

Association of Oregon Recyclers Bylaws

Approved by Vote of the Membership December 14, 2021

Article 1. Name

1.1: The name of this organization shall be the Association of Oregon Recyclers (AOR).

Article 2. Purposes and Objectives

2.1: AOR welcomes all, 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.

2.2: The purpose and objectives of the association shall be:

- A. To achieve a system of sustainable materials management by supporting high-quality recycling and composting, thoughtful consumption, and producer responsibility;
- B. To promote the cooperation of private industry, non-profits, individuals, and government agencies in a unified effort to increase the reuse and recovery of material resources, to increase the reduction of waste and responsible management of all materials throughout the material life cycles;
- C. To encourage information exchange and technical assistance among system participants;
- D. To provide information and education on source reduction, reuse, recycling, and recycling markets;
- E. To increase demand for recycled products through public education;
- F. To function as a legislative platform to meet the needs of sustainable materials management programs and managers;
- G. To promote research and development in source reduction, reuse, recycling technology and economics; and
- H. To promote equity within the materials management system.

Article 3. Membership

3.1 Qualification for Membership

A. Individual member– Any person who completes a membership application and provides the appropriate dues shall be a voting member of the Association.

B. Organizational Member -Any business, organization, or government entity that completes a membership application and provides the appropriate dues shall be a voting member of the Association.

C. The terms, requirements, and benefits of each membership category shall be determined by the board.

3.2 Dues – The annual dues for each type of member shall be determined by the Board of Directors.

3.3 Termination of Membership

A. Any member may resign from the Association upon notification to the board and/or staff.

B. If a member has not responded to an annual dues billing within thirty (30) days following said billing, a second annual dues billing notice shall be mailed to that member. If said member does not pay such dues within twenty (20) days of the second dues billing notice, said member shall be contacted by a member of the Board of Directors or staff. If no payment is then received within an additional twenty (20) days, said membership shall be terminated, unless otherwise extended for good cause.

C. Any member may be expelled by a two—thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims of repute of the Association, after notice and opportunity for a hearing are afforded, the member complained against.

Article 4. Meetings of Members

4.1 Annual Meeting - The annual meeting of members shall be held at such a place, date, and time as may be prescribed by the Board of Directors.

4.2 Special Meetings - Special meetings may be called by the Board Chair, the Board of Directors, or upon written request of members entitled to cast 20 percent of the total votes.

4.3 Notice - Notice of all meetings of voting members shall be communicated in writing to each voting member using the contact information contained in the records of the Association. Such a meeting notice shall be communicated no less than 10 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.

4.4 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.

4.5 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.

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

4.7 Objections - Any procedural or other objection to actions taken at membership meetings must be made in writing to the Board Chair within 21 days of the membership meeting.

Article 5. Elections for Board of Directors

5.1 Notice - Written notice of the election date, location, and eligibility requirements, along with a call for nominations, shall be mailed or sent electronically to every member in good standing at least **thirty** days prior to the election date.

5.2 Nomination Committee - At the Board's discretion, a nomination committee may be appointed to solicit and secure a slate of qualified nominees representing a diverse cross-section of the membership. Members may also submit nominations without solicitation to the nomination committee or the Board.

5.3. At the beginning of the election for Board Members, the Secretary or a Board Officer will accept nominations from the floor.

5.4 Nominees may be asked to state their qualifications, experience, affiliation, and interest in serving on the Board to the membership prior to elections.

5.5 All nominees will be provided with an opportunity to submit a one-page Statement of Qualifications and interest in serving on the Board. Those statements received by the Secretary, Board Officer, or AOR staff no later than five working days prior to the election will be made available for the election. Only voting members who are in good standing are eligible to serve on the Board of Directors.

5.6 Diversity - AOR is committed to diversity in all aspects of its business, activities, and at all levels, including the Board of Directors. AOR encourages all members to consider diversity including gender, race, and ethnic diversity, among other factors when nominating individuals to board positions.

Article 6. Voting Requirements and Procedures

6.1 Only Members who have paid all past and present dues in full may vote.

6.2 Each Organizational member gets two votes and shall select a representative and an alternate to place the organization's vote. Each Individual member gets one vote. Student members are not eligible to vote.

6.3 The Treasurer or designee shall be responsible for ensuring that only eligible voting members receive ballots and cast votes. Voting may be done by mail, electronically, or by some combination thereof as determined by the Board of Directors.

6.4 The nominees will be ranked by number of votes received. The Board positions will be filled sequentially, starting with the highest ranked nominee, and proceeding downward in ranking until all open Board positions are filled. Alternatively, should the list fill the exact number of slots to be filled, the nominations may be accepted by acclamation.

ARTICLE 7: Board Members

7.1 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.

7.2 Qualification of Board Members - Any voting member of the association is eligible to serve on the board.

7.3 Selection of Board Members - The Board of Directors shall be elected from the voting membership of the association. A majority vote is required.

7.4 Term of Office - Each Board Member shall serve a term of two years from the date of their election until the date their successors are elected and assume office. Begin and end dates of each Board Member's term shall be structured such that in any given year there shall be approximately equal number of Board Members with one year remaining, and with two years remaining, in their terms.

- A. No Board member shall serve more than four (4) consecutive 2-year terms. After serving (4) 2-year terms, a Board member must take at least a 1-year break before running for the board again.
- B. At the time that these bylaw changes take effect, any Board Member who has, to date, served 4 or more years on the AOR Board will be allowed to be reelected to a maximum of two additional 2-year terms.

7.5 Absences and Vacancies

- A. A Board Member may resign at any time by delivering written notice of resignation to the Board Chair or Association Staff. The resignation shall be effective upon receipt.
- B. A Member of the Board who is absent from two (2) consecutive Board meetings or fails to attend a total of three (3) meetings during a fiscal year, unless confined by illness or otherwise decreed as a good cause by a majority vote of those voting at any board meeting, shall automatically be dropped from membership of the Board.

C. Vacancies on the Board, and newly created directorships resulting from an increase in the authorized number of Board Members shall be announced by e-mail to the membership at least 15 days before the Board votes to fill the vacancy, giving Members an opportunity to suggest replacement Board Members. Vacancies shall be filled by the affirmative vote of a majority of the Board Members then in office or by a sole remaining Board Member. A Board Member elected to fill a vacancy shall be elected for the unexpired term of their predecessor. A board position to be filled by reason of an increase in the number of Board Members shall serve only until the next election of Board Members.

7.6 Board Representation - Board Members 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.

7.7 Removal - Any Board Member 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 Article 7.5.

ARTICLE 8. Meetings of the Board

8.1 Regular Meeting - Within 60 days after each annual meeting, the board shall hold an organizational meeting. If all Board Members 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 Board Members. The board may, by resolution, establish the date, time, and place for other regular meetings of the board.

8.2 Special Meetings - Special meetings may be called by the Board Chair and shall be called by them at the request of at least four Board Members. Such special meetings may be held at such time and place as the Board Chair shall determine, and any business may be transacted at such meetings.

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

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

8.5 Board Members may take any action, in the absence of a meeting, which they could take at a meeting, by obtaining the electronic approval of such action by email of a majority of the Board Members then in office.

8.6 Conflict of Interest - Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an

impartial manner, will offer to the Board to disclose their conflict and refrain from voting on said item.

ARTICLE 9. Powers, Duties, and Decision Making of the Board

9.1 General Powers of the Board. The Board 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. Hire contracted staff, prescribe their duties and fix their compensation.
- D. Elect officers as specified in Article 10.
- E. Name committees and Committee Chairs as specified in Article 12.

9.2 Duties - A Board Member shall perform their duties as a member of the Board of Directors including their duties as a member of any committee of the board in good faith, in a manner the Board Member reasonably believes to be consistent with the best interests of the Association and with such care as an ordinarily prudent person would use under similar circumstances in a like position. It shall be the duty of the Board of Directors to ensure that a correct and complete record of all Association business and all proceedings of its meetings be kept. All books and records of the Association may be inspected by any Member, or a Member's agent or attorney, for any proper purpose at any reasonable time. The Board of Directors shall ensure that the Association shall maintain a record of the names and addresses of its members entitled to vote. The Board of Directors shall ensure that the Association shall file an annual report to the state corporation commission and any other required filings in accordance with the laws of Oregon.

9.3 Delegation and Change of Duties — In the event of absence or disability of any Board Member, the board may delegate, during such absence or disability, the powers and/or duties of such Board Member to any other Board Member(s).

9.4 Decision Making

A. The Board agrees to use a consensus-based approach to decision making, with consensus defined as, "willingness to accept the group's recommendation." The Board will utilize a "one-to-five" approach to gauge the level of agreement on any given proposal where a vote is required or needed, where:

"1" = enthusiastic support;

"2" = support;

"3" = neutral, on the fence, or have questions;

"4" = serious questions or concerns but not enough to block the idea from moving forward;

"5" = cannot live with the proposal or idea; would actively block it as it stands.

B. If one or more Board Members are at a 5 and time allows, the dissenting Board Member(s) will bring forward an alternative proposal within one week of the next meeting of the board so the board can redeliberate the options. If the board cannot reach consensus in a timely manner, a new vote will be conducted following a majority rules approach with a 2/3 majority vote in favor to pass a motion.

C. If the decision is time sensitive and there is no more time for the board to deliberate on a particular proposal and one or more Board Member(s) is registering as a 5, a vote will be taken and 2/3rds majority vote in favor is required to pass the vote. Board Member(s) at 5 will write a dissent for the record that will be included in the meeting minutes.

9.5 Collaborative Principles - To support effective collaborative participation, group members agree to the following principles and norms:

- A. Commit to the process and each other with a goal of representing AOR members and fulfilling AOR's mission.
- B. Approach conversations in the spirit of curiosity and a willingness to learn something new -- listen with care to others
- C. Be willing to say what is most important to you and why it's important to you
- D. Differences are healthy! Be willing to disagree – without being disagreeable
- E. Look for solutions that will benefit all
- F. Share the airtime with your colleagues - utilize the facilitator and hand raising tools for getting into the conversation
- G. Stay 'in the room' and focused on the topic at hand

ARTICLE 10. Board Officers

10.1 Officers - The officers of this Association shall be Board Chair, Immediate Past Chair, Vice Chair, Secretary, and Treasurer.

- A. The term as an officer shall be for a period of 2 years unless a Board Member resigns, their board term expires, or they are removed.
- B. No Board Member shall serve more than (2) consecutive terms in the same officer position.
- C. The Board shall elect its slate of officers at the annual retreat, with the exception of the Immediate Past Chair.
 - a. Since the Immediate Past Chair position is automatically assigned to the individual who served as most recent outgoing Board Chair, this position is not elected by the Board

10.2 Board Chair - The Board Chair shall preside at all meetings of the members of the Association and the board. The Board Chair shall sign, for the association, such contracts and

other documents as they may be authorized by the board to sign and shall perform all acts and duties usually performed by a Board Chair or as prescribed by the board.

10.3 Immediate Past Chair - The Immediate Past Chair is filled by the former Board Chair that immediately precedes the current Board Chair.

- A. If the Immediate Past Chair would be ineligible to be reelected to the board due to Board Term Limits (Article 7.4), the Immediate Past Chair will be eligible to serve on the board for an additional 1-year term at the discretion of the Board of Directors.

10.4 Vice Chair – A Vice Chair shall preside in the absence of the Board Chair. The Vice Chair shall fill any unexpired term of the Board Chair.

10.5 Secretary - The Secretary shall keep, or cause to be kept, a complete record of all meetings of the Association and the board; keep or cause to be kept, appropriate records showing members and their addresses; and perform other duties as may be required by the board.

10.6 Treasurer - The Treasurer shall maintain, or cause to be maintained, all financial records of the Association, prepare financial statements as requested by the Board, and prepare the annual budget for board approval. The Treasurer shall also perform other such duties as may be assigned to them by the Board.

Article 11: Liability and Indemnification

11.1 Elimination of Liability of Board Members - No Board Member of the Association shall be personally liable to the Association or its members for monetary damages for conduct as Board Members, except that this provision shall not eliminate or limit the liability of an Board Member 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 a Board Member for any breach of the Board Member's duty of loyalty to the corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; any distribution to members which is unlawful under the Oregon Business Corporation Act or successor statute; any transaction from which the board member 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 Board Member of the Association for or with respect to any acts or omissions prior to such amendment or repeal.

11.2 Indemnification - The Association 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 Board Member or officer of the Association, or a

fiduciary with respect to an employee benefit plan of the corporation, or serves or served at the request of the Association as a Board Member, or as an officer, or as fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE 12. COMMITTEES

12.1 Committees - The Board shall establish Conference and Legislative Committees. The Board may establish other Committees as is deemed necessary and appropriate to assist with the operation of the Association.

12.2 Committee Operations.

- A. A Chair(s) of the Committee will be appointed by the Board. Chairs of Committees shall be Board Members in good standing. A Committee Chair who shall be absent from two (2) consecutive Committee meetings or fail to attend a total of three (3) meetings during a fiscal year, unless confined by illness or otherwise decreed as a good cause by the Board Chair, shall automatically be removed from Committee leadership.
 - 1. The Chairs of the Legislative and Conference Committees shall be appointed by the Board to 2-year terms.
 - 2. The Chairs of other Committees shall be appointed by the Board as needed.
- B. A Committee, when formed, shall organize itself and shall develop policies and procedures to guide it in performing the functions and duties as are given to the Committee or Committees elsewhere in these Bylaws or by the Board of Directors.
- C. Committee Membership shall be open to all Association Members. The Board of Directors shall have the authority to deny Committee membership for any reason, including but not limited to, conflict of interest. Denial of Committee membership can be appealed to the Board of Directors.
- D. The Legislative Committee shall follow the charter as established by the Board of Directors.

12.3 Communication - No Committee of the Association may communicate a public position on any issue without approval of the Board of Directors, unless authority to communicate public positions on certain matters has been granted by the board.

ARTICLE 13. Books, Records, and Audit

13.1 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 Board Member of the association at the office of the association.

13.2 Audit — The financial records of the Association shall be reviewed annually and audited as needed. A financial report shall be presented at each annual meeting.

ARTICLE 14: ADMINISTRATIVE PROVISIONS

14.1 Governing Structure - The Board shall utilize a consensus-based approach to decision making as defined in Article 9.4.

14.2 Fiscal Year - The Association's fiscal year shall begin on January 1 and end on December 31 of each year.

14.3 Budget - The Treasurer and Board Chair shall compile a budget of estimated income and expenses for the coming year and submit it to the Board of Directors for approval no later than the yearly November board meeting.

ARTICLE 15: DISSOLUTION

The Association shall use its funds only to accomplish the purpose specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the Members of the organization. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations holding a 501(c) status with the United States Internal Revenue Service to be selected by the Board of Directors.

ARTICLE 16. Bylaw 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.