

OREGON REGION CONSTITUTION & BYLAWS

CONSTITUTION

ARTICLE I

Name

The name of this organization shall be the PACIFIC NORTHWEST CLEAN WATER ASSOCIATION, OREGON REGION (PNCWA/OR) hereinafter designated as the Region.

ARTICLE II

Affiliation and Geographical Area

The Region shall be a member of the Pacific Northwest Clean Water Association (PNCWA), hereinafter designated as the Association, and shall participate in the activities of that organization. It is the intent that the Constitution and Bylaws of this Region to be in harmony with the Constitution and Bylaws of the Association.

The geographical area of the Region shall correspond to the geographical area described in the Bylaws of the PNCWA.

ARTICLE III

Objectives

The objectives of this Region shall be:

Section 1: The advancement of fundamental and practical knowledge concerning the water environment, its basic qualities, and the physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic and biological needs of the earth's inhabitants, including the design, construction, operation, and management of water quality control systems and facilities.

Section 2: The promotion and encouragement of actions necessary for enhancement and preservation of the water environment.

Section 3: The encouragement of a friendly exchange of information and experience among water quality professionals in this Region, and other interested persons by seminars, schools and special events and an annual meeting of its members; affiliation with the WATER ENVIRONMENT FEDERATION (WEF) and the Association, and participation in the activities of those organizations.

Section 4: The encouragement of the formation of local Sections within the Region whose objectives and bylaws are in harmony with the purpose of PNCWA.

ARTICLE IV

Membership

The membership of the Region shall consist of persons and organizations interested in any of the objectives of the Association and having such qualifications as are prescribed in the Association's Bylaws for the various grades of membership.

ARTICLE V

Officers and Executive Committee

Section 1: All officers shall be Active or Professional Wastewater Operations (PWO) members of the Association and shall be members of the Water Environment Federation.

Section 2: Executive Committee Membership

- a) The officers of the Region shall be:
 - i. Regional Director
 - ii. Secretary-Treasurer
 - iii. Executive Committee
 - iv. Regional Director Elect
- b) The Regional Director shall appoint the Executive Committee.
- c) The Executive Committee shall be representative of the geographical area of the Region and be no more than Twelve (12), nor less than Five (5) persons.
- d) The Regional Director of the Region shall be the presiding officer of the Executive Committee.
- e) The Regional Director shall serve as a member of the Association Board representing the interests of the Region to the Association.

Section 3: Duties of the Executive Committee

- a) Shall be the legal representative of the Region and shall manage its affairs and establish policies subject to the conditions and limitation prescribed in this Constitution and the Region's Bylaws.
- b) Shall adopt an annual budget upon recommendation of the Secretary-Treasurer of the Region.

ARTICLE VI

Terms of Office

Section 1: The term of office of the Region Director shall be for three (3) years. The appointed/elected individual to the Office of Secretary-Treasurer shall be eligible for multiple successions.

Section 2: In the event the Regional director is not replaced, the Regional Director shall preside until a replacement can be found or elected.

Section 3: The terms of the other Executive Committee members shall be three (3) years with terms of office staggered such that no more than one half of the board members are replaced in any given year. The Executive Committee members shall be eligible to succeed themselves.

ARTICLE VII

Amendment

Section 1: Amendments to the Constitution may originate in the Executive Committee or may originate through them upon petition of 100 or more eligible voting members of the Region. All proposed amendments shall be submitted in writing to the Executive Committee.

Section 2: The Association must approve the Region's Constitution and any revision(s).

Section 3: The Constitution may be amended by a two-thirds (2/3) majority of the eligible voting members present and voting at the Annual Meeting or by a two-thirds (2/3) majority of the total eligible voting members in a letter or e-mail type ballot. Copies of the proposed amendments to the Constitution shall be physically or electronically mailed to the eligible voting members at least thirty (30) days prior to the Annual Meeting or the letter ballot.

ARTICLE VIII

Limitation of Activities

Section 1: The Region is formed exclusively for educational purposes within the meaning of Section 501 (C) (3) of the United States Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Section 2: No part of the net earnings of the Region shall inure to the benefit of or be distributable to its members, officers, or other private persons except that the Region shall be authorized and empowered to pay reasonable compensation for expenses incurred.

Section 3: The Region shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 4: Notwithstanding any other provisions of these articles, the Region shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

Disposition of Assets Upon Dissolution

Upon the voluntary termination and dissolution of this corporation (Region), after paying or adequately providing for the debts and obligations of the corporation (Region), the remaining assets shall be distributed as determined by the Officers of the Region to a nonprofit fund, foundation, or corporation which is organized and rated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.

ARTICLE X

Indemnification

Section 1: The Region shall indemnify any past, present, or future Officer, Committee Member, Volunteer, or Employee, hereinafter designated as Officer, of the Region against legal expenses and liabilities reasonably incurred or imposed on the Officer in connection with serving the Region. The provisions of this Article shall also apply to the legal representatives of the

deceased persons who were Officers. An Officer's rights hereunder shall not be assignable without the prior written consent of the Region.

Section 2: The Region shall not indemnify any Officer if it is determined by the Region that the Officer has:

- a) Engaged in fraudulent, criminal, malicious, or knowingly wrongful conduct;
- b) Gained personal profit or advantage which is either in breach of the Officer's fiduciary duty to the Region or represents a conflict of interest with the Region;
- c) Breached a professional duty by reason of any negligent act, error, or omission committed in the performance of professional duties unrelated to the Region;
- d) Not acted in good faith;
- e) Engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction, a violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead or culminate in any sexual act; or
- f) Violated the provisions of the Employee Retirement Income Security Act of 1974 or similar Federal legislation.

Section 3: The Region shall indemnify an Officer only if the Region determines the Officer acted reasonably, in good faith, in a manner not opposed to the best interest of the Region and had no reason to believe his/her actions were unlawful.

Section 4: The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable law.

BYLAWS

ARTICLE I

Classification of Members

Section 1: The membership of the Region shall consist of all PNCWA members of any recognized classification within the Region as defined in the PNCWA Constitution and Bylaws.

ARTICLE II

Annual Meetings

Section 1: Annual Meetings will normally be held in the spring and the term of office of Executive Committee Members will commence at the following Association Annual Meeting.

Section 2: Special meetings may be held at such times and places as designated by the Executive Committee.

Section 3: Notices of the Region annual business meeting shall be published by the Secretary-Treasurer at least thirty (30) days in advance.

ARTICLE III

Educational Activity Funding and Loans

Section 1: Financial assistance will be available from the Region to Sections using the name PNCWA and/or WEF in conjunction with any part of a proposed training activity. Such assistance will be in the form of grants and/or interest-free loans for educational purposes such as seminars, short schools or any other educational endeavor, when approved by the Executive Committee. The purpose of the grants/loans will be for underwriting costs of setting-up and administering the educational function and will be repaid from funds obtained by registration fees.

Section 2: All education and training activities and seminars held under the auspices of, or using the names PNCWA, WEF, or using the local Oregon Region/Section name will reimburse both the Oregon Region and the sponsoring Section(s) within 90 days of the conclusion of the training activity in accordance with the formulae established in paragraphs below:

- a) Funds Distribution to the Oregon Region. Each attendee (person) engaged in training/education under the whole or partial sponsorship of the PNCWA and/or WEF

will be assessed a minimum of one dollar (\$1) per training day or part thereof. One training day shall be defined as a period of three (3) hours or more. Funds generated will be collected by the training sponsoring agent and mailed to the permanent Secretary-Treasurer of the Region. The Region will further distribute funds from their treasury at the Region's annual business meeting to all active Sections in the Region based on requests for such funds. Requests for funds must be made via phone, e-mail, FAX, or mail to the Secretary-Treasurer of the Region at least 15 days prior to the Region's annual business meeting, as defined by the Bylaws Article II, Section 1.

- b) Funds Distribution to Sponsoring Section(s). Each attendee (person) engaged in training/education under the whole or partial sponsorship of the PNCWA and/or WEF will be assessed a minimum of one dollar (\$1) per training day or part thereof. One training day shall be defined as a period of three (3) hours or more. Funds generated will be collected by the sponsoring agent and mailed to the permanent Secretary-Treasurer of the Sponsoring Section(s) under whose direction the activity is being or has been conducted.

Section 3: All funds accrued through training by the Region and the sponsoring Section(s) will be used for the legitimate operation of the Region and Section(s). Attachment A to the Bylaws is intended to be used as an example to guide the training sponsoring Section(s) in the application of the formulae for the collection and distribution of training fees.

Section 4: Funds distributed to the sponsoring Section(s) (Bylaws, Article III, Section 2.b.) shall be divided proportional to each sponsoring Section's contribution to the training activity. Distribution will be made to those Section(s) within the PNCWA region only. Section(s) sponsoring training have the responsibility to make a full accounting of the activity to the Region Secretary-Treasurer within six (6) months of the conclusion of the activity.

ARTICLE IV

Elections of Officers

Section 1: The Regional Director shall be elected by a majority vote of Region members attending the Region's Annual Meeting, and shall take office at the annual PNCWA meeting in the fall. Candidates for Region Director shall:

- a) Have served at least one (1) year on the Executive Committee or,
- b) Have been an officer in a constituted local Section for at least one (1) year

Section 2: The Regional Director shall be empowered to appoint an Executive Committee according to the Oregon Region Constitution; Article V, Section 2b.

ARTICLE V

Duties of Officers

Section 1: The Regional Director shall supervise the affairs of the Region and shall preside at meetings during the term of office following the annual PNCWA meeting at which the Director assumes office. The Director shall represent the Region on the PNCWA Board of Directors and shall present a report on the activities of the Region to the Association Board at the meetings of the Association.

Section 2: In the absence of the Region Director the Secretary-Treasurer shall act in place. In case the Secretary-Treasurer cannot act, the Regional Executive Committee shall appoint a chairperson pro-tem.

Section 3: Should the Office of the Region Director become vacant for any reason the Region Executive Committee shall appoint a successor who shall remain in office until the next regular annual meeting of the Region.

Section 4: In the case of a vacancy in the office of Secretary-Treasurer, the Region Executive Committee shall appoint an active member of PNCWA who is a Region member to fill the office for the unexpired term.

Section 5: In the event a vacancy occurs on the Executive Committee and the member has been named by a Section or Sections, this Executive Committee member may be replaced by that Section or Sections within ninety (90) days of the vacancy. In the event no replacement is named within ninety (90) days, the Executive Committee may fill the vacancy.

Section 6: The Regional Director shall be ineligible for re-election to that office.

a.) If there is no replacement for the Regional Director, then the Regional Director may fill the position until a replacement can be found.

Section 7: The Regional Director Elect shall become the Regional Director at the end of the Regional Director's term.

Section 8: The Secretary-Treasurer shall, subject to the direction of the Executive Committee, collect and administer all revenues of the Region. The Secretary-Treasurer shall pay all just bills levied against the Region. This Officer shall keep financial records and report at the annual business meeting all receipts, expenditures, and debts of the Region. This Officer shall maintain a complete record of all of the Region's activities and transactions.

Section 9: The Region Executive Committee shall direct all business of the Region between annual business meetings. The Region Executive Committee shall meet at least twice a year in addition to meeting at the Region's annual business meeting. If possible one of those meetings should be at the site of another Region-sponsored training activity. A majority of the members of the Region Executive Committee present shall constitute a quorum and all actions shall require a majority vote.

Section 10: Each year the Region Director shall attempt to attend at least one scheduled meeting of each active and represented Section during the term of office. The Region Director shall prepare a newsletter at least once per year summarizing activities of the Region, which shall be mailed to the Secretary-Treasurer of each active Section. Further, a summary report shall be presented on the Region's educational activities to the PNCWA Board of Directors at their annual meeting. The Region Director shall act as a liaison between the PNCWA Board of Directors and the Region.

ARTICLE VI

Local Sections

Section 1: Any regional affiliation of individuals representing wastewater treatment or collection systems, industrial waste facilities or organizations whose objectives are in harmony with those of the Association may be granted membership in the Association as a Section by a majority vote of the Region Executive Committee and the Association Board.

Section 2: Section governance shall be through the Regions and operated under the Region's Constitution.

Section 3: Section shall have their own Bylaws, which must be approved by the Region Executive Committee and the Association Board and certified as being in accord with Article 3 of the Constitution of the Association.

Section 4: Membership in a Section need not be restricted to those who are members of the Association but all Section members are Affiliates of the Association.

Section 5: Sections shall have a President and Secretary-Treasurer at a minimum. The President and Secretary-Treasurer shall be Active or PWO members of the Association. Section Officials and their duties shall be specified in the Section Bylaws. Officers and members of the Section shall be reported to the Region. The Regional Director will report this information to the Association.

Section 6: Sections may collect only their own Section dues.

Section 7: Any Section may be excluded from the Region by a majority vote of the Region Board, for any change in its Bylaws or objectives that may bring it into conflict with the Constitution of the Association or its general objectives.

Section 8: Modifications to the existing Bylaws of a Section shall be reported to the Secretary of the Association with thirty (30) days after adoption by the Section. Such modifications shall be approved by the Region's Executive Committee and the Association Board before taking effect. After receiving proposed modifications which have been approved by the Region's Executive Committee, the Association Board shall review and respond within six (6) months or the modifications shall be considered approved.

Section 9: Local Sections are eligible for representation by one of their members, on the Executive Committee under the following conditions:

- a) Any common interest group recognized by PNCWA and/or a PNCWA Region may elect a representative to serve a two-year term on the Oregon Region Executive Committee.

ARTICLE VII

Committees

Section 1: The Regional Director is empowered to appoint such Committees as may be required to advance the interests of the Region and to enable it to fulfill its objectives.

Section 2: The Executive Committee shall consist of the membership as outlined in the Constitution.

ARTICLE VIII

Amendments

Section 1: The Bylaws may be amended by a two-thirds (2/3) majority of the Executive Committee present and voting at a regularly called meeting of the Committee where a quorum exists, or by a two-thirds (2/3) majority of the total Executive Committee in a letter ballot. Copies of the proposed amendments to the Constitution and Bylaws shall be physically or electronically mailed to the Executive Committee members at least thirty days prior to the regularly called meeting of the Committee or the letter ballot.

Section 2: Amendments to the Bylaws may originate in the Executive Committee, or may originate through the Executive Committee upon petition of twenty-five (25) or more Eligible Voting Members of the Region.

Section 2: The Constitution and Bylaws for the Region shall be submitted to the PNCWA Secretary who shall refer them to the Association Board for review and adoption.

Section 3: Modification to the Region's Constitution and Bylaws shall be submitted to the Secretary of the Association for approval by the Board within sixty (60) days after its adoption by the Region. The Association Board shall review and respond with six (6) months or the modifications shall be considered approved.

ARTICLE IX

Indemnification

Section 1: The Region shall indemnify and hold harmless each Member and Officer, as defined in Articles I and IV of this document, against any and all expenses and liabilities, including attorney's fees, or any settlement thereof, incurred or imposed upon any Officer or Member arising out of any proceeding to which the Officer or Member is a party or may become involved solely by reason of being or having been a Member, Officer, or other status of membership defined by the Region or Association at the time such expenses and liabilities are

incurred, except in such cases wherein such Member or Officer is adjudged guilty of willful malfeasance, acts or omissions in bad faith, intentional misconduct, or known violation of law.

Section 2: The Region shall eliminate all personal liability of its Executive Committee members for any breach of fiduciary owed to the Region, except in such cases wherein such Executive Committee member is adjudged guilty of willful malfeasance, acts or omissions in bad faith, intentional misconduct, or known violation of law, loans to any officer or transaction where an officer obtained an improper personal benefit.

Section 3: The Region shall eliminate all personal liability of its Officers or Members for any personal injury to any person or property arising out of a tort, except in the event that the Member or Officer was personally involved in the tort, or committed a criminal act.

ATTACHMENT A

The intent of this attachment is to provide Section(s) within the Region a formula guide to the distribution of training funds and assist with the accountability of training to the Region under sponsorship of the Section(s).

Example 1, as follows:

The Eastern Oregon Section of the Oregon Region held a 3 day Short School in early April. The training activity was held in the beginning of the week with a total of 6 hours of training on Monday followed by another 7 hours on Tuesday, followed by another 7 hours on Wednesday. There were three sessions as follows; Session A: Water, Session B: Wastewater, and Session C as Combined. The training was conducted by ABC training consultants and well advertised as a AWWA/PNCWA event. There were 100 attendees for the full three days, of which 20 attended Session B on Monday, 23 attended Session B on Tuesday and 18 attended Session B on Wednesday.

The total attendee's for Session B Wastewater was 51 which is what the Oregon Region was sponsoring. These attendees translate to 51 training days, using the formula (20 + 23 + 18). Training charges were established for this event. Employing the funding formula, as outlined in the Bylaws, Article III, Sections 2.a. and 2.b. above, the Region and Sponsoring Section(s) would minimally receive:

Oregon Region's Share:

(\$1 per person per training day) times (51 total training days) = \$51.00
These funds would then be mailed to the Secretary-Treasurer of the Oregon Region within 90 days of the completion of the training event, or in this case by early July.

Sponsoring Section(s) Share:

(\$1 per person per training day) times (51 total training days) = \$51.00

Example 2, as follows:

The West Central Oregon Section and the Lower Columbia Section co-sponsor a two day workshop about Water Reuse. The workshop is worth 1.4 CEU's, .7 per day. (7 training hours per day) The cost to attend is \$170.00 which includes a workbook as well as snacks and lunch. There are 110 attendee's which translates to 220 training days. (110 people X 2 days= 220) This is a PNCWA affiliated workshop, therefore the Oregon Region would receive \$220.00 as per the fore mentioned formula and the co-sponsoring sections would also receive at a minimum \$220.00 each.

This formula is the minimum Region/Section support requirement. The organizing committee for the event maintains front-line responsibilities to ensure all obligations are met, i.e. payment for the ABC trainers, hotel and travel expenses, etc. **After all bills are paid the training committee returns left-over funds to the sponsoring Section(s).** More funds (that is more than \$1 per training day per person) can be turned back to either the Oregon Region or the Sponsoring Section(s) as appropriate.

Finally, a summary report of all activities will be sent to the Region's Secretary-Treasurer no later than 6-months after the conclusion of the training activity. In this case a report of the activity will be due by early October. This funding formula will ensure viability of the Oregon Region and encourage local Section support and guidance for all training activities.