

# **BYLAWS of OREGON ENVIRONMENTAL LABORATORY ASSOCIATION as adopted April 9, 2018**

## **Article I. Name**

The name of this Corporation is Oregon Environmental Laboratory Association.

## **Article II. Principal Office**

The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon as the Board of Directors may determine and fix by resolution.

## **Article III. Purpose**

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(6) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation shall hold its primary purposes to be: bringing together organizations and individuals interested in the environmental laboratory industry in a common forum, to provide reliable information about environmental laboratories to the public, to speak with a unified voice on issues of importance to the industry, and to direct these activities at the informational needs of environmental laboratories, scientists, governmental legislative bodies and agencies, Oregon business organizations and the public at large.

This Corporation and its members shall agree to abide by the Oregon Environmental Laboratory Association Code of Ethics. The Code of Ethics shall be developed by the Board of Directors and presented to the voting members for adoption. The Code of Ethics shall be reviewed from time to time by the Board of Directors and any changes presented to the voting members for adoption.

No Director, Officer or Member of this corporation, nor any private individual shall be entitled to share in the distribution of any of this corporation's assets upon the dissolution of this corporation or the winding up of this corporation's affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all of the liabilities of this corporation, all remaining assets of this corporation shall be distributed by the Board of Directors to an organization which promotes environmental laboratories and which is exempt from federal income tax; or if no such organization exists, the Board of Directors shall distribute any such assets to an organization which the Board of Directors deems appropriate.

## **Article IV. Members**

**Section 1. Classes of Membership.** This Corporation shall have four classes of membership: Individual Members, Laboratory Members, Individual Associate Members, and Organizational Associate Members. The Board of Directors shall have the authority to set the Dues for each class of membership.

a. Individual Members: Members of the Corporation shall be those persons who support the Corporation through the payment of annual dues as established from time to time by resolution of the Board of Directors. Membership in the Corporation shall be open to any individual residing or employed in the State of Oregon who is actively engaged in the operation of or who is an employee of an environmental laboratory, or who is engaged in providing support or services to this industry. The Board of Directors shall have the authority to establish more specific or detailed membership criteria. Individual Members shall have voting rights and all other rights and privileges of members.

b. Laboratory Members: Any ORELAP accredited laboratory that conducts testing under the Clean Air Act (CAA), Clean Water Act (CWA), Resource Conservation and Recovery Act (RCRA) and the Safe Drinking Water Act (SDWA) in the State of Oregon and who supports the Corporation through the payment of Laboratory Member's dues and who in the judgment of the Board of Directors have a valid business interest in the activities of the Corporation. Laboratory members shall not be entitled to vote on matters submitted to a vote of the members, but shall have all other rights and privileges of members.

c. Individual Associate Members: Individual Associate Members of the Corporation shall be those persons who support the Corporation through the payment of Individual Associate Members' dues and who in the judgment of the Board of Directors have a valid business interest in the activities of the Corporation but do not otherwise meet membership criteria. Individual Associate Members shall not be

entitled to vote on matters submitted to a vote of the members, but shall have all other rights and privileges of members.

d. Organizational Associate Members: Organizational Associate Members of the Corporation shall be those entities who support the Corporation through the payment of Organizational Associate Members' dues and who in the judgment of the Board of Directors have a valid business interest in the activities of the Corporation but do not otherwise meet membership criteria. Organizational Associate members shall not be entitled to vote on matters submitted to a vote of the members, but shall have all other rights and privileges of members.

### **Section 2. Voting Rights**

a. Individual Members: Individual Members shall each be entitled to cast one (1) vote for or against the slate of Directors presented at this Corporation's Annual Meeting. Members shall have no other voting rights. There shall be no split voting or cumulative voting.

b. Laboratory Members: Laboratory Members shall have no voting rights.

c. Individual Associate Members: Individual Associate Members shall have no voting rights.

d. Organizational Associate Members: Organizational Associate Members shall have no voting rights.

### **Section 3. Termination of Membership**

a. Nonpayment of Dues. The membership of any Member shall terminate in the event such member shall fail to pay its annual dues to this Corporation within ninety (90) days from the initial due date thereof.

b. Termination by Board of Directors. The Board of Directors, upon the affirmative vote of two thirds (2/3) of all directors in office at that time, may terminate the membership of a Member with or without cause. The Board shall give the member at least fifteen (15) days written notice by first class or certified mail of the termination and the reasons for the termination. The Board shall give the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Except as otherwise required by law or these bylaws, any voting right of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership in this Corporation.

**Section 4. Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

**Section 5. Meetings of the Membership.**

- a. **Annual Meeting.** The Annual Meeting of this Corporation shall be held at a time and place to be determined by the Board of Directors.
- b. **Special Meetings.** Special meetings shall be held at the call of the Board of Directors or by a call of at least ten (10) percent of the Members of this Corporation by a demand signed, dated, and delivered to this Corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.
- c. **Notice of Meetings.** Notice of all meetings of the Members shall be given to each member at the last email address of record by email at least seven (7) days before the meeting, or by means other than email at least 15 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.
- d. **Quorum and Voting.** For the election of Directors, one-tenth (1/10th) of the number of Individual Members then in good standing and present in person at any annual meeting shall constitute a quorum for the election of Directors. A majority vote of the Individual Members represented, and voting is the act of the members, unless these Bylaws or the law provide differently. Alternatively, the election of Directors may be conducted by written ballot in such manner as the Board of Directors may by resolution determine.
- e. **Written Ballots.** Any action that may be taken at an annual or special meeting of members may be taken without a meeting if this Corporation delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify a reasonable time by which a ballot must be received by this Corporation to be counted. The number of responses needed to meet the quorum requirement shall be one tenth of the members in good standing..

## Article V. Board of Directors

**Section 1. General Powers.** The business and affairs of this Corporation shall be governed by its Board of Directors. The Board of Directors will generally operate as a Committee of the Whole. The Board of Directors may organize subordinate committees as necessary.

**Section 2. Number.** The number of directors of this Corporation shall consist of no less than five (5) and no more than fifteen (15) directors.

**Section 3. Qualification.** Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of Oregon's environmental laboratory sector and will not be restricted on the basis of race, color, sex, sexual orientation, gender identity, religion, creed, marital status, national origin, disability, or political belief. The Board of Directors shall strive to select a slate of candidates that is broadly representative of the State of Oregon's environmental laboratory sector, its stakeholders, organizations or individuals providing services to or otherwise demonstrating a significant interest in or commitment to the environmental laboratory sector.

**Section 4. Nomination and Election.** The Board of Directors shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from Members. A list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate shall be presented to the Members at the Annual Meeting.

**Section 5. Terms.** The term of office of each director of the corporation elected at the Annual Meeting shall be two years. Terms shall be staggered so that approximately one half of the Directors are elected at each Annual Meeting. Directors may be elected to successive terms of office.

**Section 6. Removal.** Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

**Section 7. Vacancies.** Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. The Board of Directors shall nominate the candidate for a vacant position. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for a two year term if recommended by the Board of Directors.

**Section 8. Quorum and Action.** At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required.

**Section 9. Proxies.** There shall be no voting by proxy.

**Section 10. Regular Meetings.** Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

**Section 11. Special Meetings.** Special meetings of the Board may be called by the President of the Board or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone or by mail or by electronic mail or by fax not less than two (2) business days prior to said special meeting.

**Section 12. Alternative Meeting Venue.** Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 13. No Salary.** Directors shall not receive salaries for their board services but may be reimbursed for authorized time and expenses related to Board service.

**Section 14. Action by Consent.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

## Article VI: Committees

**Section 1. Committees.** The Board may designate standing, temporary, advisory, and support committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board of Directors.

**Section 2. Committee Chairs.** The President, in consultation with the Board of Directors, shall appoint the chair of each committee.

**Section 3. Committee Members.** In consultation with the Board of Directors and the committee chair, the President shall appoint the Board members of each committee. The committee chairs may recruit non-Board members to their committees subject to the approval of the President.

**Section 4. Terms.** The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

**Section 5. Quorum and Action.** A quorum at a meeting of a committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

## Article VII. Officers

**Section 1. Titles.** The officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint. All officers of the corporation shall be selected from the Board of Directors and must be members of the Board of Directors.

**Section 2. Nomination and Election.** Officers shall be nominated by the Board of Directors and shall be elected or re-elected at the first Board meeting following the Annual Meeting by a majority vote of a quorum of the Board.

**Section 3. Terms.** Officers shall serve for a term of one year or until their successors are duly elected. Terms of office begin immediately upon election. Officers may be elected to successive terms of office.

**Section 4. Vacancy.** A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The Board of Directors shall nominate the candidate for the vacancy.

**Section 5. Other Officers.** The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 6. Removal.** Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

**Section 7. President.** The President of the Board of Directors shall oversee the governance of the corporation; shall preside at the Annual Meeting and all meetings of the Board of Directors; shall appoint the chair of each committee; shall approve the appointment of any non-Board member to a committee; shall function as the Board's Executive Director; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed from time to time by the Board of Directors. The President is an ex-officio member of all committees.

**Section 8. Vice- President.** In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 9. Secretary.** The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the President of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties:

- (a) official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation;
- (b) official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- (c) provision for notice of all regular and special meetings of Members of this Corporation and of regular and special meetings of the Board of Directors;
- (d) review revisions to the Articles of Incorporation as needed;
- (e) preside at meetings of the Board of Directors in the absence of the President and Vice-President;
- (f) any other duties as may be prescribed by the Board of Directors.

**Section 10. Treasurer.** The Treasurer of the Board of Directors shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) keeping of full and accurate accounts of all the financial records of the corporation;
- (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- (c) the disbursement of all funds when proper to do so;
- (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and
- (e) any other duties as may be prescribed by the Board of Directors.

### **Article VIII. Non-Discrimination Policy**

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, gender identity, religion, creed, marital status, national origin, disability, or political belief.

### **Article IX. Corporate Indemnity**

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation. No amendment to this Article that limits this Corporation's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

### **Article X. Amendment of Bylaws**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall include a copy of the proposed amendment/s.

**BYLAWS of OREGON ENVIRONMENTAL LABORATORY  
ASSOCIATION as adopted April 9, 2018**

**By unanimous vote of the Board of Directors**

**Rory White**

**Kim Ramsey**

**Beth Myers**

**Bill Michalek**

**Dennis Morgan**

**Jan Wilson**

**Sherri Miyazaki**

**Gary Buhler**

**Jennifer Shackelford**

**Kyle Grogan**

**Marsha Farooqui**