

## **BY-LAWS**

### **ARTICLE I – NAME**

- XXXXX

### **ARTICLE II – PURPOSE**

XXXXX authorized by state statute and established by a local intergovernmental agreement between XXXX and the XXXXX. financial statements are audited annually by an independent auditor in accordance with the Government Auditing Standards issued by the XXXXXX. As a delegate and contractor for the XXX, the Agency receives *performance* audits by the XXX as part of its audits of the overall Oregon programs. Most importantly, XXXXX is accountable to the citizens within its jurisdiction to faithfully perform its duties and thereby contribute to community health and well-being. Board members have the responsibility and duty of care to ensure that this most important task is accomplished on an ongoing basis.

### **ARTICLE III – FUNCTIONS**

- The Board has two primary oversight roles. The first is to oversee the actions of the Executive Director and the general actions of the Agency to implement policy. The second is to review the actions of the Executive Director regarding particular air pollution sources and the protection of air quality.

### **ARTICLE IV - COMPOSITION**

- XXXXX is governed by a 9-member Board of Directors who represent the diverse interests of their respective locality. Board members are appointed by their corresponding XXXXX. Board seats are divided based upon population size.
- A city with more than one member must have one elected official from its governing body but may appoint the rest of its members from the general public within its jurisdiction.

### **ARTICLE V - NOMINATION, APPOINTMENTS AND TENURE OF COUNCIL MEMBERSHIP**

- Board members serve three-year terms and can be reappointed. They need to re-apply with their city and the county.

### **ARTICLE VI - OFFICERS AND DUTIES**

- Although it is not mandatory, the XXXXX board has traditionally rotated the offices (Chair and Vice Chair) among the local participants represented on the board. The previous year's vice-chair traditionally becomes chair for the current year. It is also possible to re-appoint the current chair for another year as has been done a number of times in the past.
- During the year, the Chair, Vice Chair participates in agenda review sessions before monthly board meetings with the board chair and the director. This keeps the vice-chair informed as to what is happening with the board and the director and makes it easier for that person to lead meetings if the chair is absent.

## **ARTICLE VII - COMMITTEES**

### **XXXXXXXXXXXXXXXXXXXX**

- The XXXXX shall consist of at least seven but no more than fifteen members appointed for a term of three years with at least one representative from each of the following groups from within the territory of the Agency:

Public Health Agencies  
 Agriculture  
 Industry  
 Community Planning  
 Fire Suppression Agencies  
 General Public

- The XXX serves at the pleasure of the Board and advises the Board on topics or issues as assigned. The Board decides which topics or issues will be assigned to the XXX. The XXX may offer advice, information, analysis, and recommendations on a specific topic or issue; however, the XXX does no final decision-making. The XXX may request Board concurrence to take on an issue they are interested in exploring. Communication between the Board and XXX is seen as a two-way street with information flowing in both directions.
- The Board should understand the time constraints of the XXX working on complex issues and be cautious against overburdening the volunteers who serve on the XXX.

### **XXXXXXXXXXXXXXXX**

- The XXXXX of 18 members, the nine members of the Board of Directors plus nine other members of the community. Budget committee members are recruited individually by board members who nominate them for appointment by the Board. Budget committee members are appointed to 3-year terms and can be reappointed to subsequent terms. Expiring or are vacant, appointments or reappointments will

be required in February in preparation for budget meetings in March-May. ***Budget committee members are only required to attend the March and April meetings.***

## **ARTICLE VIII - CONDUCT OF MEETINGS**

### **NOTIFICATION OF MEETINGS**

- The Open Meetings Law requires that all meetings of the governing body of a public agency, as well as other meetings regarding policies affecting the public, be open to the public. It also applies to any subcommittee of any of these public bodies. For the meeting to be subject to open meeting law, a majority must be present. In addition, the public must be notified of such meetings in a timely manner. Public meetings may be conducted electronically, but the public must have adequate notice and access to the meeting no matter how it is conducted.

### **Executive Sessions**

- In limited situations, a meeting can be closed to the public if a governing body goes into Executive Session. The law governing Executive Session is designed to allow a public body to have confidential discussions but does not allow any decisions to be made in secret. All decisions by a governing body must be made in public. Reasons for Executive Session include discussions about labor negotiations, real estate transactions, public employee matters such as hirings, performance evaluations, or disciplinary actions. During such sessions, it is usually a good idea to have legal counsel present, and may be required, depending on the subject of the executive session.

## **ARTICLE IX - TERMINATION OF MEMBERSHIP**

- Resignation - A member may resign by providing notice to the Board Chair, Director, and Board Secretary.
- Relocation - Automatic resignation when a member moves from Lane County.
- Absence - If a member fails to attend three consecutive meetings without notifying the Chair or staff, the Board may declare the member's seat vacant upon the recommendation of the Nominating Committee.

## **ARTICLE X - AMENDMENTS OF BY-LAWS**

- The Board, by a two-thirds vote, may recommend to amendments to these by-laws. All proposed amendments shall be presented to Board members for

consideration at a regular meeting and shall be voted on at the next regular meeting.

- Approval - All such amendments to these by-laws, after approval by the Board, shall become effective upon approval.

*Draft 1/6/2023*

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