



## By-Laws

Umpqua Basin Operators Section

of the

Pacific Northwest Clean Water Association, Oregon Region

### Article I

#### Name

The name of this organization shall be the UMPQUA BASIN OPERATORS SECTION (UBOS), hereinafter designated as the Section.

### Article II

#### Affiliation and Geographical Area

The Section shall be a member of the Pacific Northwest Clean Water Association; Oregon Region hereinafter designated as the Region, and shall participate in the activities of that organization. It is the intent that the Section adopts the Constitution of the Region as stated in Article VI, Section 2 of the Oregon Region Constitution & Bylaws and that the Bylaws of the Section be in harmony with the Constitution and Bylaws of the Region.

The geographical area of the Section shall be Douglas, Coos and Curry Counties in Oregon.

## Article III

### Objectives

The objectives of this Section 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 Section, and other interested persons by seminars, schools, special events and an annual meeting of its members; affiliation with the WATER ENVIRONMENT FEDERATION (WEF), PACIFIC NORTHWEST CLEAN WATER ASSOCIATION (PNCWA) and the Region, and participation in the activities of those organizations.

## Article IV

### Membership

- Student
  - This level is open to all students enrolled in a course of study for water, wastewater or environmental programs within the area as set forth in Article II.
  - This is not a voting position
- Individual
  - This level is open to any person that is an operator in the water or wastewater field including managers of a water or wastewater organization within the area as set forth in Article II.
  - This is a voting position.

- Utility
  - This level of membership is open to any public or private water or wastewater utility within the area as set forth in Article II. This includes owner operated facilities and contracted groups that operate a utility. All operators and managers of the utility are eligible for this level of membership. The utility must provide a list of the individuals associated with the utility along with their dues payment. Individual members of the utility can be added and removed during the year by submitting the changes to the UBOS Secretary/Treasurer .
  - These are voting positions for all of the operators and managers included in the list.
- Corporate
  - This level of membership is open to any Engineering firm or Equipment supplier and shall not be restricted to the geographic limits as set forth in Article II. The corporate member may include a list of individuals associated with the firm that they wish to be included as members. Corporate individual members can be added and removed during the year by submitting the changes to the UBOS Secretary/Treasurer.
  - This level can be a member or a sponsor.
  - These are not voting positions.

## Article V

### Dues

Annual dues shall be payable at a date set by the Officers to cover the ensuing fiscal year. Any NEW member that pays dues within two months of the annual membership dues invoice date shall consider their dues paid for the ensuing year. The fiscal year covers the period between July 1<sup>st</sup> and June 30<sup>th</sup>.

## Article VI

### Officers and Executive Committee

The Officers shall be the President, Vice-President and Secretary-Treasurer. All officers must be members of the Umpqua Basin Operators Section. These three officers and the immediate Past President shall constitute the Executive Committee of the Section. All Section officers shall be members of the Pacific Northwest Clean Water Association and the Water Environment Federation, or make application to the PNCWA and WEF for membership within 30 days of appointment. The PNCWA and WEF dues for each officer shall be paid with UBOS funds.

## Article VII

### Nominations, Terms of Office and Duties of Officers

**Nominations:** Officers of the Section shall be elected from members in good standing of the Section. Nominations for the Officers shall be made two months prior to the annual meeting in which elections are to be held. Candidates for each office shall be active members in good standing.

**Terms:** Officers shall be elected at the annual meeting and will serve two years. Officers shall be elected by a simple majority of the eligible voting members present at the annual meeting. Elected officers shall be permitted to succeed themselves one time, making themselves eligible for two successive/concurrent terms in office. Any officer shall be eligible for any other office, and may serve in a position that they have already held after a two-year break.

**Vacancies:** Vacancies shall be filled by appointment by the Executive Committee. Appointees shall hold office until the next regular election.

#### **Duties:**

**President:** The President shall preside over all meetings of the Section. The President shall appoint all committee members and shall be a member ex-officio of all committees. The President shall be responsible for and see that the Bylaws are reviewed and revised as needed. The President shall perform such other duties as are delegated to the President, or those generally pertaining to the office of President.

**Vice-President:** The Vice-President shall assume the duties and possess all powers of the President, when the President is absent from a meeting or otherwise incapable of performing the functions of the office.

**Secretary-Treasurer:** The Secretary-Treasurer shall keep accurate minutes of the meetings of the Section, attend to necessary correspondence and maintain up-to-date records of the membership including status of dues and correct mailing addresses. The Secretary-Treasurer shall provide the minutes from the last meeting for approval to Section membership. In case of the absence or inability to function of the President and Vice-President, the Secretary-Treasurer shall take over their prescribed duties. The Secretary-Treasurer shall also receive all funds of the Section and shall keep an accurate record of all receipts and disbursements and shall make a report of Funds and Disbursements at the regular meetings. The funds of the Section shall be kept in an approved manner as directed by the Executive Committee.

## Article VIII

### Rules of Order

Roberts Rules of Order Revised shall govern the organization in all cases to which applicable, provided there are no conflicts with the Bylaws or special rules of order of this Section.

## Article IX

### Meetings

**Section 1:** Regular meetings of the Section shall be held a minimum of once per month at a place designated by the Officers and will be conveyed when the minutes are sent to the membership for review and approval.

**Section 2:** Special meetings may be held at any time and place as may be determined by the membership or the Executive Committee.

**Section 3:** Executive Committee meetings shall be at the call of the President, a majority of the Executive Committee or 15 members. Three members of the Executive Committee shall constitute a quorum.

**Section 4:** Notice of all meetings shall be sent to members not less than one week prior to the date of the meeting.

**Section 5:** The annual meeting shall be held mid-year. Robert's Rules of Order Revised shall prevail at all meetings.

## Article X

### Committees

The President may appoint such committees as are needed from time to time to perform specific tasks as outlined by the membership in regular meetings or as deemed necessary by the Executive Committee.

## Article XI

### Amendments

Amendments to the Bylaws may be effected by two-thirds (2/3) majority vote of the members voting on or before the regular meeting following the regular meeting at which the proposed amendments were introduced in writing. The Executive Committee shall provide a mechanism for notification of members. Modifications to the existing Bylaws shall be reported to the Secretary of the PNCWA within thirty (30) days after adoption by the Section. Such modifications shall be approved by the OR-PNCWA Region's Executive Board and the PNCWA Board before taking effect.

## Article XII

### Indemnification

**Section 1:** The Section shall indemnify and hold harmless each Member and Officer, as defined in Articles IV and VI 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 Section or Region 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 Section shall eliminate all personal liability of its Executive Committee members for any breach of fiduciary owed to the Section, 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 Section 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.

## Article XIII

### Dissolution & Disposition of Assets Upon Dissolution

In the event that the Umpqua Basin Operators Section ceases to exist, the unexpended funds remaining in its account and its other accountable assets will be made available to the Region and PNCWA, both non-profit organizations on a pro rata basis for the continued benefit of those organizations' members.