

BY-LAWS
OF
UMATILLA COUNTY UTILITIES COORDINATING COUNCIL

ARTICLE I

Section 1 - The registered address of the council shall be Post Office Box 1625, Pendleton, Oregon, 97801.

ARTICLE II
MEMBERSHIP

Section 1 - Regular Members - Each organization becoming attached to this council shall be allowed two (2) regular voting memberships. Membership will be perpetual with payment of annual dues and assessments as described in Article X. Any regular member that is unable to attend a meeting has the right and duty to appoint a substitute, from his organization, to attend in his stead with all voting rights.

Section 2 - Affiliate Members - Any individual can apply for an Affiliate Membership and if deemed to be an interested party and accepted by the Board of Directors will become a voting member.

Section 3 - Applications for affiliate membership shall be submitted annually to the Secretary-Treasurer and acceptance will be majority vote of the Board of Directors.

ARTICLE III

Section 1 - The annual meeting of this council shall be held the Month of December of each year and other regular meetings shall be held on the third Tuesday of every month. These may be changed to such other times and at such place as the Board of Directors may determine for the purpose of transacting such business as may legally come before the meeting.

Section 2 - Special meetings of the members of this council shall be called by the Secretary-Treasurer of this council upon the request of the Board of Directors.

Section 3 - Every member shall furnish the Secretary-Treasurer of this council with an address to which notices of meetings, and all other correspondence may be mailed.

Section 4 - A majority of the voting membership shall constitute a quorum for regularly scheduled or special meetings of the council and a majority vote of those present and voting shall determine any issue coming before the membership except amendments of the By-Laws as covered in Article XI, Section 1.

ARTICLE IV DIRECTORS

Section 1 - The business and affairs of this council shall be managed and controlled by the Board of Directors (Executive Council).

Section 2 - A majority of the Directors of record shall constitute a quorum for a Board meeting and a majority vote of the Directors present at a Board meeting shall determine any issue except as otherwise provided within the By-Laws.

Section 3 - Officers of the Board of Directors (Executive Committee) shall be the same as the officers of this Council.

Section 4 - The Vice-President shall in the event of absence of the Chairman of the Board of Directors, preside over any meeting and assume the responsibilities of the Chairman.

Section 5 - A vacancy in any office for any cause shall be filled by the Board of Directors at the first meeting following the occurrence of such vacancy.

Section 6 - Meetings of the Board of Directors shall be called by the Secretary-Treasurer of the Board of Directors on the request of the Chairman, or by any four (4) members of the Board of Directors, by giving not less than five (5) days notice to each director.

ARTICLE V
OFFICERS

Section 1 - The officers of this council shall be elected from and by the voting members of this council at the annual (December) meeting of the membership.

Section 2 - Term of office shall be for one year beginning January 1st and ending December 31st.

Section 3 - Any officer in this council may be removed for just cause by majority vote of the membership.

Section 4 - An officer to fill a vacancy in any office, for any cause, will be selected by a vote of the Board of Directors for the unexpired term.

ARTICLE VI
PRESIDENT

Section 1 - The President of this council shall be the chief executive officer and head of the council, and shall, subject to the control of the Board of Directors, have the general and active management of its business and affairs and shall be an ex-officio member of all committees.

Section 2 - Shall preside at all meetings of the members unless otherwise ordered by the Board.

Section 3 - Shall make annual reports showing the condition of the affairs of the council, making such recommendations as he thinks proper, and submit the same to the council at its annual meeting.

Section 4 - Shall represent this council at all meetings of the Board of Directors of the Umatilla County Utilities Coordinating Council.

ARTICLE VII
VICE-PRESIDENT

Section 1 - The Vice-President of the council shall act as assistant to the President.

Section 2 - Shall be an ex-officio member of all committees and shall supervise the actions of the committees.

Section 3 - Shall in the event of absence of the President of the council, preside over any meeting and assume the responsibilities of the President.

Section 4 - Shall act as the President's substitute, as necessary, at meetings of the Board of Directors of the Oregon Utilities Coordinating Council.

ARTICLE VIII
SECRETARY-TREASURER

Section 1 - The Secretary-Treasurer of this council shall keep a fair and accurate record of all meetings of the council and shall give at least ten (10) days notice of all official meetings as provided herein.

Section 2 - Shall be responsible for maintaining files on all minutes and other documents relating to the meetings of the council.

Section 3 - Shall keep accurate accounts of all receipts and disbursements and shall render an annual report in writing at the annual meeting as to the financial condition of the council and shall prepare such other reports and shall perform such other duties in connection with the administration of the financial affairs of the council as the Board of Directors may direct.

ARTICLE IX
COMMITTEES

Section 1 - There shall be such number of committees of this council as determined by the Board of Directors or the Umatilla County Utilities Coordinating Council at large, performing such functions as the Board of Directors, from time to time, may determine. Appointments to committees of the council shall be made by the President of the council, with the consent and approval of the Board of Directors.

Section 2 - Committee Chairman will represent this council at the Utilities Coordinating Council Committee meetings.

Section 3 - Reports of committee progress shall be made at each regular meeting as well as at the annual meeting.

ARTICLE X
COUNCIL FINANCES

Section 1 - Occasional levies to finance council projects and expenses shall be sent to each of the participating local organizations. The necessary financing shall be divided equally among the participating local organizations.

Section 2 - The decision on the amount of financial support needed shall be determined by the Board of Directors at any of its meetings of the Board.

Section 3 - All organizations failing to pay the assessment shall lose their voting rights in the council until such time that payment is made.

Section 4 - No director, officer or member shall receive compensation for services in the capacity of a director, officer or member.

Section 5 - Disbursements in payment of council expenses in amounts less than fifty (\$50.00) may be paid by the Secretary-Treasurer without Board of Directors approval, and when so paid shall be reported by the Secretary-Treasurer at the next meeting of the membership. The Board of Directors shall

approve disbursements of all council funds in excess of fifty dollars (\$50.00).

Section 6 - All monies of the council shall be kept in such bank as the Board of Directors shall from time to time designate. Checks, drafts or withdrawals, drawn upon council funds, shall be executed by the Secretary-Treasurer and/or President of this council.

ARTICLE XI
AMENDMENTS

Section 1 - These By-Laws may be altered, amended and repealed and new By-Laws may be adopted by the membership at any regular or special meeting upon the affirmative vote of two-thirds of those members present and voting.

Section 2 - Amendments, repeals or new By-Laws shall be submitted to the Board of Directors in writing one month in advance of the next regularly scheduled meeting.

Section 3 - The Board of Directors recommendations for change will be discussed at the general membership meeting and voted on at the following membership meeting. The Secretary-Treasurer shall publish the recommended change no less than 30 days prior to vote.

These By-Laws were adopted by an affirmative vote of two-thirds of those members present and voting, at the regular meeting of this council on the 19th day of December, 1978.

Pat Napolitano

PRESIDENT

Cliff Kleman

SECRETARY-TREASURER