



UNITED STATES OMBUDSMAN ASSOCIATION BYLAWS

As Amended February 14, 1980; May 12 and 14, 1988; July 17, 1990;
November 14, 1990; November 9, 1993; March 25, 1994; June 7, 1994;
May 15, 1996; December 12, 2000; May 8, 2001; July 1, 2003;
February 13, 2007; May 15, 2012, and November 20, 2012.

ARTICLE I. Name.

The name of the corporation is UNITED STATES OMBUDSMAN ASSOCIATION, hereinafter USOA.

ARTICLE II. Purposes of the USOA.

Section I. The USOA has been organized to operate exclusively for educational, scientific and charitable purposes. The purpose of the USOA is to assist existing Ombudsman and Ombudsman organizations in improving the operation of the Ombudsman offices throughout the United States. Additionally, the USOA dedicates itself by social and educational means to promote and encourage the establishment of Ombudsman offices at the international, national, state, and local levels. In its effort to promote and encourage the establishment of Ombudsman offices, the USOA shall specifically promote and encourage the establishment of offices that manifest the following characteristics:

- (1) a governmental office created by constitution, charter, legislation or ordinance;
- (2) an office with the responsibility to receive complaints against governmental agencies and to investigate those complaints in an impartial manner, free from any initial bias regarding the merits of the complaint being investigated;
- (3) an office with freedom to investigate on its own motion;
- (4) an office which may exercise full powers of investigation, to include access to all necessary information both testimonial and documentary, and the subpoena power;

- (5) an office with the authority to criticize governmental agencies and officials within its jurisdiction and to recommend corrective action;
- (6) an office with the power to issue public reports concerning its findings and recommendations;
- (7) an office with immunity of the Ombudsman and the Ombudsman's staff from civil liability on account of official action;
- (8) an office with the authority in law to protect the confidentiality of information within its possession by shielding that information from the civil discovery process; and
- (9) an office directed by an official of high stature who
 - (a) is guaranteed independence through a defined term of office, through appointment by other than the executive, and through freedom from removal except for cause as determined by more than a majority of the legislative body,
 - (b) is restricted from activities constituting a personal, professional, occupational or political conflict of interest, and
 - (c) is free to employ and remove assistants and to delegate administrative and investigative responsibility to those assistants.

ARTICLE III. Offices and Registered Agent.

Section I. The principal office of the USOA and such other offices as it may establish shall be located at such place or places, either within or without the State of Alaska, as may be designated by the Board of Directors. The USOA shall continuously maintain within the State of Alaska a registered office at such place as may be designated by the Board of Directors.

Section II. The USOA shall continuously maintain within the State of Alaska a registered agent, which agent shall be designated by the Board of Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the State of Alaska Nonprofit Corporation Act.

Such agent may be an individual resident of the State of Alaska whose business office is identical with the registered office of the USOA, a State of Alaska corporation (whether for profit or not for profit), or a corporation formed outside the State of Alaska, provided such foreign corporation is authorized to transact business or conduct its affairs within the State of Alaska and has an office identical with the registered office of the USOA.

ARTICLE IV. Board of Directors.

Section I. General Powers and Duties. The Board of Directors of the USOA shall be its governing body. The Board shall manage, control, and direct the affairs and property of the USOA. The Board shall have, and may exercise all powers specified in the USOA's Article of Incorporation and in the State of Alaska Nonprofit Corporation Act necessary to carry out the purposes of the USOA.

Section II. Composition of the Board of Directors.

A. Number and Composition of Directors. The Board of Directors shall consist of seven Directors who shall be selected from among the voting members of the USOA. Except as provided in Article IV, Section II, subsection G, at least three of the Directors shall be classic or legislative Ombudsman and at least three of the Directors shall be executive Ombudsman, provided that in an election for Directors where there are less than three candidates to fill the Director seats reserved for one category of Ombudsman and more than four candidates for the other category of Ombudsman, the remaining Director seat or seats in the first category of Ombudsman shall be filled by the remaining candidate or candidates from the second category of Ombudsman receiving the most votes. Membership on the Board of Directors is restricted to one member per Ombudsman jurisdiction.

The Board of Directors shall also include ex-officio, non-voting members as provided in these Bylaws. Each member of the board must be a member of the USOA in good standing.

- B. Terms of Directors.** The Directors shall serve for terms of not more than two years. The term of any Director shall also expire by his or her death, resignation, or removal in accordance with these Bylaws.
- C. Nomination of Directors.** The Secretary of the Board of Directors, or the Secretary's designee, shall, in March of each odd numbered calendar year, send notification, in writing, inviting from all voting members of the USOA the nomination of candidates for the succeeding Board of Directors. The nominations must be submitted by voting members in writing and shall include a statement that the candidate agrees to serve if elected and a brief biographical sketch and statement of interest. The Secretary will set the date for the return of nominations and give notice to the members of that deadline. The Secretary shall allow at least thirty days for the return of nominations.
- D. Election of Directors.** Immediately following the deadline, the Secretary, or the Secretary's designee, will prepare a ballot for the election of the succeeding Board of Directors. The ballot will have two sections, one for classical/legislative Ombudsman and the other for executive Ombudsman. The ballot shall be sent to all voting members of the USOA whose dues have been received as of the date the ballots are sent. The ballot shall include notice to the voting members that they may vote for the Board of Directors by returning their ballot to the Secretary, or the Secretary's designee. The ballots shall also include the deadline set for the return of the ballots. The deadline should allow voting members thirty days to return the ballot. The Secretary, or the Secretary's designee, shall count all ballots received on or before the deadline. A plurality of votes shall be necessary to elect members to the Board of Directors. After counting all the ballots, the Secretary, or the Secretary's designee, shall prepare a certification of the results of the election for the members.

E. Start of Term. New Directors shall take office at the annual meeting of the membership specified in Article VI, Section III, or upon certification of the results of the election, whichever occurs later.

F. Vacancies. Vacancies resulting from the death of a Director or the resignation or removal of a Director in accordance with these Bylaws may be filled by the affirmative vote of a majority of the then Directors of the Board. In filling such a vacancy, the Board shall restore the ratio of classic or legislative Ombudsman Directors to executive Ombudsman Directors that existed prior to the vacancy occurring, unless the Board determines that no qualified member has declared interest or can be found to restore the prior existing ratio.

Vacancies resulting from an insufficient number of qualified candidates in an election of Directors may be filled by the affirmative vote of a majority of the newly elected Directors of the Board. In filling such a vacancy, the Board shall ensure that the provisions of Article IV, Section II, subsection A are met, provided that if the Board determines that it is unable to comply with the requirement that at least three Directors shall classic or legislative Ombudsman and at least three Directors shall be executive Ombudsman because no qualified member of the required category of Ombudsman has declared interest or can be found, the Board may select a qualified member of the other category of Ombudsman who has declared interest or can be found.

G. Removal of Directors. A Director may be removed from office by the affirmative vote of a majority of all the then Directors of the Board or by a majority vote of the voting members in attendance at an annual meeting.

H. Resignation. A Director may resign from the Board at any time by notice in writing thereof to the President.

- I. President and Vice-President.** The Board of Directors, at its first regular meeting, and at such times when there shall be a vacancy, shall elect, by a majority of all the then Directors of the Board, one of its Directors as President of the Board, and one of its Directors as Vice-President of the Board. The President of the Board shall perform such other duties as may be required of him or her by the Board of Directors. The Vice-President of the Board shall, in the absence of the President of the Board, preside at the meetings of the Board of Directors. The Vice President shall serve as a liaison between the Board and any chapter that may be established as provided in these Bylaws and shall perform such other duties as may be required of him or her by the Board of Directors.
- J. Secretary - Treasurer.** The Board of Directors at its first regular meeting, and at such times when there shall be a vacancy, shall elect, by a majority of all the then Directors of the Board, one or more of its Directors as Secretary and Treasurer of the Board of Directors. The Secretary and Treasurer shall perform all duties customary to the office of Secretary and Treasurer.

The Secretary or Secretary-Treasurer shall have custody of the corporate seal of the USOA and he or she, or his or her designee, shall have authority to fix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature or by the signature of his or her designee. The Board of Directors may give general authority to any officer to affix the seal of the USOA and to attest the affixing by his or her signature.

The Treasurer or Secretary-Treasurer shall have the custody of and be responsible for all funds and securities of the USOA and shall keep full and accurate accounts of receipts and disbursements in the books of the USOA. The Treasurer or Secretary-Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the USOA in such depositories as shall be selected by the Board of Directors.

The Treasurer or Secretary-Treasurer shall disburse the funds of the USOA as may be ordered by the Board of Directors, or the Board's designee, taking proper vouchers for such disbursements and shall render to the Board at the demand of each and at the Board's regular meeting, an account of all his or her transactions as Treasurer or Secretary-Treasurer and of the financial conditions of the USOA.

If required by the Board of Directors, the Secretary or Treasurer or Secretary-Treasurer shall give the USOA a bond (which shall be renewed when required) in such sum and with such surety or securities as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for registration of the USOA, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the USOA.

- K. Past President.** The outgoing President, if not a Director of the Board, may serve one two-year term as Past President, or a shorter term if succeeded by a more recent Past President. The Past President is an ex-officio, non-voting, member of the Board of Directors. The Past President shall perform such duties as requested by the President of the Board of Directors.

Section III. Meeting of the Board of Directors.

- A. Regular and Special Meetings.** Regular meetings of the Board shall be held at least once each year. Special meetings may be called at the discretion of the President, or at the request of one-third of the then Directors of the Board. The Board shall designate one of its regular meetings as its annual meeting. The Board shall keep minutes of all its proceedings.
- B. Time and Place.** The time and place of all meetings shall be designated by the President. The meetings may be held within or without the State of Alaska.

- C. Notice.** At least fourteen days notice shall be given to each Director for both regular and special meetings of the Board. Notice of a meeting shall specify the date, time, and place of the meeting, but, except as otherwise provided in these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally (including by telephone or electronic mail) to each Director or mailed (including the sending of a telegram) to his or her residence or business address. Notwithstanding the foregoing requirements, a Director may waive notice of the time and place of any regular or special meeting. Attendance at a regular meeting or special meeting shall constitute a waiver of notice, except where the Director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. A written statement filed with the President by any Director either before or after a meeting is held, which recites knowledge of the date, time, and place of such meeting and specifically waives notice thereof shall be considered effective to dispense with the requirements for prior written notice to such Director.
- D. Quorum.** A majority of the then Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, except that if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- E. Majority Needed for Board Action.** All matters shall be decided by a majority of the Directors present at any meeting at which a quorum exists, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The President may authorize voting by telephone, electronic mail, or mail.

In the case of voting by telephone or electronic mail, an effort shall be made to contact all Directors. Two-thirds of all the then Directors of the Board must be contacted, and the affirmative votes of a majority of those contacted shall be necessary for the adoption of any matter voted upon in this manner.

In the case of voting by mail, letters must be sent to all Directors of the Board. For the mail vote to be valid, two-thirds of all the then Directors of the Board must respond, either by telephone, electronic mail, telegram, mail or personal communication. The affirmative votes of a majority of those Directors of the Board who respond within ten days after the date of mailing shall be necessary for the adoption of any matter voted upon in this manner. All matters adopted by telephone, electronic mail, or by mail shall be ratified by the Board at the next meeting if activity there under is continuing.

- F. Compensation.** The Directors shall serve as such without compensation, but the Board of Directors may authorize the payment by the USOA of the reasonable expenses incurred by Directors in the performance of their duties and of reasonable compensation for special service rendered by any Director. The Board of Directors shall fix the salaries or other reasonable compensation of the executive officers or other agents of the USOA. Except as provided in this subsection F, no Director or officer of the USOA shall receive, directly or indirectly, any salary, compensation or emolument from the USOA.

Section IV. Standing Committees. Standing committees are established to encourage greater member participation, expand leadership opportunities and identification of potential board members, and provide vital support to the Board of Directors in serving the membership and establishing a greater presence within the Ombudsman profession. The Board of Directors, at its first regular meeting, and at such times when there shall be a vacancy, shall elect, by a majority of all the then Directors of the Board, Directors to chair each of the following standing committees:

- A. Membership.** The purpose of the membership committee is to foster membership in USOA by planning for annual membership renewals, conducting outreach to public sector offices, reviewing eligibility of new member applicants, monitoring the application process, and providing other related services.

- B. Member Services.** The purpose of the member services committee is to provide resources and opportunities for members by publishing the USOA's newsletter, providing member offices with technical and other support, encouraging full participation of members in activities of the USOA, identifying candidates for leadership positions within the USOA, and providing other related services.
- C. Outreach and Development.** The purpose of the outreach and development committee is to promote and encourage the establishment of classical, legislative Ombudsman offices by providing educational and technical consultation and other services to local, state, and federal governments, agencies, and organizations. The outreach and development committee, upon request, may also provide educational and technical consultation and other assistance to local, state, and federal governments, agencies, and organizations that are in the process of establishing non-legislative public sector Ombudsman offices.
- D. Conferences and Training.** The purpose of the conferences and training committee is to develop specialized training and professional development opportunities for members by planning for annual conferences and training seminars.

ARTICLE V. Executive Officers.

The Board of Directors may create executive officers and employees as it shall deem necessary.

ARTICLE VI. USOA Membership.

Section I. Categories of Membership. Membership in the USOA shall consist of three categories: voting, associate, and honorary. Only members of the voting category shall be entitled to vote.

- A. Voting Category.** Only an incumbent public sector Ombudsman, or a paid or unpaid staff member of a public sector Ombudsman office, or a public official

who performs the Ombudsman function, is eligible for membership in the voting category.

- B. Associate Category.** The associate category shall be open to any individual who is committed to promoting and encouraging the purposes of the USOA.

- C. Retiree Category.** The retiree category shall be open to any individual who is no longer working 32 hours or more per week in any paid capacity and who for a minimum of two years has served as a public sector ombudsman, a staff member of a public sector ombudsman office, or a public official who has performed the ombudsman function, and who also has been a USOA member; provided further that the individual continues to support USOA activities and is committed to promoting and encouraging the association's purpose.

- D. Honorary Category.** The honorary category shall be restricted to those individuals or organizations designated by the USOA on the basis of their outstanding contribution to the Ombudsman movement:
 - (1) by engaging in research, academic or applied, which has significantly furthered the understanding of the Ombudsman institution;
 - (2) by engaging in research, academic or applied, which has fostered the growth of the Ombudsman institution in America;
 - (3) by assuming a leadership role in proposing, promoting or implementing the establishment of an Ombudsman's office or Ombudsman's offices; or
 - (4) by providing financial support for the benefit of any of the purposes included in paragraphs (1), (2) or (3) of Article VI, Section I, subsection(C).

Any voting member of the USOA may nominate an individual or organization for honorary membership, either pursuant to the procedure set forth in Article VII, Section 4, or by offering the nomination for consideration at the annual meeting of the USOA. If the said nomination is to be offered at the annual meeting, then the member intending to offer that nomination must notify the President and

Secretary of the Board of Directors of his or her intent to make that nomination, in writing, at least thirty calendar days prior to the annual meeting. The said notification must provide supporting documentation demonstrating the qualifications of the nominee to be recognized as an honorary member of the USOA.

Section II. Classification of Members. The Board of Directors shall review annually the membership and the several classifications of members and shall assign each member to the appropriate classification. The Board of Directors may designate one or more of its members to act on the Board's behalf in approving applications for membership. Notice of the recommended classification shall be given to each member affected.

Section III. Meetings of the Membership. A regular meeting of the voting membership shall be held once each year at a time and place designated by the Board of Directors. The meetings may be held within or without the State of Alaska.

Section IV. Powers and Rights of Members. Voting members of the USOA in good standing have the power:

- (1) to elect Directors of the USOA;
- (2) to remove from office any director or officer for good and sufficient cause, at the annual meeting of members;
- (3) to hear, consider, and approve or disapprove reports of the Board of Directors, officers, and committees of the USOA;
- (4) to modify, suspend or veto any decision of the Board of Directors, except for decisions made pursuant to Article VIII of the Bylaws, by an affirmative vote of a majority of all the voting members in attendance at the annual meeting of members;
- (5) to hear and act as final arbiter in any dispute between or concerning the Directors, the officers, or individual members; and
- (6) to amend these Bylaws as provided in Article VIII.

Voting members may adopt resolutions for the guidance and direction of the USOA at the annual meeting, and such resolution shall be binding on the Board of Directors and continue in effect until the next annual meeting of members. Resolutions shall be presented to the membership in writing. Each member shall have the right at reasonable times to inspect the books of account and membership records of the USOA, upon written request to the Secretary-Treasurer.

Section V. Chapters of the Association. On application to the Board of Directors, and subject to the Board's approval, at least three voting members of the USOA in good standing shall have the power to organize chapters of the USOA. Chapters shall have the power to select chapter officers, determine chapter dues, and set criteria for membership, except that each member of a Chapter must be a member of the USOA in good standing. A chapter chair may serve as an ex-officio, non-voting, member of the Board.

Chapter chairs shall report the activities of their chapter to the Board on a semi-annual basis. Chapters of the USOA shall operate in accordance with the purposes of the USOA, as specified in Article II of these Bylaws.

ARTICLE VII. General Provisions

Section I. Seal. The seal of the USOA shall be circular in form and shall have inscribed thereon the words: "U.S. Ombudsman Association," the state of incorporation, and words, "corporate seal."

Section II. Checks. All checks, drafts or other orders for payment shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section III. Fiscal Year. The fiscal year of the USOA shall be fixed by resolution of the Board of Directors.

Section IV. Voting by Mail. In addition to votes that are conducted at the annual meeting of the USOA, the voting members of the USOA may vote by United States mail on any resolution or other proposal that is within the power of the voting members to adopt, including, but not limited to, motions to amend these Bylaws pursuant to Article VIII, Section II. Any voting member of the USOA may offer a resolution, proposal, or motion to amend by submitting the said resolution, proposal, or motion to amend, in writing, to the President and Secretary of the Board of Directors. The resolution, proposal, or motion to amend thus submitted must receive a second from another voting member of the USOA, which second must also be submitted, in writing, to the President and Secretary of the Board of Directors. Upon receipt of such a resolution, proposal, or motion to amend and the second to that resolution, proposal, or motion to amend, and after consulting with the President of the Board of Directors, the Secretary shall send by United States mail to each of the voting members of the USOA notification of the said resolution, proposal, or motion to amend, together with the text of the resolution, proposal, or motion to amend. With the said notification, the Secretary shall also send a ballot authorizing each voting member to cast a vote in favor of or in opposition to the said resolution, proposal, or motion to amend, by sending his or her vote to the Secretary by return mail. The said notice shall also include a statement advising the voting members of the deadline set by the Secretary for the return of their ballots. The said deadline shall be so set so as to allow the voting members at least thirty calendar days from the date of the mailing of the ballots by the Secretary in which to return their ballots. Upon expiration of the deadline, the Secretary of the Board of Directors shall canvass and count all ballots received prior to expiration of the deadline. After canvassing and counting all of the ballots received prior to the deadline, the Secretary shall prepare a certification notifying all voting members of the results of the balloting.

ARTICLE VIII. Amendments.

Section I. By the Board of Directors. Any provisions of these Bylaws, except for Article II, Section I, and Article IV, Section II, subsection A, and Article VI, Section IV, paragraph (4), and Article VI, Section IV, paragraph (6), and Article VIII, may be altered, amended or repealed or new Bylaws may be adopted, at any meeting of the Board of

Directors by an affirmative vote of two-thirds of the then Directors of the Board. Article II, Section I, or Article IV, Section II, subsection A, or Article VI, Section IV, paragraph (4), or Article VI, Section IV, paragraph (6), or Article VIII may be altered, amended or repealed at any meeting of the Board of Directors by a unanimous vote of the then Directors of the Board. No provision of these Bylaws may be altered, amended or repealed by action of the Board of Directors unless the Directors of the Board are given fourteen days notice of the proposal to adopt such alteration, amendment or repeal. The said notice should include the text of the changes to the Bylaws and the reasons for such changes.

Section II. By the Voting Members. Any provisions of these Bylaws, except for Article II, Section I, and Article IV, Section II, subsection A, and Article VI, Section IV, paragraph (4), and Article VI, Section IV, paragraph (6), and Article VIII, may be altered, amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two thirds of all of the voting members of the USOA in good standing. Article II, Section I, or Article IV, Section II, subsection A, or Article VI, Section IV, paragraph (4), or Article VI, Section IV, paragraph (6), or Article VIII may be altered, amended or repealed by an affirmative vote of four-fifths of all of the voting members of the USOA in good standing.

IN WITNESS WHEREOF, I have signed and acknowledged these Bylaws as adopted pursuant to the Articles of Incorporation on the dates indicated below.

Signed on this 20th day of November, 2012.

A handwritten signature in black ink, appearing to read 'Robin K. Matsunaga', with a long horizontal flourish extending to the right.

Robin K. Matsunaga, USOA President