

### **Article I Name**

- A. The name of the association shall be the Oregon Association of Process Servers, Inc. (OAPS)

### **Article II Principles**

- A. The primary purpose of the Oregon Association of Process Servers, Inc. shall be to promote and upgrade the process serving industry in the State of Oregon:
1. By providing education to its membership to increase professional knowledge and skill.
  2. By promoting state legislation, and through the National Association of Professional Process Servers promote federal legislation, to benefit the industry and the public.
  3. By combating state legislation, and through the National Association of Professional Process Servers combating federal legislation, which may be harmful to the industry and the public.
  4. By creating and maintaining a moral, professional and ethical standard for the industry.
  5. By improving relations with judges, clerks, support staff, officers of the court and with the public.

### **Article III Fiscal Year**

- A. The fiscal year of the association shall begin on the first day of January and end on the last day of December of each year.

### **Article IV Membership**

- A. Types of Membership: There shall be three (3) types of membership: Oregon regular, Oregon associate and Affiliate. All members agree to abide by the bylaws and code of ethics of OAPS as a condition of membership.
1. An Oregon regular membership in the association shall be open to any person whose business, or the business for which they work, is engaged in the private process serving business within the State of Oregon and whose conduct is in compliance with all state, county and city statutes and court rules controlling private process serving. An Oregon regular member's name and company name (if applicable) and contact information shall appear in the association's printed directory and the association website. An Oregon regular member shall have one (1) vote in the conduct of association business, and is eligible to hold an office in the association.
  2. An Oregon associate membership in the association shall be open to any person whose business, or the business for which he/she works, is engaged in the private process serving business within the State of Oregon and whose conduct is in compliance with all state, county and city statutes and court rules controlling private process serving. An Oregon associate member's name and company name (if applicable) and contact information shall appear only in the association's printed directory with only one listing in the associate's primary county of business. An Oregon associate member has no vote in the conduct of association business and cannot hold an office in the association.
  3. An affiliate membership shall be open to any person whose conduct is in compliance with all state, county and city statutes and court rules controlling private process serving in their state, and (a) who is engaged in the private process serving business outside the State of Oregon, (b) is engaged in business related to the private process serving industry, or (c) is a supporter of the private process serving industry in the State of Oregon. An affiliate member shall appear in the association's printed directory and on the website, designated as an affiliate member. An affiliate member has no vote in the conduct of association

business and cannot hold an office in the association.

- B. Membership in the association shall be approved on an individual basis and shall not be transferable. A member may only have one listing per county in either the printed directory or the OAPSONline.com website.
- C. Denial of Membership: Membership shall not be granted to any person who has been convicted of a crime unless such crime was officially pardoned or the record thereof has been expunged, or after review of the executive committee, has been approved
- D. Termination of Membership: Termination of membership shall be effective thirty (30) days past the due date for annual dues.

#### **Article V Dues**

- A. Annual dues for all members shall be set for the next fiscal year by a majority vote of members in good standing at any annual meeting. The dues voted upon shall remain in effect until changed at any other annual meeting.
- B. Annual dues shall be prorated on a quarterly basis for any Oregon regular member who joins after January 31 and before December 1st.
- C. The annual billing statement to members of each class shall be sent at least thirty (30) days prior to the due date of January 1st.

#### **Article VI Officers**

- A. There shall be the following elected officers: president, vice president, secretary, and treasurer..
- B. The term of each officer shall be from annual meeting to annual meeting.
- C. Any Oregon regular member in good standing shall be eligible to hold office. Good standing as used in these bylaws shall mean that the member's dues are current and that the member is in full compliance with any decision rendered by the grievance committee against them.
- D. The officers of the association shall be known as the executive committee of the board of directors.

#### **Article VII Standing Committees**

- A. The association shall maintain the following standing committees: legislative; membership; continuing education, grievance, directory and website.
  - 1. Membership. This standing committee's responsibilities are to recommend to the board of directors a plan of action for enlarging the membership and retaining current members. The committee shall implement the membership plan approved by the board of directors.
  - 2. Continuing Education. This standing committee's responsibilities are to provide the membership with current rules and regulations regarding the service of process for the State of Oregon and to keep the membership apprised of any revisions, additions or deletions to the Oregon statutes, Rules of Civil Procedure, or Oregon case law.
  - 3. Directory Committee. This standing committee's responsibilities are, at the direction of the board of directors, to:
    - a. Prepare, publish and distribute an annual directory of the membership of the organization for the members' use.
    - b. Actively solicit advertising and payment for advertising in the directory from all members.
    - c. Adhere to deadlines established by the board of directors for the coordination of printing and distribution.
    - d. Have available, or access to, directories for all new members or those members in good standing who request additional copies.
  - 4. Grievance Committee. This standing committee's responsibilities are to receive written complaints from any member, against any other member, and to gather such information pertinent to the complaint, take written or oral testimony, or both, from the parties, and prepare a written recommendation to the parties of

the grievance.

5. Legislative Committee. This standing committee's responsibility is to be informed of the legislative agenda voted on by the voting members of the association, and be responsible for formulating and carrying out a plan of action, with the approval of the board of directors, for successfully promoting the association's legislative agenda. In the event the association has contracted with a lobbyist, this committee shall maintain a close working relationship with the contracted lobbyist and shall assist in any capacity appropriate or necessary to achieve the legislative goals of the association. The committee shall report to the association any proposed legislation pending in the legislature that will have any impact, whether positive or negative, on the service of process procedures of the State of Oregon.
  6. Website Committee. This standing committee's responsibility is to oversee the official association website and make recommendations to the board of directors regarding its content.
- B. The chairperson of each standing committee shall be an Oregon regular member appointed by the president. The board of directors shall approve each appointment.
  - C. The chairperson of each standing committee shall report to the board of directors at each board meeting and shall be responsible to the board of directors. The board of directors may remove or replace a committee chair by a majority vote of the board of directors present at any regular board meeting.
  - D. The president may appoint such ad-hoc committees as are necessary to carry out the purposes of this association.
  - E. Each committee may establish such sub-committees as are needed to further the ends of that committee. Such sub-committees shall be appointed and be dissolved by the committee chair.

#### **Article VIII Board of Directors**

- A. The board of directors shall consist of the elected officers, the appointed chairperson of the standing committees, two elected Oregon regular members-at-large and the immediate past president.
- B. The executive committee shall consist of the elected officers, and the immediate past president.
- C. The board of directors shall handle the regular business of the organization.
- D. Regular meetings of the board of directors shall be held at least four times a year. Regular board meetings shall be open to all members.
- E. A vacancy in office for the remainder of that term shall be filled by appointment by the board of directors.
- F. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business.

#### **Article IX Elections**

- A. Nominations: The nominating committee shall consist of and be co-chaired by the two elected members-at-large. Their term of office shall be one year. At the end of the term, their duty is to present to the membership a proposed slate of officers and nominating committee for the next administration.
- B. The proposed slate of the nominating committee shall be made to the membership no less than thirty (30) days prior to the annual meeting of the membership.
- C. Nominations from the floor will be in order at the annual meeting.
- D. Elections shall be by secret ballot.
- E. Each member shall be entitled to only one vote.
- F. Transition of Administration: There shall be a meeting of the incoming and outgoing executive committees immediately following installation. This meeting shall include the outgoing and incoming officers and the committee chairpersons.

## **Article X Duties of Officers**

- A. President: The president shall be the chief executive officer of the association. The president shall preside at all meetings. The president shall supervise and control all of the business affairs of the association. The president shall sign, with the secretary or other proper officer authorized by the board of directors, all documents of the association and carry on all other duties incident to the office of president, and such other duties as may be prescribed from time to time by the board of directors.
- B. Vice President: The vice president shall perform the duties of the president in the absence of the president and such other duties as from time to time may be prescribed by the board of directors.
- C. Secretary: The secretary shall keep the minutes of the meetings of the membership and board of directors and perform such other duties as may be assigned by the president or the board of directors.
- D. Treasurer: The treasurer shall be responsible for overseeing all fiscal policies and procedures adopted by the board of directors.

## **Article XI Meetings of the Membership**

- A. Annual Meeting: The association shall hold an annual meeting of the entire membership once during the calendar year for the purpose of electing officers, revising bylaws, adopting a budget, establishing a legislative goal, and any other business which the members deem appropriate.
- B. Notice of Annual Meeting: Notice of the annual meeting of the membership shall be given in writing to each member at least thirty (30) days prior to the meeting date.
- C. Special Membership Meetings: Special meetings of the membership may be called by the president or the board of directors. Upon written notice of 5% of the Oregon regular members, the president shall call a meeting. Notice of special meetings shall be given to the members at least ten (10) days in advance.
- D. Location of Meetings: The executive committee may designate any place for regular or special meetings of the board of directors or the membership.
- E. Quorum: At least 15% of all entitled Oregon regular members must be present at any meeting of the membership in order to conduct business of the association. For the purpose of this calculation, the count of the total number of Oregon regular members shall be made thirty (30) days prior to the date of the annual meeting.
- F. Rules of Order: Procedural matters not covered by these bylaws shall follow Robert's Rules of Order.

## **Article XII Use of OAPS Logo**

- A. The OAPS logo may be used as permitted in the OAPS Policy Manual.

## **Article XIII Bylaw Amendments**

- A. Amendments to these bylaws may be amended or revised by an affirmative vote of two-thirds of the membership present at the annual meeting of the membership or at a meeting designed for that purpose.
- B. Written notice that amendments to the bylaws are being considered, together with copies of the proposed amendments, shall be given to all members in good standing at least thirty (30) days prior to any meeting at which amendments to the bylaws are acted upon.

#### **Article XIV Discipline**

- A. Any member who violates the bylaws, rules and regulations, or code of ethics of the association, or whose conduct is unbecoming a member or prejudicial to the best interests of the association, may be placed on probation or expelled, after notification to the affected member by the grievance committee.
- B. The member involved in the alleged violation may be suspended or expelled by a two-thirds vote of the board of directors.

#### **Article XV Dissolution**

- A. Should the organization be dissolved, all material possessions of the organization must be sold and the monies obtained from the sale equally divided between all Oregon regular members after all bills have been paid.

#### **Article XVI Office**

- A. The principal office of the association shall be located at the office of the administrator or as designated by the executive committee.
- B. The registered agent of the association shall be the president or as designated by the executive committee.
- C. The association shall not be responsible for any debt incurred by any member without prior authorization by the association.