

**OREGON ENERGY COORDINATORS ASSOCIATION  
INC.**

**Bylaws**

Revised September 14<sup>th</sup>, 2011

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**ARTICLE I. NAME**

1. The name of this organization shall be OREGON ENERGY COORDINATORS ASSOCIATION, INC. (hereinafter referred to as OECA) under the provisions of Oregon Non-profit Corporation Laws, ORS61.305 - 61.325, dated and filed the 15th day of July 1980.
2. Incorporators are the representatives of all the Oregon Weatherization Program Grantees.

**ARTICLE II. ADDRESS**

1. The address of the initial registered office of this corporation is: 2730 NW Polk, Corvallis, Oregon, 97330.

**ARTICLE III. PURPOSE**

1. The Oregon Energy Coordinators Association's (OECA) main purpose and goal is to conserve energy and to help low-income residents of Oregon meet their energy needs while assuring their health and safety through, but not, limited to:
  - A. Information sharing,
  - B. Identification of training needs as they arise and provide assistance in meeting those needs,
  - C. Interpretation and clarification of funding source regulations,
  - D. Reviewing and commenting on legislation and regulations relating to energy issues,
  - E. All other purposes and goals as written in OECA's Articles of Incorporation.

## **ARTICLE IV. MEMBERSHIP, FEES, MEETINGS, AND VOTING**

1. Oregon Energy Coordinators Association is a membership organization that is comprised of full and associate members. Full Members are Oregon Housing & Community Services (OHCS) energy Subgrantees (and/or such other entities designated by the Sub grantee) who pay dues to OECA (“Full Members”). Only Full Members are voting members of OECA.
2. Any other organization may petition for associate membership by sending a request for membership to OECA Inc.’s chairperson. The Board of Directors will review all such requests and make a recommendation to the voting membership. Approval for associate membership shall require a majority vote of the Full Members.
3. Any organization can be removed from associate membership by a majority vote of the Full Members organization.
4. Associate members do not have voting rights. It is their right and responsibility to support the mission statement and purpose of OECA.
5. Annual membership fees are to be established yearly by majority vote of the Full Members in the quarter preceding the start of the fiscal year. Voting membership may be obtained by submitting an annual membership fee, to be paid within thirty days of application for membership. Voting membership is renewed annually after the receipt of the annual membership fee.
6. Upon recognition as a voting member of OECA, designated representative of the energy programs are eligible to participate in all OECA programs as outlined in ARTICLE VIII. If an OECA registered member is unable to attend a scheduled meeting and the Chairperson receives their written request designating a proxy prior to the meeting, then their voting rights will be transferred to their designated proxy.
7. An agency may request voting membership for any of their energy representatives providing that each submit annual fees. Any Full Member agency representative may be removed by majority vote of the Full Members. However, no qualified Full Member agency can be restricted from membership to OECA.
8. Membership/Associate fees collected will be used as outlined in annual work plans and budgets approved by the general membership. (See ARTICLE VII for fiscal system)
9. Participation in any of the OECA committees is strongly encouraged. All members will be polled annually for their committee preference.
10. Changes in the membership roster of the general membership or of any committee will be distributed via email or regular mail to all OECA members on a quarterly basis.
11. Oregon Housing and Community Services Department (OHCS) will be encouraged to appoint liaisons to attend quarterly OECA meetings and provide other coordination between OECA and OHCS.

12. Community Action Partnership of Oregon (CAPO) will be encouraged to appoint liaisons to attend quarterly OECA meetings and provide other coordination between OECA and CAPO.
13. Annual Meeting- The annual meeting of the members shall be held at such time as shall be designated by the Chairperson, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.
14. Special Meetings- Special meetings of the members may be called by or at the request of the Chairperson, or not less than one-third of the members.
15. Place of Meeting- The Chairperson may designate any place within or outside the State of Oregon as the place of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Oregon.
16. Notice of Meetings- Notice of place, date and time of any meeting of members shall be given not less than ten (10) days before the date of such meeting. The notice of a special meeting shall describe the purpose(s) of the special meeting. Only matters within the purpose(s) described in the meeting notice of a special meeting may be conducted at the special meeting. Notice may be communicated in person, by telephone, or other form of wire or wireless communication, including facsimile or e-mail, or by mail or private carrier or similar document mailed to a member's address. Written notice is effective when mailed if it is mailed postpaid and is correctly addressed to the member's address shown in the corporation's current records of its members. Facsimile notice and e-mail notice are effective when sent, if transmitted to the member's facsimile number or e-mail address shown in the corporation's current record of members. Oral notice is effective when communicated if communicated in a comprehensible manner.
17. Manner of Acting- A quorum is the minimum number of members who must be present at a meeting for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members unless the act of a greater number is required by law or by these Bylaws. In reference to Board meetings, the quorum will be constituted when 50% plus 1 officers are present. In reference to membership meetings, the quorum will be constituted when 50 % plus 1 of the voting membership is present. Any or all members may participate in any regular, special, membership, committee or Board meeting by, or conduct the meeting through, use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. These persons participating in a meeting by this means are deemed to be present in person at the meeting.
18. Compensation- Members as such shall not receive any stated salaries for their services, but by resolution of the members a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of members; but nothing herein contained shall be construed to preclude any member from serving the corporation in any other capacity and receiving compensation therefore.

## **ARTICLE V. OFFICERS, DUTIES, BOARD OF DIRECTORS**

1. OECA shall be composed of a Board of Directors (Board), and members at large.
  - A. The Board will have no less than five and no more than eight members elected by the full membership.
  - B. The Board will be considered the Officers of OECA, and empowered to conduct OECA's business, including and not limited to the hiring of staff, overseeing the development of annual work plans, budgets and contracts, and the maintenance of all official records (i.e. minutes, financial documents, etc).
  - C. The Board is empowered to hire staff to manage the day-to-day business, including: educational and training services, grant management, fiscal responsibilities, marketing and outreach activities, and other activities the Board may assign.
  - D. All Board meetings shall be open to the membership of OECA.
2. The Board will be selected from the full membership at the last Annual membership meeting before the end of the fiscal year, and the elections will be announced by mail or email. The following officers will be elected by the Membership in odd number years and will serve for a period of two years: Chairperson, Secretary, Chairperson of Training/Technical Assistance and Weatherization Member at Large. The following officers will be elected in even number years and will serve for a period of two years: Vice-Chairperson (Logistics), Chairperson of Legislative committee, Treasurer and Energy Assistance Member at Large. The offices held by the Board Members shall be reviewed and approved by a majority vote of Full Members in attendance at the general membership meeting.
3. Titles of each office are as follows:
  - A. Chairperson
  - B. Vice Chairperson (Logistics)
  - C. Secretary
  - D. Treasurer
  - E. Legislative Chairperson
  - F. Chairperson of Training/Technical Assistance
  - G. Energy Assistance Member at Large
  - H. Weatherization Member at Large
4. In the event that an officer is unable to complete the term of office for any reason the Board may appoint an interim replacement. At the next General Membership Meeting of OECA a special election will be held to fill the vacant position.
5. There is no limit to the number of terms a Board member may serve. However, Board members may only serve in the same office for two consecutive terms.
6. If a member of the Board is not fulfilling their responsibilities of the office, such member may be removed from the Board by a majority vote of the Board.
7. Board members are expected to attend all Board meetings of the Board A Board member who fails to attend a minimum of 75% of all Board meetings in a fiscal year shall no longer be a member of the Board.

8. At the discretion of the Chairperson, executive session(s) of the Board may be called in appropriate circumstances. Only Board members and authorized individuals may attend these sessions.

9. Duties are as follows:

**A. Chairperson**

1. Presides at all membership and Board meetings where OECA business will be conducted. Maintains order at the above meetings. The Chairperson may vote only to break a tie vote.
2. Provide agendas for Board and OECA membership meetings and shall notify members of Board Meetings.
3. Acts as liaison to Community Action Partnership of Oregon or appoints representative to:
  - a. provide meeting minutes of the Board and membership meetings,
  - b. identify CAPO concerns and attend CAPO meetings.
4. Ensures intra-organization communication.
5. Supervises, directs and provides overall day-to-day guidance for staff.
6. The above-mentioned duties of the Chairperson in each of the following situations will be fulfilled in the order of officers listed under Article V. 3
  - a. During the absence of the Chairperson due to illness, vacation, etc., and as requested by the Chairperson to fill in during their specified absence.
  - b. During an interim period (the period between membership meetings) if the Chairperson resigns or withdraws from OECA. A Vice-chairperson elected by the majority of the Board would assume the duties of the Chairperson for the interim period.
  - c. The vacant position shall be filled at the next membership meeting.

**B. Vice Chair (Logistics)**

1. Responsible for all OECA related logistical arrangements pertaining to Board and Membership Meetings.
2. Give notice to, and collect registrations for, all OECA members of upcoming membership meetings.
3. Serve as Chairperson on the elections committee.
4. Serve as Chairperson on the Articles of Incorporation and Bylaws Committee.

**C. Secretary**

1. Attend Board and membership meetings and ensure that minutes are taken.
2. The secretary will identify a substitute in his/her absence. If necessary, the secretary may locate and engage the services of a professional minute taker for meetings.
3. Distribute minutes from Membership Meetings to all OECA members within 30 days after said meeting.
4. Distribute minutes from Board meetings within 3 weeks after said meeting.
5. Update changes in the membership roster of the membership or of any committee and distribute via email or regular mail to all OECA members on a regular basis.
6. Submit agendas and related materials for membership meetings

**D. Treasurer**

1. Oversee the maintenance of adequate accounting records to document all revenues and expenditures of OECA, available for review by any Board member on request.
2. Ensure the production of a written report at general meetings outlining revenues and expenses summarized quarterly.
3. Review checks for payment of OECA debts, to be countersigned by an authorized member of the Board.
4. Verify the deposits of cash donations, revenue checks, membership fees or other proceeds in the OECA bank account(s).
5. Commission an annual audit by an independent firm in accordance with federal regulations and/or contractual agreements. The completed audit shall be submitted to the Board and the membership within 90 days after the close of the OECA fiscal year when applicable.
6. Ensure the filing of annual non-profit corporate tax forms with State and Federal agencies.
7. Ensure the submission of monthly or quarterly reports as required by the funding sources.
8. Ensure the invoicing of all member organizations annually and the production of an up to date roster of paid and unpaid dues to the Board upon request.
9. Contract with outside contractor/s for appropriate fiscal services with approval of the Board. Treasurer will be responsible for fiscal oversight of any/all contracts in accordance with Generally Accepted Accounting Principles requirements.

**E. Legislative Chairperson**

1. Direct the compilation of all information generated within the Legislative Committee for OECA.
2. Facilitate work of committee members in areas of research, testimony, and information sharing between OECA members, State and Federal agencies and the Community Action Partnership of Oregon.
3. Schedule testimony and arrange information sharing, advocacy, and travel connections for OECA members or others providing insight into appropriate energy and weatherization concerns raised/identified by the general membership.
4. Report to the general membership quarterly on activities of the committee and legislative mechanisms at the State or Federal levels in the areas of concern identified in OECA's work plan.
5. Serve as representative on Energy Policy Committee (EPC).

**G. Chairperson of Training/Technical Assistance**

1. Facilitates T&TA meetings and creates an agenda with the assistance of partners and staff.
2. Ensures the dissemination of OECA training information to the network.
3. Acts as liaison with staff to the OHCS T/TA Coordinator/staff and/or appoints representative when deemed necessary.
4. Works with staff to provide reports summarizing T/TA activities to members at each Membership Meeting.
5. Assists staff with research and development activities to support network training needs.

## **H. Energy Assistance Member at Large**

1. Responsible for coordinating Energy Assistance Round Table meeting at each OECA quarterly meeting by establishing an agenda via input from membership, facilitate the meeting, and assign a recorder.
2. Gives an oral report to the general members highlighting the topics discussed during the Energy Assistance Round Table meeting.
3. Initiates discussion within the network on Energy Assistance state plans.
4. Implements our Energy Assistance network's needs assessment of equipment and training when directed by OECA.
5. Distribute minutes from Energy Assistance Committee meetings to the Secretary within 3 weeks after said meeting.
6. Responsible for structuring agenda and leading Sub-grantee Pre-Session Strategy meetings.

## **I. Weatherization Member at Large**

1. Responsible for coordinating Weatherization Round Table meeting at each OECA quarterly meeting by establishing an agenda via input from membership, facilitate the meeting, and assign a recorder.
2. Gives an oral report to the general members highlighting the topics discussed during the Weatherization Round Table meeting.
3. Initiates discussion within the network on the Weatherization state plan.
4. Implements the Weatherization network's needs assessment of equipment and training when directed by OECA.
5. Distribute minutes from Weatherization Committee meetings to the Secretary within 3 weeks after said meeting.
6. Responsible for structuring agenda and leading Sub-grantee Pre-Session Strategy meetings.

## **ARTICLE VI. CONFLICT OF INTEREST**

1. No Board member may vote upon a matter coming before that body in which he or she has a financial or material interest. Immediately upon becoming aware that such a conflict may exist, the Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue (unless requested to do so by the Board), and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.
2. Conflict of interest is a conflict between the personal, private interests and the official responsibilities of an OECA employee or Board member. Conflict of interest could include outside employment, direct profit from a firm or organization doing business with OECA or any other activity which would afford an advantage to an employee or Board member that he/she would not receive were he/she not an employee or Board member of OECA. Each employee or Board member is responsible for informing his/her Program Manager or Board Chair that a potential conflict of interest may exist. The staff or Board Chair will determine the course of action.



## **ARTICLE VII. FISCAL YEAR, REPORT SYSTEM**

1. The fiscal year for OECA will be July 1 through June 30.
2. Financial record keeping systems as well as annual membership fees will be based on this fiscal year.
  - a. Fiscal records will be maintained as follows:
  - b. Check Disbursement Log
  - c. Revenue/Deposits Log
  - d. Cash Balance Ledger
  - e. Financial Reports/Supplements as required by any funding sources that are granting or loaning funds to OECA
  - f. Quarterly financial reports to be submitted at each quarterly meeting
3. OECA Funds
  - a. The proceeds of membership fees and other fundraising activities shall be allocated in accordance with the annual budget as approved by a majority vote of the full membership.
  - b. A list of uses of these funds would include but not be limited to:
    - i. Corporation business
    - ii. Statewide training resources
    - iii. Public information necessary to promote the goals and objectives consistent with those of OECA.
  - c. The Board at an official meeting determines which names go on the checking account and bank card/s.
  - d. Each year the Board will review and approved fiscal policies.

## **ARTICLE VIII. WORK PLANS & MEETINGS**

1. Within the goals and objectives outlined in ARTICLE III, OECA will pursue a variety of activities including, but not limited to the following:
  - A. Development of a work plan, tentative budget and committee assignments. To be amended annually as appropriate.
  - B. Assessment and collection of annual membership fees.
  - C. Development of Legislative Committee work plan.
  - D. Development of T/TA Committee work plan.
  - E. Priority setting and assignment of tasks to committees.
  - F. Organize and/or have representation at Regional or statewide information sharing or training meetings to enhance the membership's skills/resources.
  - G. Develop position papers, educational materials, etc.
  - H. Advise State and Federal grantees of operational needs.
  - I. Develop funding applications and seek appropriate aid.
  - J. Develop an annual OECA Fundraising work plan.
2. At a minimum there will be quarterly meetings for the paid general membership announced by mail or email.
3. Additional activities or amendments to the work plan will be presented to the general membership at any quarterly meeting of OECA.

## **ARTICLE IX.                  LIABILITY**

1. No member of the Board, officer, general member or member agency shall be liable for debts contracted by or in the name of the Oregon Energy Coordinators Association, Inc. (OECA).
2. Specific liability for personal, property, or medical damages arising from travel to/from an OECA training session or other activity must be born by the individual or his/her employer's liability policy.
3. All official activities of OECA are recognizable as regular work activities of any of the individuals involved and thereby covered by the member agency, as an on-the-job activity.
4. All subcontractors, consultants, or temporary help as may be contracted by OECA must provide their own personal, property, and medical liability coverage.
5. Contracts with third party entities will specify a product or service, not hourly employment and OECA will not assume any liability for any subcontracted or consultant services.
6. By payment of annual membership fees, each member agency has agreed to the above liability conditions governing OECA activities.

## **ARTICLE X.                  AMENDMENTS**

The Articles of Incorporation and Bylaws, or any portion thereof, may be amended by 2/3 vote of all of the Full Members present at any regular business meeting of the general membership or at a special meeting of the general membership, providing that the proposed amendments are submitted in writing, to each Full Member at least ten (10) days prior to the meeting at which the amendment (s) is to be considered. Such notification shall include date, time, and location of the meeting.

Every odd year the Vice Chairperson (Logistics) will form a committee to perform a comprehensive review of the Articles of Incorporation and Bylaws. Notification and amendments will follow the above guidelines that will be submitted at the last scheduled quarterly meeting of the fiscal year. Attachment C will identify a brief history of the approved changes.

## **ARTICLE XI.                  POLICIES & PROCEDURES**

Policies and/or Procedures voted on by the Board and/or by the Membership will become Standard Operating Policy. The Vice Chairperson (Logistics) will oversee updating of the Standard Operating Policies on an annual basis or as needed and make available to the membership.

## **ARTICLE XII.                  COMMITTEES**

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on

the Board or on any of its committees; nor may it adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board. Further limitation of the authority of Board committees to act can be set by the Board if it so desires.

The following committees will be considered “standing committees” of OECA which will be chaired by one (1) member of the Board and/or an appointee. Each committee will operate within the limitations expressed and will have no authority not expressly written in the formal committee descriptions created by the Board:

- A. By-Laws Committee
- B. Fundraising Committee
- C. Legislative Committee
- D. Training and Technical Assistance Committee
- E. Energy Assistance Committee
- F. Weatherization Specifications Review Committee
- G. Elections Committee
- H. Scrapbook Committee
- I. Web-Page & Special Events Committee

External committee assignments will be appointed by the Board and will be reviewed annually for participation.

## **ARTICLE XIII. INDEMNIFICATION**

**Section 1. Scope of Indemnification** Subject to Section 2 through 4 of this Article, each person who at any time has served or serves as a member, elected officer, or employee of the corporation shall be indemnified by the corporation against liabilities incurred as a result of and expenses (including attorneys’ fees) reasonably sustained in the defense or in the compromise or settlement of any civil, criminal, or other action, suit, or proceeding in which said person may become involved as a part or with which said person may be threatened by reason of being or having been a member, officer, or employee of the corporation, provided:

- a) The conduct of the individual was in good faith;
- b) The individual reasonably believed that the individual’s conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

An individual’s conduct with respect to an employee benefit plan for a purpose of the individual reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (b) of this Section. The termination of a proceeding by

judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this Section.

**Section 2. Limits of Indemnification** No person shall be entitled to indemnification under this Article:

- a) In connection with a proceeding by or in the right of the corporation in which the person was adjudged liable to the corporation; or
- b) In connection with any other proceeding charging improper personal benefit to the person in which the person was adjudged liable on the basis that personal benefit was improperly received by the person.

Indemnification permitted under this Article in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

**Section 3. Specific Authorization Required** No right to indemnification shall accrue to any person under this Article unless authorized by law and until authorized in the specific case after a determination has been made that indemnification of the person is permissible in the circumstances because the person has met the standard of conduct set forth in Section 1 and ORS 65.391. A determination that indemnification of a person is permissible shall be made:

- a) By the Board by majority vote of a quorum consisting of members not at the time parties to the proceeding;
- b) If a quorum cannot be obtained under subsection (a) of this Section, by a majority vote of a committee duly designated by the Board, consisting solely of two or more members not at the time parties to the proceeding; or
- c) By special legal counsel selected by the Board or its committee in the manner prescribed in subsection (a) or (b) of this Section or, if a quorum of the Board cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, the special legal counsel shall be selected by majority vote of the full Board including members who are parties to the proceeding.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section to select counsel.

**Section 4.-Notice to Attorney General** No determination or authorization under Section 3 may be made until twenty (20) days have elapsed after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

**Section 5.-Mandatory Indemnification** OECA shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because of being a member, officer or employee of the corporation against reasonable expenses actually incurred by the person in connection with the proceeding.

## ATTACHMENT A BYLAW REVISION DATES

<b>Quarterly Meeting Approved</b>	<b>Explanation</b>
➤ June 9 <sup>th</sup> & 10 <sup>th</sup> , 1999 Eagle Crest, Oregon	Comprehensive review
➤ March 7 <sup>th</sup> & 8 <sup>th</sup> , 2001 Seaside, Oregon	Executive Committee term revisions
➤ November 14 <sup>th</sup> & 15 <sup>th</sup> , 2001 Eugene, Oregon	Comprehensive review
➤ May 12 <sup>th</sup> & 13 <sup>th</sup> , 2004 Sunriver, Oregon	Comprehensive review
➤ March 16 <sup>th</sup> & 17 <sup>th</sup> , 2005 Eugene, Oregon	Fiscal Year & Committee Assignments
➤ September 7 <sup>th</sup> & 8 <sup>th</sup> , 2005 Sublimity, Oregon	Executive Committee
➤ May 22 <sup>nd</sup> & 23 <sup>rd</sup> , 2007 Sun River, Oregon	Comprehensive review
➤ September 5 <sup>th</sup> & 6 <sup>th</sup> , 2007 Newport, Oregon	Comprehensive review
➤ September 14 <sup>th</sup> & 15 <sup>th</sup> , 2011 Cottage Grove, Oregon	Comprehensive review (Executive committee to Board of Directors, Board reduction & general clean-up)