

# **Oregon Voluntary Organizations Active in Disaster Bylaws**

*Draft May 8, 2020*

## **Article I: Name and Relationships**

### **Section A: Name**

The name of this corporation is: Oregon Voluntary Organizations Active in Disaster and hereafter referred to as ORVOAD. It is an affiliate of the National Voluntary Organizations Active in Disaster (NVOAD).

### **Section B: Relationships**

1. ORVOAD is an umbrella organization of collaborating independent agencies working closely with one another to improve service and to eliminate duplication of services.
2. ORVOAD works closely with our members, local, state, and federal authorities in disaster-related activities.

### **Section C: Address(es)**

1. The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon.

## **Article II: Purpose and Objective**

This Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). This Corporation shall hold its primary purposes to be:

1. To be a recovery organization focusing on the needs of individuals and families impacted by disaster.
2. To bring together the many voluntary organizations active in disaster with public/government partners before disaster strikes to foster a more effective response for the people of Oregon in times of disaster.
3. To serve as technical and educational support to County/Community Organizations Active in Disaster (COADs).

## **Article III: Membership**

### **Section A: Membership Types**

The Corporation shall have two classes of membership: Full Member and Partner Member. Full Members have voting rights and may serve on the Executive Board. Partner members do not have voting rights and may not serve in elected positions on the Executive Board.

1. Full Member status may be granted to any corporation, institution or other entity pursuant to the following principles:
  - a. It shall consist of nonprofit, community based, 501(c)(3), or faith-based organizations.
  - b. The organization shall have a disaster response program.
2. Partner Member status may be granted to any government agencies, educational institutions, foundations, business or private corporations.
  - a. An organization serving the geographic State of Oregon with a stated policy of commitment of resources to meet the needs of people affected by a disaster.

### **Section B: Rights and Responsibilities**

1. Members maintain their own identity and independence yet work closely with other agencies.
2. Members shall have a designated representative at meetings and 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.
3. Members may be asked to serve on one or more Standing or Ad Hoc Committees.
4. Member organizations are required to pay annual dues to remain in good standing
  - a. The Executive Board will recommend the amount of dues for the coming fiscal year to general membership for a vote of approval.
5. The application process for membership in this Corporation shall be set by the Executive Board and may change. The current process shall be published publically on the ORVOAD website.

### **Section C: Termination of Membership**

1. Termination of membership may take place under the following conditions:
  - a. Failure to pay dues after a grace period of 90 days.
  - b. Upon written notification, deemed inactive by lacking, organizational representation at two consecutive annual meetings of the membership.

- c. The voluntary withdrawal of the organization by submission of a letter of separation.

Loss of Tax Exempt Status. In the event that any Member ceases to qualify as a Tax-exempt organization described in Section 501(c)(3) of the Code, such failure shall result in the automatic suspension of such organization's membership in this Corporation. Any such organization shall be eligible to have its membership status reinstated at such time as it again qualifies as a tax-exempt organization described in Section 501(c)(3) of the Code.

## **Article IV: Meetings**

### **Section A: Meeting Guidelines**

1. Any meeting may be held in person and/or via electronic communication whereby all participants shall be considered "present."
2. 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.
3. Meetings are set annually by the Executive Board and sent to membership by December to membership for the following year.
4. The minutes shall be distributed via email within two weeks after the meeting, and approved at the next regular business meeting.
5. Emergency meetings to meet the needs of a disaster may be called by the Executive Board with minimal notice.

### **Section B: 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 at a time and place determined by the Executive Board.

### **Section C: Special Meetings**

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

## **Section D: Voting and Quorum**

1. Each member organization in good standing, shall be entitled to one vote in any and all meetings of the members.
  - a. An individual may represent more than one organization however an individual has one vote regardless of the number of organizations they represent.
2. Voting by proxy shall not be permitted.
3. All voting shall be decided by simple majority of a quorum of eligible members, except as otherwise provided for by the laws of the United States or the State of Oregon.
4. Quorum for the purposes of conducting business in general membership meetings is defined as 10% of the members entitled to vote and must include two members of the Executive Board.
5. All votes (formal or consensus-reached) will be recorded in the meeting minutes.
6. All votes taken at special meetings, emergency meetings and committee meetings will be reported upon at the next regular meeting.

## **Article V: The Executive Board**

### **Section A: Board Composition**

1. The Executive Board shall consist of up to four voting officers: President, Vice President, Treasurer, and Secretary.
2. OEM's Voluntary Agency Liaison (VAL) and the FEMA Region X VAL serve as ex officio, non- voting members.

### **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).

### **Section C: Nominations and Elections**

#### **1. Nominating Committee**

- a. Shall be appointed by the Executive board and shall consist of representatives from any of the membership 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 30 days before the annual meeting.
- 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.
- 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 and Secretary on alternate years relative to elections of Vice President and Treasurer.

## **Section D: Vacancies on the Board**

1. If any elected or appointed position is vacated inter-term, the Executive board shall appoint a person to fill the vacancy until the next annual meeting, at which business session the appointment shall be approved, or another person elected.

## **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.
3. 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 F: Executive Board Meetings**

1. 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.

- a. A quorum for the purposes of conducting business is defined as three members.
2. Executive Board meetings are closed to general membership but meeting notes shall be open to members.

## **Article VI: Officers**

1. Titles. The officers of this corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint.
2. Terms. Officers shall serve for a term of three years or until their successors are duly elected except that no officer shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.
3. Other officers. The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Executive Board.
4. Removal. Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

### **Section A: President**

1. The President will supervise and control the affairs of the Corporation and shall exercise such supervisory power as may be given to them by the Board of Directors.
2. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.
3. The President shall preside at all board meetings and shall facilitate the work before the board at each. They shall serve as an ex-officio member of all standing committees.
4. The President shall, with the advice of the Board and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

### **Section B: Vice President**

1. The Vice President shall act in place of the President in the event of the Presidents' absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
2. The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.
3. The Vice President shall also perform such other duties as may be assigned by the President with knowledge and consent of the Executive Board.

## **Section C: Secretary**

1. The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
2. The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies therefore, at the principal office of the Corporation.
3. The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal offices of the Corporation.
4. The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
5. The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the corporation are properly kept and filed.

## **Section D: Treasurer**

1. The Treasurer shall have overall responsibility for all corporate funds.
2. The Treasurer shall perform, or cause to be performed, the following duties:
  - (a) keeping of full and accurate accounts of all the financial records of the corporation;
  - (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Executive Board;
  - (c) the disbursement of all funds when proper to do so;
  - (d) making financial reports as to the financial condition of the corporation to the Executive Board;
  - (e) any other duties as may be prescribed by the Executive Board.

## **Article VII: 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 their members.

3. The President will be a member ex officio of all committees except that they 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. 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.

### **2. 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, and seek new members.

### **3. Nominating:**

- a. Shall consider and propose nominees for officers.

### **4. Leadership Committee:**

- a. Shall include the President, Vice President, Treasurer, and Secretary as well as the chairs of standing and ad-hoc committees.

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

1. Subcommittees, ad hoc committees and working groups will be created and/or terminated, as needed, by the 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 subcommittee, ad hoc committee, or working group will automatically cease to exist.

## **Article XI: Business Operations**

### **Section A: Policy**

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

2. ORVOAD shall establish a Conflict of Interest policy.
3. ORVOAD shall establish a sexual discrimination policy.
4. ORVOAD shall establish an indemnification policy for its officers.
5. ORVOAD shall establish a nondiscrimination policy.

### **Section B: 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 Executive Committee.
2. Amendments to these Bylaws may be made by the Executive Committee from time to time by a regular vote of that Committee. Amendments shall be attached to these Bylaws.