



Date: 3/4/21

To: OEHA Membership

From: Bill Emminger, REHS, Past President and Chair of the Bylaws Committee

Subject: OEHA Bylaws Review Process and Significant Changes:

Over the last several years the Oregon Environmental Health Association (OEHA) Board has discussed the need to update the OEHA bylaws. After completing my terms as OEHA President I offered to work on the OEHA Bylaws in an e-mail to Sarah Puls on 7/25/19.

Members of the Bylaws Review Committee: Bill Emminger Past President and Chair of the Bylaws Review Committee, Sarah Puls President, Rick Hallmark Vice President, John Mason, Treasurer, Kaline Chavarria, Secretary, Annette Pampush Northwest Regional Director, Ramona Quinn, Easter Regional Director, Angie Scott, Jeff Freund and Randy Trox.

Questions or comments concerning proposed changes to the Bylaws should be directed to Bill Emminger Past President and Chair of the Bylaws Review Committee, Phone 541-766-6842 or by e-mail bill.emminger@co.benton.or.us

Since 11/14/19 there have been nine versions of the draft Bylaws produced for review by the OEHA Board and Bylaws Committee:

- Version 1 was completed on 11/14/19.
- Version 2 was completed on 1/14/20.
- Version 3 was completed on 2/10/20.
- Version 4 was completed on 2/13/20
- Version 5 was completed on 2/26/20.
- Version 6 was completed on 3/3/20.
- Version 7 was completed on 3/5/20
- Version 8 was approved for review by membership on 3/5/20.
- Version 9 nonsubstantive changes made 8/11/20 and posted for member review.

The OEHA Board meet in special meetings on 2/13/20, 2/27/20, and 3/5/20 to reviewed proposed changes to the Bylaws. The original plan was to review and adopt the new bylaws at the 2020 OEHA conference; however, the OEHA Board decided to reschedule the conference to a future date because of the Covid-19 pandemic.

Significant Changes:

A review of the April 29, 2003 OEHA Constitution and Bylaws found a number of internal inconsistencies. In some cases, the cross references from the Bylaws to the Constitution referred to Articles in the Constitution that either did not exist or was not relevant. Other internal inconsistencies were found that created internal conflict between the Constitution and Bylaws.

1. Based on a review of other nonprofit bylaws and after discussion with Benton County Counsel it is recommend merging the Constitution into the Bylaws.
2. Purpose of the Association has been updated.
3. Dedication of Assets has been clarified in the event the Association should at some time in the future be dissolved.
4. Clarification of Board responsibilities.
5. Regions are now defined by specific counties.
6. The requirement for Directors to hold Regional meetings is now optional and is now consistent with current practice.
7. To better retain institutional knowledge, skill, abilities, and experience in leadership position the expectation is that the President Elect will automatically succeed into the position of President then to Past President.
8. Duties of the Board, Officers, Regional Directors, and Executive Committee are more clearly stated.
9. Designate the President of the Association as the designated representative to the National Environmental Health Association.
10. Duties of the Treasure and Finance Committee are segregated and clarified. Requirements for filing annual tax for 990 and 990 EZ to maintain 501(c)6 tax exempt status with the IRS has been clarified.
11. New requirement for annual training of Board members on Bylaws, legal obligation, financial responsibility, duties and responsibilities of Officers and Regional Directors.
12. Frequency of Board Meetings, and process for notifying membership of meeting dates and time is now spelled out in the Bylaws.
13. The purpose of the Executive Committee as well as membership on the Executive Committee has been clarified.
14. Clarification on the process for scheduling the Annual Education Conference (AEC) and expectations and authority for the Conference Planning Committee.
15. Previously the AEC was scheduled in April which occasionally would conflicted with up to six other conference held in April. These changes allow the Conference Planning Committee greater discretion in when to schedule the AEC.
16. A new Article 9 was created for Awards for President's Roster for Outstanding Leadership, Environmental Health Specialist/Sanitarian of the Year Award, Verne Reirson Meritorious Service Award, Ci Sherman Legislative Award, Ray Ruff Editorial Award. The purpose and criteria for these awards on several occasions were lost. This edit will memorialize these awards purpose and criteria in the Bylaws in perpetuity.

17. Streamline the section in the by laws relating to memberships dues eliminated penalties and prorating of membership fees. Standardize practice with other similar nonprofit organizations.
18. Reduced the number and type of memberships and eliminated complex calculations for some membership types and align membership categories with membership need and current practice.
19. Improved process for approving budgets in Article 9.
20. Established process for Annual Review of Finances by third party.
21. Established process for requesting travel.
22. Established duties and responsibilities for the Nomination Committee, expectation for recruiting new members, seeking nominations from the membership, and establish a less confusing and streamline voting process.
23. Clarify and streamline process for members and nonmembers to request OEHA to take a position on legislation.
24. Clarify succession of office in the event of a vacancy.
25. Clarify voting rights for active, agency, retired, and student members.
26. Clarify types of standing, ad hoc committees, and special assignment duties and responsibilities. Establishes who must serve on certain committees in bylaws, and those that either the President or Board has authority to make appointments.
27. Update process for impeachment of Officers, Board Members, and Directors.
28. Clarify and streamline process for amending bylaws.
29. Minor edits to Ethics section of the Bylaws.
30. Add signature page to document date and witnesses to Bylaw adoption at the Annual Business Meeting.