

## BYLAWS

### OREGON ENVIRONMENTAL SERVICES ADVISORY COUNCIL

#### PREAMBLE

The Oregon Environmental Services Advisory Council (“ESAC”) is comprised of municipal corporations, state agencies, institutions of higher education (“Public Entities”), other nonprofit entities and private parties that have been formed to serve the public or public entities by providing education or environmental services relating to solid waste, drinking water distribution and treatment, wastewater collection and treatment; regulation and prevention of discharge of toxic/hazardous substances into the environment; providing beneficial use of reclaimed water, biosolids, and compost; collecting and managing stormwater runoff, and educating the public about environmental technical issues. It is incumbent on Public Entities to protect and enhance water quality and environmental issues in the most cost-effective and efficient way possible. Cooperation among Public Entities in matters of common concern will benefit all of the people served by these entities.

#### ARTICLE I – NAME AND PURPOSE

##### Section 1 – Name:

This nonprofit corporation shall be known as the Oregon Environmental Services Advisory Council (ESAC), and shall be a nonprofit association in fact.

##### Section 2 – Purpose:

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. Maintain reciprocity in CEU and certification programs
- g. Coordinate closely with professional organizations such as American Water Works Association, Pacific Northwest Pollution Control Association, Oregon Association of Water Utilities, American Public Work Association, American Society of Civil Engineers, Water Environment Federation, business and industry groups.
- h. Prepare database files for activity reports CEU actions, and meetings of the entity.

### Section 3 – Application Procedure:

Any potential member may become a member by applying to the ESAC and by paying the membership fee for the current year in advance. The fee shall be set annually by resolution of the Board. In Lieu of fees, the Board may accept services in kind.

### Section 4 – Termination of Membership:

Membership may be terminated by failure to pay fees or provides services in kind within ninety (90) days of the invoicing date or within ninety (90) days of approval of membership and notification to the office of ESAC by the Treasurer. The ESAC may terminate membership for nonpayment of fees.

## ARTICLE II – FINANCE

### Section 1 – Budget:

The newly elected Board of Directors shall prepare and present to the ESAC a proposed budget, and the Board shall adopt the budget by the November meeting. The adopted budget shall be for the ESAC for the current fiscal year and shall adequately provide for all entities of the ESAC.

### Section 2 – Membership Fees:

The Board may adopt fees for all membership categories and may adjust fees in exceptional circumstances. The Board shall annually perform a financial summary of financial records.

### Section 3 – Billings:

Billings for the annual fees for the fiscal year January 1 through December 31 will be sent out by March 31 of each year and fees are to be paid within ninety (90) days of the invoicing date.

### Section 4 – Expenditures:

No funds from membership fees shall be expended unless authorized by the adopted budget and only in furtherance of the purposes of the ESAC.

### Section 5 – Employ Fidelity Insurance:

The ESAC may secure and maintain employee fidelity insurance coverage in the amount of One Hundred Thousand Dollars (\$100,000.00) covering all person having authority to disburse or receive monies for the account of ESAC.

### Section 6 – Audit:

The Board of Directors shall cause to have prepared an annual audit of its financial records by the Secretary-Treasurer.

### ARTICLE III – BOARD OF DIRECTORS

#### Section 1 – Membership:

There shall be not less than one (1) nor more than thirteen (13) members of the Board of Directors, with one (1) member designated as Chair by the membership. The Board of Directors and Chair shall be selected as provided below. The Board of Directors shall consist of individuals who are representatives of the membership category.

#### Section 2 – How Elected:

The Board of Directors shall consist of a representative of the following:

- (a) Three members from agencies of the State of Oregon;
- (b) Three members from professional societies and committees;
- (c) Three members from educational institutes; and,
- (d) Two members for the private sector

Upon the motion of any two (2) members of the Board of Directors, any resolution or directive approved by the Board of Directors may be referred to the general membership at the next regular meeting to be held at least thirty (30) days hence from the date of referral unless the Board of Directors, by a two-thirds (2/3) vote over-rides the referral motion.

Should a Director resign during his/her term of office, the remaining Directors, by majority vote, shall fill the vacancy by appointment.

#### Section 3 – Term of Office:

Each position on the Board of Directors shall be for a term of one (1) year or until successors are elected and qualified.

#### Section 4 – Removal for Cause:

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 Chair. If the Board member who is absent fails to request an excused absence, the absence shall be deemed unexcused. A Director may also be removed for cause by a vote of two-thirds (2/3) of the members of the Board.

## Section 5 – Meetings and Quorum:

Regular meetings of the Board of Directors shall be held at least quarterly. All decisions shall require a majority vote of the Board members unless otherwise specified in these Bylaws or the Articles of Incorporation. A quorum shall consist of a majority of the Board members and a majority of a quorum may make decisions. Special meetings of the Board of Directors may be held at the call of the Chair or upon the call of any three (3) members by giving not less than three (3) days notice. Regular meetings of the Board of Directors shall be held at the office of the ESAC unless otherwise designated by the Chair. A Board member may appoint a person to attend a meeting(s) and vote or otherwise act on his/her behalf by written instrument delivered to the Secretary. The instrument shall be for a period not to exceed three (3) months and may be revoked at anytime in writing by the Board member or upon the death or incapacity of the Board member. The instrument may be renewed for successive three (3) month periods.

## Section 6 – Duties and Powers:

The Board of Directors shall have general supervision over all affairs of the organization subject to the will of the ESAC expressed at any duly called meeting. The Board of Directors may appoint a Chief Executive Officer and may appoint other officers who shall hold office at the pleasure of the said Board. The Board of Directors shall formulate policies of the ESAC subject to the expressed will of the ESAC and shall direct the activities of the Chief Executive Officer or Chair in execution thereof. The Board of Directors shall do any and all other things necessary to accomplish the purposes of this ESAC. In the absence of a Chief Executive Officer, the Chair shall undertake to execute the policies of the Board.

## ARTICLE IV – OFFICERS

### Section 1 – Officers:

The officers of ESAC shall be the President, Vice-President, and Secretary Treasurer, who shall be elected by the membership.

### Section 2 – Terms of Office:

All officer's terms shall be for the period of one (1) year or until a successor is elected. Any officer may not serve more than two (2) consecutive years in any given office. There shall be no limit on the term of an appointed officer performing staff functions.

### Section 3 – Vacancies:

Any vacancy in the office shall be filled by appointment by the Board of Directors within sixty (6-) days of the vacancy.

## ARTICLE V – COMMITTEES

### Section 1 – Committees:

The Board of Directors may appoint committees as necessary from a broad cross-section of the membership to make recommendations to the ESAC.

### Section 2 – Committee Chairs:

Board members shall be designated as committee chairs.

## ARTICLE VI – MISCELLANEOUS

### Section 1 – Annual Meeting:

The annual meeting of the ESAC shall be held at the discretion of the Board of Directors during the month of November. The place of the meeting shall be determined by the Board of Directors. The program of the annual meeting shall be arranged by or under the direction of the Board of Directors.

### Section 2 – 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 subject.

### Section 3 – Special Meetings:

Special meetings of the ESAC may be called by an affirmative vote of two-thirds (2/3) of the Board of Directors with notice given to the membership at least seven (7) days prior to the meeting. The notices shall state the purposes of the meeting.

### Section 4 – Amendment of Bylaws:

These Bylaws may be altered, amended or repealed by the Board of Directors or members at any regular meeting or any special meeting called for that purpose. Notice of any meeting of Directors at which an amendment is to be approved shall be provided to the membership at least seven (7) days prior to the meeting. The meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The Board of Directors may amend or repeal the Bylaws by a two-thirds (2/3) vote at any duly called meeting. The members, at any duly called meeting, may also amend the Bylaws by a two-thirds (2/3) vote of the members present. Notices of meeting shall be mailed to the last-known address of the Board of Directors or members as shown on the books of the corporation as of the date of the giving of notice.

### Section 5 – Parliamentary Rules:

All question of parliamentary procedure shall be decided according to Robert's Rules of Order, latest revision.