

League of Oregon Cities Women's Caucus Bylaws

ARTICLE 1: NAME

The name of this voluntary association shall be the League of Oregon Cities (LOC) Women's Caucus.

ARTICLE 2: PURPOSE

The purpose of the Women's Caucus ("the Caucus") is to:

- Promote positive and effective relationships among women city officials, their communities, political leaders, and the LOC.
- Build and increase capacity of women to engage in and serve in local government.
- Serve as a resource to the LOC Board in the formulation of its policy agenda;
- Equip and advance women city officials to serve in positions of leadership on the LOC Board; and
- Support, encourage and highlight the successes of women city officials.

ARTICLE 3: MEMBERSHIP

1. Members may include any woman who is or has served as an elected City Council member or as a volunteer appointed to a Board, Commission or Committee of a City that is a member in good standing of the LOC.
2. Membership categories are:
 - a) City Council Member - includes those currently serving on a City Council. City Council Members may participate and vote as specified in these Bylaws, and may serve on the Board, Executive Committee, and Committees.
 - b) Emerita Member - includes those who have previously served on a City Council. Emerita Members may participate and vote as specified in these Bylaws and serve on Committees but may not serve on the Board.
 - c) Associate Member - includes those currently serving or having previously served as a volunteer appointed to a City Board, Commission, or Committee. Associate Members may participate as specified in these Bylaws and serve on Committees but may not vote or serve on the Board.
3. A person becomes a Member by notifying LOC staff of their desire to participate and acceptance of these Bylaws. In order to maintain membership in good standing, Members shall affirm membership annually per Board procedures. LOC staff and the Caucus Secretary shall maintain a list of all Members and meeting participants.
4. All Members of the Caucus must support the purposes of the Caucus as set forth in Article 2.
5. All Caucus Members may participate in discussions at Membership and Board meetings prior to the deliberations and votes of the Board.
6. Members must attend meetings in person or via telephone or video in order to vote, except for duly noticed Special Meeting Agenda items for which electronic voting is allowed without attending in person.
7. Voting by proxy or in absentia shall not be permitted, except that:

- Voting at a duly noticed Special Meeting can occur via electronic communication
- Advisory/straw polls via electronic communication or other mechanisms to gather Membership input as advisory information to inform the vote of the President at Executive or Board meetings are allowed. Board members may not participate in advisory/straw polls.

8. The Caucus may invite individuals or entities that support the purposes of the Caucus to participate in meetings and events, including but not limited to women considering or seeking to run for election to a City Council, participants or staff in women's leadership training programs, youth, and others, but such participants may not vote or serve on the Board or Committees of the Caucus.

ARTICLE 4: BUDGET / DUES / STAFF SUPPORT

1. The Caucus is an organization of volunteers. When the Caucus is in good standing with the LOC Board, support shall be provided from the LOC for meeting logistics per LOC Board policy. Participation in virtual meetings shall be at no cost to Members, and dues may not be charged.
2. When the Caucus determines additional resources are needed to meet the Purposes in Article 2, requests may be made to the LOC Board and/or LOC Foundation to provide financial support and fiscal management.
3. Per LOC Board policy, LOC staff will
 - Provide public notice of all Caucus meetings in which a quorum is present;
 - Take minutes and records of all Caucus and Executive Committee meetings; and
 - Any other tasks necessary to ensure the Caucus, as a public body under Oregon law, complies with Oregon's Public Meetings Law. The tasks referenced herein are intended to be solely limited to ensuring compliance with Oregon's Public Meetings Law. Tasks performed by LOC staff are intended to be routine and administrative in nature.

ARTICLE 5: MEMBERSHIP MEETINGS

1. The Caucus shall hold an Annual Meeting for all Members in conjunction with the LOC fall annual conference, at which time the Caucus shall elect Board members by vote of the Membership and shall conduct other business as may be brought before the Members of the Caucus. Members may participate in the Annual Meeting in person or virtually.
2. The Members of the Caucus shall meet as often as required to achieve the purposes set out in Article 2, as determined by the Board.
3. Meetings of the Membership, Board, and Executive Committee shall generally be held entirely virtually, except for the Annual Membership meeting which is held during the annual LOC conference. Virtual attendance at the annual membership meeting is also allowed. Meetings may also be held at any location within Oregon, as designated by the Board.
4. Meetings shall be held in accordance with Oregon Public Meetings Law. Notice of every Annual Meeting of members, stating the time and place thereof, shall be provided with an agenda no less than 10 days prior to such meeting. Notice of any

other meeting of Members, stating the time and location, shall be provided with an Agenda generally not less than 7 days prior to the meeting and/or in compliance with Oregon Public Meetings law.

5. The quorum for Membership meetings is the number of Members attending the meeting.
6. When votes are taken, the most recent version of Robert's Rules of Order apply.

ARTICLE 6: BOARD

1. There shall be a Board comprised of thirteen (13) members. Board members serve terms of one calendar year, with a maximum of three consecutive terms if re-elected at the Annual Membership meeting. A former member is eligible to apply to serve again after a minimum of one year off the Board.
2. Decisions of the Caucus shall generally be made by vote of the Board after discussion at a Membership meeting and/or advisory/straw poll of Members reported to the President.
3. The quorum for Board meetings is seven.
4. All Board meetings shall be open to the Membership, and participation by Members prior to Board discussions and votes should be encouraged.
5. The Board may establish *ex officio* positions to participate in Board discussions but not vote. Such positions may include but are not limited to Emerita and Associate Members, youth, City Managers/Administrators/Recorders, and others. The Board may select one *ex officio* participant for each category of positions established by the Board, after an open, inclusive and equitable recruitment and application process. *Ex officio* members serve terms of one calendar year, with a maximum of three consecutive terms if invited to continue serving by the Board. Vacancies in *ex officio* positions shall be selected by the Board. Filling a vacancy mid-term does not count towards *ex officio* position term limits. A former *ex officio* member is eligible to apply to serve again after a minimum interval of one year.

ARTICLE 7: EXECUTIVE COMMITTEE

1. There shall be five voting members of an Executive Committee made up of the President, Vice-President Secretary and two at-large Board Members.
2. The members of the executive committee will be elected for each position by the Board annually.
3. The term of service for each office is one calendar year, with elections at the January board meeting.
4. The quorum for executive committee meetings is three.
5. The Executive Committee shall have the following responsibilities and powers:
 - When requested by the League of Oregon Cities, to make appointments to League committees, legislative delegations, and other representation opportunities as determined by the LOC Board, after an open, inclusive and equitable recruitment process guided by the Board;
 - To call a Special Membership Meeting of the Caucus membership, where voting is allowed only on items on the duly noticed Agenda.
 - To appoint a Nominating Committee subject to Board confirmation to recruit applicants and nominate a candidate for each member of the Board of the

Caucus for the election at the Annual Meeting. The Nominating Committee should equitably represent the diversity of the Membership, and should strive to recruit and nominate Board members in an open, inclusive and equitable process, so that to the extent practicable nominees represent all Regions of the state and all demographics of the Membership;

- To make decisions on urgent matters, to be reported to the next Board and Membership meeting; and
 - Such other duties as determined by the Board.
6. The President shall:
 - Chair the Executive Committee and Board meetings.
 - Set the Agenda for Caucus, Board and Executive Committee meetings.
 - Respond to any inquiry or question from the League of Oregon Cities or any local government affiliate organization.
 - Act on behalf of the Caucus on issues the Membership has discussed, on directions of the Board, on matters pertaining to the Purpose of the Caucus as set forth in Article 2, and on other urgent matters.
 - Report to the Membership and Board at the next meeting regarding actions taken on behalf of the Caucus; and
 - Perform such other duties as determined by the Board.
 7. The Vice-President shall perform the duties of the President when requested, provide input at Executive Committee meetings, and perform such other duties as determined by the Board.
 8. The Secretary shall: Provide written reports to the membership.
 - Assist the Executive Committee with all correspondence of the Caucus;
 - Assist with publicity to increase awareness of and respect for the Caucus, its members and its positions; and
 - Perform such other duties as determined by the Board.
 - Actions by the Executive Committee shall be subject to review by the Board and Membership, provided that no rights of third parties shall be affected by such review.

ARTICLE 8: VACANCIES

1. Occurrence. The office of a member of the Board becomes vacant upon:
 - a. Termination of elected or appointed position of the incumbent in their member city;
 - b. Appointment of a board member to fill a vacated position on the Executive Committee;
 - c. Resignation by the incumbent from the Board;
 - d. Death of the incumbent.
2. Filling Board Vacancies. A vacancy on the Board, other than an Executive Committee member, may be filled for the unexpired portion of the vacant term by appointment of the President, subject to approval of the Board.
3. Filling Executive Committee Vacancies: A vacancy on the Executive Committee shall be filled in accordance with the below provisions:
 - a. A vacancy in the office of President shall be filled by the Vice-President.

- b. A vacancy in the office of Vice-President or Secretary shall be filled by a vote of the Board from a slate of not more than two candidates who are current Board members. Such election shall occur as quickly as possible and may be accomplished via electronic means.

ARTICLE 9: COMMITTEES

1. The Board may establish Committees of 2 or more Members to serve at the discretion of the Board. These Committees perform such duties as the Board designates. Committees may not act on behalf of the Caucus but may make recommendations to the Board or Membership for approval. The Chair of the Committee may participate with the Board for discussion of the assigned issue.
2. The quorum for committee meetings is 50% +1 of the committee members.

ARTICLE 9: AMENDMENT OF BYLAWS

The Bylaws may be amended or replaced by a simple majority of the Members voting. Notice of proposed Bylaws changes shall be in the Annual Meeting Agenda and sent to all Members at least 30 days prior to the Annual Meeting. The Bylaws may also be amended or replaced during a Special Membership Meeting called by the Board, with notice of the meeting and the proposed changes sent to all Members at least 30 days prior to the Special Meeting. Members may vote electronically without attending the Special Membership Meeting. The quorum for a Special Membership Meeting is 25 voting Members participating in person or by electronic vote.

ATTESTATION

By-Laws adopted by unanimous vote of an assembly of individuals meeting the Membership qualifications in Article 3 on April 19, 2021

Bylaws amended on October 5, 2022