



REGION VI PRETREATMENT ASSOCIATION BYLAWS

Adopted: October 14, 2004
Revised: March 30, 2005
Revised: August 13, 2007
Revised: February 8, 2013
Revised: November 15, 2013
Revised: September 13, 2019
Revised: July 25, 2024

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be the Region VI Pretreatment Association, and shall be referred to in this document as the Association

Section 2: The Association is organized exclusively for charitable, scientific and educational purposes, more specifically to:

- A. Organize and conduct the annual EPA Region 6 Workshop;
- B. Provide professional growth and development needs of its members;
- C. Share information regarding industrial pretreatment and other environmental issues among its members; and
- D. Improve the professional status of personnel engaged in the industrial pretreatment field.

ARTICLE II – MEMBERSHIP

Section 1: Membership in the Association is open to all persons working in the industrial pretreatment field within the United States Environmental Protection Agency Region 6 (Arkansas, Louisiana, New Mexico, Oklahoma, and Texas).

Section 2: Paid registration for the Region VI Pretreatment Association's Annual Workshop constitutes membership within the Association until the following Annual Workshop.

Section 3: The Executive Board shall be responsible for the establishment of any dues and/or fees.

ARTICLE III – GENERAL MEMBERSHIP MEETINGS

Section 1: Annual Meeting. The annual general membership meeting shall be conducted in conjunction with the annual Region VI Pretreatment Workshop.

ARTICLE IV – EXECUTIVE BOARD

Section 1: Executive Board Role, Size., and Compensation. The Executive Board (“Board”) is responsible for overall policy and direction of the Association. The Board also has the power to amend the Articles of Incorporation and Bylaws. Each of the five State governmental offices charged with the oversight of the industrial pretreatment regulations within EPA Region 6 shall have the opportunity to select 3 people (State Representative, Board Officer, At-Large Representative) to represent the State’s pretreatment professionals on the Board. The Board members shall receive no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least annually at the annual EPA Region VI Association Workshop. The Board may meet at any other time and place as agreed upon by a majority of the Board members. Meetings may be conducted in person, through conference calls, or through the use of electronic mail communications.

Section 3: Board Membership. One representative from each State shall be from the offices that handle pretreatment regulations for that State and is designated by the title State Representative. Except as described in Section 8 of this Article, the other two shall be chosen from among the pretreatment professionals working within the State at the municipal level, either public or private. One municipal representative shall serve as a Board Officer of the Association and will proceed in succession through the officer chairs. The other municipal representative shall serve as an At-Large Representative from their state to the Association. The Association members from each of the five states shall choose the At-Large Representative that will take office at the beginning of the following fiscal year prior to, or during, the State breakout session of the Annual Workshop. Each member of the Board shall have one vote in matters brought before the Board, unless the Board member’s employer does not allow them to vote on such Boards. However, the Treasurer, Technology Chair and Administrative Director are non-voting members.

Section 4: Office Election/Appointment. The rotation order for Board Chair by State shall be Texas, then Arkansas, then New Mexico, then Louisiana, followed by Oklahoma. This rotation shall continue in perpetuity. In the event that a State cannot, or does not, elect a Board Officer, then the procedures outlined in Section 8 of this Article shall apply. The officer positions of Chair, Vice Chair, Exhibits Coordinator, Secretary, and Past Chair shall succeed as follows:

- A. The Board Officer who was the Chair during the previous year will move to the position of Past Chair.
- B. The Board Officer who was the Vice Chair during the previous year will move to the position of Chair.
- C. The Board Officer who was Exhibits Coordinator during the previous year will move to the position of Vice Chair.
- D. The Board Officer who was the Secretary during the previous year will move to the position of Exhibits Coordinator.
- E. The Secretary position shall be filled by a Board Officer from the state whose municipal representative was the Past Chair during the previous year.

With the exception of the Treasurer, Technology Chair and Administrative Director, election of new Officers will occur in the state breakout sessions at the annual Region

VI Pretreatment Association Workshop. In the case where a Board member position becomes vacant during the course of the term, the Board members of the state in which the vacancy has occurred shall select a replacement to the Board for that officer position, subject to approval of the Executive Board through a simple majority vote. In the case of Treasurer, Technology Chair, and Administrative Director, the positions will be elected by a majority vote of the Board once every three years.

Section 5: Terms. All Board members, except Treasurer, Technology Chair, and Administrative Director shall serve from October 1 of the year in which they are elected, through September 30 of the following year and are eligible for re-election. The Treasurer, Technology Chair, and Administrative Director shall serve from October 1 of the year in which he or she is elected and continue as such for a three-year term, ending in September 30 of the third year.

Section 6: Quorum. A quorum of the Executive Board shall consist of a simple majority of its members.

Section 7: Officers and Duties. Except as described in Section 4 of this Article above, the Board shall include 15 Board members with voting privileges: Chair, Past Chair, Vice Chair, Exhibits Coordinator, Secretary, State Representatives from each of the 5 EPA Region 6 states, At-Large Representatives from each of the 5 EPA Region 6 states, and three members without voting privileges: the Treasurer, Technology Chair, and Administrative Director. Duties of the positions are as follows:

The Chair shall convene and preside over the regularly scheduled Board meetings. In the event the Chair cannot preside over a specific meeting, they will arrange for other members of the Executive Board to preside at each meeting in the following order: Vice Chair, Exhibits Coordinator, Secretary, Past Chair. The Chair will conduct meetings in a proper and cordial manner. The Chair will not vote on issues unless a tie vote is evident. In the case of a tie vote the Chair will cast a vote to break the tie vote. The Chair is responsible for attending and performing as the "MC" for the annual Region VI Pretreatment Association's Workshop. The Chair shall have the authority to sign contracts on behalf of the Association for the current years' workshop. The Chair shall be an ex-officio member of all committees. The Chair shall perform such other duties as may be assigned by the Board.

The Past Chair shall be responsible for coordinating activities of the past Board with the current Board and serve as a mentor to the current Chair.

The Vice Chair will assume the responsibilities of the Chair at any official meetings where the Chair is absent. The Vice Chair shall perform such other duties as may be assigned by the Chair.

The Exhibits Coordinator's role is to facilitate the registration and logistics related to exhibitor booths and sponsorships. The responsibilities of the Exhibits Coordinator include, but are not limited to; recruiting an exhibits committee, coordinating vendor contact efforts and maintaining contact information, drafting publicity such as written and electronic communication, working with representatives of the host location to develop a floor layout for the exhibits hall, communicating with registered exhibitors and sponsors, and remaining on-site during the exhibits hall set-up, the conference, and the exhibits hall teardown.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that the Association's records are updated and maintained, as necessary.

State Representatives shall be full voting members of the Board and are expected to attend all meetings, serve on the Annual Agenda Planning Committee (host State is the Committee Chair) in accordance with Article V Section 4 of these bylaws, and is responsible for the securing of Continuing Education hours for attendees in accordance with their respective state requirements. State Representatives may serve on additional committees as appointed.

At-Large Representatives shall be full voting members of the Board and are expected to attend all meetings and serve on committees as appointed.

The Treasurer shall be responsible for administering the financial affairs of the Association and seeing that all monies due to the Association are collected carefully and without loss. The Treasurer shall make a report at each Board meeting. The Treasurer shall be responsible for properly recording and documenting all revenues, expenditures, assets, and liabilities in the financial records of the Association. The Treasurer shall Chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to other Board members, to the membership-at-large, and for audit or review. The Treasurer shall ensure all required reports are filed with the IRS and the state in which the Association is incorporated. The Treasurer shall have the authority to sign the checks for the Association. The Treasurer shall obtain and file all documents needed to ensure any and all legal requirements necessary for the continued existence of the Association are in order.

The Technology Chair shall be responsible for the administration of the Association's website and workshop electronic application. In addition, the Technology Chair shall be responsible for keeping the Association and the Board up to date on available technologies and equipment that can assist with the advancement of the Association's Purpose. The Technology Chair shall be assigned any other duties as deemed necessary by the Board.

The Administrative Director shall be responsible for overseeing the administrative operations of the Association. This is to include but is not limited to; assist with the financial duties and oversight of auditing/reporting, procure insurance for the Association's workshop, assist with the program planning, assist with the hotel selection committee and contract procurements associated with hosting the workshop, and any other duties as deemed necessary by the Board. The Administrative Director shall also be an authorized signatory on the Association's bank account and shall have the authority to sign checks for the Association. The Administrative Director shall be an ex-officio member of all committees.

Section 8: Vacancies. When an Officer vacancy on the Board exists, the Association Board members from the state that has lost its representative shall appoint a new member to the Board. In the event that the Association Board members from one of the 5 states of the Region do not provide a representative to fill the Officer position assigned through the process described in Section 3 of this Article, the Board shall

solicit nominations to fill the vacant Officer position from Association members throughout EPA Region 6. At the end of the nominating period and once the Board is satisfied with the field of candidates, the Board members through a majority vote shall select the Association member to fill the vacant position. The Board member selected in this manner shall have all privileges and responsibilities normally afforded the position they hold. The Board member elected through this procedure shall rotate through the positions as described in Section 3 of this Article. At the time the person selected in this manner rotates off the Board, resigns, or is otherwise removed from the position, the Association members from the state who would ordinarily be represented by this position will again be given the opportunity to fill the position. In the event no Association member can be identified to fill the vacant Officer position, then the offices of Vice Chair and Exhibits Coordinator will be combined into one position, that of a Vice Chair/Exhibits Coordinator, until such time that a position can be filled.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a two-thirds (2/3) vote of the remaining Board members.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or two-thirds (2/3) of the members of the Board.

ARTICLE V – COMMITTEES

Section 1: The Board may create committees as needed, such as workshop planning, fundraising, etc. The Board Chair shall make appointments to the committees after requesting volunteers. Each committee shall be responsible for selecting a member to act as its Chair, except as noted below.

Committees will be required to discuss and evaluate potential practices and actions that may be required to accomplish goals set by the committee Chair. Any and all actions must be reviewed and accepted by a majority of the committee prior to presenting to the Board. A committee Chair must consult with his or her committee members before any actions or approvals can be taken. Once the committee approves said actions then the committee Chair must acquire approval from the Board before taking any further actions.

Section 2: Finance Committee. The Treasurer shall be the Chair of the Finance Committee, which shall include, at a minimum, the Board Chair, Vice Chair, and Administrative Director. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the other Board members. The Board must approve the budget and all expenditures must be within the budget. The Board must approve any major change in the budget. The fiscal year shall be from October 1 to September 30. Annual reports shall be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 3: Annual Event Planning Committee. The Chair of this committee shall be the Board Chair. The Vice Chairs of the committee shall be the Board Vice Chair and the Association's Administrative Director. Additional members may be selected by the Chair of this committee. This committee is responsible for the planning of the food

and beverage at the workshop, the exhibitor floor plan, signage, and the coordination of activities to assist with the execution of the workshop.

Section 4: Annual Agenda Planning Committee. The Annual Agenda Planning Committee, shall be at a minimum, composed of State level Board Members, the Association's Chair, Association's Vice Chair, and the Association's Administrative Director. Additional members may be selected by the Chair of the Annual Agenda Planning Committee. The Chair of the Annual Agenda Planning Committee shall be the State representative from the state holding the Association's Chair position. The Annual Agenda Planning Committee is responsible for selecting topics and speakers for the Annual Workshop and developing the workshop agenda. The Association shall survey the Association members for topic and speaker ideas for consideration of inclusion in the following year's workshop agenda.

Section 5: Technology Committee. The Chair of this committee shall be the Association's Technology Chair. The Technology Committee shall be, at a minimum, composed of the Technology Chair, the Association's Chair and the Association's Administrative Director. Additional members may be selected by the Technology Committee members. The Technology Committee is responsible for maintaining the Association's website and workshop electronic application. Additionally, the Technology Committee is responsible for finding and researching other technologies that will assist the Association in its administrative operations and putting on the Association's Annual Workshop.

Section 6: Venue Selection Committee. The Chair of this committee shall be the Officer from the state hosting the Association's Annual Workshop. At a minimum, committee membership consists of the State Coordinator from the host state, the Association's Administrative Director, and the Association's Treasurer. Additional members of this committee may be selected by the Chair of this committee. The Chair of this committee shall have the authority, with the agreement of this committee, to enter into contracts on behalf of the Association in order to secure a venue for the Annual Workshop. The committee is responsible for soliciting proposals from potential venues. The Venue Selection Committee is not specifically required to select a venue located in the host state. The Venue Selection Committee may not solicit or select a venue located outside the EPA Region 6 boundaries of Arkansas, Louisiana, New Mexico, Oklahoma and Texas. Additionally, the Venue Selection Committee must select a suitable venue that the Association members' employers would approve of for the Annual Workshop.

ARTICLE VI – AMENDMENTS

Section 1: Amendments to the Bylaws may be proposed by the Board or by petition signed by at least ten (10) Association members.

Section 2: Amendments by petition shall be submitted to the Board at its next Annual meeting, provided such petition has been submitted to the Association's Secretary thirty (30) days prior to the Annual meeting.

Section 3: Adoption. Amendments to the Bylaws may be made by two-thirds (2/3) affirmative vote by the total membership of the Board. Amendments that have been

favorably passed by the Board shall take effect immediately and the revised Bylaws shall be printed.

ARTICLE VII – MISCELLANEOUS PROVISIONS

Section 1: Fiscal Year. The fiscal year shall be from October 1 to September 30.

Section 2: Indebtedness. All indebtedness authorized by the Region VI Pretreatment Association shall be approved by the Board before payment.

Section 3: Prohibited Expenditures. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 4: Prohibited Activities. No substantial part of the activities of the Association shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements: any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on:

By an organization exempt from federal income tax under section 501 (c) (3) of the International Revenue Code, or corresponding section of any future federal tax code, or;


By an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.


Section 5: Dissolution of the Association. Upon the dissolution of the Region VI Pretreatment Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII – ADOPTION


The original Bylaws were approved at a meeting of the Board of the Region VI Pretreatment Association on October 14, 2004, with subsequent revisions approved on March 30, 2005; August 13, 2007; February 8, 2013; November 15, 2013; September 13, 2019; and July 25, 2024.

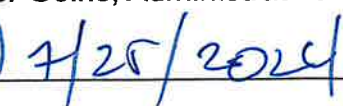
ATTEST:



Laurie Rodriguez, Chair


Date



Heather Goins, Administrative Director


Date



Initials of the Chair and AD
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