

**BYLAWS  
OF  
OREGON JUDGES ASSOCIATION**



Adopted by the Membership on:

September 21, 2023

**ORIGINAL**

## ARTICLE I

### NAME AND PURPOSE

1. Name. The name of the Association shall be “Oregon Judges Association” (Association). The Association was previously known as the Oregon Municipal Judges Association
2. Purpose. The purposes of the Association are: to cultivate the art and science of jurisprudence; to facilitate and promote the administration of justice; to promote the highest ethical standards of judges; to elevate the standards of integrity, honor and education in the specialized and limited jurisdiction courts of Oregon and among specialized and limited jurisdiction court judges; to cherish the spirit of comradeship among the members; to promote legislation for the enhancement of the administration of justice in Oregon and for the maintenance and continuity of its specialized and limited jurisdiction courts; to advocate for the common business interests of and to improve business conditions for Oregon specialized and limited jurisdiction court judges to the extent permissible by a Public Benefit Corporation, as defined by ORS 65.001(31), and for organizations exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or current corresponding statute.

## ARTICLE II

### MEMBERS

1. Class of Members. There shall be two classes of members: Voting Members and Non-Voting Members.
2. Eligibility. Those eligible for membership in the Association shall be comprised of the following: 1) All current and former Oregon judges and 2) any other invited judges or person whose participation would be in the interests of the membership. All Voting members have one vote each and the same rights and privileges. However, the Board may assess different dues amounts for categories of members.
3. Dues. The Board of Directors shall set the amount of annual dues. All members paying full dues shall be considered Voting Members. The Board of Directors may, upon application and good cause shown, discount, reduce,

or waive dues for any member if such discount, reduction, or waiver is in the best interests of the Association. The Board may also determine if a member paying less than full dues shall be a Voting or Non-Voting member.

4. Powers and Purpose. Voting members have the power to elect and to remove the members of the Board of Directors of the Association; to elect and remove Voting members; to vote on any amendments to the Bylaws or Articles of Incorporation; to inspect and copy the Association's records, as provided in ORS 65.774 (or its corresponding future provisions); and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the Association's programs and activities. The Board of Directors does not need approval from the Voting members to dispose of the Association's assets, dissolve, or merge the Association or to approve a conflict-of-interest transaction.

5. Selection. The Board of Directors has sole discretion in granting or denying membership. This determination may be made by the Board of Directors or by a committee delegated to this task by the Board of Directors. If at any time there are no Voting members, then the Board of Directors may appoint new Voting members. Applications for membership may be approved following a determination that the applicant satisfies any other qualifications required for membership and has paid any required dues.

6. Suspension or Termination of Membership. The Board of Directors may suspend or remove a Voting member for misconduct that, in the sole discretion of the Board of Directors, adversely affects the Association's interests or reputation. No Voting member may be suspended or terminated unless the following procedure is followed:

A. Prior to the proposed effective date of the suspension or termination, the subject member must be given written notice of the suspension or termination and the reasons therefore as follows: At least twenty (20) days' notice if given by first-class mail, or seventeen (17) days' notice if given electronically (including by email or text message). Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the Association's records.

B. In addition, the subject member must then have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or termination by the Board. A Voting member whose membership has been suspended or terminated may be liable to the Association for dues, assessments, or fees as a result of obligations incurred by the Voting member prior to suspension or termination.

C. Non-Voting members can be removed at any time, with or without cause, by action of the Board.

7. Resignation. A Voting member may resign at any time by sending or delivering a written resignation to the President or Secretary of the Association. If a member fails to renew their annual membership by the renewal deadline, the Association will treat that as a resignation of membership.

## **ARTICLE III**

### **NONPROFIT STATUS**

The Association is a nonprofit organization with 501(c)(6) tax-exempt status as a business league. 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, pursuant to a written policy. No obligation shall be incurred in the name of the Association except by Resolution of Directors.

## **ARTICLE IV**

### **DIRECTORS**

1. Board Duties. The Board of Directors shall manage the business, property, and affairs of the organization and may exercise and delegate any of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization's Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget;

approve committee appointments; provide for the maintenance of headquarters; employ, direct, and discharge the Association's Executive Director, if there is one; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

2. Individual Director Duties. It is the duty of each Director to comply with the standard of conduct required of Directors in ORS 65.357 (or its corresponding future provisions). As such, Directors shall discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the Association. In addition, Directors will strive to understand all laws, regulations, and rules applicable to the organization, to ensure the organization's legal compliance. In discharging their duties, Directors are allowed to rely on information presented by competent professionals, as explained in ORS 65.357 (or its corresponding future provisions).

3. Qualifications. Nominees for Director positions must be current Voting members for the entire time they serve as Directors.

4. Number and Composition. The Board of Directors shall consist of not fewer than 9 nor more than 12 persons and these positions shall, to the extent possible, include the following one (1) Director who is a current or former municipal judge, one (1) Director who is a current or former Oregon Justice of the Peace, one (1) Director who is a current or former Oregon Judicial Department judge, and one (1) Director who is a current or former Tribal judge. The Voting members may create new positions on the Board of Directors within the range above by passing a resolution increasing the size of the Board and then may appoint new Directors at that same meeting or later to fill the newly created positions.

5. Election and Tenure of Office.

A. Terms. Directors shall serve for terms of two (2) years for these Directors shall commence on January 1 following their election. Elections shall be at the fall annual membership meeting or special election in odd number years and new terms being in even number years. Outgoing Directors may serve from the election of new Directors through December 31 of the year of election. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected and

qualifies. There is no limit to the number of terms, successive or otherwise, a Director may serve. Directors holding office upon adoption of these Bylaws shall continue in office until the expiration of their terms.

B. Voting. Each Voting member will have the right to vote only for as many persons as there are Director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any member so requests.

6. Nominating Committee. Not later than two months prior to the election, the President shall appoint a nominating committee consisting of the Past-President and two other members of the Association or three members if the Past-President is not available. Such committee shall present to the membership at the Annual Membership Meeting or special election a slate of candidates for all director positions. The committee shall present a slate balanced, insofar as possible, between the various geographical regions of the state. Nominations shall be open on the floor of the meeting prior to the election. The Board of Directors may prepare and adopt by resolution a formal written policy regarding other or more details of the Board election and nomination process.

7. Resignation. A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was "received," and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

8. Removal. Directors may be removed with or without cause by resolution of the Voting members. Proper notice must be given in advance, as required for an Annual Membership meeting, a regular meeting of the Voting members, or a special meeting of the Voting members, whichever is appropriate, stating that the removal of a Director is to be considered.

9. Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director. The President may appoint new Directors to fill any vacancies on the Board of Directors which shall be ratified by a Board vote. Each Director shall hold office for the balance of the unexpired term of his or her predecessor until the next election. If the Board of Directors receives the resignation of a Director tendered to take effect at

a future time, a successor may be elected to take office when the resignation becomes effective.

10. Compensation. Directors shall not be compensated for service in their capacity as Directors. However, the Association may, pursuant to a written policy and duly enacted resolution, reimburse a Director for reasonable expenses, including lodging, mileage, and meals, necessarily incurred to attend any Board Meeting or on behalf of the Association. 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.

11. Authority of Directors. The President, or the President's designee, shall be an official spokesperson for the Association and may represent the Association and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the Association or speak or act on behalf of the organization without specific approval by the Board.

12. Membership Records. The Board of Directors must ensure that the organization maintains a current, formal record of the names, contact information, and status of Voting and Non-Voting members, if any. The list must also show the number of votes each Voting member is entitled to vote at a meeting. This list of Voting members must be available for inspection by any Voting member for the purposes, and at the times and in the methods, allowed in ORS 65.224 (or its corresponding future provisions).

13. Director Conflicts of Interest.

A. Conflict-of-Interest Defined. A Director shall not participate in a conflict-of-interest transaction unless authorized in accordance with this section. A conflict-of-interest transaction occurs whenever the Association pays money or other compensation, or provides any tangible benefits, to a Director or to a member of a Director's family, or if the Director otherwise has a direct or indirect interest in the transaction, as defined in ORS 65.361 (or its corresponding future provisions). All conflict-of-interest transactions must be approved by the full Board of Directors according to the procedures in paragraph B. below.

B. Conflict of Interest Procedure. Directors who have a conflict of interest in any matter must (a) declare the existence of the conflict of interest, (b) disclose on the record to the rest of the Board the details of their conflict and of the proposed transaction, (c) leave the room during any Board discussion of the transaction and not otherwise participate in that discussion, and (d) abstain from voting on that matter and leave the room where the vote is to take place until the votes have been counted. These steps must be clearly reflected in the minutes to document that they were taken. The rest of the Board of Directors must analyze the transaction and all relevant information to ensure that all transactions involving a conflict of interest are fair to the Association and the Director and to assure that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all the members of the Board of Directors who do not have a conflict of interest involved in that issue. However, a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section.

## **ARTICLE V**

### **OFFICERS**

1. Officers. The Officers of the Board of Directors shall be the President, Vice President, Secretary, Treasurer and Past President. The Officers, other than the Past President, shall be elected by the Board at the first Board meeting immediately following the election of the and shall hold office for a term of two (2) years commencing on January 1 following their election or until a successor shall be elected and qualified. Officers must be Directors on the Board of Directors for the entire time they serve as Officers. The outgoing Officer shall serve from the election of new Officers through December 31 of the year of election. The President of the Board of Directors shall automatically become the Past President for the term of two (2) years commencing at the expiration of that person's term as President.
2. Removal. Any Officer may be removed, either with or without cause, at any time by the action of the Board of Directors.



3. Resignation. An Officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary. A resignation is effective when notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

4. Vacancies. If a vacancy in an Officer position exists due to the death, resignation, or removal of any Officer or for any other reason, the remaining Directors may fill that position by a majority vote, except in the case of a vacancy in the position of President, in which case the Vice-President shall automatically succeed to the office of the President. The elected Officer will hold office for the unexpired term of that office.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

1. The President. The President shall, when present, preside at all meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the Association’s business, shall act as a principal spokesperson and representative of the Association, shall be the chief executive officer of the corporation, and have the general powers and duties of management usually vested in a chief executive officer. The 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.

2. The Vice President. In the absence of the President, 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 restrictions 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.

3. 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. In addition, the Secretary shall complete and file all regulatory reports, including the Oregon Secretary of State Annual Report and the Quarterly Oregon Government Ethics Commission Lobbyist Expenditure Reports. The Secretary shall also have primary responsibility for ensuring that Association Voting members have access to all Association Articles of Incorporation, Bylaws and Minutes upon appropriate request by that member.

4. 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. This includes maintaining the official Association ledger in electronic format established by the President. In addition, the Treasurer shall file or cause to be filed the annual tax returns (including the 990/990-N/990-EZ with the IRS) and monitor tax law changes applicable to the Association and report changes and compliance to the Board of Directors. The Treasurer must regularly communicate with the Association's bookkeeper to ensure updated financial records are provided to the Board at all meetings as well as maintain an electronic ledger of all transactions in the Board's established information system.

## **ARTICLE VII**

### **BOARD MEETINGS**

1. Annual Meetings. An Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Voting members, unless the meeting is scheduled to take place at a different time by a resolution of the Board of Directors, at a time and place designated by the Board of Directors.

2. Regular and Special Meetings. The Board of Directors shall meet at least quarterly. The Board shall establish by resolution a regular schedule for meetings, and these meetings are called regular meetings. All other meetings are special meetings. The Board of Directors may hold annual, regular, or special meetings in or out of the State of Oregon.

3. Call and Notice of Meetings. Required notices under these Bylaws must be given to each Director currently in office at the time notice is provided and shall be given at the following times, unless stated otherwise in the Articles of Incorporation or these Bylaws: At least seven (7) days' notice if given by first-class mail, or four (4) days' notice if given electronically (including by email or text message), or two (2) days' notice if given verbally directly to the Director (including by telephone). The schedule of regular meetings must be given to all Directors, with the first meeting on the schedule being preceded by the notice as required above. Once notice has been given of a schedule for regular meetings of the Board of Directors, further regular meetings on that schedule may be held without further notice of the date, time, or place of the meeting. Notice of special meetings shall be given as described above. All notices must give the date, time, and place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The President or one-third of the Directors then in office may call and give notice of a meeting of the Board.

4. Waiver of Notice. A Director may at any time waive any notice required by these Bylaws. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

5. Telephonic/Video Participation. The Board of Directors may permit any of the Directors to participate in any meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

6. Action Without Meeting (Decision-Making by Email or Other Written Means). Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting by either of the following methods:

A. Email. The Board of Directors may decide by email if the Association has an email address for every Director. To conduct a vote by email, the Association must send an announcement by email to each Director that a vote will be taken. The announcement must include a description of the matter and a deadline for the vote, which must be at least 48 hours from the time of the email announcement. The Directors must respond by email with their vote, and Directors can change their votes at any time before the deadline by responding via email. An affirmative vote of a majority of Directors in office is effective as an act of the Board, unless the Articles of Incorporation or these Bylaws require an affirmative vote of a different number of Directors. The effective date will be the deadline specified in the announcement, or such other date provided in the announcement. The Association shall include the email announcement and a record of the Directors' votes in the minutes for the Board meeting or shall file the announcement and record of the Directors' votes in documents that reflect the action taken by the Board.

B. Written Consent: The Board of Directors may decide if the action is approved in writing by all the Directors currently in office (meaning a unanimous affirmative vote). Under this provision, a decision may be made by mail, fax, or other written communication by sending to each Director a clear motion with instructions that each Director must respond by a specified deadline and that the response must be in writing, be signed by the Director, and state the vote of that Director. If all the Directors do not respond with an affirmative vote in a written, signed response by the stated deadline, the motion will not be approved. The written, signed consents of each Director must be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director submits that Director's written, signed consent, unless the consent specifies an earlier or later effective date.

C. A written consent or vote by email under this Article has the effect of a meeting vote and may be described as such in any document.

7. Quorum and Voting. A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater

number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

A. Prior to voting, a motion must be clearly stated and seconded, a vote must be taken, and the vote must be recorded in the meeting minutes. Each Director has one vote on each motion. If any Director so requests, the minutes shall include the names of each Director who voted for, voted against, or abstained from a specific motion.

8. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

9. Attendance. A Director who has been absent 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**

### **MEMBER MEETINGS**

1. Quorum. For membership meetings, a quorum will consist of at least a majority of the Voting members by physical presence, participation by conference call, or voting by mail, if allowed.

2. Decision-Making. The affirmative vote of at least a majority of the Voting members who are present and voting at a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the Voting members, unless a greater proportion is required by law, the Articles, or these Bylaws. For purposes of this section, "present" shall include Voting members that are physically present or participating by phone or mail, if allowed. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

3. Proxy Voting. Proxy voting shall not be allowed at any meeting of the Voting members in any aspect of the decision-making process.

4. Remote Participation in Meetings. Voting members who are not physically present for a membership meeting may participate in, be deemed

present in person at, and vote at the membership meeting if the Board of Directors authorizes participation by remote communication. If the Board authorizes, it shall set guidelines and procedures for such participation and communication. Before the Board may authorize remote participation, the Association shall implement measures to:

A. Verify that any person participating in the membership meeting by remote communication is a Voting member; and

B. Ensure that Voting members may effectively participate through remote communication.

C. Notice of Meeting. Notice of a membership meeting at which the Board has authorized remote participation shall state that the Board authorizes participation by remote communication and shall describe how a member may notify the Association that the member intends to participate in the membership meeting by remote communication.

5. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by written ballot. Either the Board or the Voting members may authorize voting by written ballot, including electronic written methods. Unless prohibited or limited by the Articles or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Voting members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter by email. The written ballot will: (1) set forth each nominee or proposed action; and (2) provide an opportunity to vote for each vacant Board of Directors' position and for or against any other proposed action. The vote is limited to the subject specified on the ballot. Approval by written ballot will be valid only when (1) the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and (3) specify a reasonable time by which a ballot must be received by the Association to be counted. A written ballot may not be revoked.

6. Annual Membership Meeting. The Association must hold an Annual Membership Meeting of the Voting members which on odd number years will also be held to elect Directors to the Board of Directors. The Annual Membership Meeting shall be at the Annual Fall Judicial Education Conference or as otherwise specified by the Board of Directors.

A. Notice of Membership Meeting. Written notice of the Annual Meeting shall be sent by email to all Voting members entitled to receive notice, at the email address provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

B. Conduct of Annual Membership Meeting. At the Annual Meeting Voting members will hear and consider reports from the Board of Directors, Officers, and staff concerning the activities, management, and budget of the Association. Voting members will then vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Voting members may be given the option to vote by written ballot, as explained above, rather than in person. The failure to hold an Annual Meeting does not affect the validity of any corporate action.

7. Other Voting Membership Meetings.

A. Regular Meetings. The Association may hold a series of regular meetings of the Voting members at times and locations set by the Board of Directors or Officers. Notice of regular meetings shall be given by email at least fifteen (15) days in advance of the meeting. A single notice sent as described above in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required unless the announced meeting dates and times do not change.

B. Special Meetings. Special meetings of the Voting members may be called by the President, by the Board of Directors, or by 30 percent of the Voting members. Notice for a special meeting shall be given by email at least nine (9) days in advance of the meeting. The notice must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

C. Content of Notice. Any meeting notice provided to Voting members must contain the date, time, location, and when required, the purpose of the meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments

to the Bylaws or the Articles of Incorporation are to be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

D. Waiver of Notice. Any Voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

E. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed or otherwise sent. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

F. Rules of Order. At all membership meetings, Robert's Rules of Order shall be followed as far as practicable, except as otherwise specified by these Bylaws.

G. The Association must also maintain records of any votes or other actions cast by a Voting member participating through remote communication.

## **ARTICLE VIII**

### **COMMITTEES**

1. Creation of Committees. The Board of Directors may establish any committee, including standing committees or temporary committees, Board committees, and advisory committees by a resolution of the Board, in accordance with the procedures stated below.

2. Board Committees. The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. All members of Board Committees that have the authority to vote on matters before that committee must serve



simultaneously as members of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings, including action without meetings, notice and waiver of notice, quorum and voting requirements, and minute taking, shall apply to Board committees and their members as well.

### 3. Executive Committee.

A. The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committee must consist of two or more Directors who are simultaneously full members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The Board of Directors may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board of Directors in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

B. The Executive Committee must comply with the provisions of these Bylaws concerning the meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board of Directors. Unless the Board of Directors decides otherwise by the majority vote of all the Directors in office, the Executive Committee will consist of the President, Vice President, Secretary, and Treasurer.

4. Limitation on Powers. No Committee may:
  - A. Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the Association's purposes;
  - B. Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets;
  - C. Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
  - D. Adopt, amend, or repeal the Articles of Incorporation or Bylaws.
5. Board's Power to Amend. The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.
6. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.
7. Advisory Committees. The Board of Directors may create one or more advisory committees. At least one Director shall be a member of any advisory committee, but the other committee members need not be Directors. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

## **ARTICLE X**

### **STATEMENT OF NONDISCRIMINATION**

The Association shall not discriminate in permitting membership by those otherwise who qualify for membership, providing services, hiring employees, or otherwise, upon the basis of gender, race, marital status, sexual orientation, religion, color, age, or national origin.

## **ARTICLE XI**

### **ASSOCIATION FUNDS AND INSURANCE**

1. Expenditure of Funds. 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 yearly revenue. Association funds cannot be used to purchase alcohol.
2. Checks. 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.
3. Treasurer Statement. 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.
4. Insurance. The Association may purchase and maintain insurance on behalf of any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, Officer, employee, volunteer, or agent of the Association or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Association; provided, however, that the Association may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of the Association in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent.
5. Fiscal Year. The fiscal year of the Association shall be the calendar year beginning on the first day of January and ending on the last day of December in each year.

6. Inspection of Books and Records. All books, records, and accounts of the Association shall be open to inspection by the Directors in the manner and to the extent required by law.

7. Checks, Debit Card Payments, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

8. Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in those banks, trust companies, or other depositories selected by the Board of Directors or be invested as authorized by the Board of Directors.

9. Loans or Guarantees. The Association shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364 (or its corresponding future provisions), the Association shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of the Association.

10. Execution of Documents. No Director, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount unless so authorized by Resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

## **ARTICLE XII**

### **NOTICE BY PUBLICATION**

Any notice required or permitted by these Bylaws 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 if it is accompanied by electronic notice sent via email on or before the date required for timely notice.

## **ARTICLE XIII**

### **DISSOLUTION**

The Association may be dissolved at any time by two-thirds or more vote of the members and a two-thirds or more vote of all Directors in office immediately before the meeting begins. 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 remaining funds shall be distributed by the Board of Directors either to the Voting members, as the Board shall determine, or to an organization which is tax exempt pursuant to IRC Section 501(c)(6), or the corresponding section of any future federal tax code: provided however, that any disposition of assets on dissolution shall be, consistent with federal and Oregon statutes and regulations governing dissolution of nonprofit Associations with 501(c)(6) tax-exempt status.

## **ARTICLE XIII**

### **AMENDMENT**

These Bylaws and the Articles of Incorporation may be amended by a two-thirds or more vote of the Voting members present at any Annual or Special General Membership Meeting and a two-thirds or more vote of all Directors in office immediately before the meeting begins. Notice of the proposed amendment shall be given by emailing a copy thereof to all Voting members and Directors not less than 30 days prior to the meeting. The notice for the meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws or Articles of Incorporation.

## **ARTICLE XV**

### **SEVERABILITY**

Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

## CERTIFICATION

I, the undersigned President of the Oregon Judges Association, hereby certify that the foregoing Bylaws were duly adopted unanimously by members at a membership meeting of the Association on September 21, 2023.

Signature: *Juliet Britton*

Date: September 21, 2023

Printed Name: Juliet Britton, President