

**BY-LAWS OF
OREGON MIDDLE LEVEL ASSOCIATION, INC.**

Article I: NAME

The name of the corporation shall be the OREGON MIDDLE LEVEL ASSOCIATION, INC. (hereinafter called "Association").

Article II: OBJECTIVES

The objectives of the Association shall be the general improvement of education for middle level students in the State of Oregon.

Specifically, the Association shall:

1. Promote public awareness of the unique needs of young adolescents.
2. Facilitate continuing curriculum improvement, staff development, school planning and other phases of middle level education.
3. Serve as a clearinghouse for the exchange of ideas, materials, and personal needed for middle level development.
4. Support agencies and groups in the state interested in educational improvements at the middle level.
5. Work toward better prepared educators for the middle level.

Article III: MEMBERSHIP AND DUES

Section 1. Membership in the Association is open to any individual, institution, or corporation interested in the education and development of young adolescents.

Section 2. A member of the Association is any individual, institution, or corporation who pays the annual membership dues, the amount of which shall be established, from time to time, by the Board of Directors.

Article IV: ADMINISTRATION

Section 1. All powers necessary for the government of the Association shall be vested in a Board of Directors that shall include the president, the president-elect, the secretary and the treasurer. OASSA will appoint two members to the Board of Directors, and OESPA will appoint two members to the Board of Directors for alternating two-year terms. Seven regional directors and one higher education member will be elected to serve for three-year terms with four positions to be elected each year. One ex-officio representative from the ODE may be appointed by the Board of Directors to serve for periods of time established by the Board.

Section 2. An elections committee will be appointed by the Board of Directors to nominate not more than two candidates for each position: president-elect, secretary, treasurer and regional directors. The elections committee shall ensure representation from teacher, administrator, and university groups and seek representatives from other interested groups.

Section 3. The Elections Committee shall be instructed to seek diversity in terms of geographic location, professional background, sex and ethnicity as it relates to overall make-up of the Board of Directors.

Section 4. Secretary and treasurer shall serve two-year terms. Regional directors shall be elected by regions for three-year terms. The president-elect shall serve a two-year term as the president-elect, followed by a two-year term as president.

The regions shall be defined as follows:

Region 1 CENTRAL: Crook, Deschutes, Gilliam, Harney, Hood River, Jefferson, Sherman, Wasco and Wheeler Counties.

Region 2 EASTERN: Baker, Grant, Malheur, Morrow, Umatilla, Union and Wallowa Counties.

Region 3 NORTHWEST: Clackamas, Clatsop, Columbia, Tillamook, Washington and Yamhill Counties.

Region 4 SOUTHERN: Jackson, Josephine, Klamath and Lake Counties.

Region 5 SOUTHWEST: Coos, Curry, Douglas and Lane Counties.

Region 6 WESTERN: Benton, Lincoln, Linn, Marion and Polk Counties.

Region 7 METRO: Multnomah County.

Section 5. An executive secretary shall be appointed by the Board for one-year terms.

Article V: **MEETINGS**

The Association shall hold an annual middle-level conference at a time and place to be determined by the Board of Directors. Other meetings may be called by the Board of Directors.

Article VI: **AMENDMENT TO BY-LAWS**

Section 1. Activities of the Association shall be regulated by the By-Laws. The By-Laws may be amended by a two-thirds affirmative vote of the Board. All proposed By-Law amendments must be approved by a two-thirds majority of the Board at two consecutive meetings before becoming effective.

Section 2. The By-Laws may be amended at any annual or special meeting of the Association at which there is a quorum, by a vote or two-thirds of the members present, provided that notice setting forth such proposed amendments shall have been mailed to all member at least ten days prior to the date of such meeting.

Article VII: **FISCAL YEAR**

The membership and fiscal year of this association shall be the annual period beginning July 1 and ending on the subsequent June 30th.

Article VIII: **DUTIES OF OFFICERS**

Section 1. President:

It shall be the duty of the president to call meetings and to preside at all meetings of the Board and at the annual conference. The president, or designee, shall be the affiliate representative to the National Middle School Association. The president shall also be responsible to serve as the liaison between COSA and OMLA, and between the Northwest Affiliate group and OMLA. The president, or designee, shall also oversee professional development activities sponsored by the Association.

Section 2. President-Elect:

It shall be the duty of the president-elect to preside in the absence of the president. The president-elect shall also represent OMLA at NMSA regional and summit meetings, chair the elections committee, review and make necessary revisions in By-Laws, serve as a member of the Board and assume such responsibilities as may be assigned by the president.

Section 3. Secretary:

It shall be the duty of the secretary to take minutes and to disburse those minutes in a timely fashion to the Board members. The secretary shall also maintain an official minutes book and supervise renewal notices for the members with the assistance of a membership committee.

Section 4. Treasurer:

It shall be the duty of the treasurer to have custody of all the funds and property of the Association and the treasurer shall deposit all funds shall be on checks or orders signed by the treasurer or the president and either the president or the executive secretary. The treasurer shall prepare and submit a statement of the financial condition of the Association in such manner as the Board of Directors may require. The treasurer shall also maintain a record monthly expenditures, work with COSA staff regarding financial functions handled by their staff, manage any CD and savings accounts, prepare the annual budget, solicit corporate sponsorships, and chair the budget committee composed of the president, president-elect, and executive secretary.

Section 5. Regional Directors and OASSA and OESPA Appointees:

It shall be the duty of the regional directors and OASSA and OESPA appointees to attend board meetings and form policy, and to promote both professional development and membership within their region. They will also be responsible for the yearly regional recognition awards.

Section 6. Higher Education Representatives:

It shall be the duty of the higher ed representative to attend board meetings and form policy, represent OMLA within the higher ed consortium, monitor TSPC licensing, and organize appropriate workshops to promote middle level teacher and professional development at the higher education level.

Article IX: **QUOROM**

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the Board of Directors shall have the power to fill, for the unexpired term, any vacancy which may occur either in its own body or among the officers; provided, however, that at least a simple majority of the members of the Board of Directors are in agreement. If a quorum is not present at two scheduled meetings in succession, at the second meeting, business of the Association may be conducted and a quorum considered present if a simple majority of those board members present vote in favor of any motion. Members of the Association in attendance shall constitute a quorum at any annual or special meeting of the Association.

Article X: **BOARD OF DIRECTORS MEETINGS**

Meetings of the Board of Directors may be called by the President at the President's discretion or when required to so do by three members of the Board of Directors.

Article XI: **COMMITTEES**

Standing and special committees shall be appointed by the president. The Board shall provide guidance and assistance in the development of committee activities.

Article XII: **EXPENDITURES**

The funds of the Association shall be disbursed in accordance with the IRS rules governing expenditures of non-profit corporations, and with annual budgets as approved by the Board. The Board shall have power to transfer unused balances from one item to another. The treasurer shall direct receiving and disbursements of funds of the Association and together with Board shall make an annual accounting to the membership.

Article XIII: **PUBLICATIONS**

The Association shall publish and distribute a periodic newsletter. The publication of this newsletter shall be the responsibility of the Board of Directors.

Article XIV: PARLIAMENTARY PROCEDURES

Robert's Rules of Order

Section 1. Indemnification. The corporation shall indemnify to the fullest extent not prohibited by law any indemnified person (as hereinafter defined) who was or is a party or is threatened to be made a party to any proceeding (as hereinafter defined) against all expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by the indemnified person in connection with such proceeding.

Section 2. Advanced of Expenses. Expenses incurred by an indemnified person in defending a proceeding shall in all cases be paid by the Association in advance of the final deposition of such proceeding at the written request of such indemnified person, if the indemnified person furnishes the corporation:

- a. A written affirmation of the indemnified person's good faith belief that such indemnified person is entitled to be indemnified by the Association under this article or under any other indemnification rights granted by the Association to such indemnified person; and
- b. A written undertaking by or on behalf of such indemnified person to repay such advance to the extent it is ultimately determined by the court that such indemnified person is not entitled to be indemnified by the Association under this article or any other indemnification right granted by the Association to such indemnified person.

Such advances shall be made without regard to the indemnified person's ability to repay such advances and without regard to the indemnified persons' ultimate entitlement to indemnification under this article or otherwise.

Section 3. Definitions.

- a. The term "indemnified person" shall mean any person who is or was a director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of the Association, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advance expenses can be provided under this article.
- b. The term "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether brought on behalf of the Association or otherwise and whether of a civil, criminal, administrative or investigative nature, in which and indemnified person may be or may have been involved as a party or otherwise by reason of the fact that the person is an indemnified person.

Section 4. Non-Exclusivity and Continuity of Rights. The indemnified and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or any statute, agreements, general or specific action of the Board of Directors, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of the indemnified person, shall inure the benefit of the heirs, executors and administrators of such an indemnified person and shall extend to all claims for indemnification of advancement of expenses made after adoption of the article. The Association may enter into agreement to indemnified person.

Section 5. Amendments. Any repeal of the Article shall only be prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this article in effect at the time of the alleged occurrence of an act or omission to act that is the cause of any proceeding.

Section 6. Limitation of Liability. The civil liability of directors, officers and executive board members of the Association shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

Section 7. Insurance. The Association shall be authorized to purchase and maintain in effect a policy or policies of insurance covering and liability of directors, officers, committee members, employees and agents of the Association, regardless of whether the Association would have the power to indemnify such persons against the liability so insured.

Article XV: ACTION WITHOUT A MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all persons entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Article XVI: WAIVER OF NOTICE

A waiver of notice of any Board of Directors or committee meeting in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting not be given if such time and place is fixed at the meeting and adjourned.

The above By-Laws were adopted by resolution of the Board of Directors of Oregon Middle Level Association on the 19 day of August, 1994

President