

Constitution, By-Laws of Rental Housing Alliance Oregon

Revised January 1, 2022

ARTICLE I – NAME

1. The name of this association shall be Oregon Apartment Association, Inc. doing business as Rental Housing Alliance Oregon.

ARTICLE II – OBJECTIVES

The objectives of this association shall be:

1. To unite for their mutual benefit the owners and operators of rental housing
2. To take an active lead which will benefit members of the association in a moral, ethical, and businesslike way;
3. To strive for the establishment of standards that will maintain the housing industry on a highly ethical and modern business level;
4. To promote positive public relations beneficial to the rental housing industry;
5. To stimulate cooperation among rental housing owners and operators so that the best possible service will be rendered to the public;
6. To cooperate with other organizations with common goals;
7. To provide helpful information to the membership including laws and regulations of governmental bodies and agencies affecting the rental housing industry.

ARTICLE III – QUALIFICATIONS FOR MEMBERSHIP, FEES, DUES AND PRIVILEGES

Section 1. CLASSES: There shall be four total classifications of membership in the association; three shall be regular members and one shall be a limited member. Regular members are called: Active Membership, Vendor Membership, and Professional Membership. Limited members are called Designation Membership.

Section 2. ACTIVE Membership shall include owners/operators of any residential property which is rented or leased (aka landlords or residential housing providers).

Section 3. VENDOR Membership shall include any person, firm (except

property management), or organization, which provides goods or services that would be of benefit to the owners or operators of rental housing. Vendor Members shall be provided opportunities to make their goods and services known to Regular and Professional Members.

Section 4. PROFESSIONAL MEMBERSHIP Shall include those individuals, firms or organizations that provide fee-based management services to owners or operators of rental housing (aka property managers and property management companies). This class of membership shall enjoy all the benefits of Active Membership and Vendor Membership, along with those benefits of Designation Membership. Dues shall be charged according to current schedules for Regular Membership not to exceed the maximum annual amount based on the number of units managed that constitute their Designation Members.

Section 5. DESIGNATION membership Shall Include clients of Professional Members (property managers) who have limited access to association benefits, including: legislative advocacy, designated classes, legal updates, and events (provided they are registered in advance by their designated Professional Member).

Section 6. APPLICATIONS for membership shall be made in writing and may be sponsored by a member in good standing. Applications must be accompanied by advance payment of required dues.

Section 7. QUALIFICATIONS for membership, fees, dues, and privileges for each class of membership shall be established by the Board of Directors no later than September 30 of each year to become effective January 1 of the following year. Annual renewal dues are due at anniversary date. The Board of Directors shall suspend any member from membership of a classification who fails to pay fees or dues within 30 days after the same become due and payable. Any such member who fails to pay fees or dues within 45 days after the same become due and payable shall automatically be dropped from membership.

Section 8. PRIVILEGES: Members of all classes shall be entitled to receive all benefits as presented in the current association Value Proposition established at the time of member's application. The Board of Directors shall approve separate privileges of membership or changes to the Value Proposition for each of the four classes no later than September 30 each year to be effective on January 1 of the following calendar year. Nothing

contained in these by-laws will prevent more than one individual of a single paid membership from participating in the corresponding activities attached to that specific membership.

ARTICLE IV – VOTING RIGHTS, ELIGIBILITY

Section 1. All members from the four classes of membership shall be equally eligible to hold elective office except that the President and President-Elect shall be from the Active or Professional membership classification, and except that the majority of members of the Board of Directors shall be Active or Professional members.

Section 2. All members from the four classes of membership shall be equally eligible to vote. Each paid membership shall be eligible to cast one vote at general membership meetings and if so elected, at Board of Director meetings.

Section 3. All votes at general membership meeting shall be cast by those in attendance.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 1. OFFICERS: The officers of this association shall be President, President-Elect, Vice President, Treasurer, Secretary, and Immediate Past President. Officers, except for the Immediate Past President, shall be elected at the general meeting of members in November and shall serve for a period of **two years** beginning on the first day of January following the election.

Section 2. The **PRESIDENT** shall be the official representative and chief executive officer of the association, shall have the power to call special meetings, shall preside at general membership meetings and meetings of the Board of Directors, shall appoint such committee chair people as are necessary to the successful conduct of the association, shall serve as Chairperson of the Executive Committee, and shall be an ex-officio member of all other committee.

Section 3. The **PRESIDENT-ELECT** shall perform the duties of the President during his or her absence and shall become familiar with all phases of the operation of the association.

Section 4. The **VICE PRESIDENT** shall perform the duties of the

President during the absence of the President and President-Elect and shall supervise office personnel under the direction of the Executive Committee, taking the job title "Office Supervisor".

- Section 5.** The **TREASURER** shall be the custodian of all funds belonging to the association. The Treasurer and two others designated by the Finance and Budget Committee shall be authorized to sign all checks and vouchers and see that full and accurate accounts of all receipts and expenditures of the association are kept and maintained. The Treasurer shall be Chairman of the Finance and Budget Committee and shall provide written income and expense reports monthly, accounts receivable reports quarterly, and year-to-date budget comparisons quarterly to the Board of Directors.
- Section 6.** The **SECRETARY** shall carry out directives of the Executive Committee and the Board of Directors, including taking, preparing and distributing minutes, and ensure safekeeping of written operation procedures, job descriptions, historical documents and files, and other permanent records.
- Section 7.** The **IMMEDIATE PAST PRESIDENT** shall serve on the Executive Committee and The Board of Directors.
- Section 8.** The **EXECUTIVE COMMITTEE MEMBER AT LARGE** shall be a past member of the Executive Committee and current or past member of the board whom has been invited by the Executive Committee to serve on the Executive Committee. The Executive Member at Large can be more than 1 past member of the Executive Committee and current or past member of the board, however no more than 2 can be invited to serve at one time.
- Section 9. BOARD OF DIRECTORS:** The Board of Directors shall be the governing body of this association and shall make recommendations and reports to the general membership of the association.
- Section 10.** The Board of Directors may appoint and employ an Executive Director, designate duties, and fix the compensation for that office.
- Section 11.** The Board of Directors may fill vacancies of any elected officer or board member who may have resigned or is unable to serve. Such newly elected officer or board member shall serve for the balance of the term for which his or her

predecessor was elected.

Section 12. There shall be at least 15 and not more than 20 members of the Board of Directors which shall include all of the elected officers, the Immediate Past President, and at least one Vendor Member and no more than six Vendor members.

Section 13. If a board member is absent without excuse from three regularly scheduled board meetings during any calendar year, that seat shall automatically be reviewed by the Board of Directors to consider declaring the seat vacant.

Section 14. Any member, officer, or member of the Board of Directors may be suspended or removed from office and/or membership in the association by the Board of Directors, after reasonable notice and hearing, by a two-thirds vote of the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1. The President shall appoint a chairperson for each of the following standing committees who shall serve at the pleasure of the President. Additional committee chair people may be appointed as deemed advisable by the President. Each chairperson shall appoint his or her own committee members. Each standing committee and its corresponding responsibilities and structure shall be as described below:

Section 2. The **EXECUTIVE COMMITTEE**, chaired by the President, shall consist of the association officers and the **Executive Committee Members at Large**. The committee shall hear and respond to member complaints, approve personnel rates of pay, hire and terminate employees and advise and approve the Vice President regarding personnel matters and general supervision of the office.

Section 3. The **EDUCATION COMMITTEE** shall conduct seminars each year that will allow members to become better informed on subjects that will assist them in the efficient operation of rental housing.

Section 4. The **FINANCE AND BUDGET COMMITTEE** shall be responsible for preparing a budget appropriate for the association's goals and shall assist the Treasurer with quarterly budget/expense comparisons for presentation to the Board of Directors. The committee shall arrange and verify that association funds are

deposited securely and that excess funds are invested or deposited in such a manner as to draw maximum interest or other returns consistent with reasonable safety.

Section 5. The **HOUSE COMMITTEE** shall be responsible for having the necessary equipment supplies at general membership meetings and for the collection of any fees related to attendance at such meetings.

Section 6. The **LEGISLATIVE COMMITTEE** shall be responsible for monitoring legislation that affects the goals of the association and for coordination efforts to influence such legislation. The committee will cooperate where appropriate with other groups with similar goals. The Legislative Committee shall be responsible for the solicitation of contributions to a Legal Fund to be used where legal action would be of benefit to the membership and the solicitation to a Legislative Fund to be used to influence legislation affecting rental housing. The funds shall be kept by the association Treasurer; disbursements from these funds shall be directed by the Legislative Committee.

Section 7. The **MEMBERSHIP COMMITTEE** shall be responsible for attracting new members and retaining existing members. It shall have an Vendor subcommittee whose responsibilities are directed toward gaining Vendor members. It shall have a Welcoming subcommittee whose responsibilities are directed toward assisting new members in getting acquainted with association activities and welcoming all members at the door at general membership meetings.

Section 8. The **PROGRAM COMMITTEE** shall be responsible for obtaining appropriate speakers for the general membership meetings or otherwise planning meetings of value to the members and arranging for a suitable place to hold meetings.

ARTICLE VII – ELECTION OF OFFICERS AND DIRECTORS

Section 1. The **NOMINATING COMMITTEE** shall consist of a Past President who shall chair the committee and who shall select two Active Members from the current Board of Directors and two other Active or Vendor members. The Nominating Committee shall remain on call during the calendar year and shall convene as needed to nominate a replacement if a vacancy occurs among any of the officers or other members of the Board of Directors.

Section 2. All nominees for Officer and Board of Directors must have been informed of the responsibilities of the position and must have declared their willingness to serve, if elected, before their nominations may be entered.

Section 3. The President-Elect shall be considered for nomination to the office of President, but others shall also be eligible for nomination. To be eligible for the office of President, the nominee must have served as a member of the Board of Directors within the preceding two years and be a current rental property owner

Section 4. The Board of Directors shall consist of 19 members as follows: five elected officers, the Immediate Past President, and thirteen additional directors. The thirteen directors who are not officers will each be elected to a two-year term beginning January 1 (except as provided in ARTICLE V, Section 10). Their terms of office shall be overlapping so that at least six shall be elected each year. At the general membership meeting in October each year, the Nomination Committee shall present the nominations of at least twelve directors consisting of five officers and seven others. Additional nominations may be made from the floor, and the President shall close nominations during this meeting.

Section 5. The November general membership meeting shall be regarded as the annual meeting of members. Names of all nominees shall be published in advance of the November meeting, where the vote shall be taken by written ballot. If more than seven Directors have been nominated (in addition to the five Officers), the seven names receiving the highest number of votes shall be elected.

Section 6. Installation of officers and directors shall take place at the general membership meeting in December with duties to commence on January 1 of the following calendar year

ARTICLE VIII – FISCAL YEAR

The fiscal year of the association shall end on the 31st day of December of each year.

ARTICLE IX - INDEMNIFICATION

Section 1 - Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities or any other obligations of the corporation.

Section 2. - Indemnification of Directors and Officers. The Directors and Officers of the corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted under the laws of the State of Oregon.

ARTICLE X – AMENDMENTS

These By-Laws may be altered or repealed by other By-Laws adopted by a majority vote of the Board of Directors and then approved at a general membership meeting. A copy of the proposed changes shall be posted on the RHA Oregon website and sent via mail or e-mail to the general membership no less than once a month for two consecutive months prior to a general membership vote.

ARTICLE XI- MEETINGS

Section 1. Regular meetings of the Board of Directors and of the general membership shall be held each month on dates designated by the Board of Directors. Such meetings may be suspended or dates may be changed upon approval of the Board of Directors.

Section 2. Fifty percent shall constitute a quorum at meetings of the Board of Directors and twenty-five members shall constitute a quorum at all general membership meetings not including board members.

ARTICLE XII – ORDER OF BUSINESS

The order of business for all meetings of the Board of Directors shall be as follows:

1. Calling meeting to order;
2. Reading and Approval of minutes of previous meeting;
3. Treasurer's Report;
4. Reading of Communications;
5. (Unfinished) Old Business;
6. Committee Reports;
7. New Business;
8. Adjournment

ARTICLE XIII – RULES OF ORDER

The rules contained in Robert's Rules of Order, latest edition, shall govern all meetings of the association in all cases where applicable and not inconsistent with Articles of Incorporation or By-Laws of this association.

ARTICLE XIV

Revised January 1, 2022 and Approved by General Membership.