

BY-LAWS
of the
SPECIAL DISTRICTS ASSOCIATION OF OREGON

Preamble

Special Districts are formed to provide public services. It is incumbent on Special Districts that services be provided in the most cost-effective way possible. Cooperation among Special Districts in matters of common concern and cooperation with associations and organizations serving certain categories of Special Districts will benefit all the people served by government.

ARTICLE I

Name and Purpose

Section 1 – Name:

This organization shall be known as the Special Districts Association of Oregon (Association).

Section 2 – Purposes:

- a. To develop and disseminate information to Special Districts as appropriate and to act as a clearinghouse for general and/or specific information for all categories of Special Districts to improve efficiency in the provision of all types of public services.
- b. To cooperate with the Oregon Congressional delegation in items of common interest to Special Districts of the state and nationally in matters of national legislation and in administration of national legislative actions.
- c. To formulate and promote State legislation of interest to Special Districts of this state and to oppose legislation detrimental thereto.
- d. To provide information and assistance in connection with administrative and judicial actions and decisions of interest to Special Districts.
- e. To provide information and assistance in standardizing and improving comprehensive planning and other interaction with other units of government.

- f. To provide information and assistance in matters of mutual concerns including, but not limited to, the following:
- i. Insurance, risk financing and risk management;
 - ii. Grant assistance, grant management and negotiations with grantor agencies;
 - iii. Budgets and audit assistance;
 - iv. Group purchasing, government sales assistance and public contracting; and
 - v. Group benefit and human resource programs, financial services and other similar association programs and services.
- g. To promote understanding with other units of local government and the public in fulfilling the Special District's role as a responsible unit of government.
- h. To foster the development of and cooperate with organizations serving categories of Special Districts.
- i. To do any and all other things necessary and proper for the benefit of Special Districts of the State and other Association members.

ARTICLE II

Regular Membership

Section 1 – Eligibility:

Any entity defined as a special district in ORS Chapter 198, Sections 198.010 or 198.180.

Section 2 – Application Procedure:

Any Special District may become a Regular Member by applying to the Association and by paying the membership fee for the current calendar year in full.

Section 3 – Termination of Membership:

Regular Membership may be terminated by the Regular Member upon written notification to the office of the Association. The Association may terminate Regular Membership for non-payment of membership fees. Membership fees shall not be prorated or reimbursed upon termination.

ARTICLE III

Associate Membership

Section 1 – Eligibility:

- a. Any intergovernmental agency, department, council, or other like entity which is created under ORS 190.003 to 190.110, and which does not act under the direction and control of any single member government, or
- b. Any statewide or regional associations of local government or any other public entities which qualify as political subdivisions or municipal, quasi-municipal or public corporations as those terms are contemplated in ORS 30.260.

Section 2 – Voting:

Associate members shall not have voting privileges at annual or special meetings of the Association.

Section 3 – Application Procedure:

Any applicant for association membership may become an associate member by applying to the Association and by paying the membership fee for the current calendar year in full.

Section 4 – Termination of Membership:

Associate Membership may be terminated by the Associate Member upon written notification to the office of the Association. The Association may terminate Associate Membership for non-payment of membership fees. Membership fees shall not be prorated or reimbursed upon termination.

ARTICLE IV

Board of Directors (Board)

Section 1 – Membership:

The Board shall consist of Board Members (Directors) elected or appointed from seven categories:

- a. One Director from each of the following six categories of Regular Members.

Fire and Emergency Medical Services: Rural fire protection districts organized under ORS Chapter 478 or county service districts organized under ORS 451 that provide primarily fire or emergency medical services.

Domestic Water Services: Domestic water supply districts organized under ORS Chapter 264, water authorities organized under ORS Chapter 450; joint water and sanitary authorities organized under ORS Chapter 450 that provide primarily domestic water; water improvement districts organized under ORS Chapter 552 which provide primarily domestic water; people's utility districts organized under ORS Chapter 261 that only provide domestic water; and county services districts organized under ORS 451 that provide primarily domestic water.

Irrigation Water Services: Irrigation districts organized under ORS Chapter 545, water control districts organized under ORS Chapter 553 that provide primarily irrigation water; and water improvement districts organized under ORS Chapter 552 that provide primarily irrigation water.

Sanitary and Storm Water Services: Sanitary districts organized under ORS Chapter 450, sanitary authorities organized under ORS Chapter 450; joint water and sanitary authorities organized under ORS Chapter 450 that provide primarily sanitary and storm water services; and county services districts organized under ORS 451 that provide primarily sanitary and storm water services.

Park and Recreation: Park and recreation districts organized under ORS Chapter 266; and county services districts organized under ORS 451 that provide primarily parks and recreation services.

Ports: Ports organized under ORS 777; or the Port of Portland organized under ORS 778.

- b. At-Large: Five at-large Directors, at least three of which shall be from Regular Members other than the above six categories.

No more than two Directors may serve from each category of members listed in Section 1.a. of Article IV above and no more than two Directors may serve from the same type of special district listed in ORS 198.010 or ORS 198.180. The non-voting Board Member Emeritus position is excluded from this count.

There shall be no more than one Director from any Regular Member elected or appointed to the Board.

Section 2 – How Elected:

Directors shall be elected from each of the categories herein above defined, which election shall be by the vote of the members of the Association. The election in any year during which the term of a director expires, shall be made at the Annual Meeting. Directors shall be either elected or appointed Special District officials. Candidates for vacant director positions shall be nominated by the caucus of each category indicated in Section 1 of Article IV at the Annual Meeting.

For purposes of this section, “appointed” official shall mean an employee or appointed board member of a Regular Member.

Voting procedures shall be determined by the Board.

Section 3 – Disqualification of Directors:

In the event a Director is no longer eligible to serve as a Director of the Association, their position shall be declared vacant by the Board, and another person from the same category of membership shall be appointed to fill the remaining term of office.

Section 4 –Board Member Emeritus Position

The Board may, annually at its regular June meeting or upon vacancy of the position, designate a Board Member Emeritus who is nominated and elected by the Board. The Board Member Emeritus shall be selected from those Directors who have served on the Board with distinction and excellence. A Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board, attend all Board meetings, participate in meetings of the committees in which they serve, attend conferences and attend all other events conducted by the organization. A Board Member Emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting.

In order to be considered for designation as a Board Member Emeritus, a person must be a former member of the Board who has:

- (a) served the Board with distinction,
- (b) held an important leadership role and made significant contributions, and

- (c) continues to be involved with a Regular Member in some capacity as either a board member or employee.

Section 5 – Term of Office:

Directors whose terms begin on July 1, 2025, will serve a two-year term ending June 30, 2027. Starting July 1, 2027, directors will serve four-year terms. To implement this bylaw amendment and ensure staggered terms and biennial voting, directors whose terms begin on July 1, 2026, will serve until June 30, 2029. Directors whose terms begin on July 1, 2027, and thereafter, will serve four-year terms. All terms of office shall begin on the first day of July following the election and continue until a successor is elected or appointed. The Board shall fill vacancies by appointing another person from the same category of membership to fill the remaining term of office.

Section 6 – Removal:

A position on the Board shall be declared vacant by the Board when the person holding such position fails to attend two duly called regular meetings for which such person has received notification, except when such person is prevented from attendance because of illness, emergency or is previously excused by the President. If the Director or Board Member Emeritus who is absent fails to request an excused absence, the absence shall be deemed unexcused. A Director or Board Member Emeritus may also be removed for cause by a vote of two-thirds of the members of the Board.

Section 7 – Meetings and Quorum:

Regular meetings of the Board shall be held at least quarterly and may be more frequent as determined by the board. Six members shall constitute a quorum. Special meetings of the Board may be held at the call of the President or upon the call of any three members by giving not less than three days' notice. Regular meetings of the Board shall be held at the office of the Association unless otherwise designated by the President.

Section 8 – Duties and Powers:

The Board shall have general supervision over all affairs of the organization subject to the will of the Association expressed at any duly called meeting. The Board shall appoint the Executive Director who shall hold office at the pleasure of the said Board. The Board shall formulate policies of this Association subject to the expressed will of the Association and shall direct the activities of the Executive Director. The Board shall do all other things necessary to accomplish the purposes of the Association.

Section 9 – Expenses:

The members of the Board shall be reimbursed for their necessary expenses associated with meetings requiring their attendance.

ARTICLE V

Finance

Section 1 – Budget:

The Board shall annually prepare and adopt a budget for each fiscal year beginning July 1, which budget shall adequately provide for all activities of the Association and shall submit to the Association at its Annual Meeting a report of the financial condition of the Association.

Section 2 – Membership Fees:

The membership fees based on the Association's approved budgetary requirements will be assessed to the membership based on a formula approved by the Board.

Section 3 – Expenditures:

No funds shall be expended unless authorized by the adopted budget and only in furtherance of the purposes of the Association.

Section 4 – Employee Fidelity Insurance:

The Association shall secure and maintain employee fidelity bond coverage for all individuals authorized to disburse or receive funds on behalf of the Association.

Section 5 – Audit:

The Board shall cause to have conducted an annual audit of its financial records.

ARTICLE VI

Officers and Executive Committee

Section 1 – Officers:

The officers of the Association shall be the President, Vice President, Secretary and Treasurer, each of whom shall be elected by and from the membership of the Board. The officers shall comprise the Executive Committee. The Vice President shall serve as presiding officer in the President's absence.

Section 2 – Terms of Office:

All officers' terms shall be for the period of two years or until a successor is elected. An officer may not serve more than two consecutive years in any given office.

Section 3 – Qualifications:

There shall be no qualifications or previous experience required for any office, other than to be a member of the Board.

Section 4 – Vacancies:

Except for vacancy in the office of the President, any vacancy in office shall be filled by appointment by the President, subject to the approval of the Board, within 60 days of the vacancy. The President shall consider the recommendations from the Nominating Committee.

If the office of President becomes vacant during the regular term of such office, the Vice President shall immediately succeed to the office of President for the unexpired term.

Section 4 – Meetings:

The Executive Committee shall meet at the call of the President or any two members of the Committee.

Section 5 – Powers:

Within area of specific delegation from the Board, the Executive Committee shall have the power to act on behalf of the Board except it is not authorized to overrule any resolution or action taken by the Board. Areas of specific delegation shall be determined, and may be amended from time to time, by the Board.

ARTICLE VII

Executive Director

Section 1 – Qualifications:

The Executive Director of this Association shall be a competent, qualified individual and a resident of the State of Oregon. Educational and experience requirements shall be determined by the Board.

Section 2 – Appointment:

The Executive Director shall be employed by the Board and shall serve at the pleasure of the Board.

Section 3 – Salary:

The Executive Director shall receive a salary which shall be fixed by the Board.

Section 4 – Reimbursable Association Expenses:

The Executive Director shall be reimbursed for authorized expenses connected with the operation of the Association.

Section 5 – Duties:

The duties of the Executive Director shall be defined by the Board subject to the will of this Association expressed at any duly called meeting.

ARTICLE VIII

Committees

Section 1 – Legislative Committee:

The President of the Association, with approval by the Board shall annually appoint a Legislative Committee representing a broad cross-section of the membership of the Association.

The Legislative Committee shall recommend legislative policies to the Board who shall direct the legislative activities of the Executive Director or any other individual retained to represent this Association in legislative matters.

Section 2 – By-Laws Committee:

The Board shall annually appoint a By-Laws Committee, at-least one member of whom shall be a member of the Board. The By-Laws Committee shall be responsible for reviewing the Association by-laws, and where appropriate, recommending amendments to the Board. The review will occur prior to the Annual Meeting of the Association.

The by-laws may be amended at any Annual Meeting or at any special meeting of the membership called for that purpose, upon affirmative vote of the majority of the Regular Members; however, a copy of any proposed amendment shall be submitted in writing to all Regular Members not less than 30 days prior to such meeting.

Section 3 – Nominating Committee

The Board shall annually appoint a Nominating Committee, at least one member of which shall be a member of the Board. The Nominating Committee shall be responsible for making recommendations to the Board of individuals to fill vacancies on the Board and in the offices listed in Article VI. The Board shall consider the recommendations from the Nominating Committee.

Section 4 – Other Committees:

The President may, with the approval of the Board, appoint such other committees as may be necessary or desirable.

Section 5 – Special District Insurance Trust Committee

The Board shall annually appoint a Special Districts Insurance Trust Committee, at least one member of which shall be a member of the Board. The Special Districts Insurance Trust Committee shall keep the Board informed of state and national issues relating to self-insurance group programs as they affect the Association's role as Sponsoring Member of the Special Districts Insurance Trust. In the event of vacancy in the office of Board Observer of the Special Districts Insurance Trust, the Committee shall recommend to the Board the person to be appointed as Board Observer. The Board Observer may be, but is not required to be, a member of the Special Districts Insurance Trust Committee.

ARTICLE IX

Chapters of the Association

Section 1 – Formation:

The Board may create chapters of the Association by resolution. The purpose of a chapter is to facilitate the delivery of additional services by the Association to certain types of special districts.

The resolution establishing a chapter will specify:

- (a) the type or types of districts that will be members of the chapter;
- (b) the additional services to be provided by the Association to the chapter;

(c) the additional dues that will be assessed to chapter members, or the process by which such dues will be determined;

(d) the organization and governance of the chapter; and

(e) such other provisions as decided by the Board.

Section 2 – Organization and Governance:

Each chapter will be organized and governed as provided in the resolution establishing the chapter pursuant to this Article IX. All by-laws and any other organizational documents of chapters in existence as of June 30, 2025, are revoked.

Chapters are subdivisions of the Association and subject to all Association by-laws and policies, including without limitation the Association’s Legislative Committee Policies.

Each chapter will identify itself as a chapter of the Association on all publications, websites, and communications every time the chapter’s name appears. All chapter names must be registered with the Oregon Secretary of State as assumed business names of the Association.

ARTICLE X

Miscellaneous

Section 1 – Annual Meeting:

The Annual Meeting of this Association shall be held annually at the discretion of the Board. The place of the meeting shall be determined by the Board. The program of the Annual Meeting shall be arranged by or under the direction of the Board.

Section 2 –Special Meetings:

Special Meetings of the Association may be called by an affirmative vote of two-thirds of the Board with notice given to the membership at least seven days prior to the meeting. The notices shall state the purposes of the meeting.

Section 3 – Regional Meetings:

Regional Meetings may be called at any time by the President or Board for the benefit of districts located in various parts of the state, or for the benefit of districts interested in a particular subject.

Section 4 – Voting:

As Amended July 1, 2025

Each Regular Member represented will be entitled to one vote at all meetings at which a vote of the Regular Membership is appropriate. The vote shall be cast by the recognized official representative of the member district. The voting representative of each Regular Member shall be identified during the registration at the Annual Meeting. An alternate delegate may be named to vote in the absence of the official representative and shall be so identified.

Section 5 – Ownership of Property:

This Association is authorized to purchase, receive, hold and manage property, both real and personal, and may lease, sell or otherwise dispose of the same.

Section 6 – Notices:

All notices herein required shall be in writing.