

NONPROFIT BYLAWS  
OF THE  
OREGON ENVIRONMENTAL HEALTH ASSOCIATION

APPROVED

March 11, 2021

**Bylaws**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Oregon, the Articles of Incorporation for the State of Oregon, and the Internal Revenue Service (IRS) Code as a 501(c)6 tax exempt organization.

**ARTICLE 1 - Name**

1. The name of this non-profit corporation shall be the Oregon Environmental Health Association (OEHA) and its duration shall be perpetual. It shall hereafter be referred to herein as the "Association".
2. The Association shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Oregon and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association.

**ARTICLE 2 – PURPOSE**

The purpose of the Association is to advance the environmental health profession in Oregon by promoting the highest degree of skill, efficiency and professional competence of Environmental Health Specialists and Practitioners. This is accomplished by fostering communication among Environmental Health professionals, providing educational opportunities and working with other organizations to improve and maintain the standards and performance in environmental health.

**ARTICLE 3 - OFFICES**

The current mailing address for the Association is PO Box 502, Bend, Oregon 97709.

#### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Association are irrevocably dedicated to and for the nonprofit purposes only. No part of the net earnings, properties, or assets of this Association on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of the Association. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to a nonprofit purpose which has established its tax-exempt status pursuant to Section 501(c) of the IRS Code. The Executive Board serving at the time of dissolution shall determine this donation and seek such legal and tax advice as necessary to manage the dissolution of the Association.

#### **ARTICLE 5 – BOARD**

##### **1. General Powers and Responsibilities:**

1.1. The Association shall be governed by the Board of Directors (“the Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Non-Profit Corporation Act of Oregon.

1.2. The Board has three primary duties:

1.2.1. **Duty of Care:** Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will;

1.2.2. **Duty of Loyalty:** Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit Association; not in the best interest of the individual board members, or any other individual or for-profit entity; and

1.2.3. **Duty of Obedience:** Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated purpose and mission.

1.3. The **Board of Directors** shall consist of elected Officers and Regional Directors.

1.4. The President shall be Chair of the Board of Directors. If the President is absent, succession to the Chair position shall be in the following order: President-Elect, Vice President, Secretary, Treasurer, and then on succession will be based on the Director with the greatest seniority.

1.5. **Board Compensation:** The Board shall not receive any compensation except for reasonable expenses.

1.6. **Vacancies:**

1.6.1. In the event of a vacancy in the Office of President, the President-Elect shall assume that office until the next election.

1.6.2. In the event of a vacancy in the office of President-Elect, the Vice President shall fill that office until the next election.

1.6.3. In the event of a vacancy in the Vice-President, Treasurer, Secretary or Regional Director positions, a member of the Association shall be appointed by the Board of Directors to hold such office until the next election.

## **ARTICLE 6 – REGIONAL DIRECTORS**

1. **Regions:** Regional Directors shall be elected to represent the following regions:

1.1. Northwest Region includes the counties of Clackamas, Clatsop, Columbia, Hood River, Multnomah, Tillamook, Washington, and Yamhill.

1.2. Mid-Willamette Region includes the counties of Benton, Lane, Lincoln, Linn, Marion, and Polk.

- 1.3. Southwest Region includes the counties of Coos, Curry, Douglas, Jackson, and Josephine.
- 1.4. Eastern Region includes the counties of Baker, Crook, Deschutes, Gilliam, Grant, Harney, Jefferson, Klamath, Lake, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, Wasco, and Wheeler.
- 1.5. The Board has the authority to alter regions as necessary, provided the total number of Regional Directors are not reduced to fewer than three.
- 1.6. Regional meetings may be held as determined by the Board or Regional Director.
2. A Regional Director missing two successive Board meetings shall lose their appointment except when each absence is excused by the Board. In case of dismissal, the Board shall appoint an acting Regional Director who will serve until the next election.
3. Each Regional Director may appoint a member of the Association as alternate Regional Director. The alternate Regional Director may attend Board meetings in the absence of the excused Regional Director.
4. Regional Directors shall provide a report concerning their region at each official Board meeting.
5. Regional Directors shall prepare a written report for presentation at each annual meeting. This report shall be the official report for the region and shall be included as part of the minutes for the Annual Meeting.
6. Regional Directors shall provide Association information to each individual member of their region, at least on a quarterly basis, through a method (electronic, mail, etc...) consistent with wide dissemination to the entire regional area to which they are assigned.
7. The Board of Directors may remove Regional Directors not fulfilling the above duties from office by majority vote.

8. **Term of Regional Directors:** Regional Directors shall serve a term of three years. Terms shall be staggered.
9. **Number of Regional Directors:** The minimum number of Regional Directors shall be three and the Board of Directors shall determine the maximum number of Regional Directors. A reduction in the number of Regional Directors shall not affect the term of an existing Director unless such person voluntarily resigns their position.

## **ARTICLE 7 – OFFICERS**

1. The officers of the Association are Past President, President, President-Elect, Vice President, Secretary, and Treasurer. Their duties shall be as follows:

### 1.1. The **Past President** shall:

1.1.1. Advise the Board on past practice, historical precedence; and other duties as assigned by the Board.

1.1.2. **Term of Office:** The term for Past President is two years.

### 1.2. The **President** shall:

1.2.1. Act in the best interest of the Association and assure that the Association meets:

1.2.1.1. State Laws governing nonprofit organization;

1.2.1.2. Federal Laws governing nonprofit organizations and assures annual tax filing in compliance with the IRS Code as a 501(c)6 tax exempt organization;

1.2.1.3. Update and meet the Article of Incorporation filed with the Oregon Secretary of State Corporation Division; and

1.2.1.4. Enforce the Bylaws of this Association.

1.2.2. Be the Chair of the Board of Directors, and shall be an ex-officio member of all committees, preside at all business

meetings of the Association, appoint committees and committee chairpersons with the consent of the Board of Directors.

- 1.2.3. Have fiduciary responsibility for the Association and is authorized to sign all legal documents or contracts on behalf of the Association;
- 1.2.4. Oversee fund-raising operations;
- 1.2.5. Enforce all policies and procedures, recommend changes to policies and procedures, and assure implementation of all programs approved by the Board of Directors;
- 1.2.6. Present the Association's Annual Report at the Annual Business Meeting; and shall perform such functions and exercise such other authorities as the Board of Directors may prescribe.
- 1.2.7. The President of the Association is the official representative to the **National Environmental Health Association (NEHA)**. In addition, the President shall be a member of NEHA and shall serve as a member of the Council of Delegates of the NEHA. The Board of Directors shall approve a budget to cover expenses for the President to attend the NEHA Educational Conference in accordance with the bylaws Article 11 – Finance. In the event the President is unable to attend the NEHA Educational Conference, the President may delegate a proxy from the Board of Directors.
- 1.2.8. Be responsible for mentoring the President-Elect on the duties of the President.
- 1.2.9. **Term of Office:** The term of the President shall be two years beginning on even numbered years. Succession to Past President is automatic. The President shall not serve for more than two consecutive terms.

1.3. The **President-Elect** is a member of the Board of Directors, Chair of the Conference Planning Committee, and is responsible for mentoring the Vice President on the duties of the President-Elect and other duties as assigned by the President. This is an elected position. Once

elected, the President Elect is expected to serve in succession as President and then Past President.

1.3.1. **Term of Office:** The term of the President-Elect shall be two years beginning on even numbered years. Succession to President is automatic.

1.4. The **Vice President** is a member of the Board of Directors, Vice Chair of the Conference Planning Committee and handles other duties as assigned by the President.

1.4.1. **Term of Office:** The term of Vice President shall be two years beginning on even numbered years. This is an elected position. Succession to President-Elect is not automatic.

1.5. The **Secretary** is a member of the Board of Directors, and is responsible for keeping full records of all proceedings of the Association and of the Board of Directors; including minutes of all Board Meetings, Executive Committee Meetings, and Special Meetings; have the custody of all records and papers belonging to the Association, unless otherwise provided for; notify in writing all officers of their election and all members of committees of their appointment; giving notice of the time, place, and purpose of all meetings; and conduct the correspondence of the Association and the Board of Directors.

1.5.1. **Term of Office:** The term of Secretary shall be two years beginning on even numbered years. This is an elected position.

1.6. The **Treasurer** is a member of the Board of Directors, shall have charge of all funds of the Association, and shall report the financial condition of the Association to the Board of Directors at each regularly scheduled Board of Directors meeting and at the Annual Business Meeting. The Treasurer shall:

1.6.1. Annually review the organization's revenues and expenditures, balance sheet, investments and other matters related to its continued solvency.

- 1.6.2. Develop the annual budget and submit it to the full Board for approval.
- 1.6.3. The Treasurer in cooperation with the Finance Committee shall assure the requirements found in Article 11 – Finance section of the Bylaws are met.
- 1.6.4. **Term of Office:** The term of Treasurer shall be two years beginning on odd numbered years. This is an elected position.
- 1.7. Vacancies shall be filled in accordance with vacancies in Article 5, section 1.6

## **ARTICLE 8 – MEETINGS**

### **1. Board Meetings:**

- 1.1. Board Meetings shall be held at least four times a year.
- 1.2. One of the Board Meetings shall be held during the Annual Educational Conference and may be held in conjunction with the Annual Business Meeting.
- 1.3. Dates and times of Board Meetings shall be advertised to the membership by posting on the Association website, newsletter, or by direct communication to members.
- 1.4. **Quorum:** A simple majority of the Board present shall constitute a quorum for the purposes of transacting business.
- 1.5. In the event there is no quorum present to transact necessary business, the **Executive Committee** of the Board of Directors is authorized to act in the best interest of the Association.
- 1.6. **Training of Board Members:** Board members shall receive training on the Association Bylaws, legal obligation, financial responsibility, duties and responsibilities of Officers and Regional Directors. The agenda, method, time and place of the training to be determined by the President in consultation with Board members.

2. **Executive Committee:** The executive committee is the elected officers of the Association and includes Past President, President, President-Elect, Vice President, Secretary, and Treasurer.
  - 2.1. The Executive Committee may meet more frequently than the Board to carryout routine duties and responsibilities delegated to it by the Board.
  - 2.2. The Executive Committee may meet for the purpose of drafting policies, coordinate work with or between one or more committees, review and sign contracts, perform site visits with the conference planning committee, and gather and review legal documents.
  - 2.3. The Executive Committee shall brief the Board on any actions taken.
  - 2.4. **Quorum:** A simple majority of the Executive Committee present shall constitute a quorum for the purposes of transacting business.
3. **The Annual Educational Conference** shall be held at a place and time to be fixed by the Board of Directors.
4. The **Annual Business Meeting** may be held at the Annual Educational Conference for the purpose of:
  - 4.1. Providing a report on the state of the Association to include but not be limited to:
    - 4.1.1. Significant events or accomplishments in the prior year;
    - 4.1.2. Proposed budget for the coming year;
    - 4.1.3. Reviewing performance of the proposed budget to actual budget for the prior year;
    - 4.1.4. Determine goals for the coming years; and
    - 4.1.5. Covering any other topic that may be of significant interest to the membership.

4.2. Electing Board members.

4.3. **Quorum for conducting Annual Business meeting:** A quorum shall consist of not less than ten percent (10%) of the voting members of the Association. Proxies are not counted in establishing the existence of a quorum. Business requiring a vote by the membership may include but not be limited to the election of Board, approving amendments to the Bylaws, or other action as may be prudent to require the membership to vote.

5. **Special Meetings:**

5.1. May be called by the President, or

5.2. By four or more Board members,

6. **Regional Meetings:** May be held by the membership within a region, at a time and place to be fixed by the Regional Director. The Regional Director shall consult with the Board of Directors as to the time and place of the regional meeting.

7. **“Robert’s Rules of Order”** may be used as a guide for addressing questions about parliamentary procedures.

8. The President may appoint a Parliamentarian.

## **ARTICLE 9 – AWARDS**

1. The **Awards Committee** will select award recipients from among the nominations received from members and nonmembers as provided for under Article 14 section 2.1.10 of these bylaws.

2. **President’s Roster for Outstanding Leadership**

2.1. **Purpose:**

2.1.1. To recognize an individual who has served faithfully in the position as President of the Association. The President shall be recognized for each year of service.

## **2.2. Criteria:**

2.2.1. An individual who has served in the position as President; and

2.2.2. Served at least one year of the presidency to qualify, or have extenuating circumstances and be approved by the Board.

## **3. Environmental Health Specialist/Sanitarian of the Year**

### **3.1. Purpose:**

3.1.1. To recognize an individual who in the past year has:

3.1.1.1. Made a contribution above and beyond that usually made by a participating member of the association; or

3.1.1.2. Made a contribution of significant impact on the growth and progress of the association; or

3.1.1.3. Made a significant impact on the profession and/or the promotion of health in the state, the nation, or the world.

### **3.2. Criteria:**

3.2.1. Must be a Registered Environmental Health Specialist or Registered Environmental Health Specialist Trainee, and

3.2.2. Demonstrated leadership in and contributed to furthering the purpose and functions of the Association above and beyond that of a participating member; or

3.2.3. Contributed significantly to the growth and progress of the Association; or

3.2.4. Impacted significantly the profession and/or the promotion of health in the state, the nation, or the world.

#### **4. Verne Reiersen Meritorious Service Award:**

##### **4.1.Purpose:**

4.1.1. To recognize an individual who has over a number of years:

4.1.1.1. Made a contribution above and beyond that usually made by a participating member of the association; or

4.1.1.2. Made a contribution of significant impact on the growth and progress of the association; or

4.1.1.3. Made a significant impact on the profession and/or the promotion of health in the state, the nation, or the world.

##### **4.2.Criteria:**

4.2.1. Nominee need not have current Association membership;

4.2.2. Nominee must have:

4.2.2.1. Demonstrated leadership in and contributed to furthering the purpose and functions of the Association above and beyond that of a participating member; or

4.2.2.2. Contributed significantly to the growth and progress of the Association; or

4.2.2.3. Impacted significantly the profession and/or the promotion of health in the state, the nation, or the world.

#### **5. Ci Sherman Legislative Award:**

##### **5.1.Purpose:**

5.1.1. To recognize an individual who has in the past year:

5.1.2. Made a contribution to the profession or the association through the legislative or a related process above and beyond that usually made by participating member of the association; or

5.1.3. Made a non-job related contribution of significant impact on the growth and progress of the association or the profession; or

5.1.4. Made a significant impact on the promotion of the profession in the state, the nation, or the world.

**5.2. Criteria:**

5.2.1. Nominee need not have current Association membership.

5.2.2. Nominee must have:

5.2.2.1. Demonstrated leadership in and contributed to the advancement of the profession or the association through the legislative or a related process; or

5.2.2.2. Impacted significantly the advancement of the profession or the association through a non-job related activity.

**6. Ray Ruff Editorial Award:**

**6.1. Purpose:**

6.1.1. To recognize an individual who has in the past year:

6.1.1.1. Made a significant or noteworthy contribution to the Oregon Environmental Health Association Newsletter or other environmental health publication; or

6.1.1.2. Made a contribution of significant impact on the dispersal of public health and/or environmental health educational materials, resulting in a greater public understanding of public and environmental health issues.

**6.2. Criteria:**

6.2.1. Nominee need not have current Association membership.

6.2.2. Nominee must have:

6.2.2.1. Demonstrated leadership in the use of the Oregon Environmental Health Association Newsletter or other environmental health publication to share public health and/or environmental health issues, advancements and concepts with the membership and the general public; or

6.2.2.2. Impacted significantly the spread of public and/or environmental health education in the state, the nation, or the world.

## 7. Other Awards:

7.1. The President and Board may make other awards and recognitions as they deem appropriate.

## ARTICLE 10 - MEMBERSHIP AND FEES

1. There shall be three classes of membership with voting privileges, designated as Active, Agency, and Retired.

1.1. **Active membership** may be conferred on anyone who has submitted a completed application and fee.

1.2. **Agency membership** may be conferred on any nonprofit organization or institution, or official agency expressing interest in the field of environmental health.

1.3. **Retired membership** is available to any individual who has retired from a career in environmental health.

1.4. **Student Membership** is conferred upon an individual who is registered as a student and who is not employed in the field of environmental health.

2. The Board may at any regularly scheduled board meeting approve fees for any class of membership.
3. Inactive Member shall be a member who is no longer current on their dues. An inactive member may not vote, serve in an elected position, or serve on a committee.
4. Reinstatement of Inactive Members shall be made once a completed application is received and fees for the current year paid.
5. The right to hold elective office, chair standing committees, and to vote shall be open to any member current on their dues.
6. Application for membership shall be submitted on a form approved by the Board of Directors.

## **ARTICLE 11 - FINANCES**

### Dues

1. **Membership Dues:** All dues shall be paid by January 1 of every calendar year.
2. **Tax Filing:** To maintain the Associations Tax Exempt status with the Internal Revenue Service (IRS), the Treasurer shall annually file Tax Form 990 or 990-EZ. Failure to file the required return or notice for three consecutive years will result in the Association's tax exempt status being automatically revoked by the IRS and potential assessment of fines and penalties for failure to file.
3. **Annual Budget:**
  - 3.1. The Treasurer will develop a draft annual budget for review and approval by the Budget and Finance Committee.
  - 3.2. The budget shall include a plan to build and maintain an **Emergency Reserve** equivalent to two years or more of operating expenses.

- 3.2.1. The minimum reserve will be calculated based on an average of the last three years of total expenses times 2 years.
  - 3.2.2. The Emergency Reserve will be placed in an interest bearing account separate from the checking account.
  - 3.2.3. Status of the Emergency Reserve will be reported annually to the Board and at the Annual Business Meeting.
  - 3.2.4. The Emergency Reserve may only be accessed for unforeseen emergencies and may be done only by a vote of the Board.
  - 3.2.5. Qualifying emergencies may include: cancellation of a conference contract where the Association is held at fault, unexpected decrease in revenue or increase in expenses that could result in the Association defaulting on obligations, or other emergency expenses deemed appropriate by a vote of the Board.
- 3.3. The **Finance Committee** shall submit its recommendation for final approval to the Board at least 90 days before the beginning of the next fiscal year.
- 3.4. Once the budget is approved no additional approval is needed to expend funds unless it is anticipated that the approved budget is not adequate.

#### 4. **Annual Review of Finances:**

- 4.1. The President and Board of Directors shall cause an Annual Review of the Association finances. The purpose of this review will be to have a third party other than the Treasurer review the Association accounting and bookkeeping practices. This review may be performed by:
  - 4.1.1. A licensed accounting professional with knowledge of exempt organizations; or,
  - 4.1.2. Creation of an audit committee consisting of at least three Association members; or

- 4.1.3. Both.
- 4.2. Copies of all Board Minutes, fees for memberships, advertising, or exhibitors, and contribution levels since the last financial review shall be provided to the licensed accounting professional, Association Finance Committee, or both for their review.
- 4.3. A written report on the findings of the Audit Review shall be made at the next Board Meeting by either the licensed accounting professional with knowledge of exempt organizations, Finance Committee, or both.

## 5. **Travel**

- 5.1. Travel requests must be submitted to the Board for approval and include separate line items for:
  - 5.1.1. Conference registration;
  - 5.1.2. Membership registration;
  - 5.1.3. Lodging;
  - 5.1.4. Meals;
  - 5.1.5. Airfare;
  - 5.1.6. Ground transport. (taxi, shuttle bus, or rental car);
  - 5.1.7. Miscellaneous;
  - 5.1.8. Per Diem for travel shall be approved based on the federal per diem rate for meals, lodging, and incidentals.
  - 5.1.9. Receipts shall be submitted for all expenses except for food. In the case where food expenses exceeded the allotted per diem amount, receipts will also be required.
- 5.2. The Board of Directors shall approve a budget to cover expenses for the President to attend the NEHA Educational Conference. Expenses

may include a NEHA membership, registration costs for attending the conference, lodging, meal per diem, travel, and other expenses as may be approved by the Board of Directors.

5.3. The Association may accept gifts or donations of money, property, or service.

5.4. The fiscal Year for the Association shall be from January 1 to December 31.

## ARTICLE 12 - NOMINATIONS AND ELECTIONS

1. The Association will conduct nominations for candidates for the offices of President-Elect, Vice President, Secretary, Treasurer, and Regional Directors.
2. The Nominations Committee will:
  - 2.1. Actively recruit members to consider running for elected positions. Recruitment may be done by publishing in the Newsletter, personal contacts, or by other means.
  - 2.2. Make at least one announcement in the Newsletter or by other means listing positions up for elections in the next year. **Deadline:** This initial announcement shall be made at least 90 days before the Annual Business Meeting. This announcement should:
    - 2.2.1. List any incumbent who are interesting in running for re-election, and
    - 2.2.2. Request that any member may nominate themselves or another member for any elected office.
    - 2.2.3. Nominations will need to be made to the Nominations Committee.
    - 2.2.4. Nominations should list the person who is making the nomination if different than the nominee, the nominee, and

position or positions that the nominee is interested in applying for.

2.3. Make at least one announcement in the Newsletter or by other means listing a slate of candidates who have announced an interest in running for election. This announcement will also include any open position up for elections, and a request that any members who are interested in running for an elected office may make application to the Nominations Committee. **Deadline:** This announcement shall be made at least 30 days before the Annual Business Meeting.

2.4. **Election:** Members must be present at the Annual Educational Conference to be eligible to vote.

2.4.1. Ballots will include a list of candidate and will include space for a write in candidate.

2.4.2. First day of the Annual Educational Conference:

2.4.2.1. A reading of the list of candidates.

2.4.2.2. A reading of a list of open positions.

2.4.2.3. A request for nominations from the floor.

2.5. **Election Process:**

2.5.1. Voting may be done any time during the Annual Educational Conference.

2.5.2. Voting will be done by ballot and voting will be anonymous.

2.5.3. The nominations committee or Association volunteers will staff the election table or tables.

2.5.4. **How to vote:**

2.5.4.1. **Check-in:** Anyone who wishes to vote must go to the area designated for voting and providing proof of membership. Proof can be done based on a list of current

members, or by providing evidence that they recently joined the Association. Proof may be in the form of a receipt proving that membership has been paid, membership card or certificate.

2.5.4.2. **Voting:** After check-in, members may deposit their ballot in a voting box.

2.5.5. The Board may modify voting process as needed.

2.6.**Election Results:** Election results will be announced:

2.6.1. During the Annual Business Meeting; and

2.6.2. Either in the Newsletter, e-mail to members, or other method deemed appropriate by the Board.

### **ARTICLE 13 - VOTING PRIVILEGES**

1. Every Active, Agency, and Retired member of the Association current on their dues is entitled to vote on Association Business. This included but is not limited to, elections of officers, bylaw amendments, or any other action that may require a vote by the membership.
2. Inactive Members, Students, or Nonmembers may not vote on Association business.

### **ARTICLE 14 - COMMITTEES**

1. The President may recommend and the Board shall approve committee assignments.
2. **Standing Committees** are:

2.1.The **Conference Planning Committee** shall be responsible for:

2.1.1. Selecting the site for the Annual Educational Conference;

2.1.2. Selecting topics that directly or indirectly affect the field of environmental health. This may include, but not be limited to

program specific training, advocacy, policy development, program funding, management or supervisory development, organization development, public health or environmental health modernization, emergency response or incident command, training, or any other area that could improve the environmental health workforce of the future;

2.1.3. Encouraging partnership and presentations from organizations that are aligned with the Associations interests.

2.1.4. Recruiting exhibitors or securing corporate or agency sponsors.

2.1.5. Organizing silent auction or other fundraising events at the conference.

2.1.6. Perform an evaluation to include but not be limited to performance of speakers, topics, conference location and services, and members experience and recommendations for improvement.

2.1.7. Negotiate contracts for conference facilities, meals, and lodging.

2.1.8. The President must sign all contracts as provided for under Article 7 - Officers section 1.2.3.

2.1.9. The President shall serve as the Chair of the Program Committee unless otherwise delegated.

2.1.10. The **Awards Committee** shall be a subcommittee of the Conference Planning Committee. The committee shall recruit nominations from the membership and select award winners as provided for under Article 9 - Awards.

2.2. The **Communication Committee** shall keep members informed on topics of interest to the environmental health profession. This may be accomplished through the use of newsletters, social media, twitter, Facebook or other electronic or non-electronic means. Members include, but may not be limited to:

2.2.1. Newsletter editor who shall be responsible for producing the Association Newsletter in consultation with the President and Board.

2.2.2. The Website Manager who shall manage and update the content of the website in consultation with the President and Board.

2.3. The **Finance Committee** shall:

2.3.1. Provide direction for the entire Board for fiscal responsibility.

2.3.2. In the year (odd year) that the Treasurer's terms ends, the Finance Committee is required to be formed for the purpose of reviewing financial records to assure accuracy and completeness. The Finance Committee will prepare a written report with recommendations to the Board.

2.3.3. Review budget performance for the last three years comparing approved budgets with actual budget performance and recommend adjustments as may be appropriate.

2.3.4. Ensure the continued funding of capital investments including but not limited to handwashing trailers.

2.3.5. Oversee the maintenance of organizational-wide assets, including prudent management of organizational investments.

2.3.6. Ensure that organizational funds are spent appropriately to include but not be limited to maintaining any restricted or Emergency Reserve funds.

2.3.7. Ensure the Treasurer has filed IRS tax forms 990 or 990EZ as required by the IRS to maintain the Association's 501(c)6 tax exempt status as provided for under Article 11 – Finance.

2.3.8. Make recommendations for fund raising activities. This may include but not be limited to advertising, donations, or sustaining membership.

- 2.3.9. The Finance Committee shall consist of three Association members and may include the Treasurer and other association members with budgeting, or accounting experience.
- 2.4. The **Legislative Committee** may propose legislation, resolution, or make a request for the Association to take a position on proposed legislation. In addition a request for the Association to take a position on proposed legislation may be submitted to the Legislative Committee by any members or nonmember.
- 2.4.1. The Chair of the Legislative Committee or a designated Association member may confer with the authors for clarification and accuracy.
- 2.4.2. The Legislative Committee shall forward their recommendations to the Board for action. Recommendations may include but not be limited to: Support, Support as Amended, Oppose, Remain Neutral, or Refer for More Study.
- 2.4.3. The Board during either a regularly scheduled Board meeting or a Special Meeting will consider the Legislative Committee recommendation and make a final decision. The Board must have a quorum present in order to take action.
- 2.4.4. The Chair of the Legislative Committee or a designated representative will communicate the Board's decision to the applicant within 15 working days.
- 2.4.5. The person making the original request may ask the Board to reconsider its recommendation, but only after providing additional information that may aid the Board in altering its original decision. Such request must be made to the Legislative Committee within 15 working days.
- 2.4.6. No resolution, proposed legislation or position statement shall be submitted with the endorsement of the Association that deals primarily with religious or partisan political matters.
- 2.4.7. The Legislative Committee shall track all requests made to them and decisions made by the Board as provided for under

Article 14 section 2.4. A report on all legislative activity shall be prepared for the Annual Business Meeting.

2.4.8. **Quorum** for meetings shall be a simple majority of the Legislative Committee.

2.5. The **Nominating Committee** shall seek nominations for candidates for the offices of President-Elect, Vice President, Secretary, Treasurer, and Regional Directors as provided for under Article 12- Nominations and Elections.

2.6. The **Membership Committee** shall devise ways and means of increasing membership of the Association.

2.7. The **Scholarship Committee** shall process and make recommendations of candidates for scholarship funds to the Board.

3. The following committees shall be known as Ad-hoc Committees of the Association:

3.1. The **Bylaws Committee** shall propose amendments as necessary to assure the efficient and legal operation of the Association. The President shall appoint one or more committee members necessary to conduct the review.

3.2. The **Ethics Committee** shall upon written request by two or more members in good standing review the action of any member concerning the **Code of Ethics** section of these bylaws. After such review, the committee shall make recommendations to the Board of Directors for appropriate action. All reviews by the committee shall be conducted in confidence. The Board shall conduct any investigation as provided for under Article 17.

3.3. The **Strategic Planning Committee** may be formed by the President or the Board for the purpose of long term planning.

4. Other appointments:

4.1. The **OEHA Trailer Manager** is to engage membership on how to rent the OEHA Trailer, track current location of the trailer, assure that

appropriate licenses, inspection, and routine maintenance is being performed. One representative for each trailer shall be appointed by the President and approved by the Board.

4.2. An agency or organization requesting the Association's representation on an advisory board, workgroup, or other similar capacity may be considered by the President.

4.2.1. The term of the appointment shall be at the discretion of the President in consultation with the requesting agency or organization.

4.2.2. For the purpose of assuring the Association's view is represented, the President shall determine in what fashion the appointee shall provide information to the President and the Board regarding decision making being considered by the entity being served.

4.2.3. The person assigned to represent the Association will need to work closely with the President and the Board to faithfully represent the interest of the Association and not their own personal interest or opinion. Policy questions should be referred to the Board for guidance.

4.2.3.1. **The Oregon Health Authority (OHA) Drinking Water Program Advisory Committee** is a three year terms. The representative to this committee shall be made by the President and approved by the Board.

## **ARTICLE 15 - IMPEACHMENT OF OFFICERS**

1. Any member of the Board of Directors as defined under Article 5 section 1.3 who fails to fulfill their duties as specified in Articles 5 through 7 may be impeached. Such failures shall be deemed sufficient grounds for immediate impeachment by petition of two-thirds (2/3) of the voting membership.
2. "By petition of two-thirds (2/3) of the voting membership" shall mean that a petition presented to any member of the Board of Directors by any member of the Association and bearing the signature of 2/3 of the voting

members of the Association and clearly stating the name of the person or persons to be impeached and the specific reason(s) for the impeachment. Upon receipt of the petition, it shall be the duty of the member of Board receiving the petition to call a Board of Directors Meeting within 10 days from the receipt of the petition. The Board shall review the petition to determine if the following are presented; (1) the name(s) of the officer(s) involved; (2) a clear statement of the offense(s); and (3) signatures (on the petition) which appear to be valid.

3. A fact-finding investigation to determine validity of statement (s) shall precede further impeachment action. Such fact-finding action will include the appointment of a member of the Board of Directors not involved in the impeachment action and two active members appointed by the Board of Directors. Such fact-finding shall be a minimum of seven working days but no more than fourteen working days in length.
4. The results of the fact-finding shall be presented to the Board of Directors at a Special Meeting of the Board of Directors called specifically for the impeachment action.
5. Any Board Member under impeachment shall have the opportunity to present evidence or information to the Board of Directors that substantiates their case in the impeachment action.
6. It shall not be incumbent upon the Board of Directors to abide by any result from the fact-finding since a two-third (2/3) of the membership signing such a petition constitutes prima facie evidence of a lack of confidence in the impeached officer to continue as a leader in the Association.
7. The Board members not named in the petition may take a no confidence vote. If the no confidence vote passes, the Board member(s) named in the petition will be removed from office. The remaining members of the Board of Directors shall appoint officer(s) or Regional Director(s) to fill the remaining term until the next election per Article 5, Section 1.6 Vacancies.

## ARTICLE 16 - AMENDMENTS

1. This Bylaws may be amended at any Annual Meeting by a two-thirds (2/3) vote of members present.
2. Amendments may be proposed in writing by the Board of Directors or by five (5) members in good standing to the Secretary of the Association thirty (30) days before the Annual Meeting.
3. The Secretary shall mail or e-mail a copy of such proposed amendment to each Association member at least fifteen (15) days before the Annual Meeting.
4. Publication in the Newsletter may serve as mailing.

## ARTICLE 17 - ETHICS & STANDARDS

1. **Preamble:** To establish and maintain high standards of integrity; increase the skills, talents and practices in the broad field of Environmental Health, and more specifically the members of this Association who are engaged in Environmental Health activities for the protection of the health and welfare of the public;
2. Moreover, to meet the goals and objectives of the Association the following rules of professional conduct are promulgated as part of the Oregon Environmental Health Association By-Laws and shall be binding upon every member.
3. All members of the Association are charged with having knowledge of these rules of Professional Conduct and shall be familiar with their provisions therein. Such knowledge shall encompass the understanding that membership in the Association is contingent upon the adherence to these rules.
4. As such all members and officers of the Association shall abide by the following:

- 4.1. The term "member" as used herein includes both voting and non-voting membership as indicated in the Association Bylaws.
- 4.2. **Integrity:** Members of the Association shall act with integrity in all matters relating to activities and actions related to professional matters regarding each client and/or employer as a faithful trustee. They shall be honest and impartial and shall serve the public, their client, and their employer with equal devotion.
- 4.3. **Responsibility:** Members of the Association shall at all times recognize their primary obligation to protect the life, health, and welfare of the public in the performance of their professional acts. If such obligation cannot be maintained because of circumstances where the life, health and welfare of the public are endangered due to situations beyond the member's immediate control, the member shall notify proper authorities of the situation as may be appropriate.
- 4.4. **Competency:** Members of the Association shall perform their professional duties consistent with their education and experience. Members of the Association shall strive to continually improve and develop their skill, knowledge, and abilities through educational, experiential, and networking processes.
- 4.5. Members of the Association shall strive to be objective and truthful in all professional reports, statements, or testimony. Public statements or reports the member presents shall be factual, conclusive, and based on environmental health principles and practices. Such statements are to be consistent with their education and experience.
- 4.6. Whenever a member of the Association serves as an expert or technical witness to or on behalf of any court or commission or other tribunal, the member shall express their professional judgment based on adequate knowledge of the established facts at issue; upon a background of technical or administrative competence in the subject matter; and upon the member's honest and true conviction of the accuracy of the testimony given.

- 4.7. **Conflict of interest:** Members of the Association shall conscientiously avoid the appearance of a conflict of interest with their employer, client or any agent, agency, individual(s), entities which the Association are engaged in a business arrangement or partnership or in which a business or partnership arrangement is contemplated. When such is unavoidable, the member shall disclose the circumstances detailing the potential conflict to their employer or client or agent, agency, individual(s), entities which the Association are engaged in a business arrangement or partnership or in which a business or partnership arrangement is contemplated.
- 4.8. Members of the Association will issue no statement, criticism or argument dealing with Environmental Health matters that are in their own interest or are paid for by any agent, agency, individual(s), entities which the Association are engaged in a business arrangement or partnership or in which a business or partnership arrangement is contemplated.
- 4.9. The member shall explicitly identify such by disclosing the identities of the party, or parties on whose behalf they are acting and by revealing the existence of any pecuniary interest they have in such matters.
- 4.10. Members of the Association shall not accept assignment to, nor compensation or otherwise from more than one party for services to the same project or for services pertaining to the same project unless circumstances are fully disclosed to, and agreed to by all interested parties. The member shall not solicit or accept financial or other valuable considerations from any agent, agency, individual(s), and entities that the Association is engaged in a business arrangement or partnership or in which a business or partnership arrangement is contemplated.
- 4.11. Members shall not accept any gratuity directly or indirectly from any contractor, their agent, or any party dealing with their client or employer connected with employment responsibilities unless specifically granted in writing by the employer.

- 4.12. Members shall conduct themselves consistent with and not contrary to the spirit or intent of written policies or administrative rules of the employing agency, corporation, profit or non-profit entity whether governmental or private.
- 4.13. Members of the Association shall not offer to pay any commission, political contribution, or to give a gift or other consideration in order to secure work, exclusive of securing salaried positions through employment agencies.
- 4.14. Members shall seek professional employment based on qualification and competence for accomplishment of the work.
- 4.15. Members shall not permit the misrepresentation of their professional qualification whether by brochure or other presentation: no misrepresentation of pertinent facts concerning employers, clients, joint ventures or past accomplishments.
- 4.16. **Improper Conduct:** The members shall not knowingly associate with or permit the use of their name, or firm name in a business venture by any person or firm which they know, or have reason to believe, is engaging in business or professional practices of a fraudulent or dishonest nature.
- 4.17. If a member has knowledge or reason to believe that another person or firm may be in violation of any of these provisions, or of ORS Chapter 700, they shall present such information to the Board of Directors or its representatives for such matters, in writing and shall cooperate with the Board of Directors, in furnishing such further information or assistance as may be requested by the Board of Directors, or its representatives.
- 4.18. **Revocation/Suspension:** The Board of Directors may revoke or suspend membership in this association if in the judgment of the Board a member has failed to conform to those rules of professional conduct contained in these bylaws. In the event of such action, the member shall be notified in writing of the action taken. Conviction of

a felony without restoration of civil rights, or the revocation of suspension of a professional registration for a cause which would constitute a violation of these rules, shall be grounds for a charge of violation of these rules.

4.19. **Application:** The Board of Directors shall issue a copy of the bylaws of this association to each applicant accepted for membership and shall consider these rules of professional conduct when evaluating each applicant for membership in the Association.

4.20. The Board of Directors may refuse or grant membership based on the qualifications and rules of professional conduct contained in the Bylaws.

These bylaws were approved by the membership at the Association's Annual Business Meeting held on March 11, 2021.

*Sarah Puls* 4/13/21

---

Sarah K. Puls, REHS President

*Adrea Rodriguez-Lovejoy* 4/16/21

---

Adrea Rodriguez-Lovejoy, REHS Secretary

*William B. Emminger* 4/19/21

---

William B. Emminger, Jr., REHS Past President and Chair of the Bylaws Committee

## **References:**

[App for Event Check In and Attendee Management](#)

[Articles of Incorporation - Nonprofit Oregon](#)

[Basic Roles and Responsibilities of a Nonprofit Finance Committee](#)

[Filing IRS Form 990 and 990 EZ Annual Electronic Filing Requirement for Small Exempt Organizations](#)

[Get Fully Funded](#)

[How to write BY Laws Wikipedia-](#)

[Nonprofit Association of Oregon](#)

[Oregon Department of Justice Charitable Activities Section supervises and regulates the activities of charitable organizations in the state.](#)

[Oregon Nonprofit Corporations - All business entities are required to appoint and maintain a registered agent who has a physical street address in Oregon.](#)

[Step-by-Step Conference Planning Guide](#)

[Statutes and Rules Governing Oregon Nonprofits](#)

[Your Rights, Roles and Responsivities as a Nonprofit Officer Oregon Department of Justice](#)