

**BYLAWS**  
**OF**  
**OREGON ENVIRONMENTAL**  
**SERVICES ADVISORY COUNCIL**



Adopted: MARCH 9, 2017  
(date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact Atkin & Associates Center for Nonprofit Law.

**BYLAWS**  
**OF**  
**OREGON ENVIRONMENTAL SERVICES ADVISORY COUNCIL**

**ARTICLE I. PURPOSE**

Section 1. Purpose. The purposes of Oregon Environmental Services Advisory Council, "OESAC," are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Oregon Environmental Services Advisory Council include the following:

To participate in the development of sound environmental policy; promote public awareness and education; and promote interagency coordination, assistance, and partnership in fulfilling a shared vision of environmental protection. Primarily, this entity will:

- a. Advise agencies regarding ways to achieve optimum education and training for people in the environmental/ecological technical/professional career options.
- b. Coordinate educational offerings among community colleges, private trainers, universities, professional organizations, and industry to achieve optimum offerings to meet workforce needs.
- c. Promote education opportunities in emerging environmental areas.
- d. Balance training with workforce needs and emerging technology.
- e. Manage the State of Oregon Continuing Education Units (CEU) program for Environmental Training.
- f. Coordinate closely with professional organizations such as American Water Works Association, Pacific Northwest Clean Water Association, Oregon Association of Water Utilities, American Public Works Association, American Society of Civil Engineers, Water Environment Federation, Oregon Onsite Wastewater Association, business and industry groups.
- g. Prepare database files for activity reports CEU actions, and meetings of the entity.

**ARTICLE II. BOARD OF DIRECTORS**

Section 1. Duties of the Board. The Board of Directors will establish the corporation's

policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Members of the Board of Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Oregon Environmental Services Advisory Council, and must have expertise in areas relevant to the needs of the organization.

The Board of Directors shall aim to obtain the following Board composition:

- a) Three Directors from agencies of the State of Oregon
- b) Three Directors from professional societies, committees, municipalities, and agencies; and
- c) Three members from Oregon community colleges and/or private Industry

Section 3. Number of Directors. The Board of Directors must consist of no fewer than three and no more than nine members.

The members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new Directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve one-year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 5. Selection of Directors.

A) Nominations. Directors shall serve only until the next annual election of Directors, when Directors may be re-elected and any new Directors may be elected by the then current members at an annual meeting of the Board members held for that purpose. Nominations for new Board members may be made by the Board of Directors or by individual Board members.

B) Election Process. Each Board member will have the right to vote only for as many persons as there are Director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

C) Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

D) Annual Meeting of the Board. The election of Directors will take place at the annual meeting of the Board, which will be held during the 4<sup>th</sup> quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board decides by resolution to set it at a different time of the year.

Section 6. Removal of Directors. A position on the Board of Directors shall be declared vacant by the Board of Directors when the person holding such position fails to attend two (2) duly called regular meetings for which such person has received notification, except when such person is prevented from attendance because of illness, emergency absence from the state, or is previously excused by the Board President. If the Board member who is absent fails to request an excused absence, the absence shall be deemed unexcused.

Directors may be removed with or without cause by a vote of two-thirds (2/3) of the members of the Board. Proper notice must be given in advance, as required for an annual Board meeting, or for a regular meeting of the Board, or as required for a special meeting of the Board, whichever is appropriate, stating that the removal of a Director is to be considered.

Section 7. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Election of Officers. During the Annual Board Meeting, the Board shall also elect the Officers of the corporation. The officers of the organization shall be President, Vice President, Secretary, and Treasurer.

Section 9. Filling Vacancies. Any vacancy in the Board of Directors shall be filled by appointment by the Board of Directors within sixty (60) days of vacancy. A Director appointed to fill a vacancy will serve the remainder of the term normally associated

with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the corporation.

Section 11. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Telephonic Meetings. Meetings may be held by telephone, video conferencing, internet based communication or other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 15. Decisions by Mail or Email. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of a majority of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board by mail, fax or email, with clear instructions that this process requires a majority of the Directors to vote "yes" for the motion to pass. If the motion is sent by email then each Director must send their vote

by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. A printed record of each Director's vote must be kept in the corporate records.

Section 16. Meetings. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year.

Section 17. Executive Session Meetings. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to insure the confidentiality of the matters contained in the minutes. The Secretary shall take care to

record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

Section 18. Notice of Meetings. Notice must be given to every member of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than forty-eight hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.

Regular meetings: Regular meetings shall be held at least quarterly and may be rotated throughout the state, or for the benefit of an agency or region interested in a particular topic. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 19. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the corporate Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place.



The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 20. Authority of Directors. The President shall be the official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the organization or make agreements on behalf of the organization without specific approval by the Board of Directors to do so.

### ARTICLE III. OFFICERS AND STAFF

Section 1. Officers. The Officers of Oregon Environmental Services Advisory Council must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a president, secretary and treasurer. The Board of Directors may also elect a vice president/president elect, a chairperson, and other Officers as desired. The same person may not hold the offices of President and Secretary at the same time, but the same person may hold any other two offices. Officers do not have to serve simultaneously as members of the Board of Directors.

Officers who are not members of the Board of Directors have no right to vote on Board decisions.

Section 2. Election and Term of Office. The Officers of Oregon Environmental Services Advisory Council will be elected by the Directors. During the Annual Membership Meeting for the election of Directors, the Board will also elect new Officers of the corporation. Officers will serve one-year terms. Any officer may not serve more than two (2) consecutive years in any given office.

Section 3. Removal. Any officer elected by the Directors or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may appoint an Officer to fill such a vacancy. The appointed Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice President/President Elect. In the absence of the President or in the event of the President's inability to act, the Vice President will perform the duties of the President. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President will also perform other duties assigned by the Board of Directors. More than one Vice President position may be created and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each Council member as provided by such member; e)

ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports on the financial affairs of the corporation at least once each quarter at a meeting of the Board of Directors; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board of Directors may elect a Chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes in to executive session to meet without the Executive Director's presence.

#### ARTICLE IV. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

##### Section 2. Executive Committee.

A. The Board may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees must consist of two or more Directors who are simultaneously members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee, and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

B. The Executive Committee must comply with the provisions of the bylaws concerning the meetings and decision of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes,

which must be provided to the full Board. Unless the Board of Directors decides otherwise by the majority vote of all of the Directors in office, the Executive Committee will consist of the President, Secretary, and Treasurer, as well as the Vice President if there is one, so long as those Officers are simultaneously serving as members of the Board of Directors.

### Section 3. Other Committees.

A. The Board may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees. These are all "non-Board committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee. As soon as reasonably possible the Board shall establish a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping,

who is not the organization's check signer or bookkeeper. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the Board President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that

power to the Board President or to the members of the committee.

Section 6. Limitation on Powers. No committee may a) elect, appoint, or remove any officer, any member of the Board of Directors, or member of the Executive Committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

#### ARTICLE V. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board of Directors or of an officer as defined in these bylaws. However, the corporation may pay compensation to Officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Members of the Board of Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) conflict-of-interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director or other staff or committees. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are

fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of some trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization, or signs checks for the organization. This need not be a formal General Accepted Accounting Principles (GAAP) audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the corporation is the calendar year.

Section 6. No Discrimination. In the delivery of its services to the public, Oregon Environmental Services Advisory Council does not discriminate for or against any

person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VI. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles or bylaws, and the affirmative vote of at least two-thirds of the entire Board of Directors is necessary and sufficient to do so. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Oregon Environmental Services Advisory Council, as duly adopted by the Board of Directors on the 3 day of October, 2016.

Signed this 3 day of October 2016.

Dottie Reynold DR  
Secretary of Oregon Environmental Services Advisory Council