

Oregon Water/Wastewater Agency Response Network

ORWARN

BYLAWS

For

**Mutual Aid and Assistance Agreement For The Provision Of
Emergency Services Related To Water And Wastewater Utilities**

September 21, 2007
(Modified March 11, 2013)
(Last Modified February 25, 2015)

TABLE OF CONTENTS

	<u>Page</u>
Article I - Name	3
Article II - Location	3
Article III - Purpose	3
Article IV - Membership	3, 4
Article V - Governing Board/Board of Directors	4,5
Article VI - Officers	5
Article VII - Duties	5,6
Article VIII - Committees	6
Article IX - Amendments to Bylaws	6
Article X - Indemnity of Officer and Directors	7
Article XI - Finance	7
Article XII - Relationship with Pacific Northwest Section	7
Article XIII - Conflict between Agreement and Bylaws	8

BYLAWS

Oregon Water/Wastewater Agency Response Network

Article I. NAME

The name of the organization is the Oregon Water/Wastewater Agency Response Network hereafter referred to as ORWARN that was established by the Mutual Aid and Assistance Agreement for the Provision of Emergency Services Related to Water and Wastewater Utilities, (hereafter called the “Agreement”).

Article II. LOCATION

The ORWARN shall maintain in the state of Oregon a registered office and a registered agent located at the registered office shown below. The Governing Board/Board of Directors (“Board”) may, at any time, change the location of the registered office and the person designated as the registered agent. The organization may also have an office at such places as the Board may fix by resolution.

ORWARN
c/o Ken Schlegel
Clean Water Services
2550 Southwest Hillsboro Highway
Hillsboro, OR 97123

Article III. PURPOSE

The purpose of the ORWARN shall be to facilitate the activities of its Members and Associate Members in implementing the Agreement. The ORWARN may facilitate mutual aid and assistance among the Members, sponsor and conduct training activities and exercises for the Members and Associate Members, facilitate communication and coordination among the Members, Associate Members and relevant agencies, and conduct other activities of mutual benefit to the Members and Associate Members and any other activities authorized under the Agreement.

Article IV. MEMBERSHIP

The ORWARN is a membership organization. Membership shall become effective upon executing the Agreement.

Section 1. Eligibility. Any municipal corporation, quasi-municipal corporation, department or agency of a municipal corporation, department or agency of a quasi-municipal corporation, service district, political subdivision or private utility is eligible to become a Member. If any municipal corporation, quasi-municipal corporation, department or agency of a municipal corporation, department or agency of a quasi-municipal corporation, service district, political subdivision or private utility company has separate water and wastewater operations, each one, if contracting separately, shall be deemed to be a Member for purposes of this Agreement.

Any public or private entity that desires to be affiliated with ORWARN may become an Associate Member. Associate Members may attend meetings, attend training exercises, receive general information regarding the organization and participate in other activities deemed appropriate by the Governing Board. Associate Members may not request assistance or respond to a request for assistance under the Agreement. Further, Associate Members may not vote and are ineligible to serve on the Governing board.

Section 2. Authorized Official. Each officially recognized Member should formally designate one delegate to the ORWARN with authority to: (1) request assistance; (2) offer assistance; (3) refuse to offer assistance or (4) withdraw assistance under the Agreement. Members must provide contact information for the Authorized Official to the Board and promptly notify the Board of any changes.

Section 3. Voting. Members should designate a voting delegate to the Board. Each Member is entitled to one vote. Voting by proxy shall not be allowed. Associate Members may not vote.

Section 4. Fee. There is no fee for Members or Associate Members.

Section 5. Withdrawal. A Member or Associate Member may withdraw from the Agreement by providing written notice of its intent to withdraw to the Board. Withdrawal takes effect 60 days after the Board receives notice.

Article V. GOVERNING BOARD/BOARD OF DIRECTORS

Section 1. Powers. The Board, shall exercise all the powers of the ORWARN. It shall control and manage all the business and affairs of the ORWARN in accordance with Article III of the Agreement.

Section 2. Nominations. A Nomination Committee, appointed by the Chair, consisting of two (2) members of the Board, shall draw up a slate of nominees for Board positions prior to the Annual Meeting. Additions to the slate can be made by a Member by submission of names to the Nominating Committee or by nomination from the floor at the Annual Meeting by a Member. The Chair, Vice Chair, Secretary and other Board members shall be elected by majority vote of the Members at the Annual Meeting.

Section 3. Number. The Board shall consist of seven (7) Members. The Chair, Vice Chair and Secretary are Board members and officers. The four other Board members shall not be officers, but are eligible to hold positions on any committee established by the Board, as appointed by the Chair. The four (4) other Board members, also known as "At-Large" Board members, shall hold positions that are numerically labeled one (1), two (2), three (3) and four (4) for purposes of tracking which positions are up for re-election. Officers are also eligible to hold positions on any committee established by the Board, as appointed by the Chair.

Section 4. Qualifications. Board members shall be Members as that term is defined in the Agreement and these Bylaws. They shall support the ORWARN's mission and Bylaws. Associate Members are ineligible to serve on the Board.

Section 5. Appointment. Board members serve at the pleasure of their respective utilities.

Section 6. Term. The term of all Board members shall be 2 years. The Chair, Secretary, and At-Large Board positions two (2) and four (4) shall have 2 year terms that expire in even years. The Vice Chair and At-Large positions one (1) and three (3) shall have 2 year terms that expire in odd years.

Section 7. Removal. Membership and voting privileges for any and all Board members may be revoked, with cause, at a meeting called for that purpose, by a unanimous vote of the remaining Board members. Board members may not be absent for three consecutive meetings without prior notification to the Board.

Section 8. Vacancies. Any vacancy on the Board shall be filled by delegation of a new representative from the respective Member, subject to Article VI of these Bylaws. If the Member declines or is unable to provide a new representative, the vacancy shall be filled by election at the next annual meeting. The Board may appoint an interim representative to serve until the vacancy can be filled by election. The filling of such vacancy shall be for the remaining term to which such vacancy relates.

Section 9. Regular Meetings. Regular meetings of the Board shall be held no less than twice per year at the time and place to be determined by the Board. Notice of all regular meetings of the Board describing the date, time, place and purpose of the meeting shall be given to each member of the Board personally, or by telephone, or by mail, or by electronic communication not less than seven (7) days prior to the meeting. All Board meetings shall be open to Members, Associate Members and the public. Robert's Rules of Order shall govern board meetings.

Section 10. Special Meetings. Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of special meetings of the Board describing the date, time, place, and purpose of the meeting shall be given to each Board member personally, or by telephone, or by mail, or by electronic communication not less than two (2) days prior to the meeting. Meetings regarding personnel matters will be considered confidential and closed to other than the involved parties.

Section 11. Meetings by Electronic Mail or Telecommunications. Electronic, telephone or telephonic communications may be used for any regular or special meeting of the Board as long as all Board members can be heard, read or seen by the other members.

Section 12. Quorum. A quorum for Board action shall consist of a majority of the Members of the Board.

Article VI. OFFICERS

The officers of the ORWARN shall be Chair, Vice Chair, Secretary and Treasurer. These officers shall perform the duties prescribed by these Bylaws and the Agreement under the parliamentary authority adopted by the ORWARN, and perform such other duties as the Board shall prescribe.

Article VII. DUTIES

Section 1. Chair. The Chair shall preside at all meetings and elections of the ORWARN and shall have the general supervisory and directional powers of the organization. The Chair shall set meeting agendas and perform other duties as imposed by the Board. The Chair shall be an ex-officio member of all committees.

Section 2. Vice Chair. The Vice Chair shall perform such duties as shall be assigned by the Board or by the Chair. The Vice Chair shall exercise the powers and perform the duties of the Chair in the absence or disability of the latter, or in case of a vacancy in the office of the Chair.

Section 3. Secretary. The Secretary shall provide for all required notices, attend all meetings and keep the minutes of all meetings. The Secretary shall maintain the corporate records, current and historical letters, correspondence, prepare and file timely accurate federal and state reports, as needed, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair or by the Board. In the absence of the Chair and Vice Chair, the Secretary shall preside over meetings.

Section 4. Treasurer. The Treasurer shall maintain such accounts as necessary for ORWARN and shall provide financial reports to the Board. The Treasurer shall maintain current and historical accounts of deposits and disbursements of all income and expenditures, have charge and custody of and be responsible for all funds, receive and give receipts, and perform all duties incident to the office of Treasurer and as may be assigned from time to time by the Chair or by the Board of Directors. The Treasurer shall serve at the pleasure of the Board, and have no voting privilege, unless the appointed Treasurer is also an elected Board Member.

Article VIII. COMMITTEES

Section 1. Executive Committee. The Board shall have the power to make financial and budgetary decisions.

Section 2. Other Committees. The Board may establish other committees as it deems necessary and desirable. Such committees will be advisory committees to the Board. The Board recognizes the following permanent committees, but may establish other committees as it deems necessary:

1. Training and Exercise Committee.
2. Outreach and Membership Committee.
3. Website and Resource Committee.
4. Annual Meeting Committee.
5. Response Coordination Committee

The Chair of a committee shall be appointed by the Chair of the Governing Board.

Section 3. Composition of Committees Any committee shall be composed of one (1) or more Board members, appointed by majority vote of the Board, if a quorum is present. The Board shall appoint one (1) or more Members to the committees as it deems necessary by majority vote of the Board, if a quorum is present.

Section 4. Quorum and Action. A quorum at a Committee Meeting shall be a majority of all appointed Committee Members. If a quorum is present, action is taken by an affirmative vote of a majority of the Committee Members present.

Section 5. Limitations on the Powers of Committees. No Committee may authorize payment of any part of the income of the organization to its directors or officers; approve dissolution, merger or the sale, pledge or transfer substantially all of the organization's assets; elect, appoint or remove directors or fill vacancies on the Board or any of its committees; nor adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board.

Article IX. AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the Board by a majority vote of all Board members present, if a quorum are present. Prior to the adoption of an amendment to the existing Bylaws or adoption of new Bylaws, each Board member shall be given at least five (5) days' notice of the date, time and place of the meeting at which the proposed changes are to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the existing Bylaws or adoption of new Bylaws. The notice shall also contain a copy of the proposed amendments or new Bylaws.

Article X. CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS

Subject to the Oregon Constitution, the limits imposed under the Oregon Tort Claims Act, and laws of the state of Oregon applicable to local governments, ORWARN shall assume the defense of, fully indemnify, save and hold harmless, the officers and directors from all claims, suits, actions, loss, damage, injury, and liability of every kind, nature, and description, directly or indirectly arising from the officers or director's duties, actions, inaction, and position on the Board.

Article XI. FINANCE

Section 1. Fiscal Year. The fiscal year for the ORWARN shall commence on the first day of January and shall end on the thirty-first day of December.

Section 2. Loans. The ORWARN shall make no loans to its Officers or Directors. Further, no loans shall be contracted on behalf of the ORWARN, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 3. Assessments. No fees shall be assessed against Members or Associate Members without a majority vote of the Board. All financing will be through voluntary contributions, fundraisers, gifts, grants from member councils, and outside public and private sources.

Section 4. Administration Costs. Costs to administer grants and other funding may be included as part of a grant application or other funding requests, if any.

Article XII. RELATIONSHIP WITH PNWS

ORWARN may be provided benefits and services by the Pacific Northwest Section of the American Water Works Association (PNWS). ORWARN shall be operated and managed at all times to comply with the terms and conditions of the Affiliation Agreement Between the American Water Works Association (AWWA) and the Pacific Northwest Section of the American Water Works Association and such other terms and conditions Pacific Northwest Section requires as a condition of providing benefits and services to ORWARN.

Article XIII. CONFLICT BETWEEN AGREEMENT AND BYLAWS

Any material conflict between the provisions of the Agreement on the one hand, and these bylaws on the other hand, shall be resolved by reference to and reliance upon the Agreement.

ADOPTED _____
Date

Chair

APPROVED:

Secretary