

Oregon Voluntary Organizations Active in Disaster

Bylaws

Revised and Ratified: September 15, 2015

Article I: Name and Relationships

Section A: Name

The name of this organization is: Oregon Voluntary Organizations Active in Disaster and hereafter referred to as ORVOAD. It is a state unit of the National Voluntary Organizations Active in Disaster (NVOAD). The jurisdiction of ORVOAD is the State of Oregon. ORVOAD as used throughout the Bylaws means the organization and its members.

Section B: Relationships

1. ORVOAD is an umbrella organization of existing agencies and is not intended to be a competing agency; each member organization maintains its own identity and independence, yet works closely with other agencies to improve service and to eliminate unnecessary duplication.
2. ORVOAD closely works with local, state, and federal authorities in disaster related activities.

Section C: Address(es)

1. The principal office shall be designated by the elected President with the approval of the Executive Board, and recorded by the Secretary.
2. The business mailing address(es) will be designated by the President and recorded by the Secretary.
3. All original copies of official mail, records, materials and properties belonging to ORVOAD shall be identified and kept separately.

Article II: Purpose and Objective

1. The purpose and objective of ORVOAD is three-fold:
 - a. To be a recovery organization focusing on the un-met needs of individuals and families impacted by disaster.
 - b. To bring together the many voluntary organizations active in disaster with public/government partners before disaster strikes to foster a more effective response to the people of Oregon in times of disaster.
 - c. To serve as technical and educational support to county COADS.

Article III: Function in Disaster

1. ORVOAD, represented by the President, or his/her designee will coordinate the efforts of the member organizations.
2. Members and Partner members are expected to provide a contribution to a source book to be available for use at the Oregon Military Department (OMD), Office of Emergency Management (OEM) State Emergency Coordination Center (State ECC). This book describes contact people, phone numbers, mobile/text numbers, and descriptions of disaster response capabilities.

Article IV: Membership Guidelines

Section A: Categories, Qualifications, Duties, and Privileges

1. Membership will be divided into three classifications: Full Member, Partner Member, and Affiliate Member. Membership will be contingent upon the conditions specified below and such other criteria as established by ORVOAD and NVOAD.
2. Members are expected, and may be requested, to serve on one or more Standing or Ad Hoc Committees. These committees are referred to throughout these Bylaws and explained in detail in Article X Committees and Subcommittees.
3. Members shall have a designated representative at business and special meetings.
4. Members may have any number of representatives participate in regular and annual meetings, with voice, with the provision that each member organization will have only one vote (dues must be current). Representatives are eligible, and expected, to serve on committees, but only Full Member representatives may serve on the Executive Board.

Section B: Conditions of Membership

1. All membership applications in all classifications of membership are subject to review action by the ORVOAD Executive Committee.

Section C: Membership Dues

1. Member organizations are required to pay annual dues to remain in good standing. The Treasurer will mail invoices for dues the first week in June with a due date of June 30.
2. The Executive Board will recommend the amount of dues for the coming fiscal year to the general membership for a vote of approval.

Section D: Membership Application Procedures

1. Organizations desiring to join ORVOAD shall apply in writing, providing such information and documentation necessary to demonstrate qualification in one of the membership categories found in Article V Member Classifications.
2. The application must consist of, but not limited to:
 - a. Application Form.
 - b. Completed Member Survey Form.
 - c. Required member dues for the current year, prorated as necessary.
 - d. Proof of compliance with section 501(c)(3) of the Internal Revenue Code of the United States (required for Full Membership only).
3. The application process:
 - a. Applications shall be referred to the Membership Committee for review.
 - b. The Membership Committee will make a recommendation on membership acceptance to Executive Board.
 - c. The Executive Board will vote to accept or deny the application.

Section E: Termination of Membership

1. Termination of membership may take place under the following conditions:
 - a. Failure to pay dues.
 - b. Failure to have organizational representation at two consecutive annual meetings of the membership.
 - c. By a majority vote and subsequent ratification at the next regular ORVOAD meeting with notice.
 - d. Failure to currently qualify under membership definitions.
 - e. The voluntary withdrawal of the organization by submission of a letter of separation.

Article V: Member Classifications

Section A: Full Member

1. A Full Member maintains its own identity and independence yet works closely with other agencies.
2. Full Member status may be granted to any corporation, institution or other entity pursuant to the following principles:
 - a. The organization shall be statewide in scope and purpose.
 - b. It shall consist of voluntary memberships or constituencies and shall have not-for-profit structure and may have tax exempt status under section 501(c)(3) of the Internal Revenue Code of the United States.
 - c. The organization shall have a disaster response program and policy for commitment of resources, i.e., personnel, funds and equipment to meet the needs of people affected by disaster without discrimination to race, sex, national origin, disability, religion, age and status.

Section B: Partner Member

1. A Partner Member maintains its own identity and independence yet works closely with other agencies.
2. Partner Member classification may be granted to any corporation, institution or other entity pursuant to the following principles: (Organizations with local missions will be encouraged to become members of local Volunteer Organizations Active in Disasters (VOAD) or County Organizations Active in Disasters (COAD) organizations where present.)
 - a. The organization is a coalition of agencies that are regional or community in scope and purpose, voluntary, and active in disasters. This includes, but is not limited to, local VOADs and COADs in Oregon.
 - b. Private sector entities that bring resources to the VOAD movement, demonstrate a commitment to support its mission, and agree to pay dues to ORVOAD.
 - c. A state incorporated organization serving the geographic State of Oregon and functioning as a not-for-profit agency/organization not having an independent Internal Revenue 501 (c) (3) status or may be operating under the umbrella of a parent corporation having Internal Revenue Service Code 501(c)(3) but does with a stated policy of commitment of resources to meet the needs of people affected by a disaster.

Section C: Affiliate Member Classification

1. Affiliate Member maintains its own identity and independence yet works closely with other agencies.
2. Governmental agencies such as, but not limited to, Federal Emergency Management Agency (FEMA), Office of Emergency Management (OEM), and local emergency management agencies.
3. Shall have an authorized representative at business and special meetings.

Article VI: Meetings

Section A: Meeting Guidelines

1. The President shall lead all General Member meetings unless otherwise delegated to another Executive Membership person. Any member, with the approval of the President may designate any place as the place of the meeting for any annual, special, emergency or committee meeting. If so designated, any meeting may be held in person, or via telephone conference call or by a combination of both, and all participants shall be considered “present” whether in person or via electronic device.

Section B: Meeting Schedule, Notices and Minutes

1. Notification of meetings, including an agenda, shall be sent by email, fax or any other electronic communication no less than two weeks in advance, to all members and shall constitute proper notice for the conduct of business at any regular annual meeting.
2. Minutes will be taken by the Secretary or a member designated by the President, in the Secretary’s absence. The minutes shall be distributed via email within two weeks after the meeting, and approved at the next regular business meeting.

Section C: Annual Meeting

1. The annual meeting is for the election of officers, for the recognition of members, for determination of annual goals and a budget, and for such other business as may properly come before the meeting.
2. The Annual Meeting shall be held each year on the third Tuesday in May, and may take the place of and be counted as one of the required regular meetings and need not follow the agenda specified for a regular meeting.

Section D: Regular Business Meetings

1. The regular meetings are on the third Tuesdays of January, March, May, July, September, and November.
2. Notification of meetings, as well as an agenda shall be sent no less than two weeks in advance to all members, and shall constitute proper notice for the conduct of business at the meeting.
3. Minutes will be taken by the Secretary or a member designated by the President, in the Secretary's absence. The minutes shall be distributed via email within two weeks after the meeting, and approved at the next regular meeting.

Section E: Special Meetings

1. Requests for special meetings may be made to any officer by any Full or Partner membership organization's designated representative. The officer will poll the Executive Committee and will call a special meeting upon majority vote.
2. Special meetings may be called at the discretion of the Executive Committee with as much notice as is practical noting the purpose of the gathering.
3. Minutes will be taken by the Secretary or a member designated by the President in the Secretary's absence. The minutes shall be distributed via email within two weeks after the meeting, and approved at the next regular meeting.

Section F: Executive Board Meetings

1. Executive Board meetings shall be open to the membership except when personnel/individual member, real estate, or litigation matters are being discussed in a "Closed Session" board meeting.
2. Executive Board meetings may be called by the President or by a member of the Board with consent of a quorum of the Board with as much notice as is practical.

Section G: Emergency Meetings

1. Emergency meetings to meet the needs of disasters (or drills) can be called at any time by the Executive Board with minimal notice.
2. Teleconferencing is an option for emergency meetings to facilitate the work.
3. Emergency meetings are open to members and collaborating agencies with specific response and recovery responsibilities that concern the members.
4. Minutes will be taken by the Secretary or a member designated by the President, in the Secretary's

absence. The minutes shall be distributed via email within two weeks after the meeting.

- a. These minutes do not require approval at the next regular meeting, but must be available to all members.

Section H: Committee Meetings

1. Committee meetings can be called at any time by the Committee Chair with as much notice as is practical noting the purpose of the gathering.
2. Committee meetings are limited to committee members, but technical advisors may participate in committee meetings at the request of the Committee Chair.
3. Minutes will be taken by a member designated by the committee Chairperson. The minutes shall be distributed via email within two weeks after the meeting to the committee members, Executive Committee and other members upon request.

Article VII: Voting and Quorum

Section A: Voting Rights

1. Each member organization (Full, Partner and Affiliate), in good standing as stated in Article IV Membership Guidelines, shall be entitled to one vote in any and all meetings of the members, unless otherwise noted in these Bylaws.
 - a. Each organization shall appoint a person to represent it and shall provide to the Secretary the name and email address of that person and may include a secondary and a tertiary representative who may vote if a member's primary representative is unavailable.
 - b. The Secretary, in conjunction with the Treasurer shall maintain an accurate and current list of the names and addresses of the members eligible to vote. Such list shall be available for inspection at any and all meetings.
 - c. An individual may represent more than one organization however an individual has one vote regardless of the number of organizations he/she may represent.

Section B: Proxy Voting

1. Voting by proxy shall not be permitted.

Section C: Quorum for Meetings

1. **All Regular Meetings**
 - a. A quorum for the purposes of conducting business is defined as 25% of the members entitled to vote and must include two members of the Executive Board, with a minimum of five members.
2. **Executive Board Meetings**
 - a. A quorum for the purposes of conducting business is defined as four members.

Section D: Voting for Passage of Motion

1. All voting shall be decided by majority vote except as otherwise provided for by these Bylaws or the laws of the United States, or the State of Oregon.

Section E: Recording of Votes

1. All votes (formal or consensus-reached) will be recorded in the meeting minutes.
2. All votes taken at special meetings, emergency meetings and committee meetings will be reported upon at the next regular meeting.

Article VIII: The Executive Board

Section A: Board Composition

1. The Executive Board shall consist of up to eight voting officers: President, two Vice Presidents, Treasurer, Secretary, Business Relations Liaison, and a Member-at-Large. A Past President may serve on the Board as well and is selected by the current President to fill this role.
2. OEM's Voluntary Agency Liaison (VAL) and the FEMA Region X VAL serves as an ex officio, non-voting member.

Section B: Eligibility of Executive Board Candidates

1. An individual from a Full Member agency may be elected an officer, if his or her organization is in good standing.
2. Officers are eligible to succeed themselves in the same office for no more than three terms of service (either successive or cumulative).
 - a. The term of office begins the first day of July, following the annual meeting of their election until June 30 of the year their office is up for election.

Section C: Nominations and Elections

1. **Nominating Committee**
 - a. Shall be appointed by the Executive Committee and shall consist of representatives from any of the three membership classification (Full, Partner or Affiliate) of different member organizations.
 - b. Shall have a minimum of three members with at least two members not currently on the Executive Board.
 - c. Shall consider and propose, nominees for officers
 - i. No single agency will be allowed to hold more than one officer position.
 - d. Shall be chaired by a member not serving as a current officer.

2. Election Process

- a. Nominations for officer positions will be announced by the Nominating Committee and submitted at the regular meeting on the third Tuesday of April in preparation for the annual meeting in May.
- b. The Nominating Committee will seek names of interested candidates for office. Any member may contact the committee directly or recommend a member.
- c. The officers shall be elected at the annual meeting in May by the regular members and shall serve without compensation for a two-year term.
- d. Nominees must agree to the nomination, but do not have to be present to be elected.
- e. Nominees to fill vacancies occurring between annual business meetings will be submitted at the next regular meeting following the date on which the vacancy occurred, or at a special meeting called for the purpose of filling such vacancy, and shall be voted upon at the next regular meeting.
- f. The terms of office will be staggered with elections for the President, Vice President – Rural, Secretary and Member-at-Large on even numbered years, and elections of Vice President - Urban, Treasurer and Business Relations Liaison on odd numbered years.

Section D: Vacancies on the Board

1. An officer may resign by submitting their resignation in writing to either the President or the Secretary.
2. When an officer's position is vacated the President shall call for nominations and refer the matter to the Nominating Committee provided there are no provisions for succession in these Bylaws.
3. Officers may be removed from office by a majority roll-call vote of the Executive Committee followed by a majority roll-call vote of the membership.

Section E: Powers and Responsibilities of the Executive Board.

1. The Executive Board shall have the power to act for ORVOAD between regular meetings within the adopted guidelines of the organization.
 - a. The business and affairs shall be managed by its Executive Board.
2. They may adopt such rules and regulation for the conduct of their meetings and the management of the ORVOAD as they deem proper and which are not inconsistent with these Bylaws or the laws of the State of Oregon.

Article IX: Officers

1. The Executive Board exists to facilitate the general operations and day to day decision-making. The officers shall perform the duties usually associated with their respective offices, including the following:

Section A: President

1. Shall be the principal executive officer and acts as spokesperson and representative for ORVOAD, subject to the control of the Executive Board.
2. Shall be the official liaison to National VOAD.
3. Shall preside at all meetings of the organization (except committee meetings).

4. Shall nominate all Committee Chairs to be voted on by the Executive Committee.
5. Shall be a member ex officio of all committees except the Nominating Committee.
 - a. The President may designate another officer as a member ex officio of one or more such committees in his or her stead.
6. May sign any document or instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Executive Board or by these Bylaws to some other officer or agent of the ORVOAD, or required by law to be otherwise signed or executed.
7. Shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Executive Board from time to time.
8. Shall be the ORVOAD representative or will designate a representative to serve on the Office of Emergency Management (OEM) State Emergency Communications Center(ECC) desk, and be responsible for the Response Protocols, matrix, and other disaster related information or projects.

Section B: Vice Presidents (Urban and Rural)

1. Shall act on behalf of the President in his or her absence including presiding at all meetings.
2. Shall also perform such other duties as may be assigned by the President or by the Executive Board.
3. Shall assume the position of President in the event that person fails to complete his or her term (the Vice President having served longest as VP will assume the position of President in the event the office becomes available. If both VPs have served the same length of time, a simply coin toss will select the next President).

Section C: Secretary

1. Shall give notice to members of all meetings in accordance with the provisions of these Bylaws or as otherwise required.
2. Shall have custody of the ORVOAD records.
3. Shall attend and keep records of all meetings including the Executive Board Meetings.
 - a. In the event of the Secretary's absence from any meeting or the Executive Board, the President shall designate another member of the Executive Board, as the case may be, to act as the Secretary of such meeting.
4. Shall transmit copies of the minutes of all meetings and the Executive Board Meetings, unless otherwise provided in these articles, to the members thereof.
5. Shall maintain the mailing list and contact information for each member, and official representative of each member, and Executive Board, which shall be furnished to him or her by such member organization and the board member.
6. Shall in general perform the duties incident of the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Executive Board.
7. Shall preside in the absence of the President and Vice-Presidents.

Section D: Treasurer

1. Shall have charge and custody of and be responsible for all funds of ORVOAD.
2. Shall receive and give receipts for moneys due and payable to ORVOAD from any source.
3. Shall deposit all such moneys in the name of ORVOAD in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws.
 - a. No funds shall be disbursed by the Treasurer from such accounts except by decision at a properly constituted meeting or of the Executive Board.
 - b. All checks must have two signatures one of which shall be the Treasurer and a second by one or more persons appointed by the Executive Board.
4. Shall keep an account of all funds received and disbursed and shall render such report to ORVOAD at each regular and annual meeting.
5. Will collect the annual membership dues and maintain the membership list.
6. Shall prepare and file all financial reports,-required by state or federal law.
7. Shall in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or Executive Board.
8. All financial records shall be available for the Executive Board to review upon request.

Section E: Business Relations Liaison

1. Shall maintain communications and relations with local and regional businesses active in disaster awareness and response.
2. Shall maintain a list of names and contact information for the above agencies.

Section F: Member-at-Large

1. Shall assist the President with whatever task he or she needs done.
2. Shall be a member of the Bylaws committee.

Article X: Committees and Subcommittees

Section A: Committee Authorization

1. Committees serve as the workgroups and deliberative support to the Executive Board and general membership.
2. The President shall appoint committee Chairs who shall serve until the next annual meeting.
 - a. The appointed Chairs of each committee shall establish the structure of the committee and select the members they want to accomplish its tasks and mandates.
 - b. Committees meet as needed, and meeting times are set by Chairs in consultation with its members.

3. The President will be a member ex officio of all committees except that he or she shall not be a member of the Nominating Committee.
4. Any committee may have members who are not regular representatives of a member-organization.

Section B: Standing Committees and Responsibilities

The following committees shall exist as the standing committees:

1. Bylaws, Policies and Procedures:

- a. **Bylaws:**
 - i. Is responsible for advising the Executive Board and general membership on matters concerning the Bylaws of ORVOAD.
 - ii. Provides recommendations for revisions as appropriate.
 - iii. Shall update the Bylaws when amendments are approved.
 - iv. Shall print one copy of the updated Bylaws to be signed and dated by the President after which two more copies will be made.
 - The original initialed and dated copy will go to the Secretary to become part of the ORVOAD records.
 - The second copy will be kept by the committee.
- b. **Policies and Procedures**
 - i. Policies and Procedures will be requested to be developed by the Executive Committee.
 - ii. Is responsible for updating Policies and Procedures at the direction of the ORVOAD Executive Committee.
 - iii. Review and advise the Executive Committee regarding proposed new policies and changes to existing policies.
 - iv. Policies and Procedures will be voted on and adopted by the Executive Committee during any ORVOAD meeting.

2. Long Term Recovery:

- a. Shall operate during the recovery phase of a disaster, whether officially “declared”, or otherwise, in providing assistance in returning a community to a “new normal” following a disaster.
- b. Shall assist with the development of local Long Term Recovery or similar groups before or following a disaster.

3. Membership:

- a. Shall review organization applications for membership in the ORVOAD, determine proper documentation required to evaluate the qualifications of applying organizations, and make appropriate recommendations to the Executive Board.

4. Nominating:

- a. Shall consider and propose nominees for officers as stated in Article IX Officers.

Section C: Sub-Committees, Ad-Hoc, Working Groups

1. Sub-committees, ad hoc committees and working groups will be created and/or terminated, as needed, by the President or Executive Board to deal with operational issues and carry out a specific task. At the completion of their work a final written report will be made to the Executive Board and the sub-committee, ad hoc committee or working group will automatically cease to exist.

Article XI: Business Operations

Section A: Policy

1. ORVOAD is not a general fund-raising or disbursing organization. Any funds received will be used to meet its operational expenses or specific projects designated in the annual budget.

Section B: Audit

1. Prior to the annual meeting an annual audit will be conducted, by an agency not associated with the Treasurer, reviewed by the Executive Board, and presented for approval and/or recommendation at the annual meeting.
2. Upon election of a new Treasurer, the incoming Treasurer and the outgoing Treasurer will agree to a process acceptable to the Executive Board for the transferring of the financial records.

Section C: Inappropriate Activities

1. Officers of ORVOAD acting for ORVOAD may not participate in or conduct activities related to election of candidates for public office. This does not prevent ORVOAD members from such actions on behalf of their own organizations where allowed.

Section D: Properties of ORVOAD

1. ORVOAD and its officers shall not procure or dispose of property on behalf of the organization.
2. The organization may accept and execute documents when approved by the Executive Board.

Section E: Dissolution

1. Upon the dissolution of ORVOAD, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate Court of the county in which the principal office of ORVOAD is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes. OR
2. In the event of the dissolution of ORVOAD any remaining funds shall be disbursed to the NVOAD National Headquarters.

Article XI: Amendments

1. Any proposed amendments shall be submitted in writing to the Bylaws Committee.
2. The Bylaws Committee will bring all amendments to a properly noticed business or special meeting with a recommendation to accept or reject. The notice shall include a full written account of the proposed changes.
3. Proposed amendments must be distributed to members at least 14 days prior to the date of the meeting at which the amendment is to be considered for adoption.
4. Amendments to these Bylaws may be made by a two thirds vote of members present and a quorum declared. These amendments shall be attached to these Bylaws.