



**Oregon School Facilities
Management Association
OSFMA**

By-Laws

Revised April 2008

OREGON FACILITIES MANAGEMENT ASSOCIATION

BY-LAWS

(Revised April 2008)

ARTICLE I

The name of the organization shall be Oregon School Facilities Management Association (OSFMA).

ARTICLE II PURPOSES

1. To promote and develop the highest degree of professionalism in the maintenance, operations, planning, development and construction of school facilities.
2. To assist Association members in dealing with common problems and promoting the exchange of ideas, technical data, and other information with the purpose of raising the standards of public school maintenance and operations throughout Oregon.
3. To provide an organization within the State of Oregon which will encourage, develop, and promote methods, materials, and procedures designed to increase the efficiency and effectiveness of school maintenance operations.
4. To collect, organize, publish and distribute educational material and statistical data which promotes effective and efficient maintenance, operations, planning, and construction of public schools within Oregon.
5. To promote and develop new and innovative procedures and practices which may be advantageous to the members of the Association and/or their respective school districts.
6. To encourage and promote passage of legislation deemed beneficial to statewide maintenance and operations programs and/or the members of the Association.
7. To disseminate information to Association members, school district officials, officials of local, state, and/or federal agencies, and members of legislative departments as appropriate.

ARTICLE III AREA INTEREST AND REPRESENTATION

The Oregon School Facilities Management Association shall consist of those persons who are engaged in the management of school maintenance operations programs and facilities managers/planners.

ARTICLE IV MEMBERSHIP OF THE ORGANIZATION

Section A

Those persons who have program management level authority and /or responsibility for one or more Maintenance, Operations or Construction programs in any K12 educational facility, and/or community college, within the state of Oregon.

Program Management Level Authority and/or Responsibility definition:

1. Administrative Oversight of the Program(s)
2. Budget Authority
3. Exempt from Fair Labor Management Rules

Section B

1. **ACTIVE MEMBERS:** Oregon school and community college employees actively employed in a position of program level authority and or responsibility for Maintenance Services and Operations in an educational facility. This is a voting membership and in-state employment is required. Active members have full benefits, and may run for Board of Directors or officer positions (reference attachment III).

2. **EDUCATIONAL ASSOCIATE MEMBER:** Those persons regularly employed in a position of supervisory responsibility in the field of maintenance, operations and facility programs related to an educational institution, but do not meet the definition of an Active Member. This is a voting membership. State of Oregon employment is required. An Associate Member has full OSFMA benefits but may not hold a Board of Director's office or a leadership position.

Supervisory Responsibility Definitions:

- a. Oversight of staff and operations
- b. Subject to Fair Labor Management Rules

3. **NON-EDUCATIONAL ASSOCIATE MEMBER:** Those persons regularly employed in a position of administrative, managerial, or supervisory responsibility in the fields of maintenance, operation, and facility programs not related to an educational facility. This is a non-voting membership and state residency is not required. A Non-Educational member has full OSFMA benefits but may not hold a Board of Director's office or a leadership position.

4. **EDUCATIONAL PARTNER MEMBER:** Supplier, vendor, contractor representative, or other agency or association who offers or provides membership, products, goods or "services for a fee" to maintenance and operations departments in educational facilities. This is a non-voting membership and state residency is not required. An Educational member has full OSFMA benefits but may not hold a Board of Director's office or a leadership position.

5. **HONORARY MEMBERS:** Honorary membership in the Association may be extended to any person whom the Association shall elect to honor by majority vote of those members present at a regular or special meeting of the Board of Directors. Honorary members are exempt from paying membership dues. Honorary members cannot vote in general elections, but may hold office and vote on the Board of Directors (reference attachment III).

6. **RETIRED MEMBER:** Members in good standing may retain a non-voting membership in the Association upon retirement.

Section C

Application for Membership

OSFMA provides equal membership for all persons regardless of race, creed, sex, age, nationality, martial status, or sensory, physical, or mental handicap. Application for active or associate membership in this Association shall be made by use of the Association's membership form completed and signed by the applicant. The Membership Committee may, if the applicant is found to be engaged in the occupation described in Article IV, recommend such applicant to membership. The Membership Committee may, in considering any application for membership, take into account the

degree to which the applicants past conduct is consistent with the Code of Ethics of the Association and may provide for appropriate procedures by which interested parties, including the applicant, may address any alleged inconsistencies. The Membership Committee will present a listing of recommended and non-recommended applicants to the Board of Directors at each scheduled Board meeting for official action. An applicant may appeal a membership denial to the Board of Directors. The vote of the Board of Directors as to the granting or denial of any application shall be final.

Section D

Suspension or Expulsion

Any member may be suspended or expelled for cause, including nonpayment of fees or assessments or any other cause, including breach of the terms or conditions of these By-Laws, or violations of a provision of the Code of Ethics of this Association, which code is attached to, and made part of, these By-Laws. Such cause shall be determined by a vote of the Board of Directors, such vote being taken only pursuant to an investigation and recommendation on such matter by the Ethics Committee of the Association. Such a vote may take place only provided that, in addition to the recommendation of the Ethics Committee, a statement of said charges shall have been mailed by certified mail to the member charged at his/her last recorded address at least thirty (30) days before final action is to be taken thereon. This statement shall be accompanied by a notice of the time, place, and date when the Board of Directors is taking action, and the member shall be given an opportunity to present a defense in person before the Board of Directors of the Association prior to the taking of said voted. The votes of the Directors shall be final. Once cause is established, the Board of Directors shall consider and impose of three options against an offending member:

- (1) Transferring a member from active to associate status.
- (2) Suspension of membership for specified time period.
- (3) Expulsion.

Section E:

The membership of any member shall be terminated by death, Association resignation, or non-payment of dues or by action of the Board of Directors.

1. All rights, title and interest in the assets, properties, franchise and privileges of this Association shall cease upon the termination of the membership, but any obligation or indebtedness to this Association shall continue until discharged.

ARTICLE V NOMINATIONS AND ELECTIONS

Section A

1. A Nominations Committee shall be composed of active members of the Association. Prior to every annual conference, the Nominations Committee shall present to all active members a list of two or more nominees for the offices of Vice-President and Secretary/Treasurer. All nominees and petitioners shall be active members in good standing. The elections for these offices shall be conducted by secret mailed-in ballots from members

in good standing. The results of the balloting will be presented during the Business Meeting at the annual conference.

In the event that there are, for whatever reason, less than two nominees for any position, and they are not presented on the ballot prior to the annual conference, voting may take place at the annual conference. In that case, additional nominations may be presented from the floor by active members. If there are two or more nominees for any position, a secret ballot vote will be conducted. A unanimous vote may be called for positions that have only one nominee. Ballots shall be counted by the Nominating Committee and results will be presented to the membership. A majority ballot will elect to the office in each case. In case of a tie vote, balloting among active members will proceed until a decision is reached. All newly elected officers and members of the Board of Directors shall assume office immediately following their election.

2. Each Zone Director shall be elected every other year at one of their zone meetings prior to the Annual Conference or at the Annual Conference zone meeting. Zone nominations may all be accepted from the floor.

Section B

Vacancies in the Board of Directors shall be filled at the next state conference by election among the active members. The newly elected member shall immediately take office at the conference and shall hold office for the balance of the unexpired term. The exception to this shall be a vacancy in a Zone Director position. Those active members in good standing in the zone which has a vacancy shall nominate and elect a new Zone Director at its next scheduled zone meeting.

Section C

Vacancy in the office of President shall be filled by the President-Elect who shall hold that office for the balance of the unexpired term.

Section D

Vacancies in the offices of President-Elect shall be filled by the Vice President who shall hold that office for the balance of the unexpired term.

Section E

In the event of a resignation from an office, the Board of Directors will make an appointment to fill the remaining portion of the vacant position.

ARTICLE VI BOARD OF DIRECTORS

Section A

The affairs of this Association shall be managed by a Board of Directors composed of:

1. President
2. President-Elect
3. Vice-President
4. Secretary/Treasurer
5. Immediate Past President
6. One board member from each geographic zone nominated by the members of said zone and approved by the active membership (reference Article XXII)

The President, President-Elect, Vice-President and immediate Past President shall serve a one-year term of office starting immediately after their election. The Secretary/Treasurer and all Zone Directors shall serve two-year terms. The Board of Directors shall meet annually or when called to meet by the President.

Section B

The Executive Committee shall be composed of:

1. President
2. President-Elect
3. Vice-President
4. Secretary/Treasurer
5. Two zone board members appointed by the President

The Executive Committee shall be vested with the authority and powers of the Board of Directors when the Board of Directors is not in session, and shall report to the Board of Directors any action taken at the next succeeding regular meeting. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of any business. Meetings may be called at any time by the President or upon the call of three (3) members of the Executive Committee.

Section C

The Board of Directors shall have the power, but may not delegate the power, to:

1. Purchase or otherwise acquire, lease, sell, convey, transfer, or assign any property, right, interest, or privilege of the Association upon such terms and conditions and for such prices as the Board establishes.
2. Authorize the President and Secretary/Treasurer to pay bills for expenditures having prior Board approval. The Secretary/Treasurer shall report all transactions at the next Board meeting.
3. Employ an Executive Director, elect or appoint assistants to the officers, and to employ such servants or agents upon such terms and conditions as the Board may establish, with the power to remove or suspend any of the said Directors, assistants, or agents of the Association by majority vote of the Board.

4. To authorize the borrowing of money for the Association and for that purpose to execute or cause to be executed in the name of the Association such bills, note, or other evidence of indebtedness as may be expedient or desirable.

Section D

The Board of Directors shall approve an annual budget prepared by the Secretary/Treasurer for dissemination at the annual conference to those members in good standing. The budget period for the Association is July 1 through June 30 each year.

ARTICLE VII PRESIDENT

The President shall manage and operate the Association pursuant to the policies of the Board of Directors in a manner such as to fulfill the purposes and aims of the Association and the membership thereof. The President shall be the Chair of the Board of Directors and the Executive Committee.

ARTICLE VIII PRESIDENT-ELECT AND VICE-PRESIDENT

The President-Elect and the Vice-President shall perform the duties and responsibilities assigned by the President. The President-Elect is the President-Elect of the organization and shall be Chair of the Conference Committee.

ARTICLE IX SECRETARY/TREASURER

Section A

The Secretary/Treasurer shall be responsible for recording and accounting of all financial transactions of the Association, its accounts, liabilities, and financial condition, and shall ensure that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. The Association's books and accounts shall be open at all times during regular meeting hours to the inspection of any member of the Association. The Secretary/Treasurer shall endorse and deposit all bills, notes, checks, or other negotiable instruments of the Association and shall generally have supervision of the finances of the Association. The Secretary/Treasurer shall keep the usual accounting records of the Association according to standard accounting practices.

Section B

The Secretary/Treasurer shall make a full report of the financial condition of the Association for each meeting of the Board of Directors, at each state conference, and shall make other reports and statements as may be required by the Board of Directors or the laws of the State of Oregon.

Section C

The Secretary/Treasurer's accounting shall be audited independently once each year, and the report of said independent audit shall be submitted to the Board of Directors at the annual meeting.

Section D

The Secretary/Treasurer shall keep a complete and permanent record of all proceedings of the membership meetings and of the Board of Directors. He/she shall, in addition, under the control and supervision of the appropriate officers, have general charge of the historical file records of the Association and maintain them in a safe and systematic manner.

ARTICLE X STANDING COMMITTEES

Upon induction into office, the President may appoint a chairperson for each of the following standing committees:

1. Finance
2. Membership/Elections/Nominations
3. Legislative
4. Communications/Publications
5. By-Laws and Ethics
6. Professional Growth and Development
7. Standardization's
8. Energy Conservation

The Conference Committee shall be chaired by the President-Elect who also has the authority to delegate chairmanship responsibility to another member. The committee shall select, appoint, and replace committee members. The chairs of these committees shall serve a two-year term or continue to serve until their respective successors have been appointed or they have been relieved of service by order of the President. The President shall have the power to remove the chairpersons of these committees if he deems it expedient in his discretion. The reports of all committees shall be presented to the Board of Directors for their approval prior to presentation to the membership.

ARTICLE XI COMPENSATION

Section A

General

Directors and general officers shall not be compensated for their services, except that upon approval by the Board of Directors, ordinary and necessary expenses incurred in the conduct of the Association business may be reimbursed to the Directors and/or Officers.

Section B

Travel Compensation

1. Travel reimbursement shall be granted for those people who drive their personal vehicle and are required to attend Association Board of Directors meetings, Executive Committee meetings, and/or out-of-state conferences representing the Association. Any expenditure should be taken from proposed budget line item for travel.
2. Mileage reimbursement shall be based on actual expenses.
3. This compensation shall take effect at the time of approval by the Board of Directors and shall not be retroactive.
4. Request for travel reimbursement shall be in writing and submitted to the Secretary/Treasurer for processing. Secretary/Treasurer shall verify meeting attendance and mileage accuracy.
5. If an Association member already receives reimbursement from his/her own district for use of a personal car, then no travel reimbursement shall be granted.
6. If an Association member used a district vehicle to attend these meetings, then no travel reimbursement shall be granted.

ARTICLE XII DUES AND ASSESSMENTS

Section A

Dues of all categories of members of this Association shall be fixed from time to time by majority vote of the Board of Directors at any regular or special meeting, provided such notice is given pursuant to these By-Laws that such subjects shall be considered at such regular or special meeting.

Section B

Annual membership dues shall be payable in advance and are due at the beginning of each annual conference, or payroll deductions may be established.

Section C

Special Assessments

At any special meeting of the Board of Directors called for the purpose of making an assessment, the two-thirds vote of the entire Board shall be required to approve such assessments. The members of the Board may vote in person or by ballot transmitted by mail.

Section D

Members in good standing shall be entitled to mailings of all newsletters and publication of the Association.

ARTICLE XIII MEETINGS

Section A

If the Board of Directors determines it necessary to move the conference, the Conference Committee shall select a minimum of two sites within Oregon as the locations of any regular conference and will make appropriate recommendations to the Board of Directors, who will then make final site selection. Announcement of the selected location will be made to the membership not less than two (2) months prior to the conference date.

Section B

Special meetings of the Association may be held upon the call of the President, or upon the direction of the majority of Directors or upon written petition signed by a majority of active members. The Secretary/Treasurer shall give at least thirty (30) days notice of any such meeting.

Section C

Order of Business

The President shall preside at all meetings of the membership. In his/her absence, the next officer in due order who may be present shall preside. For the purposes of these By-Laws, the due order of officers shall be: President, President-Elect, Vice-President, Secretary/Treasurer.

Section D

The regular order of business shall be:

1. Call of the roll
2. Reading of the previous meeting's minutes
3. Reports of officers and committees
4. Unfinished business
5. New business

At the appropriate conference, the election of the officers and the election or appointment of committees shall follow new business in the order of business.

Section E

The Zone Board Director from each geographic zone shall convene at least one meeting of the members of that zone each fiscal year. The order of business of that meeting shall be as specified in Article XIII, Section D. The minutes of the zone meeting shall be kept by the Zone Director or his designee and then to the Secretary/Treasurer.

ARTICLE XIV RULES OF ORDER

Robert's Rules of Order shall be the parliamentary authority of this Association.

ARTICLE XV CODE OF ETHICS

Each member of the Association shall, by virtue of application, agree to abide by the provisions of the Code of Ethics, attached hereto, and these By-Laws and all amendments thereto (reference attachment II).

ARTICLE XVI FISCAL YEAR

The fiscal year of the Association shall be July 1 through June 30.

ARTICLE XVII MODE OF AMENDMENT

Amendments to the By-Laws shall be submitted to the Board of Directors in writing, directed to the President, before consideration by the entire membership. Amendment may then be made as follows:

- (a) By a two-thirds vote of the voting members present at the annual Convention.
- (b) By a majority of returned mailed ballots to all members.

ARTICLE XVIII NON-PROFIT CHARACTER OF THE ASSOCIATION

The Association is organized for non-profit purposes only, and no money or other property of the Association shall ever inure to the benefit of any member or other individual except for reimbursement of actual expenses incurred in carrying out the purposes of this Association and authorized by the Board of Directors.

ARTICLE XIX OFFICIAL ADDRESS

The official address of the Association shall be designated by the President.

ARTICLE XX CHAPTERS

Chapters of the Association will be recognized by the Board.

ARTICLE XXI DISTRIBUTION OF ASSETS UPON TERMINATION

The Association shall use its funds only to accomplish the objects and purposes specified in the Articles of Incorporation, or in the By-Laws, and no part of such funds shall inure or be distributed to the Directors of the Association. The Association may elect to voluntarily dissolve by a majority vote of its Directors.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to an organization organized and operated exclusively for charitable, educational, or scientific purposes and is, at the time, qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as

amended, to be selected by the Board of Directors. In the event the Board of Directors is unable to agree upon a disposition of said assets, the Circuit Court of the county wherein the offices of the corporation exist shall be petitioned and requested to distribute said assets.

ARTICLE XXII GEOGRAPHIC ZONES

The Association establishes the following geographic zones for the purpose of electing a Director from each zone and for such other needs as may be determined by the Association. Members will be assigned to the zone where his or her principle office is located.

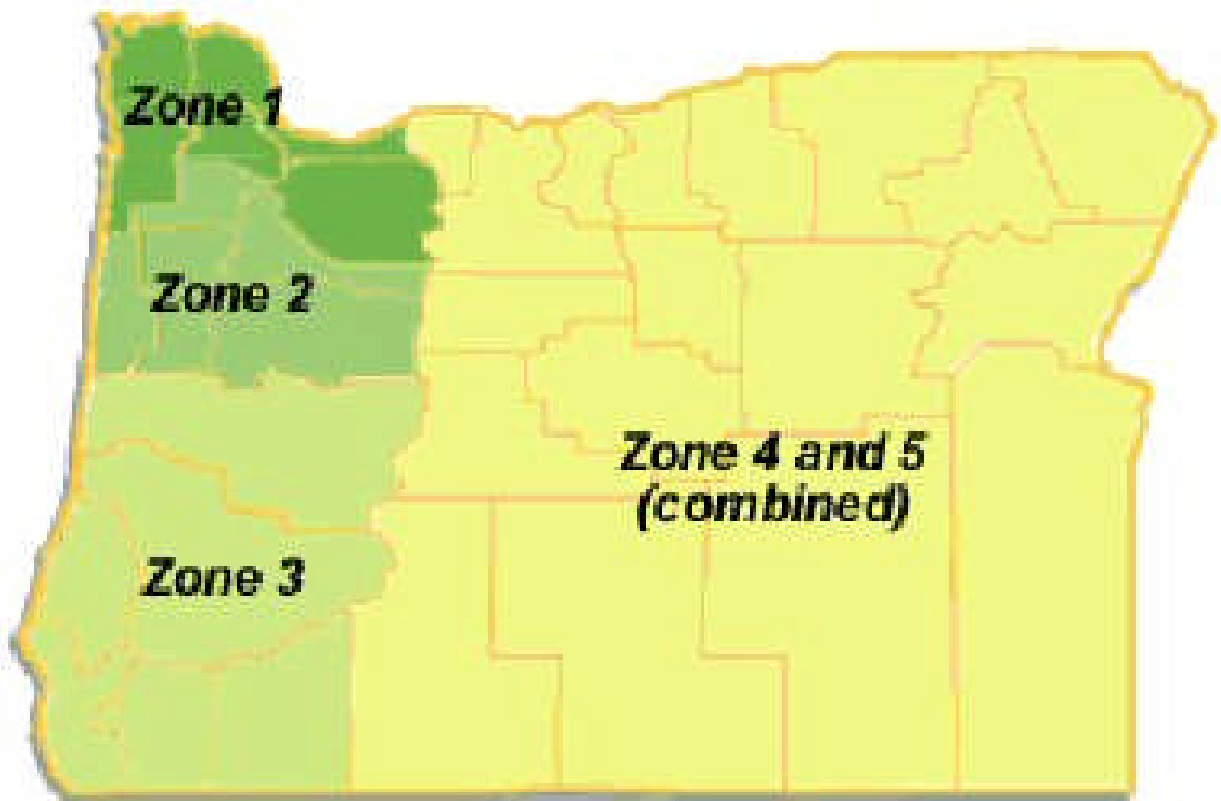
- Zone #1 Counties of Clackamas, Clatsop, Columbia, Multnomah, Tillamook, and Washington
- Zone #2 Counties of Benton, Lincoln, Linn, Marion, Polk, and Yamhill
- Zone #3 Counties of Coos, Curry, Douglas, Jackson, Josephine, and Lane
- Zone #4 Counties of Crook, Deschutes, Gilliam, Hood River, Jefferson, Klamath, Lake, Sherman, Wasco, and Wheeler
- Zone #5 Counties of Baker, Grant, Harney, Malheur, Morrow, Umatilla, Union, and Wallowa

Members who do not have their principle office in Oregon will be considered members at large.

Attachment I

OREGON SCHOOL FACILITIES MANAGEMENT ASSOCIATION

Oregon Counties



Attachment II

OREGON SCHOOL FACILITIES MANAGEMENT ASSOCIATION

Code of Ethics

The purpose of the Oregon School Facilities Management Association is to promote and foster the highest degree of professionalism in the planning, development, maintenance, and operation of school facilities, and to strengthen the quality and efficiency of maintenance and operations through professional management. Persons engaged in the school maintenance and operations profession must recognize the magnitude of responsibility inherent in their type of work. Developing and maintaining the highest ethical conduct is essential for generating the respect and confidence of students, parents, school staff, and the public, towards our profession. The Code of Ethics provides standards by which to judge that conduct.

To comply with the Code of Ethics, each member of the Association agrees to:

1. Adhere to the principle that professional management is the singularly most important goal of this profession.
2. Obey all laws, rules, regulations, and policies governing the maintenance and operations of schools while reserving the right to act through appropriate channels to modify those laws, rules and regulations which are determined by the Association to not be in the best interest of safe, efficient, and economical operations.
3. Promote equal opportunity in employment.
4. Cooperate with school officials and professional organizations to develop improved school facilities maintenance, operations, and planning programs.
5. Promote optimum efficiency and effectiveness in maintenance, operations, and planning programs.
6. Freely exchange methods, ideas, technical data, and other information with national, state, and local professional organizations to raise the standards of school maintenance operations, and planning programs in Oregon.
7. Not use OSFMA for personal gain or promotion of personal interests.
8. Promote among the community and state an understanding of the role of maintenance operations, and planning professionals within the schools system.
9. Encourage and develop cooperation between universities, community colleges, private schools, and public school maintenance, operations, planning, and their communities.
10. To facilitate the exchange of ideas regarding maintenance, operations, facilities planning and administration among the members of the Association through conferences, meetings, newsletters, etc.
11. To promote and develop good working relations between OSFMA and all state and local agencies.
12. Accept responsibility for reporting any violation of this code or other unethical, deceptive, or non-competitive conduct on the part of private contractors, suppliers, school districts, or other agencies to the Association for appropriate action and dissemination.

Attachment III

OREGON SCHOOL FACILITIES MANAGEMENT ASSOCIATION

Membership Benefits

Full benefits include:

- Receive mailings of all newsletters and publications of the Association
- Receive current Association membership list
- May attend annual conference
- May attend any zone meeting within their zone or request to attend any other zone meeting
- Receive annual membership certificate
- May attend other workshops put on by the Association

Limited benefits include:

- Receive mailings of all OSFMA newsletters and publications
- Receive mailings of current OSFMA membership list
- Vendor/supplier representative may advertise in the OSFMA newsletter
- Vendor/supplier representatives have first chance for annual conference exhibitor booths when booth space is limited
- Associate members may request to attend zone meetings by contacting the zone director
- Associate members may be asked to speak on issues at zone meetings, annual conferences, or both