

***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, April 6, 2022, April 5, 2023***

***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:** OTA envisions an Oregon with increased educational equity, access, and opportunity for its traditionally marginalized student populations.

**Mission:** OTA's mission is to grow and support TRIO programs, staff, and students.

**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 Oregon projects with a current membership in good standing 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. ANT memberships are limited to 10% of the total membership.

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 31<sup>st</sup>). 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, supervise fiscal activities and records, and implement the Association's personnel policies.

### *Article V—Board of Directors*

#### **Section I: Composition**

**a. Board of Directors**

The Board of Directors shall consist of eleven (11) elected officers: President, President-Elect or Past President, Secretary, Treasurer, Communications Rep, District Representatives (in accordance with the Oregon federal legislative districts) , and the OTA Fellow. 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.

**b. Ex Officio Members**

In addition to the regular Board of Directors, representatives of such other organizations or individuals as the Board may deem advisable to appoint shall be Ex-Officio Board Members; shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office. Appointments length will be determined by the board as prudent.

#### **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, Communications Rep, 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 the majority of the current Officers of the Board of Directors or their alternates in good standing.

### **Section VI: Duties of Board of Directors**

- a. In their absence or when deemed appropriate, a member must appoint an alternate to represent them or as a proxy at all Board meetings for the purpose of conducting official association business. The proxy selection process will take place via email, with the President of the Board of directors copied on the communication prior to the Board meeting.
- b. 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, or appoint a designee to represent the Association at all NAEOP meetings.
  5. Serve as an advisory or consulting member to all committees.
  6. Appoint Officers (at least one) of the Board of Directors to all standing and special committees.
- c. 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. Serve as the Association Parliamentarian.
  4. Serve as the Association Secretary
  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. 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.
  7. Assist the Oregon TRIO Board as requested.

8. Carry out duties as assigned by the President.
- d. The Treasurer shall:
    1. Serve as a steward for the financial wellbeing of the organization, including monthly audits of the Executive Director and all financial activity.
    2. Chair the Finance & Personnel Committee
  - e. The Communications Rep shall:
    1. Audit organizational communication & ensure effective management of factbook, listserv, Google forms, & website.
    2. Serve as admin for OTA email accounts
    3. Serve as admin for the OTA Listserv
    4. Chair the communications committee
    5. Assist with other technology-related needs as necessary
  - f. The District Representatives shall:
    1. Facilitate state-wide & district-level networking opportunities.
    2. Serve on the Student Leadership Conference Committee (SLC), one of the district reps shall serve as conference chair or co-chairs.
    3. Other duties as assigned by the President and/or board.
    4. Serve on the government relations committee.
  - g. 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
  - h. Executive Director  
The hired 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 a voice but no vote.  
  
The Executive Director shall:
    1. 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. 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. 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. The President-Elect, Secretary, Treasurer, Communications Rep, and District Representatives shall be elected as follows:
  1. The Treasurer, Communications Rep, and District Representatives from districts 1, 3, and 6 shall be elected in even-numbered years.
  2. The President-Elect and District Representatives from districts 2, 4 and 5 shall be elected in odd-numbered years.
- c. All Oregon TRIO members shall elect the President-Elect, Treasurer, and Communications Rep. Only TRIO members from the specific districts may vote for their district representatives.
- d. Association members shall nominate board members after the annual Oregon TRIO meeting or conference in the spring.

### **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 shall be appointed by the President. Committee appointments shall be made from among members in good standing. Each committee shall have at least one officer of the Board of Directors.

### **Section II: Reports**

Each committee shall make a report based on Policy #31 in the OTA Policy Manual after each meeting.

## ***Article VII—Meetings and Voting***

### **Section I: Meetings**

The annual Association meeting shall be held each year at OTA PDC. 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 at the annual Association meeting, 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 and/or Executive Director 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 to be delivered at the OTA PDC.

***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 Officers 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 Officer. Before any vote to authorize, approve, or ratify a conflict of interest can be taken, the material facts of the transaction and the Officer's interest must be disclosed and made known to the Board of Directors.