

Association of Oregon Recyclers Bylaws
Revised 6/8/2017

As members of an organization, hereafter called Association of Oregon Recyclers is committed to achieving a system of sustainable materials management by supporting high-quality recycling and composting, thoughtful consumption and producer responsibility.

AOR is welcome to all Oregonians regardless of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

We are committed to providing an inclusive and welcoming environment for all members of our staff, committee members, event participants, volunteers, contractors, exhibitors and all Oregonians.

AOR values the well-being of all Oregonians and support the conditions upon where we work and live that result in health and happiness.

Therefore, we preface our organizational guidelines with the conviction that we must work together in harmony toward an environmentally and socially-just Oregon.

Article I. Membership

1.1 Qualifications for Membership.

A. Individual member (Voting) - Persons who complete a membership application and provide the appropriate dues shall be a voting member of the association and shall have their name and address recorded by the secretary or by another person appointed to maintain membership information. Individual members are eligible for the board of officers, and Individual membership shall be valid between annual meetings. Individuals aged 62 or older are eligible a discount for individual membership.

B. Organizational Member (Voting) - Groups or corporations who complete a membership application and provide the appropriate dues shall be a voting member of the association and shall have their name and address recorded by the secretary or by another person appointed to maintain membership information. Each group or corporation which is an organization member shall select a representative (and an alternate) to place their vote. Organization member representatives shall be eligible for the board of officers, and organization membership shall be valid between annual meetings.

C. Student Member (Non-Voting) - Students enrolled in any accredited school, college or university are eligible for free membership Student members will not be an eligible voting member of the association or be eligible to run for any election. Student members shall have their name and address recorded by the secretary or by another person appointed to maintain membership information.

Article II. Meetings of Members

2.1 Annual Meeting. The annual meeting of members shall be held at the same place, date and time as the Association of Oregon Recyclers, Inc. annual conference unless otherwise prescribed by the board of officers.

2.2 Special Meetings. Special meetings may be called by the Chair or by the board of officers or upon written request of members entitled to cast 20 percent of the total votes.

2.3 Notice. Notice of all meetings of voting members shall be mailed or e-mailed by, or at the direction of, the secretary, to every member at the address as shown in the records of the association. Such notice shall be so delivered not less than ten days, nor more than thirty days prior to the date of such meeting. The notice of the meeting shall specify the place, date, and time of the meeting and in the case of a special meeting, the purpose of the meeting.

2.4 Quorum. A quorum for any meeting of the voting members shall be members entitled to cast 20 percent of total votes, except for matters set forth below.

2.5 Special Quorum Requirements. The presence at any meeting, in person or by proxy, of those members entitled to cast 35 percent of total votes shall constitute a quorum for voting on the following matters: amendment to the articles of the association, merger and consolidation, voluntary dissolution, sale, lease or other disposition, but not mortgage, of all or substantially all of the property and assets of the association.

2.6 Proxy. Any member may vote in person or by proxy. Each proxy shall be revocable and shall automatically terminate upon termination of membership.

2.7 Objections. Any procedural or other objection to actions taken at membership meetings must be made in writing to the Chair within 60 days of the membership meeting.

Article III. Voting Policy

3.1 Nominations.

A. Written notice of the election date and eligibility requirements shall be mailed or emailed to every member at least two months prior to the election date. The location and time of the election will be mailed or emailed to every member, at least one month prior to the election.

B. At the board's discretion, a nomination committee may be appointed to solicit and secure a slate of qualified nominees. Eligible members may also submit their names in nomination.

C. At the beginning of the election meeting, the current chair or a member chosen by the chair will accept nominations from the floor. This will be done by announcing the

position, naming the current nominees and calling for further nominations. No individual can be a nominee for more than one position. If nominated for more than one position, a member must choose which nomination to accept.

3.2 Nominee Information.

A. Nominees may submit materials to the newsletter editor so that they may be published in the newsletter issue immediately prior to the election date. The format of nominee materials may be set by the conference committee. Nominees may be asked to state their qualifications, experience, affiliation and interest in serving on the board.

B. All candidates will be provided an opportunity to submit for duplication by the Association a "Statement of Qualification." Those statements received by the newsletter editor at least 5 days before the election date will be made available at the registration desk on election day. Copies of these statements can be obtained by members prior to the meeting by contacting the editor.

C. Candidates who do not submit their statements by the deadline are responsible for bringing multiple copies to the election meeting. One copy should be submitted to the secretary for the Association's records.

3.3 Voting Requirements.

A. Anyone wishing to vote must be a current member [with voting privileges,] having paid annual dues. There are no exceptions.

B. Prior to the meeting or at the registration table set up at least one hour before the meeting opens, voting members may obtain an official ballot card. The treasurer or a person or entity selected by the board shall be responsible for insuring that only paid members receive ballot cards.

C. Each Organization member gets two votes and shall select a representative and an alternate to place the organization's vote (as described in Section 1.1B of the bylaws). Each Individual member gets one vote. Student and Senior members are not eligible to vote.

3.4 Voting System.

A. After all nominations have been accepted at the election meeting, each nominee shall have an opportunity to make a brief statement, and members shall have any opportunity to ask them brief questions. The chair may set time limits for this session. If the chair is a candidate, the proceedings should be conducted by a non-candidate member selected by the chair. The chair or another person chosen to conduct the proceedings will then read the official candidates for each office, and allow time for members to write their choices on their ballot card. After all votes are cast, the cards

will be collected and tallied independently by two non-candidates selected by the chair. The new officers will be announced following the official count.

B. Copies of this voting policy shall be available to members.

ARTICLE IV. Board of Officers

4.1 Number. The affairs of this association shall be managed by a non-paid board of officers consisting of no fewer than nine and no greater than 15 voting members. There shall always be an odd number of elected officers.

4.2 Qualification of Officers. Any voting member of the association is eligible to be an officer.

4.3 Selection of Officers. The officers shall be elected from the voting membership of the association. A majority vote is required.

4.4 Term of Office of Officers. Each officer shall serve a term of two years from the date of their election until the date their successors are elected and assume office. Officers are eligible to be re-elected for three consecutive two year terms. Begin and end dates of each officer's term shall be structured such that in any given year there shall be approximately equal number of officers with one year remaining, and with two years remaining, in their terms.

4.5 Vacancies. In the event of removal, death or resignation of an officer, the successor shall be elected by a majority vote of the remaining officers and shall serve out the remainder of the previous officer's term. Any office to be filled by reason of an increase in the number of officers as a result of changes to the by-laws shall be filled by a vote of the Board, in accordance with section 5.4.

4.6 Representation. Officers shall represent the membership. Officers shall seek to represent the membership's diversity respective of geographic location, industry specialization, gender, race and professional leadership level.

ARTICLE V. Meetings of the Board of Officers

5.1 Regular Meeting. Within 45 days after each annual meeting, the officers shall hold an organizational meeting. If all officers are present at the time and place of the annual meeting, no prior notice of a board meeting shall be required to be given to the officers. The board of officers may, by resolution, establish the date, time and place for other regular meetings of the board.

5.2 Special Meetings. Special meetings may be called by the Chair and shall be called by him or her at the request of at least four officers. Such special meetings may be held at such time and place as the Chair shall determine, and any business may be transacted at such meetings.

5.3 Notice of Meeting. Except as otherwise herein specifically provided, notice to officers of regular and special meetings shall be given at least 48 hours prior to the date of such meeting either personally, by mail, electronic mail, or telephone.

5.4 Quorum. A majority of the officers is required to constitute a quorum, but no action of the officers shall be valid unless it is approved by affirmative vote of at least a majority of the elected officers.

5.5 Action without a Meeting. Officers may take any action, in the absence of a meeting, which they could take at a meeting, by a telephone or electronic mail vote of all of the officers then in office, to such action. Any action so taken shall have the same effect as if taken at a regular meeting of the officers and will be noted in the minutes of the next regular meeting.

ARTICLE VI.

Powers and Duties of the Board of Officers

6.1 General Powers of the Board of Officers. The board of officers shall have the power to:

- A. Adopt and publish rules and regulations defining the objectives and direction of the association.
- B. Exercise for the association all powers, duties, and authorities vested in, or delegated to, the association.
- C. To employ a manager or other employees and officials, prescribe their duties and fix their compensation.

6.2 Duties of the Board of Officers. It shall be the duty of the board of officers to cause to be kept a record of all business and proceedings of its meetings. A report reviewing the business and affairs of the association for the year shall be prepared by the Treasurer and the Secretary or a person or entity selected by the board. Copies shall be available for inspection at the association office and available upon request.

ARTICLE VII. Officers

7.1 Officers. The officers of this association shall be a Chair, a Secretary, a Treasurer, and a chair for each of the following committees: Legislative, Education, Markets, Membership Development, and Conference. The officers of this association shall also include At-Large Officers, who maintain a seat and vote, but are not assigned to a chair a committee. The At-Large Officers will include a seat for Immediate Past Chair.

7.2 Removal Any member of the board of officers may be removed from the board with cause by a unanimous vote of the other members of the board. The vacant seat shall be filled in accordance with section 4.5 of these by-laws.

7.3 Board Chair. The Board Chair shall preside at all meetings of the members of the association and the board of officers. He or she shall sign for the association such contracts and other documents as he or she may be authorized by the board to sign and shall perform all acts and duties usually performed by a chair or as prescribed by the board. The Board Chair shall organize and delegate planning and implementation of all AOR forums, tours and trainings.

7.4 Secretary. The Secretary shall keep, or cause to be kept, a complete record of all meetings of the association and the board of officers; serve notice of the meetings of the board of officers and of the members; and perform other duties as may be required by the board. The assistant secretary may be authorized by the board to perform the duties of the secretary.

7.5 Treasurer. The Treasurer shall be responsible for keeping appropriate current records showing members and their addresses, maintaining financial records of the association, planning the annual budget and making such reports and performing such other duties as may be required by the board.

7.6 Legislative Chair. The Legislative chair shall act as the liaison with the AOR lobbyist, organize and chair a committee of association members concerning governmental and legislative matters.

7.7 Education Chair. The Education chair shall support the maintenance and development of state-wide public education and outreach efforts. This may require the development and coordination of an education committee.

7.8 Markets Chair. The Markets chair shall make connections with local and global recycling markets and provide that information to the membership.

7.9 Membership Development Chair. The Membership Development Chair shall develop and coordinate efforts to maintain quality communication with members, membership input is gathered and presented to the Board. Membership Chair shall also develop strategies for recruitment, and retention of association members.

7.10 Conference Chair. The Conference Chair shall organize and chair a committee of association members concerning the planning and implementation of the annual conference.

7.11 Fundraising Chair: The Fundraising Chair assumes oversight and stewardship of raising funds for the association to support, and expand on, the services provided to its members. The Fundraising Chair will chair a committee in performing these duties and collaborate with the Treasurer to develop the annual budget.

7.12 Marketing Chair: The Marketing Chair will assist AOR staff in planning, developing and implementing a marketing strategy aligning with AOR's strategic goals, mission and vision. The Marketing Chair will collaborate with Conference Chair to support the annual conference.

These chairs shall be required to report to the general membership and the board of officers on committee activities.

7.13 Delegation and Change of Duties. In the event of absence or disability of any officer, the board may delegate, during such absence or disability, the powers and/or duties of such officer to any other officer.

7.14 Elimination of Liability of Officers. No officer of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as officer, except that this provision shall not eliminate or limit the liability of an officer for any act or omission occurring prior to the date of adoption of this Article and that this provision shall not eliminate or limit the liability of an officer for

- (a) any breach of the officer's duty of loyalty to the corporation or its members;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) any distribution to members which is unlawful under the Oregon Business Corporation Act or successor statute;
- (d) any transaction from which the officer derived an improper personal benefit.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any officer of the corporation for or with respect to any acts or omissions prior to such amendment or repeal.

ARTICLE VIII. Books, Records, Seal, and Audit

8.1 Inspection. The books, records, and papers of the association shall at all times during reasonable office hours, be subject to inspection by any voting member or officer of the association at the office of the association.

8.2 Association Seal. The association seal shall be circular in form and shall have inscribed thereon the name of the association, the state, and the year of association.

8.3 Review. There shall be an annual review of the association's financial controls and accounting records, as follows: the Chair shall appoint a financial review committee of at least two members to review the association's financial controls and accounting records by applying the agreed upon procedures as determined by the board of officers. The financial review committee shall issue a report regarding their findings and recommendations from the application of the agreed upon procedures. The current Treasurer shall not serve on the financial review committee, but shall be available for consultation. The financial review committee members shall be independent of the board of officers and the staff responsible for the maintenance of the accounting records. A special review or audit, performed by an independent certified public accountant in accordance with generally accepted auditing standards, shall be made at any time, upon order of the board of officers or upon a majority vote of the voting members at any regular or special meeting.

8.4 Execution of Association Documents. When the execution of any instrument has been authorized by the board without specifying the executing officer, such instrument may be executed by any two of the following officers: the Chair, the Secretary, the Treasurer. The board of officers may, however, authorize any one of such officers to sign any such instrument for, and on behalf of, the association, and may designate officials or employees of the association other than those named above, to sign such instruments.

ARTICLE IX. Amendments

The bylaws may be altered, amended or repealed, and new bylaws may be adopted by a two-thirds majority of the voting membership present at any regular or at any special meeting, if at least ten days' written notice is given of intent to so alter, amend, repeal, or adopt new bylaws at such meeting.

ARTICLE X. Indemnification The corporation shall indemnify to the fullest extent permitted by the Oregon Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as director, or as an officer, or as fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust, or other enterprise.