

***Oregon TRIO Association
Constitution and By-Laws
Approved April 21, 2008***

***Amended February 1, 2011; October 22, 2013; May 14, 2015; May 14, 2016; May 28, 2020,
April 6, 2021, July 8, 2021***

Preamble

The ***Oregon TRIO Association*** recognizes the contributions to our state and nation that low income, first-generation students, underrepresented students, and students with disabilities may make if they become well educated.

Vision: To ensure that all TRIO students in Oregon have the resources and tools needed to achieve their full potential.

Mission: To be a catalyst in Oregon for progressive initiatives that promote educational equity, access, and opportunity for traditionally marginalized student populations.

Goals/Objectives: The Oregon TRIO Association will fulfill the mission and vision of the organization through the following steps:

1. Advocacy: To improve access to education for low income, first-generation students, underrepresented students, and students with disabilities, encouraging their enrollment and retention in, and graduation from post-secondary education. To support local, state, and federal educational initiatives that raise student achievement and opportunity.
2. Leadership and Professional Development: To provide best practices training and mentoring for Oregon TRIO staff and programs.
3. Resource and Partnership Development: To build coalitions of allied community partners, and utilize local and statewide resources that enhance program operations.

Article I—Name

The name of this association will be the ***Oregon TRIO Association***, hereafter referred to as the Association.

Article II—Purpose of the Association

The Association is organized to:

Section I: Provide a leadership body that promotes program development, and collects and disseminates data on specific education needs.

Section II: Provide opportunities for professional growth and development of persons engaged in the operation of ***TRIO*** and/or other programs having similar educational objectives.

Section III: Promote technological innovation and competency for association members and organizational partners.

Section IV: Serve as a liaison for Association members by:

- a. Sponsoring professional conferences/meetings and other educational forums as specified herein and /or as required.
- b. Disseminating pertinent information in a timely fashion to Association members including but not limited to: minutes from meetings of Association officers, articles and other educational materials regarding pertinent Federal legislation, which might affect Association members.
- c. Providing other information as specified herein.

Section V: Ensure that the goals, objectives, duties, and responsibilities of the Association members, officers, and/or their representatives are perpetuated.

Section VI: Serve as one of four member states in the Region X TRIO Association called the Northwest Association of Education Opportunity Programs. The other states are Washington, Alaska, and Idaho.

Section VII: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III—Membership

Membership within the Association shall be granted to personnel of any **TRIO** or similar program and to other persons upon payment of the membership fee specified in Section #3 of this Article. Membership also is granted to **TRIO** projects and other institutions, projects, agencies, etc., upon payment of the membership fee specified in Section #3 of this Article. Members will be categorized as follows:

1. Voting Members:
 - a. Active **TRIO** members (AT)
 - b. Active non – **TRIO** members (ANT)
2. Project Members (PM)

Section I: Categories of Membership

1. Voting Members

- a. ***Active TRIO Members (AT)***
Active TRIO members shall be personnel employed by projects authorized by Title IV of the Higher Education Act of 1965 (including subsequent re-authorizations or other Acts designed to perpetuate TRIO services).

b. ***Active Non-TRIO Members (ANT)***

Active Non-TRIO members shall be persons whose purpose, goals, and objectives are consistent with those of the Association as specified in Article I of this Constitution, including alumni of Oregon TRIO programs.

2. ***Project Members (PM)***

Project members shall be Title IV funded TRIO programs that operate within Oregon. Project members are eligible for all project benefits, including peer review, student and alumni travel, and other awards as defined by the board.

Section II: Voting Privileges

- a. Each active ***TRIO*** member and each active non-***TRIO*** member in good standing shall be entitled to one vote.
- b. Non-member representatives of ***TRIO*** projects shall enjoy the privileges of participants in all phases of debate and may be recognized by the chair; however, such representatives shall not be entitled to cast a vote

Section III: Membership Fees

- a. Membership fees shall be set by the Board of Directors. The Board of Directors will inform the Association membership fees for any given year no later than 30 days prior to the end of the association's fiscal year (December 31st). An individual eligible for membership according to Section I shall be considered a member in good standing upon receipt of one of the following:
 1. Payment of the Project Membership Fee as set by the board
 2. Individual payment of the membership fee as set by the board

A project eligible for membership according to Section I shall be considered a project in good standing upon receipt of the project membership fee. Project benefits can only be received by projects in good standing.

- b. Payment of membership fees shall be made by cash, personal check, purchase order, or money order payable to the ***Oregon TRIO Association***.
- c. The term of membership shall begin on January 1st of each year and expire on December 31st. Fees must be paid in full in order to exercise voting privileges.

Article IV—Finance

Section I: The fiscal year of the Association shall be January 1 through December 31.

Section II: Income shall be derived from membership fees as described in Article III, Section 3 as well as funds derived from other sources.

Section III: The Treasurer shall be charged with maintaining financial records for the Association, settling accounts, and preparing financial reports for the membership

Section IV: No persons, including the Executive Director, may enter into or in any way commit the Association to contractual agreements without the written consent of the President and one other officer of the Association.

Section V: A standing Finance & Personnel Committee shall be created to review financial plans, and supervise fiscal activities and records, and implement the Association's personnel policies.

Article V—Board of Directors

Section I: Composition

The Board of Directors shall consist of eleven (11) elected officers: President, President-Elect or Past President, Secretary, Treasurer, Technology Specialist, five District Representatives, and the OTA Fellow. In addition, there shall be one appointed, non-voting officer, the Government Relations Chair. The Executive Director shall also serve on the board as a non-voting member, but will be recused from discussions that involve evaluation and compensation of that position.

Section II: Function

In accordance with the provisions of the By-Laws of the Association, the Board of Directors shall have full authority to manage, supervise, and control the business, property, and affairs of the Association. The Board of Directors shall be vested with the powers inherent to the Association which include the powers to determine the policies of the Association, to execute the Association's purposes, to appoint and remunerate agents and employees, to manage and disburse the funds of the Association, and to adopt rules for the conduct of business, responsibility, and authority as shall be deemed advisable.

Section III: Eligibility

The members of the Board shall be drawn from the membership of the Association. Any active member in good standing shall be eligible to hold office.

Section IV: Tenure

- a. The President of the Association shall serve for two years commencing after the NAEOP fall conference of the fiscal year. The President may be re-elected for one term at the pleasure of the membership.
- b. The President-Elect, Past President, and appointed officers of the Association shall serve for one year commencing after the NAEOP fall conference of the fiscal year. Each elected officer may be re-elected for one year at the pleasure of the membership. Appointed officers shall be re-appointed at the pleasure of the President.
- c. The Secretary, Treasurer, Technology Specialist, and District Representatives shall serve a two-year term commencing after the NAEOP fall conference of the fiscal year. Each may be re-elected at the pleasure of the membership.

- d. The OTA Fellow is selected in accordance with the timeline set by the NAEOP Policy Seminar Application. Upon selection, the individual will serve on the board until the end of the calendar year. The OTA Fellow will serve a one year term on the board.

Section V: Quorum

A quorum shall consist of at least six board members or their alternates in good standing.

Section VI: Duties of Board of Directors

- a. In his/her absence or when deemed appropriate, a member must appoint an alternate to represent him/her at all Board meetings for the purpose of conducting official association business. This will be done by a letter, which will be presented at the Board meeting.
- b. Each representative shall be responsible for ensuring that his/her constituency is informed of significant actions taken and/or under consideration by the Board.
- c. The President shall:
 1. Be the chief elected officer of the Association.
 2. Preside at all business meetings.
 3. Serve as the chairperson of the Board of Directors.
 4. Serve on the NAEOP Board of Directors.
 5. Serve as an advisory or consulting member to all committees.
 6. Make appointments to all standing and special committees.
 7. Appoint the Association Parliamentarian.
 8. Represent or appoint a designee to represent the Association at all NAEOP meetings.
- d. The President-Elect/Past President shall:
 1. Serve as the Vice-Chairperson of the Board of Directors.
 2. Serve as an advisory or consulting member to all committees.
 3. Chair of the Membership Committee.
 4. Serve as the Association Parliamentarian.
 5. Assume the duties and responsibilities of the President in the event that the President is absent or becomes incapacitated. The Board of Directors shall determine incapacitation.
 6. Chair the Nominations Committee
 7. Chair the By-Laws Committee
 8. The President-Elect shall assume the office of President commencing after the NAEOP fall conference of the fiscal year after serving one year as President-elect.
 9. Assist the Oregon TRIO Board as requested.
 10. Carry out duties as assigned by the President.
- e. The Secretary shall:
 1. Serve as the official recorder for all official meetings.
 2. In his/her absence, delegate record-keeping duties.
 3. Disseminate to Association members in a timely manner the minutes of official meetings and other pertinent information.

- f. The Treasurer shall:
1. Collect membership fees and other monies as required; and assists with maintaining the membership list and staff directory
 2. Maintain accurate records regarding expenditures, fees collected, and/or provide other data as required by the association.
 3. Serve on the PDC committee and track conference fees
 4. Provide a full and accurate financial statement for distribution at the annual fall and spring business meetings.
 5. Chair of the Finance Committee
 6. File income tax returns with the IRS and the Oregon State Department of Revenue.
- g. The Technology Specialist shall:
1. Update and monitor the OTA website (oregontrio.org)
 2. Serve as admin for the OTA email accounts
 3. Manage the OTA Listserv
 4. Chair the technology committee
 5. Assist with other technology-related needs as necessary
- h. The District Representatives shall:
1. Ensure that his/her constituency is informed of all actions taken and/or under consideration by the Board of Directors.
 2. At the pleasure of the membership of his/her constituency, arrange to meet together at Association meetings for idea sharing and discussion of issues.
 3. Disseminate information about Policy Seminar and the Alumni-Student Leadership Conference, as well as legislative visits.
 4. Disseminate information about the TRIO Achievers Awards and serve on the Awards Committee.
 5. Gather information about the events of TRIO Day in their District.
 6. Co-Chair SLC Committee to plan a statewide event.
 7. Other duties as assigned by the President and/or board.
 8. Serve on the membership committee
- i. OTA Fellow shall:
1. The OTA Fellow shall serve on the board of directors for the calendar year.
 2. Serve as the primary liaison between Alumni and the Association.
 3. Nurture relationships with current and future alumni and engage them in TRIO events and activities.
 4. Attend COE Policy Seminar.
 5. Participate in the annual Student Leadership Conference, as well as legislative visits as scheduled
 6. Attend and present at the Professional Development Conference to share their TRIO story and Policy Seminar experience.
 7. Chair the OTA alumni committee
 8. Serve on the NAEOP Alumni Committee

- j. The appointed Government Relations Chair shall:
1. Be appointed by the current OTA President for a term of one year.
 2. Be permitted to serve multiple terms.
 3. Serve as a non-voting member of the OTA board.
 4. Chair of the Government Relations Committee.
 5. Disseminate relevant information/updates from OTA, NAEOP, and COE to the OTA board and OTA membership.
 6. Coordinate with NAEOP and COE government relations teams to provide state support for TRIO initiatives.
 7. Provide support for OTA Policy Seminar delegation.

k. Executive Director

The appointed officer of the Association shall be the Executive Director. The Executive Director shall be recommended by the Finance & Personnel Committee, shall be confirmed by a majority vote of the Board of Directors, and shall serve at the pleasure of the Board. The Executive Director shall have voice but no vote.

The role of the Executive Director shall be as follows:

1. The Executive Director shall be the legally designated officer of the Association attending meetings ex-officio and in a nonvoting capacity shall have all powers and perform all duties commonly incident to and vested in the office of Executive Director of a corporation. The Executive Director shall perform duties as the Board of Directors may from time to time determine. This provision may be expanded to include specific duties.
2. The Executive Director shall serve as administrative officer of the Association, act as manager of the Central Office, and hire, supervise, and dismiss other employees as the Board of Directors may authorize. The Executive Director shall be retained by and be responsible to the Board and be bonded at the expense of the Association with the amount designated by the Board.
3. The Executive Director shall serve on all standing committees as a non-voting advisory and executive member responsible for the implementation of all conferences and activities of the Association.

Section VII: Election of Officers

- a. The Past-President or President-Elect shall chair the nominating committee, whose duty it is to select a slate of candidates for each constitutional office. All persons elected to serve on the Board of Directors shall be those who receive the largest number of legal votes cast during the annual election, either online or in person.
- b. All Officers shall be elected by a majority of the legal votes cast during the annual elections.

- c. The President-Elect, Secretary, Treasurer, Tech Specialist, and District Representatives shall be elected as follows:
 1. The Treasurer, Tech Specialist, and District Representatives from districts 1, 3, and 5 shall be elected in even-numbered years.
 2. The President-Elect, Secretary, and District Representatives from districts 2 and 4 shall be elected in odd-numbered years.
- d. All Oregon TRIO members shall elect the President-elect, Secretary, Treasurer, and Tech Specialist. Only TRIO members from the specific districts may vote for their district representatives.
- e. Association members shall nominate board members at the annual Oregon TRIO meeting or conference.

Section VIII: Vacancies

The President shall appoint a member in good standing to fill any vacancy that may occur. The appointment will be effective until the next regularly scheduled election for the office.

Article VI—Committees/Chairs

Section I: Committees

Committees, either select or standing, shall be created by the President for the purpose of carrying out specific activities on behalf of the Association. Committee chairs, except for those specified by this constitution, shall be appointed by the President. Committee appointments shall be made from among members in good standing. Standing committees are listed below and include:

A. Alumni Relations Committee

- Serve as the primary liaison between Alumni and the Association.
- Nurture relationships with current and future alumni and engage them in TRIO events and activities.
- Promote and enhance effective communications between the Association and its Alumni, including maintaining the Alumni social media.
- Coordinate annual Oregon TRIO Alumni reception
- Maintain a database of alumni names, addresses, contact details, etc.
- Coordinate with the Region NAEOP and COE alumni chapters.

B. Government Relations Committee

- Responsible for tracking progress and disseminating information regarding federal and state legislation relevant to TRIO and for developing and coordinating responses to issues.

- Coordinate ongoing efforts to gain the support of local, state, and national legislators for TRIO Programs and issues favorable to TRIO.
- Outreach to field offices in home districts throughout the year to invite legislators to events, TRIO Day, and Student Leadership Conference.
- Develop guidelines for government relations and TRIO advocacy.

C. **Professional Development Conference Committee**

- Each conference is under the direction of the President, Executive Director, and Committee Chairs (the chairs shall include at least one person with prior service on the committee).
- Plans, implements, and evaluates statewide professional development conference around the themes of leadership, college access, retention, and success that appeals to TRIO and non-TRIO attendees.
- Conduct targeted outreach for conference proposals.
- Develop program/schedule.

D. **Student Leadership Conference Committee**

- The SLC committee, under the direction of the Executive Director and District Representatives, plans district-wide events that focus on student advocacy with the goal of engaging their federal legislator and/or legislative aide with participants of TRIO programs.
- Assist in developing conference theme around effective leadership.
- Conduct targeted outreach for conference proposals.
- Develop program/schedule.
- Contact Federal Legislator and/or Legislative Aide within District to invite them to speak or simply attend the conference to meet with future delegates.
- Help recruit/promote SLC Scholastic Achievement Award.

E. **Membership and Fair Share Committee**

- Responsible for promoting membership and participation in OTA and assuring that Oregon programs achieve the fair share objectives for COE and NAEOP.
- Maintain the official membership list.

F. **Awards Committee**

- Responsible for identifying and coordinating the Dirks TRIO Achievement award winners, and OTA Fellowship recipient.
- Responsible for the development of application forms, procedures, and timelines as well as scoring criteria for evaluating the applications.

G. **Finance & Personnel Committee**

- The Finance **& Personnel** Committee is comprised of the two presidents, conference chairs, and the Treasurer, who chairs the Committee. The Executive Director shall also serve on the committee as a non-voting member, but will be recused from discussions that involve evaluation and compensation of that position. The Board President may also appoint a non-board member as an advising member to this committee.

- The Finance **& Personnel** Committee is charged with the responsibility of overseeing the annual OTA budgets, including both the President's budget, the Professional Development Conference budget, and the Student Leadership Conference budgets.
- Working with both the current president and treasurer, the Finance Committee reviews the quarterly and annual treasurer's reports for structural consistency, accuracy, and completeness.
- The Finance **& Personnel** Committee also reviews the projected budgets for both the president and the conference chairs and contrasts them with the closing budgets from the previous year to ensure that projected budgets are updated to reflect annual increases in expenditures and revenues.
- The Finance **& Personnel** Committee will ensure that board budgetary policies are being followed by the board and will also review budgetary policies in the Policy Manual on an annual basis to ensure that policies are kept up-to-date with board spending practices.
- The Finance **& Personnel** committee shall have responsibility for the development and oversight of the Association's personnel policies, including the administration of such policies. The committee shall have the responsibility for the administrative support and oversight of the evaluation and compensation processes for the Executive Director of the Association. The committee shall regularly review and make recommendations for changes to the Association's Personnel Policy Manual. This committee shall have the responsibility to evaluate and make recommendations for changes in the compensation of the Executive Director of the Association annually.

H. **Technology Committee**

- Collect information from OTA TRIO programs for the annual Factbook
- Create the annual factbook
- Work with SLC & PDC committees for technology needs
- Manage & advise OTA on social media needs of the association

I. **The Strategic Planning Committee.**

The full Association Board shall compose this committee. The committee shall develop and initially approve and monitor the implementation of, and revision of the Association's strategic plan. The President-Elect/Active President/Past President shall serve as Chair of the committee. The plan shall be reviewed annually, and based on the review, be revised as needed. Strategic plan oversight necessarily involves oversight of the administrative, budgetary, and programmatic implementation of the plan approved by the Board of Directors and implemented through the Executive Director of the Association and the work of the Association's standing Committees.

Section II: Reports

Each committee shall make a written and/or oral report of its activities as requested by the Association President, and/or the Executive Director.

Article VII—Meetings and Voting

Section I: Meeting

The annual Association meeting shall be held each year. The President with the approval of the Board of Directors may call other meetings as needed. Meetings will be conducted using Roberts' Rules of Order.

Section II: Voting

All Project Member staff and individual members may cast a vote, either online or in person. All actions, excluding the election of officers, which receive a majority of the votes cast, shall be considered official.

Article VIII—Amendments**Section I: Amendments**

A proposed amendment shall be submitted in writing to the Board of Directors at an official Board meeting.

If approved by the Board, the proposed amendment shall be presented to the general membership for a vote of approval or disapproval at the next official business meeting.

Amendments shall become official upon receiving a majority of the legal votes cast and shall become effective immediately.

Article IX—Books and Records**Section I: Books and Records**

The Association shall maintain correct and complete books and records of financial accounts and minutes of proceedings of official meetings. The President shall be responsible for ensuring that the official books are forwarded to new officers. All records shall be open to inspection by members in good standing.

Section II: Annual Reports

The President shall be responsible for the preparation and delivery of a written annual report to the membership of the Association.

Article X—Limitation of Liability

The officers of the Association and representatives of member associations do not undertake the personal liability for debts, obligations, and liability of the Association, duly made under color of the authority of the Association by the corporation, except where an officer of the Association or representative of a member association has operated for personal benefit under color of the corporation.

Article XI—Implementation

This Constitution and By-Laws shall be implemented upon ratification by a majority of the members in good standing.

Article XII—Date of Incorporation

The Board approved the By-Laws of the Oregon TRIO Association on April 21, 2008.

Article XIII – Dissolution of Assets

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV—Conflict of Interest

A conflict of interest transaction is any transaction in which a member of the Board of directors has a direct or indirect interest. A conflict of interest transaction may be authorized, approved, or ratified if it is fair to the association and it receives the affirmative vote of a majority of the Directors of the Board who have no direct or indirect interest in the transaction.

The conflict of interest transaction shall not be authorized, approved, or ratified by a single Director. Before any vote to authorize, approve, or ratify a conflict of interest can be taken, the material facts of the transaction and the Director's interest must be disclosed and made known to the Board of Directors.