Stein recommended there be a partners session Wednesday morning, and Ray Towry's wife and Marty Wine's husband were recommended to lead the session. Steve Bryant asked that the ICMA update occur during lunch, and that OCCMA reach out and invite Mark Ott from ICMA to attend.

2019 Summer Conference Locations

Jennifer Lewis informed the Board that the League had heard back on a few options for the 2019 Summer Conference. Seaside had no availability. The conference could be held at the Best Western Agate Beach in Newport for an estimated registration cost of \$390 per person, the Driftwood Shores in Florence for a registration cost of \$315, or OCCMA could stay in Bend at the Mt. Bachelor Village Resort for a registration cost of \$325. Spencer Nebel mentioned that if the Board chose Newport, there could potentially be an event at the aquarium. Larry Lehman noted that he had contacts in Pendleton. Steve Bryant recommended OCCMA go to the Coast in 2019 and Pendleton in 2020.

Joe Gall moved and Megan Phelan seconded that the 2019 Summer Conference be held in Newport, the 2020 Summer Conference be held in Bend and the 2021 Summer Conference be held in Pendleton. The motion passed unanimously.

2017 Fall Managers Workshop

Christy Wurster asked that if anyone has speaker suggestions for the Fall Workshop that they please let her know. Jennifer Lewis explained that with the higher costs of room rentals and food at the Portland location, OCCMA has a projected loss of just under \$3,000 for the workshop. OCCMA could either increase registration to \$85 (a \$15 increase) for the workshop, not serve coffee and breakfast, or not provide lunch for attendees.

David Clyne moved and Spencer Nebel seconded that the registration fee be increased to \$85 for the Fall Managers Workshop in Portland.

Bylaws and Constitution Committee Update

Spencer Nebel reported that the committee had met multiple times since the January board meeting, considering options for combining OCCMA's Bylaws and Constitution. Prior to this meeting there was a Bylaws discussion workshop which provided the committee with further direction. The Bylaws and Constitution Committee will bring a draft to the Membership and Board meeting in July for comments, and will finalize the draft for adoption at the September meeting.

ICMA Report

Steve Bryant mentioned that the all ICMA board meetings are open to the public, and that ICMA would be hosting a board meeting in the pacific northwest in 2017. He encouraged members to attend.

Reports from Senior Advisors

Dan Bryant stated that after being in Crescent City for 9 months, David VanDemark was no longer there. Dan would be working on an article on the development of future leadership in cities with a few profiles on PSU Chapter Presidents. May 8th is the deadline if anyone has any recommendations.

Roger Jordan announced that he would be stepping down as a Senior Advisor at the end of the year. Up until yesterday all the managers in transition in his area had jobs. However, yesterday Dave Marshall in Sublimity resigned.

Andy Anderson took four stops on his way to the NWRMC. The managers he met with seem very upbeat. There are two managers in transition in his area, both from Phoenix. Dave Kanner is currently serving as the interim in Phoenix. Sisters would decide about their next manager in the next month or two. Dave Merriweather is serving as the interim for the Hood River Council of Governments and would be running for the Port.

Larry Lehman stated that Easter Oregon is a great place. Lakeview is doing great, no one is in transition and data storage facilities are providing jobs and doing well in Eastern Oregon.

Other Business

David Clyne stated that he was alarmed at the loss of the Deputy Director, Susan Muir and the general counsel, during the past month and asked Mike McCauley what had happened. Mike noted that he was not in a position to discuss personnel matters and assured OCCMA that the League has staff who provide excellent service, and will continue to do so.

Adjournment

Seeing no other business, President Sykes adjourned the meeting at 11:05 a.m.

After adjournment, members and the Board watched the legislative webinar hosted by the League's Intergovernmental Relations Team during lunch.

Respectfully submitted,



Jennifer Lewis
Acting, Member Services Director

**OREGON CITY / COUNTY MANAGEMENT ASSOCIATION
BUDGET STATUS REPORT - To-Date June 2017
PROFIT AND LOSS - BUDGET VS ACTUAL**

	2017 Budget	Actual Through June 2017	Variance
INCOME			
Beginning Cash - Operations	51,823.32	51,823.32	0.00
Beginning Cash - 2021 ICMA Conference	30,739.06	30,739.06	0.00
Beginning Cash - Wells/Jordan Scholarship	3,350.00	3,350.00	0.00
Total Beginning Cash	85,912.38	85,912.38	0.00
Conference Income			
Fall Conference Registrations	6,000.00	0.00	6,000.00
NW Regional Conference			
· Registration	22,000.00	29,335.00	-7,335.00
· Sponsorships	12,000.00	12,900.00	-900.00
Total NW Regional Conference	34,000.00	42,235.00	-8,235.00
Summer Conference			
· Registration	27,000.00	15,950.00	11,050.00
· Sponsorships	12,500.00	4,000.00	8,500.00
· LOC Contribution Wells/Jordan recognition	0.00	0.00	0.00
· Contribution Wells/Jordan Scholarships	1,000.00	0.00	1,000.00
· Food Charges	0.00	0.00	0.00
· Activity Fee	0.00	0.00	0.00
Total Summer Conference	40,500.00	19,950.00	20,550.00
Total - Conferences	80,500.00	62,185.00	18,315.00
General Operations Income			
· Dues	36,000.00	44,958.17	-8,958.17
· Dues Surcharge 2021	5,000.00	6,745.89	-1,745.89
· Board Retreat Meetings	2,000.00	0.00	2,000.00
· CIS Senior Advisor	2,500.00	0.00	2,500.00
· ICMA Senior Advisor	7,000.00	1,689.44	5,310.56
Total General Operations Income	52,500.00	53,393.50	-893.50
Total Income without Beginning Cash	133,000.00	115,578.50	17,421.50
Total Income including Beginning Cash	218,912.38	201,490.88	17,421.50
Expense			
- Conferences			
· Fall Conference			
· Food & Beverage Fall	3,000.00	0.00	3,000.00
· Room Rental Fall	650.00	0.00	650.00
· Speakers Fall	2,500.00	0.00	2,500.00
· Administration Fall	800.00	0.00	800.00
Total - Fall Conference	6,950.00	0.00	6,950.00
· Summer Conference			
· Activities Summer	0.00	0.00	0.00
· Administration Summer	7,500.00	327.00	7,173.00
· Audio/Trade Show Summer	550.00	0.00	550.00
· Food & Beverage Summer	14,500.00	0.00	14,500.00
· Lodging Summer	2,400.00	0.00	2,400.00
· Postage/Printing Summer	1,000.00	7.03	992.97
· Travel Summer	200.00	0.00	200.00
· Speaker Summer	5,000.00	0.00	5,000.00
· LOC Summer Wells/Jordan Scholarship	1,000.00	0.00	1,000.00
· Wells/Jordan Scholarship	1,000.00	0.00	1,000.00
Total - Summer Conference	33,150.00	334.03	32,815.97

**OREGON CITY / COUNTY MANAGEMENT ASSOCIATION
BUDGET STATUS REPORT - To-Date June 2017
PROFIT AND LOSS - BUDGET VS ACTUAL**

	2017 Budget	Actual Through June 2017	Variance
- NW Regional			
· Administration	6,000.00	327.00	5,673.00
· Audio/Trade Show	500.00	0.00	500.00
· Food & Beverage	13,500.00	32,429.88	-18,929.88
· Lodging	2,000.00	0.00	2,000.00
· Postage/Printing	1,500.00	157.27	1,342.73
· Travel	200.00	1,083.75	-883.75
· Speaker	4,000.00	3,450.00	550.00
Total - NW Regional	27,700.00	37,447.90	-9,747.90
Total - Conferences	67,800.00	37,781.93	30,018.07
General Operations Expenses			
Contingency	5,750.00	0.00	5,750.00
· 2021 ICMA Conference	5,000.00	0.00	5,000.00
· LOC Services	12,000.00	7,805.50	4,194.50
· Board Functions	3,300.00	0.00	3,300.00
· Conference Calls	200.00	70.25	129.75
· Directory	2,000.00	3,663.75	-1,663.75
· Marketing/Supplies	750.00	595.40	154.60
· Miscellaneous	1,500.00	146.69	1,353.31
· Miscellaneous - Dues/Conf credit card fees	0.00	687.68	-687.68
· National/Committee Travel	2,500.00	610.90	1,889.10
· Newsletter	9,000.00	2,547.10	6,452.90
· Postage	400.00	91.40	308.60
· Printing, Fax	300.00	33.26	266.74
· Scholarships Charlie Henry	3,000.00	0.00	3,000.00
· Senior Advisor	14,000.00	3,736.04	10,263.96
· Web Support	5,500.00	91.18	5,408.82
Total General Operations Expenses	65,200.00	20,079.15	45,120.85
Total Expenses	133,000.00	57,861.08	75,138.92
Net Income / <Loss> Before Beginning Cash	0.00	57,717.42	-57,717.42
Net Income / <Loss> Including Beginning Cash	85,912.38	143,629.80	-57,717.42



Spencer R. Nebel
City Manager
CITY OF NEWPORT
169 S.W. Coast Hwy.
Newport, OR 97365
s.nebel@newportoregon.gov

June 29, 2017

TO: OCCMA Board of Directors

FROM: OCCMA Bylaws & Constitution Committee
Spencer Nebel, Committee Chair

SUBJECT: Final Report on Modifications of the Revised Bylaws for OCCMA

Background:

On April 14, 2017, the OCCMA Board held a special work session for the purpose of reviewing draft #3 of the Bylaws and policies for OCCMA. There were a number of past OCCMA Presidents and Board members participating in this work session as well, which provided a good historic perspective on the suggested changes to the governance structure.

On June 26, 2017, the OCCMA Bylaws and Constitution Committee met to consider the comments from the Board in the development of a final draft of new Bylaws for OCCMA. For purposes of clarity, I have included in this report the questions that were presented to the Board at the April 14, 2017, meeting. I have included discussion from the Board on each of these issues, and discussion with the committee as well, on how to address those particular issues. These comments are in bold.

I have also included the recommended draft (working draft-5th Edition) from the Bylaws and Constitution Committee for Board review, modification, and a recommendation to initiate action to repeal the existing Bylaws and Constitution, and adopt the proposed Bylaws and Policies for the Oregon City/County Management Association. Article 11 of the Constitution and Article 16 of the Bylaws provides for these documents to be amended or repealed, by a two-thirds vote of the active members of the Association present at the annual meeting, if all members have been notified of the time and place before the meeting. In order to proceed with this action at the annual meeting, the Board should conduct a final review of the proposed Bylaws and Policies, and by motion, recommend consideration of these documents by the membership at the annual meeting scheduled for Thursday, September 28, 2017, in Portland.

Specific areas to focus review of the Bylaws and Policies include: Article 6, which provides officer responsibilities, language on terms and term limits; Article 7, Elections (also review

Policy 17.3 with a detailed schedule) and Article 10, which establishes an Audit Committee, and Budget requirements (also see Policy 17.4, which would provide further guidance on budgeting.

Summary of Discussion Items:

On the April 14, 2017, OCCMA Special Work Session:

Article 4.7 - Does the Association bestow honorary membership on persons for a lifetime, or for a period-of-time?

Honorary membership is currently bestowed for a lifetime. Article 4.7 has added language that indicates "honorary membership is bestowed for an indefinite period"; however, there could be a scenario in which the Board may wish to remove this designation. The alternate language could be: "that honorary membership is bestowed for the lifetime of the member". Also, please note in this article I have reordered the membership categories making student membership number 5, retired members number 6, honorary members remain number 7, lifetime members being the last category of membership at number 8.

Article 4.8 - The existing language allows student members to petition the Executive Board for membership. Is there a specific vetting which student members need to go through, or if they fill out an application, and pay their fees do they become members as well?

No special approvals required for student membership. The revised language appropriately addresses that.

Article 6.4 - The existing language provides that eight (8) directors should be elected for a 3-year term, with three (3) being elected each year. This creates a math problem, since the only way to accomplish this would be having a year in which no directors would be elected. Perhaps the language should read at least two (2) being elected each year, or specific terms could be prescribed.

If specific terms are outlined, the first election under the Bylaws would be in 2018 when three (3) terms expire. In 2019, two (2) terms expire, and in 2020 three (3) terms expire.

The Board suggested that the language could read at least two (2) members will be elected each year, or defining specific sequence of terms. The committee is proposing that the language in Section 6.4 be modified to indicate that: "eight (8) directors shall be elected for a term of three (3) years. The terms shall be staggered with three (3) members elected in the first year after adoption, and two (2) members being elected in the second year, and three (3) members in the third year with the same rotation continuing in the future.

Additional alternatives could include adding one (1) member to the Board or deleting two (2) members from the Board to add a balanced number of Board members appointed

*each year. Alternatively, the Board could go to two (2) year terms with the eight (8) members being appointed on a staggered basis.
Existing terms for member of the Board of Directors is as follows:*

*Jan Fritz, December 31, 2017
Megan Messmer, December 31, 2017
Megan Phelan, December 31, 2017
Spencer Nebel, December 31, 2018
Dale Shafer, December 31, 2018
Byron Smith, December 31, 2018
David Clyne, December 31, 2019
Marty Wine, December 31, 2019*

Article 6.5 - It may be appropriate to spell out the powers and duties of the officers in greater detail than our existing documents provide. Are there specific responsibilities that the Board would like to incorporate with any of these offices?

Discussion at the Board level was to have some flexibility in the responsibility of the officers. It does seem that some additional definition would be appropriate. The committee is proposing the following language for the Board's review:

Section 6.5 - Officer Responsibilities. The officers of the association shall be as follows:

- the President shall be the chief executive officer of the association, shall serve as chair person at all meetings of the Board of Directors, and shall be authorized to call special meetings of the Board whenever he or she shall deem it proper to do so. The President may sign and execute all authorized contracts, and other instruments or obligations in the name of the association. The President shall do and perform such other duties as described in the bylaws, policies, and as may be assigned to him or her by the Board.*
- the President Elect shall perform such duties that from time to time may be authorized by the Board of Directors. The President Elect shall have the powers and perform all the duties of the President in case of the absence of the President, or shall assume the Presidency in case the office of President is vacant.*
- Immediate Past-President shall serve as a member of the Board. Immediate Past-Presidents shall perform any duties that are described in the bylaws, policies, or as requested by the Board.*
- Secretary Treasure - this section shall remain the same as defined in previous drafts.*

Article 6.6 - "Promulgation of Policies," is the committee's effort to create a process which creates more flexibility in enacting policies during the course of the year. This provision would give the membership the ultimate control to repeal any policies approved by the Board during the course of the year. A second alternative would be to have the Board

have the right to approve policies on a temporary basis, with those policies being presented to the membership at the annual meeting for formal adoption. The committee is looking for direction from the Board on how to proceed with this matter. The language has been drafted in the draft by-laws with the process which allows the membership to repeal any policies adopted during the course of the year following the last membership meeting.

The Board suggested providing notice to members, prior to a policy being approved by the Board. Policies could also require two (2) meetings to enact, (i.e. introduced at the first meeting, approved at the second meeting). The committee has modified the draft Bylaws by adding the following language: "Policies are enacted by a vote of two-thirds of the members of the Board present at a regular meeting after they have been introduced at a previous Board meeting, and after at least thirty (30) days-notice has been provided in the OCCMA newsletter, and/or the OCCMA website, and/or the OCCMA list serve".

Article 6.9 (Would be a new section) - Does the Board want to have any provisions for term limits? What about Board members who fill a partial term? Should they be eligible for a full term?

At the Board meeting, it was indicated that in the past, members have served more than one term on the Board of Directors. In reviewing the Past Presidents, it appears the practice has been not to serve more than one time as President Elect, President, and Past President. After extensive discussion, the committee is recommending the Board consider the following language: "A member shall be eligible to serve two (2) consecutive terms as Director. In the event the Director is appointed to fill a partial term, that Director would be eligible for election to a full-term on the Board of Directors. Members are eligible to serve additional non-consecutive terms. Once a member has served a full-term as President of the Association, they are not eligible to be elected as President-Elect."

Other options considered by the committee, but not recommended was a limitation that Directors are not eligible to serve two (2) consecutive terms. An exception to that would be if a Director is appointed to fill a partial term.

Another option considered was remaining silent on term limits for Board of Directors, and/or President-Elect.

Article 7.1 - Is the existing language regarding Board representation acceptable or does the Board think there should be modifications to this language?

It was the Board's direction that the language should be aspirational in determining the representation of Board members, not binding. The committee has taken the last half of Article 7.1 and shifted it down to 7.2, with the language added that the nominating committee shall strive to nominate candidates at the time of election, which include then talking about the representation both in types of managers and geographically across the State.

Article 7.2 - From a technical standpoint (at least during the past three (3) years), the process for elections in the existing documents does not match our Constitution. The Board should determine whether the nomination committee makes their recommendation to the Board, and then the Board must act in order to present the slate of officers to the membership at the annual meeting as is currently written, but not used in practice. As an alternative, the nominating committee could be empowered to make their report directly to the Membership. In practice, it appears that the Nomination Committee makes their report to the membership without any action from the Board of Directors. Direction is needed from the Board on this process.

During discussion at the work session, the current practice of elections was discussed. The existing constitution contemplates the nominating committee presenting candidates to the Board of Directors for approval, with the Board presenting the slate to the membership for a vote. In practice, the nominating committee has made their recommendation directly to the membership without the Board taking any formal action on the report from the nominating committee. There was discussion at the work session that the nominating committee did previously report to the Board, and the Board would make the recommendation at the annual meeting. The timing for this process perhaps got compromised when the annual meeting that is held in conjunction with the League of Oregon Cities shifted from November to September. The general consensus is that the nominating committee should make their report to the Board, and the Board should present the slate of officers at the annual meeting. It was also felt that it was good to have the nomination process open during the summer conference so that the nominating committee could meet with members at the summer conference about potential Board service. In reviewing these issues, I have laid out a schedule for discussion purposes of election timing. Once the timing of the process is determined, we can tweak the language appropriately. It seems to me from the discussions that we have had, the following schedule may be appropriate:

- *January 1 - the President appoints the nominating committee.*
- *On, or before July 1, a notice is published indicating the positions that will be filled in the upcoming election with applications to the Secretary/Treasurer.*
- *Mid July the summer conference takes place.*
- *July 30 is the deadline for applications.*
- *Thirty days before the annual meeting, the nominating committee will provide a report to the Board.*
- *Fourteen days prior to the annual meeting, the Board will approve a slate of Directors and President-Elect. Notice will be provided in the OCCMA newsletter, and/or the OCCMA website, and/or the OCCMA list serve.*

A policy (17-3) has been added to define the possible election process for Board review, revision, and discussion. Please review the schedule to determine what adjustments should be made prior to forwarding the governing document to the membership.

Article 7.4 – Eligibility for Office – This was not discussed at the Board work session, but subsequently at the committee meeting: *The committee discussed other options for eligibility for office. The current draft provides at least one (1) year's membership in*

OCCMA to be eligible to serve as Director, and a minimum of one (1) year of service on the OCCMA Board to serve as President-Elect. The alternatives discussed, but not recommended by the committee included requiring three (3) years of experience as a Director before being eligible to serve as President-Elect. The Board may wish to modify this provision with the alternative suggestion from the committee. The Secretary/Treasurer is charged with reviewing eligibility of applicants to serve as a Director or official the Association.

Article 7.6 - The language is currently unclear as to the terms for filling vacancies. The Board should make a determination on whether the vacancies should be filled for the original term of the member originally filling that slot or some other method. Also, the language is unclear as to whether the President-Elect would move into the President's position if the President did not fill their term. Also, it would seem that the new President should serve their regular term, in addition to the partial term they stepped into. We also need to include language if the Past-President is no longer eligible to serve as Past-President.

The committee recommends the following language to address vacancies in officers on the Board:

"In the event of a vacancy in the office of President-Elect, the Board shall fill the vacancy with any member meeting eligibility requirements. In the event of a vacancy in the office of President, the President-Elect will fill the remaining term of President, and will continue to serve as President during their full term as well. If a vacancy occurs in the term of the Immediate Past President, and the most recent Past President who is available and willing to serve shall resume service on the Board of Directors."

Article 7.7 - The committee felt that a section should be provided in the by-laws regarding the removal of a director or officer from the Board. This is a new section that was not included in the original constitution.

The Board was good with adding the language as proposed.

Article 8.1 - Does the Board want a requirement to publically announce the dates and times of regular Board meetings, via the OCCMA website or other means?

The Board did want their meeting schedule published. Language has been added to provide for this task. The meeting schedule could be determined at the annual retreat, and published on the website after determination.

Article 8.4 - Does the Board want a requirement of notice to be placed on the OCCMA website for any special meeting, or rescheduled meeting of the Board of Directors? Furthermore, does the Board want its agenda, or supporting material to be posted to the website as part of the revised by-laws.

The Board was comfortable having it posted on the website, as well as the list serve, and the proposed language contains this provision.

Article 9.1 - Does the Board foresee any changes to the committee structures? Does the Board want to stipulate that board members shall serve as committee chairs? OCCMA has apparently had a tradition where the President-Elect serves as the professional development chair; is this the appropriate role for the President-Elect, or could the President-Elect have some other roles such as developing a strategic plan for the following year? Finally, is it the Board's desire to do this, or do we not need to prescribe roles for these positions, other than what is customary for these titles.

There was not a consensus of the Board to include this in the bylaws at this time. Also, the Board seemed comfortable not having any requirements that committees be chaired by Board members. No provisions have been included in the Bylaws as proposed.

Article 10-4 - Should there be provisions for some sort of audit or financial review of the association funds?

The Board felt there was a need to establish some sort of financial review of associated funds on a periodic basis. There was not a consensus; however, as to whether this should be done by audit on some sort of periodic basis, and/or that the Board could set up an audit committee to review expenditures. The committee recommends that an Audit Committee be created, with the committee consisting of the President-Elect, and two (2) other Board members. The Audit Committee would be empowered to recommend to the full Board if an independent audit of the Association finances should be conducted. Also, the committee has suggested additional language relating to the budget process for the Association in the form of a policy. This can be found in the policy annex (17-4).

Article 11- Includes language relating to the ICMA Code of Ethics as a principle of OCCMA, and provides that active members will submit to peer-to-peer review for any allegations of unethical behavior. Is this acceptable to the Board?

The Board was comfortable with the language as developed, and that language is included in the Bylaws.

Policy 17-9. The committee asked for further clarification as to how the Coaching Program works in practice.

The Board did not discuss this at this time.

I would like to thank the members of the Bylaws & Constitution Committee, which included Aaron Palmquist, Denise Carey, Jan Fritz, Julie Kruger, Dale Shafer, and Nathan Cherpeski. The committee worked very closely together in order to conduct a thorough review that led to the development and revision of the draft bylaws and policies that are presented within this report. I would also like to thank Cheryl Atkinson in my office for her efforts at pulling together five versions of the Bylaws and Policies, as well as various reports to the committee and to the Board regarding the revision of the current Bylaws and Constitution.

I believe that we have a much clearer set of government documents that will help guide the Association as we move forward in the future.

Recommendation:

The Bylaws and Constitution Committee recommends that the Board of Directors formally initiate the repeal of the existing Oregon City/County Management Association Bylaws and Constitution, and recommend the adoption of the proposed Bylaws and Policies as presented within this report at the annual meeting of the Association in September.

The committee further recommends that a Notice of Repeal of the Bylaws and Constitution, as well as the adoption of the proposed Bylaws and Policies, be placed on the website, in the OCCMA newsletter, as well as on the list serve for review by the membership prior to the membership's consideration at the annual meeting.

Alternatives:

If the Board is not prepared to recommend the proposed Bylaws & Policies at the July meeting, then they may wish to schedule a special meeting to address any remaining issues. The Board could also conduct a paper ballot vote after the annual meeting to repeal the existing Bylaws & Constitution, and adopt the proposed Bylaws & Policies to govern the Oregon City/County Management Association.

Respectfully submitted on behalf of the Bylaws & Constitution Committee,

A handwritten signature in black ink, appearing to read "S. Nebel", written in a cursive style.

Spencer Nebel, Chair

Final Draft (5th Edition)
June 26, 2017
Oregon City/County
Management Association

BYLAWS

ARTICLE 1

Name

The name of this Association shall be the Oregon City/County Management Association (referred to herein as OCCMA).

ARTICLE 2

Organization

Section 1. OCCMA is an unincorporated association of general-purpose local government or council of governments, managers and assistants in the State of Oregon.

Section 2. OCCMA shall be based at the League of Oregon Cities located at 1201 Court St. NE, Suite 200; Salem, OR 97301

ARTICLE 3

Purpose

The purpose of OCCMA shall be to:

- Support professional management in local government by increasing the knowledge and ability of administrators and managers;
- Promote the exchange of information between the members;
- Offer personal support to members; and
- Sustain the functions, principles and goals of the International City/County Management Association.

ARTICLE 4

Membership

Section 1. Membership in OCCMA shall be in one of seven categories defined below as Active, Affiliate, Cooperating, Student, Retired, Honorary, or Lifetime. A person shall become a member by submitting an application on a form approved by the Board certifying that they meet eligibility requirements for one of the membership categories for OCCMA, and also submit the payment of annual dues to the Secretary/Treasurer.

Section 2. ACTIVE MEMBERS: Any person who is an appointed manager or administrator, or an assistant city or county manager or administrator, or an assistant to a manager or administrator of a general purpose local government or council of governments in the State of Oregon, or a corporate member of the International City/County Management Association who serves in Oregon, or while in transition from such a position and actively pursuing other eligible employment in Oregon, shall be eligible for active membership in the Association. Active members shall comply with the ICMA Code of Ethics and the Declaration of Ideals. Any active member of this Association, who has resigned or been removed from a position in local government, may retain active membership status for a period of two years, or for a longer period if authorized by a majority vote of the Board, provided the member continues to pay dues. If it is shown to the satisfaction of the Board that the member's resignation or removal was for a cause that violates the ethical standards of the International City/County Management Association, the membership in the Association shall be terminated immediately. The Board may consider requests for refunding dues. The decision of the Board shall be final.

Section 3. AFFILIATE MEMBERS: Any person who fills a position in a general-purpose local government or council of governments and has obtained a statement co-signed with their current chief executive officer indicating a continued interest in pursuing a career in city/county management or an appointed administrative official reporting to a mayor/city council. Affiliate members shall hold no office or vote.

Section 4. COOPERATING MEMBERS: Individuals who work for an employer who does business with and has close ties to one or more units of local government. Cooperating members shall hold no office or vote, or have access to the OCCMA listserv or members-only website.

Section 5. STUDENT MEMBERS: Any person registered as a student in a college or university public administration program, or is currently working in a career in public management.

Section 6. RETIRED MEMBERS: Any person who was previously an active member and has qualified for benefits under a local government retirement plan shall be eligible for retired membership by providing written notice to the Secretary-Treasurer and payment of the membership fee, if any, for the current year. Retired members shall hold no office or vote.

An individual who was not previously a member of OCCMA but who now resides in Oregon and has had a career in local government management that would have made them eligible as an active member in OCCMA may become a retired member upon approval of the majority of the Board.

Section 7. HONORARY MEMBERS: Honorary members shall be chosen based on their contributions to the Association and/or to the field of city or county management in Oregon. Honorary membership shall be conferred by a Board vote at any regular meeting. Honorary members shall pay no dues, hold no office, or vote. Honorary membership is bestowed for an indefinite period.

Section 8. LIFETIME MEMBERS: Lifetime membership shall represent the highest honor afforded to retired members. Lifetime members shall be chosen because of distinguished service in the field of city or county management during his or her management career and lasting and meaningful contributions to the OCCMA and the profession of local government management. Lifetime members shall pay no dues, hold no office, or vote.

To be eligible for lifetime membership in the Association, the person must have been an active member of the Association for a minimum of five years and is currently retired from the profession or no longer employed in the profession. Following a written letter of nomination signed by at least three active members of OCCMA, the Board will consider conferring lifetime membership to the nominee at any regular business meeting. A lifetime member shall be elected only upon recommendation of the Board. In making this recommendation, the Board shall consider contributions to the profession at a level greater than the

organizations served by the nominee; contributions at a national level; contributions to the profession as a whole, including teaching or publication; and any other relevant service. Once a recommendation has been approved by the Board, lifetime membership shall be conferred upon an individual after a majority vote of the membership present at a general membership meeting. Lifetime members shall comply with the ICMA Code of Ethics and the Declaration of Ideals.

Section 9. REFUSAL OF MEMBERSHIP: The Board reserves the right to examine the qualifications, evaluate the prospective member, and deny membership in the Association to anyone.

ARTICLE 5

Membership Meetings

Section 1. MEMBERSHIP MEETINGS: The Association shall hold at least one general meeting each year at the same time and place as the annual meeting of the League of Oregon Cities. Additional meetings may be called by the President or a majority of the Board.

Section 2. NOTICE: Membership meetings shall be noticed in the OCCMA Newsletter, and/or the OCCMA website, and/or the OCCMA list-serve at least 30 days before the scheduled meeting.

Section 3. QUORUM: Those active members present at any meeting of the Association shall constitute a quorum. A majority vote of those active members present and voting shall be necessary for approval of any question before the Association. Voting by proxy is not permitted.

ARTICLE 6

Offices and Terms of Office

Section 1. GENERAL POWERS: The business and affairs of the Association shall be managed by its Board of Directors (referred to herein as the "Board").

Section 2. STRUCTURE: The Board shall be the Officers and eight Directors.

The terms of all Officers and Directors shall start as of January 1 following their election and end on December 31 of the year the term ends.

Section 3. OFFICERS: The officers of this Association shall be President, President Elect, and Immediate Past President who shall each have a term of one year. In addition, the Secretary/Treasurer (non-voting) shall be the League of Oregon Cities Executive Director, or designee.

Section 4. DIRECTORS: Eight directors shall be elected for a term of three years. The terms shall be staggered with three (3) members elected in the first year following adoption, two (2) members being elected in the second year, and three (3) members being elected in the third year, with the same rotation continuing in the future.

Section 5. OFFICER RESPONSIBILITIES: The officers of the association shall be as follows:

- The President shall be the chief executive officer of the association, shall serve as chair person at all meetings of the Board of Directors, and shall be authorized to call special meetings of the Board whenever he or she shall deem it proper to do so. The President may sign and execute all authorized contracts, and other instruments or obligations in the name of the association. The President shall do and perform such other duties as described in the bylaws, policies, and as may be assigned to him or her by the Board.

- The President Elect shall perform such duties that from time to time may be authorized by the Board of Directors. The President Elect shall have the powers and perform all the duties of the President in case of the absence of the President, and shall assume the Presidency in case the office of President is vacant.
- Immediate Past-President shall serve as a member of the Board. Immediate Past-Presidents shall perform any duties that are described in the bylaws, policies, or as requested by the Board.
- The Secretary-Treasurer shall transact the necessary financial business of the Association, keeping a complete record of all transactions, which shall be submitted for auditing at the annual meeting of the Association. If the Board desires, the Secretary-Treasurer shall be bonded in such form and amount as may be determined by the Board. The Secretary-Treasurer shall keep written minutes of the Board and Membership meetings.

Section 6. PROMULGATION OF POLICIES: The Board is empowered to enact policies from time to time to govern the operations of the Association. Policies are enacted by a vote of two thirds of the members of the Board present at a regular meeting after they have been introduced at a previous Board meeting, and after at least thirty (30) days' notice has been provided in the OCCMA newsletter; and/or the OCCMA website; and/or on the OCCMA list serve. Policies will remain in effect until they are rescinded by future action of the Board or by the membership. Policies shall be compiled and provided as an annex to the Bylaws. Any modification of rules during the year will be presented to the General Membership at the Annual Meeting. Policy changes can be repealed by the membership if a motion is made and supported at the membership meeting to repeal a policy made by the Board if a majority of the membership at the annual meeting votes to repeal that policy.

Section 7. RESIGNATION: Any Board member may resign at any given time by giving written notice to the Board. The resignation of any Board member shall take effect upon receipt of notice thereof, or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The vacancy shall be filled in accordance with Article 7, Section 6.

Section 8. COMPENSATION: The Board shall serve without compensation except that reasonable reimbursement relating to operation of the Association may be provided per the Association's policies.

Section 9. TERM LIMITS: A member shall be eligible to serve two (2) consecutive terms as Director. In the event a Director is appointed to fill a partial term, that Director is eligible for election to a full term on the Board of Directors. Members are eligible to serve additional non-consecutive terms. Once a member has served a full term as President of the association, they are not eligible to be elected as a President-Elect.

ARTICLE 7

Nomination, Election of Officers and Directors, and Removal from Office

Section 1. ELECTION OF OFFICERS & DIRECTORS: At each annual meeting, the Association shall elect the President-Elect and members of the Board in accordance with adopted election policies. The President's position shall be filled by the previous President-Elect, and the Immediate Past President shall be filled by the previous President. The Secretary/Treasurer shall be filled by the Executive Director of the League of Oregon Cities, or designee. Together these officers and directors shall constitute the Board of Directors of the OCCMA.

Section 2. **NOMINATING COMMITTEE:** Nominations to the Board of Directors for the President-Elect and Directors shall be made by the Nominating Committee made up of not less than three (3) members. The Immediate Past President, or other active member appointed by the President, shall Chair the Nominating Committee. The other members shall be appointed by the President. The nominations committee shall strive to nominate candidates, at the time of election, which includes a minimum of one county member, one assistant manager or one assistant to a manager, and one member from a community of 5,000 or less population. In addition at least one Board member should represent, at the time of election, each of the following generally described state regions: Metropolitan Portland; the Willamette Valley; Coast; Eastern; and Southern.

Section 3. **NOTICE OF ELECTIONS:** Notice to fill regularly scheduled vacancies for the position of President-Elect and Directors shall be made in the OCCMA Newsletter; and/or on the OCCMA website; and/or, on the OCCMA Listserv in accordance with any adopted policies.

Section 4. **ELIGIBILITY FOR OFFICE:** Any active member, as defined in Article 4, Section 2, having at least one-year's membership in the Oregon City/County Management Association, may make application to the Secretary/Treasurer for a vacant position by the deadline stated in the Notice of Vacancy. In addition, active members applying to serve as President-Elect of the Association shall have a minimum of one-year of service on the OCCMA Board. All applications for vacant positions will be reviewed by the Secretary/Treasurer for completeness and eligibility to serve.

Section 5. **ELECTION:** The Nominating Committee shall present a slate of qualified, acceptable candidates to the Board for approval in accordance with any adopted policies. Once approved by the Board, the slate will be presented to the membership by the Board for a vote. The Board may leave slot(s) open for nominations from the floor. Nominations from the floor of qualified members for election will be considered, in addition to the proposed slate of candidates.

Section 6. **VACANCIES:** Appointments to fill Board vacancies may occur from time to time due to a seated Director, or President-Elect not being able to fill out the full length of their term. The appointment to fill vacancies shall be made by the Board after having first published notice of said vacancies in the OCCMA Newsletter; and/or on the OCCMA website; and/or on the OCCMA Listserv at least 30 days prior to appointment. Any member meeting eligibility requirements of Article 7, Section 4 may make application to the Secretary/Treasurer for a vacant position by the deadline stated in the Notice of Vacancy. In the event of a vacancy in the office of President, the President-Elect will fill the remaining term of President, and will continue to serve as President during their full term as well. If a vacancy occurs in the term of the Immediate Past President, the most recent Past President who is available and willing to serve shall resume service on the Board of Directors. All applications for vacant positions will be reviewed for completeness and eligibility to serve by the Secretary/Treasurer. The Board of Directors shall fill the resulting vacancy on the Board by majority vote of those Board members in attendance at the meeting.

Section 7. **REMOVAL FROM OFFICE:** Officers or Directors of the Board may be removed from office by a two-thirds majority vote of the Board at a regular or special meeting for one or more of the following reasons:

- Neglect of the duties of office;
- Any violation of the ICMA Code of Ethics, Oath of Office, or Bylaws;
- Misrepresentation to outside parties of the Association and its officers;
- Unauthorized expenditure, or misuse of Association funds;
- Two consecutive unexcused absences from Board meetings.

Formal complaints to request an Officer or Director be removed from office will be submitted to the President or President-Elect. The President or President-Elect will notify the Board that a complaint has been made, and shall forward background information provided in the complaint. The President or President-

Elect will advise the Board in writing of the formal complaint and schedule a meeting to hear the complaint. The President or President-Elect shall notify the Officer or Director whose conduct is at issue and name the allegations and provide the Officer or Director the opportunity to provide the Board additional information relating to the allegations. Such notice shall occur at least four (4) weeks prior to the meeting at which the allegations will be discussed. The Officer or Director may provide the board information orally, in writing at least four (4) days prior to the meeting, or both. After considering all the information received, the Board may by majority vote do the following:

- Find that no violation occurred;
- Suspend the membership, and Board participation for a specified period;
- Remove the Officer or Director from office, effective immediately.

Should an Officer or Director of the Board be removed from office, that vacancy shall be filled according to Article 7, Section 6 – Vacancies.

ARTICLE 8

Board Meetings

Section 1. **REGULAR MEETINGS:** The Board shall approve an annual meeting schedule including the time and place, either within or out of the State of Oregon, for the holding of regular meetings without other notice. This schedule shall be posted in the OCCMA newsletter; and/or the OCCMA website; and/or the OCCMA list serve.

Section 2. **SPECIAL MEETINGS:** Special meetings of the Board may be called by or at the request of the President, or any two Directors at any place within the State of Oregon.

Section 3. **MEETINGS CONDUCTED ELECTRONICALLY:** The Board may meet electronically in accordance with any adopted policies. Notice and quorum requirements are required to be met with all meetings.

Section 4. **NOTICE:** Written notice of any special meeting, or rescheduled regular meeting of the Board shall be given by mail, telephone, telecopy, or e-mail to each Board member at least three days prior to the meeting. The regular meeting schedule and any special meeting notices shall be posted in the OCCMA newsletter; and/or the OCCMA website; and/or the OCCMA list serve shall be posted at least three (3) days in advance of the meeting.

Section 5. **QUORUM:** A quorum of six voting Board members shall be required for the Board to conduct business.

Section 6. **ELECTRONIC PARTICIPATION:** A Board member shall be deemed to be present in person at the meeting of the Board if such Board member participates in the meeting by a conference telephone or by other similar communications equipment through which all persons participating in the meeting may communicate with each other and all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

Section 7. **MANNER OF ACTING:** Except as otherwise required by law or by these Bylaws, the act of the majority of the Board at a meeting at which a quorum is present shall be the act of the Board. The President shall rule on all matters of procedure in the conduct of the meeting. Voting by proxy is not permitted.

ARTICLE 9

Membership Committees

Section 1. **COMMITTEE APPOINTMENTS:** The President shall make appointments to the following standing committees: Nominating; Ethics; Support for Managers; Bylaws and Policy, Audit Committee and

Professional Development. All members of the Association are eligible to serve on committees. Each committee shall be chaired by an Association member appointed by the President.

Section 2. AD HOC COMMITTEES: The President shall create, with the approval of the Board, such ad hoc committees as the majority of the Board may deem advisable. The President shall make the ad hoc committee appointments. The ad hoc committees shall provide an annual report at the annual meeting, or as otherwise directed at the request of the Board. The ad hoc committee shall be disbanded once the committee has completed its work.

Section 3. LIAISONS TO COMMITTEES: The President shall assign Board members as liaisons to the standing committees to monitor committee activities and provide reports to the Board and at the annual meeting.

ARTICLE 10 *Fiscal Affairs*

Section 1. FISCAL YEAR: The fiscal year for the Association shall be from January 1 to December 31. Dues and subscriptions as determined by the Board shall be payable annually in advance, on or before January 1 of each year.

Section 2. ANNUAL BUDGET AND FINANCIAL REPORTS: The Board shall adopt a budget annually at the first meeting of the Board of Directors in accordance with any adopted policies. The Secretary/Treasurer shall present a financial report to the members of the Association at the annual meeting of the Association. The Secretary/Treasurer shall compile an annual financial report after the close of the fiscal year for presentation to the Audit Committee.

Section 3. FINANCIAL MANAGEMENT: The Board shall enter into a contract for services to provide for administrative and financial support services with the League of Oregon Cities, or other qualified provider, to assist with the administration of conferences, maintain Association finances, and for contractual authority to support various endeavors of the Association as directed by the Board. Any contract for services shall be included in the Policy Annex.

Section 4. AUDIT COMMITTEE: An Audit Committee shall consist of the President-Elect, and two other Directors appointed by the President. The committee shall meet with the Secretary/Treasurer to review all financial transactions, and provide a report to the Board after the close of the fiscal year. The report will be reviewed and accepted by the Board. The Audit Committee can recommend to the Board that an independent review, or audit of the Association finances, be conducted by a qualified firm.

Section 5. DUES: Active and affiliate members shall pay dues as provided by the Board. Honorary members and Lifetime members shall be exempt from dues. Any active member whose dues are in arrears for a period of six months shall be suspended from membership and notified in writing of the suspension.

ARTICLE 11 *Code of Ethics*

Section 1. ICMA CODE OF ETHICS: The association has adopted the ICMA Code of Ethics as a requirement to maintain Active Member status to the Oregon City/County Management Association. All active members are required to govern their conduct in accordance to the ICMA Code and its associated guidelines, and will submit prior to a peer-to-peer review for any allegations of unethical behavior.

Section 2. DISCIPLINARY ACTION: The Board shall have the authority to take disciplinary action, up to and including expulsion from the Association, against any member which, in its judgement, may be appropriate in order to maintain the professional standards of the Association.

ARTICLE 12
Nondiscrimination

All members, officers and persons served by the association shall be selected entirely on their qualifications and on a nondiscriminatory basis without regard to race, color, religion, sex, national origin, disability, marital status, sexual orientation, or any other legally protected status.

ARTICLE 13
Indemnification

The Board shall obtain insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against liabilities asserted against, or incurred by the agent in such capacity. A summary of the current liability coverage shall be included in the Policy Annex. The Secretary/Treasurer shall maintain a complete copy of the insurance policy.

ARTICLE 14
Amendments

The Bylaws may be amended or repealed by two-thirds vote of the active members of the Association present at the annual meeting, provided proper notice of the membership meeting has been provided in accordance with Article 5, Section 2. Amendments may be initiated by the Board, or five active members of this Association may, by a petition to the Secretary/Treasurer, initiate a desired change. The Board may also utilize a letter ballot for purposes of amending the Bylaws. Voted letter ballots will be canvassed by two members of the Board appointed by the President on, or after, the sixtieth day after the ballots have been mailed to the membership by the Secretary/Treasurer. The Bylaws will be amended by a majority of active members voting thereon.

History of amendments to the OCCMA Governing Documents

Constitution and Bylaws originally adopted November 16, 1958. Includes amendments approved March 13, 1965, November 17, 1970, November 14, 1971, November 16, 1975, November 12, 1978, November 12, 1983, November 8, 1986, November 10, 1991, November 15, 1992, November 6, 1998, November 9, 2001, November 15, 2003, November 10, 2005, October 2, 2008, October 1, 2009, September 29, 2011, September 27, 2012, September 24, 2015 and September 29, 2016.

OREGON CITY/COUNTY MANAGEMENT ASSOCIATION POLICY ANNEX

17-1 Promulgation of Policies

Article 6, Section 5 of the Oregon City/County Management Association Bylaws provides that the Board may enact, amend or repeal policies from time to time to govern the operations of the Association. Policies require a vote of two thirds of the Board of Directors present at a regular meeting of the Board, and will take immediate effect. The Bylaws and Policies Committee will give an annual report at the annual membership meeting which will include any policies approved, amended or repealed since the last annual meeting. A

majority of the membership may reverse or repeal any action taken by the Board of Directors following the report of policy changes at the annual meeting.

New policies shall be assigned a number based on the year of adoption, and the number of policies adopted that year. Existing policies that are amended will retain their policy number, and will show the date that they were amended by the Board.

17-2 Agenda for the Annual Membership Meeting

Article 5 of the Bylaws provide that an annual Membership meeting be held at the same time and place as the League of Oregon Cities annual meeting. At the annual Membership meeting of the Association, an agenda shall be available that covers the following topics:

- 1) Roll call;
- 2) Review and consideration of the previous meeting minutes;
- 3) Communications;
- 4) Financial Report of the Secretary-Treasurer;
- 5) Report of the President;
- 6) Announcement of meeting schedule for the Board of Directors by the President-Elect
- 7) Report of the Bylaws & Policy Committee on any policy changes
- 8) Reports of committees;
- 9) Election of officers;
- 10) Unfinished business;
- 11) New business;
- 12) Adjournment

17.3 Elections:

Section 1. ELECTION OF DIRECTORS AND PRESIDENT-ELECT:

Article 7 of the Bylaws provides for a nominating committee to be appointed by the President to present a slate of candidates including Directors and a President-Elect for the Association. Once approved by the Board, a final slate of candidates will be presented to the membership for a vote. Nomination of qualified members can also be made from the floor to fill the position of Director or President-Elect. For qualifications, see Article 7.4 of the Bylaws.

Section 2. ELECTION PROCESS:

The election process will be as follows:

- January 1 – the President appoints the nominating committee.
- On, or before July 1, a notice is published indicating the positions that will be filled in the upcoming election by the Secretary/Treasurer inviting members who are interested to apply for open positions.
- Mid-July the Summer Conference occurs.
- July 30 is the deadline for applications.
- The Secretary/Treasurer will review the applicants to determine that the member is in good standing, and has the required years of service in OCCMA, and meets any term limitations. The Secretary/Treasurer will provide all applications, and a report on any ineligible candidates to the Chair of the Nominating Committee.
- Thirty days before the annual meeting, the Nominating Committee will provide a report to the Board, including the names of all applicants and a recommended slate of officers for election.

- At least fourteen days prior to the annual meeting, the Board will conduct a meeting vial email to vote to forward a slate of officers for election to the membership with notice of the slate of candidates provided in the OCCMA newsletter, and/or OCCMA website, and/or the OCCMA list serve.
- In the event that the Board does not forward a candidate for all open positions, a call for nominations from the floor will be made by the President at the annual meeting.
- At the annual meeting, the President will present the slate of candidates approved by the Board to the membership.
- The President will call for any other nominations of qualified candidates from the floor for election to vacant positions. If there are no nominations of other candidates from the floor, the President will call for a motion and support to elect the slate of candidates as presented by the Board of Directors, and a voice vote on the motion will be made.
- If other qualified candidates are nominated from the floor, and there are more candidates than open positions, the President will conduct voting through a paper ballot with the Secretary/Treasurer and Immediate Past President charged with counting the election ballots. The candidates with the highest vote totals will be elected.

17-4 Annual Budget

Section 1. BUDGET PREPARATION:

In accordance with Article 10.2, the Board shall adopt an annual budget at the first meeting of the newly seated Board. The draft budget shall be developed by the Secretary/Treasurer in consultation with the President-Elect.

Section 2. BUDGET CALENDAR:

- October – The Secretary/Treasurer shall prepare a draft budget in consultation with the President-Elect for presentation at the annual Board retreat.
- November – The current Board and Board-Elect will jointly review the draft budget, and provide comments to the Secretary/Treasurer and President-Elect on any suggested modifications to the draft budget
- January – The President-Elect assume the presidency.
- First Meeting of the New Board – The Board will review, modify, and formally adopt the budget at the first meeting of the Board.

17-5 Reimbursement of League for Services

The League of Oregon Cities may be reimbursed for all necessary services and expense on behalf of the Association, subject to the approval of the Board through the adoption or amendment of the annual budget. The Board shall have discretion within the budget line items.

17-6 Expense Reimbursements

Section 1. PRESIDENT TRAVEL:

- A. The Association shall, if requested, reimburse the President's travel expenses outside Oregon to the ICMA Conference.
- B. The Association shall, if requested, reimburse one-half of the President's travel expenses for travel outside of Oregon to the Northwest Regional Conference and ICMA West Coast Regional Conference, and ICMA committee meetings.

- C. The Association shall, if requested, pay for the President's lodging at Board Meetings, the Northwest Regional Conference, and Summer Conference. Mileage and meals shall be at the President's expense.
- D. The Association shall, if requested, pay for the expenses of Field Visits.
- E. No reimbursement shall be provided for Association attendance at the annual League of Oregon Cities conference.
- F. The President may designate a board member to attend meetings on the President's behalf and receive full reimbursement pursuant to the above limits.

Section 2. ASSOCIATION BOARD MEMBERS: For all membership events, including the annual Board retreat/business meeting, all expenses shall be paid by individual Board members. Facility/meeting room costs shall be paid by the Association.

Section 3. ACTIVE ASSOCIATION MEMBERS: Active Association members (including Board members) may request, by petition to the Board up to one-half of their travel expenses for out-of-State participation on national committees including but not limited to Conference Planning Committee, Strategic Planning Committee and Small Community Task Force.

Section 4. MEMBERS IN TRANSITION: Active Members in transition may make requests to the Board (?) for reimbursement of travel expenses incurred for Association business meetings. Travel expenses shall include registration fees, meals, lodging, air/auto travel and incidentals including parking and cab fares. Personal expenses such as phone calls or entertainment including alcohol are not reimbursable. All reimbursements are subject to sufficient funds being allocated in the Association budget to pay for the expenses and concurrence of the Secretary-Treasurer to provide reimbursement. Any disputed reimbursements shall be reviewed and settled by the Board.

17-7 Directory of Members, Association Newsletter, Welcome Letters

Association members shall receive the Directory of Members. The Directory shall include all members and local officials who serve in a chief executive capacity. The Association newsletter and recruitment information to the Association shall be provided just prior to the start of the fiscal year to all officials who serve in a chief executive capacity. All managers new to the state shall receive a letter from the President welcoming them and providing membership information.

17.8 Proration of Dues

Membership dues may be pro-rated to the one-half year during the first year of membership. A new member may join after June 30 and would only pay one-half of the dues for the year.

17-9 Board of Director's Meetings conducted via email.

1. Any board member may make a motion via email.
 - The subject line should include the word "Motion."
 - The first line of the body of the email should include the words "I move that the board approve/authorize/recommend ..."
2. All board members, including the President, may vote. Board members should include the words "I vote No" or "I vote Yes" in the first line of their response. A member may vote "No" and indicate that deliberation is suggested on that motion.

3. A majority of Board member votes are required to decide an email motion. The member who proposed the motion is automatically counted as an affirmative vote.
4. Email motions can only be voted up or down and cannot be amended.
5. The motion will expire in seven calendar days or at the start of the next board or membership meeting – whichever comes first. If the motion doesn't receive the required majority vote by the deadline it fails.
6. The member who proposed the motion may withdraw it at any time prior to approval.
7. The secretary is responsible for tallying the votes and informing the board of the outcome. If a member fails to cc: other board members on his vote, the secretary should forward the email to the others.

17-10 Conference and Board Meeting Dates

The Board shall meet annually to establish the Association's goals for the fiscal year. The Spring Conference, if hosted by the Association, shall be set by the Board of Directors, and shall be held during the last week of March or first week of April. The Summer Conference, if held, shall be on a Wednesday, Thursday and Friday in July, and shall be in various locations as determined by the Board. The Annual Business meeting shall be held in conjunction with the League of Oregon Cities Conference. The Board shall approve changes in this schedule and report the change to the Board and membership.

17-11 Coaching Program

Section 1. PURPOSE: The purpose of the Coaching Program shall be to create an opportunity to bring together a new Member or Member new to Oregon, with a Member experienced in Oregon. The experienced Member, or Coach, would provide assistance, advice, counsel and support to the Member in the nuances of Oregon local government or local government management.

Section 2. APPOINTMENT OF COACHES:

- A. Qualifications
 1. Five years of governmental experience in Oregon.
- B. Appointment Process
 1. Appointment of Coaches shall be made by the President through the development of volunteers to provide this service.
- C. Terms of Appointment
 1. The term shall be for as long as the Coaching relationship is mutually felt to be successful and needed.

Section 3. OUTLINE OF COACH RESPONSIBILITIES:

- A. Volunteers to the OCCMA President to serve as a Coach as needed.
- B. Meets and gets acquainted with the Member requesting a Coach.
- C. Introduces the Member to other Members through regional meetings and in other ways.

- D. Helps the Member to identify resources available in the state including the LOC, AOC, LGPI, local COGs, etc.
- E. Informs the Member of the benefits of OCCMA and encourages attendance at the conferences.
- F. Contacts the member periodically to check on how the job is going.
- G. Provides advice and information in response to direct requests for assistance; refers the Member to other sources of information when appropriate.

Section 4. OUTLINE OF RESPONSIBILITIES OF MEMBER SEEKING A COACH:

- A. Requests a Coach either through a Senior Advisor, Member or directly to the OCCMA President.
- B. Meets and gets acquainted with the Coach.
- C. Identifies areas of knowledge that could benefit from the experience of the Coach and then discusses these areas with the Coach.
- D. Seek suggestions and advice from the Coach.
- E. In appropriate ways initiates communication with the Coach seeking the Coach's knowledge and experience, particularly in Oregon, to avoid common misunderstandings that may interfere with successful management.

17-12 Senior Advisor Program

Section 1. PURPOSE:

The purpose of the Oregon Senior Advisor Program is to provide the counsel, experience and support of respected, retired managers of the profession available to city, county and COG chief administrators and to their chief assistants. The program is intended to primarily help with personal and professional issues of managers and not to provide any extensive form of technical assistance nor to solve substantive problems in a local government.

Section 2. APPOINTMENT OF SENIOR ADVISOR:

A. Qualifications

- 1. A resident of Oregon at the time of appointment.
- 2. At least ten years' experience as an appointed chief administrative officer (CAO) and/or an assistant/deputy CAO in local government.
- 3. Recognition as a respected manager in Oregon and/or another state.
- 4. A willingness to participate in the program for at least nine months each year throughout the duration of the appointment.
- 5. A current member of OCCMA and ICMA at time of appointment and to maintain such memberships during service as Senior Advisor.
- 6. A commitment to follow the outline of responsibilities for Senior Advisors and the ICMA Senior Advisor Program Guidelines and Manual.
- 7. Have an active phone number and email address.

8. Substantially retired and/or not engaged in a business that could create a conflict of interest.

B. Appointment Process

1. Creation of an open position of Senior Advisor by a decision of the OCCMA Board declaring a vacancy as a result of the resignation or removal from the state of an incumbent or a decision to increase the total number of Senior Advisor positions.
2. Notice of any vacancy shall be given in the OCCMA Newsletter or by a broadcast email to members. Members shall be given 30 days from the date of the notice to recommend candidates to apply or to recommend others to the OCCMA President. Potential candidates shall be requested to submit a letter of interest and a resume. The final selection process shall be determined by the Board.
3. Initial appointments shall be made jointly by the President of OCCMA, with Board concurrence, and the Executive Director of the ICMA.
4. Reappointments do not require declaration of a vacancy and may be made by the President. Senior Advisors must continue to meet the program's qualifications in order to be considered for reappointment.

C. Terms of Appointment

1. The term of an initial appointment shall be one year.
2. A review is then conducted to assess whether expectations for the Senior Advisor and for the sponsors are being met. Senior Advisors must continue to meet the program's qualifications in order to be considered for reappointment. Reappointment can be made for up to two years with a review conducted at least every two years.
3. Before conducting a review the membership shall be notified and given at least 30 days to provide comments to the President.
4. Any one of the three parties may end the appointment upon written notification to the others.

Section 3. OUTLINE OF SENIOR ADVISOR RESPONSIBILITIES:

- A. Make contact by phone, email or in person with each OCCMA or ICMA member and other local government chief administrators in the Senior Advisor's assigned region within one year of appointment as a Senior Advisor and within one month of receipt of notice of appointment of a new manager, assistant, chief administrator or COG director.
- B. Meet with members in the assigned region as frequently as possible. Meetings may take place at the manager's office, at OCCMA events or at regional managers' meetings, if possible, that afford the Senior Advisor an opportunity to develop meaningful rapport with the individual manager.
- C. Contact members who are in transition within five days of learning of this development and as frequently thereafter as the situation indicates to assure the awareness of continued OCCMA support.
- D. Provide confidential counseling/support to all ICMA and OCCMA members on personal and professional issues when invited to do so by the member, within a 48-hour response time if at all possible.
- E. Offer support in a private manner directly to members who may be experiencing problems with their elected officials, staff or community groups.

- F. Encouraged to attend at least one meeting or social event annually of the managers' group within the Senior Advisor's assigned area.
- G. Attend meetings of the OCCMA Board, OCCMA business meetings and other OCCMA sponsored events, as time permits.
- H. Refrain from direct or indirect public criticism of any member and uphold the standards of the profession as embodied in the ICMA Code of Ethics.
- I. Provide, at least quarterly, a statement of expenses to the OCCMA Secretary-Treasurer (or designee) accompanied by a chronological report of activities to the OCCMA President and ICMA Senior Advisor Coordinator.
- J. As appropriate, or requested, contribute information for use in the OCCMA Newsletter.
- K. Encourage participation by members in OCCMA, ICMA, LOC and AOC activities.
- L. Provide support for the Council-Manager Plan when requested.
- M. As requested assist in recruitment of ICMA and OCCMA members and other joint activities and programs with ICMA.
- N. Keep informed about current municipal affairs by reading *PM*, the LOC and ICMA newsletters and other publications.

Section 4. ANNUAL BUDGET: Each year the OCCMA Board shall determine eligible expenses and approve an annual budget for the Senior Advisor Program. Any changes to the budget should be communicated to ICMA.

Section 5. SENIOR ADVISOR EXPENSES:

- A. Authorized expenses for which a Senior Advisor may be reimbursed or shall be waived are:
 1. Automobile travel at current IRS-approved rates for business expenses.
 2. Hotel or motel accommodations at moderately priced facilities at work sites and at conference sites.
 3. Meals at moderate prices and at meeting events.
 4. Registration fees for ICMA Annual Conference, OCCMA events and the League of Oregon Cities or the Association of Oregon Counties annual conference shall be waived by the hosting organization.
 5. Long distance telephone charges, postage, miscellaneous supplies and copying costs and similar expenses incidental to performing Senior Advisor duties.
- B. Procedure for Expense Reimbursement
 1. Senior Advisors shall send the request for expense reimbursement along with a report of activity required in Section 3 to the OCCMA Secretary-Treasurer (or designee).
 2. The OCCMA Treasurer shall authorize payment for expenses incurred by the Senior Advisor in conformance with this policy and shall submit, at least quarterly, a request to ICMA for 50% reimbursement.

Section 6. OUTSIDE ACTIVITIES:

- A. Senior Advisors may engage in part-time consulting or comparable professional activities as private entities and/or sole proprietors. They may also engage in teaching, consulting, or interim services with state agencies, quasi-public entities, local governments or regional agencies. Such part-time activities shall be in accordance with ICMA Senior Advisor Guidelines. Senior Advisors shall advise the OCCMA President before accepting any consulting agreement with a local government. In no instance shall a Senior Advisor accept a consulting assignment with a community without the expressed consent of the senior ICMA or OCCMA member at the same entity.
- B. Senior Advisors may engage in interim manager positions and shall notify the OCCMA President before the acceptance of any such position. Such an assignment should not detract from the Senior Advisor's attention to his/her Senior Advisor responsibilities.
- C. Retired administrators who commercially advertise as consultants are not eligible for Senior Advisor appointment. Senior Advisors may be employed by a consulting firm on a part-time basis or as an independent contractor if the focus of the work is on providing technical expertise on individual projects and there is no responsibility for soliciting business or for client development/maintenance for purposes of future business.

Section 7. ASSISTANCE TO LOCAL GOVERNMENT IN RECRUITMENT OF A MANAGER/ADMINISTRATOR:

- A. Senior Advisor involvement in placement work for a local jurisdiction should be the exception rather than the rule as the main focus of the Senior Advisor Program is member support and advocacy of the Council-Manager Form and other forms of professionalism in local government management. Generally, placement work is best handled by a search firm or by the jurisdiction on their own, especially in cases where there are divided governing bodies or there are complex local issues. In cases where a jurisdiction lacks resources and seeks the assistance of the Senior Advisor Program in a placement process for the chief administrative officer, basic guidelines are presented below.
- B. Senior Advisor placement assistance to a local jurisdiction may include some or all of these items:
 - 1. Discussing the placement process with elected officials at public meetings. This includes the option for a jurisdiction to use a search firm.
 - 2. Providing information to the local governing body on the benefits of seeking an experienced public manager or assistant, preferably an ICMA member.
 - 3. Working with the local governing body on determining position requirements, KSAs (Knowledge, Skills, Abilities) and compensation.
 - 4. Working with the jurisdiction to prepare a position summary and advertisement based on local charter or code provisions.
 - 5. Review resumes and application materials and assist the local jurisdiction in developing a list of those applicants meeting the requirements set forth by the governing body. Note: if more than one Senior Advisor is involved with the application review process, the Senior Advisors should be aware of any restrictions in state law that might prohibit discussion outside the public meeting.
 - 6. Assist the local governing body in developing the interview process.

7. At the request of the governing body, facilitate the selection of the finalists for interview. The local governing body is solely responsible for selection of finalists for interview purposes. This should be done in accordance with applicable state or local laws regarding open meetings.
8. Assist the local governing body at the interview process but not participate in the actual interview.

C. What the Senior Advisors SHOULD NOT do in a placement process are as follows:

1. Perform background checks on candidates.
2. Be involved in the selection of the candidate by the governing body.
3. If involved with a placement project for jurisdiction, offer to serve as or accept permanent appointment as chief administrative officer.
4. Be involved in negotiation of terms of employment for the selected candidate.

Section 8. SUPPORT FOR AND REVIEW OF SENIOR ADVISOR PROGRAM

- A. The OCCMA Board shall serve as the Oversight Committee for the Senior Advisor Program and accepts by reference the ICMA Senior Advisor Program Guidelines.
- B. The OCCMA Board shall review this Statement of Policy and all aspects of the program at least every two years and shall meet with the Senior Advisors at the Spring or Summer conference to discuss the Senior Advisor Program. At least every two years there shall be a formal review and assessment of the performance of all parties in meeting their responsibilities and expectations.
- C. The OCCMA President shall recognize the contributions of the Senior Advisor at the annual meeting of the association.

Bylaws Article 13 adopted February 21, 1997 and updated August 29, 2000.

Monday, June 26, 2017
11:00 AM

**By-Laws and Constitution Committee
Oregon City/County Management Association
Minutes**

Called to Order: The Bylaws and Constitution Committee conference call was called to order by Chair Spencer Nebel at 11:00 AM

In attendance were Aaron Palmquist, Denise Carey, Nathan Cherpeski, and Spencer Nebel.

Dale Shafer was unable to attend the meeting; however, she sent comments that the committee discussed during the development of the report for the Board of Directors.

Discussion of Draft No. 4 of the Bylaws & Policies:

Denise Carey and Spencer Nebel reviewed the discussion that occurred at the OCCMA Board work session held on April 14, 2017, on the draft Bylaws and Policies. The committee conducted a final review, and modifications of various provisions of the governing documents for presentation to the Board of Directors for their July meeting. The results of the discussions can be found in the June 27, 2017, communication to the Board of Directors from the committee.

Other Business:

Appreciation was expressed for the role that each member of the committee played in developing this report for the Board of Directors. This is the last meeting that the committee will hold on the Bylaws and Policies, unless otherwise directed by the Board.

With no further business to discuss, the meeting was adjourned at approximately 12:20 PM.

Respectfully submitted,



Spencer Nebel, Chair
Bylaws & Constitution Committee

Item E

July 5, 2017

Michael Sykes
President
Oregon City/County Management Association

Dear President Sykes and Board of Directors:

We the undersigned members of the Oregon City/County Management Association nominate Wes Hare as a Lifetime member in OCCMA. Wes has had a career of distinguished service and his unwavering example of the ideas and principles of OCCMA and ICMA has had a lasting impact on local government here in Oregon and around the world.

Wes has not only contributed to the profession by serving his communities of Lowell, Oakridge, La Grande and Albany but has contributed to the state, national and even international functions of the profession. His contributions in Indonesia, Iraq, Croatia, Sri Lanka, Lebanon, Pakistan, Ethiopia, Morocco, Afghanistan, Jordan, China and soon Tanzania have touched many lives, not only in those countries, but also here at home. His selfless service and dedication to the principles of professional management are an example for everyone in the profession.

Wes has contributed to the development of the profession on the state and international level by speaking at both OCCMA and ICMA conferences and he has written articles in the OCCMA Newsletter and ICMA's PM Magazine. Wes has also shared his knowledge with elected officials in a variety of settings to help strengthen Council/Manager relationships.

For 30 years Wes has been an active member of OCCMA and has contributed greatly to our association. We have been inspired, encouraged, taught and challenged by his example and stories through the years and we are sure his example will continue inspire future generations of professional managers.

OCCMA should be proud to have a member like Wes that represents those characteristics that we each are striving to attain through our careers in local government. It is with great pleasure, and without hesitation, that we nominate Wes Hare for Lifetime membership in OCCMA.

Sincerely,



Richard Meyers
City Manager
Cottage Grove

Chris Eppley
City Manager
Keizer

Eileen Stein
City Manager
West Linn

Item G

From: Kevin C. Duggan [<mailto:kduggan@icma.org>]
Sent: Wednesday, June 21, 2017 2:18 PM
To: Michael Sykes <msykes@cityofscappoose.org>; Christy Wurster (christy.wurster@gmail.com) <christy.wurster@gmail.com>
Cc: Steve Bryant <sbryant@ICMA.org>; Jennifer Lewis <JLewis@orcities.org>
Subject: 2026 ICMA Annual Conference RFP

Michael and Christy:.

As you can see below, the ICMA Board has selected the West Coast for the 2026 conference. While a long ways off, proposals are due later this year. With Oregon hosting in 2021, I know it isn't feasible for OCCMA to consider 2026, but I wanted you to be aware of the situation. If I have misjudged the situation (☺), just let me know. I hope the summer has started well for all of you!

Kevin

From: Ross Hoff
Sent: Monday, June 12, 2017 8:35 AM
To: Rita Ossolinski <ROSSOLINSKI@ICMA.org>; Kevin C. Duggan <kduggan@icma.org>
Cc: Karen Rader <KRADER@ICMA.org>; Julie Butler <JBUTLER@ICMA.org>; Lynne Scott <LSCOTT@ICMA.org>
Subject: 2026 Annual Conference RFP

Hi, Rita and Kevin. Over the weekend, the board confirmed the choice of the West Coast Region to host ICMA's 2026 Annual Conference. Thanks in advance for helping us get the word out.

Attached is a transmittal message along with two the documents that states considering submitting a proposal need to refer to.

I'd like to include an article about the RFP in Membership Monday, e-mail it (with the two attachments) directly to all West Coast state officers and staff, and post it (with the attachments) on the website.

Let me know if you have any questions or if there's some help you need in getting this out.

Thanks very much for your help!
Ross

Ross Hoff
Conference Director
Director, International Member Programs
International City/County Management Association (ICMA)

202 962 3646
rhoff@icma.org

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Connect with ICMA

