

Bylaws for the Oregon Chapter of the American Society for Public Administration

I. Name and Purpose

Section 1. The name of this Chapter shall be the Cascade Chapter of the American Society for Public Administration, hereafter referred to as the Chapter.

Section 2. This Chapter is organized for the exclusive professional, educational and charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"). The purpose of the chapter is to promote good governance and public service practice, through the following:

- (a) Advancing the science, processes, and art of public administration;
- (b) Advancing the equality of opportunity of all persons through public administration;
- (c) Encouraging the improvement of the public service through scholarship, education and training;
- (d) Exchanging knowledge and experience among those interested or engaged in the field) of public administration;
- (e) Encouraging a better understanding of and appreciation for public administration and service among the general public.

In furtherance of its exclusively charitable and educational purposes, the Chapter shall have all general powers of an unincorporated association under the laws of the state of Oregon as now in effect or as may hereafter be amended, together with the power to solicit and accept grants and contributions for such purposes.

Section 3. The Chapter is primarily intended to serve those residing with the state of Oregon, SW Washington and the Cascade region, but membership is encouraged from other states and regions.

II. Membership

Section 1. Chapter membership shall be limited to persons holding membership in the American Society for Public Administration.

Section 2. Chapter members shall have the right to vote for Chapter officers and National Council and to participate in all Chapter activities.

III Board of Directors

Section 1: The governing body of the Chapter shall consist of a Board of Directors (hereinafter "Board") with no less than three members and no more than twelve members. The Board shall

supervise and control the affairs of the Chapter, and its actions shall follow the general policies of the ASPA and these Bylaws.

Section 2: All Chapter Officers and Board Members must be members of the American Society for Public Administration and the Oregon Chapter when elected and must maintain this membership for the duration of their term.

Section 3. The quorum of the Board shall consist of a simple majority of sitting members including the President or Vice-President.

Section 4. The Board shall have the authority to pass additional policies pursuant to applicable ASPA regulations. The Board shall also have responsibility for:

- Approving the annual budget, annual activity plan, and the financial report of the chapter submitted by the President of the Chapter;
- Providing the Executive Committee advice on event organizing and strategic directions;
- Appointing an interim president if the Offices of the President and President-Elect are both vacant;
- Appointing a three-person election committee to execute elections;
- Scheduling and overseeing any special election to fill the vacancy of the chapter presidency and/or the vacancy of the chapter treasurer;
- Adjudicating any grievances or appeals by members against any election results.

Section 5. The term of Board members is three years. At the first Annual Meeting, elected board members shall be divided equally into three classes – A, B, and C. Annually thereafter, one class of Board Member seats will be eligible for election. Class A members shall serve a one-year and three-year terms thereafter. Class B members shall serve a two-year term, with three-year terms thereafter. Class C members shall serve a full three-year term. Filling vacancies due to resignation or other circumstances should be done so as to maintain as equal a distribution among the classes as possible.

IV. Officers and Executive Committee

Section 1. The Executive Committee shall consist of the President, a Vice-President, a Secretary, and a Treasurer. All persons comprising the Executive Committee shall be members of the American Society for Public Administration and shall be Chapter members in good standing.

Section 2. The President shall serve as presiding officer of the Board. Responsibilities of the President include, but are not limited to:

- Working with public service leaders and chapter members to develop professional development programming that will appeal to chapter members and to the larger public service and non-profit community;
- Working with the ASPA District 4 Representative to the National Council in pursuit of the chapter mission;

- Overseeing the budget of the chapter and assuming ultimate responsibility for the integrity of its finances;
- Leading and facilitating chapter meetings and board meetings by making sure that the agenda is closely followed, and every officer has the opportunity to participate in discussions;
- Guiding the work of the chapter to secure new and renewing members for ASPA;
- Speaking on behalf of the Chapter with the approval of the Chapter Board of Directors in the event of a controversy or crisis; overseeing the development of communications policies; and working to promote the work of the organization in conversations, speeches, interviews, and other day-to-day activities.

Section 3. The Vice-President shall serve as acting Chapter President in the event that the Chapter President is unable to fulfill their duties. Responsibilities of the Vice-President include but are not limited to:

- Carrying out special assignments as requested by the Chapter President and assisting the President in the execution of their duties.
- Understanding the responsibilities of the Chapter President and being able to perform these duties in the President's absence;
- Conducting Chapter elections;
- Coordinating the membership and recruitment planning for the Chapter.

Section 4. Responsibilities of the Secretary include but are not limited to:

- Preparing and issuing an annual report of activities and, with the assistance of the Treasurer, a report of the Chapter finances to all members of the Chapter;
- Providing notice of Chapter, Board, and Executive Committee meetings as directed by the President;
- In advance of meetings (Chapter, Board and Executive Committee), providing written agendas;
- In advance of meetings, distributing to the Chapter, Board, and Executive Committee as appropriate, background information on subjects to be discussed;
- Preparing and providing written minutes of Chapter, Board and Executive Committee meetings to the Board of Directors and members;
- Maintaining the Chapter's website, or designating an individual responsible for doing so;

- Acting as the Chapter's parliamentarian;
- Maintaining an archive of prior actions, documents including the Oregon Chapter Bylaws, events, and other materials of the Chapter.

Section 5. Responsibilities of the Treasurer include but are not limited to:

- Ensuring that current financial records are maintained, reflecting the financial condition of the Chapter;
- Subject to the direction and control of the Board, having general charge of the financial affairs of the organization.
- Collecting and receiving all money due or belonging to the organization and providing receipts;
- Disbursing organization funds as may be directed by the chapter, creating and securing proper vouchers for such disbursements;
- Keeping and maintaining adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements;
- Preparing and submitting to ASPA all end of year financial and leadership reports to include the Chapter Reporting Form and Chapter Financial Report as well as any other documentation requested by ASPA;
- With the Secretary, providing annual financial reports to the Chapter membership;
- Providing to the President and Board of Directors, at each Chapter meeting or whenever requested, an account of any or all transactions and of the financial condition of the organization.

Section 6. Officers shall be elected from among the membership at the Annual Meeting and serve for a term of two years. With the exception of the President, a Board Member may serve concurrently in more than one Officer role.

Section 7. If an officer cannot assume duties due to personal or professional reasons and resigns from the position, the President shall appoint an interim Officer from the Board. All interim appointees shall serve until the next regular election. Any vacancy in the office of President shall be filled by an interim appointment of the Board from among its own membership.

Section 8: Any Chapter Officer or Board Member may be removed from office by a two-thirds 2/3, or greater, vote of the Board.

V. Nominations and Elections

Section 1. Board members shall be nominated and elected by Chapter members. Candidates must affirm that they currently meet and will continue to meet membership requirements for the duration of their terms, if they are elected.

Section 2. Nominations for Officers of the Executive Committee, and Board members shall be made by an Election Committee of the Vice President and two Board members to be appointed by the President at least ninety days before the annual meeting. Nominations may also be made from the floor by any regular member of the Chapter.

Section 3. The Election Committee shall solicit nominations from Chapter members and may also make its own nominations. In the nomination process, the Election Committee shall seek to achieve diversity and balanced geographical coverage across the state. A full list of candidates shall be provided publicly to the Board and chapter members at least thirty days prior to the election date established for the election of new officers.

Section 4. The election of Board members and Officers shall be held electronically at least thirty days prior to the annual meeting. A majority of the Chapter members voting shall decide all elections. In case of ties, the President shall determine the election outcome.

Section 5. The Election Committee shall also conduct elections called for the consideration of Bylaws Amendments. Bylaws Amendments elections shall be held electronically with dates and times for such elections being approved by majority vote of the Board. Preference shall be given to elections occurring in conjunction with Board member and Officer elections.

Section 6. The election committee shall provide the election results electronically to all members within thirty days of the annual meeting. Any grievance or appeal of the election results should be provided in writing to the Board within 5 business days after the election results are provided. The Board shall then refer the appeal to a District 4 Representative not affiliated with the chapter who will have thirty days to decide how to address the grievances or appeals and have the final adjudication power in the grievance or appeal process.

VI. Meetings

Section 1. This Chapter shall typically hold at least four sponsored activities during the designated Chapter year, including the annual meeting. Dates, times, and locations of meetings and other activities of the Chapter shall be decided by the Board.

Section 2. The annual meeting shall be held in January unless otherwise specified by the Board. The Board shall provide at least thirty days' notice to members of the date, time and location of the annual meeting.

Section 3. Meetings of the Chapter Board shall be held at times and places designated by the President and the Board or upon request by three members of the Board as made in writing to the Chapter Secretary. The Board may hold an immediate emergency meeting if approved by a two-thirds (2/3), or greater, vote by the Board. Such vote may take place electronically.

Section 3. Other meetings of the Chapter shall be held at times and places designated by the President or by the Council.

Section 4. Chapter members shall be given at least seven days' notice electronically of the time, place, and the scheduled business to be considered at all regular meetings.

VII. Committees

Section 1. In addition to the Executive Committee, there shall be two standing committees: a Program Committee chaired by the President, and a Membership Committee, chaired by the Vice-President. Membership and meetings of these committees shall be established by the Board. Each committee shall provide regular reports on their activities to the Board.

Section 2. The Chapter leadership may establish additional committees for various purposes. Committee chairs and members shall be appointed by the President. All such committees shall terminate upon a vote of the Board.

VIII. Fees

Section 1. That portion of the national membership dues designated for rebate to the Chapter shall constitute the fee for Chapter membership.

Section 2. Other fees as deemed necessary for continuing and special projects may be assessed by the Council.

IX. Amendments

Section 1. Amendments to this Constitution may be made in the following manner:

- a) Amendments may be proposed by the Board, such proposed amendments to be submitted to the membership in accordance with article V, Section 5, of these Bylaws, and such proposed amendments may be adopted by a two-thirds vote of regular members present and voting at the annual meeting; or
- b) Amendments may be proposed by any Chapter member at a regular meeting, with the support of a majority of members present and voting.

Section 2. Such proposed amendments are to be submitted to the membership in accordance with Article V, Section 5, of these Bylaws, and such proposed amendments may be adopted by a

two-thirds vote of regular members present and voting at a meeting called for the purpose of considering such amendments.

Section 3. Consistent with inclusion of this Chapter in the group federal income tax exemption ruling of the American Society for Public Administration (identified by the Internal Revenue Service as Group Exemption Number 3166), all amendments to the Chapter Constitution which may be made from time to time shall be submitted to the American Society for Public Administration for its approval.

X. Ratification

These Bylaws shall be considered ratified upon a two-thirds (2/3), or greater, vote of Chapter members; who shall receive notification and be able to vote electronically, and upon approval by the American Society for Public Administration.

XI. Miscellaneous Provisions

Section 1. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, any director or officer of the Chapter, or any other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Chapter and to make payments and distributions in furtherance of the purposes set forth hereinabove.

Section 2. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on:

(a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or

(b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. In the event of dissolution or final liquidation of the Chapter, after paying or making provision for the payment of all of the liabilities and obligations of the Chapter and for necessary expenses thereof, all of the remaining assets and property of the Chapter shall be distributed to the American Society for Public Administration provided it remains organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, and if not, to an organization which does so qualify. In no event shall any of such assets or property be distributed to any director or officer

or to any private individual.

Section 4. The fiscal year of the Chapter shall be January 1 through December 31. The employer identification number [*i.e.*, “**EIN**” or “**TIN**” - *taxpayer identification number*] assigned by the Internal Revenue Service to this Chapter is: __ - _____ [*ASPA National will provide the EIN after the chapter is formally approved by the National Council*].

Adopted by the Chapter, meeting of **January 24th, 2022.**