

BYLAWS

OF THE

COLUMBIA EMERGENCY PLANNING ASSOCIATION

ARTICLE I

PURPOSE OF ASSOCIATION

The principal purposes of the Columbia Emergency Planning Association (the Association) are as follows:

- 1.1 To assume the duties and responsibilities of a Local Emergency Planning Committee (L.E.P.C.) and to fulfill those duties and responsibilities in a highly professional and organized manner.
- 1.2 To assist industry, local government and the greater community in complying with the provisions of federal standards (SARA Title III).
- 1.3 To assist local governments, emergency response agencies and local industry in preparation, planning and resource management.
- 1.4 To develop methods of assisting members with risk management planning and designs of worst-case scenarios and presentations
- 1.5 Work in conjunction with the Homeland Security Emergency Management Commission (HSEMC) in advancing county-wide emergency management and Emergency Operations Center capabilities.
- 1.6 Provide appropriate monthly educational programs for members that are both informational and meaningful.

- 1.7 Increase attendance at meetings and foster awareness throughout the greater community.
- 1.8 Encourage and facilitate appropriate and applicable training and certifications for members and greater community.

ARTICLE II

OFFICES

The principal office of the Association shall be located in St. Helens at the location listed below, or at other locations as the Board of Directors designates or recognizes.

58611 McNulty Way St. Helens, OR 97051

ARTICLE III

BOARD OF DIRECTORS

- 3.1 General Powers: All administrative powers shall be executed by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors.
- 3.2 Quorum: Seven members of the Board of Directors shall constitute a quorum for the transaction of business. Any act of the majority of directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a

quorum is present, any business may be transacted and the Board of Directors may exercise all of its powers.

3.3 Qualification and Number: The number of directors of the Board of Directors may vary but is not to exceed twenty. The members of the Board of Directors will be drawn from the following disciplines. The designated numbers of members from each discipline shown in this document is a general guide only.

Law Enforcement	two members
Fire/EMS services	two members
Industry	three to five members
Media	one member
911 Communications	one member
School Districts/ESD	one member
Medical Facility	one member
County Commission	one member
City Government	one member
Emergency Management	one member
Utilities	one member
Transportation	one member
Public Health	one member
CEPA Facilitator & Coordinator	one-two members

The four elected officers of the Association (Chairperson, Vice-Chairperson, Secretary/Information Coordinator, and Treasurer) will be elected from the membership of the Board of Directors.

Should a position on the Board of Directors that is not an elected officer become vacant, the remaining Directors will determine if the vacant position should be filled or the total number of Directors should be reduced. If the determination is to fill the vacancy, the Chairperson will request nominations from the Board of Directors. The Chairperson or designee will contact the nominee and secure their consent to serve.

3.4 Election and Term: The election to fill any vacancy or expiring term of one of the elected officers will be held at the annual meeting for that purpose, in December of each year. Term of office shall commence on January 1st of the respective year.

The Chairperson of the Board of Directors will serve for a period of one year after initial permanent appointment. The individual then elected, and thereafter, will serve for a period of three years.

The Vice-Chairperson of the Board of Directors will serve for a period of two years after initial permanent appointment. The individual then elected, and thereafter, will serve for a period of three years.

The Treasurer of the Board of Directors will serve for a period of three years after initial permanent appointment. The individual then elected, and thereafter, will serve for a period of three years.

The Secretary/Information Coordinator of the Board of Directors will serve for a period of one year after initial permanent appointment. The individual then elected, and thereafter, will serve for a period of three years.

Any member of the Board of Directors who is not an elected officer shall be approved to their Director's position by majority vote of the seated Directors and appointed to the Director's position by the Chairperson or designee and may serve for four consecutive terms of any length, unless extended by a majority vote of the seated Directors.

Any elected officer of the Board of Directors may serve for three consecutive terms of any length, unless extended by majority vote of the seated Directors.

- 3.5 Nominating: The Chairperson of the Board shall solicit volunteers from the Board of Directors to form a nominating committee. The committee will consist of no less than three members, but no more than five members of the Board of Directors and shall be appointed by the Chairperson. The appointment will occur at the monthly meeting of the Board during the month of October of each year that there are positions of the elected officers which expire. The nominating committee shall select at least one nominee for each position for which there is a vacancy or an expiration. The nominating committee shall report their nominations, either verbally or in writing, for each vacancy or expiration at the monthly meeting of the Board during the month of November.
- 3.6 Removal: Any member of the Board of Directors may be removed from that position by a majority vote of the seated members of the Board of Directors.
- 3.7 Vacancies: The term of any Director appointed to fill any vacancy shall be the unexpired portion of the term of his/her predecessor.
- 3.8 Annual Meeting of the Board of Directors: An annual meeting of the Board of Directors shall be held during the monthly Board meeting in December of each year and at a time and place determined by the Board. The purpose of the annual meeting is to elect directors and officers, as needed, and conduct such other business as may come before the board. If the election

of Directors and Officers is not conducted during December, a special meeting may be set or a vote may be conducted by alternative methods.

3.9 Regular meeting of the Board of Directors: The Board of Directors will establish a schedule for regular monthly meetings, except that the Board may determine that monthly meetings are not in the best interest of the Association and alter the schedule. In no case shall meetings be held less frequently than one per quarter. Participation by the public at a regular board meeting may be allowed by invitation of the Chairperson, or during the time on the agenda for public comment. The Chairperson has the authority and responsibility to limit public comment in the interest of good order.

3.10 Public Meetings and Records Law: The Association will comply with Oregon statutes regarding public meetings and records.

3.11 Special Meeting of the Board of Directors: Special meetings of the Board of Directors may be held at any place or time, whenever called by any two directors.

3.12 Executive Sessions: The Board of Directors shall meet in Executive Session to discuss personnel matters, contract negotiations, purchase of property, pending or threatened litigation or other confidential matters as identified by statute.

3.13 Notice of Meetings: Notice of the time and place of the annual meeting, regular meeting or special meeting of the Board of Directors shall be given by the Board Secretary/Information Coordinator, or by the person(s) calling

the meeting. Public notice of meetings will be made in accordance with statutes. Association members and guests will be provided monthly notice.

3.14 Objection to Lack of Notice: Attendance at any meeting shall constitute due notice of any meeting held by the Board of Directors.

3.15 Votes by Alternative Communications: At the discretion of the Chairperson, votes on any issue that comes before the Board may be taken, in person, at a meeting of the Board or through alternative communication methods as long as public access is assured.

3.16 Committees: The Association shall have the following standing committees. The standing committees shall meet on a regularly scheduled basis, as determined by the Board of Directors or the committee chairperson.

Executive Committee: The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Board Secretary/Information Coordinator and Board Treasurer. The Executive Committee shall not have and may not exercise any or powers of the Board of Directors in the management of the affairs of the Association.

Finance Committee: The Finance Committee will consist of the Board Treasurer and two members of the Board of Directors that are not elected officials. The two members of the Board shall be appointed by the Chairperson to the Finance Committee after nominations or verbalization of interest.

Other Committees: The Board may designate or appoint one or more standing or temporary as deemed necessary by the Board. Each committee

will consist of, at least, two members of the Board of Directors. The Board may invest committees with such powers as it sees fit, subject to any conditions prescribed by the board and by any applicable laws. The delegation of authority or responsibility to any committee does not relieve the Board or any member thereof, of any responsibility imposed by law.

All committees appointed by the Board, as described in this section, shall keep regular minutes of their meetings.

ARTICLE IV

ELECTED OFFICERS

4.1 Duties of the Chairperson: The Chairperson shall be the principal executive officer of the Board of Directors and, subject to the Board's control, shall supervise and oversee all of the affairs of the Board and perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board. When present, the chairperson shall preside over all Board meetings and meetings of members. The Chairperson may sign any instrument that the Board has authorized to be executed.

4.2 Duties of the Vice-Chairperson: In the event of the absence, death or inability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers, limitations and restrictions of the Chairperson. The Vice-Chairperson may sign any instrument that the Board has authorized to be executed.

4.3 Duties of the Treasurer: The Treasurer shall chair the Finance Committee, when seated, and shall exercise general financial oversight of the Association. The Treasurer may sign any instrument that the Board has authorized to be executed.

4.4 Duties of the Secretary/Information Coordinator: The Secretary/Information Coordinator shall:

- Cause the minutes of the meetings of the Board to be kept and disseminated.
- See that all notices are given in accordance with these bylaws and as required by law.
- Be custodian of the Association records.
- Perform all duties as may be assigned by the Chairperson.
- The Secretary/Information Coordinator may sign any instrument that the Board has authorized to be executed.
- Coordinates information dissemination to the membership and the public at large.

ARTICLE V
INDEMNIFICATION

The Association will tender the defense of tort claims to the state in accordance with the Oregon Tort Claims Act.

ARTICLE VI
ADMINISTRATIVE AND FINANCIAL PROVISIONS

- 6.1 Fiscal Year: The Board of Director's fiscal year shall be January 1 through December 31.
- 6.2 Seal: The Association shall have no seal.
- 6.3 Books and Records: The Board of Directors shall maintain current and complete books and records of accounts and minutes of all meetings of the Board of Directors and all standing or temporary committees.
- 6.4 Amendments of Bylaws: These bylaws may be altered, amended or repealed by the directors at any duly constituted annual, regular or special meeting of the Board of Directors. The Board of Directors shall provide notice of any meetings of directors at which an amendment is to be approved.
- 6.5 Rules of Procedure: The rules of procedure at meetings of the Board of Directors shall be governed generally by the form of the agenda and common form of public meeting process so far as applicable and when not inconsistent with these bylaws, resolutions of the Board of Directors or laws of the State of Oregon.

ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Association, the Board of Directors shall first pay or make provisions for payment of all of the liabilities of the Association. In the event there are assets of the Association remaining after satisfaction of liabilities, the Board of Directors shall dispose of all remaining assets to an organization or organizations operated for the same or similar purposes as the Association and for the public benefit.

The foregoing bylaws were adopted by the Board of Directors on the _____ day of _____, 2008.

Chairperson Jim Huff

Date

Vice-Chairperson Jay Tappan

Date