



**INDUSTRY WORK GROUP (IWG) REGION 6**

**IWG BY-LAWS**

**November, 2001**

ARTICLE 1: SCOPE

SECTION 1.1: Name of the Organization

The name of the Organization shall be the “Industry Work Group Region 6 (IWG)”

SECTION 1.2: Mission

The mission of the Industry Work Group is to assist the Region 6 Regional Response Team (RRT) in fulfilling its assigned mission by facilitating communication and cooperation between Federal agencies, State agencies, local organizations and industry.

SECTION 1.3: Agreement to Amend

As part of our application for recognition of exemption from federal income tax, we agree to make the following amendment to our organizing document. Since we are an unincorporated association, the amendment will be adopted in the manner provided by our internal rules of operation.

Name of Organization: [ ]

Signature of Officer or  
Person Holding Power of Attorney: [ ]

Date: [ ]

- a. The organization is organized exclusively for charitable, religious, educational and / or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization 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 organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) 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.

- c. Upon dissolution of the organization, 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 public purpose.

#### SECTION 1.4 Mailing Addresses and Telephone Numbers

The official mailing address and telephone number of the IWG shall be:

Industry Work Group Region 6  
1113 Brookwood  
El Dorado, AR 71730  
870-862-8698

### ARTICLE 2 MEMBERSHIP

#### SECTION 2.1 Members

Members of the IWG shall be from Industries, Businesses and individuals in EPA Region 6 (Arkansas, Louisiana, New Mexico, Oklahoma, and Texas) who subscribe to the mission and function of the IWG.

### ARTICLE 3 OFFICERS

#### SECTION 3.1 Officers

The officers of the IWG shall be the Inland Co-Chairperson, Coastal Co-Chairperson and the Secretary-Treasurer.

#### SECTION 3.2 Co-Chairperson

One of the Co-Chairpersons, or their designee, shall preside at all meetings of the IWG, be responsible for preserving order and decorum and submit recommendations and information as he or she may consider proper concerning the business affairs and policies of the IWG.

Except as otherwise authorized by these by-laws or by resolution of the IWG, the Co-Chairpersons shall sign or delegate to the Secretary-Treasurer the authority to sign all official documents of the IWG.

#### SECTION 3.3 Secretary - Treasurer

The Secretary - Treasurer shall establish a mailing list of all members, record or transcribe the minutes of all IWG meetings, and send out meeting notices. The Secretary - Treasurer shall also insure that the agenda of each IWG meeting is mailed or delivered as provided by Article 5, Section 5.4. The Secretary - Treasurer shall maintain the financial records and make quarterly financial reports to the IWG.

## SECTION 3.4 Board of Directors:

The Board of Directors will consist of the Officers, State representatives from Arkansas, Louisiana, New Mexico, Oklahoma and Texas, the pipeline Representative, Regional Response Team Committee Representatives, and other Board members as approved by the membership.

The Co-Chairs of the Regional Response Team may each appoint an Advisor to the Industry Work Group Board of Directors.

## SECTION 3.5 Elections

The IWG shall elect the Co-Chairpersons, and Secretary - Treasurer from those persons whom they have nominated from the IWG membership to serve for three (3) years. These officers may be elected for additional terms.

## SECTION 3.6 Vacancy

Should the office of Co-Chairperson, or Secretary-Treasurer become vacant, the IWG shall elect a successor for the unexpired term within ninety (90) days of the occurrence of the vacancy.

## SECTION 3.7 Additional Appointments

Additional personnel appointments for committee positions, IWG State Representatives and any other positions that may be necessary for the operation of the IWG's tasks shall be made by the Co-Chairpersons. The IWG may employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by federal, state, and local laws, rules and regulations, and guidelines.

# ARTICLE 4 COMMITTEES

## SECTION 4.1 Appointment of Committees

The Co-Chairpersons may from time to time appoint committees composed of members of the IWG and knowledgeable individuals from outside the IWG to study and report on matters relevant to the IWG.

# ARTICLE 5 MEETINGS

## SECTION 5.1 Annual Meetings

The annual meeting of the IWG shall be the first regular meeting held after January 1 of each year at a time and location designated in the "Notice of Annual Meeting" mailed and delivered to each IWG member at least thirty (30) days before such meeting. Nomination and election of officers shall take place at the annual meeting.

## SECTION 5.2 Regular Meetings

Regular meetings of the IWG shall be held at least semi-annually and scheduled by the Co-Chairpersons. Notice of the meeting will be provided at least thirty (30) days in advance to all IWG members, by providing notice to all members of the IWG. The agenda for the meeting will be sent with the notice of the meeting.

### SECTION 5.3 Special Meetings

The Co-Chairperson of the IWG may, upon request of at least two (2) members of the IWG, and when they deem it expedient, call a special meeting of the IWG for transacting any business of the IWG. The purpose of the special meeting will be set forth in the call of the meeting and sent to each IWG member at least seven (7) days before such meeting.

At the special meeting, no business will be considered other than that designated in the call.

### SECTION 5.4 Agenda for IWG Meetings

An agenda of each IWG meeting shall be sent to each IWG member with the notice of the IWG meeting.

### SECTION 5.5 ORDER OF BUSINESS

At meetings of the IWG, the following shall be the order of business:

- Roll Call
- Approval of Meeting Summaries
- Reports of Subcommittees
- Special Presentations
- Old Business
- New Business
- Date, time, and tentative agenda of the next regular meeting
- Adjournment

### SECTION 5.6 Manner of Conducting Meetings

Standard rules of procedure shall be required as adopted by the IWG in accordance with ARTICLE 5, SECTION 5.8. The meeting shall be conducted with order and decorum, within the current edition of Robert's Rules of Parliamentary Procedure.

The Co-Chairpersons shall determine the appropriate procedure for conducting the meetings.

### SECTION 5.7 Summaries of IWG Meetings

Accurate summaries of all the meetings of the IWG shall be taken and maintained by the Secretary - Treasurer. Accurate summaries shall include, but not be limited to, a record of all votes of the IWG, a record of attendance at IWG meetings and a summary of IWG discussions. The summaries of each meeting shall be given to each IWG member at the following meeting.

### SECTION 5.8 Quorum

The powers of the IWG shall be vested in the IWG. Members present for the IWG meeting shall constitute a quorum for the purpose of opening an IWG meeting. Members shall be considered "present" if attending by telephone conference call or other electronic means approved for the meeting.

At a meeting, action may be taken pursuant to an affirmative vote of the majority of all those present. A minimum of four (4) IWG members must vote affirmative for action to be taken.

## ARTICLE 6 ADMINISTRATION

### SECTION 6.1 Annual Budget

An annual budget shall be adopted and approved by the IWG.

### SECTION 6.2 Monies and Appropriations

The IWG may receive and disburse public and private funds for carrying out the purposes and mission of the IWG in the five-state EPA Region 6 area. Such monies shall be deposited and managed in accordance with generally accepted accounting practices.

All disbursements over \$3,000.00 require approval at an IWG meeting. The Chairperson and Secretary - Treasurer will authorize normal operating expenditures. The Secretary - Treasurer shall maintain the financial records and make quarterly financial reports to the IWG.

### SECTION 6.3 Fees

Reasonable fees may be collected for information provided or services rendered by the IWG.

### SECTION 6.4 Annual Report

An annual report shall be prepared and made available to the individual members of the IWG.

## ARTICLE 7

### SECTION 7.1 Amendments to the By-Laws

Majority vote of members present at a meeting may amend the IWG Bylaws. No Vote shall be taken to amend the Bylaws until the proposed amendment has been reduced to writing and distributed to all IWG members along with the agenda for the meeting at which the amendment is to be voted upon.

### SECTION 7.2 Filing of the Bylaws and Amendments

A copy of the IWG Bylaws and all amendments shall be filed with the Internal Revenue Service and with any other appropriate agency or person. A copy of the IWG Bylaws will be provided to each IWG member.

Adopted and approved by the Industry Work Group, Region 6, this 14<sup>th</sup> day of November, 2001