

PROPOSED AOR BYLAW REVISIONS 2021 - TO BE APPROVED BY MEMBERSHIP VIA ONLINE VOTE OCTOBER 15TH - OCTOBER 19TH

ARTICLE 1. NAME

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

ARTICLE 2. PURPOSE AND OBJECTIVES

2.1: AOR welcomes 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.

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 and reduction of waste 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 and recycling;
- 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; and
- G. To promote research and development in source reduction, reuse, recycling technology and economics.

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 of 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 place, date, and time as may be prescribed by the board of directors.
- 4.2 Special Meetings — 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.
- 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 shall specify the place, date, and time of the meeting, and in the case of a special meeting, the purpose of the meeting.
- 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.
- 4.4 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.
- 4.5 Proxy - Any member may vote in person or by proxy. Each proxy shall be revocable and shall automatically terminate upon termination of membership.
- 4.6 Objections - Any procedural or other objection to actions taken at membership meetings must be made in writing to the 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 member of the Executive Committee 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, member of the Executive Committee, 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 Organization 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, facsimile or 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 consisting of no fewer than nine and no greater than 15 voting members. There shall always be an odd number of elected board 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 Members 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. No Board member shall serve more than three (3) consecutive terms. Begin and end dates of each member'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.

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 shall be absent from two (2) consecutive Board 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 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.

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 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 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, electronic mail, 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. 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.

8.5 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 - Board members 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 contracted staff, prescribe their duties and fix their compensation.
- D. Name committees and elect officers as specified in [TBD]. Additional committees may be established by the board if required.

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. A report reviewing the business and affairs of the Association for the year shall be presented electronically by the end of the first quarter of the following year to all members. 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 air time with your colleagues - utilize the facilitator and hand raising tools for getting in to the conversation
- G. Stay 'in the room' and focused on the topic at hand

ARTICLE 10: OFFICERS

10.1 Officers — The officers of this Association shall be a chair, immediate past chair, vice chair, a secretary, and a treasurer. The term of office shall be for a period of 2 years unless a board member resigns, their term expires, or they are removed. The board shall select these officers with the exception of immediate past chair, from among board members at its annual retreat.

10.2 Chair — The chair shall preside at all meetings of the members of the association and the board. The 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 chair or as prescribed by the board.

10.2 Immediate Past Chair – The immediate past chair is filled by the former chair that immediately precedes the current chair.

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

10.4 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, or cause to be served, notice of the meetings of the board of officers and of the members; keep or cause to be kept, appropriate records showing members and their addresses; and perform other duties as may be required by the board and perform other duties as may be required by the board.

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

ARTICLE 11: LIABILITY & INDEMNIFICATION

11.1 Elimination of Liability of Board Member - No board member of the association shall be personally liable to the association or its members for monetary damages for conduct as board member, except that this provision shall not eliminate or limit the liability of a 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 officer'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 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.

ARTICLE 12. COMMITTEES

12.1 Executive Committee — The officers of the Association shall constitute the executive committee. The committee shall have general supervision of the Association's affairs between meetings of the board and its recommendations shall be subject to review and approval by the board.

12.2 Committees - The Board may, from time to time, establish such committees as is deemed necessary and appropriate to assist with the operation of the Association. Such committees may include, but not be limited to, the following: Conference, Legislative, and Membership Development.

12.3 Committee Operations.

- A. 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.
- B. A Chair(s) of the committee will be appointed by the Board. At least one Chair of the Committee shall be a Board Member 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.
- C. Committee Membership shall be open to all Association Members. The Board Chair 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.

12.4 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 Executive Committee 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.