

**Western States Air Resources Council (WESTAR)—Oregon Registry Number 169504-87
Bylaws-Adoption**

**Board of Directors
Resolution 1 of 2017**

The Board of Directors of the Western States Air Resources Council, Oregon Registry #169504-87, pursuant to the Oregon Nonprofit Corporations laws (Oregon Revised Statutes chapter 65), including without limitation as provided by O.R.S. § 65.061, hereby adopts the initial Bylaws of the corporation to read as contained in the attached “Bylaws-Adopted April 26, 2017.”

Adopted this 26th day of April 2017

Motion to adopt this Resolution 1 of 2017:

Moved by: Terry O’Clair

Seconded by: Tiffany Floyd

Vote: 12 in favor; 0 against

Recorded by:

Mary Uhl
Mary Uhl, Executive Director/Secretary

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Bylaws-Adopted April 26, 2017**

Article 1—Name

This organization shall be called the Western States Air Resources (WESTAR) Council, hereafter referred to as the WESTAR Council, WESTAR, or the Council.

Article 2—Purposes

The purposes of the WESTAR Council are to:

1. Promote the exchange of information related to the control of air pollution for use in state and federal activities as authorized by air quality statutes and regulations;
2. Develop processes and procedures for consideration by western states, federal land managers, and EPA in order to meet air quality objectives and to protect environmental resources;
3. Discuss air quality issues of common concern;
4. Report on the status of efforts undertaken to achieve air quality objectives;
5. Establish work groups, task forces, etc., to investigate specific topics and to recommend a course of action for Council members;
6. Adopt resolutions and policy statements for implementation by Council members or for their use during the development of local, state and federal programs, regulations, and laws.

Article 3—Office

The WESTAR Council will be located in the office of the Executive Director or, in the absence of an Executive Director, in the office of the President.

Article 4—Duration

The WESTAR Council will continue as a non-profit organization until such time that its membership dissolves it or it is merged into another organization.

Article 5—Powers

The WESTAR Council and its officers are empowered to call meetings; set-up interstate task forces; develop policy positions; assess and collect membership dues or other fees related to activities of the organization; apply for grants; enter into contracts; hire staff; and establish an office to fulfill the purposes of the organization.

Article 6—Membership

State Air Pollution Control agencies are eligible for membership in the Council. Membership in the Council will be effective once annual dues are paid in full. Non-members may attend meetings of the Council but they will not have voting rights for any discussions requiring a vote of the membership.

“Ex officio” membership may be granted to other governmental agencies, including federal, tribal, and local agencies with air quality management responsibilities, for projects or issues in which these entities have a vested interest. “Ex officio” members shall not have voting privileges.

Article 7—Directors and Officers

The members of the WESTAR Council shall elect a Board of three Directors, who also shall serve as Officers as President, Vice President and Treasurer representing different States. The Vice President shall automatically assume the Presidency and a new Vice President and a Treasurer shall be elected annually. A nominating committee, consisting of the current President, the Vice President (President elect) and a past President selected by the Executive Director shall compile nominations for the Vice President and Treasurer for presentation to the Council. The annual election and the assumption of the Presidency shall occur at the first meeting of the WESTAR Council each year. The transition of officers shall generally occur at noon on the second day of the meeting.

The Board of Directors shall be vested with overall management of the affairs of the corporation. The President, Vice President and Treasurer will serve as Officers of the Council with the following responsibilities:

The Council President is responsible for the supervision of the Director and coordination of Council business with the Office of the Director; approval of the agenda and chairing of Council meetings as well as general oversight of Council business.

The Council Vice-President is responsible for conducting the duties of the President in his or her absence.

Responsibilities of the Treasurer include oversight of the Council’s finances in coordination with the Office of the Director.

Article 8—Office of the Executive Director

At the direction of the Council, the President may authorize the establishment of a central office and hiring of an Executive Director. The Executive Director shall be the Secretary of the corporation, and shall not serve on the Board of Directors. The responsibilities of the Executive Director shall include the scheduling and development of agendas for Council meetings (for the President’s approval); the preparation and distribution of minutes; the authentication of records of the corporation; the establishment of grants on behalf of the Council; and, the management of the financial affairs of the Council under the oversight of the Treasurer. As authorized by the

membership or the Officers of the Council (other than the Executive Director), the Executive Director is authorized to negotiate and enter into agreements and contracts with other organizations and to conduct projects and studies authorized by the Council. The Executive Director is responsible for the preparation of an annual report describing Council activities, financial status and other Council business matters. The Executive Director is supervised by and reports directly to the President of the Council.

Article 9—Committees

The Council may establish Standing Committees to assist in meeting the Purposes of the organization as established in Article 2. From time to time and as needed, the membership of the WESTAR Council can establish Ad Hoc Committees. These committees will be established on a temporary basis and only when circumstances dictate.

Article 10—Meetings

The WESTAR Council will meet periodically to consider topics of mutual interest. At least once a year, the members will meet to elect officers, review and approve the budget, consider and act on proposed changes to the Articles of Association and develop and adopt policies and procedures to guide/govern Council activities. If possible, the annual business meeting will be held in conjunction with another meeting that most WESTAR members are attending.

Article 11—Resignation

Any State wishing to resign from the WESTAR Council may do so by submitting a letter of resignation to the Council President. There will be no refund of annual dues to any resigning member. A resigned member may regain membership by sending a letter stating this intention to the Council President.

Article 12—Amendments

The Bylaws may be amended at any business meeting where a quorum of voting members are present (*i.e.*, 3/4 of the total membership). Amendments will be introduced in accord with Robert's Rules, discussed and passed by vote of at least 2/3 of the voting members present.

Article 13—Dissolution

The members may, with a quorum of members voting (*i.e.*, 3/4 of the total membership), dissolve the WESTAR Council at any officially constituted business meeting or through a mail ballot. Three-quarters of the total voting membership must agree to dissolve before the dissolution becomes effective. Upon dissolution, the corporation's debts shall be paid, and its assets distributed, in accordance with the Articles of Association and applicable law.

Article 14—Dues

Membership dues and fees shall be established by the members at the annual business meeting taking into account the budget and availability of funds to finance the budget. Both the budget and

membership dues shall be approved by a 2/3 vote if at least 3/4 of the members are in attendance. Dues shall be assessed and calculated in a flexible manner taking into account individual State financial situations. The Treasurer shall account for all expenses at the annual business meeting of the Council. Grants to the WESTAR Council may be used in lieu of dues or fees when such funds are available. “Ex officio” members may be assessed equitable fees or dues based upon their participation in WESTAR Council activities.

Article 15—Voting

Each member in good standing (dues paid for the current year) shall have one vote which shall be executed by the principal member or a designated alternate member. The principal member may delegate, in writing, an associate to act as his or her voting representative at Council meetings. Except as addressed by other Articles, a majority of the members present shall determine all questions considered at meetings. In addition, all questions submitted to the membership for letter ballot shall be decided by a majority of those members who vote unless conditions are specified.