

Bylaws of the Oregon Municipal Judges Association

Article I

Members, name and purpose

A. The name of the Association shall be "Oregon Municipal Judges Association."

B. The Association shall be comprised of all current and former municipal judges of Oregon, including pro-tem judges, and other persons who are interested in the effective administration of justice and the maintenance and continuity of the Municipal Courts in Oregon.

C. There shall be two classes of membership: Current Judges and Former Judges. The Board shall fix dues for each class of membership as from time to time are appropriate.

D The purposes of the Association are: to cultivate the science of jurisprudence; to facilitate and promote the administration of justice; to elevate the standards of integrity, honor and education in the Municipal Courts of Oregon and among Municipal Court Judges; to cherish the spirit of comradeship among the members; to promote legislation for the enhancement of affected the administration of justice in Oregon and for the maintenance and continuity of its Municipal Courts; to advocate to the business and professional interests of members of the Association to the extent permissible by a Public Benefit Corporation as defined by ORS 65.001(31), exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 or current similar statute.

Article II

Place of business; registered agent and office

A. The office and principal place of business of the Association shall be the mailing address and street address of the President and the mailing address for the Corporation Division Reports shall be the mailing address of the Secretary or as the Board of Directors may otherwise designate.

B. The Registered Agent and Registered Office of the Association shall be the Secretary of the Association and the Secretary's street address or such other person and that person's street address as the Board of Directors may designate with that person's consent.

Article III

Nonprofit status

The Association is a nonprofit organization. No member of the Association shall receive compensation or pay for the activities on behalf of the Association, except that the officers and Directors may be reimbursed for actual out of pocket expenses incurred while on Association business. No obligation shall be incurred in the name of the Association except by Resolution of Directors.

Article IV

Directors

A. The governing body of the Association shall be the Board of Directors, comprised of twelve voting members, representing insofar as possible, the different geographical areas of the state. These twelve members are comprised of the Officers and seven other members [sic].

B. Directors shall be elected at the annual general membership meeting in odd-numbered years and shall serve for two-year terms. Terms for these Directors shall commence on January 1 following their election. Outgoing Directors shall serve from the election of new Directors through December 31 of the year of election. Directors holding office upon adoption of these bylaws shall continue in office until the expiration of their terms.

C. In the event of a vacancy on the Board, the President shall fill the vacancy by appointment for the remaining unexpired term.

D. Former members of the Board of Directors shall have all notices and other papers mailed or given to present members of the Board, if their desire for such is made known in writing to the Secretary or the President, and such former members shall be entitled

to attend all meetings of the Board, but shall not have the right to vote or receive reimbursement by the Association for cost of attending.

ARTICLE V

Officers

The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer and Past President. The officers shall be elected at the annual meeting of the membership in an odd-numbered year and shall hold office for a term of two years commencing on January 1 following their election, or until a successor shall be elected and qualified.

The outgoing officer shall serve from the election of new officers through December 31 of the year of election. In the event of the death or resignation of the President, the vice president shall succeed to the office of the president

The past president of the Association shall be a member of the Board of Directors for the term of two years commencing at the expiration of her or his term as President.

Article VI

Duties of officers

A. The President. The president shall, when present, preside at all meetings of the Board of Directors. President may sign, with the Secretary or other authorized officer, any document which the Board of Directors has authorized to be signed; and, in general, shall perform all duties incident to the office of President and other such duties as the Board of Directors may, from time to time, prescribe.

B. The Vice-President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the power and be subject to all the restructurings that pertain to the President. The vice president shall perform such other duties as may be assigned by the president or the Board of Directors.

C. The Secretary. The Secretary shall keep the minutes of all meetings of the membership and Directors, ensure that all notices are properly given, act as custodian

of Association records, maintain a record of the correct mailing addresses of the members and Directors, and, in general, perform all duties incident to the office of Secretary and as assigned by the President or the Board for the Board of Directors.

D. The Treasurer. The Treasurer shall receive and give receipts for all Association moneys, deposit such funds in the name of the Association in such bank as the Board of Directors shall designate; and, in general, perform all duties incident to the office of Treasurer and as assigned by the President or the Board of Directors.

Article VII

Attendance

A Director who is absent or unexcused for two (2) consecutive meetings may be removed from office and the resulting vacancy to be filled by the President. For the purposes of this Article VII, two meetings held within 30 calendar days of each other shall be considered as a single meeting.

ARTICLE VIII

BOARD MEETINGS

The Board of Directors shall meet at least quarterly and such meetings shall be in person or by electronic means, including telephone and/or electronic mail. The Association may, pursuant to a written policy, reimburse Director for lodging, mileage and a meal per diem to cover expenses said Director necessarily incurred to attend the Board Meeting. The Association shall not reimburse a Director for lodging when a Director lives within thirty (30) miles of the location of the meeting or when such Board meeting is held in conjunction with a judicial conference or when such expenses are paid or reimbursed by another entity. Seven Directors shall constitute a quorum for any meeting of the Board.

Article IX

Nominating committee

Not later than two months prior to the annual meeting, the President shall appoint a nominating committee consisting of the Past-President and two other members of the Association. Such committee shall present to the membership at the annual meeting a slate of candidates for all positions having terms expiring on December 31 following that meeting. The committee shall present a slate balanced, insofar as possible, between the various geographical regions of the state and between lawyers and non-lawyers. Nomination shall be open on the floor of the meeting prior to the election.

Article X

Annual and special meetings

A. The Annual Meeting of the General Membership of the Association shall be at the Annual Fall Judicial Education Conference or as otherwise specified by the Board of Directors. Special Meetings of the General Membership may be called by the President when necessary or upon written request by not less than ten members of the Association. Written notice for such Special Meetings shall be given to all members of the Association by the Secretary not less than fifteen days prior to the meeting by regular mail to the last known address of each member stating that time, place and purpose of the meeting.

B. At General Membership meetings, Robert's Rules of Order shall be followed as far as practicable, except as otherwise specified by these By-laws.

Article XI

Quorum

Twenty member judges present shall constitute a quorum at any Annual or Special Meeting of the Membership, provided proper and timely notice was given pursuant to these By-laws.

Article XII

Association funds

A. Each active member of the Association shall pay dues in the amount and manner specified by the Board of Directors. The Board of Directors shall authorize the

expenditure of Association funds, but no authorization for expenditure of such funds shall be made by the Board which would create an aggregate total of Association liability in an amount which would exceed the cumulative total of invested reserve and 50% of the anticipated amount of the current monthly revenue.

B. Any check in the amount that exceeds \$1,000.00 not otherwise authorized by the Board by resolution shall require the signature of two authorized officers, at least one of whom shall be either the President or the Treasurer.

C. At the expiration of the Treasurer's term of office, the Treasurer shall file with the incoming President and Treasurer a written statement setting forth all receipts and disbursements of the Association during the outgoing Treasurer's term of office.

Article XIII

Amendment

These bylaws may be amended by a two-thirds or more vote of the members present at any Annual or Special General Membership Meeting. Notice of the proposed amendment shall be given by mailing a copy thereof to all members not less than thirty days prior to the meeting.

ARTICLE XIV

Notice by publication

Any notice required or permitted by these By-laws shall be effective as to the membership and directors if it is published in any regularly published bulletin of the Association or any Webpage of the Association accompanied by electronic notice and/or mailed to Municipal Courts of the Members on or before the date required for timely notice.

Article XV

Dissolution

The Association may be dissolved at any time by two-thirds or more vote of the members. Upon dissolution of the Association, non-cash assets shall be sold for cash and, after payment of outstanding debts, the proceeds of sale and any other room remaining funds shall be given to the Oregon Police Training Fund or as otherwise specified by a vote of two-thirds or more of the members present at a meeting called for the purpose of disposing of the assets of the Association upon dissolution: provided however, that any disposition of assets on dissolution shall be for public or charitable purposes only, consistent with federal and Oregon statutes and regulations governing dissolution of nonprofit corporations with tax-exempt status.