

OREGON ENVIRONMENTAL COUNCIL BY-LAWS

ARTICLE I – NAME

1. The name of this corporation shall be “Oregon Environmental Council, Inc.” herein referred to as “the corporation.”

ARTICLE II – PURPOSES

1. To advance innovative, collaborative solutions to Oregon’s environmental challenges for today and future generations.
2. To engage Oregonians by developing and implementing projects that help them act on their environmental values in their basic roles as parent, homeowners, consumers, drivers, and citizens.
3. To find common ground by bringing diverse interest groups together, building common understanding, and developing creative strategies that help everyone be part of the solution to Oregon’s environmental challenges.
4. To create strong environmental policy by holding decision makers accountable and by leading broad coalitions of individuals and stakeholder groups in support of environmental progress.

ARTICLE III – TERM OF EXISTENCE

1. The duration of this corporation shall be perpetual, and its property is irrevocably dedicated to charitable and scientific purposes. However, the Board may, in the same manner as provided for amending these By-Laws, consolidate or merge this corporation with any other non-profit corporation of similar purposes, or dissolve or terminate the existence of this corporation and contribute the assets to any other non-profit corporation of similar purposes.
2. In the event of dissolution or termination the assets of this corporation shall be applied and distributed as follows:
 - a. All liabilities and obligations of the corporation shall be paid, satisfied and distributed, or adequate provision shall be made therefor.
 - b. None of the remaining assets shall inure to any individual, but shall be distributed only to a fund or foundation or corporation whose property is likewise irrevocably dedicated to charitable and scientific purposes as required by the Internal Revenue Code of the United States.

ARTICLE IV – MEMBERSHIP

1. There shall be no capital stock in this corporation. Persons or organizations accepting the purposes of the corporation shall be eligible for membership in the corporation upon payment of the established fees. Members shall have no voting, parliamentary, or other rights except those specifically enumerated in these By-Laws. The Board shall have the authority to establish classes of membership and respective fees provided that all members shall have the same parliamentary privileges.

ARTICLE V – BOARD OF DIRECTORS

1. The principal governing body of the corporation shall be the Board of Directors, herein referred to as “the Board,” which shall have and shall exercise for the corporation and all the powers of the corporation, including the power to hire an executive director and such other employees as it may determine.
2. The Board shall meet at least three times a year.
3. The Board shall consist of not fewer than 12 nor more than 32 members.
4. The President shall elicit suggested nominees for the Board. The board shall seek directors who represent, as nearly as possible, the diversity of the corporation’s membership.
5. The members of the Board shall elect new and continuing directors by simple majority vote.
6. Directors shall serve for periods of two years, with a maximum of three consecutive terms, unless a member is serving as President or Vice President when his or her term expires or the Board authorizes an additional term(s) in exceptional cases.
7. The Board may, by two-thirds vote of the entire Board, and with two weeks notice to all Board members of the intent to propose such action, remove from office any member of the Board who fails to meet the obligations of board membership, violates the terms of these By-Laws, violates explicit instructions of the Board for the conduct of the corporation’s business, or publicly acts to obstruct or thwart the objectives of the corporation.
8. If a Board member runs for national or statewide elected office, he/she must resign from the Board upon announcement of his/her candidacy.
9. The President or any five members of the Board may call a special meeting of the Board. The persons calling the meeting shall give adequate notice to each member of the Board.
10. A quorum of the Board shall be twice, plus one, the number of the members of the Executive Committee, or a majority of the Board, whichever is smaller, but in no case less than one-third of the Board.

11. The Board may adopt rules of procedure for itself and for all boards and committees of the corporation. No vote by proxy shall be allowed on any matter before the Board, provided, however, that nothing in these By-Laws shall prohibit votes by Board members in writing, by telephone, or by comparable means.
12. No member of the Board shall take or make public any action, or make public any resolution, or reveal membership in the corporation or the Board, in such a way as to lead the casual observer to believe any statement for the public record is made under the authority of the corporation. No member of the Board may in any way commit the corporation on a question of public policy or of general public interest, or to any contract, without having first received specific approval by a vote of the Board, or from the President of the Board or the Executive Director. Nor shall any member of the Board, or the corporation itself, state or imply that all or any specific members of the corporation endorse any action taken by the corporation or any particular policy or statement of the corporation.

ARTICLE VI – OFFICERS

1. The Board shall elect from its own number a President, a Vice President, a Secretary and a Treasurer. Each officer shall serve for one year or until their successor is elected, and may serve unlimited multiple terms. One board member may fill as many as two offices, although the President may not serve in more than one role.
2. The President shall be the chair of the Board.
3. The Vice President shall assume the duties of the President when he/she shall be unable to act and until the Board shall fill the vacancy or the President shall resume the duties.
4. The Secretary shall ensure that an official record of the public policy and internal directives of the Board is maintained, as well as minutes of the proceedings of any meetings of the members, Board of Directors, or Executive Committee, and a record of the names and addresses of the membership.
5. The Treasurer shall, under the general supervision of the Board, oversee the financial operations of the corporation and its staff.
6. The immediate Past President of the corporation shall serve as a member of the Board for one additional year, notwithstanding the requirements of Article V.

ARTICLE VII – EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of the officers of the Board and the chairs of each standing committee. Additionally, at the recommendation of the President, there may also be no more than two ad hoc members.

2. Between meetings of the Board the Executive Committee shall have all of the powers of the Board, except the power to amend these By-Laws or to name or remove any members of the Board. However, the Executive Committee shall operate within the policy guidelines laid down by the Board and shall delay decisions to full Board meetings where feasible.
3. A majority of the Executive Committee shall constitute a quorum. The President or any three members of the Executive Committee may call a special meeting of the Executive Committee. The persons calling the meeting shall give adequate notice to each member of the Committee. Any action by the Executive Committee may be taken without a meeting of the Committee if all members of the Committee shall consent to such action.
4. Any member of the Board may, at the next regular or special meeting, move to reconsider any action taken by the Executive Committee prior to the meeting of the Board.

ARTICLE VIII – COMMITTEES AND ADVISORY BOARDS

1. The Board may authorize and define the duties of such other committees and advisory boards as may be necessary for carrying out the purposes of the corporation. The Executive Committee or its designee shall appoint the members of such committees and advisory boards and designate their officers. These committees and advisory boards may include non-members.
2. All the provisions of Article V, Section 11, shall apply with equal weight to all committees and advisory boards of this corporation and all members thereof.

ARTICLE IX – FINANCES

1. The fiscal year of the corporation shall be April 1 to March 31.
2. None of the personal property or assets of any of the members of the Board of Directors shall be subject to or chargeable with the payment of debts or obligations incurred by the Corporation.
3. The Treasurer shall ensure that the corporation maintains proper books of account and that independent audits are conducted regularly.
4. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons in such manner as shall be determined from time to time by resolution of the Board.

ARTICLE X – INDEMNIFICATION

1. The corporation shall indemnify to the fullest extent permitted by the Oregon Non-Profit Corporation law any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

ARTICLE XI – AMENDMENTS

1. These By-Laws may be amended at any meeting of the Board of Directors, provided that a copy of the proposed amendments shall be given all directors at least two weeks before such meeting.
2. A two-thirds vote of those present and voting shall be necessary to amend the By-Laws.

ADOPTED: March 7, 1972.

ATTESTED: Judie Irons, Secretary; Don Waggoner, President

REVISED: 2/3/90.

ATTESTED: Dave Pickering, Secretary; Mary Kyle McCurdy, President

REVISED: 6/1/2001.

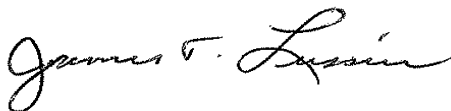
ATTESTED: Dorothy Atwood, Secretary; Jesse Reeder, President.

REVISED: 2/6/06

ATTESTED: Carl Lamb, Secretary; Steve Greenwood, President.

REVISED: 10/9/10

ATTESTED: Michele Goodman, Secretary; Jim Lussier, President.



For additional copies and information, write:

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