

**LOWER COLUMBIA SECTION
BYLAWS**

Updated: August 26, 2014

BYLAWS

PREAMBLE

It has been customary for the people who have a common interest to band together for their mutual protection and benefit. In keeping with this tradition those involved in the collection and treatment of wastewater in the Lower Columbia area do hereby provide this organization to obtain the benefits and education which might accrue from our mutual association.

ARTICLE I

Name

The name of this organization shall be the Lower Columbia Section (LCS).

Article II

Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The LCS shall operate in conjunction with the Pacific Northwest Clean Water Association, Oregon Region Constitution.

ARTICLE III

Membership

Section 1. Member: A Member may be anyone interested in the advancements of knowledge related to wastewater collection, treatment, industrial treatment, beneficial reuse, solid waste disposal or improved water quality management. Members who are actively engaged in the wastewater industry within the counties of Clackamas, Columbia, Hood River, Multnomah, Washington, Wasco, Yamhill, and Tillamook in the State of Oregon shall be eligible for membership in the LCS. Members shall be eligible for LCS elections voting. There will be no dues associated with LCS Membership.

Section 2. Sponsor: A Sponsor may be a firm or person(s) engaged in activities pertaining to the wastewater industry. Sponsorship shall not be restricted to the geographic limits set forth in Article III of these Bylaws.

ARTICLE IV

Board of Directors

Section 1. Number and Qualifications: The affairs of the LCS shall be managed by the Board of Directors consisting of Directors and three Officers: President, Vice President, Secretary-Treasurer (Board Members). The positions of President, Vice President and Secretary-Treasurer must be filled at all times. Officers must be members of the Water Environment Federation and the Pacific Northwest Clean Water Association. There shall be up to eleven (11) residing Directors.

Section 2. Duties: The President shall have general supervision of the affairs of the LCS and direction of the Board Members. They shall preside at all meetings of the LCS and Officers. They shall be responsible for all property of the LCS in their care during the term of office. It shall be their responsibility to turn over to the successor all LCS property in their care.

The Vice President shall assume all duties and responsibilities of the President in the absence of the President. The Vice President shall be responsible for membership. They shall be responsible for all property of the LCS in their care during the term of office. It shall be their responsibility to turn over to the successor all LCS property in their care. The Vice President shall carry out other duties as directed by the President.

The Secretary-Treasurer shall attend and record the proceedings of all meetings of the LCS and Officers. They shall attend to the collection of dues, assessments, and donations or other moneys due to the LCS. They shall prepare all claims against the LCS and shall pay such claims upon approval by the President. The Secretary-Treasurer shall keep an up-to-date membership list and shall notify members of time and place of meetings. They shall be responsible for all property of the LCS in their care during the term of office. It shall be their responsibility to turn over to the successor all LCS property in their care. The Secretary-Treasurer shall carry out other duties as directed by the President.

Directors shall attend meetings of the LCS and carry out duties as directed by the President.

Section 3. Term and Election: The term of office for the President, Vice-President and Secretary Treasurer shall be two years. These three officers shall be elected at the Regional Board Meeting which occurs every March. There is no limit on the number of terms served.

Nominations may be made by the Nominating Committee and/or from the floor at the election meeting.

Directors shall be appointed by the President upon a two-thirds vote by the Board of Directors and shall serve a term of four years. There is no limit on the number of terms served.

Section 4. Removal: Any Board Member may be removed, with or without cause, by a vote of two-thirds of the Board of Directors.

Section 5. Vacancies: Vacancies caused by withdrawal or resignation of any office except the President, shall be filled by appointments by the President until the next annual election at which time the vacancy shall be filled by a duly elected Officer. Vacancy of President shall be filled by the current Vice President.

Section 6. Regular Meetings: Regular meetings shall be held at the time and place to be determined by the President.

Section 7. Expenditures: No expenditure shall be authorized by any Board Member except upon approval by a majority vote of the Officers.

ARTICLE V

Committees

Section 1: The President shall appoint chair persons from Board Members and Members to the following committees:

NOMINATION: This committee shall prepare a list of all nominees for office and present this list at the annual meeting.

AWARDS: This committee shall ensure that all local, state and national awards have a qualified nominee from the LCS. Current status of all awards in progress shall be presented to the membership at regular meetings.

CERTIFICATION: This committee shall keep the membership informed of current affairs of the certification programs.

AD HOC: These committees shall be appointed by the Officers as needed.

NEWSLETTER: This committee shall prepare a quarterly newsletter representative of pertinent information to the LCS.

Article VI

Modifications

Section 1: Modification(s) to these Bylaws may be made by a two-thirds majority vote of the Board Members present at the next regular meeting following the meeting at which the modification(s) are proposed in writing. Any modification so passed shall reported to the Secretary of the Pacific Northwest Clean Water Association within thirty (30) days and be subject to final approval by the Board of Directors of the Pacific Northwest Clean Water Association.

Article VII

Indemnification and Dissolution

Section 1: The LCS shall indemnify and hold harmless each Board Member, as defined in Article IV of this document, against any and all expenses and liabilities, including attorney's fees, or any settlement thereof, incurred of or imposed upon any Board Member arising out of any proceeding to which the Board Member is a party or may become involved solely by reason of being or having been a Board Member as defined by the LCS at the time such expenses and liabilities are incurred, except in such cases wherein such Board Member is adjudged guilty of willful malfeasance, acts or omissions in bad faith, intentional misconduct, or known violation of law.

Section 2: The LCS shall eliminate all personal liability of its Board Members for any personal injury to any person or property arising out of a tort, except in the event that the Board Member was personally involved in the tort, or committed a criminal act.

Section 3: In the event of dissolution of the LCS, the property and assets thereof, after providing for all obligations and liabilities of the LCS, shall be turned over to the Pacific Northwest Clean Water Association.