



# REGION VI PRETREATMENT ASSOCIATION

## BYLAWS

**Adopted: October 14, 2004**

Revised: March 30, 2005

Revised: August 13, 2007

Revised: February 8, 2013

Revised: November 15, 2013

### **ARTICLE I - NAME, PURPOSE**

**Section 1:** The name of the organization shall be Region VI Pretreatment Association, and shall be referred to in this document as the Association

**Section 2:** The Association is organized exclusively for charitable, scientific and educational purposes, more specifically to:

- A. Organize and conduct the annual EPA Region VI Workshop;
- B. Provide for the professional growth and development needs of its members;
- C. Share information regarding industrial pretreatment and other environmental issues among its members; and
- D. Improve the professional status of personnel engaged in the industrial pretreatment field.

### **ARTICLE II – MEMBERSHIP**

**Section 1:** Membership in the Association is open to all persons working in the industrial pretreatment field within United States Environmental Protection Agency Region VI (Arkansas, Louisiana, New Mexico, Oklahoma, and Texas).

**Section 2:** The Executive Board shall be responsible for the establishment of any dues and/or fees.

### **ARTICLE III - GENERAL MEMBERSHIP MEETINGS**

**Section 1: Annual Meeting.** The annual general membership meeting shall be conducted in conjunction with the annual Region VI Pretreatment Workshop.

### **ARTICLE IV – EXECUTIVE BOARD**

**Section 1: Executive Board Role, Size, and Compensation.** The Board is responsible for overall policy and direction of the Association. The Board also has the power to amend the Articles of Incorporation and Bylaws.

Each of the five State governmental offices charged with oversight of the industrial pretreatment regulations within EPA Region VI shall have the opportunity to select 3 people to represent the State's pretreatment professionals on the Executive Board. The EPA Region VI Office shall be represented by up to three members of its staff who are charged with handling the pretreatment affairs of Region VI.

The Board members shall receive no compensation other than reasonable expenses.

**Section 2: Meetings.** The Board shall meet at least annually at the annual EPA Region VI Workshop. The Board may meet at any other time and place as agreed upon by a majority of the Board members. Meetings may be conducted in person, through conference calls, or through the use of electronic mail communications.

**Section 3: Board Membership.** One representative from each State shall be from the offices that handle pretreatment regulations for that State. Except as described in section 8 of this article, the other two shall be chosen from among the pretreatment professionals working within the State at the municipal level, either public or private. One municipal representative shall serve as an officer of the Association and will proceed in succession through the officer chairs. The other of the two municipal representatives shall serve as an at-large representative from their state to the Association. The Association members from each of the five states shall choose the municipal representatives that will take office at the beginning of the following fiscal year prior to, or during, the State breakout session of the annual workshop. The EPA Region VI Office shall be represented by no more than three members of its staff who are charged with handling the pretreatment affairs of Region VI. Each member of the Executive Board shall have one vote in matters brought before the Board, unless the Board member's employer does not allow them to vote on such Boards, and except for the Treasurer, who will be considered a non-voting member.

**Section 4: Officer Election/Appointment.** The officer positions of Chair, Vice Chair, Exhibits Coordinator, Secretary, and Past Chair shall succeed as follows:

- A. The municipal representative who was the Chair during the previous year will move to the position of Past Chair.
- B. The municipal representative who was the Vice Chair during the previous year will move to the position of Chair.
- C. The municipal representative who was the Exhibits Coordinator during the previous year will move to the position of Vice Chair.
- D. The municipal representative who was the Secretary during the previous year will move to the position of Exhibits Coordinator.
- E. The Secretary position shall be filled by a municipal representative from the state whose municipal representative was the Past Chair during the previous year.

With the exception of the Treasurer, election of new officers or election of current officers to successive terms will occur in the state breakout sessions at the annual Region VI Workshop. In the case where an officer position becomes vacant during the course of the term, the Association members of the state in which the vacancy has occurred shall select a replacement to the Board for that officer position, subject to approval of the Executive Board. In the case of Treasurer, the position will be elected by a majority vote of the Executive Board once every three years.

**Section 5: Terms.** All Board members, except Treasurer, shall serve from October 1 of the year

in which they are elected, through September 30 of the following year and are eligible for re-election. The Treasurer shall serve from October 1 of the year in which he or she is elected and continue as such for a three year term, ending on September 30 of the third year.

**Section 6: Quorum.** A quorum of the Executive Board shall consist of a simple majority of its members.

**Section 7: Officers and Duties.** Except as described in Section four above, the Board shall include five officers with voting privileges, Chair, Past Chair, Vice Chair, Exhibits Coordinator, and Secretary, and one officer without voting privileges, the Treasurer. Duties of the positions are as follows:

The Chair shall convene and preside over the regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Board to preside at each meeting in the following order: Vice-Chair, Exhibits Coordinator, Secretary, Past Chair. The Chair will conduct meetings in a proper and cordial manner. The Chair will not vote on issues unless a tie vote is evident. In the case of a tie vote the Chairperson will cast a vote to break the tie vote. The Chair is responsible for attending and performing as the "MC" for the annual EPA Region 6 Workshops. The Chair shall have authority to sign contracts for the Association. The chair shall also be an authorized signatory on the Association's bank account. The Chair shall be an ex-officio member of all committees. The Chair shall perform such other duties as may be assigned by the Board.

The Past Chair shall be responsible for coordinating activities of the past Executive Board with the current Executive Board.

The Vice-Chair will assume the responsibilities of the Chair at any official meetings where the Chair is absent. The Vice-Chair shall perform such other duties as may be assigned by the Chair.

The Exhibits Coordinator's role is to facilitate the registration and logistics related to exhibitor booths and sponsorships. The responsibilities of the Exhibits Coordinator include, but are not limited to; recruiting an exhibits committee; coordinating vendor contact efforts and maintaining contact information; drafting publicity, such as written and electronic communications; working with representatives of the host location to develop a floor layout for the exhibits hall; communicating with registered exhibitors and sponsors; and remaining on-site during the exhibits hall set-up, the conference, and the exhibits hall teardown.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that the Association's records are maintained. The Secretary shall obtain and file all documents needed to insure any and all legal requirements necessary for the continued

existence of the Association are in order.

The Treasurer shall be responsible for administering the financial affairs of the Association and seeing that all monies due to the Association are collected carefully and without loss. The Treasurer shall make a report at each Board meeting. The Treasurer shall be responsible for properly recording and documenting all revenues, expenditures, assets, and liabilities in the financial records of the Association. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the other Board members, to the membership-at-large, and for audit or review. The Treasurer shall insure all required reports are filed with the IRS and the Arkansas Secretary of State. The Treasurer shall have authority to sign the checks for the Association.

**Section 8: Vacancies.** When a vacancy on the Board exists, the Association members from the state that has lost its representative shall appoint a new member to the Board.

In the event that the Association members from one of the five states of the Region do not provide a representative to fill the officer position assigned through the process described in section 3 of this article, the Board shall solicit nominations to fill the vacant officer position from Association members throughout EPA Region 6. The period for soliciting nominations shall, at a minimum, last 30 days. At the end of the nominating period, and once the Board is satisfied with the field of candidates, a majority of the Board members, through a majority vote, shall select the Association member to fill the vacant position. The Board member selected in this manner shall have all the privileges and responsibilities normally afforded the position they hold. The Board member elected through this procedure shall rotate through the positions as described in section 3 of this article. At the time the person selected in this manner rotates off the Board, resigns, or is otherwise removed from the position, the Association members from the state who would ordinarily be represented by this position will again be given the opportunity fill the position. In the event no Association member can be identified to fill the vacant officer position, then the offices of Vice Chair and Exhibits Coordinator will be combined into one position, that of a Vice Chair/Exhibits Coordinator, until such time that the position can be filled.

**Section 9: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fifths vote of the remaining Board members.

**Section 10: Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair or three-fifths of the members of the Board.

## ARTICLE V – COMMITTEES

**Section 1:** The Executive Board may create committees as needed, such as workshop planning, fundraising, etc. The Executive Board Chair shall make appoints to the committees after requesting volunteers. Each committee shall be responsible for selecting a member to act as its

Chair, except as noted below.

Committees will be required to discuss and evaluate potential practices and actions that may be required to accomplish goals set by the committee chair. Any and all actions must be reviewed and accepted by a majority of the committee prior to presenting to the Executive Board.

A committee chairperson must consult with his or her committee members before any actions or approvals can be taken. Once the committee approves said actions then the committee chair must acquire approval from the Executive Board before taking any further actions.

**Section 2: Finance Committee.** The Treasurer shall be the chair of the Finance Committee, which shall include, at a minimum, the Executive Board Chair and Vice Chair. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the other Executive Board members. The Executive Board must approve the budget, and all expenditures must be within the budget. The Executive Board must approve any major change in the budget. The fiscal year shall be from October 1 to September 30. Annual reports shall to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Executive Board members, and the public.

**Section 3: Annual Workshop Planning Committee.** The Chair of this committee shall be the Association Chair. The Vice Chair of the committee shall be the Association Vice-Chair. The Chair of this committee may form other committees (i.e. hotel committee, food committee, exhibit committee, etc.) to assist with coordination of the workshop.

**Section 4: Program Planning Committee.** The Program Planning Committee shall be, at a minimum, composed of the Board members from the State and EPA pretreatment offices. Additional members may be selected by the Program Planning Committee members. The chair of the Program Planning Committee shall be the State representative from the state holding the Association's Chair position. The Program Planning Committee is responsible for selecting topics and speakers for the annual workshop and developing the workshop agenda. The Program Planning Committee shall survey the Association members for topic and speaker ideas for consideration of inclusion in the following year's workshop agenda.

## ARTICLE VI – AMENDMENTS

**Section 1:** Amendments to the Bylaws may be proposed by the Board or by a petition signed by at least ten (10) Association members.

**Section 2:** Amendments by petition shall be submitted to the Board at its next Annual Meeting, provided such petition has been submitted to the Secretary thirty (30) days prior to the Annual Meeting.

**Section 3: Adoption:** Amendments to the Bylaws may be made by two-thirds (2/3) affirmative vote by the total membership of the Board. Amendments that have been favorably passed by the Board shall take effect immediately and the revised Bylaws shall be printed.

**ARTICLE VII – MISCELLANEOUS PROVISIONS**

**Section 1: Fiscal Year.** The fiscal year shall be from October 1 to September 30.

**Section 2: Indebtedness.** All indebtedness authorized by the Region VI Pretreatment Association shall be approved by the Executive Board before payment.

**Section 3: Prohibited Expenditures.** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

**Section 4: Prohibited activities.** No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on:

by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or;

by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 5: Dissolution of the Association.** Upon dissolution of the Region VI Pretreatment Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE VIII – ADOPTION**

The original bylaws were approved at a meeting of the Executive Board of the Region VI Pretreatment Association on October 14, 2004, with subsequent revisions approved on March 30, 2005; August 13, 2007; February 8, 2013; and November 15, 2013.

ATTEST:



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Heather Goins, Chair

November 20, 2013

Date



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Lisa Ellington, Vice Chair

November 20, 2013

Date